



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

The 2013 Annual General Shareholders Meeting of Winbond Electronics Corp. (the “Company”) will be convened at Activities Center Hall, Hsinchu Science Park (No.2, Xin’an Rd., Hsinchu City 300, Taiwan, R.O.C.) at 9:00 a.m., Wednesday, June 19<sup>th</sup>, 2013.

1. The agenda for the meeting is as follows:
  - I. Matters reported
    - (1) Business report for fiscal year 2012
    - (2) The 2012 Supervisors’ Review Report
    - (3) Other matters to be reported
  - II. Matters acknowledged and discussed
    - (1) To acknowledge and recognize business report and financial statements of fiscal year 2012.
    - (2) To acknowledge and recognize the making-up of loss for fiscal year 2012.
    - (3) To discuss the amendment of the Articles of Incorporation of Company
    - (4) To discuss the amendment of the “Rules of Election of Directors and Supervisors”
    - (5) To discuss the amendment of the internal rules:
      - a. Procedures of Acquisition or Disposal of Assets
      - b. Procedures for Engaging in Financial Derivatives Transactions
      - c. Regulations Governing Endorsements and Guarantees
      - d. Procedures Governing Loaning of Funds
    - (6) Discussion on the release of directors from the non-competition restriction.
  - III. Extemporaneous motion
2. According to Paragraph 1 of Article 209 of the Company Act, the Company proposes to release Mr. Yeu-Yuh Chu , a representative of Walsin Lihwa Corp. who is a director of the Company, and Mr. Hong-Chi Yu, a director of the

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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.

company, from the non-competition restriction on serving as a director or manager in the companies running the same business as the Company does.

A. Mr. Yeu-Yuh Chu

- (1) Since June 25, 2010, Mr. Yeu-Yuh Chu has been acting as a director of Walsin Technology Corporation whose main business is manufacture, process and sale of passive components, same as that of the Company.
- (2) Since June 10, 2011, Mr. Yeu-Yuh Chu, being the representative of a corporate director, has been acting as a director of HannStar Board Corporation whose main business is manufacture and sale of PCB, same as that of the Company.
- (3) Since June 15, 2011, Mr. Yeu-Yuh Chu, being the representative of a corporate director, has been acting as a director and manager of Global Brands Manufacture Limited whose main business is manufacture and sale of PCB, same as that of the Company.

B. Mr. Hong-Chi Yu

- (1) Since June 15, 2011, Mr. Hong-Chi Yu has been acting as a director of Global Brands Manufacture Limited whose main business is manufacture and sale of PCB, same as that of the Company.

It is proposed to release Mr. Yeu-Yuh Chu and Mr. Hong-Chi Yu from the non-competition restriction from the day they began to act as a director or manager of the abovementioned companies and to approve not to exercise the right of disgorgement against any of the abovementioned directors for the earnings made on or after the day they began to serve as a director or manager of the abovementioned companies.

3. All matters to be acknowledged and discussed in this annual shareholders meeting will be discussed one by one but will be voted at the same time after the discussion for all matters have been completed. The votes for each matter will be tallied separately.
4. Shareholders are able to exercise the voting right through electronic voting in this session. The exercise period starts from May 18, 2013 to June 16, 2013. Please login to Taiwan Depository & Clearing Corporation's e-voting website and vote in accordance with the relevant instructions. ([www.stockvote.com.tw](http://www.stockvote.com.tw))

Board of Directors  
Winbond Electronics Corp.