



2018 Annual Shareholders' Meeting Minutes (Translation)

- 1. Time :** 9:00 a.m., June 8th, 2018
- 2. Place :** Four Points (No.631, Zhongzheng Rd., Zhonghe Dist., New Taipei City 23552, Taiwan)
- 3. Attendees :**
Total outstanding Silergy shares: 88,116,946 shares
Total shares represented by shareholders present in person or by proxy: 78,409,167 shares (including 56,201,312 shares casted electronically)
Percentage of shares held by shareholders present in person or by proxy: 88.98 %
Directors present : WEI CHEN 、 BUDONG YOU 、 RYAN JIUN-HUEI SHIH 、 DAVID YANG 、 KO, SHUN-HSIUNG 、 TSAI, YONG-SONG 、 ALEX LEE
- 4. Chairman :** Mr. Wei Chen Recorder : Ms. Maggie Liang
- 5. Call Meeting to Order :** The aggregate shareholding of the presenting shareholders constituted a quorum. The Chairman called the meeting to order.
- 6. Chairman's Address :** Omitted
- 7. Reporting Items :** Omitted
- 8. Recognition and Discussion Items :**

Proposal 1 (Proposed by the Board of Directors)

Purpose: To accept 2017 Business Report and Consolidated Financial Statements.

Explanation:

- 1.The 2017 Consolidated Financial Statements were audited by the independent auditors, Ming-Yen Chien and Cheng-Chun Chiu of Deloitte & Touche.
- 2.For the 2017 Business Report, Independent Auditors' Report, and the 2017 consolidated Financial Statements, please refer to Attachments 1 and 3. (Attachment is omitted)

Voting Results: 77,896,011 shares were represented at the time of voting (including 56,201,312 shares casted electronically)

Voting Condition	Voting rights	% of the total represented at the time of voting
Votes in favor	69,849,342	89.66%
Votes against	4	0.00%
Votes abstained	8,046,665	10.33%
Votes invalid	0	0%

RESOLVED, that the above proposal be and hereby was approved as proposed.

Proposal 2 (Proposed by the Board of Directors)

Purpose: To accept the proposal for 2017 Earnings.

Explanation:

- 1.The proposed distribution is allocated from the 2017 earnings available for distribution. The cash dividends for common shares will be distributed a total of NT\$526,395,672, in which each common share holder will be entitled to receive a cash dividend of NT\$6 per share. (Actual amount of cash dividends distributed in USD to shareholders will be based on the average USD spot foreign exchange closing price of Bank of Taiwan on the record date for the common share dividends.) 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 2017 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 2017 Earnings Distribution, please refer to Attachment 4. (Attachment is omitted)

Voting Results: 77,927,367 shares were represented at the time of voting (including 56,201,312 shares casted electronically)

Voting Condition	Voting rights	% of the total represented at the time of voting
Votes in favor	69,849,342	89.63%
Votes against	3	0.00%
Votes abstained	8,078,022	10.36%
Votes invalid	0	0%

RESOLVED, that the above proposal be and hereby was approved as proposed.

Proposal 3 (Proposed by the Board of Directors)

Purpose: To revise the "Articles of Association".

Explanation:

- 1.To comply with the amendments to the Checklist for the Protection of Shareholders' Rights/Interests provided by a Foreign Issuer's Country of Registration) by the Taiwan Stock Exchange Corporation (TWSE) and 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 of "Articles of Association" before and after the Amendments. (Attachment is omitted)

Voting Results: 77,927,367 shares were represented at the time of voting (including 56,201,312 shares casted electronically)

Voting Condition	Voting rights	% of the total represented at the time of voting
Votes in favor	69,677,342	89.41%

Votes against	172,004	0.22%
Votes abstained	8,078,021	10.36%
Votes invalid	0	0%

RESOLVED, that the above proposal be and hereby was approved as proposed.

Proposal 4 (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 2018 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. 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) Vesting conditions shall be divided into Category A and Category B:

Category A: 250,000 shares shall be issued and granted. As long as an eligible employee being granted the Restricted Shares has been employed by the Company or its subsidiaries for 1 year since the Grant Date, and where this Company has achieved all company business objectives, all Restricted Shares granted to him/her on the Grant Date shall be vested.

Category B: 50,000 shares shall be issued and granted. As long as an eligible employee being granted the Restricted Shares has been employed by the Company or its subsidiaries for 3 years since the Grant Date, and where this Company has achieved all company business objectives, all Restricted Shares granted to him/her on the Grant Date shall be vested.

The company business objectives shall be that both the gross margin and operating margin of this Company for the year before the vesting date do not fall below the average of those of MediaTek Inc., Novatek Microelectronics Corp., and Realtek Semiconductor Corp. for the

same year.

(4) 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 total of 300,000 new employee restricted shares to be issued are calculated on the basis of the market value of NT\$668 per share as of March 19, 2018. The Company estimates that possible monetization value is approximately NT\$200,400K. Amortized expensed amounts for the first to the third year after issuance are NT\$178,134K, NT\$11,133K, and NT\$11,133K respectively.

(2) The dilution effect on the Company's annual EPS from the first to the third year after issuance are NT\$2.03, NT\$0.13, and NT\$0.13 respectively (calculated on the basis of the 87,733K issued shares of this Company by March 19, 2018). However, as the Company predicts continuing growth to profitability in the future, this round of issuance will exert only limited EPS dilution.

4. Please refer to Attachment 6 for 2018 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. (Attachment is omitted)

Voting Results: 77,927,367 shares were represented at the time of voting (including 56,201,312 shares casted electronically)

Voting Condition	Voting rights	% of the total represented at the time of voting
Votes in favor	69,389,341	89.04%
Votes against	460,005	0.59%
Votes abstained	8,078,021	10.36%
Votes invalid	0	0%

RESOLVED, that the above proposal be and hereby was approved as proposed.

9. Extraordinary Motions : None

10. Adjourn Meeting : The meeting was adjourned at 9:33 a.m.