

Announcement for the Convention of 2009 Annual General Meeting of Macronix International Co., Ltd.

(Translation)

Subject : To convene the 2009 Annual General Meeting of Macronix International Co., Ltd. (the "Meeting") in accordance with Article 170 of the Company Law and the thirteenth as well as the fourteenth meeting of the 7th term of the Board of Directors.

Announcement :

1. Meeting Time : 9:30 a.m., June 10, 2009
2. Meeting Venue : Room 101, Association of Industries in Science Parks
(No.2, Prosperity Rd.1, Science Park, Hsinchu, Taiwan, R.O.C.)
3. Book Close period of stock transfer : April 12, 2009 to June 10, 2009
4. Meeting Agenda :
 - I. Report Items
 1. Report of 2008 business
 2. Supervisors' review report of 2008
 3. Report of the status of shares redemption
 4. Other report
 - II. Ratification Items
 1. Ratification of 2008 Business Report and Financial Statements
 2. Ratification of the proposal of 2008 earnings distribution
 - III. Discussion Items
 1. Approval of the capitalization of stock dividends
 2. Approval for the termination of the supervisors and the establishment of the Audit Committee
 3. Approval of amending internal policies and rules
 - A. Procedures for Lending Funds to Other Parties
 - B. Procedures for Endorsement and Guarantee
 4. Approval of public offering and/or the private placement of securities
 5. Approval for removing the competition restrictions
 - IV. Other agenda and Special resolution
5. The proposal of 2008 earnings distribution approved by the Board of Directors are as follow :
 - (1) Cash Dividends to Shareholders : NT\$2,187,732,480
 - (2) Stock Dividends to Shareholders : NT\$1,250,132,850
 - (3) Employee Bonus (in cash) : NT\$606,682,117
 - (4) Compensation for Directors and Supervisors : NT\$81,626,863

6. For the Company's future business needs, the Board of Directors 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. 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\$10.17 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, i.e. Mar. 13, 2009.) 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 mechanizes. 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\$10.17 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, i.e. Mar. 13, 2009.) 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 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 mechanizes. 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.

7. As provided in Article 165 of the Company Law, the shareholder register shall be closed for registration of share transfer from April 12 to June 10, 2009. Any person acquiring the Company's shares but has not been registered as a holder of such shares shall apply for registration with the Investors Office of Macronix International Co., Ltd. (6th Floor, No. 196, Sec. 2, Cheng Kuo N. Rd., Taipei, Taiwan, R.O.C.)