



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

The 2013 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, Hsinchu Science Park) at 9:00 a.m., June 19, 2013.

1. The agenda for the Meeting is as follows:

I. Report Items

- (1) 2012 Business Report
- (2) Audit Committee's Report of 2012
- (3) Others

II. Ratification, Discussion and Election Items

- (1) Adoption of 2012 Business Report and Financial Statements
- (2) Adoption of the 2012 deficit proposal
- (3) Approval of amending internal rules
 - A. Procedures for Endorsement and Guarantee
 - B. Procedures for Lending Funds to Other Parties
- (4) Approval of public offering and/or the private placement of securities
- (5) To elect the directors of the 9th term
- (6) Approval for removing the competition restrictions of the directors

(Except for those proposals deemed adopted or resolved with no objection after the Chairman's consultation, the Chairman may hold certain and/or all votes of such proposals until the preceding of Motions.)

III. Others and Motions

(Except for those proposals deemed adopted or resolved with no objection after the Chairman's consultation, the Chairman may hold certain and/or all votes of such proposals until the preceding of Motions.)

2. 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, 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)”). For issuance of the private placement of convertible bonds, the number of common shares can be converted within the limit of 1.5 billion common shares shall be calculated in accordance with the conversion price determined at the time of issuance of the privately placed convertible bonds. It is also hereby proposed to submit 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(s) taking into consideration then market conditions and/or the Company's needs. The major items of the private placement are as follow:

(1) The private placement of common shares

A. The basis and rationality of the private placement price : The price of the private placement shares shall be no less than 80 percent of the higher of the following:

a. The averaged closing price of the Company's common shares for one, three, or five business days immediately preceding its price determination date, and adjusted by the applicable stock dividends, cash dividends and/or capital reduction.

b. The averaged closing price of the Company's common shares for the thirty business days immediately preceding its price determination date, and adjusted by the applicable stock dividends, cash dividends, and/or capital reduction.

It is hereby proposed to AGM to authorize the Board of Directors to determine the price based on the resolution of the AGM and then market conditions. 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.

B. 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. If a strategic investor is targeted, only those individual and/or legal entities which may help the Company in improving its technologies, developing products, reducing cost, enlarging market shares, and/or strengthen customers relationships, etc. will be selected to enhance the Company's competitiveness, business operation, and/or profitability through the strategic investors' experience, technology, knowledge, brand, or distribution channels.

C. The necessity of private placement : In consideration of capital needs, market conditions, fund raising efficiency, costs of the offering(s) as well as equity stabilizing, private placement may be adopted as a fund raising mechanizes. If the private placement is for the strategic investors, it is to maintain long-term relations with such strategic investors through the transfer restriction of shares subscribed. Also, the use of proceeds thereof shall be for the Company's business operation and/or development; and it shall be for the steadily operation of the Company as well as the interests of the shareholders.

(2) The private placement of domestic and/or overseas convertible bonds

A. The term of the privately placed convertible bonds shall not be more than seven years.

B. It is hereby proposed to AGM for authorizing the Board of Directors to determine the coupon rate of the privately placed convertible bonds.

C. The basis and rationality of the private placement price : The issuance price of the privately placed convertible bonds shall be no less than 80% of the theoretical price and that the conversion price shall be no less than 80 percent of the higher of the following:

a. The averaged closing price of the Company's common shares for one, three, or five business days immediately preceding its price determination date, and adjusted by applicable stock dividends, cash dividends and/or capital reduction.

b. The averaged closing price of the Company's common shares for the thirty business days immediately preceding its price determination date, and adjusted by applicable stock

dividends, cash dividends, and/or capital reduction.

It is hereby proposed to AGM to authorize the Board of Directors to determine the conversion price based on the resolution of the AGM and then market conditions. Considering that the privately placed securities 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 conversion price setting arrangement shall be reasonable.

- D. 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. If a strategic investor is targeted, only those individual and/or legal entities which may help the Company in improving its technologies, developing products, reducing cost, enlarging market shares, and/or strengthen customer relationships, etc. will be selected to enhance the Company's competitiveness, business operation, and/or profitability through the strategic investors' experience, technology, knowledge, brand, or distribution channels.
- E. The necessity of private placement : In consideration of capital needs, market conditions, fund raising efficiency, costs of the offering(s) as well as equity stabilizing, private placement may be adopted as a fund raising mechanizes. If the private placement is for the strategic investors, it is to maintain long-term relations with such strategic investors through the transfer restriction of shares subscribed. Also, the use of proceeds thereof shall be for the Company's business operation and/or development; and it shall be for the steadily operation of the Company as well as the interests of the shareholders.

(3) The issuance price ("Price")

- A. When the Price over the par value of the shares ("Par value"), the premium triggered by the difference between the issue price and the Par value will be transferred to capital surplus. When the Price under the Par value, the loss triggered by the difference between the Price and the Par value will be covered according to relevant regulations.
- B. The Price will be set according to relevant regulations (for example: the privately placed shares have a three-year transfer restriction as required by Securities and Exchange Act etc.) and the resolution of the AGM. Also, it shall be in consideration of the steadily operation of the Company, the urgency of the capital needs, as well as the feasibility of the fund raising, and the analysis of the significant impact to our shareholders. Therefore, the price setting is reasonable.
3. In compliance with Article 209 of Company Act, i.e. "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 acts for the approval". 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 9th term.
4. According to Article 165 of the Company Act, registration for stock transfer shall be suspended from April 21, 2013 to June 19, 2013.