



(Summary Translation)
Meeting Notice
of
Annual General Shareholders Meeting¹

The 2016 annual general shareholders meeting of Winbond Electronics Corporation (the “Company”) will be convened at Room 102, No. 4, Creation Rd. III, Hsinchu Science Park, Taiwan, R.O.C. at 9:00 a.m., Thursday, June 16, 2016.

1. The agenda for the meeting is as follows:
 - I. Matter to be discussed
 - (1) To discuss the amendment of the Articles of Incorporation of the Company
 - II. Matters to be reported
 - (1) Business report of fiscal year 2015
 - (2) The 2015 supervisors’ review report
 - (3) Report of remuneration of employees, directors and supervisors for fiscal year 2015
 - (4) Other matters to be reported
 - III. Matters to be acknowledged and discussed
 - (1) To acknowledge and recognize business report and financial statements of fiscal year 2015.
 - (2) To acknowledge and recognize the proposal for distribution of 2015 profit.
 - (3) To discuss the release of directors from the non-competition restriction.
 - IV. Extemporaneous motion
2. The proposal for distribution of 2015 earnings adopted at the meeting of the Board of Directors is as follows :

Cash dividends to common share holders: Totaling NT\$358,000,019. Each common share holder will be entitled to receive a cash dividend of NT\$0.1 per share. The record date will be decided by the Board of Directors.

¹ This summary translation is for reference only and is qualified in its entirety by the Chinese version of meeting notice of annual general shareholders meeting. In the event of any discrepancy between the Chinese version and this summary translation, the Chinese version shall prevail.



3. Please refer to the Shareholder Meeting Agenda Handbook for the details of the proposal of discussion on the release of directors from the non-competition restriction.
4. Except for Matter I. (1) that will be voted immediately after discussion, all other matters to be acknowledged and discussed at this annual general shareholders meeting will be discussed one by one but will be voted at the same time after the discussion for those matters ends. The votes for each matter will be tallied separately.
5. Shareholders are able to exercise the voting right through electronic voting in this session. The period of exercising the voting rights starts from May 17, 2016 to June 13, 2016. Please login in Taiwan Depository & Clearing Corporation's e-voting website and vote in accordance with the instructions. (www.stockvote.com.tw)

Board of Directors
Winbond Electronics Corp.