

## Notice of the 2015 Annual General Shareholders' Meeting

To: The Shareholders

Dear Sir/Madam,

- I. The 2015 Annual General Shareholders' Meeting (the "Meeting") will be held at the auditorium at 2F., No. 18, Xinglong Rd., Taoyuan City on June 10, 2015 (Tuesday) at 10:00 a.m. (reception at the same venue begins at 9:30 a.m.) for the following purposes:
  1. Report items: (1) 2014 Operation Results; (2) 2014 Financial Results; (3) Audit Committee's Review Opinions on 2014 Financial Results;
  2. Acknowledgement items: (1) Acknowledgement of the 2014 Financial Results; (2) Acknowledgement of the 2014 Earnings Distribution;
  3. Discussion items: (1) Discussion of the Amendments to Articles of Incorporation; (2) Discussion of the Amendments to Operating Procedures of Acquisition or Disposal of Assets; (3) Discussion of the Amendments to Operating Procedures of Fund Lending;
  4. Election item: Election of the Directors of the 17<sup>th</sup> Term;
  5. Other item: Releasing the Director from Non-competition Restrictions;
  6. Extemporaneous motions.
- II. The registration of change of shareholders will be suspended from April 12, 2015 to June 10, 2015 in accordance with Article 165 of the Company Act.
- III. The proposal for 2014 earnings distribution was resolved by the Board of Directors as follows: it was proposed to set aside NT\$16,331,540,304 for cash dividends. After approval by the Meeting, the Board of Directors would be authorized to set a record date of dividends distribution to the shareholders of record for the shares held on the record date. Based on the number of the issued shares of the Company entitled to receive distribution (i.e., 2,437,543,329 shares), each one thousand shares shall receive a cash dividend of approximately NT\$6,700. If there is any change in laws and regulations, change in competent authority's approval or change in the number of common shares of the Company (such as transferring or cancelling the registration of the Company's shares bought back by the Company, increasing cash capital domestically, or exercise of employee stock options) which consequently leads to a change in the dividend distribution ratio approved by the Meeting, the Board of Directors of the Company is authorized to adjust the ratio based on the actual number of outstanding shares.
- IV. Pursuant to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall

explain to the meeting of shareholders the essential contents of such an act and secure its approval. As certain directors to be elected in the Meeting may concurrently work for other companies, which may constitute the act restricted under Article 209 of the Company Act, it was proposed to submit to the Meeting for resolution to release the non-competition restrictions on the directors, without prejudice to the interests of the Company. Detailed list of the relevant directors' positions in other companies will be announced on a board to be placed at the venue of the Meeting after the election.

- 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 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 fifth page. For your representative to attend the 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.sfi.org.tw>) no later than May 8, 2015. To search for such information, please click on "enter to check proxies/announcement/meeting materials" (Ticker Number: 2308). The proxy tallying and verification service agent for the Meeting is the stock affairs service agent department of MasterLink Securities Corporation.**
- VII. The shareholder voting right could be exercised through the Internet from May 11, 2015 to June 7, 2015. Please login to the general shareholders meeting internet voting platform ("股票 e 票通") in the website of Taiwan Depository & Clearing Corporation to exercise voting rights in accordance with the online instruction (website: <http://www.tdcc.com.tw/stockvote/index.htm>).**

VIII. Please note and act accordingly.

Sincerely Yours,

**Board of Directors of Delta Electronics, Inc.**