



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

The 2016 Annual General Shareholders' Meeting (the "Meeting") of WIN Semiconductors Corp. (the "Company") will be convened at 9:00 a.m., June 24, Friday, 2016 at Fullon Hotel Linkou (2F, No. 68, Wuner 1st St., Guishan District, Taoyuan City, Taiwan).

I. Agenda for the Meeting:

1. Discussion Items

- (1) Amendment to the Company's "Articles of Incorporation"

2. Report Items

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

3. Proposed Items

- (1) Adoption of the 2015 Business Report and Financial Statements
- (2) Adoption of the proposal for distribution of 2015 profits

4. 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

5. Directors Election

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

6. Other Items

- (1) Proposal for release of Directors from non-competition restrictions

7. Special Motions

- II. The major items of the proposal for distribution of 2015 profits and capital reduction by distributing cash to shareholders resolved by the Board of Directors meeting on March 17th, 2016 are as follows:
1. Cash Dividends: Cash dividends to shareholders of common stock totals NT\$298,333,131. Each common stock will be entitled to a cash dividend of NT\$0.5. The Chairman is authorized to determine the ex-dividend date and the dividend payment date after resolution of the Annual General Meeting.
  2. Capital Reduction: (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. The Company plans to reduce capital by NT\$1,789,998,780 and this is equivalent to a 30% capital reduction. After the reduction, the paid-in capital will decrease to NT\$4,176,663,840 and outstanding shares, 417,666,384 shares. (2) The Chairman of the Board shall be authorized to determine the record date of the capital reduction , and the Board shall be authorized to make the capital reduction plan, the record date and the listing date of newly issued shares and other relevant matters after the Company has received the competent authority's approval.
- III. The Company hereby proposes shareholders approve to release the Director Candidates (including Independent Directors) from non-competition restriction, pursuant to Article 209 of the Company Act of the Republic of China. The essential positions the Directors engage in attached hereto as Exhibit I.
- IV. Pursuant to Article 165 of the Company Act of the Republic of China, the shareholder register will be closed from April 26 to June 24, 2016.
- V. Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Securities Central Depository Co., Ltd. (<https://www.stockvote.com.tw>) during the period from May 25, 2016 to June 21, 2016.
- VI. The verification organization of this AGM is Grand Fortune Securities Corporation Registrar Transfer Department.

**Board of Directors**  
**WIN Semiconductors Corp.**

**Exhibit I: Directors and Positions Held (Including Independent Director)  
for Release of Non-Competition Restrictions**

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