

Megawin Technology Co, Ltd. Notice for 2018 Annual Shareholders Meeting

I. The 2018 Annual Shareholders Meeting shall convene at 9:00 am on Monday, May 28, 2018, at 2F, No. 3, Taiyuan 1st Street, Jhubei City, Hsinchu County (Tai Yuen Hi-Tech Industrial Park Phase 3, Multi-functional Conference Room). Registration of the shareholders will start at 8:30 a.m. at the same address specified for the meeting. Meeting Agenda: 1. Management Presentation (Company Reports): (1) 2017 Business Report. (2) 2017 Supervisor's Review Report (3) Staff Remuneration and Director & Supervisor Remuneration Distribution Report (4) Execution Status of Repurchasing Treasury Stocks 2. Proposal Matters: (1) Adoption of the 2017 Business Report and Financial Statements (2) Adoption of the Proposal for 2017 Deficit Compensation 3. Discussion Matters: (1) Amendment to articles of the "Acquisition and Disposal of Assets Procedures" of the company. (2) Amendments to articles of the "Rules for Director and Supervisor Elections" of the company. 4. Election Matters: Election of the 8th Director and Supervisor. 5. Other Matters: Dismissed the restriction on non-competition of the new directors of the company and their legal corporate representatives. 6. Questions and Motions

II. Adoption of the Proposal for 2017 Deficit Compensation, which has been resolved at the Board of Directors meeting. The content is as follows:

Notes: 1. The net loss after tax for the fiscal year 2017 of the Company was NT\$15,293,760. According to Article 29 of the Articles of Association, after adjusting the undistributed earnings to make up for the losses, the balance shall be transferred to NT\$7,659,987 as dividend allocations to shareholders, i.e., NT\$0.2 is distributed to each share.

2. After the resolution of the cash dividend distribution has been passed at the shareholders meeting, the Chairman is authorized by the Board to set an ex-dividend basis date, issue date and other related matters.

3. The cash dividends of shareholders shall be paid rounded off to the nearest New Taiwan Dollar. The total amount of the odd shares will be booked as the other income of the Company.

4. If the Company subsequently changes the shareholding resulting in change of number of outstanding shares and hence a change in payout ratio to shareholders, the company intends to request the shareholders to authorize the chairman to handle the matter in full according to the Company Act or its related laws.

III. The shareholder meeting shall elect 7 directors (including 3 independent directors) and 3 supervisors. The list of shortlisted candidates from the nominations are: Directors: Wen, Kow-Liang, Huang, Tsai-wang, Sheng Der International Investment Limited Company, and Wang, Chih-Huang; Independent Directors: Wang, Hwi-Ming, Tang, Ching-Chou, Hsu, Chia-Hong; Supervisor: Lu, Shao-Chun, Hsu, Min-Hsien, Kung, Ching-Jung. Should any investor wish to inquire about the education and work experiences of the nominees, please visit the MOPS's "Announcement Inquiry" at <http://mops.twse.com.tw>.

IV. The Company discuss the dismissal of the restriction on non-competition of Directors, according to Article 209 of the Company Act, it is submitted to shareholders' meeting to dismiss the restriction on non-competition of the new directors and their legal corporate representatives, please refer to Section 4 for details.

V. According to the provisions of Article 165 of the Company Act, share transfer registrations shall not be available from March 30, 2018 to May 28, 2018.

VI. In addition to the meeting announcement, we hereby attach a copy of shareholder registration card and proxy form. Your presence is cordially requested. Please sign or seal on the Section Three of RSVP form and bring the form with you on the day of meeting for registration. Return of the form by mail is not required. If a proxy has been appointed to attend the meeting, please sign or seal on Section Six of the proxy form and mail it to Registrar Agency Department of Capital Securities, the stock agent of the Company, at least five days before the meeting. The stock agent will produce an attending form accordingly and send it to the proxy so that the proxy may bring it to the shareholders meeting.

VII. If any shareholder requires solicitation of proxies for attendance, the Company shall compile a summary statement of the solicitor and solicitation information for disclosure via the Securities and Futures Institute (SFI) website before April 27, 2018. Investors may refer to section "Free Inquiry of Solicitors" on the website <http://free.sfi.org.tw> for inquiry details.

VIII. Shareholders may exercise their voting rights through stockvote platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) during the period from April 28 to May 25, 2018.

IX. The Company has appointed the Capital Securities' Registrar Agency Department for the statistical verification of this Shareholders Meeting.

To

Esteemed Shareholders

Board of Directors, Megawin Technology Co., Ltd.