

Notice of 2019 Annual Shareholders' Meeting

(Summary Translation)

Please take notice that the 2019 Annual Shareholders' Meeting (the "Meeting") of Micro-Star International Co., Ltd. (the "Company") will be held at 9:00 a.m., Friday, June 14, 2019 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) Business Report of 2018
- (2) The Audit Committee's Review Report on the 2018 Financial Statements
- (3) Report of Employees' Compensation and Directors' Compensation for 2018.

II. Adoption Items:

- (1) To adopt 2018 Business Report and Financial Statements.
- (2) To adopt the proposal for distribution of 2018 profits.

III. Discussion Items:

- (1) Amendment to the "Articles of Incorporation".
- (2) Amendment to the "Operational Procedures for Loaning of Company Funds".
- (3) Amendment to the "Operational Procedures for Endorsements and Guarantees".
- (4) Amendment to the "Operational Procedures for Acquisition or Disposal of Assets".
- (5) To approve the Proposal of Cash Distribution from the Capital Surplus.

IV. Extempore Motions

V. Adjournment

2. The proposal for distribution of 2018 earnings proposed by the Board meeting to be adopted as follows

- (1) Cash dividends: NT\$4.5 per share, totaling NT\$3,801,852,895.
- (2) Dividends from Capital surplus: NT\$0.5 per share, the Company proposes a cash distribution of NT\$422,428,099 from capital surplus derived from the amount of the subscription price in excess of par value of common shares issued by the Company.
- (3) 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. In accordance with Article 172 of the Company Act, company related information can be found at Market Observation Post System [<http://mops.twse.com.tw>].
4. Meeting notice and proxy form attached. Please sign or stamp on the meeting notice and hand in the meeting notice to the venue of Shareholders' Annual meeting on June 14, 2019. Under Proxy's situation, please assign the proxy representative on the proxy form and deliver the Proxy form before June 9, 2019 to the stock agent department of CTBC Bank Co., Ltd.
5. Under the situation of solicit proxies, the Company will post solicitors' information to the website of Securities and Futures Institute [<https://free.sfi.org.tw>].
6. The shareholder voting right could be exercised through the Internet during the period from May 15, 2019 to June 11, 2019. Please login to TDCC (Taiwan Depository & Clearing Corporation Website: <http://www.stockvote.com.tw>) to exercise voting rights in accordance with the online instruction.
7. The statistical verification agent of this Annual Shareholders' Meeting is the stock agent department of CTBC Bank Co., Ltd.

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