

Regular Shareholder Meeting Notice for Megawin Technology Co., Ltd. in 2017

1. Please be notified that the 2017 Regular Shareholder Meeting will be convened at 2F, No. 3, Taiyuan 1st St., Zhubei District, Hsinchu City, Taiwan (Taiyuan Science Park Phase III Multi-Function Meeting Room) at 9:00 a.m. on Tuesday May 23, 2017. For this meeting, the shareholder check-in time will be before 8:30 a.m. on the same day, and the check-in location will be the same as the meeting venue. Described below are the reasons for convening the meeting: (I) Report items: 1) 2016 business operations report; 2) 2016 supervisor review report; 3) distribution of remuneration for employees, directors and supervisors in 2016; 4) “Credible Operation Rules” revision report; 5) treasury share execution report; (II) Recognition items: 1) 2016 business operations report and financial statement; 2) 2016 surplus distribution; (III) Discussion: 1) revision of partial clauses for “Company Rules”; 2) revision of partial clauses for “Director and Supervisor Election Methods”; (IV) Provisional motions.
2. Based on the resolutions reached in the Directors Board Meeting, the surplus of the company will be distributed as below: 1) In the distributable surplus of 2016, a sum of NTD19,649,967.00 will be allocated as a cash dividend for distribution among the shareholders, with each share accounting for NTD0.50. 2) After the aforesaid cash dividend is granted through a resolution at the shareholder meeting, the Chairman shall be authorized to set the dividend distribution date, issue date, and other relevant issues. 3) The cash dividend will be calculated to the nearest dollar, and anything below the dollar will be rounded off unconditionally. The total odd amount will be included in the other income of the company. 4) If any changes occur to the shares later on (for example, buying back the shares or transferring the treasury share to employees, or any cancellations that affect the number of shares distributed outside) so as to cause a change in the dividend distribution rate due to the shareholders, then it is proposed that the shareholder meeting should authorize the Chairman to settle all issues involved pursuant to Company Law or other applicable regulatory codes.
3. In accordance with the regulations set out in Article 165 of Company Law, the transfer registration for the ownership of shares will be effective from March 25, 2017 until May 23, 2017.
4. In addition to the announcement, this letter is served together with one

copy each of the shareholder meeting check-in card and authorization letter respectively. Your presence will be deeply appreciated. If you are able to attend in person, please **fill out the “Presence Check-In Card” (Stub #3), affixed with a specimen seal or signature**, and then report directly to the venue on the meeting date without the need to send anything back. If you assign a proxy, please **fill out the “Authorization Letter” (Stub #6), affixed with a specimen seal or signature**, and then send the Authorization Letter to the Stock Affairs Department of Capital & Taiwan International Securities Co., Ltd. (the share service agent of this company). After the “Presence Check-In Card” is produced by the aforementioned stock affairs agent and sent to your proxy, it can be presented at the shareholder meeting.

5. If you wish to collect the authorization letter, we will produce the Solicitor’s General Inquiry Information Sheet before April 21, 2017 and then announce it on the website of Stock & Future Goods Market Development Foundation. To check, the investors may visit the Stock & Future Goods Market Development Foundation at <http://free.sfi.org.tw> and access the “Authorization Letter Announcement Information Free Inquiry System” where you can click on “Checking Authorization Letter Announcement Meeting Information- access here” and then key in the desired inquiry item.
6. **In the shareholder meeting, shareholders are allowed to execute voting rights electronically and the effective duration of which shall be from April 22, 2017 until May 20, 2017. Please enter the “Shareholder e-Voting” webpage of the Taiwan Collective Preservation Settlement Agency Co., Ltd. and then vote at www.stockvote.com.tw according to the instructions. To receive the giveaways, shareholder performing e-voting should bring along the e-voting “Motion Voting Status”, shareholder presence notice, ID card or other document (e.g. NHI Card or driving license) to verify the identity of the shareholder from May 24, 2017 until May 26, 2017, and then pick up the giveaway at the Stock Affairs Department of Capital & Taiwan International Securities Co., Ltd.**
7. The authorization letter verification agent of this shareholder meeting will be the Stock Affairs Department of Capital & Taiwan International Securities Co., Ltd.

Megawin Technology Co., Ltd. (company seal)

