

Sunplus Technology Co., Ltd.
2020 Annual General Shareholders' Meeting
Meeting Proceeding

- I. Time: 9:00a.m., June 12, 2020 (Friday)
- II. Place: Newton Palace, Science Park Life Hub
No.1, Industrial East Road 2, Hsinchu Science Park, Taiwan 300
(Hsinchu Science Industrial Park Science and Technology Living Hall)
- III. Present shareholders: 366,996,340 shares of shares represented by attendance and delegates (including 71,263,547 shares of electronic voting shares) are 62.36% of the total 588,434,923 shares of the company with voting rights.
- IV. Chairman: Chou-Chye Huang, Recorder: Meijuan Chen
- V. Attend: Gwin-Attorneys Corporation Lawyer Shigong Guo
- VI. Deloitte Taiwan CPA Zhengzhi Lin
- VII. Director Wei-Min Lin
- VIII. Audit Committee Convener Che-Ho Wei
- IX. Independent Director Tse-Jen Huang
- X. REPORT ITEMS

(1) 2019 Business Report

Explanatory Notes:

The Business Report is attached hereto as ANNEX 1.

(2) Report by Audit Committee

Explanatory Notes:

The Report by Audit Committee is attached hereto as ANNEX 2.

(3) Revise the company's "Integrity Management Operation Procedures and Conduct Guidelines" report

Explanatory Notes:

In order to cooperate with the revision of laws and regulations, it is proposed to revise the company's "Integrity Management Operation Procedures and Conduct

Guidelines" is attached hereto as ANNEX 3.

(4) Revise the company's "Corporate Social Responsibility Code of Practice" report

Explanatory Notes:

In order to cooperate with the revision of the laws and regulations, it is proposed to revise the company's "Corporate Social Responsibility Code of Practice" is attached hereto as ANNEX 4

RECOGNITION ITEMS

(1) To Accept 2019 Business Report and Financial Statements

(Proposed by the Board of Directors)

Explanatory Notes:

1. Sunplus' 2019 Financial Statements were audited by independent auditors of Deloitte & Touche and the Company's audit committee and approved by Board Meeting on 2020/03/30.
2. The 2019 Business Report, the Independent Auditors' Report and Financial Statements are attached hereto as ANNEX 1 and ANNEX 5 to 14.

Resolution:

Explanation of voting results: Approval votes are 355,784,430 rights (including electronic voting rights). Disapproval votes are 89,333 rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are 11,122,577 rights (All exercised by electronic vote). Approval votes are 96.94% of the total 366,996,340 votes of *the attendance shareholders* .

(2) Discussion on the 2019 loss allocation

(Proposed by the Board of Directors)

Explanatory Notes:

1. The company reduced the retained surplus NT \$ 3,394,643 due to the investment using the equity method, determined the remeasurement amount of the welfare plan and recognized it as NT \$ 5,338,413 increased in retained earnings, and punished the investment in equity instruments measured at fair value through other comprehensive profit and loss Transfer directly to the retained surplus to reduce NT \$ 279,514,615, and the adjusted loss to be compensated is NT \$ 277,570,845.
2. The company's net profit after tax in 2008 made up for the loss, so no dividends were available for distribution this year.
3. After the company plans to reverse the special surplus reserve of NT \$ 32,262,862, it will make up for the loss with the legal surplus reserve of NT \$ 229,998,487. Original surplus reserve of NT \$ 1,942,387,642, and NT \$ 1,712,389,155 after making up the loss.
4. Please refer to Appendix 15 of this handbook for the 2018 loss allowance table.

Resolution:

Explanation of voting results: Approval votes are 356,344,861 rights (including electronic voting rights). Disapproval votes are 335,892 rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are 10,315,587 rights (All exercised by electronic vote). Approval votes are 97.09% of the total 366,996,340 votes of *the attendance shareholders* .

DISCUSSION ITEMS

(1) Amendments to the company's articles of association

(Proposed by the Board of Directors)

Note: In order to cooperate with the revision of laws and regulations and the company's practical operations, it is proposed to amend the company's articles of association. For a comparison table of the revised provisions, please refer to Annex 16

of this manual and submit it to the shareholders' general meeting for approval.

Resolution:

Explanation of voting results: Approval votes are *356,584,111* rights (including electronic voting rights). Disapproval votes are *96,646* rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are *10,315,583* rights (All exercised by electronic vote). Approval votes are 97.16% of the total *366,996,340* votes of *the attendance shareholders* .

(2) Adoption of Additional Paid In Capital for Cash dividend distribution, drew approval

(Proposed by the Board of Directors)

Explanatory Notes:

1. The capital reserve of the Company is NT\$177,598,476 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\$0.3 per share.
2. The ex-dividend date will be determined by Chairman after the shareholders meeting 2020 approve the distribution of 2019 earnings.
3. If the capital and outstanding shares change afterward, the Chairman is authorized by the shareholders' meeting to adjust the payout.

Resolution:

Explanation of voting results: Approval votes are *356,586,349* rights (including electronic voting rights). Disapproval votes are *109,411* rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are *10,300,580* rights (All exercised by electronic vote). Approval votes are 97.16% of the total *366,996,340* votes of *the attendance shareholders* .

(3) Restriction of the limitation of the company's directors' competition, drew approval

(Proposed by the Board of Directors)

Explanatory Notes:

(1) According to Article 209 of the Company Law, the directors are themselves or others as belonging to the business scope of the company, and the shareholders' meeting shall explain the important contents of their actions and obtain the resolution of the shareholders' meeting.

(2) The directors of the Company intend to lift the restrictions on their competition due to the business needs or the investment or operation of other companies with the same or similar business scope as the company's business scope. The directors of the Company have their own annual shareholder standings. Please refer to Appendix 17 (see page 42) for the list of new post-approval positions for other companies, and submit them to the shareholders meeting for review.

Resolution:

Explanation of voting results: Approval votes are **355,476,026** rights (including electronic voting rights). Disapproval votes are **411,103** rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are **11,109,211** rights (All exercised by electronic vote). Approval votes are 96.86% of the

total 367,512,271 votes of the attendance shareholders .

TEMPORARY MOTION

MEETING ADJOURNED (AM09:30)