



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

The 2019 Annual General Shareholders' Meeting (the "Meeting") of WIN Semiconductors Corp. (the "Company") will be convened at 9:00 a.m., June 14 Friday, 2019 at Fullon Hotel Linkou (2F, No. 68, Wuner 1st St., Guishan District, Taoyuan City, Taiwan).

I. Agenda for the Meeting:

1. Report Items

- (1) 2018 Business report
- (2) 2018 Audit Committee's review report
- (3) 2018 Employees' profit sharing bonus and Directors' compensation
- (4) 2017 Private placement common shares execution report

2. Proposed Items

- (1) Adoption of the 2018 Business Report and Financial Statements
- (2) Adoption of the proposal for distribution of 2018 profits

3. Discussion Items

- (1) Amendment to the Company's "Articles of Incorporation"
- (2) Amendment to the Company's "Procedures for Acquisition or Disposal of Asset"
- (3) Amendment to the Company's "Procedures for Lending Funds to Other Parties"
- (4) Amendment to the Company's "Procedures for Endorsement & Guarantee"

4. Directors Election

- (1) To elect nine Directors (including three Independent Directors)

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 2018 profits resolved by the Board of Directors meeting on March 21, 2019 are as follows:

Cash Dividends: Cash dividends to shareholders totals NT\$2,118,971,920. Each stock will be

entitled to a cash dividend of NT\$5. The Chairman is authorized to determine the ex-dividend date, the dividend payment date and other matters after resolution of the Annual General Meeting.

III. There will be nine Directors (including three Independent Directors) elected at the Meeting, and election shall be conducted in accordance with the candidate nomination system. Related information is as follows:

Director Candidates: Chin-Tsai Chen, Su-Chuan Hsieh (Representative of International Fiber Technology Co., Ltd.), Li-Cheng Yeh, Yu-Chi Wang, Wen-Ming Chang, and Shun-Ping Chen.

Independent Director Candidates: Chin-Shih Lin, Shen-Yi Lee, and Hai-Ming Chen.

Education and major experience of the candidates: Please refer to the List of Director (including Independent Director) Candidates in the handbook for the 2019 annual meeting of shareholders.

IV. The main content of the proposals pursuant to Article 172 of the Company Act of the Republic of China, please refer to the handbook for the 2019 annual meeting of shareholders.

V. Pursuant to Article 165 of the Company Act of the Republic of China, the shareholder register will be closed from April 16, 2019 to June 14, 2019.

VI. One copy of the attendance notification form and proxy form will be attached to this meeting notice. If the shareholder(s) is attending the meeting in person, please sign or stamp on the attendance notification form and carry it to the check-in desk on the day of the meeting. In the case that an agent(s) is entrusted to attend the meeting, the shareholder(s) shall sign or stamp on the proxy form and personally fill out the name and address of the agent, then deliver the proxy form to the Grand Fortune Securities Corporation Registrar Transfer Department at least 5 days prior to the day of the meeting. The signed proxy form will serve as the sign-in card for agent(s) to represent your vote at the meeting.

VII. If a proxy is solicited by the shareholder(s), WIN Semiconductors Corp. is required to compile details on the proxy solicitation parties and disclose such information on the Securities & Future Institute (SFI) website no later than May 14, 2019. Shareholder(s) can obtain information on proxy solicitation firms from the “Free proxy disclosure & related information system” (<http://free.sfi.org.com>), via the “proxy disclosure and meeting notices” search page.

VIII. 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 15, 2019 to June 11, 2019.



IX. The Grand Fortune Securities Corporation Registrar Transfer Department is the proxy tallying and verification institution for this AGM.

X. These regulations should be abided and applied.

**Board of Directors**

**WIN Semiconductors Corp.**