



Chroma Ate Inc.
Meeting Notice
of
Annual General Shareholders' Meeting
(Summary Translation)

Time: 9:00 a.m., June 7, 2016

Venue: 66 Huaya 1st Road, Guishan, Taoyuan, Taiwan (Chroma Headquarters)

I. Meeting Agenda

1. Discussion Items
 - (1) Discussion of Amendments to Articles of Incorporation.
2. Report Items
 - (1) To report the business of 2015
 - (2) Audit Committee's review report
 - (3) To report the distribution of employee bonus, directors and supervisors' remunerations
 - (4) To report the List of Endorsements and Guarantees in 2015
3. Acknowledgement Items
 - (1) To accept 2015 Business Report and Financial Statements
 - (2) To approve the proposal for distribution of 2015 profits
4. Discussion Items
 - (1) Proposal of Employee Restricted Stock Awards (RSAs)
5. Special Motion

II. The proposal for distribution of 2015 profits adopted at Board of Directors meeting are as follows:

1. Each common share holder will be entitled to receive a cash dividend of NT\$2.4. The cash dividend will be allotted after resolute by Annual General Shareholders' Meeting, as authorized Board of Directors of Chroma to determine the record date for distribution.
2. The total amount of common shares outstanding is subject to change and the ultimate cash dividend to be distributed to each common share will be adjusted accordingly should Chroma subsequently convertible bonds, or issue new shares due to the exercise of the employee stock options. It is proposed that the Board

of Directors of Chroma be authorized to adjust the cash dividend to be distributed to each common share based on the total amount of profits resolved to be distributed.

III. Proposal of Employee Restricted Stock Awards (RSAs)

The information of RSAs stated as below:

1. Amount of Issuance:

The total amount of issuance is NT\$ 36,000,000 at the par value of NT\$ 10, equals to total of 3,600,000 ordinary shares.

The Company may grant the plan in one or more tranches within one (1) year from the date of receipt of notice from the relevant authority ("Authority") indicating that the Company's filing of the Plan with the Authority has become effective.

2. Issue Price: NT\$10.

3. Determination of the terms and conditions:

(1) The period of RSAs plan is four (4) years. The plan will not vest in the first year ("waiting period") and may be granted in accordance with the following schedule. The award plan will be vested to the qualified grantee when the Company overall performance has reached the targets and grantee meets its achievements. The qualified grantee shall be a full-time employee and still working in the Company at each granted date.

Years after the plan started effective	Grant percentage
1 years	10%
2 years	20%
3 years	30%
4 years	40%

(2) Type of the shares: The Company's ordinary shares.

(3) Disqualification process: the Company redeems the granted shares due to RSAs plan and cancelled.

(4) Inherit: Inheritor(s) is (are) eligible to granted shares after complete the related regulatory documents.

4. Qualification requirements for employees:

(1) The RSAs only grants to full-time employees at the effective date.

(2) The numbers of share granted is subject to employee's seniority, job grade, achievements, overall performance and special achievements etc. which have been approved by the Chairman to resolute by Board of Directors, except the senior managements and employees represented as board of directors need to

be approved by Remuneration Committee beforehand.

(3) the Number of awards granted to each employee shall be dealt with in accordance with the applicable laws and regulations.

5. The reason why it is necessary to issue restricted stocks for employees:

To attract and retain the necessary professionals, incentive and to strengthen employees coherence in order to maximize the Company profit and shareholders' value .

6. Calculated expense amount:

(1) The total amount of issuance is NT\$ 36,000,000 at the par value of NT\$ 10, equals to total of 3,600,000 ordinary shares. The total estimated expenses is total of NT\$129,386,000, based on the closed price at 15th February 2016 of NT\$ 62.3.

As if RSAs issued in September 2016, the expenses breakdown into each year is stated as follow:

Year	Expenses Amount (in NT\$)
2016	18,424,000
2017	49,748,000
2018	33,842,000
2019	19,845,000
2020	7,527,000

(2) The changes to EPS and equity into each year is stated as follow:

As end of 31st January 2016, the Company's total outstanding shares are 379,187,820 shares.

Year	Reduce in EPS(in NT\$)
2016	0.05
2017	0.13
2018	0.09
2019	0.05
2020	0.02

IV. Share transfer suspension period: 2016/04/09~2016/06/07

V. The shareholders voting right could be exercised through the internet from May 7, 2016 to June 4, 2016. Please login to the TDCC (Taiwan Depository & Clearing Corporation) website [<https://www.stockvote.com.tw>] to exercise voting rights in accordance with the online instruction.

Board of Directors
Chroma Ate Inc.