



DAVICOM Semiconductor, Inc.
2019 Annual Shareholders' Meeting Notice
(Summary Translation)

A. The 2019 Annual Shareholders' Meeting (the "Meeting") of DAVICOM Semiconductor, Inc. (the "Company") will be convened at 9:00 a.m. on June 12, 2019 (Wednesday) at DAVICOM's Headquarters. (located at No.6, Li-Hsin Road 6, Hsinchu Science Park, Hsinchu, Taiwan)

The agenda for the meeting is as follows:

I. Report Items

- (1) To report the business of 2018 and operating plan of 2019
- (2) Audit Committee's review report of 2018
- (3) To report 2018 employees' profit sharing bonus and directors' compensation
- (4) To report the proposal for issuance of 2017 Restricted Stock Awards ("RSA")
- (5) To report Implementation Status of the Company's Share Buyback

II. Approval Items

- (1) To accept 2018 Business Report and Financial Statements
- (2) To approve the proposal for distribution of 2018 earnings

III. Discussion Items

- (1) To approve the proposal for cash distribution of 2018 additional paid in capital
- (2) To amend the proposal for issuance of 2017 Restricted Stock Awards("RSA")
- (3) To amend the Procedure for Acquisition or Disposal of Assets

IV. Election Matters

To elect 7 Directors (including 3 independent directors) of the Ninth Board

V. Other Matters

To release Non-Competition Restriction on Newly-Elected Directors

VI. Motions

B. The major items of the proposal for distribution of 2018 profits adopted at the meeting of the Board of Directors are as follow:

- (1) 1.Cash distribution from Undistributed Earnings will be entitled to a cash dividend of NT\$0.4 per share. 2.Cash distribution from the Legal Reserve will be entitled to a cash dividend of NT\$0.4 per share. 3.Total amount of Cash Distribution to shareholders will be NT\$66,512,072 and each shareholder will be entitled to received a cash dividend of NT\$0.8 per share.
- (2) In the event of any change in the number of outstanding shares resulting from executing employee stock options or converting treasury stock to its employees, the dividend ratio must be adjusted. It is proposed to fully authorize the Chairman of Board of Directors of DAVICOM to adjust the dividend ratio and to proceed on the relevant matters.

C. According to Article 209 of the Company Law, the Company propose to release the Non-Competition Restriction on Newly-Elected Directors.

D. The amendments to the proposal for issuance of 2017 Restricted Stock Awards(“RSA”), Please refer to Detailed Fourth.

E. According to Article 165 of the Company Law, the shareholder register will be closed from April 14 to June 12, 2019.

F. 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 from 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 Fubon Securities Co., Ltd. at least 5 days prior to the day of the meeting (Before June 06,2019). The signed proxy form will serve as the sign-in card for agent(s) to represent your vote at the meeting.

- G.** If a proxy is solicited by the shareholder(s), DAVICOM is required to compile details on the proxy solicitation parties and disclose such information on the Securities & Futures Institute (SFI) website no later May 10, 2019. 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. (TWSE:3094)
- H.** According to Article 26-2 of Securities and Exchange Act, the notice of the shareholders meeting to be given by an issuer to shareholders who own less than 1,000 shares of nominal stocks may be given in the form of a public announcement; for a regular shareholders meeting, such public announcements shall be served with thirty days prior notice.
- I.** 2019 Annual Shareholders' Meeting will adopt electronic voting as one of the methods to act the right of vote. The voting period: From May 11, 2019 to June 09, 2019. The voting instruction: Please go to the website [<http://www.stockvote.com.tw>] for further information, thank you.
- J.** There shall be an election of 7 Directors (including 3 independent directors). The election of board members is conducted through a nomination process, and the list of candidates for director is as follows:
 - A. Directors: Mr. Ting Hao, Goodyears Investments Ltd., Tzay Hua Ltd., Mr. Lin, Yun-Ping
 - B. Independent Directors: Mr. Ueng, Chang-Yue, Mr. Hwang, Jen-Jyh, Mr. Wei, Niang-Shou. For other relevant information relating to the candidates for directors, please refer to the website (<http://mops.twse.com.tw>).
- K.** This document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail. For further information, please refer to the Chinese Version.

Board of Directors
DAVICOM Semiconductor, Inc.