

# Wowprime Corporation

## Notice of 2017 Annual General Shareholders' Meeting

Meeting Time: June 7th (Wednesday), 2017 at 09:00 a.m.

Meeting Venue: Hotel National, B1, Ball Room

(No.57, Guanqian Rd., West Dist., Taichung City 403, Taiwan)

### I. Meeting Agenda

#### i. Report Items:

- (1) 2016 Business Report
- (2) Audit Committee's review report
- (3) Report on 2016 employees' and directors' compensation
- (4) Amendments to Corporate Social Responsibility Best Practice Principles
- (5) Amendments to Ethical Corporate Management Best Practice Principles

#### ii. Ratification Items:

- (1) 2016 Financial Statements and Business Report
- (2) The proposal for distribution of 2016 profits

#### iii. Discussion Items:

- (1) Cash dividends distributed from capital surplus to shareholders
- (2) Amendments to Regulations Governing the Acquisition and Disposal of Assets

#### iv. Election Items:

- (1) To elect the Company's Directors

#### v. Other Proposals:

- (1) To release the newly elected directors from non-competition restrictions

#### vi. Other Special Motions

- II. Cash Dividends:
- i. Appropriations of earnings in cash dividends to shareholders (NT\$ per share):3.003933
  - ii. Cash distributed from legal reserve and capital surplus to shareholders (NT\$ per share):0.496067
  - iii. Total amount of cash distributed to shareholders: NT\$269,457,590. Each common shareholder will be entitled to receive a cash dividend of NT\$3.5 per share. The record date will be decided by the Chairman as authorized by the Shareholders' Meeting.
- III. Pursuant to Article 209 of the Company Act, the company proposes releasing of non-competition restrictions on newly directors
- IV. Pursuant to Article 165 of the Company Act, the shareholder register will be closed from April 9 to June 7, 2017.
- V. Shareholder attendance registrations will be accepted starting from 08:30 a.m. at Hotel National, B1, Ball Room (No.57, Guanqian Rd., West Dist., Taichung City 403, Taiwan)
- VI. A meeting notice with a proxy form will be posted to each shareholder. If a shareholder is attending the shareholders' meeting in person, please bring the signed or stamped sign-in card and present it at the check-in desk on the meeting date. In the case that an agent is entrusted to attend the meeting, the shareholder shall sign or stamp on the proxy form and personally fill out the name and address of the agent, then deliver the proxy form to the Transfer Agency Department of SinoPac Securities at least 5 days prior to the day of the meeting. The sign-in card for the agent will be posted accordingly.
- VII. In order to verify the identity, a shareholder, a proxy solicitor, or a proxy should present the ID card at the check-in desk.
- VIII. In case that there is any shareholder soliciting proxies, the Company will compile a summary statement of the Solicitor Solicitation Information and disclose the information on the Securities & Futures Institute (SFI) website by May 5, 2017. Shareholders may enter SFI's website ([http:// free.sfi.org.tw](http://free.sfi.org.tw)), the "free of charge inquiry system for solicitation information", then click "please enter here for solicitation information inquiry", and enter the conditions for inquiries.
- IX. Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) during the period from May 6, 2017 to June 4, 2017.

- X. To elect 12 directors (including 3 independent directors).
- XI. The candidate nomination system is applicable for this election and list of the candidates are,

Directors	DayShui Foundation (財團法人王品戴水社會福利基金會)
	Chen Cheng-Hui (陳正輝)
	Lee Sen-Pin (李森斌)
	Yang Hsiu-Hui (楊秀慧)
	Way Yung-Do (魏永篤)
	Liang Huo-Tzai (梁火在)
	Su Guo-Yao (蘇國堯)
	Chang Sheng-Hsiang (張勝鄉)
Independent Directors	Chi Cheng (紀政)
	Wu Wen-Chin (吳文欽)
	Chiu Yi-Chia (邱奕嘉)

Please log-on the MOPS website (<http://mops.twse.com.tw>) to obtain the education background and relevant information on each candidate.

- XII. The Transfer Agency Department of SinoPac Securities is the proxy tallying and verification institution for this annual general meeting.
- XIII. These regulations shall be abided and applied.

Sincerely,

Board of Directors

Wowprime Corporation