

一、 The 2020 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 Hall) at 9:00 a.m. on June 12, 2020. The agenda for the meeting is as follows:

I. Report items: 1. 2019 Business Report. 2. Audit Committee's Review Report on the Financial Statements. 3. Amendment to the Procedures for Ethical Management and Guidelines for Conduct. 4. Amendment to the Procedures for Corporate Social Responsibility Best Practice Principles.

II. Proposals: (1) Adoption of the 2019 Business Report and Financial Statements. (2) Adoption of the Proposal for Distribution of 2019 Deficit compensation.

III. Discussion items: (1) Amendment to the Company's Corporate Charter. (2) Adoption of Additional Paid in Capital for Cash dividend distribution. (3) To Lift the Ban to the Directors against Joining Competitors.

IV. Questions and Motions.

二、 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\$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.

三、 According to Article 172 of the Company Law, the main content should be stated in the public information observatory. The query URL is: [<http://mops.twse.com.tw>].

四、 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.

五、 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, 2020. Members can access the website through SFI's web address (<http://free.sfi.org.tw>) for relevant information.

- 六、Members may attend the Annual General Meeting to exercise your voting rights by way of electronic transmission during the period of 13 May, 2020 to 09 June, 2020. Please login the website of Taiwan Depository & Clearing Corporation at **【<https://www.stockvote.com.tw>】** and follow the instruction to complete the process.
- 七、The proxies shall be tallied and verified by the Transfer Agency Department of CTBC Bank.
- 八、Please fill out the documents as described in the information contained herein.