

Notice of the Annual General Shareholders' Meeting

To: The Shareholders

Dear Sir/Madam,

- I. The 2013 Annual General Shareholders' Meeting will be held at the auditorium at 2F., No. 18, Xinglong Rd., Taoyuan City, Taoyuan County on June 7, 2013 (Friday) at 10:00 a.m. (reception begins at 9:30 a.m.) for the following purposes:
 1. Report items: (1) 2012 Operation Results; (2) 2012 Financial Results; (3) Audit Committee' Review Opinions on 2012 Financial Results; (4) The Adjustment to 2012 Distributable Earnings and the Amount of the Special Reserve Set aside by the Company; and (5) Amendments to Rules and Procedures of the Meeting of Board of Directors;
 2. Acknowledgement and discussion items: (1) Acknowledgement of the 2012 Financial Results; (2) Acknowledgement of the 2012 Earnings Distribution; (3) Discussion of Amendments to Articles of Incorporation; (4) Discussion of Amendments to the Rules of Procedure for Shareholders' Meetings; (5) Discussion of Amendments to Operating Procedures of Fund Lending; (6) Discussion of Amendments to Operational Procedures for Endorsements and Guarantees; and (7) Release the Directors from Non-competition Restrictions; and
 3. Extemporaneous motions.
- II. The registration of change of shareholders will be suspended from April 9, 2013 to June 7, 2013 in accordance with Article 165 of the Company Act.
- III. The proposal for 2012 earnings distribution was resolved by the board of directors as follows: it was proposed to set aside NT\$12,843,221,947 for cash dividends. After approval by the annual general shareholders' meeting, the board of directors would be authorized to set a record date of dividends distribution to shareholders of record for shares held on the record date. Based on the number of the issued shares of the Company entitled to receiving distribution as of February 26, 2013 (i.e., 2,423,249,424 shares), each one thousand shares shall receive a cash dividend of NT\$5,300. If the number of outstanding shares of the Company changes due to exercise of employee stock options and consequently leads to a change in the dividend distribution ratio approved by the general meeting, the board of directors is authorized to adjust the ratio based on the number of outstanding shares. The minimum cash dividend will be paid to NT\$1, and any fractional amount below NT\$1 will revert to undistributed earnings.

- IV. Pursuant to Article 209 of the Company Act, it was proposed to submit to the general meeting for resolution the proposal of releasing the non-competition restrictions on directors (Mark Ko, Simon Chang, Ping Chen, Steven Liu, Johnson Lee, Yung-Chin Chen, and Ming-Chung Chang), without prejudice to the interests of the Company.
- V. In addition to the announcement on the Market Observation Post System website, this letter is delivered to you together with a Notice of Annual General Shareholders' Meeting and a Form of Proxy enclosed herein. We sincerely hope you will attend the meeting. To attend in person, please send back the first page and the second page for registration, or come to the general meeting on that day and go through registration formalities. To attend by proxy, please refer to the guidance for using proxy, and fill out and return the proxy form set forth on the third page. For your representative to attend the general meeting, please deliver the proxy form to the stock affairs service agent of the Company, the stock affairs service agent department of MasterLink Securities Corporation, 5 days prior to the meeting.
- VI. If someone solicits the proxies publicly, the Company will compile and upload the relevant information to the Securities and Futures Institute (website: <http://free.sfib.org.tw>) no later than May 7, 2013. To search for such information, please click on "enter to check proxies/announcement/meeting materials" (Ticker Number: 2308).**
- VII. The shareholder voting right could be exercised through the Internet from May 8, 2013 to June 4, 2013. Please login to the TDCC (Taiwan Depository & Clearing Corporation) website to exercise voting rights in accordance with the online instruction (website:<http://www.stockvote.com.tw>).**

VIII. Please note and act accordingly.

Sincerely Yours,

Board of Directors of Delta Electronics, Inc.