



**MACRONIX
INTERNATIONAL Co., LTD.**

**Meeting Notice
of
Annual General Shareholders' Meeting
(Summary Translation)**

The 2010 Annual General Shareholders' Meeting ("AGM") of Macronix International Co., Ltd. will be convened at Room101, Association of Industries in Science Parks (No.2, Prosperity Rd.1, Science Park, Hsinchu, Taiwan, R.O.C.) at 9:30 a.m., June 9, 2010.

1. The agenda for the Meeting is as follows:

I. Report Items

- (1) 2009 Business Report
- (2) Audit Committee's Report of 2009
- (3) Others

II. Ratification Items

- (1) Ratification of 2009 Business Report and Financial Statements
- (2) Ratification of 2009 Earnings Distribution Plan

III. Discussion and Election Items

- (1) Approval of amending internal policies and rules
 - A. Procedures for Lending Funds to Other Parties
 - B. Procedures for Endorsement and Guarantee
- (2) Approval of public offering and/or the private placement of securities
- (3) To elect the directors of the eighth term
- (4) Approval for removing the competition restrictions of the directors of the eighth term

IV. Others and Motions

2. The proposal of "Year 2009 Earning Distribution Plan" adopted at the meeting of the Board of Directors is as follows:

- (1) Cash dividends to shareholders: Totaling NT\$4,979,236,964. The shareholders will be entitled to receive NT\$1.5 /per share.
- (2) Employee bonus (in cash): Totaling NT\$878,688,876.

3. For the Company's future business needs, it is hereby proposed for the capital increase, including domestic rights offering(s), the issuance of new shares for the depositary receipts through cash capital increase, and/or the private placement of common shares; and/or the private placement of

domestic and/or overseas convertible bonds, to the extent of 1.5 billion common shares (collectively and/or individually "Offering(s)"). It shall also be proposed to the AGM for authorizing the Board of Directors to select any and/or all of the Offering(s), or mix certain of the Offering taking into consideration then market conditions and/or the Company's needs. The major items of the private placement are as follow:

A The private placement of common shares

- (1)The basis and rationality of determining the price of the private placement : The price of the privately placed shares shall be no less than 80 percent of the simple average closing price of the Company's common shares for either the one, three, or five business days immediately preceding the price setting date, with adjustment for any distribution of stock and cash dividends. It is hereby proposed to AGM for authorizing the Board of Directors to determine the price. (For example, the price would be NT\$14.23 per share, i.e. 80 percent of the simple average closing price of the Company's common shares for five business days immediately precedes the provisional price setting date, for example, Mar. 15, 2010.) Considering that the privately placed shares have a three-year transfer restriction as required by Securities and Exchange Act and that the price will be set by referring to the market price of common shares, the price setting arrangement shall be reasonable.
- (2)The method of selecting the specified subscribers : The Company will select the specified subscribers in accordance with Article 43-6 of Securities and Exchange Act.
- (3)The necessity of private placement: In consideration of market conditions, fund raising efficiency, costs of the offering(s) as well as equity stabilizing, private placement is hereby adopted as a fund raising mechanism. The use of proceeds of such private placement is for the Company operation and development. It is for benefit of the shareholders as well as steadily growth of the Company.

B The private placement of domestic and/or overseas convertible bonds

- (1)The basis and rationality of determining the price of the private placement : The convertible price of the privately placed Convertible Bonds shall be no less than 80 percent of the simple average closing price of the Company's common shares for either the one, three, or five business days immediately preceding the price setting date, with adjustment for any distribution of stock and cash dividends. It is hereby proposed to AGM for authorizing the Board of Directors to determine the convertible price. (For example, the convertible price would be NT\$14.23 per share, i.e. 80 percent of the simple average closing price of the Company's common shares for five business days immediately precedes the provisional price setting date, for example Mar. 15, 2010.) Considering that the privately placed securities have a three-year restriction as required by Securities and Exchange Act and referring to the market price of common shares, the convertible price setting arrangement is reasonable.
- (2)The method of selecting the specified subscribers : The Company will select the specified subscribers in accordance with Article 43-6 of Securities and Exchange Act.

(3)The necessity of private placement : In consideration of market conditions, fund raising efficiency, costs of the offering(s) as well as equity stabilizing, private placement is hereby adopted as a fund raising mechanism. The use of proceeds of such private placement is for the Company's operation and development. It is for the benefit of the shareholders as well as the steadily growth of the Company.

4. In consideration of the re-election of the directors, it is proposed to comply with Article 209 of Company Act to explain to the shareholders of the Company the potential competitive works of the respective on board directors of the eighth term for removing the competition restrictions.

5. According to Article165 of the Company Act, registration for stock transfer shall be suspended from April 11, 2010 to June 9, 2010.

Board of Directors
Macronix International Co., Ltd.