



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

The 2017 Annual General Shareholders' Meeting (the "Meeting") of WIN Semiconductors Corp. (the "Company") will be convened at 9:00 a.m., June 16, Friday, 2017 at Fullon Hotel Linkou (2F, No. 68, Wuner 1st St., Guishan District, Taoyuan City, Taiwan).

I. Agenda for the Meeting:

1. Report Items

- (1) 2016 business report
- (2) 2016 Audit Committee's review report
- (3) 2016 employees' profit sharing bonus and Directors' and Supervisors' compensation
- (4) Share buyback execution report

2. Proposed Items

- (1) Adoption of the 2016 Business Report and Financial Statements
- (2) Adoption of the proposal for distribution of 2016 profits

3. Discussion Items

- (1) Amendment to the Company's "Procedures for Acquisition or Disposal of Asset"
- (2) Proposal for fund raising plan by issuing common shares through private placement

4. Directors Election

- (1) By-election of one Independent Director

5. Other Items

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

6. Special Motions

II. The major items of the proposal for distribution of 2016 profits resolved by the Board of Directors meeting on March 23<sup>rd</sup>, 2017 are as follows:

Cash Dividends: Cash dividends to shareholders of common stock totals NT\$1,811,998,728. Each common stock will be entitled to a cash dividend of NT\$4.5. The Chairman is authorized to determine the ex-dividend date and the dividend payment date after resolution of the Annual

General Meeting.

- III. Proposal for fund raising plan by issuing common shares through private placement attached hereto as Attachment I.
- IV. Elections of independent directors at the Company is conducted in accordance with the candidate nomination system, a by-election for one independent director shall be held in this shareholders meeting. The Independent Director Candidate is Mr. Jin-Shih Lin (林錦獅).
- V. The Company hereby proposes shareholders approval to release the Directors (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 was shown as below:

Title	Name	The essential position the director engages in
Chairman	Mr. Chin-Tsai Chen (陳進財)	<ul style="list-style-type: none"> <li>Independent Director, PlexBio Co., Ltd.</li> <li>Chairman, Chainwin Agriculture and Animal Technology (Cayman Islands) Ltd.</li> <li>Director, Jiangsu Chainwin Agriculture and Animal Technology Co., Ltd.</li> </ul>
Director	Mr. Shun-Ping Chen (陳舜平)	<ul style="list-style-type: none"> <li>Independent Director, Wei Chuan Foods Corp.</li> </ul>
Independent Director	Mr. Shen-Yi Li (李伸一)	<ul style="list-style-type: none"> <li>Director, East Tender Optoelectronics Corporation</li> </ul>
Independent Director Candidate	Mr. Jin-Shih Lin (林錦獅)	<ul style="list-style-type: none"> <li>Independent Director, Namchow Chemical Industrial Co., Ltd.</li> </ul>

- VI. Pursuant to Article 165 of the Company Act of the Republic of China, the shareholder register will be closed from April 18 to June 16, 2017.
- VII. 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 17 to June 13, 2017.
- IX. The verification organization of this AGM is Grand Fortune Securities Corporation Registrar Transfer Department.

## Board of Directors

**WIN Semiconductors Corp.**

**Attachment I:**

Proposal for fund raising plan by issuing common shares through private placement.

**Explanation:**

1. To ally with strategic investors and take into account effectiveness and cost of raising capital, the Company proposes to raise funds by issuing common shares, of no more than 40,000,000 shares, through private placement. The par value is NT\$10 per share. Proceeds of the capital raised will be used for capital expenditures, research & development expenses and working capital needs, and is expected to generate a positive impact for the future return of our shareholders. If this cash capital increase is issued at a maximum of 40,000,000 shares, the dilution for the existing shareholders will be 9.02%.
2. In accordance with Article 43-6, Security and Exchange Act and “Directions for Public Companies Conducting Private Placements of Securities”, the particulars shall be stated were listed below:
  - (1) Basis and reasonableness of the private placement pricing:
    - a. The pricing method: In accordance with “Directions for Public Companies Conducting Private Placements of Securities”, the higher of the following two calculations shall be the reference price: (a) the simple average closing price of the common shares of the Company for either the 1, 3, or 5 business days, or (b) for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
    - b. **The actual issuance price shall no lower than the reference price.** The pricing date, actual amounts are proposed to authorize the Board to determine, taking into consideration the market status, objective conditions and relevant regulations above-mentioned.
    - c. The pricing methodology is in compliance with relevant regulations. The price determination above shall be reasonable.
  - (2) The method to determine placee:
    - a. The method to determine placee: The strategic investors have the priority to be considered as Specific Persons for private placement if (i) being qualified for the rules in Article 43-6, Security and Exchange Act and relevant regulations, (ii) can meet the Company’s business needs in terms of developing new market, expanding operation scale and generating direct or indirect benefits for future operations. The major targets will be the Company’s customers and shall not be insiders or related parties of the Company. It is proposed to authorize the Company’s Board to determine the Specific Persons for private placement.

- b. The objective of selecting the placee, the necessity for that selection, and the anticipated benefits:
  - (a) The objective of selecting the placee and the necessity for that selection: With the industry developing trend, the Company plans to increase capital expenditure, research & development expenses and supplement working capital to ensure the long-term operation development. It is expected that the placee will assist the Company to expand its market, improve its revenue and profitability, and will help to enhance its development and competitive advantages, which can generate direct or indirect benefits for future operations.
  - (b) The anticipated benefits: The private placement of engaging with strategic investors and raising funds will strengthen our competitiveness, upgrade operating efficiency, enforce financial structure and strengthen shareholder structure, which can generate direct or indirect benefits for future operations.
- (3) The necessity of the private placement:
  - a. The reason for not taking a public offering: Considering the effectiveness, feasibility and costs to raise capital, the Company proposes to raise funds by way of issuance of common shares through private placement. Also, it is proposed to authorize the Company's Board to implement the private placement based on the capital market status and Company's actual needs, which can increase the flexibility and effectiveness. Fundraising through private placement with the imposed trading limitation period of 3 years can ensure more long-term cooperation between the Company and the strategic investors.
  - b. The amount of the private placement: The Company plans to complete the private placement at one time not exceeding 40,000,000 shares within one year after shareholders' meeting resolution. The actual fundraising amount is proposed to be authorized to the Board to determine based on current market conditions, corporate needs and specific parties.
  - c. The capital usage plan and projected benefits of private placement: Proceeds raised will be used as capital expenditure, research & development expenses and working capital. The private placement will reinforce the financial structure and contribute to the stability of the Company's growth, which can benefit shareholders' equity.
- (4) Rights and obligations of the new private placement shares:

Share certificates of the new private placement shares will be issued in scripless form, the new shares will have the same rights and obligations as those of the original shares. Within three years after delivery, the shares issued under the private placement may not be

transferred except under the circumstances in Article 43-8, Securities and Exchanges Act. After expiration of the three years following the delivery date of the private placement shares, the Company may file with authorization and listing the shares based on the relevant regulations.

- (5) Except for the percentage relative to pricing based on the reference price, it is proposed to authorize the Company's Board to implement or modify the major plan of the private placement based on the market status, including actual pricing date, actual price, actual issuance share, terms of issuance, issuance plan (use of proceeds), amount of the fund raising, projected timeline and benefits of private placement, and matter regarding the private placement. In addition, it is proposed to authorize the Board to revise the issuance plan based on operation assessment, environment changes or upon receipt of instructions from government authorities.
  - (6) It is proposed to authorize the Company's Board to complete the private placement at one time within one year after shareholders' meeting resolution. If the private placement cannot be completed within one year, the Board shall discuss not to continue this private placement and publish relevant information on the Market Observation Post System.
  - (7) It is proposed to authorize the Chairman or the person appointed by the Chairman to represent the Company to negotiate and sign any documents and contracts regarding the private placement plan and handle any and all matters relating to issuance of private placement shares as required.
  - (8) For matter regarding the private placement not included above, it is proposed to authorize the Chairman of the Board to handle according to related laws and regulations.
3. For further details, please see the announcement on MOPS <http://emops.twse.com.tw/> or Company's website <http://www.winfoundry.com> .