



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

The 2011 Annual General Shareholders' Meeting (the "Meeting") of HTC Corporation (the "Company") will be convened at Chuto Hotel, Jin Long Room (Address: No. 398, Taoying Road, Taoyuan City, Taiwan) at 9:00 a.m., Wednesday, June 15, 2011.

1. The agenda for the Meeting are as follows:

(1) Matters to Report:

1. Fiscal 2010 Business Report
2. Supervisors Audit Report
3. Share Buyback Execution Report
4. Report on the amendment of Company's Rules for Repurchase of Shares and Transfer to Employees

(2) Adoption, Discussion and Election Matters:

1. Adoption of the Fiscal 2010 Business Report and Financial Statement
2. Adoption of the Fiscal 2010 Earnings Distribution Proposal
3. Discussion of the proposal to allocate earnings and employee bonuses to a capital increase and issuance of new shares
4. Discussion of the proposal to amend the Articles of Incorporation
5. Discussion of the proposal to amend the Procedures for the Acquisition or Disposal of Assets
6. Proposal for election of one additional member to the Board of Directors and by-election of one supervisor
7. Proposal to release a Director from non-competition restrictions

(3) Extraordinary Motions

2. The major items of the proposal for distribution of 2010 profits adopted at the meeting of the Board of Directors are as follows:

The Company's final earnings for fiscal 2010 are calculated at NT\$ 39,533,600,332. Regarding the shareholder dividends distribution proposal, the Board of Directors proposed stock dividends approximate NT\$ 0.5 per each common share and cash dividend NT\$ 37 per each common share. If changes to the capital stock affects total shares outstanding and results in changes in shareholders stock and cash dividends; a correction is then needed. It is proposed that shareholders authorize the board of directors to make the adjustment. For employee stock bonus NT\$ 4,245,852,065, the number of shares shall be calculated based on the closing price one day prior to the 2011 annual



general shareholders' meeting on an ex-dividend basis. For employees receiving less than one share, bonuses will be distributed in the form of cash. For the distribution of cash and stock dividends, after passage by this Annual General Shareholders Meeting and submission to and approval by the competent authority, the board of directors will be authorized to adopt a date of record for the distribution of dividends and carry out the relevant cash and stock dividend distribution matters.

3. It is hereby proposed in this Annual General Shareholders Meeting to remove the non-compete limitations on newly elected directors according to article 209 of the Company Act. The details of the overlapping duties of the newly elected directors will be supplied when the proposal is submitted for resolution before the Annual General Shareholders Meeting.
4. (Omitted – not applicable to GDR holders)
5. (Omitted – not applicable to GDR holders)
6. (Omitted – not applicable to GDR holders)

Board of Directors

HTC CORPORATION