

Sunplus Technology Co., Ltd.
2022 Annual General Shareholders' Meeting
Meeting Proceeding

- I. Time: 9:00a.m., June 08, 2022 (Wednesday)
- 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: 337,761,868 shares of shares represented by attendance and delegates (including 88,664,594 shares of electronic voting shares) are 57.40% 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 CPA Zhengzhi Lin.
- VII. Audit Committee Convener Tse-Jen Huang
- VIII. Independent Director Che-Ho Wei
- IX. Independent Director Chen Ruiqi
- X. REPORT ITEMS

(1) 2021 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 2021

Explanatory Notes:

- (1) According to the Company's "Payroll Committee Rules" and "Articles of Association" provisions.
- (2) 2021 The BOD proposed NT\$12,135,583 for employee compensation and NT\$18,203,374 for Board of directors, all paid in cash.

(4) Renamed and revised the company's "Corporate Social Responsibility Code of Practice" report, please check

Explanatory Notes:

In order to comply with the revision of the law, the company plans to change its name and revise the "Code of Practice for Corporate Social Responsibility" of the company. Please refer to the appendix 3 of this manual for the comparison table of the revised provisions and the changed and revised "Code of Practice for Sustainable Development".

RECOGNITION ITEMS

(1) To Accept 2021 Business Report and Financial Statements

(Proposed by the Board of Directors)

Explanatory Notes:

1. Sunplus' 2021 Financial Statements were audited by independent auditors of Deloitte & Touche and the Company's audit committee and approved by Board Meeting on 2022/03/29.
2. The 2021 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 324,668,248 rights (including electronic voting rights). Disapproval votes are 70,568 rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are 13,023,052 rights (All exercised by electronic vote). Approval votes are 96.12% of the total 337,761,868 votes of the attendance shareholders .

(2) Discussion on the 2021 Profits allocation

(Proposed by the Board of Directors)

Explanatory Notes:

1. Due to the disposal of equity instrument investments measured at fair value through other comprehensive gains and losses, the accumulated gains and losses were directly transferred to retained earnings with an increase of NT\$65,577,250, and the remeasurement of the defined benefit plan was recognized as an increase of NT\$1,188,404 in retained earnings.
2. After the company's 2021 net profit after tax, after appropriating the statutory surplus reserve of NT\$124,955,231 and the special surplus reserve of NT\$21,874,872 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\$1.936, which amounts to NT\$1,146,102,164. 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\$391,958 will be retained for distribution in future years.

3. After this case is approved by the shareholders' meeting of this year (2022), 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.
5. Please refer to Annex 14 of this manual for the surplus distribution table for the year 2021.

Shareholder's speech: Shareholder account number 145664 proposes to distribute the amount of dividend surplus and how to decide.

Reply from the Chairman: The Chairman has responded to the shareholders' questions in person and by designated personnel.

Resolution:

Explanation of voting results: Approval votes are 329,186,879 rights (including electronic voting rights). Disapproval votes are 84,564 rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are 8,490,425 rights (All exercised by electronic vote). Approval votes are 97.46% of the total 337,761,868 votes of *the attendance shareholders* .

DISCUSSION AND ELECTION ITEMS

(1) Handle the case of allocating cash from capital reserve and submit it for approval

(Proposed by the Board of Directors)

Explanatory Notes:

A. The company intends to use the capital reserve of NT\$18,496,431 for the surplus from the issuance of ordinary shares in excess of the par value and the capital reserve for the capital reserve of NT\$19,391,244 from the share capital premium arising from the issuance of shares by the company to acquire the equity or net asset value of other companies due to business mergers. Allocate cash to shareholders, with a total of NT\$37,887,675 in cash, according to the shares held in the shareholder register on the base date of the capital reserve distribution of cash, NT\$0.064 in cash per share, and the distribution will be up to NTD (rounded down below NTD)), and the total amount of abnormal items is included in other income of the company.

B. Once this case has been passed through the resolution of the (2022) annual general meeting of shareholders, it is proposed to authorize the chairman of the board to set a separate allotment base date for handling.

C. If the company subsequently changes the number of outstanding shares due to changes in share capital, and thus changes the shareholder's allotment rate, it is proposed to authorize the chairman to adjust it and submit it to the shareholders' meeting for approval.

Resolution:

Explanation of voting results: Approval votes are 329,166,987 rights (including electronic voting rights). Disapproval votes are 81,857 rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are 8,513,024 rights (All exercised by electronic vote). Approval votes are 97.45% of the total 337,761,868 votes of *the attendance shareholders* .

(2) The amendments to the articles of association of the company are submitted for approval

(Proposed by the Board of Directors)

Explanatory Notes:

In order to meet the operational needs of the company and the revision of laws and regulations, the relevant provisions of the articles of association of the company have been revised. Please refer to Appendix 15 of this manual for the comparison table of revisions (see pages 39 to 40 for details), and submit it to the shareholders' meeting for approval.

Resolution:

Explanation of voting results: Approval votes are 329,185,914 rights (including electronic voting rights). Disapproval votes are 83,937 rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are 8,492,017 rights (All exercised by electronic vote). Approval votes are 97.46% of the total 337,761,868 votes of the attendance shareholders .

(3) Amendments to the "Rules of Procedure for Shareholders' Meetings" of the Company are submitted for approval

(Proposed by the Board of Directors)

Explanatory Notes:

In order to meet the company's operational needs and the revision of laws and regulations, the relevant provisions of the company's "Rules of Procedure for Shareholders' Meetings" have been revised. Please refer to Appendix 16 of this manual for the comparison table of the revised provisions, and submit it to the shareholders' meeting for approval.

Resolution:

Explanation of voting results: Approval votes are 329,192,689 rights (including electronic voting rights). Disapproval votes are 75,887 rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are 8,493,292 rights (All exercised by electronic vote). Approval votes are 97.46% of the total 337,761,868 votes of the attendance shareholders .

(4) The company's "Acquisition or Disposal of Assets Handling Procedures" amendments are submitted for approval

(Proposed by the Board of Directors)

Explanatory Notes:

In order to cooperate with the amendments to the law, the Company intends to revise the "Procedures for the Acquisition or Disposal of Assets". Please refer to the Annex 17 of this manual for the comparison table of the revised provisions (see pages 45 to 50 for details), and submit it to the shareholders' meeting for approval.

Resolution:

Explanation of voting results: Approval votes are **329,137,397** rights (including electronic voting rights). Disapproval votes are **76,070** rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are **8,548,401** rights (All

exercised by electronic vote). Approval votes are **97.44%** of the total **337,761,868** votes of *the attendance shareholders*

(5) The revision of the Company's "Funds Lending to Others" is submitted for approval

(Proposed by the Board of Directors)

Explanatory Notes:

In order to meet the needs of the company's management to cooperate with the revision of laws and regulations, it is proposed to revise the company's "Fund loan and others' operation method", please refer to the annex 18 of this manual (see page 51 for details) for the comparison table of the revised provisions, and submit it to the shareholders' meeting for approval.

Resolution:

Explanation of voting results: Approval votes are **329,112,117**rights (including electronic voting rights). Disapproval votes are **113,372** rights (All exercised by electronic vote). Invalid votes are 0. Abstention votes are **8,536,379** rights (All exercised by electronic vote). Approval votes are **97.43%** of the total **337,761,868** votes of *the attendance shareholders*

(6) The proposal to lift the restriction on non-competition of directors of the company is submitted for approval

(Proposed by the Board of Directors)

Explanatory Notes:

- (1) Pursuant to Article 209 of the Company Act, a director shall act within the scope of business of the company for himself or others, and shall explain the important contents of his act to the shareholders' meeting, and obtain a resolution approved by the shareholders' meeting.
- (2) The director of the company intends to lift the restriction of competition due to the business needs or the investment or operation of other companies with the same or similar business scope as the company's business scope and acts as a director or manager. Please refer to Appendix 19 of this manual for the list of newly added persons who have concurrently held positions in other companies (see page 52 for details). Submit to the shareholders meeting for approval.

Resolution:

Explanation of voting results: Approval votes are **325,576,875**rights (including electronic voting rights). Disapproval votes are **3,632,105** rights (All exercised by

electronic vote). Invalid votes are 0. Abstention votes are **8,552,888** rights (All exercised by electronic vote). Approval votes are 96.39% of the total **337,761,868** votes of ***the attendance shareholders***

TEMPORARY MOTION

SHAREHOLDER'S SPEECH: SHAREHOLDER ACCOUNT NUMBER 145664 PUT FORWARD HIS PERSONAL VIEWS ON LINGYANG'S PREVIOUS INVESTMENT CASES, FINANCIAL STATEMENTS AND THE PROCESS OF HOLDING REGULAR SHAREHOLDERS' MEETINGS.

MEETING ADJOURNED (AM09:45)