

Meeting Notice for
Annual Shareholders' Meeting
(Summary Translation)

The 2014 Annual Shareholders' Meeting (the "Meeting") of Acter Co., Ltd. (the "Company") will be convened at 9:00 a.m., Wednesday, June 18, 2014 at Acter's office meeting room, (33F, No.787, Jhongming S. Rd., Taichung, Taiwan)

1. The agenda for the Meeting is as follows:

I. Report Items

- (1) 2013 Business Report.
- (2) Supervisor's Review Report on the 2013 Financial Statements.

II. Proposals

- (1) Adoption of the 2013 Business Report and Financial Statements.
- (2) Adoption of the Proposal for Distribution of 2013 Profits.

III. Discussion

- (1) Discussion on the proposal to amend the Operational Procedures for Acquisition and Disposal of Assets.
- (2) The Company intends to issue new restricted employee shares.

IV. Elections

- (1) By-election of one supervisor.

2. The major items of the proposal for distribution of 2013 profits adopted at Board of directors meeting are as follows:

- (1) Cash dividends to common share holders: Totaling NT\$461,358,190. Each common share holder will be entitled to receive a cash dividend of NT\$10 per share (based on the total outstanding shares as of Dec. 31, 2013). The record date will be decided by the Chairman as authorized by the Board of Directors.
- (2) Employees' cash profit sharing: Totaling NT\$21,321,994.
- (3) Directors' compensation: Totaling NT\$10,972,973.

3. The Company intends to issue new restricted employee shares by a resolution adopted by the Board of Directors. According to Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the following information shall be specified as follows.

- (1) Total amounts (shares) of issuance : 1,200,000 common shares

(2) Issuance terms and conditions

A. Issued price : To give consideration to the effect of hiring, retaining and inspiring the employees, and the shareholder's interest, the issued price is set to be zero.

B. Vesting conditions : Vesting conditions are based on the years of service and financial performance which are both achieved.

C. Non compliance of the conditions : Acter Company shall redeem and cancel all new restricted employee shares from any employee whom received the new restricted employee shares but fail to meet the vesting conditions.

(3) Employee qualification requirements

A. Employee qualification requirements : Full-time and key employees relating to the company operations. The key employees means the managers or higher-level personnel.

B. Stocks awarded : List of eligible employees with awarded shares will be determined based on the years of service, position degree, work performance and contribution to company operations.

(4) The reason why it is necessary to issue the new restricted employee shares : To attract and retain professional personnel need by the Company, to motivate employees and enhance their centripetal force so as to jointly create the Company's and shareholders' interests.

(5) Potential expense and impact to dilution of earnings per share (EPS) and other factors that may affect shareholder's equity : The number of new restricted employee shares proposed to be issued is 1,200,000 common shares. Based on the market closed price of NT\$118 on Feb. 14, 2014 the annually expensed amount from 2014 to 2017 is estimated at NT\$30,483 thousands, NT\$61,360 thousands, NT\$35,990 thousands and NT\$13,767 thousands respectively and the potential dilution of EPS from 2014 to 2017 is estimated at NT\$0.66, NT\$1.33, NT\$0.78 and NT\$0.30 respectively.

Board of Directors

Acter Co., Ltd.