



(Summary Translation)
Meeting Notice
of
Annual General Shareholders Meeting¹

The 2017 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., Tuesday, June 13, 2017.

1. The agenda for the meeting is as follows:
 - I. Matters to be reported
 - (1) Business report of fiscal year 2016
 - (2) The 2016 supervisors’ review report
 - (3) Report of remuneration of employees, directors and supervisors for fiscal year 2016
 - (4) Other matters to be reported
 - II. Matters to be acknowledged and discussed and election
 - (1) To acknowledge and recognize business report and financial statements of fiscal year 2016.
 - (2) To acknowledge and recognize the proposal for distribution of 2016 profit.
 - (3) To discuss the amendment to the Articles of Incorporation of the Company
 - (4) To discuss the amendment to the internal rules of the Company:
 - (1) Rules of Election of Directors and Supervisors and change to the title of these rules to Rules of Election of Directors
 - (2) Rules Governing the Conduct of Shareholders Meeting
 - (3) Procedures of Acquisition or Disposal of Assets
 - (4) Regulations Governing Endorsements and Guarantees
 - (5) Procedures for Governing Loaning of Funds
 - (5) Election of directors
 - (6) To discuss the release of directors from the non-competition restriction.
 - III. Extemporaneous motion

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.

2. The Company has adopted the nomination system for its election of board members. Candidates are as below :

Directors : 1. Arthur Yu-Cheng Chiao 2. Yuan-Mou Su 3. Yung Chin 4. Matthew Feng-Chiang Miao 5. Chih-Chen Lin 6. Wei-Hsin Ma 7. Walsin Lihwa Corporation
Independent directors : 1. San-Cheng Chang 2. Francis Tsai 3. Allen Hsu 4. Jerry Hsu

3. The proposal for distribution of 2016 profit adopted at the meeting of the Board of Directors is as follows :

Cash dividends to holders of common share: Totaling NT\$2,148,000,116. Each common share will be entitled to receive a cash dividend of NT\$0.6 per share. The record date will be decided by the Board of Directors.

4. Please refer to the Shareholder Meeting Agenda Handbook for details of the proposal for discussion on the release of directors from the non-competition restriction.
5. Shareholders can exercise voting right through electronic voting in this session. The period of exercising the voting rights starts from May 14, 2017 to June 10, 2017. 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 Corporation