

**Sunplus Technology Co., Ltd.**  
**2021 Annual General Shareholders' Meeting**  
**Meeting Proceeding**

- I. Time: 9:00a.m., July 20, 2021 (Tuesday)
- II. Place: Darwin 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: 309,680,787 shares of shares represented by attendance and delegates (including 78,417,439 shares of electronic voting shares ) are 52.62% 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 Mei-Chen Tsai.
- VII. Director Global View Co., Ltd Wei-ren Shu
- VIII. Audit Committee Convener Che-Ho Wei
- IX. Independent Director Tse-Jen Huang
- X. REPORT ITEMS

**(1) 2020 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) Remuneration to Directors and Employee Bonus in 2020**

**Explanatory Notes:**

- (1) According to the Company's "Payroll Committee Rules" and "Articles of Association" provisions.
- (2) 2020 The BOD proposed NT\$3,316,811 for employee compensation and NT\$4,975,216 for Board of directors, all paid in cash.

**(4) 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.

## RECOGNITION ITEMS

### (1) To Accept 2020 Business Report and Financial Statements

(Proposed by the Board of Directors)

#### Explanatory Notes:

1. Sunplus' 2020 Financial Statements were audited by independent auditors of Deloitte & Touche and the Company's audit committee and approved by Board Meeting on 2021/03/29.
2. The 2020 Business Report, the Independent Auditors' Report and Financial Statements are attached hereto as ANNEX 1 and ANNEX4 to 13.

#### Resolution:

Explanation of voting results: Approval votes are 289,347,157 rights (including electronic voting rights ). Disapproval votes are 83,976 rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are 20,249,654 rights (All exercised by electronic vote). Approval votes are 93.43% of the total309,680,787 votes of the attendance shareholders .

### (2) Discussion on the 2020 loss allocation

(Proposed by the Board of Directors)

#### Explanatory Notes:

1. The retained earnings of NT\$182,772 were reduced due to the investment using the equity method, and the remeasurement amount of the confirmed benefit plan was recognized as retained earnings, and the amount of retained earnings increased by NT\$6,845,781. The disposal was accumulated through other comprehensive gains and losses in equity instrument investment measured at fair value. The profit and loss are directly transferred to retained earnings and reduced by NT\$1,171,835, and the initial undistributed surplus in the later adjustment period is NT\$5,491,174.
2. After the company's 2020 net profit after tax, after appropriating the statutory surplus reserve of NT\$32,889,399 and the special surplus reserve of NT\$15,110,925 in accordance with the law, it plans to distribute cash for ordinary shares with the surplus available for distribution for the year 2020 The dividend per share is NT\$0.5255, which amounts to NT\$311,093,330. Cash dividends are paid up to NT\$ (rounded up below NT\$), and the total amount of the abnormal amount is included in the company's other income. The remaining

undistributed surplus of NT\$22,178 will be retained for distribution in future years.

3. After this case is approved by the shareholders' meeting of this year (2021), it is proposed to authorize the chairman of the board to set a separate payment base date for processing.
4. If the company changes its share capital afterwards, which affects the number of shares outstanding, and consequently changes the shareholder's dividend rate, it is proposed to authorize the chairman of the board to adjust it.

Please refer to Annex 14 of this manual for the surplus distribution table for the year 2020 (see page 44 for details)

**Resolution:**

Explanation of voting results: Approval votes are 290,491,003 rights (including electronic voting rights ). Disapproval votes are 166,131 rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are 19,023,653 rights (All exercised by electronic vote). Approval votes are 93.80% of the total 309,680,787 votes of *the attendance shareholders* .

## DISCUSSION AND ELECTION ITEMS

### **(1) The company's "procedures for obtaining or disposing of assets" amendments are submitted for approval**

(Proposed by the Board of Directors)

#### **Explanatory Notes:**

In order to meet the needs of operation and management, it is proposed to revise the company's "procedures for acquiring or disposing of assets". Please refer to Annex 15 of this manual for the comparison table of revised provisions (see pages 45 to 46 for details), and submit it to the shareholders meeting for approval. Resolution:

Explanation of voting results: Approval votes are 262,903,776 rights (including electronic voting rights ). Disapproval votes are 27,644,277 rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are 19,132,734 rights (All exercised by electronic vote). Approval votes are 84.89% of the total 309,680,787 votes of *the attendance shareholders* .

### **(2) The company's discussion on the cancellation of the stock release restriction on the original shares held by the affiliated company "iCatch Technology Co., Ltd." that adopts the equity method, is submitted for approval**

(Proposed by the Board of Directors)

#### **Explanatory Notes:**

(1) The company passed the following proposal at the extraordinary shareholders meeting on September 12, 2018: The company releases shares and cash from the original shares held by the subsidiary "iCatch Technology Co., Ltd." (hereinafter referred to as "iCatch Company") Transfer of capital increase options to all shareholders of the company. In order to cope with the time schedule of iCatch Company's application for stock listing and to meet the requirements of equity diversification, it is planned to abandon the subscription rights of iCatch Company's cash capital increase and sell the shares of iCatch Company in the following ways:

1. In order to comply with the requirements of applying for listing, the subscription price per share for each subsequent cash increase of iCatch Company shall not be lower than the net value per share of the company's latest financial report verified by an accountant. Investment Co., Ltd. (100% owned subsidiary of the company-hereinafter referred to as Sunplus Venture Capital Co., Ltd.) and Lingxu Investment Co., Ltd. (100% owned subsidiary of the company-hereinafter referred to as Lingxu Investment Company) intend to wholly or partially Relinquish the rights of the original shareholders to subscribe based on their shareholding ratio and transfer the relinquished rights to all shareholders of the company.
2. In the future, if the company disposes part of the shares of iCatch Company at one time or in installments, it will give priority to the shareholders of the company as the transferee. Those who do not subscribe to the shareholders of the company will be beneficial to the future operation and development of iCatch Company.

Investor principle.

(2) Considering that iCatch Company is now an affiliate of the company that adopts the equity method. Although it is not a subsidiary of the company, the company is still the largest shareholder of iCatch Company. Based on the protection of the company's rights and interests, the long-term development considerations of iCatch Company and specific purposes, every time iCatch Company handles capital increase in cash, if the company, Sunplus Venture Capital Company and Lingxu Investment Company intend to abandon all or part of the original shareholders' holdings Proportionally obtain the right to subscribe, or if the company, Sunplus Ventures and Lingxu Investment Co., Ltd. will dispose of part of Sinding's equity at one time or in installments in the future, the disposal method is not limited to cash, share conversion or open market transactions, etc. Shareholders are requested to agree to change the proposal of the interim shareholders meeting on September 12, 2018 and agree to waive the preemptive right to subscribe for the shares of iCatch Company.

(3) The company's future disposal of iCatch Company's equity will be handled in accordance with the company's "procedures for acquiring or disposing of assets", and shall be submitted to the shareholders meeting for approval.

**Resolution:**

Explanation of voting results: Approval votes are **290,166,140** rights (including electronic voting rights ). Disapproval votes are **358,092** rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are **19,156,555** rights (All exercised by electronic vote). Approval votes are 93.69% of the total **309,680,787** votes of **the attendance shareholders** .

**(3) The re-election proposal for the 12th term of the company's directors (including independent directors) is submitted for re-election**

(Proposed by the Board of Directors)

**Explanatory Notes:**

- (1) The tenth term of the company's 11th directors (including independent directors) is three years, from June 11, 2018 to the expiration of June 10, 2021. It is proposed to be a shareholder in 2021 The regular meeting re-elected the 12th directors (including independent directors).
- (2) According to the company's articles of association, the 12th term of directors intends to elect seven directors (including four independent directors), and all newly elected independent directors will form an audit committee.
- (3) The term of office of the twelfth term of directors (including four independent directors) is three years, from June 7, 2021 to June 6, 2024, and they are eligible for re-election. The eleventh term of directors (including independent directors)

will retire from office on June 7, 2021 when the twelfth term of directors is elected.

- (4) In accordance with Article 18 of the company's articles of association, seven directors (including four independent directors) are to be elected for the twelfth term, and the candidate nomination system is adopted. The company's board of directors was held on April 21, 2021 to review the qualifications of directors (including independent directors) candidates. The qualifications of directors (including independent directors) candidates were approved at the meeting. The relevant information is set out as follows:

Serial number	Account numbers	Name	Number of shares held	Main academic (jing) history	Remarks	Reasons for continuing to nominate independent directors for three consecutive terms
1	1	Huang Zhoujie	Master of Electrical Engineering, Tsinghua University, Chairman and CEO of Sunplus Technology Co., Ltd.	Director candidate		Not applicable
2	--	Zhan Wenxiang	National Taiwan University Institute of International Business	Director candidate		Not applicable

			Studies, Chairman and General Manager of Xinding Technology Co., Ltd.			
3	9	GLOBAL VIEW CO., LTD.	Director of Sunplus Technology Co., Ltd.	Director candidate		Not applicable
4	--	Wei Zhehe	Doctor of Electrical Engineering, University of Washington, Seattle, USA Professor, Department of Electronic Engineering, Jiaotong University	Independe nt director candidate		Considering that Mr. Wei Zhehe has corporate governance experience and is familiar with relevant laws and regulations, and possesses the professiona l technical capabilities of the IC design industry, which is obviously

						helpful to Sunplus Technology (Stock), Mr. Wei Zhehe is still nominated as one of the independent director candidates.
5	--	Huang Zeren	Master of Finance, National Taiwan University of Science and Technology, Certified Public Accountant and Director of Shengxin United Certified Public Accountants	Independent director candidate		
6	--	Chen Ruiqi	Bachelor of Law, National Taiwan University / Master of Science (Technology and Digital	Independent director candidate		

			Learning Program), Chiao Tung University, Lawyer of Zhongtian International Law Firm			
7	--	Guo Congling	Master of Computer Engineering, Penn State University, CEO of Jingzhao Innovation Co., Ltd.	Independent director candidate		

Please reselect

Election result :

Elected list

Job title	ID	NAME	Number of votes
director	1	Huang Zhoujie	746,534,712
director	9	GLOBAL VIEW CO., LTD.	529,694,807
director	S121154***	Zhan Wenxiong	515,843,688
Independent director	L101566***	Wei Zhehe	57,260,689
Independent director	N120030***	Huang Zeren	56,897,954
Independent director	Q120043***	Guo Congling	56,833,658
Independent director	E125031***	Chen Ruiqi	56,83,021

**(5)The proposal to lift the restrictions on the competition of the company's new directors is submitted for approval**

(Proposed by the Board of Directors)

**Explanatory Notes:**

(1) According to Article 209 of the Company Law, the directors shall act for themselves or others within the business scope of the company, and shall explain the important content of their actions to the shareholders meeting and obtain the resolutions approved by the shareholders meeting.

(2) The directors of the company may invest in or operate other companies with the same or similar business scope and act as directors or managers due to business needs. It is proposed to lift the restrictions on the prohibition of competition for new directors in the twelfth session. Please refer to Annex 16 of this handbook (see pages 47 to 49 for details) for the list of new directors who have lifted the competition restriction. Submit to the shareholders meeting for approval.

**Resolution:**

Explanation of voting results: Approval votes are 290,045,694 rights (including electronic voting rights ). Disapproval votes are 489,507 rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are 19,145,586 rights (All exercised by electronic vote). Approval votes are 93.65% of the

total 309,680,787 votes of the attendance shareholders .

**TEMPORARY MOTION**

**MEETING ADJOURNED (AM09:40)**