



WIN Semiconductors Corp.
Meeting Notice
of
Annual General Shareholders' Meeting
(Excerpt Translation)

The 2015 Annual General Shareholders' Meeting (the "Meeting") of WIN Semiconductors Corp. (the "Company") will be convened at 9:00 a.m., Wednesday, June 3, 2015 at Fullon Hotel Linkou (2F, No. 68, Wuner 1st St., Gueishan District, Taoyuan City, Taiwan).

I. Agenda for the Meeting:

1. Report Items

- (1) 2014 Business report
- (2) 2014 Supervisors' report

2. Proposed Items

- (1) Ratification of the 2014 Business Report and audited Financial Statements
- (2) Adoption of the proposal for distribution of 2014 profits

3. Discussion Items

- (1) Amendment to the Company's "Articles of Incorporation"
- (2) Amendment to the Company's "Rules for Election of Directors and Supervisors"
- (3) Capital reduction by distributing cash to shareholders
- (4) Proposal for release of Directors from non-competition restrictions

4. Special Motions

II. The major items of the proposal for distribution of 2014 profits and capital reduction by distributing cash to shareholders resolved by the Board of Directors meeting are as follows:

1. Cash Dividends: Cash dividends to shareholders of common stock totals NT\$148,679,066. Each common stock will be entitled to a cash dividend of NT\$0.2. The Chairman is authorized to determine the ex-dividend date and the dividend payment date after resolution of the Annual General Meeting.
2. Employees' cash bonus NT\$176,700,000 and Directors' and Supervisors' remuneration NT\$53,000,000.
3. Capital Reduction: (1) In order to improve the capital structure and enhancing return on equity, it is proposed that the Company conduct a capital reduction by distributing cash to



shareholders. The Company plans to reduce capital by NT\$1,486,790,660 and this is equivalent to a 20% capital reduction. After the reduction, the paid-in capital will decrease to NT\$5,947,162,620 and outstanding shares, 594,716,262 shares. (2) The Chairman of the Board shall be authorized to determine the record date of the capital reduction, and the Board shall be authorized to make the capital reduction plan, the record date and the listing date of newly issued shares and other relevant matters after the Company has received the competent authority's approval.

- III. The Company hereby proposes shareholders approve to release the Independent Director, Mr. Chao-Shun Chang, from non-competition restriction for his newly appointed position, Independent Director of TSEC Corporation, pursuant to Article 209 of the Company Act of the Republic of China.
- IV. Pursuant to Article 165 of the Company Act of the Republic of China, the shareholder register will be closed from April 5 to June 3, 2015.
- V. Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Securities Central Depository Co., Ltd. (<https://www.stockvote.com.tw>) during the period from May 1, 2015 to May 31, 2015.
- VI. The verification organization of this AGM is Grand Fortune Securities Corporation Registrar Transfer Department.

Board of Directors

WIN Semiconductors Corp.