

**Meeting Notice  
for  
Annual Shareholders' Meeting  
(Summary Translation)**

The 2016 Annual Shareholders' Meeting (the "Meeting") of ADVANTECH Co., Ltd.(the "Company") will be convened at 9:00 a.m., Wednesday , May 25, 2016 at B1, No. 1, Line 20, Lane 26, Rueiguang Road, Neihu District, Taipei City (Neihu Headquarters)

1. The agenda for the Meeting is as follows:

I. Discussion Items

1) To revise the Articles of Incorporation

II. Report Items

1) 2015 Business Report

2) Inspector of the board examination of the accounts for 2015

3) To report 2015 employees' profit sharing bonus and directors' compensation

4) Report of all endorsements and guarantees tendered in 2015

III. Proposal Items

1) Adoption of the 2015 Business Report and Financial Statements

2) Adoption of the Proposal for Distribution of 2015 Profits

IV. Discussion Items

1) The Company plans to issue employee share options with price lower than fair market value

2. The major items of the proposal for distribution of 2015 profits adopted at Board of Directors meeting are as follows:

(1) Cash dividends to common shareholders: Totaling NT\$3,791,118,600. Each common share holder will be entitled to receive a cash dividend of NT\$6 per share (based on the total outstanding shares as of Dec. 31, 2015).

(2) The record date will be decided by the Chairman as authorized by the Board of Directors.

3. The Company plans to issue employee share options with price lower than fair market value.

According to Article 56-1 of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers:"

a. Total number of employee stock warrants issued, the number of shares to be subscribed for each unit of stock warrant, and the total number of stock shares to be issued for the stock option exercised:

A total of 6,500 units of employee stock warrants are issued currently and each unit of stock warrant are entitled to the subscription of 1,000 stock shares. A total of 6,500,000 common stock shares are issued for the stock option exercised.

b. The reference and reasonability of stock price: Stock price is NT\$100 per share.

c. Stock subscriber's qualification and the number of subscriber shares:

It is limited to the full-time employees in particular level or position or who have made a special contribution to the Company and the full-time employees of the domestic and overseas subsidiaries that are with over 50% (inclusive) shareholding held by the Company directly or indirectly. The stock subscription qualification base date is decided by the chairman. The employees who qualified for stock subscription and the number of stock shares to be subscribed by each qualified employee are determined according to their job performance, overall contributions, or special achievements with the approval of the chairman and the consent of the board of directors. According to Article 56-1 Paragraph 1 of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers," the stock warrant issued by the company and subscribe by one single subscriber accumulatively plus the new shares with limited rights accumulated by the subscriber together may not exceed 0.3% of the total outstanding stock shares; moreover, together with the stock warrant issued by the issuer in accordance with Article 56 Paragraph 1 and subscribe by one single subscriber accumulatively may not exceed 1% of the total outstanding stock shares.

d. The reasons for issuing current employee stock warrant:

The Company aims to attract and retain talents that are needed by the company and to motivate employees and enhance employee's loyalty in order to create common interests of the Company and shareholders.

e. The impacts on shareholders' equity:

(1) The potential expense amount and its impact on the company's earnings per share dilution:

Input the common stock closing price on February 1, 2016 and the actuarial assumptions and estimates in the stock option evaluation model for calculations.

The annual amortized expense amount in 2016~2021: NT\$111,700,153 (estimate of

six months), NT\$268,080,367, NT\$206,005,367, NT\$98,123,422, NT\$52,887,575, and NT\$17,892,116 (estimate of six months), respectively, for a grand total of NT\$754,689,000. According to the stock closing price on February 1, 2016 and the actuarial assumptions and estimates, the annual earnings per share dilution in 2016~2021: NT\$0.18, NT\$0.42, NT\$0.32, NT\$0.15, NT\$0.08, and NT\$0.03, respectively.

(2) Please explain the Company's financial burden resulted from those who have the contract performed with the outstanding stock shares: Not applicable.

4. In addition to the announce from M.O.P.S., the Company will mail the official notice of meeting, and one Power of Attorney in hoping that all shareholders could participate in the Meeting. If joining in person, please send back the 「 Notice of Attendance 」 for registration or register in person on the meeting day. If entrusting others to participate in, please read and fill up carefully the notes of Power of Attorney and send back the 「 Attendance Power of Attorney 」 . Also, please send the required documents to our stock administration office 5 days before the meeting starts and use the voucher to attend the meeting.
5. If any situation for the case of seeking the Power of Attorney in public, which case the company will submit to S.F.I. (Website: <http://free.sfi.org.tw>) on Apr 22, 2016. Please go on the website if requiring any further information. (Stock Code: 2395) This Meeting will adopt electronic voting to act the right of vote, and the statistical verification agencies will be our stock administration office.
6. 2016 Annual Shareholders' Meeting will adopt electronic voting as one of the methods to act the right of vote. The voting period: From Apr 25, 2016 to May 22,2016.The voting instruction: Please go to the website [ <http://www.stockvote.com.tw> ] and log in the "Stock Voting Area" of TDCC for further information, thank you.
7. According to Article 26-2 of Securities and Exchange Act," The notice of the shareholders meeting to be given by an issuer to shareholders who own less than 1,000 shares of nominal stocks may be given in the form of a public announcement; for a regular shareholders meeting, such public announcements shall be served with thirty days prior notice.", such notice will not be separately dispatched.
- 8.Of this Meeting the statistic verification agencies of the Power of Attorney will be KGI Securities Co. Ltd. (Stock Transfer Agency Department).
- 9 No souvenir will be offered in the Meeting.

Board of Directors  
ADVANTECH Co., Ltd.