

(Translation in English, Original in Chinese)

**“Election Procedures for Board of Directors” of  
Sunplus Technology Company Limited (The "Company")  
(Amended by Shareholders’ Meeting on June 12, 2015)**

**Article1**

The Election of Board of Directors of Sunplus Technology Company Limited (the “Company”), shall be proceeded with in accordance with this “Election Procedures for Board of Directors” (the “Procedures”), unless the Company Act and Article of Incorporation of the Company provides otherwise.

**Article2**

The Company shall adopt the candidate nomination system for election of the directors in accordance with Article 192-1 of the Company Act.

**Article3**

The open-ballot, cumulative voting method will be used for election of the director at this Corporation. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates. Independent and non-independent directors shall be elected at the same time but on separate ballots.

When the Company holds a shareholders meeting, as provided by the Competent Authority of Securities and Exchange, adopt the electronic transmission as one of the methods for exercising the voting power. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice.

**Article4**

The ballot boxes for the election of board of directors shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commence.

**Article5**

In the election of board of directors, the candidates receiving ballots representing the highest numbers of voting rights will be elected sequentially to be independent director, non-independent director according to their respective numbers of votes. When two or more persons receive the same numbers of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

## **Article6**

Before the election begins, the chair shall appoint a number of persons to be vote monitoring and counting personnel.

## **Article7**

The ballot shall be prepared by the board of directors. The Attendance card number and the number of voting rights shall be printed on such ballot.

## **Article8**

If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

## **Article9**

A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared in accordance with these Procedures.
2. The ballot is blank or the writing is unclear and indecipherable.
3. The numbers of candidate entered in the ballot are more than the numbers to be elected.
4. Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number).
5. Either the candidate is a shareholder but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate is a non-shareholder but a cross-check shows that the candidate's name and identity card number do not match.
6. The name of the candidate entered in the ballot is identical to that of another candidate, but no shareholder account number (or identity card number) is provided in the ballot to identify such individual.

## **Article10**

The voting rights shall be calculated on site immediately after the end of the poll, and the chairman shall announce the results of the poll.

## **Article11**

The board of directors of the Company shall issue notifications to the person elected to be director individually.

**Article12**

In regard to all matters not provided in these Procedures, the “Company Act” of the Republic of China or other related regulations shall govern.

**Article13**

These Procedures and any amendments hereto, shall be implemented after approval by a shareholders meeting.

**Article14**

These Procedures were approved and enacted on June 25<sup>th</sup>, 1994 by shareholders’ meeting.

The 1<sup>st</sup> Amendment was on May 17<sup>th</sup>, 2002.

The 2<sup>nd</sup> Amendment was on June 13<sup>th</sup>, 2008.

The 3<sup>rd</sup> Amendment was on June 11<sup>th</sup>, 2014.

The 4<sup>th</sup> Amendment was on June 12<sup>th</sup>, 2015.