

**(Summary Translation)**  
**Meeting Notice**  
**of**  
**Annual General Shareholders Meeting<sup>1</sup>**

The 2016 Annual General Shareholders Meeting of Nuvoton Technology Corporation (the “Company”) will be convened at Room102 No. 4, Creation Rd. III, Hsinchu Science Park, Taiwan, R.O.C.) at 9:00 a.m., Wednesday, June 15th, 2016.

I. The agenda for the meeting is as follows:

(I)Matters to be discussed

- 1.To discuss the amendment of the Articles of Incorporation of the Company

(II)Matters to be reported

- 1.To report the business of fiscal year 2015
- 2.To report the 2015 supervisors' review report
- 3.To report the remuneration of employees, directors and supervisors for fiscal year 2015
- 4.Others

(III)Matters to be acknowledged

- 1.To acknowledge and recognize business report and financial statements of fiscal year 2015
- 2.To acknowledge and recognize the proposal for distribution of 2015 profit

(IV)Matters to be discussed

- 2.To discuss the amendment of internal rules
  - (1)Rules Governing the Conduct of Shareholders Meeting
  - (2)Procedures for Acquisition or Disposal of Assets
  - (3)Procedures for Engaging in Derivatives Transactions
  - (4)Regulations Governing Endorsements and Guarantees
  - (5)Procedures for Lending Funds to Other Parties
  - (6)Procedures for Election of Directors and Supervisors

(V)Elections

- 1.To elect 9 Directors (including 4 Independent Directors) of the fifth term of the Board of Directors

(VI)Matters to be discussed

- 3.To release the Directors of the fifth term of the Board of Directors from non-competition restriction

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<sup>1</sup> This summary translation is for reference only and is qualified in its entirety by the Chinese version of meeting notice of annual general shareholders meeting. In the event of any discrepancy between the Chinese version and this summary translation, the Chinese version shall prevail.

- II. The proposal for distribution of 2015 earnings adopted at the meeting of the Board of Directors is as follows :
- Cash dividends to common share holders: Each common share holder will be entitled to receive a cash dividend of NT\$1.8 per share. The record date will be decided by the Board of Directors.
- III. Nuvoton Technology Corporation has adopted the nomination system for its election of board members. Candidates as below :
- Directors : 1. Arthur Yu-Cheng Chiao(Representative of Winbond Electronics Corp.) 2. Yung Chin 3. Robert Hsu 4. Chi-Lin Wea 5. Ken-Shew Lu
- Independent Directors : 1. Royce Yu-Chun Hong 2. Allen Hsu 3. David Shu-Chyuan Tu 4. Jerry Hsu
- For a more detailed description, please refer to the Shareholder Meeting Agenda Handbook.
- IV. Please refer to the Shareholder Meeting Agenda Handbook for the details of the proposal of discussion on the release the Directors of the fifth term of the Board of Directors from non-competition restriction.
- V. Except for (I) Matters to be discussed 1, (V) Elections and (VI) Matters to be discussed 3 will be voted immediately after discussion, all (III) Matters to be acknowledged and (IV) Matters to be discussed 2 at this annual general shareholders meeting will be discussed one by one but will be voted at the same time after the discussion for those matters ends. The votes for each matter will be tallied separately.
- VI. Shareholders are able to exercise the voting right through electronic voting in this session. The period of exercising the voting rights starts from May 14, 2016 to June 12, 2016. Please login in Taiwan Depository & Clearing Corporation's e-voting website and vote in accordance with the instructions. ([www.stockvote.com.tw](http://www.stockvote.com.tw))

Board of Directors  
Nuvoton Technology Corporation