



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

- A. The 2018 Annual General Shareholders' Meeting (the "Meeting") of Andes Technology Corporation will be convened at Si-Soft Business Center Administration Building B1 Training Room (B1 Training Room, No. 1, Li-Hsin First Road, Hsinchu Science Park, Hsinchu City, Taiwan) at 10:00 a.m. on June 21st, 2018.

The agenda for the Meeting is as follows:

I. Report items:

- (1) 2017 Business Report
- (2) Supervisor's Review Report on the 2017 Financial Statements

II. Acknowledgements

- (1) Adoption of the 2017 Business Report and Financial Statements
- (2) Adoption of the Proposal for 2017 Deficit Compensation

III. Elections

- (1) The 6th Election of 7 Directors (including 2 Independent Directors) and 3 Supervisors

IV. Proposed Resolutions

- (1) To suspend the Non-Competition Restriction on the Company's 6th Newly Elected Directors
- (2) Proposal for a new share issue through capitalization of Additional paid-in capital
- (3) Amendment to the Company's "Operational procedures for Acquisition and Disposal of Assets"
- (4) Amendment to the Company's "Operational Procedures for Loaning of Company Funds"
- (5) Amendment to the Company's "Operational Procedures for Endorsements and Guarantees"

V. Extemporaneous Motions

- B. The list of Nominated Candidates for the election of Board of Directors is as follows:

- (1) Five Director Candidates: Ming-Kai Tsai (Representative of MediaTek Capital Corp.); Hahn-Ming Lee (Representative of National Development Fund, Executive Yuan); Chun-Huei Ho (Representative of Hotran Resource Development Ltd.); Jyh-Ming Lin; Hong-Men Su.
- (2) Two Independent Director Candidates: Chien-Kuo Yang; Hsiao-Ping Lin.
- (3) Three Supervisor Candidates: Ding-Hua Hu (Representative of Chien-Hsu Investment Corp.); Chung-Laung Liu; Ying-Chih Wu.

- (4) For other relevant information relating to the candidates, please refer to the website (<http://mops.twse.com.tw>).
- C. The main content of the proposal for suspension of the non-competition restriction on the company's directors is as follows: The company' director election shall be by the nomination system. Pursuant to Article 209 of the Company Act, suspension is requested for the non-competition restriction after candidate being elected. The position and company name of the candidate for the Directors, please refer to the handbook for the 2018 annual meeting of shareholders.
- D. The major items of the proposal for a new share issue through capitalization of Additional paid-in capital of the Board of Directors are as follows:
- (1) Number of shares issued: 2,030,996 shares
 - (2) Par value per share: NT\$ 10.
 - (3) Total monetary amount of the issue: NT\$ 20,309,960
 - (4) Ratio of shares subscribed by or allotted as stock dividends to existing shareholders: Tentatively scheduled every thousand shares allotted 50 shares
 - (5) Method of handling fractional shares and shares unsubscribed by the deadline: For the fractional share of less than one share, the distribution will be made in the form of cash in a dollar amount calculated at par value. Or the existing shareholders may apply by himself to combine fractional share of less than one share into one share within five days after the basis date of dividend distribution, abandon to combine or cannot combine into one share, such fractional shares will be purchased by persons arranged by the Chairman as authorized by the BOD.
 - (6) Rights and obligations of the newly issued shares: Same as original issued shares.
 - (7) Utilization of the funds from the capital increase: For business development.
 - (8) Any other matters that need to be specified: When the conditions for this capitalization change due to the change in laws, decisions of regulators or the reality need to revise or change, the BOD has the authority to take necessary measures.
- E. Each attendance notification and proxy form will be attached in this meeting notice. If the shareholder(s) is attending the meeting in person, please sign or stamp on the attendance notification form and carry it to the check-in desk on the day of the meeting. In the case that an agent(s) is entrusted to attend the meeting, the shareholder(s) shall sign or stamp on the proxy form and personally fill out the name and address of the agent, then deliver the proxy form to the Transfer Agency Department of Capital Securities Corp. at least 5 days prior to the day of the meeting. The signed proxy form will serve as the sign-in card for agent(s) to represent your vote at the meeting.
- F. If a proxy is solicited by the shareholder(s), Andes is required to compile details on the proxy solicitation parties and disclose such information on the Securities & Futures Institute (SFI) website no later May 21th, 2018. Shareholder(s) can obtain information on proxy solicitation firms from the "Free proxy disclosure & related

information system" (<http://free.sfi.org.tw>), via the "proxy disclosure and meeting notices" search page.

- G. Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) during the period from May 22nd, 2018 to June 18th, 2018.
- H. The Transfer Agency Department of Capital Securities Corp. is the proxy tallying and verification institution for this annual general meeting.
- I. These regulations should be abided and applied.

Sincerely,

Board of Directors
Andes Technology Corporation