



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

The 2011 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, Taiwan, R.O.C.) at 9:30 a.m., June 10, 2011.

1. The agenda for the Meeting is as follows:

I. Report Items

- (1) 2010 Business Report
- (2) Audit Committee's Report of 2010
- (3) Others

II. Ratification Items

- (1) Ratification of 2010 Business Report and Financial Statements
- (2) Ratification of the proposed 2010 distribution

III. Discussion and Election Items

- (1) Approval of the amendment of the Articles of Incorporation
- (2) Approval of public offering and/or the private placement of securities
- (3) To elect an independent director
- (4) Approval for removing the competition restrictions of the directors

IV. Others and Motions

2. The proposal of "Year 2010 Earning Distribution Plan" adopted at the meeting of the Board of Directors is as follows:

- (1) Cash dividends to shareholders: Totaling NT\$5,735,394,567. The shareholders will be entitled to receive NT\$1.7 /per share.
- (2) Employee bonus (in cash): Totaling NT\$1,012,128,453.

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, 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 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 the 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. ( For example, the price would be NT\$17.32 per share, i.e. 80 percent of the averaged closing price of the Company's common shares for thirty business days immediately preceding the provisional price setting date, i.e. Mar. 14, 2011.) 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 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 basis and rationality of the private placement price: The convertible price of the privately placed convertible bonds 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 convertible price. ( For example, the convertible price would be NT\$17.32 per share, i.e. 80 percent of the averaged closing price of the Company's common shares for thirty business days immediately preceding the provisional price setting date, i.e. Mar. 14, 2011.) 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 convertible 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 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.
- C. 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 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.

4. 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". It is proposed to comply with Article 209 of Company Act to explain to the Company's shareholders the potential competitive works of the respective on board directors.

5. According to Article 165 of the Company Act, registration for stock transfer shall be suspended from April 12, 2011 to June 10, 2011.

Board of Directors  
Macronix International Co., Ltd.