

# **NANYA TECHNOLOGY CORP.**

## **Notice of the 2017 Annual Shareholders' Meeting**

(Summary Translation)

**Time:** 10:00 a.m., Friday, May 26, 2017

**Venue:** Jin-Xing-Factory-Area Movie Theater, No.336, Sec. 1, Nankan Rd., Luzhu Dist., Taoyuan City, Taiwan (R.O.C.)

### **A. The agenda for the Meeting is as follows:**

#### 1. Report Items

- (1) Business Report for 2016
- (2) Audit Committee's Review Report for 2016
- (3) Report of Distribution of Employees' Compensation for 2016
- (4) Report of Issuance of Unsecured Euro Convertible Bonds Due 2022
- (5) Report of the Amendment to "The Codes of Ethics of Directors and Managers" of the Company

#### 2. Ratification Items

- (1) To Ratify the Business Report and Financial Statements for 2016
- (2) To Ratify the Proposal for Distribution of 2016 Profits

#### 3. Discussion Items

- (1) To Approve Amendments to the Articles of Incorporation of the Company
- (2) To Approve Amendments to the "Convention Rules and Procedures for Shareholders' Meeting" of the Company
- (3) To Approve Amendments to the "Procedure of Acquisition or Disposal of Assets of the Company"
- (4) To Approve Amendments to the "Handling Procedures to Engage in the Derivative Transaction of Products" of the Company
- (5) To Approve Amendments to "The Procedure of Loans of Funds to Others" of the Company
- (6) To Approve Amendments to "The Procedure of Making Endorsements or Guarantees" of the Company

#### 4. Extraordinary Motions

### **B. The major items of the proposal for the distribution of 2016 profits adopted at the Board of Directors meeting are as follows:**

Cash dividends to Common Shareholders: Totaling NT\$4,122,848,715. Each Common Shareholder will be entitled to receive a Cash Dividend of NT\$1.5 per share.

(Remark: The total outstanding shares may be changed by the Company's employees who exercise their stock options or bondholders who convert their bonds into newly-issued common shares. The ultimate cash dividend per share may need to be adjusted accordingly.)