

Stock Code : 3036

WT Microelectronics Co., Ltd.

Proposal Reference of 2017 General Shareholders' Meeting [Translation]

Meeting Time : June 26, 2017

Place : 14F, No. 738, Chung Cheng Road, Chung Ho District, New Taipei

City [WT's meeting room]

Proposed Resolutions

Item No.1: (Proposed by the Board of Directors)

Proposal: 2016 Business Report and Financial Statements.

Explanation: 1. 2016 Parent Company Only Financial Statements and Consolidated Financial Statements of WT Microelectronics Co., Ltd. were approved by the Board of Directors and audited by CPA Hsu, Yong-Chien and CPA Hsu, Sheng-Chung from PricewaterhouseCoopers Taiwan. The financial statements mentioned in the preceding paragraph and Business Report were also reviewed by supervisors of WT Microelectronics Co., Ltd.

2. 2016 Business Report, Independent Auditors' Report, and Financial Statements are referred to the Handbook of 2017 General Shareholders' Meeting.

Resolution:

Item No.2: (Proposed by the Board of Directors)

Proposal: Distribution of 2016 Earnings.

Explanation: 1. Distribution of 2016 Earnings was approved by the Board of Directors and reviewed by supervisors of WT Microelectronics Co., Ltd. Table for Distribution of Earnings is referred to the Handbook of 2017 General Shareholders' Meeting.

2. Cash dividends amounting to NT\$1,141,780,289 were distributed, with each share worth NT\$2.4. Cash dividends were rounded to the nearest whole number. The total amount of cash dividends less than NT\$1 was adjusted in accordance with the total amount of cash dividends.

3. Upon the approval of General Shareholders' Meeting, the Board of Directors shall resolve the ex-dividend date, ex-rights date, base date of new share issuance through capitalization and date of issuance, and other relevant issues.

4. In the event that proposed distribution of earnings is affected by the change in the Company's common shares, the Board of Directors shall adjust cash to be distributed to each share based on the number of actual shares outstanding.

Resolution:

Discussion Items

Item No.1: (Proposed by the Board of Directors)

Proposal: Acquisition of 100% shares of Maxtek Technology Co., Ltd. Using Cash as Payment Consideration.

Explanation:

1. To integrate resources, expand the business scale, and improve industrial competitiveness, the Company plans to acquire 100% shares of Maxtek Technology Co., Ltd. (Maxtek) 's common stock issued using cash as payment consideration (the Share Exchange Project) in accordance with the Business Mergers And Acquisitions Act and related laws and regulations. After the share exchange is complete, Maxtek will become a 100%-owned subsidiary of the Company; the Share Exchange Agreement entered into between the Company and Maxtek is referred to the Handbook of 2017 General Shareholders' Meeting.
2. The consideration price per share is NT\$27. Independent Review Report on the rationality of the share exchange price is referred to the Handbook of 2017 General Shareholders' Meeting.
3. The base date of share exchange is temporarily set on October 1, 2017. Depending on the actual situation of the Share Exchange Project, the official base date will be adjusted and announced upon negotiation and the resolution of the Board of Directors of both parties.
4. The Share Exchange Project will take effect after the resolution of the Board of Directors of both parties and the approval of the competent authority are obtained and after the prerequisites of share exchange stipulated in the Share Exchange Agreement are met.
5. Unless otherwise stipulated in the Share Exchange Agreement, matters not specified are governed by the Chairman of the Company based on laws and regulations and administrative guidance.

Resolution:

Item No.2: (Proposed by the Board of Directors)

Proposal: Amendments to Procedures for Acquisition or Disposal of Asset.

Explanation: Procedures for Acquisition or Disposal of Assets are amended in response to the amendments to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies promulgated by the Financial Supervisory Commission in Order No. 1060001296 dated February 9, 2017. The comparison table is referred to the Handbook of 2017 General Shareholders' Meeting.

Resolution:

Questions and Motions

Adjournment