

- 一、 The 2019 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 10, 2019. The agenda for the meeting is as follows:
 - I. Report items: 1. 2018 Business Report. 2. Audit Committee's Review Report on the Financial Statements. 3. Report on 2018 remuneration to directors and employees' compensation.
 - II. Proposals: (1) Adoption of the 2018 Business Report and Financial Statements. (2) Adoption of the Proposal for Distribution of 2018 Profits.
 - III. Discussion items: (1) Adoption of Additional Paid in Capital for Cash dividend distribution. (2) Amendments to the Company's "Acquisition or Disposition of Asset Processing Procedures". (3) The company's "endorsement guarantee operation procedures" amendment. (4) Amendments to the Company's "Measures for Funds and Others". (5) The lifting of the director of Business strife limitation.
 - 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\$213,118,171 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\$0.36 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 10, 2019. 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 11 May, 2019 to 07 June, 2019. 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.