



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

The 2018 Annual General Shareholders' Meeting (the "Meeting") of WIN Semiconductors Corp. (the "Company") will be convened at 9:00 a.m., June 15 Friday, 2018 at Fullon Hotel Linkou (2F, No. 68, Wuner 1st St., Guishan District, Taoyuan City, Taiwan).

I. Agenda for the Meeting:

1. Report Items

- (1) 2017 business report
- (2) 2017 Audit Committee's review report
- (3) 2017 employees' profit sharing bonus and Directors' compensation
- (4) 2017 private placement common shares execution report

2. Proposed Items

- (1) Adoption of the 2017 Business Report and Financial Statements
- (2) Adoption of the proposal for distribution of 2017 profits

3. Discussion Items

- (1) Proposal for release of Directors from non-competition restrictions
- (2) Proposal for the issuance of Restricted Stock Awards ("RSA")

4. Special Motions

II. The major items of the proposal for distribution of 2017 profits resolved by the Board of Directors meeting on March 22nd, 2018 are as follows:

Cash Dividends: Cash dividends to shareholders of common stock totals NT\$2,958,664,688. Each common stock will be entitled to a cash dividend of NT\$7. The Chairman is authorized to determine the ex-dividend date and the dividend payment date after resolution of the Annual General Meeting. If the total amount of outstanding common shares changes 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 to make such adjustments.

III. According to Article 209 of the Company Act, the Company hereby requests the shareholders' approval to release these directors and their proxies from the non-competition restrictions.



The positions that Directors concurrently engage in:

Name of Independent Director	The essential position the director engages in
Wei-Lin Wang	Independent Director, Fuzetec Technology Co., Ltd.

- IV. The major content of the proposal for the issuance of Restricted Stock Awards (“RSA”) attached hereto as Attachment I.
- V. Pursuant to Article 165 of the Company Act of the Republic of China, the shareholder register will be closed from April 17 to June 15, 2018.
- VI. 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 16 to June 12, 2018.
- VII. The verification organization of this AGM is Grand Fortune Securities Corporation Registrar Transfer Department.

Board of Directors
WIN Semiconductors Corp.

Attachment I: The 2018 New Shares For Employee Restricted Shares Awards Plan

<p>Total amount of issuance</p>	<p>Not exceed 1,700,000 common shares with par value NT\$10, for a total amount of NT\$17,000,000.</p> <p>Within one year from the date of the shareholders resolution, the Company may, depending on its actual need, register with the competent authority single tranche or multiple tranche of the restricted shares for the employees. For the number of shares effectively registered, the Company may issue the shares all at once or by tranches. The Chairman of the Board is authorized to determine the actual issuance date.</p>
<p>Terms and conditions</p>	<ol style="list-style-type: none"> 1. Issue price: free to qualified employees. 2. Type of shares: newly issued common shares. 3. Vesting conditions: subject to the actual issuance plan, the granted employees shall achieve the performance goal. <ol style="list-style-type: none"> (1) The award of Restricted Stock shall vest at a rate of 100% at the end of three years of continuous employment after granting the award and achievement both of personal performance goals and business performance. (2) The aforementioned personal performance goals shall mean the year-end individual performance evaluation is better than B⁺. (3) The aforementioned business performance goals shall mean the Earnings Per Share (EPS) of the Company for the previous year prior to the scheduled date to vest is not less than NT\$7, and the Return On Equity (ROE) and of the Company for the previous year prior to the scheduled date to vest is not less than 11%. (4) Granted employees shall have no violation on any terms of the Company's employment agreement, employee handbook, or policies during the vesting period, otherwise the Company shall redeem and cancel all new restricted employee shares. 4. Conditions of the employee who fails to meet the vesting conditions or in the event of inheritance: in the event that an employee fails to meet the vesting conditions, the Company shall redeem and cancel all new restricted employee shares. For other circumstances, it shall follow the actual issuance plan. 5. Restricted rights before employees meet the vesting conditions: <ol style="list-style-type: none"> (1) During the vesting period, employee may not sell, pledge, transfer, give to another person, create any encumbrance on, or otherwise dispose of, restricted employee shares. (2) All the attending rights, proposal rights, motion rights, speech rights, voting rights and any other shareholder rights are the same as the issued ordinary shares of the Company and shall be exercised by the trustee. (3) During the vesting period, the RSA can participate in stock and cash dividends and subscription to cash rights issues and subscription is not required to be deposited in trust. (4) If the vested date is during the book closure period, the lifting

	of the restrictions on RSA data and procedure shall be executed by the trustee rules or related regulations.
Qualification requirement for employees and the allocation of shares	<ol style="list-style-type: none"> 1. Regular employees of the Company that the restricted employee shares are awarded to and meet certain performance requirements shall be eligible for the Restricted Stock Awards Plan. The award will be limited to employees who are: (1) highly relevant to the future strategy and development of the Company, (2) critical to the Company's business operation, (3) key technical talent. The number of granted shares shall be determined by seniority, position, performance, overall contribution, special contribution and other meaningful factors in management. The results of shares distribution shall be reviewed by the Chairman of the Board and resolved by the Board of Directors. 2. The Company's managerial officers defined by the Securities and Exchange Act are not eligible to this program. 3. In terms of percentage, the estimated number of eligible employees will be fewer than 100 people, which represents around 8% of our total indirect labor. 4. The sum of the cumulative number of shares granted to each employee shall be in accordance with the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers".
The reason why it is necessary to issue restricted stocks for employees	To retain and attract professional employees and remain competitive, and to ensure that employees interests are aligned with the interests of shareholders and the long-term value and profitability of the firm.
The expensable amount, and the dilution of the Company's earnings per share and any other impact on shareholders' equity	<ol style="list-style-type: none"> 1. The expensable amount: The Company shall value the shares' fair market value and record expenses during the vesting period annually. The expense is approximately in the amount of NT\$ 370,736 thousand calculated based on the closing share price on May 3, 2018. The amortized expense is estimated to be in the amount of NT\$ 41,193 thousand, NT\$ 123,579 thousand, NT\$ 123,579 thousand, and NT\$ 82,386 thousand for 2018, 2019, 2020 and 2021, respectively. 2. The dilution of the Company's earnings per share and any other impact on shareholders' equity: The dilution of the Company's EPS is estimated to be approximately in the amount of NT\$ 0.10, NT\$ 0.29, NT\$ 0.29 and NT\$0.19 for 2018, 2019, 2020 and 2021, respectively. The total number of proposed shares is equivalent to 0.4% of the Company outstanding common shares, and there is no material impact on existing shareholders' equity.
Other important stipulations	The Restricted Stock Awards issued may be deposited in a security trust account.