



WIN Semiconductors Corp.
Handbook of the 2016 Annual General
Shareholders' Meeting

Notice to readers

This English version handbook is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.

Time: 9:00 a.m., June 24, Friday, 2016

Place: 2F, No. 68, Wuner 1st St., Guishan District, Taoyuan City, Taiwan, R.O.C.
(Fullon Hotel Linkou)

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I. MEETING PROCEDURE

WIN Semiconductors Corp. Procedure for the 2016 Annual General Shareholders' Meeting

Call the Meeting to Order

Chairperson Remarks

Discussion Items

Report Items

Proposed Items

Discussion Items

Directors Election

Other Items

Special Motions

Adjournment

II. MEETING AGENDA

WIN Semiconductors Corp.

Agenda of the 2016 Annual General Shareholders' Meeting

Time: 9:00 a.m., June 24, Friday, 2016

Place: 2F, No. 68, Wuner 1st St., Guishan District, Taoyuan City, Taiwan, R.O.C.
(Fullon Hotel Linkou)

I. Call the Meeting to Order

II. Chairperson Remarks

III. Discussion Items

1. Amendment to the Company's "Articles of Incorporation"

IV. Report Items

1. 2015 business report
2. 2015 supervisors' review report
3. 2015 employees' profit sharing bonus and Directors' and Supervisors' compensation

V. Proposed Items

1. Adoption of the 2015 Business Report and Financial Statements
2. Adoption of the proposal for distribution of 2015 profits

VI. Discussion Items

1. Amendment to the Company's "Rules and Procedures of Shareholders' Meeting"
2. Amendment to the Company's "Rules for Election of Directors and Supervisors"
3. Capital reduction by distributing cash to shareholders

VII. Directors Election

1. Election of nine Directors (including three Independent Directors)

IIIX. Other Items

1. Proposal for release of Directors from non-competition restrictions

IX. Special Motions

X. Adjournment

DISCUSSION ITEMS

Proposal 1:

Proposed by the Board

Amendment to the Company's "Articles of Incorporation".

Explanation:

- (1) WIN's "Articles of Incorporation" should be amended to comply with the amendment of Company Law of Article 235-1, 235 and 240.
- (2) The proposed amendment to the "Articles of Incorporation" is attached hereto as Attachment I (pages 10-11).

REPORT ITEMS

Report 1: 2015 business report

See Attachment II (pages 12-15).

Report 2: 2015 supervisors' review report

See Attachment III (page 16).

Report 3: 2015 employees' profit sharing bonus and Directors' and Supervisors' compensation

1. According to the amendment of Article 22 of the Article of Incorporation. If there is any net profit after closing of a fiscal year, it shall be allocated according to the following principles:
 - (1) Employee compensation: not less than 5% but no more than 10% and shall be determined and pursuant to Employee Bonus Procedure of the Corporation. In addition, employee compensation shall be distributed in the form of shares or cash. Stock-type employee compensation may be distributed to qualified employees of affiliates of the Corporation.
 - (2) Compensation of Directors and Supervisors: no more than 3%. However, if there are any accumulated losses of the Corporation, the Corporation shall pre-reserve the amount to offset the loss. The distribution of employees' compensation and compensation of Directors and Supervisors shall follow the special resolution by Board of Directors, and report it to the shareholders' meeting.
2. The Company's profit of 2015 is NT\$ 3,731,782,616 (this is the pre-tax profit after deducting of the employees' profit sharing bonus and compensation for Directors and Supervisors). The proposed employees' profit sharing bonus and Directors' and Supervisors' compensation are NT\$231,300,000 and NT\$67,100,000 respectively. These amounts were approved by the Board of Directors meeting on March 17, 2016, and are to be distributed in cash.

PROPOSED ITEMS

Proposal 1:

Proposed by the Board

Adoption of the 2015 Business Report and Financial Statements.

Explanation:

- (1) The Company's Financial Statements, including the balance sheets, statements of comprehensive income, statement of changes in equity, and statements of cash flows, were audited by independent auditors, Mei-Yen Chen and Pei-Chi Chen of KPMG. In addition, the Business Report and Financial Statements have been examined by the Supervisors of the Company.
- (2) The 2015 Business Report, independent auditors' audit report, and the above-mentioned Financial Statements are attached hereto as Attachments II (pages 12-15), IV and V (pages 17-26).

Proposal 2:

Proposed by the Board

Adoption of the proposal for distribution of 2015 profits.

Explanation:

- (1) The Company's net profit of 2015 is NT\$ 2,671,626,942. In accordance with Article 22-1 of the Articles of Incorporation, the 2015 profit allocation proposal is made and attached hereto as Attachment VI (page 27).
- (2) The proposed dividend to shareholders is a cash dividend of NT\$0.5 per common share. Subject to the approval of the 2016 Annual Meeting of Shareholders, it is proposed that the Chairman of the Board be authorized to determine the ex-dividend date and payment date. If the total amount of outstanding common shares changes owing to WIN redeeming its common shares or issuing new common shares to its employees as a result of exercising stock options and the distribution ratio for the cash dividend needs to be adjusted, it is proposed that the Chairman of the Board of Directors of WIN is authorized by the General Shareholders Meeting to make such adjustments.

DISCUSSION ITEMS

Proposal 1: **Proposed by the Board**
Amendment to the Company's "Rules and Procedures of Shareholders' Meeting".

Explanation:

- (1) To form the Audit Committee of the Company, WIN's "Rules and Procedures of Shareholders' Meeting" should be amended.
- (2) The proposed amendment to the "Rules and Procedures of Shareholders' Meeting" is attached hereto as Attachment VII (pages 28-29).

Proposal 2: **Proposed by the Board**
Amendment to the Company's "Rules for Election of Directors and Supervisors".

Explanation:

- (1) To form the Audit Committee of the Company, WIN's "Rules for Election of Directors and Supervisors" should be amended and the title of the rules should be changed to "Rules for Election of Directors".
- (2) The proposed amendment to the "Rules for Election of Directors" is attached hereto as Attachment IIX (pages 30-32).

Proposal 3: **Proposed by the Board**
Capital reduction by distributing cash to shareholders.

Explanation:

- (1) In order to improve the capital structure and enhance return on equity, it is proposed that the Company conduct a capital reduction by distributing cash to shareholders.
- (2) The amount of the capital reduction shall be NT\$1,789,998,780 to reduce 178,999,878 common shares, which is calculated based on the numbers of outstanding common shares totaling 596,666,262 shares with par value NT\$10 and the paid-in capital of NT\$5,966,662,620 as of Feb. 29, 2016. The capital reduction rate is 30%. For each 1,000 shares, 700 shares shall be exchanged and NT\$3 per share shall be returned. Following the capital reduction, the paid-in capital of the Company shall be NT\$4,176,663,840 and outstanding shares, 417,666,384 shares.
- (3) Each 1,000 shares of common stock shall be exchanged and replaced with new shares for 700 shares of the same stock on the basis of the number of shares held by each shareholder according to each shareholder's ownership as registered in the book on the record date of the capital reduction. For each fractional common

share resulting from the capital reduction, the shareholders can compose a complete share, and register the composition with the Securities Registrar and Transfer Agency within five days from the record date. Otherwise, the Company will pay the shareholder cash based on the close price at the latest trading day of Taipei Exchange, rounded down to whole NT dollar. No shares shall be issued in physical form. The Chairman of the Board is hereby authorized to designate persons to purchase all of the fractional shares at the above-mentioned price.

- (4) 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.
- (5) It is proposed that the Chairman of the Board is authorized with full power to take any proper actions in case the number of outstanding shares of the Company is affected as a result of the requests of competent authority, any changes of laws/regulations, redemption/cancellation of outstanding shares of the Company, exercise of employee stock options or any other unforeseeable situations.

DIRECTORS ELECTION

Proposal 1:

Proposed by the Board

Election of nine Directors of the Board (including three Independent Directors).

Explanation:

- (1) The tenure of all Directors and Supervisors expires on June 9, 2016. The Board of Directors resolved that all Directors will be elected at this Annual General Shareholders' Meeting.
- (2) In accordance with Article 14-4 of Securities and Exchange Act, the Company has to form the Audit Committee and the positions of Supervisors will no longer exist.
- (3) According to Article 13 of Article of Incorporation, the Company shall have seven to nine Directors, including Independent Directors, seats of which shall not be less than two or one-fifth of seats of Directors. Reflecting the operation needs of the Company, there shall be nine Directors (including three Independent Directors), who shall be elected in accordance with the nomination system by the shareholders' meeting, and to serve a term of office of three years. The tenure of newly elected directors shall commence on June 24, 2016 and expire on June 23, 2019. The Audit Committee will consist of all incumbent Independent Directors.
- (4) The Director candidates' academic background, experience and relevant information were reviewed by the Board meeting on May 12, 2016 and attached hereto as Attachment IX (pages 33-37).

OTHER ITEMS

Proposal 1:

Proposed by the Board

Proposal for release of Directors from non-competition restrictions.

Explanation:

- (1) According to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
- (2) The candidates of the Directors of the Board of the Company who participate in the operations of another company, that engages in the same or similar business scope as the Company hereby requests the shareholders' approval to release these directors and their proxies from the non-competition restrictions.
- (3) Positions that Directors concurrently engage in are attached hereto as Attachment X (page 38).

SPECIAL MOTIONS

ADJOURNMENT

III. ATTACHMENT

ATTACHMENT I: REVISIONS TO ARTICLES OF INCORPORATION

Before and After Revision

BEFORE THE REVISION	AFTER THE REVISION
<p>Article 22 If there is any net profit after closing of a fiscal year, <u>the Corporation shall first pay business income tax, offset losses in previous years, set aside a legal capital reserve at 10% of the profits left over, provided that no allocation of legal reserve is required if the accumulated legal reserve is equal to the total capital amount of the Corporation; and then set aside or rotate special reserve according to the rule set out by the government authority in charge. Any balance left over shall be allocated according to the following principles:</u></p> <ol style="list-style-type: none"> 1. Employee <u>bonus</u>: not less than 5% but no more than 10% and shall be determined pursuant to Employee Bonus Procedure of the Corporation. Stock-type employee bonus may be distributed to qualified employees of affiliates of the Corporation. 2. Compensation of Directors and Supervisors: <u>not less than 1% but no more than 3%.</u> 3. <u>The balance is shareholders' dividend, in which cash dividend shall not be lower than 10% of entire dividend.</u> <p><u>As the Corporation is a high-tech firm with intensive capital expenditure, conditions, timing, amount and kinds of the above-stated dividend policy may be adjusted, taking into account economic cycles, industry change and the Corporation's growth and cash demand.</u></p>	<p>Article 22 <u>Employees' Profit Sharing Bonus and Compensation of Directors and Supervisors</u> If there is any net profit after closing of a fiscal year, <u>it shall be allocated according to the following principles:</u></p> <ol style="list-style-type: none"> 1. Employee <u>compensation</u>: not less than 5% but no more than 10% and shall be determined and pursuant to Employee Bonus Procedure of the Corporation. <u>In addition, employee's profit sharing bonus shall be distributed in the form of shares or cash.</u> Stock-type employee compensation may be distributed to qualified employees of affiliates of the Corporation. 2. Compensation of Directors and Supervisors: no more than 3%. <p><u>However, if there are any accumulated losses of the Corporation, the Corporation shall pre-reserve the amount to offset the loss. The distribution of employees' profit sharing bonus and compensation of Directors and Supervisors shall follow the special resolution by Board of Directors, and report it to the shareholders' meeting.</u></p> <p><u>Article 22-1 Profits Distribution</u> If there is any net profit after closing of a fiscal year, <u>the Corporation shall first pay business income tax, offset losses in previous years, set aside a legal capital reserve at 10% of the profits left over, provided that no allocation of legal reserve is required if the accumulated legal reserve is equivalent to the total capital amount of the Corporation; and then set aside or rotate special reserve according to the rule set out by the government authority in charge. If there is still remaining balance, the Board of Directors should draw up a meeting regarding the issue of profit distribution and report to the shareholders' meeting for the resolution of the distribution of the dividend, in which cash dividend shall not be lower than 10% of entire dividend.</u></p> <p><u>As the Corporation is a high-tech firm with intensive capital expenditure, conditions,</u></p>

BEFORE THE REVISION	AFTER THE REVISION
	<u>timing, amount and kinds of the above-stated dividend policy may be adjusted, taking into account economic cycles, industry change and the Corporation's growth and cash demand.</u>
<p>Article 25 The Article of Incorporation are agreed to and signed on December 12, 1999 by all the promoters of the Corporation, and the first Amendment was approved by the shareholders' meeting on May 12, 2000, the second Amendment on May 4, 2001, the third Amendment on June 24, 2002, the fourth Amendment on June 24, 2003, the fifth Amendment on October 26, 2004, the sixth Amendment on June 24, 2005, the seventh Amendment on June 2, 2006, the eighth Amendment on June 19, 2008, the ninth Amendment on June 26, 2009, the tenth Amendment on June 24, 2010, the eleventh Amendment on June 10, 2011, the twelfth Amendment on June 5, 2012, <u>and</u> the thirteenth Amendment of June 3, 2015.</p>	<p>Article 25 The Article of Incorporation are agreed to and signed on December 12, 1999 by all the promoters of the Corporation, and the first Amendment was approved by the shareholders' meeting on May 12, 2000, the second Amendment on May 4, 2001, the third Amendment on June 24, 2002, the fourth Amendment on June 24, 2003, the fifth Amendment on October 26, 2004, the sixth Amendment on June 24, 2005, the seventh Amendment on June 2, 2006, the eighth Amendment on June 19, 2008, the ninth Amendment on June 26, 2009, the tenth Amendment on June 24, 2010, the eleventh Amendment on June 10, 2011, the twelfth Amendment on June 5, 2012, <u>and</u> the thirteenth Amendment of June 3, 2015, <u>and</u> the fourteenth Amendment of June 24, 2016.</p>

ATTACHMENT II: 2015 BUSINESS REPORT

2015 proved to be another year of turbulence driven by political uncertainty and implementation of extraordinary monetary policy in several developed economies. A significant policy divergence developed between the US Federal Reserve Bank (FED), and the European Central Bank (ECB) and Bank of Japan (BOJ), which influenced currency markets and resulted in the strengthening of the US dollar. In response to continued low inflation and persistent sluggish growth, the ECB increased the size and expanded the type of assets purchased under its Quantitative Easing (QE) program, and further reduced interest rates into negative territory. The BOJ has been pursuing a similar path for several years and has led to a significant weakening its currency. In contrast to these policies, the US Federal Reserve raised its FED funds rate by 0.25% in December, and was the first rate increase since the 2008 financial crisis. Global currency markets anticipated this move, which was preceded by a significant appreciation of US dollar in the second half of 2015. The impact of dollar strength was rapidly transmitted across emerging economies as many commodities, particularly oil and basic metals, experienced increased volatility and substantial price declines. Furthermore, global growth momentum was adversely impacted mid-year by a surprise depreciation of the RMB and subsequent equity declines on Hong Kong and mainland exchanges. The Chinese economy is plagued by excess capacity and has clearly entered an economic slowdown, and Taiwan, a country economically linked to China, was significantly affected by the volatility in Chinese equity and FX markets. The multitude of economic shocks creates many challenges for enterprises in Taiwan and necessitates adaptation to a changing business environment. Additionally, numerous Taiwanese firms possess key technologies, and are now experiencing the dual threats of competition from the “red supply chain” as well as becoming the target for merger and acquisition by their opponents. Thus, the strategic calculation of whether to compete or to merge will impact investment decisions and ultimately affect an enterprise’s long-term competitiveness, greatly increasing the operating difficulty for the corporation.

WIN has successfully adapted to the evolving business climate and is proud to report both revenue and net profit reached record highs in 2015. Although we experienced brief periods of muted demand due to supply chain inventory adjustments, we successfully optimized product mix and reduced market risk by leveraging our diversified technology portfolio. As a result, we controlled operational volatility and delivered 21% revenue growth in 2015. Moreover, in the area of corporate governance, WIN ranked in the top 5% of the first Corporate Governance Evaluation published by the Taiwan Stock Exchange in April 2015. WIN was granted the highest honor; grade A++, for the Evaluation of Information Disclosure. To earn this top grade, WIN was evaluated by the Authority in every management aspect including implementation of governance policy, emphasis on shareholders’ equity, risk management, operational transparency, and disclosure of information. Furthermore, in 2015 WIN executed a capital reduction in order to optimize our capital structure and improve return on equity, and since completion this plan has proven to achieve its desired target. All of the achievements above have gained the recognition in the equity market, and by both foreign and domestic institutional investors.

2015 operating results and 2016 outlook are reported as follows:

A. Operating Performance in 2015

1. Operating Performance

The Company's 2015 consolidated revenues totaled NT\$12,015,747 thousand, representing an increase of 21.25% compared to the year 2014. 2015 net income was NT\$ 2,671,627 thousand, representing an increase of 36.07% compared to the prior year, and EPS for 2015 was NT\$3.97.

2. Analysis of Receipts, Expenditures, and Profitability

Unit: NT\$ thousands; %

Items		2015 (Consolidated)	2014 (Consolidated)	
Interest Income & Interest Expense	Interest Income	20,280	17,159	
	Interest Expense	13,852	48,304	
Profitability	Return on Total Assets (%)	11.68	9.33	
	Return on Stockholders' Equity (%)	16.12	12.74	
	Ratio to Issued Capital (%)	Operating Income	58.84	31.19
		Pre-tax Income	57.56	32.72
	Profit Ratio (%)	22.23	19.81	
Earnings per Share (\$)	3.97	2.65		

3. Budget Implementation

The Company is not required to make public its 2015 financial forecast information; however, the Board of Directors approved the budget plan and the overall operating plan is in good condition.

4. Research and Development Status

Innovation has always been WIN's core competency, and our technology and talented employees being WIN's most valuable assets. To continue attracting global clients with our diversified market leading technologies, WIN has allocated considerable resources to technology innovation and advanced process development crucial for next generation applications. We believe our market leading process portfolio differentiates us from the competition and positions WIN as the industry's preferred foundry partner. The latest example of this proactive technology investment is WIN's integrated BiHEMT technology, which has now been widely adopted by tier-one handset makers and is a key component of its WiFi front-end module. This significant market share gain for WIN is derived from technology R&D launched more than 10 years ago.

WIN is one of the few GaAs foundries that provide vertically integrated manufacturing capabilities encompassing epitaxial growth, wafer fabrication, and packaging. WIN not only possesses the most advanced GaAs process and device technologies available, but also continually improves the quality control and speed of new technology development by leveraging our internal epitaxial wafer capability. Additionally, as mobile devices become thinner, our technologies must accommodate stacked assembly techniques and integration in low-profile packages. To address these market trends, WIN provides our customers in-house Copper pillar bumping services to enable flip-chip assembly techniques as well as supply chain simplification.

To address high power applications, WIN has invested in GaN technology for several years and has now commenced small-scale production. GaN technology provides the optimal solution for 4G base stations that are being deployed around the world. As the demand for mobile data continues to increase, 4G systems are moving to higher frequency bands (2.7GHz and above) and GaN provides superior bandwidth, linearity and efficiency to transmit data at these higher frequencies.

Moreover, the macro trend of increasing data consumption driven by FTTX, big data and emerging IoT devices is accelerating the rollout of higher capacity broadband networks and data center upgrades. These networks and data centers rely on fast, reliable transport of data over optical fiber, and the key transmitting and receiving components of these networks are realized by III/V compound semiconductors. WIN has content at multiple points of these networks and has achieved leadership in III/V compound semiconductor technology through continuous investment in process R&D and market development.

B. Business Plan in 2016

The smartphone market has been the largest end-market for the GaAs industry for many years and the mobile power amplifier is the single largest application for III-V semiconductors. However, mobile PA is also a highly volatile and competitive market with constant fluctuations in share allocation and periodic inventory adjustments. This market requires a high degree of operational flexibility, and investment for capacity expansion remains a challenging decision for a foundry partner who must always fulfill the shifting demands of multiple customers. WIN devotes substantial resources to understand application, customer and market trends in advance of capacity expansion to reduce risk and ensure we can meet the production demands of the industry.

After several years of volatility, WIN truly believes that the only way to reduce business risk is to diversify our end-markets and product mix. Fortunately, WIN possesses more than 15 years of R&D experience in multiple device technologies that enable us to diversify our markets beyond smartphones. With a broad technology portfolio, WIN continues to expand our business in infrastructure markets, which includes base stations, satellite communication, and fiber-optic networks. In 2015, WIN's enabling BiHEMT process has taken share in WiFi, supporting numerous products for the emerging 802.11ac standard, increasing revenue to a record high. Looking ahead in 2016, WIN remains positive on the trends of dual band RF frontend modules and MIMO for WiFi, and will remain focused on the high margin infrastructure business. We are confident that growth in revenue and net profit will continue in 2016, and have already begun the expansion of our new fab to fulfill increased customer demand.

C. Development Strategy

Although the U.S. and European economies are gradually recovering from recession while the Chinese economy is slowing down, our view of the global macroeconomic and industrial demand remains prudently optimistic. The supply and demand dynamics for the industry driven by the addressable market for IoT devices will be supportive of growth this year. This is due the migration of RF communication functions from smartphones to the field of IoT. According to market research forecasts, the number of IoT devices to be deployed is projected to

reach 40 billion units. Thus, demand for RF communication components and optical devices are expected to show robust growth, insulating WIN from the impact of saturation in the smartphone market in the coming years, as the era of M2M and V2V becomes the dominant end-market.

Although global smartphone unit sales are saturating, the total output for RF components is expected to maintain healthy growth, driven by the proliferation of dual band RF front-end modules and MIMO for WiFi. This trend is now migrating from high-end devices to the mid-/low-end devices as global LTE penetration increases. Therefore, WIN will continue its focus on the development of advanced technology to diversify our end-markets, aiming at a steady increase of revenue and net profit to maximize shareholder return.

D. The Impact of the External Competitive Environment, Regulatory Environment, and Macroeconomic Environment

Competition is always one of WIN's top motivations for growth and has driven the company to a leadership position in our industry. Many competitors are emulating WIN's success by copying our technology and business model. Recently, some of these companies engaged in unlawful business practices and attempted to bribe our engineers to steal confidential technology and R&D data. These illegal behaviors make the competitive environment much more challenging. WIN is committed to take every precaution to protect our intellectual property, and continues to take a strong IP position by seeking patents for our technologies. WIN will proactively take every action necessary to meet these challenges and ensure our sustainable long-term competitiveness.

Chin-Tsai Chen
Chairman

Yu-Chi Wang
CEO

Linna Su
Accounting Officer

ATTACHMENT III: 2015 SUPERVISORS' REVIEW REPORT

2015 SUPERVISORS' REVIEW REPORT

The Board of Directors has prepared and submitted to us the Company's 2015 Business Report, Parent-company-only Financial Statements, Consolidated Financial Statements, and proposal for allocation of profits. The CPA firm of KPMG was retained to audited WIN's Parent-company-only Financial Statements and Consolidated Financial Statements and has issued an audit report relating to the Parent-company-only Financial Statements and Consolidated Financial Statements. The Business Report, Parent-company-only Financial Statements, Consolidated Financial Statements and proposal for allocation of profits have been reviewed and determined to be correct and accurate by us, supervisors of WIN Semiconductors Corp. According to article 219 of the Company Law, we hereby submit this report.

**WIN Semiconductors Corp.
Supervisors**

Mei-Lan Wang

Cheng-Li Huang

*International Fiber Technology Co, Ltd.
Representative: Shih-Chuan Hsieh*

March 17, 2016

ATTACHMENT IV: INDEPENDENT AUDITORS' REPORT AND 2015 CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditors' Report

The Board of Directors
WIN Semiconductors Corp.

We have audited the accompanying consolidated balance sheets of WIN Semiconductors Corp. (the "Company") and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2015 and 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the generally accepted auditing standards and the "Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants" in the Republic of China. Those standards and regulations require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statements presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to in the first paragraph present fairly, in all material respects, the consolidated financial position of WIN Semiconductors Corp. and subsidiaries as of December 31, 2015 and 2014, and the consolidated results of their operations and their cash flows for the years then ended, in conformity with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations and SIC Interpretations approved by the Financial Supervisory Commission, R.O.C.

We have audited the parent-company-only financial statements as of and for the years ended December 31, 2015 and 2014 on which we have expressed an unqualified opinion.

Taipei, Taiwan (the Republic of China)
March 17, 2016

Note to Readers

The accompanying consolidated financial statements are intended only to present the financial position, financial performance, and cash flows in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations and SIC Interpretations approved by the Financial Supervisory Commission, R.O.C. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

The auditors' report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors' report and financial statements, the Chinese version shall prevail.

WIN Semiconductors Corp. and Subsidiaries

Consolidated Balance Sheets

December 31, 2015 and 2014

(Expressed in Thousands of New Taiwan Dollars)

	2015.12.31	2014.12.31		2015.12.31	2014.12.31
Assets			Liabilities and Equity		
Current assets :			Current liabilities :		
Cash and cash equivalents	\$ 1,869,657	2,677,199	Short-term borrowings	\$ 23,656	-
Current financial assets at fair value through profit or loss	1,014,688	1,321,271	Accounts payable	1,309,867	929,773
Current available-for-sale financial assets	629,823	677,271	Other payables	1,810,125	1,173,860
Notes and accounts receivable, net	700,028	690,051	Long-term liabilities, current portion	841,507	545,444
Inventories	2,471,370	1,499,917	Other current liabilities	<u>620,449</u>	<u>99,529</u>
Other current assets	<u>298,537</u>	<u>259,035</u>	Total current liabilities	<u>4,605,604</u>	<u>2,748,606</u>
Total current assets	<u>6,984,103</u>	<u>7,124,744</u>	Non-current liabilities :		
Non-current assets :			Long-term borrowings	2,098,796	2,938,331
Non-current available-for-sale financial assets	1,268,721	1,061,717	Deferred tax liabilities	28,159	30,362
Non-current investments in debt instrument without active market	159,600	159,600	Other non-current liabilities	<u>169,814</u>	<u>158,959</u>
Investments accounted for using equity method	657,960	381,566	Total non-current liabilities	<u>2,296,769</u>	<u>3,127,652</u>
Property, plant and equipment	11,623,190	11,652,510	Total liabilities	<u>6,902,373</u>	<u>5,876,258</u>
Investment property	1,085,846	1,091,162	Equity :		
Intangible assets	62,370	54,422	Ordinary share	5,965,641	7,422,377
Deferred tax assets	85,104	66,135	Capital surplus	3,815,017	3,768,620
Prepayments for business facilities	2,135,838	178,911	Retained earnings	7,045,498	4,527,782
Other non-current assets	<u>48,741</u>	<u>45,141</u>	Other equity interest	<u>382,944</u>	<u>220,871</u>
Total non-current assets	<u>17,127,370</u>	<u>14,691,164</u>	Total equity	<u>17,209,100</u>	<u>15,939,650</u>
Total assets	<u>\$ 24,111,473</u>	<u>21,815,908</u>	Total liabilities and equity	<u>\$ 24,111,473</u>	<u>21,815,908</u>

WIN Semiconductors Corp. and Subsidiaries
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2015 and 2014

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

	2015	2014
Operating revenue	\$ 12,015,747	9,910,010
Operating costs	<u>(7,254,716)</u>	<u>(6,400,414)</u>
Gross profit from operations	<u>4,761,031</u>	<u>3,509,596</u>
Operating expenses :		
Selling expenses	(131,408)	(135,698)
Administrative expenses	(546,774)	(497,423)
Research and development expenses	<u>(572,485)</u>	<u>(561,783)</u>
Total operating expenses	<u>(1,250,667)</u>	<u>(1,194,904)</u>
Net operating income	<u>3,510,364</u>	<u>2,314,692</u>
Non-operating income and expenses :		
Other income	102,438	95,628
Other gains and losses	(59,117)	71,857
Finance costs	(13,852)	(48,304)
Share of loss of associates and joint ventures accounted for using equity method	<u>(106,195)</u>	<u>(4,919)</u>
Total non-operating income and expenses	<u>(76,726)</u>	<u>114,262</u>
Profit before tax	3,433,638	2,428,954
Total tax expense	<u>(762,011)</u>	<u>(465,485)</u>
Profit	<u>2,671,627</u>	<u>1,963,469</u>
Other comprehensive income (loss):		
Components of other comprehensive income (loss) that will not be reclassified to profit loss:		
Remeasurements of defined benefit plans	(6,304)	3,166
Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>1,072</u>	<u>(538)</u>
Total components of other comprehensive income (loss) that will not be reclassified to profit or loss	<u>(5,232)</u>	<u>2,628</u>
Components of other comprehensive income (loss) that will be reclassified to profit or loss:		
Exchange differences on translation of foreign financial statements	15,177	22,322
Unrealized gains on valuation of available-for-sale financial assets	147,199	99,567
Share of other comprehensive income of associates and joint ventures accounted for using equity method	(303)	-
Income tax related to comprehensive of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>
Total components of other comprehensive income hat will be reclassified to profit or loss	<u>162,073</u>	<u>121,889</u>
Other comprehensive income, net	<u>156,841</u>	<u>124,517</u>
Comprehensive income	<u>\$ 2,828,468</u>	<u>2,087,986</u>
Profit , attributable to :		
Profit, attributable to owners of parent	<u>\$ 2,671,627</u>	<u>1,963,469</u>
Comprehensive income attributable to :		
Comprehensive income, attributable to owners of parent	<u>\$ 2,828,468</u>	<u>2,087,986</u>
Earnings per common share (expressed in dollars)		
Basic earnings per share	<u>\$ 3.97</u>	<u>2.65</u>
Diluted earnings per share	<u>\$ 3.94</u>	<u>2.62</u>

WIN Semiconductors Corp. and Subsidiaries

Consolidated Statements of Changes in Equity

For the years ended December 31, 2015 and 2014

(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings					Other equity interest			Total equity attributable to owners of parent	Non - controlling interests	Total equity	
	Ordinary share	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on available-for-sale financial assets				Total
Balance on January 1, 2014	\$ 7,392,754	3,728,358	423,456	34,015	3,214,012	3,671,483	(17,413)	116,395	98,982	14,891,577	-	14,891,577
Appropriation of 2013 earnings approved by stockholders during their meeting in 2014:												
Legal reserve	-	-	181,151	-	(181,151)	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(1,109,798)	(1,109,798)	-	-	-	(1,109,798)	-	(1,109,798)
Reversal of special reserve	-	-	-	(34,015)	34,015	-	-	-	-	-	-	-
	-	-	181,151	(34,015)	(1,256,934)	(1,109,798)	-	-	-	(1,109,798)	-	(1,109,798)
Net income for the year ended December 31, 2014	-	-	-	-	1,963,469	1,963,469	-	-	-	1,963,469	-	1,963,469
Other comprehensive income for the year ended December 31, 2014	-	-	-	-	2,628	2,628	22,322	99,567	121,889	124,517	-	124,517
Total comprehensive income for the year ended December 31, 2014	-	-	-	-	1,966,097	1,966,097	22,322	99,567	121,889	2,087,986	-	2,087,986
Changes in equity of associated and joint ventures accounted for using equity method	-	256	-	-	-	-	-	-	-	256	-	256
Exercise of employee stock options	29,623	34,383	-	-	-	-	-	-	-	64,006	-	64,006
Compensation cost arising from employee stock options	-	5,623	-	-	-	-	-	-	-	5,623	-	5,623
Balance on December 31, 2014	7,422,377	3,768,620	604,607	-	3,923,175	4,527,782	4,909	215,962	220,871	15,939,650	-	15,939,650
Appropriation of 2014 earnings approved by stockholders during their meeting in 2015:												
Legal reserve	-	-	196,347	-	(196,347)	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(148,679)	(148,679)	-	-	-	(148,679)	-	(148,679)
	-	-	196,347	-	(345,026)	(148,679)	-	-	-	(148,679)	-	(148,679)
Net income for the year ended December 31, 2015	-	-	-	-	2,671,627	2,671,627	-	-	-	2,671,627	-	2,671,627
Other comprehensive income for the year ended December 31, 2015	-	-	-	-	(5,232)	(5,232)	14,874	147,199	162,073	156,841	-	156,841
Total comprehensive income for the year ended December 31, 2015	-	-	-	-	2,666,395	2,666,395	14,874	147,199	162,073	2,828,468	-	2,828,468
Changes in equity of associates and joint ventures accounted for using equity method	-	1,916	-	-	-	-	-	-	-	1,916	-	1,916
Capital reduction	(1,486,790)	-	-	-	-	-	-	-	-	(1,486,790)	-	(1,486,790)
Exercise of employee stock options	30,054	44,481	-	-	-	-	-	-	-	74,535	-	74,535
Balance on December 31, 2015	\$ 5,965,641	3,815,017	800,954	-	6,244,544	7,045,498	19,783	363,161	382,944	17,209,100	-	17,209,100

WIN Semiconductors Corp. and Subsidiaries

Consolidated Statements of Cash Flows

For the years ended December 31, 2015 and 2014

(Expressed in Thousands of New Taiwan Dollars)

	2015	2014
Cash flows from (used in) operating activities :		
Profit before tax	\$ 3,433,638	2,428,954
Adjustments :		
Adjustments to reconcile profit (loss) :		
Depreciation expense	1,899,310	1,852,273
Amortization expense	23,781	29,498
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	16,108	(121,208)
Interest expense	13,852	48,304
Interest income	(20,280)	(17,159)
Dividend income	(37,901)	(46,845)
Share-based payments	-	5,623
Share of loss of associates and joint ventures accounted for using equity method	109,979	4,919
Loss (gain) on disposal of property, plant and equipment	(1,824)	19
Loss on disposal of investments	47,087	64,325
Impairment loss on financial assets	65,050	-
Prepayments for business facilities transferred to other losses	-	7,936
Total adjustments to reconcile profit	<u>2,115,162</u>	<u>1,827,685</u>
Changes in operating assets and liabilities :		
Changes in operating assets :		
Current financial assets at fair value through profit or loss	10,073	(132,925)
Notes and accounts receivable, net	(9,977)	(39,613)
Inventories	(1,023,336)	(294,386)
Other current assets	(108,938)	(72,287)
Total changes in operating assets	<u>(1,132,178)</u>	<u>(539,211)</u>
Changes in operating liabilities :		
Accounts payable	380,094	294,654
Other payables	87,511	124,210
Other current liabilities	520,920	(19,127)
Other non-current liabilities	1,248	1,754
Total changes in operating liabilities	<u>989,773</u>	<u>401,491</u>
Total changes in operating assets and liabilities	<u>(142,405)</u>	<u>(137,720)</u>
Cash inflow generated from operations	5,406,395	4,118,919
Dividends received	1,030	375
Income taxes paid	(514,766)	(289,420)
Net cash flows from operating activities	<u>4,892,659</u>	<u>3,829,874</u>
Cash flows from (used in) investing activities :		
Acquisition of current financial assets at fair value through profit or loss	(5,127,443)	(4,329,787)
Proceeds from disposal of current financial assets at fair value through profit or loss	5,447,999	4,291,586
Acquisition of current available-for-sale financial assets	-	(282,148)
Disposal of current available-for-sale financial assets	-	7,679
Acquisition of non-current available-for-sale financial assets	(55,620)	(345,000)
Proceeds from disposal of non-current available-for-sale financial assets	29,711	5,170
Proceeds from capital reduction of non-current available-for-sale financial assets	-	43,200
Proceeds from disposal of non-current investments in debt instrument without active market	-	30,400
Acquisition of investments accounted for using equity method	(448,130)	-
Acquisition of property, plant and equipment	(1,522,760)	(611,195)
Proceeds from disposal of property, plant and equipment	7,560	-
Acquisition of intangible assets	(32,403)	(16,323)
Increase in other non-current assets	(3,600)	(1,884)
Increase in prepayments for business facilities	(1,970,361)	(126,386)
Interest received	19,564	15,852
Dividends received	36,871	46,470
Net cash flows used in investing activities	<u>(3,618,612)</u>	<u>(1,272,366)</u>
Cash flows from (used in) financing activities :		
Increase in short-term borrowings	23,656	-
Proceeds from long-term borrowings	-	529,000
Repayments of long-term borrowings	(545,444)	(1,316,444)
Increase in other non-current liabilities	3,303	10,000
Cash dividends paid	(148,679)	(1,109,798)
Capital reduction payments to shareholders	(1,486,790)	-
Exercise of employee share options	74,535	64,006
Interest paid	(12,130)	(44,205)
Net cash flows used in financing activities	<u>(2,091,549)</u>	<u>(1,867,441)</u>
Effect of exchange rate changes on cash and cash equivalents	9,960	20,251
Net increase (decrease) in cash and cash equivalents	(807,542)	710,318
Cash and cash equivalents at the beginning of year	2,677,199	1,966,881
Cash and cash equivalents at the end of year	<u>\$ 1,869,657</u>	<u>2,677,199</u>

ATTACHMENT V: INDEPENDENT AUDITORS' REPORT AND 2015 PARENT-COMPANY-ONLY FINANCIAL STATEMENTS

Independent Auditors' Report

The Board of Directors
WIN Semiconductors Corp.

We have audited the accompanying balance sheets of WIN Semiconductors Corp. (the "Company") as of December 31, 2015 and 2014, and the related statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2015 and 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the generally accepted auditing standards and the "Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants" in the Republic of China. Those standards and regulations require that we plan and perform the audit to obtain reasonable assurance about whether the parent-company-only financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the parent-company-only financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the parent-company-only financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of the Company as of December 31, 2015 and 2014, and the results of their operations and their cash flows for the years then ended, in conformity with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers".

Taipei, Taiwan (the Republic of China)
March 17, 2016

Note to Readers

The accompanying parent-company-only financial statements are intended only to present the financial position, financial performance, and cash flows in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers". The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

The auditors' report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors' report and financial statements, the Chinese version shall prevail.

WIN Semiconductors Corp.

Balance Sheets

December 31, 2015 and 2014

(Expressed in Thousands of New Taiwan Dollars)

	2015.12.31	2014.12.31		2015.12.31	2014.12.31
Assets			Liabilities and Equity		
Current assets:			Current liabilities:		
Cash and cash equivalents	\$ 1,742,988	2,536,853	Short-term borrowings	\$ 23,656	-
Current financial assets at fair value through profit or loss	948,291	1,197,247	Accounts payable	1,309,867	929,773
Current available-for-sale financial assets	629,823	677,271	Other payables	1,789,058	1,151,526
Notes and accounts receivable, net	300,134	306,879	Long-term liabilities, current portion	841,507	545,444
Accounts receivable due from related parties, net	375,716	110,530	Other current liabilities	<u>606,806</u>	<u>97,267</u>
Inventories	2,471,370	1,499,917	Total current liabilities	<u>4,570,894</u>	<u>2,724,010</u>
Other current assets	<u>294,091</u>	<u>258,757</u>	Non-current liabilities:		
Total current assets	<u>6,762,413</u>	<u>6,587,454</u>	Long-term borrowings	2,098,796	2,938,331
Non-current assets:			Deferred tax liabilities	28,159	30,362
Non-current available-for-sale financial assets	865,828	797,168	Other non-current liabilities	<u>169,814</u>	<u>158,959</u>
Non-current investments in debt instrument without active market	159,600	159,600	Total non-current liabilities	<u>2,296,769</u>	<u>3,127,652</u>
Investments accounted for using equity method	1,248,153	1,159,029	Total liabilities	<u>6,867,663</u>	<u>5,851,662</u>
Property, plant and equipment	11,622,870	11,652,290	Equity:		
Investment property	1,085,846	1,091,162	Ordinary share	5,965,641	7,422,377
Intangible assets	62,370	54,422	Capital surplus	3,815,017	3,768,620
Deferred tax assets	85,104	66,135	Retained earnings	7,045,498	4,527,782
Prepayments for business facilities	2,135,838	178,911	Other equity interest	<u>382,944</u>	<u>220,871</u>
Other non-current assets	<u>48,741</u>	<u>45,141</u>	Total equity	17,209,100	15,939,650
Total non-current assets	<u>17,314,350</u>	<u>15,203,858</u>			
Total assets	<u>\$ 24,076,763</u>	<u>21,791,312</u>	Total liabilities and equity	<u>\$ 24,076,763</u>	<u>21,791,312</u>

WIN Semiconductors Corp.

Statements of Comprehensive Income

For the years ended December 31, 2015 and 2014

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

	2015	2014
Operating revenue	\$ 11,904,017	9,776,226
Operating costs	<u>(7,191,668)</u>	<u>(6,391,337)</u>
Gross profit from operations	<u>4,712,349</u>	<u>3,384,889</u>
Operating expenses:		
Selling expenses	(69,803)	(84,529)
Administrative expenses	(514,021)	(461,044)
Research and development expenses	<u>(572,485)</u>	<u>(561,783)</u>
Total operating expenses	<u>(1,156,309)</u>	<u>(1,107,356)</u>
Net operating income	<u>3,556,040</u>	<u>2,277,533</u>
Non-operating income and expenses:		
Other income	98,413	92,587
Other gains and losses	(48,306)	87,505
Finance costs	(13,852)	(48,304)
Share of income (loss) of subsidiaries, associates and joint ventures accounted for using equity method	<u>(158,912)</u>	<u>19,573</u>
Total non-operating income and expenses	<u>(122,657)</u>	<u>151,361</u>
Profit before tax	3,433,383	2,428,894
Total tax expense	<u>(761,756)</u>	<u>(465,425)</u>
Profit	<u>2,671,627</u>	<u>1,963,469</u>
Other comprehensive income (loss):		
Components of other comprehensive income (loss) that will not be reclassified to profit or loss:		
Remeasurements of defined benefit plans	(6,304)	3,166
Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>1,072</u>	<u>(538)</u>
Total components of other comprehensive income (loss) that will not be reclassified to profit or loss	<u>(5,232)</u>	<u>2,628</u>
Components of other comprehensive income (loss) that will be reclassified to profit or loss:		
Exchange differences on translation of foreign financial statements	15,177	22,322
Unrealized gains (losses) on valuation of available-for-sale financial assets	43,012	(11,687)
Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method	103,884	111,254
Income tax related to comprehensive of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>
Total components of the components that will be reclassified to profit or loss	<u>162,073</u>	<u>121,889</u>
Other comprehensive income, net	<u>156,841</u>	<u>124,517</u>
Comprehensive income	<u>\$ 2,828,468</u>	<u>2,087,986</u>
Earnings per common share (expressed in dollars)		
Basic earnings per share	<u>\$ 3.97</u>	<u>2.65</u>
Diluted earnings per share	<u>\$ 3.94</u>	<u>2.62</u>

WIN Semiconductors Corp.

Statements of Changes in Equity

For the years ended December 31, 2015 and 2014

(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings					Other equity interest			Total equity	
	Ordinary share	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on available-for-sale financial assets		Total
Balance on January 1, 2014	\$ 7,392,754	3,728,358	423,456	34,015	3,214,012	3,671,483	(17,413)	116,395	98,982	14,891,577
Appropriation of 2013 earnings approved by stockholders during their meeting in 2014 (Note 1)										
Legal reserve	-	-	181,151	-	(181,151)	-	-	-	-	-
Cash dividends	-	-	-	-	(1,109,798)	(1,109,798)	-	-	-	(1,109,798)
Reversal of special reserve	-	-	-	(34,015)	34,015	-	-	-	-	-
	-	-	181,151	(34,015)	(1,256,934)	(1,109,798)	-	-	-	(1,109,798)
Net income for the year ended December 31, 2014	-	-	-	-	1,963,469	1,963,469	-	-	-	1,963,469
Other comprehensive income for the year ended December 31, 2014	-	-	-	-	2,628	2,628	22,322	99,567	121,889	124,517
Total comprehensive income for the year ended December 31, 2014	-	-	-	-	1,966,097	1,966,097	22,322	99,567	121,889	2,087,986
Changes in equity of subsidiaries, associates and joint ventures accounted for using equity method	-	1,576	-	-	-	-	-	-	-	1,576
Exercise of employee stock options	29,623	34,383	-	-	-	-	-	-	-	64,006
Compensation cost arising from employee stock options	-	4,303	-	-	-	-	-	-	-	4,303
Balance on December 31, 2014	7,422,377	3,768,620	604,607	-	3,923,175	4,527,782	4,909	215,962	220,871	15,939,650
Appropriation of 2014 earnings approved by stockholders during their meeting in 2015 (Note 2)										
Legal reserve	-	-	196,347	-	(196,347)	-	-	-	-	-
Cash dividends	-	-	-	-	(148,679)	(148,679)	-	-	-	(148,679)
	-	-	196,347	-	(345,026)	(148,679)	-	-	-	(148,679)
Net income for the year ended December 31, 2015	-	-	-	-	2,671,627	2,671,627	-	-	-	2,671,627
Other comprehensive income for the year ended December 31, 2015	-	-	-	-	(5,232)	(5,232)	14,874	147,199	162,073	156,841
Total comprehensive income for the year ended December 31, 2015	-	-	-	-	2,666,395	2,666,395	14,874	147,199	162,073	2,828,468
Changes in equity of subsidiaries, associates and joint ventures accounted for using equity method	-	1,916	-	-	-	-	-	-	-	1,916
Capital reduction	(1,486,790)	-	-	-	-	-	-	-	-	(1,486,790)
Exercise of employee stock options	30,054	44,481	-	-	-	-	-	-	-	74,535
Balance on December 31, 2015	\$ 5,965,641	3,815,017	800,954	-	6,244,544	7,045,498	19,783	363,161	382,944	17,209,100

Note 1: The appropriations for 2013 employee's bonus, directors' and supervisors' remuneration amounting to NT\$166,400 and NT\$49,900, respectively, were recognized and accrued in the 2013 earnings.

Note 2: The appropriations for 2014 employee's bonus, directors' and supervisors' remuneration amounting to NT\$176,700 and NT\$53,000, respectively, were recognized and accrued in the 2014 earnings.

WIN Semiconductors Corp.

Statements of Cash Flows

For the years ended December 31, 2015 and 2014
(Expressed in Thousands of New Taiwan Dollars)

	2015	2014
Cash flows from (used in) operating activities:		
Profit before tax	\$ 3,433,383	2,428,894
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	1,899,244	1,852,199
Amortization expense	23,781	29,498
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	2,356	(130,285)
Interest expense	13,852	48,304
Interest income	(20,188)	(16,934)
Dividend income	(32,938)	(43,654)
Share-based payments	-	4,303
Share of loss (income) of subsidiaries, associates and joint ventures accounted for using equity method	158,912	(19,573)
Gain on disposal of property, plant and equipment	(1,824)	-
Loss on disposal of investments	13,285	64,501
Impairment loss on financial assets	53,341	-
Prepayments for business facilities transferred to other losses	-	7,936
Total adjustments to reconcile profit	<u>2,109,821</u>	<u>1,796,295</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Notes and accounts receivable, net	6,745	16,349
Accounts receivable due from related parties, net	(265,186)	(11,489)
Inventories	(1,023,336)	(294,386)
Other current assets	(104,752)	(72,429)
Total changes in operating assets	<u>(1,386,529)</u>	<u>(361,955)</u>
Changes in operating liabilities:		
Accounts payable	380,094	294,654
Other payables	88,878	112,702
Other current liabilities	509,539	(20,338)
Other non-current liabilities	1,248	1,754
Total changes in operating liabilities	<u>979,759</u>	<u>388,772</u>
Total changes in operating assets and liabilities	<u>(406,770)</u>	<u>26,817</u>
Cash inflow generated from operations	5,136,434	4,252,006
Income taxes paid	(514,611)	(289,376)
Net cash flows from operating activities	<u>4,621,823</u>	<u>3,962,630</u>
Cash flows from (used in) investing activities:		
Acquisition of current financial assets at fair value through profit or loss	(5,127,443)	(4,329,787)
Proceeds from disposal of current financial assets at fair value through profit or loss	5,447,999	4,291,586
Acquisition of current available-for-sale financial assets	-	(282,148)
Proceeds from disposal of current available-for-sale financial assets	-	7,679
Acquisition of non-current available-for-sale financial assets	(25,000)	(312,000)
Proceeds from disposal of non-current available-for-sale financial assets	29,711	5,170
Proceeds from capital reduction of non-current available-for-sale financial assets	-	43,200
Proceeds from disposal of non-current investments in debt instrument without active market	-	30,400
Acquisition of investments accounted for using equity method	(180,400)	(200,000)
Acquisition of property, plant and equipment	(1,522,594)	(610,999)
Proceeds from disposal of property, plant and equipment	7,560	-
Acquisition of intangible assets	(32,403)	(16,323)
Increase in other non-current assets	(3,600)	(1,884)
Increase in prepayments for business facilities	(1,970,361)	(126,386)
Interest received	19,454	15,645
Dividends received	32,938	43,654
Net cash flows used in investing activities	<u>(3,324,139)</u>	<u>(1,442,193)</u>
Cash flows from (used in) financing activities:		
Increase in short-term loans	23,656	-
Proceeds from long-term borrowings	-	529,000
Repayments of long-term borrowings	(545,444)	(1,316,444)
Increase in other non-current liabilities	3,303	10,000
Cash dividends paid	(148,679)	(1,109,798)
Capital reduction payments to shareholders	(1,486,790)	-
Exercise of employee share options	74,535	64,006
Interest paid	(12,130)	(44,205)
Net cash flows used in financing activities	<u>(2,091,549)</u>	<u>(1,867,441)</u>
Net increase (decrease) in cash and cash equivalents	(793,865)	652,996
Cash and cash equivalents at the beginning of period	<u>2,536,853</u>	<u>1,883,857</u>
Cash and cash equivalents at the end of period	<u>\$ 1,742,988</u>	<u>2,536,853</u>

ATTACHMENT VI: PROFIT ALLOCATION PROPOSAL

WIN Semiconductors Corp. 2015 Profit Allocation Proposal

Unit: NT\$

Net profit of 2015	2,671,626,942
Less: 10% legal reserve	(267,162,694)
Retained earnings in 2015 available for distribution	2,404,464,248
Distributable item:	
Cash dividends to common share holders (NT\$0.5 per share)	(298,333,131)
Unappropriated retained earnings of 2015	2,106,131,117
Add: uappropriated retained earnings, Dec. 31, 2014	3,578,149,230
Less: remeasurements of defined benefit plans	(5,232,320)
Unappropriated retained earnings, Dec. 31, 2015	5,679,048,027

If there is any net profit after closing of a fiscal year, the Corporation shall first pay business income tax, offset losses in previous years, set aside a legal capital reserve at 10% of the profits left over, provided that no allocation of legal reserve is required if the accumulated legal reserve is equivalent to the total capital amount of the Corporation; and then set aside or rotate special reserve according to the rule set out by the government authority in charge. If there is still remaining balance, the Board of Directors should draw up a meeting regarding the issue of profit distribution and report to the shareholders' meeting for the resolution of the distribution of the dividend, in which cash dividend shall not be lower than 10% of entire dividend.

As the Company is a high-tech firm with intensive capital expenditure, conditions, timing, amount and kinds of the above-stated dividend policy may be adjusted, taking into account economic cycles, industry change and the Company's growth and cash demand.

Chin-Tsai Chen
Chairman

Yu-Chi Wang
CEO

Linna Su
Accounting Officer

**ATTACHMENT VII: REVISIONS TO RULES AND PROCEDURES OF
SHAREHOLDERS' MEETING**

Before and After Revision

BEFORE THE REVISION	AFTER THE REVISION
<p>7. The Chairman of the Board of Directors shall be the chairman presiding at the Meeting in the case that the Meeting is convened by the Board of Directors. If, for any reason, the Chairman of the Board of Directors cannot preside at the Meeting, the Vice Chairman of the Board of Directors or one of the Directors shall preside at the Meeting in accordance with Article 208 of the Company Law of the Republic of China.</p> <p>If the Meeting is convened by any person entitled to convene the Meeting other than the Board of Directors, such person shall be the chairman to preside at the Meeting. If there is more than one such person entitles to convene the Meeting, those persons shall nominate amongst themselves to be the Meeting's chairman.</p> <p>The notifications and announcements shall state the reasons for the Meeting. The election or discharge of directors <u>and supervisors</u>, the amendment of this Company's Articles of Incorporation, the dissolution, merger, or spin-off of the Company, or the matters specified in the Article 185, Paragraph 1 of the Company Law, or Article 26-1 or Article 43-6 of the Securities and Exchange Law shall be listed among the reasons for the Meeting, and may not be proposed as provisional motions.</p>	<p>7. The Chairman of the Board of Directors shall be the chairman presiding at the Meeting in the case that the Meeting is convened by the Board of Directors. If, for any reason, the Chairman of the Board of Directors cannot preside at the Meeting, the Vice Chairman of the Board of Directors or one of the Directors shall preside at the Meeting in accordance with Article 208 of the Company Law of the Republic of China.</p> <p>If the Meeting is convened by any person entitled to convene the Meeting other than the Board of Directors, such person shall be the chairman to preside at the Meeting. If there is more than one such person entitles to convene the Meeting, those persons shall nominate amongst themselves to be the Meeting's chairman.</p> <p>The notifications and announcements shall state the reasons for the Meeting. The election or discharge of directors, the amendment of this Company's Articles of Incorporation, the dissolution, merger, or spin-off of the Company, or the matters specified in the Article 185, Paragraph 1 of the Company Law, or Article 26-1 or Article 43-6 of the Securities and Exchange Law shall be listed among the reasons for the Meeting, and may not be proposed as provisional motions.</p>

BEFORE THE REVISION	AFTER THE REVISION
<p>18. If the election of directors and supervisors is conducted during the Meeting, such an election shall be performed in accordance with the Company's Rules for Election of <u>Directors and Supervisors</u>, and the results must be announced at the Meeting.</p> <p>The ballots casts in the election in the forgoing paragraph shall be sealed and signed by the persons responsible for checking ballots and kept for at least one year. If a shareholder initiates a lawsuit in accordance with Article 189 of the Company Law, ballots shall be kept until the end of the lawsuit.</p>	<p>18. If the election of directors and supervisors is conducted during the Meeting, such an election shall be performed in accordance with the Company's Rules for Election of Directors, and the results must be announced at the Meeting.</p> <p>The ballots casts in the election in the forgoing paragraph shall be sealed and signed by the persons responsible for checking ballots and kept for at least one year. If a shareholder initiates a lawsuit in accordance with Article 189 of the Company Law, ballots shall be kept until the end of the lawsuit.</p>

ATTACHMENT IIX: REVISIONS TO RULES FOR ELECTION OF DIRECTORS AND SUPERVISORS

Before and After Revision

BEFORE THE REVISION	AFTER THE REVISION
<p>Title RULES FOR ELECTION OF DIRECTORS <u>AND SUPERVISORS</u></p>	<p>Title RULES FOR ELECTION OF DIRECTORS</p>
<p>Article 1 Unless otherwise provided in relevant laws and regulations or the Company's Articles of Incorporation, the directors <u>and supervisors</u> of this Company shall be elected in accordance with the rules specified herein.</p>	<p>Article 1 Unless otherwise provided in relevant laws and regulations or the Company's Articles of Incorporation, the directors of this Company shall be elected in accordance with the rules specified herein.</p>
<p>Article 2 Election of directors <u>and supervisors</u> of this Company shall be held at the shareholders' meeting <u>separately or simultaneously</u>. This Company shall prepare ballots and note the number of voting rights.</p>	<p>Article 2 Election of directors of this Company shall be held at the shareholders' meeting. This Company shall prepare ballots and note the number of voting rights.</p>
<p>Article 2-1 The overall composition of the Board of Directors shall be taken into consideration in the selection of the Company's directors. The composition of the Board of Directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards: 1. Basic requirements and values: Gender, age, nationality, and culture. 2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience. All members of the board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the board of directors shall</p>	<p>Article 2-1 The overall composition of the Board of Directors shall be taken into consideration in the selection of the Company's directors. The composition of the Board of Directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards: 1. Basic requirements and values: Gender, age, nationality, and culture. 2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience. All members of the board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the board of directors shall</p>

BEFORE THE REVISION	AFTER THE REVISION
<p>possess the following abilities:</p> <ol style="list-style-type: none"> 1. Ability to make operational judgments. 2. Ability to perform accounting and financial analysis. 3. Ability to conduct management administration. 4. Ability to conduct crisis management. 5. Knowledge of the industry. 6. An international market perspective. 7. Leadership. 8. Ability to make policy decisions. <p><u>A supervisor may not serve concurrently as the managerial officer, or any other employee of the Company, and should ideally be domiciled in the Republic of China to be able to promptly fulfill the functions of supervisor.</u></p>	<p>possess the following abilities:</p> <ol style="list-style-type: none"> 1. Ability to make operational judgments. 2. Ability to perform accounting and financial analysis. 3. Ability to conduct management administration. 4. Ability to conduct crisis management. 5. Knowledge of the industry. 6. An international market perspective. 7. Leadership. 8. Ability to make policy decisions.
<p>Article 2-2 Elections of <u>both</u> directors <u>and</u> <u>supervisors</u> at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act, reviewing of directors' <u>and</u> <u>supervisors'</u> qualifications, education and working experience credentials, and the existence of any matters set forth in Article 30 of the Company Act.</p>	<p>Article 2-2 Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act, reviewing of directors' qualifications, education and working experience credentials, and the existence of any matters set forth in Article 30 of the Company Act.</p>
<p>Article 3 In the election of directors <u>and</u> <u>supervisors</u> of this Company, the names of voters may be represented by shareholders' numbers.</p>	<p>Article 3 In the election of directors of this Company, the names of voters may be represented by shareholders' numbers.</p>
<p>Article 4 In the election of directors <u>and</u> <u>supervisors</u> of this Company, each share shall have voting rights equivalent to the number of seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons.</p>	<p>Article 4 In the election of directors of this Company, each share shall have voting rights equivalent to the number of seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons. <u>The election of Independent Directors and Directors of the Corporation shall be conducted concurrently and the number of the Independent Directors and Directors to be elected shall be</u></p>

BEFORE THE REVISION	AFTER THE REVISION
	calculated separately.
<p>Article 5 In the election of directors <u>and supervisors</u> of this Company, candidates who acquire more votes should win the seats. If two or more persons acquire the same number of votes and the number of such persons exceeds the specified seats available, such persons acquiring the same votes shall draw lots to decide who should win the seats available, and the Chairman shall draw lots on behalf of the candidate who is not present.</p>	<p>Article 5 In the election of directors of this Company, candidates who acquire more votes should win the seats. If two or more persons acquire the same number of votes and the number of such persons exceeds the specified seats available, such persons acquiring the same votes shall draw lots to decide who should win the seats available, and the Chairman shall draw lots on behalf of the candidate who is not present.</p>
<p>Article 11 The Board of Directors shall issue notifications to the directors <u>and supervisors</u> elected.</p>	<p>Article 11 The Board of Directors shall issue notifications to the directors elected.</p>

ATTACHMENT IX: LIST OF DIRECTOR (INCLUDING INDEPENDENT DIRECTOR) CANDIDATES

Title / Name	Education & Major Experience	Other Major Positions	Shareholdings* (shares)
<p>Director Mr. Chin-Tsai Chen (Dennis Chen, 陳進財)</p>	<ul style="list-style-type: none"> • Master Degree in Public Administration, University of San Francisco, USA • Master Degree in Accounting, Tamkang University, Taiwan • General Manager, Namchow Chemical Industrial Co., Ltd. 	<ul style="list-style-type: none"> • Chairman and President, WIN Semiconductors Corp. • Vice Chairman, HIWIN Technologies Corp. • Director, Namchow Chemical Industrial Co., Ltd. • Independent Director, Kinsus Interconnect Technology Corp. • Independent Director, Tong Hsing Electronic Industries, Ltd. • Director Representative, Navigator Business Publications Co., Ltd. • Director, Namchow (British Virgin Islands) Ltd. • Director, Nacia International Corp. • Director, Shanghai Paulaner Restaurant & Drink Co., Ltd. • Director, Ting Hao (Cayman Islands) Holding Corp. • Director, Tianjin Namchow Oil & Fat Co., Ltd. • Director, Namchow (Thailand) Ltd. • Director, WIN SEMI. USA, INC. • Director, Win Semiconductors Cayman Islands Co., Ltd. • Director, Shanghai Qiaohao Trading Co., Ltd. • Director, Tianjin Yoshi Yoshi Co., Ltd. • Director, Guangzhon Namchow Oil & Fat Co., Ltd. • Director, Mostro (Tailand) Ltd. • Director, Hiwin Corporation, U.S.A. • Director, ITEQ Corporation • Director Representative, WIN Venture Capital Corp. • Chairman, Inventec Energy Corporation • Supervisor Representative, Dian Shui Lou Restaurant Business Co., Ltd. • Supervisor, Inventec Solar Energy Corporation • Supervisor, Taipei Financial Center Corp. 	<p>17,848,895</p>

Title / Name	Education & Major Experience	Other Major Positions	Shareholdings* (shares)
Director International Fiber Technology Co., Ltd. (國際纖維科技股份有限公司) Representative: Mr. Shih-Chuan Hsieh (代表人：謝式川)	<ul style="list-style-type: none"> • None • Bachelor Degree in Agricultural Economics, National Taiwan University, Taiwan • Chairman, WIN Semiconductors Corp. • Director, Episil Technologies Inc. 	<ul style="list-style-type: none"> • Supervisor, WIN Semiconductors Corp. • Supervisor Representative, WIN Semiconductors Corp. • Chairman, International Fiber Technology Co., Ltd. 	<p style="text-align: center;">5,041,253</p> <p style="text-align: center;">0</p>
Director Mr. Li-Cheng Yeh (葉力誠)	<ul style="list-style-type: none"> • Master Degree in Computer Science, Pace University, USA • Supervisor, Inventec Energy Corporation 	<ul style="list-style-type: none"> • Supervisor, E-Ton Solar Tech Co., Ltd. • Supervisor, Kou Hsieh Investment Co., Ltd. • Supervisor, Inventec Besta Co., Ltd. • Chairman, Fu Tai Investment Co., Ltd. • Chairman, Chuan Cheng Assets Management Co., Ltd. • Vice Chairman, Royal Base Corporation 	<p style="text-align: center;">11,062,997</p>
Director Dr. Yu-Chi Wang (YC Wang, 王郁琦)	<ul style="list-style-type: none"> • PhD in Material Engineering, Rutgers University, USA • Researcher, Bell Laboratories, Lucent Technologies, Murray Hill, NJ, USA 	<ul style="list-style-type: none"> • Director and CEO, WIN Semiconductors Corp. • Director and CEO, WIN SEMI. USA, INC. 	<p style="text-align: center;">1,602,993</p>
Director Dr. Wen-Ming Chang (William Chang, 張文銘)	<ul style="list-style-type: none"> • PhD in Chemical Engineering, Clemson University, USA • General Manager, Huga Optotech Inc. 	<ul style="list-style-type: none"> • Director & BU General Manager, WIN Semiconductors Corp. • Director Representative, Inventec Energy Corporation 	<p style="text-align: center;">540,737</p>

Title / Name	Education & Major Experience	Other Major Positions	Shareholdings* (shares)
Director Mr. Shun-Ping Chen (Steve Chen, 陳舜平)	<ul style="list-style-type: none"> • Master Degree in Business Administration, Rutgers University, USA • Manager, Protek (Shanghai) Limited 	<ul style="list-style-type: none"> • Director and Senior Vice President, WIN Semiconductors Corp. • Director Representative, WIN Venture Capital Corp. • Director Representative, Phalanx Biotech Group Corp. • Director Representative, NEW FUTURE CAPITAL CO., LTD. • Supervisor Representative, CDIB CME Fund Ltd. 	2,731,373
Independent Director Mr. Chao-Shun Chang (張兆順)	<ul style="list-style-type: none"> • Master Degree in Public Finance, National Chengchi University, Taiwan • Certified Public Accountant • Director / Supervisor, Share Long Securities Co., Ltd. • Supervisor, First Commercial Bank • Supervisor, First Financial Holding Co., Ltd. • Chairman, Franklin Templeton First Taiwan Securities Investment Trust Enterprise • Chairman, Bank of Overseas Chinese • Chairman, Taiwan Business Bank • Chairman of First Financial Holding Co., Ltd. and First Commercial Bank • Supervisor, Taiwan Stock Exchange Corporation • Supervisor, Securities and Futures Institute, ROC 	<ul style="list-style-type: none"> • Independent Director, WIN Semiconductors Corp. • CPA, Enrich CPAs & Co., • Chairman, ACE Venture Consulting Corporation • Independent Director, Formosa Laboratories, Inc. • Independent Director, TSEC Corporation • Director, Taiwan Styrene Monomer Corporation 	0

Title / Name	Education & Major Experience	Other Major Positions	Shareholdings* (shares)
<p>Independent Director Dr. Shen-Yi Li (李伸一)</p>	<ul style="list-style-type: none"> • PhD in Law, Chinese Culture University, Taiwan • Qualified Arbitrator, Chinese Arbitration Association • Chairman, Consumer's Foundation, Taiwan, R.O.C. • Commissioner, Political Party Review Commission, Executive Yuan, Taiwan • Commissioner, Fair Trade Commission, Executive Yuan, Taiwan • Member, 2nd and 3rd Sessions, Control Yuan, Taiwan • Chairman, Junior Chamber International Taiwan • Chairman, Taiwan Rotary Club Association • General Secretary, Dharma Drum Mountain Humanity and Social Foundation • Adjunct Associate Professor, National Chengchi University • Adjunct Associate Professor, Chinese Culture University • Member of CSR Evaluation, Commonwealth Magazine Co., Ltd. • Director and Member of Compensation Committee, WIN Semiconductors Corp. 	<ul style="list-style-type: none"> • General Secretary, Dharma Drum Mountain Humanity and Social Foundation • Member of Compensation Committee, Capital Futures Corporation • Director Representative, Nan Ya Plastics Corporation • Independent Director, China Steel Corporation • Independent Director, Entie Commercial Bank, Ltd. • Supervisor, Chinese Culture University • Supervisor, Taoyuan International Airport Services Co., Ltd. 	<p style="text-align: center;">60,045</p>

Title / Name	Education & Major Experience	Other Major Positions	Shareholdings* (shares)
<p>Independent Director Dr. Wei-Lin Wang (王偉霖)</p>	<ul style="list-style-type: none"> • Juris Science Doctor, Washington University in St. Louis, USA • Partner, New Hope Law Firm, Taiwan • Foreign Associate, Haynes and Boone, LLP (Dallas Headquarter), Dallas, Texas, USA • Sr. Counselor, Lee and Li, Attorneys-at-Law • Associate Professor and Director, Graduate Institute for Intellectual Property Rights, Shih Hsin University, Taiwan • Assistant Professor, Graduate Institute of Intellectual Property, National Chengchi University, Taiwan • Assistant Professor, Graduate Institute of Financial and Economic Law, Feng Chia University, Taiwan 	<ul style="list-style-type: none"> • Independent Director, WIN Semiconductors Corp. • Member of Compensation Committee, WIN Semiconductors Corp. • Assistant Professor, Financial Law Department, Ming Chuan University • Independent Director, Young Fast Optoelectronics Co., Ltd. • Independent Director, ANT Precision Industry Co. Ltd. • Director Representative, ID Branding Venture Capital Inc. • Director Representative, Global Strategic Investment Fund • Member of Compensation Committee, Hold Key Electric Wire & Cable, Co. Ltd. 	0

* Shareholdings as of April 26, 2016.

ATTACHMENT X: DIRECTORS AND POSITIONS HELD (INCLUDING INDEPENDENT DIRECTOR) FOR RELEASE OF NON-COMPETITION RESTRICTIONS

Name	Relevant positions held concurrently by directors
<p>Chin-Tsai Chen (Dennis Chen, 陳進財)</p>	<ul style="list-style-type: none"> • Vice Chairman, HIWIN Technologies Corp. • Director, Namchow Chemical Industrial Co., Ltd. • Independent Director, Kinsus Interconnect Technology Corp. • Independent Director, Tong Hsing Electronic Industries, Ltd. • Director Representative, Navigator Business Publications Co., Ltd. • Director, Namchow (British Virgin Islands) Ltd. • Director, Nacia International Corp. • Director, Shanghai Paulaner Restaurant & Drink Co., Ltd. • Director, Ting Hao (Cayman Islands) Holding Corp. • Director, Tianjin Namchow Oil & Fat Co., Ltd. • Director, Namchow (Thailand) Ltd. • Director, Shanghai Qiaohao Trading Co., Ltd. • Director, Tianjin Yoshi Yoshi Co., Ltd. • Director, Guangzhon Namchow Oil & Fat Co., Ltd. • Director, Mostro (Tailand) Ltd. • Director, Hiwin Corporation, U.S.A. • Director, ITEQ Corporation • Chairman, Inventec Energy Corporation
<p>International Fiber Technology Co., Ltd. Representative: Shih-Chuan Hsieh (國際纖維科技股份有限公司 代表人：謝式川)</p>	<p>Chairman, International Fiber Technology Co., Ltd.</p>
<p>Li-Cheng Yeh (葉力誠)</p>	<ul style="list-style-type: none"> • Chairman, Fu Tai Investment Co., Ltd. • Chairman, Chuan Cheng Assets Management Co., Ltd. • Vice Chairman, Royal Base Corporation
<p>Wen-Ming Chang (William Chang, 張文銘)</p>	<p>Director Representative, Inventec Energy Corporation</p>
<p>Shun-Ping Chen (Steve Chen, 陳舜平)</p>	<ul style="list-style-type: none"> • Director Representative, Phalanx Biotech Group Corp. • Director Representative, NEW FUTURE CAPITAL CO., LTD.
<p>Chao-Shun Chang (張兆順)</p>	<ul style="list-style-type: none"> • Chairman, ACE Venture Consulting Corporation • Independent Director, Formosa Laboratories, Inc. • Independent Director, TSEC Corporation • Director, Taiwan Styrene Monomer Corporation
<p>Shen-Yi Li (李伸一)</p>	<ul style="list-style-type: none"> • Director Representative, Nan Ya Plastics Corporation • Independent Director, China Steel Corporation • Independent Director, Entie Commercial Bank, Ltd.
<p>Wei-Lin Wang (王偉霖)</p>	<ul style="list-style-type: none"> • Independent Director, Young Fast Optoelectronics Co., Ltd. • Independent Director, ANT Precision Industry Co. Ltd. • Director Representative, ID Branding Venture Capital Inc. • Director Representative, Global Strategic Investment Fund

IV. APPENDIX

APPENDIX I: RULES AND PROCEDURES OF SHAREHOLDERS' MEETING (BEFORE AMENDMENT)

WIN Semiconductors Corp. Rules and Procedures of Shareholders' Meeting

Approved by the AGM on June 20, 2014

1. Unless otherwise provided for in applicable laws and regulations or the Company's Articles of Incorporation, Shareholders' Meeting Rules and Procedures of the Company shall comply with the following articles.
2. The shareholders or their appointed proxies are referred to as shareholders on these articles.
3. Shareholders' meetings (the "Meeting") shall be held at the Company's premises or at another place that is convenient for shareholders to attend and suitable for a Meeting. The Meeting shall not start earlier than 9:00 AM or later than 3:00 PM.
4. The Company may appoint retained lawyers, certified public accountants or related persons to participate in the Meeting.
5. The Company shall provide a sign-in book allowing attending shareholders to sign in or require attending shareholders to submit attendance cards in lieu of signing in. Shareholders shall be admitted to the Meeting on the basis of attendance passes, attendance cards, or other attendance documents; those persons soliciting proxy forms shall be required to present identification documents for checking identities. When the government or a legal entity is a shareholder, more than one representative may attend the Meeting. However, a legal entity serving as proxy to attend the Meeting may appoint only one representative to attend.
6. Voting and attendance at the Meeting shall be based on number of shares. If a shareholder requests counting of number of the attendees, the chairman may turn it down. After such request was made, a resolution is duly passed should the attendance constitute the quorum if a voting is made on an agenda item. Shares of shareholders without voting rights shall not be included in the total number of issued and outstanding shares when voting on resolutions. If there is concern that a shareholder's interest may conflict with and adversely affect the Company's interests with regard to any matters discussed at the Meeting, such shareholder may not participate in voting, and may not represent another shareholder to exercise his or her voting rights. The number of shares of those persons not permitted to exercise their voting rights in the foregoing paragraph shall not be included in counting the total number of voting shares for attending shareholders.

Except in the case of a trust enterprise or securities proxy organization approved by the securities competent authority, the proxy voting rights of a person serving as a proxy for two or more shareholders may not exceed 3% of total issued and outstanding shares voting rights; if it does exceed 3%, the excess portion shall not be counted.

7. The Chairman of the Board of Directors shall be the chairman presiding at the Meeting in the case that the Meeting is convened by the Board of Directors. If, for any reason, the Chairman of the Board of Directors cannot preside at the Meeting, the Vice Chairman of the Board of Directors or one of the Directors shall preside at the Meeting in accordance with Article 208 of the Company Law of the Republic of China.

If the Meeting is convened by any person entitled to convene the Meeting other than the Board of Directors, such person shall be the chairman to preside at the Meeting. If there is more than one such person entitled to convene the Meeting, those persons shall nominate amongst themselves to be the Meeting's chairman.

The notifications and announcements shall state the reasons for the Meeting. The election or discharge of directors and supervisors, the amendment of this Company's Articles of Incorporation, the dissolution, merger, or spin-off of the Company, or the matters specified in the Article 185, Paragraph 1 of the Company Law, or Article 26-1 or Article 43-6 of the Securities and Exchange Law shall be listed among the reasons for the Meeting, and may not be proposed as provisional motions.

8. The Company shall locate the surveillance video taping at the entrance of the Meeting place, and the proceeding of the Meeting shall be audio recorded and videotaped and these tapes shall be preserved for at least one year. However, the said audio and video tapes shall be preserved until the conclusion of the lawsuit if a shareholder initiates a lawsuit in accordance with Article 189 of the Company Law.
9. The chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting has not yet constituted the quorum at the time scheduled for the Meeting, the chairman may postpone the time for the Meeting. The postponements shall be limited to two times at the most and the Meeting shall not be postponed for longer than one hour in the aggregate. If after two postponements, the number of shares represented by the attending shareholders has not yet constituted more than one-third of all issued and outstanding shares, the chairman shall announce the termination of the Meeting.

If after two postponements no quorum can yet be constituted but the shareholders present at the Meeting represent more than one-third of the total outstanding shares, tentative resolutions may be made in accordance with Section 1 of Article 175 of the Company Law of the Republic of China, and shareholders shall be notified to attend another shareholders' meeting to approve the tentative resolutions within

one month.

If during the process of the Meeting the number of outstanding shares represented by the shareholders present becomes sufficient to constitute the quorum, the chairman may submit the tentative resolutions to the Meeting for approval in accordance with Article 174 of the Company Law of the Republic of China.

10. The agenda of the Meeting shall be set by the Board of Directors if the meeting is convened by the Board of Directors. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda.

The above provision applies *mutatis mutandis* to cases where the Meeting is convened by any person, other than the Board of Directors, entitled to convene such meeting.

Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting before all the items (including provisional motions) listed in the agenda are completed.

11. When a shareholder attending the meeting wishes to speak, a speech note should be filled out with summary of the speech, the shareholder's account number (or the number of attendance card) and the account name of the shareholder. The chairman shall determine the sequence of shareholder's speeches.

If any attending shareholder at the Meeting submits a speech note but does not speak, no speech should be deemed to have been made by the shareholder. In case the content of the speech of a shareholder is inconsistent with the content of the speech note, the content of actual speech shall prevail.

The same shareholder may not speak more than twice concerning the same item without the chairman's consent, and each speech time may not exceed five minutes. The chairman may stop the speech of any shareholder who violates the above provision or exceeds the scope of the agenda item.

Unless otherwise permitted by the chairman and the speaking shareholder, no shareholder shall interrupt the speech of the speaking shareholder, otherwise the chairman shall stop such interruption.

When a legal-entity shareholder has appointed two or more representatives to attend the Meeting, only one representative can speak for each agenda item.

The chairman may respond himself/herself or designate another person to respond after the speech of attending shareholder.

12. Unless otherwise listed in the agenda items, there shall be no discussion or voting. The chairman must provide sufficient time for the explanation and discussion of all items on the agenda and amendments and provisional motions submitted by shareholders; the chairman may announce an end of discussion and submit an item for a vote if the chairman deems that the agenda item is ready for voting. If the item(s) discussion of which was ended by the chairman is announced by the chairman to submit for voting(s), the votings may be conducted at same time, but each agenda item shall be voted separately.

13. Except otherwise specified in the Company Law or the Company's Articles of Incorporation, a resolution shall be adopted by a majority of the votes represented by the attending shareholders. An agenda item shall be deemed approved and shall have the same effect as if it was voted by casting ballots if no objection is voiced by all the attending shareholders after solicitation by the chairman.
14. If there is amendment to or substitute for an agenda item, the chairman shall decide the sequence of voting for such original agenda item, the amendment and the substitute. If any one of them has been approved, the others shall be deemed vetoed and no further voting will be necessary.
15. The chairman shall appoint persons to handle checking and counting ballots during votes on agenda items. However, the persons responsible for checking ballots must be shareholders. The ballots shall be publicly counted at the Meeting venue and the results of voting shall be announced at the Meeting and placed on record.
16. During procession of the Meeting, the chairman may announce recession. In case of force majeure, the chairman may determine to suspend the Meeting and announce the time of resuming the Meeting. In accordance with Article 182 of the Company Law of the Republic of China, the shareholders may have resolution to extend or continue the Meetings in five days.

Before the agenda (including provisional motions) set for the Meeting are completed, if the Meeting place cannot continue to be used, a new place will be located for resumption of the Meeting.
17. Persons handling affairs of the Meeting shall wear identification cards or arm badges. The chairman may order disciplinary officers or security guards to assist in keeping order in the Meeting place. Such disciplinary officers or security guards shall wear arm badges marked "Disciplinary Personnel" when assisting in maintaining order in the Meeting place.

If the Meeting place is equipped with loudspeaker equipment, the chairman shall stop any shareholders using equipment not installed by the Company from speaking.

The chairman shall order disciplinary officers or security guard to escort any shareholders who violate these Rules and Procedures and fail to heed the chairman's correction, or disrupt the proceeding of the Meeting and fail to desist, to leave the Meeting place.
18. If the election of directors and supervisors is conducted during the Meeting, such an election shall be performed in accordance with the Company's Rules for Election of Directors and Supervisors, and the results must be announced at the Meeting.

The ballots casts in the election in the forgoing paragraph shall be sealed and signed by the persons responsible for checking ballots and kept for at least one

year. If a shareholder initiates a lawsuit in accordance with Article 189 of the Company Law, ballots shall be kept until the end of the lawsuit.

19. Resolutions made at the Meeting shall be complied in the form of minutes. The chairman shall affix his signature or seal to the minutes, which shall be issued to shareholders within 20 days after the end of the Meeting.

With regard to the issue of minutes in the forgoing paragraph, the minutes may be distributed in the form of an announcement on the Market Observation Post System Website.

The minutes must faithfully record the Meeting's date (year, month, day), place, chairman's name, resolution method, summary of proceeding and results of resolutions.

The minutes of the Meeting shall be preserved for as long as the Company exists.

“There is no objection from any shareholders after solicitation by the chairman and the resolution is passed “shall be recorded in the minutes if no objection is voiced after solicitation by the chairman before an agenda item is put to a vote. If there are any objections, however, the resolution method, the number of approval votes cast and the percentage of the approval votes as to total votes shall be recorded in the minutes.

If any resolutions made by the Meeting are material information pursuant to the applicable laws and regulations or the Taiwan Stock Exchange Corporation's (GreTai Securities Market's) regulations, the Company shall transmit the content of such resolutions to the Market Observation Post System Website within the specified period of time.

20. Shareholders attending the Meeting shall have the obligation to observe Meeting rules, obey resolutions and maintain order at the Meeting place.
21. These Rules and Procedures shall be effective from the date it is approved by the Shareholders' Meeting. The same applies in case of revision.

APPENDIX II: ARTICLES OF INCORPORATION (BEFORE AMENDMENT)

WIN Semiconductors Corp.

Articles of Incorporation

Approved by the AGM on June 3, 2015

Section I General Provisions

Article 1

This Corporation shall be incorporated, as a company limited by shares, under the Company Law of the Republic of China, and its name shall be 穩懋半導體股份有限公司 in Chinese.

Article 2

The scope of business of the Corporation shall be as follows:

1. CC01080 - Manufacturing of electronic parts and components.
2. F119010 - Wholesale of electronic materials.
3. ZZ99999 - All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3

The Corporation shall have its principal office in Taoyuan City, Taiwan, and shall be free, whenever necessary and upon approval of the Board of Directors and government authorities in charge, to set up branch offices at various locations within or outside the territory of the Republic of China.

Article 4

The Corporation may provide endorsement and guarantee and act as a guarantor pursuant to the Corporation's Endorsement and Guarantee Procedure, whenever the Corporation deems it necessary to carry out its business.

Section II Capital Stock

Article 5

The total capital stock of the Corporation shall be in the amount of 10,000,000,000 New Taiwan Dollars, divided into 1,000,000,000 shares, at ten New Taiwan Dollars each, and may be paid-up in installments subject to the approval by the meeting of the Board of Directors. The Corporation may issue employee stock options from time to time. A total of 100,000,000 shares (representing 1,000,000,000 New Taiwan Dollars) among the above total capital stock shall be reserved for issuing employee stock options.

Article 6

The share certificates of the Corporation shall all be name-bearing, signed by at least three directors and numbered, and issued after being authenticated by the government authority in charge or its designated stock issuance registration institution. The Corporation may issue shares without printing share certificates, provided that the stock shall be recorded with the centralized securities custody institution.

Article 7

All transfers of stocks and name changes conducted by shareholders shall follow the Company Law and applicable regulations.

Article 8

All transfers of stocks, pledges of rights, losses, successions, gifts, losses of seal, amendments of seal, changes of address or similar stock transactions conducted by shareholders of the Corporation shall follow the “Guidelines for Stock Operations of Public Companies” unless specified otherwise by securities laws and regulations.

Article 8 – 1

When it is proposed that the Corporation cease public offering of its shares, the Corporation shall submit such proposal for approval by the Shareholders' Meeting in accordance with the Company Law of the Republic of China, provided that such clause shall not be varied or amended during the period of registration with and/or listing on the Emerging Market of Gre Tai Securities Market, Taiwan Stock Exchange Corporation and/or the Gre Tai Securities Market.

Section III Shareholders Meeting

Article 9

Shareholders' Meetings of the Corporation are of two types, namely: (1) regular meetings, and (2) special meetings. Regular meetings shall be convened within six (6) months after the close of each fiscal year. Special meetings shall be convened whenever necessary. The above-stated shareholders' meetings shall be convened by the Board of Directors unless otherwise provided for in the Company Law of the Republic of China.

Article 10

If a shareholder is unable to attend a meeting, he/she may appoint a representative to attend it by signing or sealing a proxy stating scope of authorization. The handling of proxies shall follow Procedures Governing Using Proxies in Shareholders Meetings of a Public Company issued by the government authority in charge.

Article 11

Unless otherwise provided for by laws, each share of stock in the Corporation shall be entitled to one vote.

Article 12

Except as provided in the Company Law of the Republic of China, shareholders' meeting may be held if attended by shareholders representing more than one half of the total issued and outstanding capital stock of the Corporation, and resolutions shall be adopted at the meeting with the concurrence of a majority of the votes held by shareholders present at the meeting.

Section IV Directors of the Board and Supervisors

Article 13

The Corporation shall have seven (7) to nine (9) Directors and three (3) Supervisors, who shall be elected in accordance with the nomination system by the shareholders' meeting, and to serve a term of office of three (3) years. All Directors and Supervisors shall be eligible for re-election.

The Corporation shall have Independent Directors, seats of which shall not be less than two (2) or one-fifth of seats of Directors, whichever is higher. Matters relevant to acceptance of candidate nomination, announcement, etc. shall be proceeded pursuant to the Company Law, Securities Exchange Law and the related laws and regulations. The election of Independent Directors and Directors of the Corporation shall be conducted concurrently and the number of the Independent Directors and Directors to be elected shall be calculated separately.

Article 14

The Board of Directors is consisted of Directors. The Directors shall elect from among themselves a Chairman of the Board of Directors and a Vice Chairman of the Board of Directors, by a majority in a meeting attended by over two-thirds of the Directors. The Board of Directors shall have the authority to undertake all matters on behalf of the Corporation pursuant to the laws and regulations, the Articles of Incorporation of the Corporation, and the resolutions adopted by the Shareholders' meeting and the meeting of the Board of Directors.

Article 14 - 1

The Board of Directors may establish various committees with different functions. The committees subordinated to the Board of Directors shall stipulate charters and rules regarding the exercise of rights and duties and which shall be put in force upon approval by the Board of Directors.

Where the Corporation has established an Audit Committee by law or regulations, the Audit Committee shall be responsible for those responsibilities of supervisors specified in the Company Law of the Republic of China, Securities and Exchange Law and other relevant regulations. Upon establishment of an Audit Committee, all provisions related to supervisors shall cease to apply.

Article 15

The Board of Directors shall hold a meeting at least once every quarter.

The reasons for convention of meetings of the Board of Directors shall be specified in the meeting notice and be given to each Director and Supervisor, provided that a meeting of the Board of Directors may be convened at any time in the event of emergency. The notice for convention of meetings of the Board of Directors shall be given to each Director and Supervisor in writing, in the form of electronic transmission or facsimile.

Article 16

The authorities of the Board of Directors shall follow the Company Law of the Republic of China and other applicable regulations.

Article 17

Meetings of the Board of Directors shall be presided by the Chairman of the Board of Directors. In his absence, acting for him shall be determined in accordance with Article 208 of the Company Law of the Republic of China. Other than the Board of Directors, anyone who has the right to convene a shareholders' meeting shall preside that shareholders' meeting. If there are two (2) or more persons who have the right to convene such meeting, a chairman shall be elected among themselves.

Article 18

Except as otherwise provided in the Company Law of the Republic of China, a meeting of the Board of Directors may be held if attended by a majority of total Directors and resolutions shall be adopted with the concurrence of the majority of the Directors present at the meeting. A Director may, by written authorization stating the scope of authority, appoint another Director to attend the meeting, provided that one Director may not be acting for two or more Directors.

Article 19

The Corporation may defray compensation to all the Directors and Supervisors when they perform the duties relevant to the Corporation. The Board of Directors is authorized to determine the compensation for all Directors and Supervisors based on the standards of the industry, taking into account the individual performance and the long term performance of the Corporation, and the business operation risk of the

Corporation. The compensation for Independent Directors may be reasonably different from Directors.

Article 19 - 1

The Corporation may purchase liability insurance for Directors and Supervisors.

Section V Management

Article 20

The Corporation may appoint a Chief Executive Officer, whose appointment, discharge and compensation shall follow Article 29 of the Company Law of the Republic of China and be appointed by a resolution attended by a majority of Directors and adopted with the concurrence of the majority of the Directors present at the meeting.

Section VI Accounting

Article 21

After closing of each fiscal year, the following reports shall be prepared by the Board of Directors, and submitted to the regular Shareholders' meeting for acceptance:

1. Business Report;
2. Financial Statements, and
3. Proposal Concerning Appropriation of Net Profits or Losses.

Article 22

If there is any net profit after closing of a fiscal year, the Corporation shall first pay business income tax, offset losses in previous years, set aside a legal capital reserve at 10% of the profits left over, provided that no allocation of legal reserve is required if the accumulated legal reserve is equal to the total capital amount of the Corporation; and then set aside or rotate special reserve according to the rule set out by the government authority in charge. Any balance left over shall be allocated according to the following principles:

- (3) Employee bonus: not less than 5% but no more than 10% and shall be determined pursuant to Employee Bonus Procedure of the Corporation. Stock-type employee bonus may be distributed to qualified employees of affiliates of the Corporation.
- (4) Compensation of Directors and Supervisors: not less than 1% but no more than 3%.
- (5) The balance is shareholders' dividend, in which cash dividend shall not be lower than 10% of entire dividend.

As the Corporation is a high-tech firm with intensive capital expenditure, conditions, timing, amount and kinds of the above-stated dividend policy may be adjusted, taking into account economic cycles, industry change and the Corporation's growth and cash demand.

Section VII Supplementary Provisions

Article 23

The amount of re-investment by the Corporation may exceed 40% of its paid-in capital.

Article 24

In regard to all matters not provided for in the Articles of Incorporation, the Company Law and relevant laws and regulations of the Republic of China shall govern.

Article 25

The Article of Incorporation are agreed to and signed on December 12, 1999 by all the promoters of the Corporation, and the first Amendment was approved by the shareholders' meeting on May 12, 2000, the second Amendment on May 4, 2001, the third Amendment on June 24, 2002, the fourth Amendment on June 24, 2003, the fifth Amendment on October 26, 2004, the sixth Amendment on June 24, 2005, the seventh Amendment on June 2, 2006, the eighth Amendment on June 19, 2008, the ninth Amendment on June 26, 2009, the tenth Amendment on June 24, 2010, the eleventh Amendment on June 10, 2011, the twelfth Amendment on June 5, 2012 and the thirteenth Amendment on June 3, 2015.

APPENDIX III: RULES FOR ELECTION OF DIRECTORS AND SUPERVISORS (BEFORE AMENDMENT)

WIN Semiconductors Corp.

Rules for Election of Directors and Supervisors

Approved by the AGM on June 3, 2015

Article 1

Unless relevant laws and regulations or the Company's Articles of Incorporation provide otherwise, the directors and supervisors of this Company shall be elected in accordance with the rules specified herein.

Article 2

Election of directors and supervisors of this Company shall be held at the shareholders' meeting separately or simultaneously. This Company shall prepare ballots and note the number of voting rights.

Article 2-1

The overall composition of the Board of Directors shall be taken into consideration in the selection of the Company's directors. The composition of the Board of Directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

All members of the board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the board of directors shall possess the following abilities:

1. Ability to make operational judgments.
2. Ability to perform accounting and financial analysis.
3. Ability to conduct management administration.
4. Ability to conduct crisis management.
5. Knowledge of the industry.
6. An international market perspective.
7. Leadership.

8. Ability to make policy decisions.

A supervisor may not serve concurrently as the managerial officer, or any other employee of the Company, and should ideally be domiciled in the Republic of China to be able to promptly fulfill the functions of supervisor.

Article 2-2

Elections of both directors and supervisors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act, reviewing of directors and supervisors' qualifications, education and working experience credentials, and the existence of any matters set forth in Article 30 of the Company Act.

Article 3

In the election of directors and supervisors of this Company, the names of voters may be represented by shareholders' numbers.

Article 4

In the election of directors and supervisors of this Company, each share shall have voting rights equivalent to the number of seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons.

Article 5

In the election of directors and supervisors of this Company, candidates who acquire more votes should win the seats. If two or more persons acquire the same number of votes and the number of such persons exceeds the specified seats available, such persons acquiring the same votes shall draw lots to decide who should win the seats available, and the Chairman shall draw lots on behalf of the candidate who is not present.

Article 6

At the beginning of the election, the Chairman shall appoint several persons each to check and record the ballots. The persons to check the ballots may be appointed from the shareholders present.

Article 7

The ballot box used for voting shall be prepared by the Company and checked in public by the person to check the ballots before voting.

Article 8

If the candidate is a shareholder of this Company, voters shall fill in the "candidate" column the candidate's name and shareholder's number, and the number of votes cast for such candidate. If the candidate is not a shareholder of this Company, voters shall fill in the "candidate" column the candidate's name, the candidate's ID number, and

the number of votes cast for such candidate. If the candidate is a government agency or a legal entity, the full name of the government agency or the legal entity or the name(s) of their representative(s) should be filled in the column.

Article 9

Ballots shall be deemed void under the following conditions:

- (1) Ballots not prepared by the Company;
- (2) Blank ballots not completed by the voter;
- (3) Illegible writing;
- (4) If the candidate is a shareholder of the Company, the name or shareholder's number of the candidate filled in the ballot is inconsistent with the shareholders' register. If the candidate is not a shareholder of the Company, the name or ID number of the candidate filled in the ballot is incorrect;
- (5) The number of candidates filled in the ballot exceeding the number of the seats to be elected.
- (6) Ballots with other written characters or symbols in addition to candidate's name, shareholder's number (ID number) and the number of votes cast for the candidate;
- (7) Ballots not placed in the ballot box;
- (8) Any of the candidate's name, shareholder's number (ID number) or the number of votes cast for such candidate being erased or changed;
- (9) The name of the candidates filled in the ballots being the same as another candidate's name and the respective shareholder's numbers (ID numbers) not being indicated to distinguish them;
- (10) The total votes cast by the voter exceeding the total voting rights of such voter.

Article 10

The ballots should be calculated during the meeting right after the vote casting and the results of the election should be announced by the Chairman at the meeting.

Article 11

The Board of Directors shall issue notifications to the directors and supervisors elected.

Article 12

The Rules and any revision thereof shall become effective after approval by the shareholders' meeting.

APPENDIX IV: EFFECT UPON BUSINESS PERFORMANCE, EARNINGS PER SHARE AND RETURN ON EQUITY OF ANY STOCK DIVIDEND DISTRIBUTION

No stock dividend distributed, not applicable.

APPENDIX V: THE ACCEPTANCE OF PROPOSED RESOLUTIONS OR NOMINATION OF CANDIDATES FOR DIRECTORS FROM ELIGIBLE SHAREHOLDERS

1. In accordance with Article 172-1 and 192-1 of the Company Law, the time frame for the acceptance of proposed resolutions or nomination of candidates for directors from eligible shareholders will start from April 17 to April 27, 2016.
2. In addition to the nomination of seventh election of directors and supervisors by the Board, no other proposal or nomination was submitted by any shareholders who hold more than one per cent of the company outstanding shares within this period.

APPENDIX VI: SHAREHOLDING OF DIRECTORS AND SUPERVISORS

WIN Semiconductors Corp. Shareholding of Directors and Supervisors

Book closure date: April 26, 2016

Position	Name	Shareholding (shares)	Shareholding ratio (%)
Chairman	Chin-Tsai Chen	17,848,895	2.99%
Director	Cheng-Hui Wang	1,250,711	0.21%
Director	Yu-Chi Wang	1,602,993	0.27%
Director	Wen-Ming Chang	540,737	0.09%
Director	Shun-Ping Chen	2,731,373	0.46%
Independent Director	Chao-Shun Chang	0	0.00%
Independent Director	Wei-Lin Wang	0	0.00%
Subtotal	Directors	23,974,709	4.02%
Supervisor	International Fiber Technology Co, Ltd.	5,041,253	0.84%
	Representative: Shih-Chuan Hsieh	0	0.00%
Supervisor	Mei-Lan Wang	0	0.00%
Supervisor	Cheng-Li Huang	0	0.00%
Subtotal	Supervisors	5,041,253	0.84%

1. Total issued shares: 596,666,262 shares.
2. The minimum required combined shareholding of all directors by law:
19,093,320 shares.
The minimum required combined shareholding of all supervisors by law:
1,909,332 shares.
3. The combined shareholding of all directors on the book closure date:
23,974,709 shares (4.02%).
The combined shareholding of all supervisors on the book closure date:
5,041,253 shares (0.84%).