



**MACRONIX
INTERNATIONAL Co., LTD.**

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

The 2017 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., May 26, 2017.

1. The agenda for the AGM is as follows:

I. Report Items

- (1) 2016 Business Report
- (2) Audit Committee’s Report of 2016
- (3) Other Reports

II. Ratification and Discussion Items

- (1) Adoption of 2016 Business Report and Financial Statements
- (2) Adoption of 2016 deficit coverage proposal
- (3) Approval of the amendment of the Articles of Incorporation
- (4) Approval of amending internal rules
 - A. Procedures for Lending Funds to Other Parties
 - B. Procedures for Acquisition or Disposal of Assets
 - C. Procedures for Financial Derivatives Transactions
- (5) Approval of the capital reduction
- (6) Approval of public offering and/or private placement of Securities
- (7) Approval of removing the competition restrictions of the Directors

III. Others and Motions

2. Voting Method/Sequence: 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 timing designated by the Chairman before the end of all agenda hereunder.
3. According to Article165 of the Company Act, registration for stock transfer shall be suspended from March 28, 2017 to May 26, 2017.

Board of Directors
Macronix International Co., Ltd.