

(Translation in English, Original in Chinese)

## **Convention Rules of Shareholders' Meeting of Sunplus Technology Company Limited (Amended by Shareholders' Meeting on June 13, 2008)**

### Rule 1

Shareholders' Meeting (the “**Meeting**”) of Sunplus Technology Company Limited (the “**Company**”), shall be proceeded with in accordance with this “Convention Rules of Shareholders' Meeting” (the “**Rules**”), unless other laws and regulations provides otherwise.

### Rule 2

The term “Shareholder” as used in these **Rules** means the shareholders of the **Company** and their proxies.

If the shareholder appoints any legal entity as proxy to be present at the Meeting, the legal entity may appoint only one representative to attend the Meeting.

### Rule 3

Shareholders or their proxies should wear the attendees' passes and submit their attendance cards for signing in the Meeting. After submitting their attendance cards to the Company, the shareholders and their proxies shall be supposed to attend the Meeting in person, and the Company shall not be responsible for determining the number of persons actually attended the Meeting.

### Rule 4

The presence of shareholders in the Meeting and their voting shall be calculated in accordance with the number of shares.

A legal entity being entrusted to attend the Meeting may designate only one representative. If a juristic person shareholder designates two or more representatives to represent it at the Meeting, only one of the representatives so designated may speak on any one motion and they shall exercise their voting right jointly.

### Rule 5

The Meeting shall be held at the head office or manufactory of the Company, or any other appropriate place that is convenient for the shareholders to attend. The time to start the Meeting shall not be earlier than 9:00 a.m. in the morning or later than 3:00 p.m. in the afternoon.

### Rule 6

The Chairman of the Board shall be the chairman presiding at the Meeting convened by the Board Meeting. In case the Chairman is on leave of absence or can't not exercising his/her power, the Chairman shall designate one of the Directors of Board to act in lieu of him/her. If there is no such designation, the Directors of Board shall elect one from among themselves to act in lieu of the chairman in the Meeting.

In the case that the Meeting is called by any other person with convening power than the Board Meeting, the convener shall preside at that Meeting. If there are two or more conveners, the conveners shall elect the chairman from among themselves.

### Rule 7

When it is time to convene a shareholders meeting, the chairman shall immediately convene the meeting. But chairman may postpone the Meeting if the shareholders present do not

represent a majority of the total amount of issued shares. However, the postponement shall be limited to two times, and the total time postponed shall not exceed one hour. If the Meeting has been postponed for two times, but the shareholders present still do not represent a majority of the total amount of issued shares, a tentative resolution may be adopted in accordance with Paragraph 1 of Article 175 of the “Company Law” by shareholders representing one-third of the total amount of issued shares. In case some motions specified in the “Company Act”, should be proceeded under the relevant provisions if the “Company Act”.

Before the close of the Meeting if the shareholders present represent a majority of the total amount of issued shares, the chairman may present the adopted tentative resolution to the Meeting for resolution in accordance with the provisions of Article 174 of the “Company Act”.

#### Rule 8

If a Meeting is called by the Board Meeting, the proceedings of the meeting shall be formulated by the Board Meeting, and the Meeting shall be proceeded with in accordance with the setting proceedings. The proceedings shall not be changed without a resolution made by the Meeting.

If a Meeting shall be called by any other convener than the board of directors, the preceding provisions shall apply mutatis mutandis to the said meeting.

The chairman shall not adjourn a meeting without resolution adopted by shareholders if the motions (including extraordinary motions) covered in the proceedings so arranged in the above two Paragraphs shall not have been resolved. However, if the Meeting can't be proceeding in order, the chairman shall adjourn the Meeting with the resolution adopted by shareholders.

After close of the Meeting, shareholders shall not elect another chairman to hold another meeting at the same place or at any other place. However, in the event that the Chairman adjourns the Meeting in violation of these Rules, the shareholders may designate one person as chairman to continue the Meeting by a majority of votes represented by shareholders attending the Meeting.

#### Rule 9

If the shareholder proposes to count the present shareholders during the Meeting, the chairman shall unnecessarily entertain the proposal immediately. The resolution shall be deemed adopted and shall have the same effect if the present shareholders at the time in the Meeting represent the amount required by the relevant laws and regulations.

#### Rule 10

A shareholder wishing to speak in the Meeting shall first fill out a slip specifying therein the major points of his/her speech, the serial number of attendance passes, and his/her name, and the chairman shall determine the order of giving a speech. A shareholder, who submits his slip for a speech but does not speak in person, shall be considered as not having given a speech. If the contents of his/her speech shall be different from those specified on the slip, the contents of his/her speech in person shall prevail. The speech and voting of proxy representative of the shareholder shall prevail in the Meeting, which the Company shall have no obligation to check content and restrictions of the letter of authority.

#### Rule 11

The shareholder, who shall speak regarding the Report Items formulated on the Meeting

agenda, shall speak after chairman or the assigned person by chairman completes the report announcement. A shareholder shall not speak more than two times and each speech shall not exceed 5 minutes which can be extended once with chairman's permission.

The preceding provisions regarding speech shall apply mutatis mutandis to the shareholder, who shall speak regarding the acknowledgements, proposals and discussions on the formulated on the agenda, and proposed extemporary Motions during the Meeting.

The preceding provisions regarding speech shall apply mutatis mutandis to the shareholder who shall speak during the discussion in Extemporary Motions Section on agenda.

If a shareholder violates the above provisions or his speech exceeds the scope of the motion, the chairman may prevent him from doing so.

When a shareholder is giving a speech, the other shareholders shall not interrupt unless they have obtained the prior consent from the chairman and the said shareholder, and the chairman may prevent others from interrupting.

#### Rule 12

After a shareholder has given a speech, the chairman may personally or designate relevant person to respond.

#### Rule 13

The Meeting shall discuss and vote just for proposals or motions. The Chairman may announce discontinuance of the discussion and submit the motion for resolution. If the Chairman decide and announce to resolve the motion by the casting of ballots, the shareholders shall vote for several motions at meantime while the voting ballots shall be calculated separately.

#### Rule 14

The resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voiced after solicitation by the chairman. If there is amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment or the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.

#### Rule 15

Unless otherwise specifically provided for in the "Company Act" or the "Articles of Incorporation" of the Company, resolutions shall be adopted by a majority vote at the Meeting attended by the shareholders.

#### Rule 16

The provided persons for supervising the casting of votes and the counting thereof for resolutions shall be designated by the chairman; meanwhile, the person supervising the casting of votes shall be a shareholder. The results of resolution shall be announced right away in the Meeting, and recorded in the meeting minutes.

#### Rule 17

The Company may designate its lawyer, certified public accountant or other relevant persons to attend the Meeting.

Those handling the business of the Meeting shall wear an identification card or a badge.

#### Rule 18

The Company shall record with an audio or video tape the whole proceedings of the Meeting, and shall keep the said video tape or audio tape for at least one year.

Rule19:

The chairman may direct disciplinary personnel or security personnel to maintain the order of the Meeting. For doing so they shall wear a badge bearing the words of "disciplinary personnel".

Shareholders attending the Meeting shall follow the instructions to maintain order from the chairman, disciplinary personnel and security personnel.

If the shareholder keeps disturbing the Meeting against the instruction to maintain order, the chairman and security shall banish this trouble shareholder.

Rule 20

During the proceedings of a Meeting, the chairman may announce for a break for appropriate time.

Rule 21

In regard to all matters not provided in these Rules, the "Company Act" and other related regulations shall govern.

Rule 22

These Rules shall be effective upon the approval of the Shareholders' Meeting. The same applies in case of revision.