



# *Visual Photonics Epitaxy Co., Ltd.*

## **2016 Annual General Shareholders' Meeting**

The 2016 Annual General Shareholders' Meeting of Visual Photonics Epitaxy Co., Ltd. will be convened at 9:00 a.m., Tuesday, June 21, 2016. Place: No.16, Gongye 1st Rd., Pingzhen Dist., Taoyuan City 324, Taiwan.

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

I. Call the Meeting to Order

II. Chairman Address

III. Discussion ( I )

To approve the amendments of Corporate Charter.

IV. Management Presentation

(1) 2015 Business Report.

(2) 2015 Supervisor's Review Report.

(3) Distribution of Employees, Directors and Supervisors' compensation of 2015.

V. Proposals

(1) Adoption of the 2015 Business Report and Financial Statements.

(2) Adoption of the Proposal for Distribution of 2015 Profits.

VI. Discussion ( II )

(1) Proposal of Capital Reduction.

(2) Amendment to the Policies and Procedures for Financial Derivatives Transactions.

(3) Amendment to the Operational Procedures for Loaning of Company Funds.

(4) Amendment to the Rules of Procedure for Shareholder Meetings.

(5) Amendments of Rules for Director and Supervisor Election.

VII. Questions and Motions

VIII. Adjournment

### **2. The major items of the proposal for distribution of 2015 profits and capital reduction by distributing cash to shareholders resolved by the Board of Directors meeting are as follows:**

Cash Dividends: Cash dividends to shareholders of common stock totals NT\$530,063,632. Each common stock will be entitled to a cash dividend of NT\$2.15. The Board is authorized to determine the ex-dividend date and the dividend payment date after resolution of the Annual General Meeting.





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## Capital Reduction:

In order to improve the capital structure and enhancing return on equity, it is proposed that the Company conduct a capital reduction by distributing cash to shareholders. The Company plans to reduce capital by NT\$616,353,060 and this is equivalent to 25% capital reduction. After the reduction, the paid-in capital will decrease to NT\$1,849,059,180 and outstanding shares, 184,905,918 shares.

The Board shall be authorized to determine the record date of the capital reduction and the Board shall be authorized to make the capital reduction plan, the record date and the listing date of newly issued shares and other relevant matters after the Company has received the competent authority's approval.

3. Pursuant to Article 165 of the Company Act of the Republic of China, the shareholder register will be closed from April 23 to June 21, 2016.
4. Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Securities Central Depository Co., Ltd. (<https://www.stockvote.com.tw>) during the period from May 21, 2016 to June 18, 2016.
5. The verification organization of this AGM is Taishin International Bank Stock Administration Department.

Board of Directors

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