

# **Notice of 2018 Annual Shareholders' Meeting**

## **(Summary Translation)**

Please take notice that the 2018 Annual Shareholders' Meeting (the "Meeting") of Micro-Star International Co., Ltd. (the "Company") will be held at 9:00 a.m., Friday, June 15, 2018 at TransGlobe Life's Zhonghe Building (11F., No.866-11, Zhongzheng Rd., Zhonghe Dist., New Taipei City 235, Taiwan (R.O.C.)).

1、The agenda for the Meeting is as follows:

### **I. Report Items:**

1. Company's 2017 Business Report
2. Supervisors' Review Report on the 2017 Financial Statements
3. Report on Compensation of Employees, Directors and Supervisors for Year 2017
4. Amendments to Code of Ethical Conduct

### **II. Adoption Items:**

1. To adopt 2017 Business Report and Financial Statements.
2. To adopt the proposal for distribution of 2017 profits.

### **III. Discussion and Election Items:**

1. Amendment to the "Articles of Incorporation".
2. Amendment to the "Rules Governing the Election of Directors and Supervisors".
3. Amendment to the "Operational Procedures for Loaning of Company Funds".
4. Amendment to the "Operational Procedures for Endorsements and Guarantees".
5. Amendment to the "Operational Procedures for Acquisition and Disposal of Assets".
6. Amendment to the "Operating Procedures for Trading Derivatives".
7. Election of Directors.
8. Proposal of Release the Prohibition on Directors from Participation in Competitive Business.

### **IV. Motions**

### **V. Adjournment**

2、The proposal for distribution of 2017 earnings adopted at the meeting of the Board of Directors is as follows：

(1)Cash dividends to common shareholders: Totaling NT\$3,801,852,895. Each common shareholder will be entitled to receive a cash dividend of NT\$4.5 per share.

(2)The record date will be decided by the Chairman as authorized by the Board of Directors. In the event that, before the distribution record date, the proposed profit distribution is affected by a buyback or cancellation of treasury shares, or transfer of convertible corporate bonds etc., it is proposed that the Board of Directors be authorized to adjust the cash to be distributed to each share based on the number of actual shares outstanding on the record date for distribution.

3、At the 2018 Annual Shareholders Meeting, eleven directors (eight directors and three independent directors)will need to be elected.

Candidates are listed below:

i. Directors Candidates: HSU, HSIANG；HUANG, CHIN-CHING；LIN, WEN-TUNG；YU, HSIEN-NENG；CHIANG,SHENG-CHANG；KUO,HSU-KUANG；LIAO,CHUN-KENG；HUNG,YU-SHENG

ii. Independent directors Candidates: WANG, SUNG-CHOU；LIU, CHENG-YI；HSU,KAO-SHAN

For more information about individual candidates education and experience, please refer to the MOPS.<http://mops.twse.com.tw>

4、The shareholder voting right could be exercised through the Internet during the period from May 16, 2018 to June 12, 2018. Please login to TDCC (Taiwan Depository & Clearing Corporation Website: <http://www.stockvote.com.tw>) to exercise voting rights in accordance with the online instruction.

Board of Directors  
Micro-Star International Co., Ltd.