



(Summary Translation)  
**Meeting Notice**  
**of**  
**Annual General Shareholders Meeting<sup>1</sup>**

The 2019 annual general shareholders meeting of Winbond Electronics Corporation (the “Company”) will be convened at 1st Floor-The Ballroom, No.15, Ln.168, Xingshan Rd., Neihu Dist., Taipei City, Taiwan, R.O.C. at 9:00 a.m., Friday, June 14, 2019.

1. The agenda for the meeting is as follows:
  - I. Matters to be reported
    - (1) Business report of fiscal year 2018
    - (2) Audit Committee’s review report on 2018 financial statements
    - (3) Report of remuneration of employees and directors for fiscal year 2018
    - (4) Other matters to be reported
  - II. Matters to be recognized and discussed and election of Independent Director
    - (1) To recognize business report and financial statements of fiscal year 2018
    - (2) To recognize the proposal for distribution of 2018 profits
    - (3) To discuss the amendment to the Articles of Incorporation of the Company
    - (4) To discuss the amendment of the rules of the Company:
      - (a) Procedures of Acquisition or Disposal of Assets
      - (b) Procedures for Engaging in Financial Derivatives Transactions
      - (c) Regulations Governing Endorsements and Guarantees, renamed as "Procedures for Endorsements and Guarantees"
      - (d) Procedures for Governing Loaning of Funds
      - (e) Rules Governing the Conduct of Shareholders Meeting
      - (f) Rules Governing Election of Directors
    - (5) To discuss the release of directors (including independent director) from the non-competition restriction
    - (6) Election of one additional independent director
  - III. Extemporary motion

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<sup>1</sup> 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 proposal for distribution of 2018 profit adopted at the meeting of the Board of Directors is as follows :  
Cash dividends to holders of common share: Totaling NT\$3,980,000,193. Each common share will be entitled to receive a cash dividend of NT\$1 per share. The record date will be decided by the Chairman of the Board of Directors.
3. The Company has adopted the nomination system for its election of independent director  
Related information is as follows:
  - I. Candidate of Independent Director: STEPHEN TSO
  - II. Education and experience of the candidate: please refer to the List of Director Candidate in the Shareholder Meeting Agenda Handbook placed on the Market Observation Post System (<http://mops.twse.com.tw>).
4. Based on the requirements of Article 172 of the Company Act, the proposals for discussion on the amendment to the Articles of Incorporation of the Company and the release of directors (including independent director) from the non-competition restriction, as well as election of one additional independent director are placed on the Market Observation Post System (<http://mops.twse.com.tw>). Please refer to the Shareholder Meeting Agenda Handbook placed on the Market Observation Post System (<http://mops.twse.com.tw>) for details of these proposals.
5. Shareholders can exercise voting right through electronic voting in this session. The period of exercising the voting rights starts from May 15, 2019 to June 11, 2019. Please login in Taiwan Depository & Clearing Corporation's e-voting website and vote in accordance with the instructions. ([www.stockvote.com.tw](http://www.stockvote.com.tw))

Board of Directors  
Winbond Electronics Corporation