

Stock Code: 6415



Silergy Corp.

**2017 Annual Shareholders' Meeting
Meeting Agenda
(Translation)**

June 2, 2017

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I. Meeting Procedure

Silergy Corp. 2017 Annual Shareholders' Meeting Procedure

1. Call Meeting to Order
2. Chairman's Address
3. Report Items
4. Recognition and Discussion Items
5. Extraordinary Motions
6. Meeting Adjournment

II. Meeting Agenda

Silergy Corp. 2017 Shareholders' Meeting Agenda

Time: 9:00 a.m., June 2, 2017 (Friday)

Venue: No. 631, Zhongzheng Rd., Zhonghe Dist., New Taipei City (3rd Floor Meeting Room, Four Points by Sheraton Taipei)

Attendants: All shareholders or their proxy holders

Chair: Wei Chen, Chairman

1. Call Meeting to Order
2. Chairman's Address
3. Report Items
 - (1) To report the business of 2016
 - (2) Audit Committee's Review Report
 - (3) To report 2016 employees' and directors' remunerations
 - (4) To report the issuance of Euro Convertible Bonds in 2016
4. Recognition and Discussion Items
 - (1) To accept 2016 Business Report and Consolidated Financial Statements
 - (2) To accept the proposal for 2016 Earnings
 - (3) To revise the "Articles of Association"
 - (4) To revise the "Handling Procedures for Acquisition and Disposal of Assets"
 - (5) To approve the Issuance of New Employee Restricted

Shares

5. Extraordinary Motions

6. Meeting Adjournment

Report Items

1. To report the business of 2016

Explanation: Please refer to Attachment 1.

2. Audit Committee's Review Report

Explanation: Please refer to Attachment 2.

3. To report 2016 employees' and directors' remunerations

Explanation: Distribution of NT\$143,259,916 and NT\$3,600,000 in cash as remunerations to employees and directors, respectively, have been approved by the meeting of the Board of directors held on March 15, 2017.

4. To report the issuance of Euro Convertible Bonds in 2016

Explanation: To repay bank loans and for the Company's operational needs, on March 11, 2016, the Board has resolved to issue a total of US\$125 million in Euro convertible bonds. The above euro convertible bonds have been approved on June 27, 2016, with Approval No. 1050022019 by the FSC, and the issuance has been completed on August 4, 2016.

Recognition and Discussion Items

Proposal 1 (Proposed by the Board of Directors)

Purpose: To accept 2016 Business Report and Consolidated Financial Statements.

Explanation:

1. The 2016 Consolidated Financial Statements were audited by the independent auditors, Jian Ming-Yan and Wei Liang-Fa of Deloitte & Touche.
2. For the 2016 Business Report, Independent Auditors' Report, and the 2016 consolidated Financial Statements, please refer to Attachments 1 and 3.

Resolution:

Proposal 2 (Proposed by the Board of Directors)

Purpose: To accept the proposal for 2016 Earnings.

Explanation:

1. The proposed distribution is allocated from the 2016 earnings available for distribution. The cash dividends for common shares will be distributed a total of NT\$420,115,785, in which each common share holder will be entitled to receive a cash dividend of NT\$5 per share. If the dividend distribution ratio is adjusted due to change of the Company's total number of outstanding common shares it is proposed that the Chairman of Board of Directors is authorized to adjust the ratio of dividend to be distributed to each common share based on the total amount approved by the 2016 Annual General Shareholders' Meeting to be distributed and the number of actual common shares outstanding on the record date for distribution.
2. For the Proposal for 2016 Earnings Distribution, please refer to Attachment 4.

Resolution:

Proposal 3 (Proposed by the Board of Directors)

Purpose: To revise the "Articles of Association".

Explanation:

1. To meet the Company's operation needs, it is proposed to revise the Articles of Association.
2. Please refer to Attachment 5 for the comparison table for "Articles of Association" before and after the Amendments.

Resolution:

Proposal 4 (Proposed by the Board of Directors)

Purpose: To revise the "Handling Procedures for Acquisition and Disposal of Assets".

Explanation:

1. According to the amendments to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and the Company's actual needs, it is proposed to revise the "Handling Procedures for Acquisition and Disposal of Assets".
2. Please refer to Attachment 6 for the comparison table for "Handling Procedures for Acquisition and Disposal of Assets" before and after the Amendments.

Resolution:

Proposal 5 (Proposed by the Board of Directors)

Purpose: To approve the Issuance of New Employee Restricted Shares.

Explanation:

1. To attract and retain professionals needed by the Company, incentive employees and augment the employees' loyalty to jointly create the interest of the Company and its shareholders, it is hereby proposed that the shareholders' meeting to resolve 2017 New Employee Restricted Shares Plan and to issue the new employee restricted shares accordingly.
2. Below are the total amounts to be issued and the conditions for their issuance:
 - (1) The total amount to be issued is NT\$3,000,000, with the face value of NT\$10 for each share. A total of 300,000 shares will be issued. The restricted shares shall be issued at NT\$ 0 per share in common shares.
 - (2) The employees who qualify for the employee restricted shares will be full-time employees of the Company and its domestic and foreign subsidiaries are eligible participants of this Plan. As long as an eligible employee being granted the Restricted Shares has been employed by the Company or its subsidiaries for six (6) months since the Grant Date, all Restricted Shares granted to him/her on the Grant Date shall be vested after the expiration of six (6) months from the Grant Date. The actual number of distributable restricted shares to employees will take the following factors into consideration: work performance, overall contribution, special contribution, pay grade and/or years of experience. The Chairman will approve of the restricted shares and submit to the Board for approval. The number of restricted shares that each individual employee can be awarded with will follow the regulations from Article 60-9 in the Regulations Governing the Offering and Issuance of Securities by Securities Issuers.
 - (3) The employees holding unvested Restricted Shares are entitled to the rights to participate in stock dividends distribution but are not entitled to the rights to participate in cash dividends distribution, the preemptive rights to subscribe for new shares issued for capital increase and the rights to vote.
3. Amounts that can be monetized, dilution to the Company's EPS and other possible impacts on shareholders' interests:

- (1) The 300,000 new employee restricted shares to be issued are calculated on the basis of the market value of NT\$509 per share as of March 14, 2017. The Company estimates that possible monetization value is approximately NT\$152,700,000.
- (2) Based on the 84,023,000 issued shares outstanding and the criteria for acceptance at the time of the Board's decision-making, the dilution effect on the Company's annual EPS is approximately NT\$1.82 per share.
4. Please refer to Attachment 7 for 2017 Employee Restricted Shares Plan. It is proposed for the shareholders meeting to authorize the Board full rights to handle relevant matters and to apply to the governing institution for all shares at one time or in batches. If relevant legal regulations shall change or the governing institution's directives shall change in the future, it is also proposed for the Board to receive all rights to handle accordingly.

Resolution:

Extraordinary Motions

Meeting Adjournment

Attachment 1

Business Report

With the rapid changes in the global industry, the competition between companies has turned from relatively simple enhancements in speed, quality, technology, flexibility, and manufacturing costs, to the planning and management of global platforms and industry resource integration. In recent years, battery management has consistently been a competitive market in the semiconductor sector, and battery management IC is a key component for all electronic products. As environmental conservation and energy conservation increasingly become prominent issues, energy-conserving technology has also become one of the most important developmental topics in recent years, and energy management IC has played a crucial role in this topic. The demand for low-energy consumption and ultra-low quiescent current consumption are also important global requirements for green conception, as well as eco-friendliness and low energy waste. Moreover, battery management IC also has to consider future environmental regulations; hence, compliance with environmentally friendly and green energy will be important targets for battery management IC design. The Company will continue to cultivate the battery management IC industry and strive toward strategic, globalized planning to better implement the Company's long-term objectives and to strengthen our overall global competitiveness. At the same time, we also hope to create more value for our shareholders.

In order to continually to grow revenue, the Company has expanded our operational scale in 2016. Our operations have continued to grow and to innovate, and reaching new historical heights in revenue. Our 2016 consolidated revenue from operations have been NT\$7,138,903,000, showing a 51.86 percent year-over-year increase over the NT\$4,700,981,000 from the previous year. Our operating income has been NT\$1,440,826,000, showing a year-over-year increase of NT\$265,649,000, an approximately 22.61 percent increase from the NT\$1,175,177,000 in 2015. The primary reasons have been steady growth in each production line while continuing to launch new products, which also included M&A with new products such as smart grid.

In 2016, the total operating expenses was NT\$1,962,295,000, showing a

NT\$765,594,000, or approximately 63.98 percent year-over-year increase from the NT\$1,196,701,000 in 2015. The primary reasons for this growth are the Company's continued growth and the human resources, relevant R&D and sales-related expenses that have increased accordingly. In 2016, the Company acquired the smart grid and energy supervision business from Maxim Integrated, as well as the LED lighting business from NXP Semiconductors. The costs in 2016 have risen from the previous year due to expenses from M&A, salaries for new employees, and establishing new locations, on top of amortization of intangible asset from the M&A. But excluding the above non-cash items, the expense ratio for cash items for 2016 have maintained similar rates to that of 2015.

The after-tax net income has been NT\$1,469,656,000 and the net profit margin has been 21.59 percent. Based on the calculation of ending capital of approximately NT\$840,231,000, the basic EPS is approximately NT\$18.72.

The four main categories of end-user application products have all maintained steady growth. We have maintained stable growth in existing product markets, as well as proactively developed new product lines to increase the momentum for revenue growth. Currently, the Company's primary product lines include DCDC, battery management IC, ACDC, PMU, LED lighting, LED backlight drivers, solid-state relay, ESD protective equipment, and smart grid IC and more, boasting of a variety of applications and more than 1,000 products. Our primary markets are mainland China, Taiwan, and Korea. In 2016, consumer products have accounted for approximately 42 percent of overall revenue, industrial products accounted for 39 percent, computer products for 14 percent, and communication products made up for approximately 5 percent.

Looking into 2017, the Company will continue to undertake effective integration and the R&D of innovative applications, to implement product-oriented design in practice, and to continuously update the product specs of existing end-user application products and to develop new product lines. In the future, the Company will also continue to adopt the virtual IDM model and to offer long-term technological competitiveness through our unique production processes, and to dedicate ourselves to more advanced technical innovations in order to strengthen our technical competitiveness. We will continue to update our products, innovate pioneering technology, and develop analog IC products that

are more efficient, smaller, and require less peripheral components in order to conserve energy and create smarter products. We will enhance motion detection and smart functions in our products to offer more comprehensive and value-added product applications and technical services for our customers. To strengthen our technical competitive edge in our core competency, we will look to offer more high-functional and diversified application solutions to the end-user market. And continue to create mutual growth for clients, shareholders, and employees.

Chairman: Wei Chen

Manager: Wei Chen

Accounting Manager: Kuan-Chen Pan

Attachment 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's Business Report, Consolidated Financial Statements, and Earnings Distribution Proposal for the year of 2016. Jian Ming-Yan and Wei Liang-Fa, Certified Public Accountants of Deloitte & Touche, have audited the Financial Statements. The 2016 Business Report, Consolidated Financial Statements, and Earnings Distribution Proposal have been reviewed and determined to be correct and accurate by the Audit Committee of Silergy Corp. We hereby submit this report according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Silergy Corp.

Chair of the Audit Committee: Shun-Hsiung Ko

March 15, 2017

Attachment 4

Silergy Corp.

2015 Earnings Distribution Proposal

NT\$

Unappropriated retained earnings of previous years	1,862,644,075
Confirming benefit plan and adjusting retained earning	(17,752)
Retained earnings after adjustment	1,862,626,323
Current period net income	1,469,656,054
10% provisioned as legal reserve	(146,965,605)
Earnings in 2016 Available for Distribution	1,322,690,449
Retained Earnings Available for Distribution as of December 31, 2016	3,185,316,772
Distributable Items	
Cash Dividend	(420,115,785)
Unappropriated retained earnings	2,765,200,987

Attachment 5

Comparison Table for "Articles of Association" before and after the Amendments

Number of Article	Before amendment	After amendment	Reason of amendment
79	For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall adopt a candidate nomination mechanism for the purpose of the appointment of Independent Directors in accordance with the Applicable Listing Rules. The rules and procedures for such candidate nomination shall be in accordance with policies approved by the Directors and by an Ordinary Resolution from time to time, which policies shall be in accordance with the Law, these Articles and the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Guidelines Governing Election of Directors.	For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall adopt a candidate nomination mechanism for the purpose of the appointment of Independent Directors in accordance with the Applicable Listing Rules. The rules and procedures for such candidate nomination shall be in accordance with policies approved by the Directors and by an Ordinary Resolution from time to time, which policies shall be in accordance with the Law, these Articles and the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Guidelines Governing Election of Directors.	To comply with the amendments of law and regulation
139	Subject to the Applicable Listing Rules and the Law, the Company may, with the authority of a Supermajority Resolution: ... (d) generally do all acts and things required to give effect to any of the actions contemplated by these Articles.	Subject to the Applicable Listing Rules and the Law, the Company may, with the authority of a Supermajority Resolution: ... (d) generally do all acts and things required to give effect to any of the actions contemplated by <u>this Article 139</u> these Articles .	To comply with the amendments of law and regulation
140	TENDER OFFER For so long as the Shares of the Company are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, within ten (10) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Listing Rules, the Board of the Directors shall resolve to recommend to the Shareholders whether to accept or refuse the tender offer and make a public announcement of the following: (a)The types and amount of the Shares held by the Directors and the Shareholders	<u>PUBLIC TENDER OFFER</u> For so long as the Shares of the Company are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, <u>any public tender offer of the Shares of the Company shall be subject to the Applicable Listing Rules, including but not limited to the "Regulations Governing the Public Tender Offer of Shares of Public Companies"</u> subject to the Applicable Listing Rules, within ten (10) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Listing Rules, the Board of the Directors shall resolve to recommend to the	To comply with the amendments of law and regulation

	<p>holding more than ten percent (10%) of the outstanding Shares held in its own name or in the name of other persons.</p> <p>(b) Recommendations to the Shareholders on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.</p> <p>(c) Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.</p> <p>(d) The types, numbers and amount of the shares of the tender offer or its affiliates held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in its own name or in the name of other persons.</p>	<p>Shareholders whether to accept or refuse the tender offer and make a public announcement of the following:</p> <p>(a) The types and amount of the Shares held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in its own name or in the name of other persons.</p> <p>(b) Recommendations to the Shareholders on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.</p> <p>(c) Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.</p> <p>(d) The types, numbers and amount of the shares of the tender offer or its affiliates held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in its own name or in the name of other persons.</p>	
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Attachment 7

Silergy Corp. (the “Company”) 2017 New Employee-Restricted Shares Plan

1. Purpose

The Employee Restricted Shares Plan (the “**Plan**”) is adopted for the purposes of attracting and retaining professionals needed by the Company, incentivizing employees and augmenting the employees’ loyalty to jointly create the interest of the Company and its shareholders.

2. Issue Period

Within one (1) year of the date on which the Company receives the notification indicating that the registration filed by the Company has become effective from the competent authority, the Company may issue the restricted shares contemplated hereunder (the “**Restricted Shares**”) in one or more tranches depending on the actual needs and the chairman (the “**Chairman**”) of the board of directors (the “**Board**”) is authorized by the Board to determine the actual date(s) on which the Restricted Shares are issued (the “**Grant Date**”).

3. Eligible Employees

- 3.1 Full-time employees of the Company and its domestic and foreign subsidiaries are eligible participants of this Plan.
- 3.2 The Chairman shall determine the employees who are to be granted the Restricted Shares and the number of Restricted Shares to be granted after taking into consideration factors including but not limited to work experience, seniority, grade, job performance and overall contribution or special achievements of the employees, subject to Section 5.1 hereof, and then submit his determination to the Board for approval.
- 3.3 The accumulative number of shares an employee can subscribe for by exercising the employee stock options granted to him/her under Article 56-1, paragraph 1 of the Criteria Governing the Offering and Issuance of Securities by Securities Issuers, in combination with the accumulative number of Restricted Shares granted to such employee, shall not exceed 0.3% of the total issued shares of the Company. And the above in combination with the accumulative number of shares such employee can subscribe for by exercising the stock options granted under Article 56, paragraph 1, shall not exceed 1% of the total issued shares of the Company.

4. Total Number of the Restricted Shares to be Issued

The total number of Restricted Shares to be issued hereunder shall be 300,000 shares with a face value of NT\$ 10 per share and the total amount shall be NT\$ 3,000,000.

5. Terms and Conditions of the Restricted Shares Awards

- 5.1 Issue Price and Vesting Schedule: The Restricted Shares shall be issued at NT\$ 0 per share, and the total number of Restricted Shares to be issued is 300,000 shares. As long as an eligible employee being granted the Restricted Shares has been employed by the Company or its subsidiaries for six (6) months since the Grant Date, all Restricted Shares granted to him/her on the Grant Date shall be vested after the expiration of six (6) months from the Grant Date.
- 5.2 Types of Shares: The shares underlying the Restricted Shares shall be the common shares of the Company. Except Section 5.6 hereof, the rights and obligations applicable to the Restricted Shares shall be the same as that to the Company’s outstanding common shares.
- 5.3 Methods to Handle the Unvested Restricted Shares Awards
 - 5.3.1 For the employees who voluntarily terminate, are discharged, are severed or temporarily leave without pay, all unvested Restricted Shares held by such employees

as of their termination shall be forfeited by the Company without consideration.

5.3.2 The employees holding unvested Restricted Shares are entitled to the rights to participate in stock dividends distribution but are not entitled to the rights to participate in cash dividends distribution, the preemptive rights to subscribe for new shares issued for capital increase and the rights to vote.

5.3.3 The employees who breach Section 5.7 hereof by terminating or rescinding the delegation to the Company under such provision, all unvested Restricted Shares held by such employees shall be forfeited by the Company without consideration.

5.3.4 All unvested Restricted Shares will be forfeited and canceled by the Company without consideration in accordance with the Plan.

5.3.5 In the event that the Restricted Shares are vested during the statutory period regarding the closure of the Company's shareholders' register as required by relevant laws and regulations and the period from 15 business days as announce by the Company to close Company's shareholders' register for distribution of the free stock dividends, distribution of cash dividends or subscription for the new issued shares to the record date of rights distribution, or the period from the record date of capital reduction to the day immediately prior to the trading date after shares have been replaced and reissued, the employees of such vested Restricted Shares are not entitled to the rights to vote, the preemptive right to subscribe for new issued shares and the rights to participate in cash dividends distribution during such periods.

5.4 Methods to Handle the Unvested Restricted Shares in the Following Conditions:

5.4.1 Retirement: The Company shall forfeit all unvested Restricted Shares held by the retired employees without consideration.

5.4.2 Position Transfer among affiliated companies:

The rights and obligations of the employees holding unvested Restricted Shares shall be unchanged when such employees are designated and transferred to be employed by any affiliated companies of the Company for operation purposes.

5.4.3 Disability or Death Caused by Work Injury or Death

5.4.3.1 In the event that an employee is physically disabled and cannot continue his/her employment because of work injury, all Restricted Shares held by him/her shall be vested upon his/her termination.

5.4.3.2 In the event that an employee dies because of work injury or not, all Restricted Shares held by him/her shall be vested upon his/her death. The heir(s) of such employee may apply to the Company for inheriting part of such Restricted Shares or the interest arising out of the disposition of such Restricted Shares after completing the statutory and necessary procedures pursuant to the applicable laws and regulations and provide relevant certificates with the Company.

5.5 The Company shall cancel all the forfeited Restricted Shares without consideration.

5.6 Restricted Rights of unvested Restricted Shares:

5.6.1 The employees shall not sell, pledge, transfer, give to others as a present, create encumbrance on or dispose in other way the unvested Restricted Shares until such Restricted Shares are vested.

5.6.2 The employees holding unvested Restricted Shares are entitled to the rights to participate in shares dividends distribution but are not entitled to the rights to participate in cash dividends distribution, the preemptive rights to subscribe for the new shares issued for cash capital increase and the rights to vote.

5.6.3 After the Grant Date, the employees shall put all the Restricted Shares granted to them into a trust or an escrow immediately, and shall not ask the trustee or escrow bank to return the trusted or escrowed Restricted Shares before such Restricted Shares

are vested.

5.7 Others

During the period that the Restricted Shares are trusted or escrowed, the Company is entitled to negotiate, execute, revise, extend, rescind, and terminate the trust or escrow agreement on behalf of all employees holding the trusted or escrowed Restricted Shares and has the right to deliver, use and dispose the trusted or escrowed Restricted Shares.

6. Confidentiality

Employees granted Restricted Shares shall abide by the rules of confidentiality and shall not disclose any and all information relating to the contents and the number of Restricted Shares granted unless otherwise requested by laws and regulations or the competent authorities. If any breach of the confidentiality obligation by such employees is considered material by the Company, such employees shall lose the right to be granted Restricted Shares simultaneously, and the Company may forfeit and cancel the unvested Restricted Shares held by them without consideration.

7. Tax

Any tax incurred from the grant of Restricted Shares under this Plan shall be governed by applicable R.O.C. laws and regulations.

8. Miscellaneous

8.1 This Plan shall take effect upon approval by the Board. Any revision to this Plan is necessary pursuant to the amendment of laws and regulations, the request of competent authority or the change of business environment, the Board shall authorize the Chairman to determine and make such revision and then submit such revision to the Board for approval before the issuance of Restricted Shares under the revised plan.

8.2 Before the Restricted Shares are vested, the employees holding such Restricted Shares shall delegate trust and escrow institutions or escrow bank to exercise the rights to attend general meetings, to give proposals, to make a speech in general meetings and other shareholders' rights under such unvested Restricted Shares on their behalf.

8.3 Matters not provided in this Plan shall be governed by the relevant laws and regulations.