

Silergy Corp.

2017 Annual Shareholders' Meeting Minutes

(Translation)

1. **Time** : 9:00 a.m., June 2nd, 2017
2. **Place** : Four Points (No.631, Zhongzheng Rd., Zhonghe Dist., New Taipei City 23552, Taiwan)
3. **Attendees** :
 Total outstanding Silergy shares: 85,985,160 shares
 Total shares represented by shareholders present in person or by proxy: 71,885,471 shares (including 46,026,690 shares casted electronically)
 Percentage of shares held by shareholders present in person or by proxy: 83.60 %
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 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. (Attachment is omitted)

Voting Results: 71,885,471 shares were represented at the time of voting (including 46,026,690 shares casted electronically)

Voting Condition	Voting rights	% of the total represented at the time of voting
Votes in favor	63,575,746	88.44%
Votes against	1,198	0.00%
Votes abstained	8,308,527	11.56%
Votes invalid	0	0.00%

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 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. (Attachment is omitted)

Voting Results: 71,885,471 shares were represented at the time of voting (including 46,026,690 shares casted electronically)

Voting Condition	Voting rights	% of the total represented at the time of voting
Votes in favor	62,598,421	87.08%
Votes against	1,198	0.00%
Votes abstained	9,285,852	12.92%
Votes invalid	0	0.00%

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 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. (Attachment is omitted)

Voting Results: 71,885,471 shares were represented at the time of voting (including 46,026,690 shares casted electronically)

Voting Condition	Voting rights	% of the total represented at the time of voting
Votes in favor	62,598,421	87.08%
Votes against	1,198	0.00%
Votes abstained	9,285,852	12.92%
Votes invalid	0	0.00%

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

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. (Attachment is omitted)

Voting Results: 71,885,471 shares were represented at the time of voting (including 46,026,690 shares casted electronically)

Voting Condition	Voting rights	% of the total represented at the time of voting
Votes in favor	62,555,421	87.02%
Votes against	1,198	0.00%
Votes abstained	9,328,852	12.98%
Votes invalid	0	0.00%

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

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. (Attachment is omitted)

Voting Results: 71,885,471 shares were represented at the time of voting (including 46,026,690 shares casted electronically)

Voting Condition	Voting rights	% of the total represented at the time of voting
Votes in favor	46,435,558	64.59%
Votes against	15,251,061	21.22%
Votes abstained	10,198,852	14.19%
Votes invalid	0	0.00%

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

9. Extraordinary Motions : None

10. Adjourn Meeting : The meeting was adjourned at 9:57 a.m.