

**Articles of Incorporation of
Sunplus Technology Company Limited**
(Translation in English, Original in Chinese)

Chapter I General Provisions

Article 1

The Company shall be incorporated, as a company limited by shares, under the “Company Act” in Republic of China, and its name shall be “凌陽科技股份有限公司” in the Chinese, as well as “Sunplus Technology Company Limited” in English.

Article 2

The scope of business of the Company shall be as follow:

- (1) Research &Development, Manufacturing, Testing, Selling of Integrated Circuits (ICs)
- (2) Research &Development, Manufacturing, Testing, Selling of IC Module
- (3) Research &Development, Selling of Application Software
- (4) R&D, Selling of Intellectual Properties (IPs)
- (5) Trading and Agency Business of ICs
- (6) CC01080 Manufacturing of Electronic Components
- (7) I501010 Product Designing
- (8) F401010 International Trading
- (9) I301010 Information Software Design Services
- (10) I301020 Information Data Processing Services

Article 3

The Company has been headquartered in Hsinchu Science Park, Republic of China. If necessary for business operations, the Company shall set up representatives and branch offices within and without the territory of the Republic of China upon the approval of Board Meeting and the authorities in charge.

Article 4

Public announcements of the Company shall be made in accordance with the Article 28 of “Company Act”.

Chapter II Capital Stock

Article 5

The total capital stock of the Company shall be in the amount of NT\$12,000,000,000 divided into 1,200,000,000 shares at a par value of NT\$10 per share, (among the above total capital stock, there 80,000,000 shares are served for issuing share subscription warrants, preferred shares with warrants or corporate bonds with warrants) and may be paid-up in installments.

The Board Meeting is authorized to repurchase the Company’s shares according to the related regulations.

Article 5-1 (Deleted)

Article 5-2

The Company shall issue the large face-value share certificates for replacement due to mergers per the request of the custodian agency Taiwan Depository & Clearing Corporation.

Article 6

The Company's share certificates shall be affixed with the seals or by the signature of a least three Board Directors of the Company, and issued after certifying by the certification institution. According to Article 162-2 of the "Company Act" in Republic of China, the Company may issue shares without printing share certificates after registering by the centralized securities depository enterprise.

Article 7

The Company shall handle the shareholder services in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" of the Republic of China and the amendment of the related laws and regulations accordingly.

Article 8 (Deleted)**Article 9 (Deleted)****Article 10 (Deleted)****Article 11**

Registration for transfer of shares shall be suspended for 60 days before holding the general shareholders' meeting; 30 days before holding any extraordinary shareholders' meeting, or 5 days before the record date for the distribution of dividend, bonus, or any other benefit as scheduled by the Company.

Chapter III Shareholders' Meeting**Article 12**

The shareholders' meetings of the Company are two types including the general shareholders' meetings and extraordinary shareholders' meetings. The Board Meeting shall convene the general meeting shall be held once a year within 6 months after the close of each fiscal year. The extraordinary meeting shall be convened whenever necessarily in accordance with the relevant laws and regulations. The shareholders' meeting shall be conducted in accordance with the "Convention Rules of Shareholders' Meeting" of the Company.

The notices for convening the shareholders' meeting shall be sent to all shareholders at least 30 days before the general meetings and 15 days before the extraordinary meetings.

Article 13

If a shareholder cannot attend the shareholders' meeting in person, he/she may appoint a representative by giving the authorized proxy form printed by the Company in accordance with Article 177 of "Company Act" and "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" of the Republic of China.

Article 14

The Chairman of Board shall preside at the shareholders' meeting. In case the Chairman is on leave of absence, 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 shareholders' meeting.

Article 15

Except in the circumstances without voting power set forth in Article 179 of "Company Act", a shareholder shall have one voting power in respect of each share in its possession.

Article 16

Except as provided in the "Company Act", the resolutions shall be adopted by majority of the votes at the shareholders' meeting attended by shareholders representing more than half of the total issued outstanding capital stock of the Company. When convening the shareholders meeting, the voting power at a shareholders' meeting may be exercised by way of electronic transmission. A shareholder who exercises his/her/its voting power at a shareholders meeting by way of electronic transmission as set forth in the preceding Paragraph shall be deemed to have attended the said shareholders' meeting in person. In regard to voting by electronic transmission, the related regulations shall govern.

Article 17

Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the Chairman of the meeting and the minutes of the meeting shall be distributed to all shareholders within 20 days after the close of the meeting. The distribution of the minutes of shareholders' meeting to the shareholders shall follow the governing rules of "Company Act". The Company should record the minutes of meeting, as well as keep the minutes of meeting, the attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies for assigned life period, under the governing rules in Article 183 of "Company Act".

Chapter IV Directors of the Board

Article 18

The Company shall have six to nine Directors of Board, which the elections of both directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act, in regard to all matters executing the election, the "Company Act" and "Securities and Exchange Act" or other related regulations of the Republic of China shall govern. The exactly persons of Directors are determined by the Board Meeting. The Directors shall be elected by the shareholders' meeting from among the nominees listed in the roster of candidates. The term of office for the Directors are three years and may be eligible for re-election. When a juristic person shareholder is elected as the Director, the juristic person shareholder may appoint the representatives alternatively anytime during the term of office. According to the related regulations and upon the resolution of Board Meeting, the Company may purchase liability insurance for Directors from exercising their duties to reduce the risk of being instituted legal proceedings by shareholders or related parties.

Among the Directors of Board, there must be two to three Independent Directors. The candidate nomination system is adopted for election of the Independent Directors, and the shareholders' meeting shall elect the Independent Directors from among the nominees listed in the roster candidates of Independent Directors. The Company shall follow the governing regulations and rules regarding the professional qualifications, restrictions on shareholdings, concurrent positions held, method of nomination, and other matters for compliance with respect to Independent Directors prescribed by the Competent Authority.

The Company shall establish an audit committee pursuant to Articles 14-4 of "Securities and Exchange Act". The audit committee shall be composed of the entire number of independent directors. Regulations governing exercise by the audit committee and its independent director members of the powers and related matters shall be prescribed by the Board Meeting in accordance with the related regulations.

Article 18-1

Remunerations for the Directors exercising their duties shall be decided by the Board Meeting at a normal rate adopted by the peer companies. If the Company makes profits in the fiscal year, the Company may pay extra bonus from profit distribution to the Directors and Supervisors according to the Article of Incorporation.

Article 19

When either the number of vacancies in the Board of Directors of the Company equals to one third of the total number of Directors discharge from their position, the Board Meeting shall call, within 60 days, the shareholders' meeting to elect succeeding Directors and Supervisors to fill the vacancies and term of office.

Article 20

In case no election of new Directors is effected after expiration of the term of office of existing Directors, the term of office of out-going Directors shall be extended until new Directors have been elected and assumed their office, except there is any other regulation prescribed in "Company Act".

Article 21

The Board Meeting shall be organized by Directors, while the Chairman of the Board shall be elected from among the Directors by a majority in a meeting attended by over two-thirds of the Directors. The Board Meeting shall conduct the Company business in accordance with related laws, the Articles of Incorporation of the Company, and the resolutions adopted at the shareholders' meetings and Board Meeting.

Article 22

The operational policy and other material matters of the Company shall be decided by the Board Meeting. The Board Meetings shall be convened by the Chairman of the Board, except for the first meeting of each term of office, which shall be convened under the governing rules in Article 203 of "Company Act". When the Chairman of the Board is unable to exercise the powers, he/she may appoint one of the Directors to act as the chairman. If no such appointment, the Directors shall elect one chairman from among themselves. The Board Director may authorize another Director as the representative to present on his/her behalf and exercise the voting power in the

Board Meeting by signing the written proxy form. But one Director shall serve as the proxy for another Director only at each meeting.

Article 22-1

To convene a board meeting, a meeting notice which specifies the purposes of meeting shall be sent to the Directors no later than 7 days before the scheduled date. In case of emergency, the Board Meeting may be convened at any time.

The notice to convene Board Meeting shall be letter in either writing or email and fax.

Article 23

The proceedings of the Board Meeting shall be recorded as the minutes of meeting, which shall be affixed with the signature or seal of the chairman of the meeting and distributed to all Directors within 20 days after the close of the Board Meeting. The distribution of the minutes of Board meeting shall follow the governing rules of "Company Act". The Company should follow the governing rules in Article 207 of "Company Act" to record the minutes of meeting, as well as to keep the minutes of meeting, the attendance list bearing the signatures of Directors present at the meeting and the powers of attorney of the proxies for assigned life period.

Article 24(Deleted)

Charppter V Manager and Executives

Article 25

The Company may have several managers, whose appointment and discharge shall be decided by a resolution of a majority vote in the Board Meeting which attended by majority of the entire Directors. Meanwhile, the remuneration of the managers shall be decided in accordance with the following provisions provided in Article 29 of "Company Act".

Article 25-1

According to the related regulations and upon the resolution of Board Meeting, the Company may purchase liability insurance for the managers from exercising their duties to reduce the risk of being instituted legal proceedings by shareholders or related parties.

Article 26

The Company may hire the executives after the approval of Board Meeting according to Article 25 of Article of Incorporation of the Company.

Article 27 (Deleted)

Charppter VI Financial Reports

Article 28

At the close of each fiscal year, the Board Meeting of the Company shall prepare the following statements submitting to shareholders meeting for approval,: (1) business report; (2) financial statements; (3) proposal of the earnings distribution or loss off-setting; and (4) other required statements in accordance with the rules prescribed by the central competent authority.

Article 28-1

If the company makes profits in the fiscal financial year, at least 1% of the balance profits shall

be allocated as bonus to employees and less than 1.5 % of the balance profits shall be allocated as bonus to the Directors. If there is accumulated deficit (including adjusted un-distributed earnings), the profits has to be allocated to offset first. The Company may issue stock bonuses to employees of the company and the affiliated companies meeting the conditions set by the Board Meeting. The compensation to the director of board is limited to cash bonus. The issue of bonus to employee and board of directors shall be determined by the board meeting and report to the annual shareholders' meeting.

Article 29

When allocating the net profits of each fiscal year, the Company should pay the taxes and make up the losses in previous years; and then shall set aside 10% of the rest after paying tax and making up loss as a legal capital reserve until the accumulated legal capital reserve has equaled the total capital of the Company; and then set aside the special capital reserve in accordance with relevant regulations by the competent authorities. After legal and special capital reservations, the total remaining earnings after considering the retained earnings from previous years available will be allocated for distributing dividends, the Board of directors shall propose the distribution for approval of shareholders meeting. However, the Company can adjust the actual ratio of cash dividend and profit allocation because of profitability and cash flow. The cash dividends shall be at least 10% among the total dividends paid/distributed, but the Company could give up distributing cash dividend if the cash dividend is less than NT\$0.5 per share.

If there is any deduction from shareholder equity accumulated in prior year, or the net profit is not enough to offset the deduction from shareholder equity occurred in the same fiscal year, the Company should set aside the equivalent special reserve from the un-appropriated prior years' earnings to make up the deduction before distributing the profit.

Article 30

The organization and the other procedures of business operation of the Company shall be subscribed and determined by the Board Meeting additionally.

Article 31

The Company may make endorsements, guarantees and loans to other parties if necessary for business purposes by following the governing procedures approved by Board Meeting according to the related rules.

Article 31-1

When the Company becomes a shareholder of the limited liability in other companies, the total amount of the investment in such other companies may not be limited to 40% of total paid-in capital of the Company provided in Article 13 of "Company Act"

Article 32

In regard to all matters not provided in these Articles of Incorporation, the "Company Act" of the Republic of China or other related regulations shall govern.

Article 33

These Articles of Incorporation were enacted on July 30th, 1990

The 1st Amendment was on August 7th, 1990.
The 2nd Amendment was on February 7th, 1992.
The 3rd Amendment was on June 12th, 1993.
The 4th Amendment was on July 30th, 1994.
The 5th Amendment was on September 28th, 1994.
The 6th Amendment was on June 14th, 1995.
The 7th Amendment was on May 25th, 1996.
The 8th Amendment was on May 31st, 1997.
The 9th Amendment was on November 20th, 1997.
The 10th Amendment was on April 30th, 1998.
The 11th Amendment was on June 7th, 1999.
The 12th Amendment was on July 28th, 1999.
The 13th Amendment was on May 19th, 2000.
The 14th Amendment was on June 12th, 2001.
The 15th Amendment was on May 17th, 2002.
The 16th Amendment was on May 6th, 2003.
The 17th Amendment was on June 1st, 2004.
The 18th Amendment was on June 13th, 2005.
The 19th Amendment was on June 9th, 2006.
The 20th Amendment was on June 15th, 2007.
The 21st Amendment was on June 13th, 2008.
The 22nd Amendment was on June 10th, 2011.
The 23rd Amendment was on June 18th, 2012.
The 24th Amendment was on June 11th, 2014.
The 25th Amendment was on June 12th, 2015.
The 26th Amendment was on June 13th, 2016.