

一、 The 2017 Annual General Shareholders' Meeting (the "Meeting") of Sunplus Technology Co., Ltd. will be convened at Hsinchu Science Industrial Park Industrial East Road, No. 1 Newton Hall (Hsinchu Science Industrial Park Science and Technology Living Museum) at 9:00 a.m. on June 13, 2017. The agenda for the meeting is as follows:

I. Report items: 1. 2016 Business Report. 2. Audit Committee's Review Report on the Financial Statements. 3. Report on 2016 remuneration to directors and employees' compensation. 4. Revision of the Company's Report on "Procedures for Ethical Management and Guidelines for Conduct". 5. Revision of the Company's Report on "Code of Ethics for Directors and Managers". 6. Revision of the Company's Report on "Corporate Social Responsibility Best Practice Principles".

II. Proposals: (1) Adoption of the 2016 Business Report and Financial Statements.

(2) Adoption of the Proposal for Distribution of 2016 Profits.

III. Discussion items: (1) Adoption of Additional Paid In Capital for Cash dividend distribution. (2) Amendment to the Operational procedures for Acquisition and Disposal of Assets. (3) Amendment to the Operational procedures for Endorsement to ensure.

(4) The lifting of the director of Business strife limitation.

IV. Questions and Motions

二、 The major items of the proposal for distribution of 2016 profits adopted at the meeting of the Board of Directors are as follow:

The proposed distribution of 2016 profits to shareholders resolved by the board of directors is totaled NT\$88,680,839 and each shareholder will be entitled to receive a cash dividend of NT\$0.1498 per share.

三、 Capital surplus cash payments to the main content: The Company intends to comply with Article 241 of the Company Law, The capital reserve of the Company is NT\$207,316,621 in excess of the amount of the issued shares, Shareholding of the shareholders of the Company on the basis of capital reserve, each shareholder will be entitled to receive a cash dividend of NT\$0.3502 per share.

四、 According to Article 209 of the Company Law, to draw shareholders agreed with the lifting of the prohibition of business strife limitation, part time of the situation such as the back of the first table attached to the second.

五、 Please find enclosed the "Notice of Attendance" and "Proxy Statement". Please sign or apply your seal to the "Notice of Attendance" if you plan to attend the Meeting in person on the Meeting date (Do NOT return this by mail). Members may appoint a

proxy to attend the Meeting on his or her behalf by signing or applying their seal to this "Proxy Statement". Please send out such signed or sealed "Proxy Statement" to the Company's stock agency, the Transfer Agency Department of CTBC Bank, five (5) days prior to the Meeting date to allow the stock agency to deliver the "Attendance Card" to your proxy.

- 六、 If members solicit proxies to attend the Meeting in their place, the Company will compile a proxy solicitation summary statement and disclose its contents on the Securities & Futures Institute (SFI)'s website on May 12, 2017. Members can access the website through SFI's web address (<http://free.sfi.org.tw>) for relevant information.
- 七、 Members may attend the Annual General Meeting to exercise your voting rights by way of electronic transmission during the period of 14 May, 2017 to 10 June, 2017. Please login the website of Taiwan Depository & Clearing Corporation at **【<https://www.stockvote.com.tw>】** and follow the instruction to complete the process.
- 八、 The proxies shall be tallied and verified by the Transfer Agency Department of CTBC Bank.
- 九、 Please fill out the documents as described in the information contained herein.