

(English Translation)

Nuvoton Technology Corporation

2016 Annual General Shareholders Meeting

Agenda Handbook¹

Meeting Date: June 15, 2016 (Wednesday)

Meeting Time: 9:00 A.M.

**Meeting Venue: Room 102, No. 4, Creation Rd. III, Hsinchu Science Park, Taiwan,
R.O.C.**

¹ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

Table of Contents

I. Meeting Procedure and Agenda

II. Attachments

- Attachment 1. Comparison Table of Amendments to the Articles of Incorporation
- Attachment 2. 2015 Business Report and Financial Statements
- Attachment 3. Independent Auditors' Report
- Attachment 4. Supervisor's Review Report
- Attachment 5. Shareholding of All Directors and Supervisors of the Fourth Term
- Attachment 6. Comparison Table of Amendments to the Rules Governing the Conduct of Shareholders Meeting
- Attachment 7. Comparison Table of Amendments to the Procedures for Acquisition or Disposal of Assets
- Attachment 8. Comparison Table of Amendments to the Procedures for Engaging in Derivatives Transactions
- Attachment 9. Comparison Table of Amendments to the Regulations Governing Endorsements and Guarantees
- Attachment 10. Comparison Table of Amendments to the Procedures for Lending Funds to Other Parties
- Attachment 11. Comparison Table of Amendments to the Procedures for Election of Directors and Supervisors

III. Appendixes

- Appendix 1 Rules Governing the Conduct of Shareholders Meeting
- Appendix 2 Articles of Incorporation
- Appendix 3 Procedures for Election of Director and Supervisors

Meeting Procedure and Agenda of 2016 Annual General Shareholders Meeting of Nuvoton Technology Corporation

- I. Announcement of the Commencement of the Meeting
 - II. Opening Speech of the Chairman
 - III. Meeting Agenda
 - (I) Matters to be discussed
 1. To discuss the amendment of the Articles of Incorporation of the Company
Voting by Poll on this matter
 - (II) Matters to be reported
 1. To report the business of fiscal year 2015
 2. To report the 2015 supervisors' review report
 3. To report the remuneration of employees, directors and supervisors for
fiscal year 2015
 4. Others
 - (III) Matters to be acknowledged
 1. To acknowledge and recognize business report and financial statements of
fiscal year 2015
 2. To acknowledge and recognize the proposal for distribution of 2015 profit
 - (IV) Matters to be discussed
 2. To discuss the amendment of internal rules
 - (1) Rules Governing the Conduct of Shareholders Meeting
 - (2) Procedures for Acquisition or Disposal of Assets
 - (3) Procedures for Engaging in Derivatives Transactions
 - (4) Regulations Governing Endorsements and Guarantees
 - (5) Procedures for Lending Funds to Other Parties
 - (6) Procedures for Election of Directors and Supervisors
- Voting by Poll on the above acknowledged and discussed matters

(V) Elections

1. To elect 9 Directors (including 4 Independent Directors) of the fifth term of the Board of Directors

Proceed with the election

(VI) Matters to be discussed

3. To release the Directors of the fifth term of the Board of Directors from non-competition restriction

Voting by Poll on this matter

IV. Other Matters and Motions

V. Adjournment

Matters to be discussed:

Motion I

Proposed by the Board of Directors

Proposal: It is proposed to amend the Company's Articles of Incorporation. Please review and approve the same.

Explanation:

- I. It is conducted in accordance with the letter issued by the Ministry of Economic Affairs on June 11, 2015 (Jin-Shen-Tze-No. 10402413890), the establishment of audit committee in lieu of supervisors, and for practical needs.
- II. Please refer to Attachment 1 for the comparison table of the Articles of Incorporation proposed to be amended.

Voting by Poll on this matter:

Matters to be reported:

I. To report the business of fiscal year 2015

The Company's 2015 business report and financial statements are hereby presented (please refer to Attachment 2 for details). Please examine.

II. To report the 2015 supervisors' review report

The supervisors' review report is hereby presented (please refer to Attachment 4 for details). Please examine.

III. To report the remuneration of employees, directors, and supervisors for fiscal year 2015

According to the Company's 2015 earnings audited by the certified public accountants, the Company has no accumulated losses to be made up. It is proposed to, in accordance with Article 24-1 of the Company's Articles of Incorporation as being resolved to be amended by this 2016 Annual General Shareholders Meeting, allot 1% of the earnings to be the remuneration of directors and supervisors, which is NT\$5,906,546 in total, and to allot 6% of the earnings to be the remuneration of employees, which is NT\$35,439,278 in total. The above amounts will all be paid in cash. The aforesaid ratios and amounts for allocation have been approved by the Fourteenth Meeting of the Board of Directors of the Fourth Term.

IV. Others to be reported

(I) Report on shareholdings of all directors and supervisors

1. In accordance with Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Share Ownership Ratios of Directors and Supervisors of Public Companies, the minimum combined shareholding of all directors required by laws and regulations is 12,000,000 shares, and the minimum combined shareholding of all supervisors required by laws and regulations is 1,200,000 shares.
2. Please refer to Attachment 5 for the shareholding of each director and supervisor and the shareholdings of all directors and supervisors as of the record date for determining the shareholders eligible to attend this 2016 annual general shareholders meeting.
3. The aggregate shareholdings of all directors and supervisors meet the minimum shareholding required by laws and regulations.

(II) During the period for accepting shareholders' proposals (from March 21, 2016 to March 31, 2016), no shareholder submitted any written proposal to the Company for the 2016 annual general shareholders meeting in accordance with Article 172-1 of the Company Act.

Matters to be acknowledged

Motion I

Proposed by the Board of Directors

Proposal: The business report and financial statements of fiscal year 2015 are hereby presented. Please acknowledge and recognize the same.

Explanation:

- I. Please refer to Attachment 2 for the business report and financial statements of fiscal year 2015.
- II. The aforementioned financial statements have been approved by the Fourteenth Meeting of the Board of Directors of the Fourth Term and after audited by the certified public accountants, together with the business report, have been submitted to and reviewed by the supervisors.

Motion II

Proposed by the Board of Directors

Proposal: The proposal for distribution of 2015 profit of the Company is presented. Please acknowledge and recognize the same.

Explanation:

- I. The Company has a net profit after tax of NT\$469,022,298 for the year of 2015. The proposed statement of profit distribution is as follows.
- II. The proposal was approved by the Fourteenth Meeting of the Board of Directors of the Fourth Term.

Nuvoton Technology Corporation
Statement of Profit Distribution
For the year ended December 31, 2015

(Unit: NT\$)

Items	Total
Unappropriated retained earnings of previous years	188,275,458
Minus: Losses on Remeasurement of Defined Benefit Plans	(29,644,000)
Plus: Net Income of 2015	469,022,298
Minus: 10% Legal Reserve Appropriated	(46,902,230)
Retained Earnings Available for Distribution as of December 31, 2015	580,751,526
Distributable items:	
Cash Dividends to Common Shares (NT\$1.8 per share)(Note)	373,597,920
Unappropriated Retained Earnings, End of Year	207,153,606

(Note: Cash dividends will be calculated and distributed in whole New Taiwan Dollar. Any fractional amount less than one New Taiwan Dollar will be accounted in the Company's other income.)

Chairman: Arthur Yu-Cheng Chiao

Manager: Sean Tai

Chief Accountant: Hung-Wen Huang

Matters to be discussed

Motion II

Proposed by the Board of Directors

Proposal: It is proposed to amend the Company's internal rules. Please review and approve the same.

Explanation:

To meet the needs of the Company's establishment of audit committee in lieu of supervisors, it is proposed to amend the Company's internal rules as specified below:

- I. To amend the Rules Governing the Conduct of Shareholders Meeting; the comparison table of the amendment is as shown in Attachment 6.
- II. To amend the Procedures for Acquisition or Disposal of Assets; the comparison table of the amendment is as shown in Attachment 7.
- III. To amend the Procedures for Engaging in Derivatives Transactions; the comparison table of the amendment is as shown in Attachment 8.
- IV. To amend the Regulations Governing Endorsements and Guarantees; the comparison table of the amendment is as shown in Attachment 9.
- V. To amend the Procedures for Lending Funds to Other Parties; the comparison table of the amendment is as shown in Attachment 10.
- VI. To amend the Procedures for Election of Directors and Supervisors; the comparison table of the amendment is as shown in Attachment 11.

Voting by Poll on the above acknowledged and discussed matters:

Elections

Motion I

Proposed by the Board of Directors

Proposal: It is proposed to elect nine directors (including four independent directors) of the fifth term.

Explanation:

- I. The directors and supervisors of the fourth term were elected at the annual general shareholders meeting held on June 14, 2013. Their term of office has expired. It is proposed to conduct an election at the 2016 Annual General Shareholders Meeting.
- II. To establish an audit committee in lieu of supervisors pursuant to relevant law, it has been approved by the Fourteenth Meeting of the Board of Directors of the Fourth Term that the fifth term of the board of directors will be composed of nine directors (including four independent directors), and the term of office of the newly elected directors (including independent directors) will begin from the date of election (term of office being from June 15, 2016 to June 14, 2019). After the new directors take office this time, all independent directors will constitute the audit committee that replaces the supervisors.
- III. The Company's directors (including independent directors) of the fifth term shall be elected pursuant to the candidate nomination system and procedures. The list of candidates of directors (including independent directors) for this election has been reviewed and approved by the Fifteenth Meeting of the Board of Directors of the Fourth Term. Information of the candidates is shown as below:

Category of Candidate	Name of Candidate	Education	Experience	Present Job	Number of shares held (unit: share)	Government or legal person represented
Director	Arthur Yu-Cheng Chiao	Master of Electrical Engineering from University of Washington, also studied in School of Management, University of Washington	Chairman of Walsin Lihwa Corp., Chairman and Remuneration Committee Member of Capella Microsystems Inc.	Chairman and CEO of Winbond Electronics Corporation, Chairman of Nuvoton Technology Corporation	126,620,087	Winbond Electronics Corporation

Category of Candidate	Name of Candidate	Education	Experience	Present Job	Number of shares held (unit: share)	Government or legal person represented
Director	Yung Chin	Master of Applied Mathematics from University of Washington	Chief Auditor of Walsin Lihwa Corp., Vice President of Winbond Electronics Corporation	Director and Chief Administrative Officer of Winbond Electronics Corporation, Director of Nuvoton Technology Corporation	0	None
Director	Robert Hsu	Doctorate of Electrical Engineering from University of Southern California	President of Winbond Electronics Corporation	Vice Chairman and CTO of Nuvoton Technology Corporation	191,328	None
Director	Chi-Lin Wea	Master of Management from Imperial College London United Kingdom, Doctorate of Economic from University of Paris	Director of National Taiwan University College of Management, Secretary-general of Executive Yuan, Chairman of Land Bank of Taiwan	Chairman of Waterland Financial Holdings, Chairman of International Bills Finance Corporation	0	None
Director	Ken-Shew Lu	Doctorate from Texas Tech University	Senior Vice President of Memory Products of Texas Instruments Incorporated, Senior Vice President of Global Mixed and Analog Signal & Logical Products of Texas Instruments Incorporated	President, CEO, and Director of Diodes Incorporated, Chairman of LED Engin, Inc., Director of Lorenz, Director of Lite-On Technology Corporation	0	None

Category of Candidate	Name of Candidate	Education	Experience	Present Job	Number of shares held (unit: share)	Government or legal person represented
Independent director	Royce Yu-Chun Hong	Department of Industrial Design, Rhode Island School of Design, Graphic Design at Art Center College of Design	Executive Director of Panasonic Taiwan Co., Ltd	Chairman and President of IPEVO Inc.	0	None
Independent director	Allen Hsu	Master of Business Administration from National Chengchi University	Vice CEO at Headquarters of Yulon Group, Chairman of Myson Century, Inc., Chairman of Taiwan Mask Corporation, Chairman of Chingis Technology Corporation, Vice Chairman of Taiwan Venture Capital Association, Vice President of Taiwan Private Equity Association	Chairman of Hestia Power Inc., Chairman of AccelStor, Chairman of Yizhong Technology Inc., Chairman of Ruida Management Consultants Co., Director of InnoDisk Corporation, Director of Acme Electronics Corporation, Director of Anderson Industrial Corp., Director of Parpro Corporation, Independent Director of ANZ Bank (Taiwan) Limited, Independent Director of Winbond Electronics Corporation, Independent Director of MicroBase Technology Corporation	0	None

Category of Candidate	Name of Candidate	Education	Experience	Present Job	Number of shares held (unit: share)	Government or legal person represented
Independent director	David Shu-Chyuan Tu	Master of Computer Engineering from California State University, Bachelor of Computer Engineering from National Chiao Tung University	President of Planning Department of Synnex Technology International Corp	Vice President of Group Business Development and Strategy of Synnex Technology International Corp., Director of BestCom Infotech Corp	0	None
Independent director	Jerry Hsu	Bachelor of Commerce from University of Toronto, International Business Department of Waseda University, Master of Business Administration from Peking University	Director of Kinpo Electronics Incorporation	Director of Kinpo Biotechnology, Director of Kunji Venture Capital, Director of Kinpo Electronics, Director of Baotek Inc., Director of Prudence Venture Capital, Director of PChomestore Inc., Director of Breeze Home Comprehensive Development, Director of PChome online Inc., Independent Director of Winbond Electronics Corporation, Independent Director of SIRTEC International Co., Ltd., Supervisor of Fubao Investment Co., Ltd., Supervisor of Teleport Access Services, Inc., Supervisor of AcBel Polytech Incorporation	0	None

IV. Please vote.

Election results:

Matters to be discussed

Motion III

Proposed by the Board of Directors

Proposal: It is proposed to release the directors of the fifth term from the non-competition restrictions. Please review and approve the same.

Explanation:

- I. It is conducted in accordance with Paragraph 1 of Article 209 of the Company Act which provides that "A director who acts for himself/herself or on behalf of another person in a manner that is within the scope of the company's business shall explain to the shareholders meeting the essential contents of such act and secure its approval."
- II. The Company elected new directors (including independent directors) of the fifth term at the 2016 annual general shareholders meeting. It is proposed to submit to the said shareholders meeting to, in accordance with Paragraph 1 of Article 209 of the Company Act, release the new directors (including independent directors) of the fifth term from the non-competition restrictions from the date that they become directors (including independent directors) of the Company. The list of candidates of directors and contents of acts that such directors act for himself/herself or on behalf of another person in a manner that is within the scope of the Company's business are as follows:
 - (I) Mr. Chi-Lin Wea:
 - (1) Director of AcBel Polytech Incorporation: this company is mainly engaged in electronic components manufacturing, computer and peripherals manufacturing, international trade, and information software service; these businesses are included in the scope of business of the Company.
 - (2) Independent Director of Inventec Besta Co.: this company is mainly engaged in electronic components manufacturing, data storage media manufacturing and copying, international trade, and information software service; these businesses are included in the scope of business of the Company.
 - (3) Independent Director of Sinbon Electronics Co., Ltd.: this company is mainly engaged in electronic components manufacturing, computer and peripherals manufacturing, product design, and international trade; these businesses are included in the scope of business of the Company.
 - (4) Independent Director of Formosa Plastics Corporation: this company is mainly engaged in electronic components manufacturing; such business is included in the scope of business of the Company.

(II) Mr. Ken-Shew Lu:

- (1) President, CEO and Director of Diodes Incorporated: this company is mainly engaged in sales service of semiconductor components; such business is included in the scope of business of the Company.
- (2) Chairman of LED Engin, Inc.: this company is mainly engaged in research and development, manufacturing and sales of advanced LED light sources and modules; these businesses are included in the scope of business of the Company.
- (3) Director of Lorenz: this company is mainly engaged in software development; such business is included in the scope of business of the Company.
- (4) Director of Liteon Technology Corporation: this company is mainly engaged in electronic components manufacturing, computer and peripherals manufacturing, data storage media manufacturing and copying, international trade, information software service, and product design; these businesses are included in the scope of business of the Company.

(III) Mr. Allen Hsu:

- (1) Chairman of Hestia Power Technology Corporation: this company is mainly engaged in electronic components manufacturing, information software service, product design, and international trade; these businesses are included in the scope of business of the Company.
- (2) Chairman of AccelStor: this company is mainly engaged in electronic components manufacturing, computer and peripherals manufacturing, data storage media manufacturing and copying, information software service, product design, and international trade; these businesses are included in the scope of business of the Company.
- (3) Director of Anderson Industrial Corp.: this company is mainly engaged in international trade service; such business is included in the scope of business of the Company.
- (4) Director of Acme Electronics Corporation: this company is mainly engaged in electronic components manufacturing and international trade; these businesses are included in the scope of business of the Company.
- (5) Director of InnoDisk Corporation: this company is mainly engaged in international trade, information software service, product design, and electronic components manufacturing; these businesses are included in the scope of business of the Company.

- (6) Director of Parpro Corporation: this company is mainly engaged in electronic components manufacturing and international trade; these businesses are included in the scope of business of the Company.
 - (7) Independent Director of MicroBase Technology Corp.: this company is mainly engaged in electronic components manufacturing and computer and peripherals manufacturing; these businesses are included in the scope of business of the Company.
- (IV) Mr. Royce Yu-Chun Hong:
- (1) Chairman and President of IPEVO Inc.: this company is mainly engaged in information software service, international trade, and product design; these businesses are included in the scope of business of the Company.
 - (2) Chairman of Xrange Co., Ltd.: this company is mainly engaged in information software service, international trade, and product design; these businesses are included in the scope of business of the Company.
 - (3) Chairman of Xing Mobility Inc., Ltd.: this company is mainly engaged in international trade and product design; these businesses are included in the scope of business of the Company.
 - (4) Executive Director of Panasonic Taiwan Co.: this company is mainly engaged in electronic components manufacturing, computer and peripherals manufacturing, information software service, and international trade; these businesses are included in the scope of business of the Company.
- (V) Mr. David Shu-Chyuan Tu:
- (1) Vice President of Group Business Development and Strategy of Synnex Technology International Corp.: this company is mainly engaged in computer and peripherals manufacturing, international trade, and information software service; these businesses are included in the scope of business of the Company.
 - (2) Director of Bestcom Infotech Corp.: this company is mainly engaged in electronic components manufacturing, computer and peripherals manufacturing, information software service, international trade, and data storage media manufacturing and copying; these businesses are included in the scope of business of the Company.
- (VI) Mr. Jerry Hsu:
- (1) Director of PChomestore Inc.: this company is mainly engaged in international trade, information software service, and product design; these businesses are included in the scope of business of the Company.

- (2) Director of Kinpo Biotechnology: this company is mainly engaged in international trade; such business is included in the scope of business of the Company.
- (3) Director of Baotek Inc.: this company is mainly engaged in electronic components manufacturing and international trade; these businesses are included in the scope of business of the Company.
- (4) Director of PChome online Inc.: this company is mainly engaged in information software service, product design, and international trade; these businesses are included in the scope of business of the Company.
- (5) Director of Kinpo Electronics: this company is mainly engaged in manufacturing, processing and trading of computers, computer peripherals, communication products, and consumer electronics; these businesses are included in the scope of business of the Company.
- (6) Independent Director of Sirtec International Co.: this company is mainly engaged in electronic components manufacturing, computer and peripherals manufacturing, and international trade; these businesses are included in the scope of business of the Company.

III. The Chairman of the shareholders meeting may make supplemental explanation on the contents of the acts that each director acts for himself/herself or on behalf of another person in a manner that is within the scope of the Company's business.

Voting by Poll on this matter:

Other Matters and Motions

Adjournment

Attachments

(English Translation)

**Nuvoton Technology Corporation (the "Company")
Comparison Table of Amendments to the Articles of Incorporation²**

Article After Amendment	Article Before Amendment	Note
<p>Chapter 4 Directors and Supervisor<u>Audit Committee</u></p>	<p>Chapter 4 Directors and Supervisor</p>	<p>Wording amendment for setting up an audit committee to replace supervisors</p>
<p>Article 15 The Company shall have nine to thirteen directors (<u>including independent directors</u>) and one to three supervisors whose term of office is three years. Among the directors there should be not less than two<u>three</u> independent directors and independent directors shall account for not less than one-fifth of the total number of directors. Election of directors and supervisors shall adopt the candidates nomination system prescribed in Article 192-1 of the Company Act. All of the directors and supervisors are elected by the shareholders meeting from the candidate list of directors, and are eligible for re-election. Independent and non-independent directors shall be elected at the same time, but the quota shall be calculated separately. The method of candidate nomination and election of director, professional qualifications, requirements relating to shareholdings, restrictions on concurrent positions held, and other compliance matters with respect to independent directors shall conform to the Company Act, the Securities and Exchange Act, and other relevant rules and regulations. The board of</p>	<p>Article 15 The Company shall have nine to thirteen directors and one to three supervisors, whose term of office is three years. Among the directors there should be not less than two independent directors and independent directors shall account for not less than one-fifth of the total number of directors. Election of directors and supervisors shall adopt the candidates nomination system prescribed in Article 192-1 of the Company Act. All of the directors and the supervisors are elected by the shareholders meeting from the candidate list of directors and supervisors, and are eligible for re-election. Independent and non-independent directors shall be elected at the same time, but the quota shall be calculated separately. The method of candidate nomination and election of director and supervisor, professional qualifications, requirements relating to shareholdings, restrictions on concurrent positions held, and other compliance matters with respect to independent directors shall conform to the Company Act, the Securities and Exchange Act, and other relevant rules and regulations. The board of directors may resolve to purchase liability insurance for directors and supervisors of the Company.</p>	<p>The number of board seats was adjusted and fixed at nine. As the Company sets up the audit committee to replace supervisors, relevant language relating to supervisors was deleted and the number of independent directors was adjusted to be not less than three.</p>

² This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

Article After Amendment	Article Before Amendment	Note
<p>directors may resolve to purchase liability insurance for directors and supervisors of the Company.</p>		
<p>Article 15-1 The Company may, pursuant to Article 14-4 of the Securities and Exchange Act, establish an audit committee. <u>The audit committee shall be formed by all independent directors and shall have no less than three members and one of the members shall be the convener and at least one member shall be a professional on accounting or finance.</u> to replace supervisors and ¶The member of the audit committee or its member shall be responsible for performing the functions and duties provided under the Company Act, Securities and Exchange Act and other laws and regulations. After establishment of the audit committee, the provisions relating to supervisors in the Articles of Incorporation shall no longer apply. The functions and duties of the audit committee and its members relevant matters and shall be handled in accordance <u>comply with relevant laws and regulations of the Securities and Exchange Act and the Company's rules and regulations.</u></p>	<p>Article 15-1 The Company may, pursuant to Article 14-4 of the Securities and Exchange Act, establish an audit committee to replace supervisors and the audit committee or its members shall be responsible for performing the functions and duties of supervisors provided under the Company Act, Securities and Exchange Act and other laws and regulations. After establishment of the audit committee, the provisions relating to supervisors in the Articles of Incorporation shall no longer apply. The functions and duties of the audit committee and its members and relevant matters shall be handled in accordance with the relevant laws and regulations of the Securities and Exchange Act.</p>	<p>As the Company sets up the audit committee to replace supervisors, relevant language relating to supervisors was deleted and the composition of the audit committee and the qualifications of its member were added.</p>

Article After Amendment	Article Before Amendment	Note
<p>Article 17</p> <p>Meetings of the Board of Directors are convened by the Chairman of the Board of Directors. When convening a meeting of the Board of Directors, a meeting notice specifying the reasons for convening such meeting shall be sent to each director and supervisor seven days prior to the meeting; provided that a meeting may be convened at any time in case of emergency.</p> <p>The meeting notice set forth in the preceding paragraph may be in writing or e-mail or by fax.</p> <p>Unless otherwise provided by law, resolutions adopted at a meeting of the Board of Directors must be approved by a majority vote of the directors being present, who shall represent no less than half of the total number of directors. Directors may designate other directors as their proxies to attend the meetings of the Board of Directors; provided that each director may act as proxy for one other director only. The Board of Directors shall meet at least once every three months.</p>	<p>Article 17</p> <p>Meetings of the Board of Directors are convened by the Chairman of the Board of Directors. When convening a meeting of the Board of Directors, a meeting notice specifying the reasons for convening such meeting shall be sent to each director and supervisor seven days prior to the meeting; provided that a meeting may be convened at any time in case of emergency.</p> <p>The meeting notice set forth in the preceding paragraph may be in writing or e-mail or by fax.</p> <p>Unless otherwise provided by law, resolutions adopted at a meeting of the Board of Directors must be approved by a majority vote of the directors being present, who shall represent no less than half of the total number of directors. Directors may designate other directors as their proxies to attend the meetings of the Board of Directors; provided that each director may act as proxy for one other director only. The Board of Directors shall meet at least once every three months.</p>	<p>As the Company sets up the audit committee to replace supervisors, relevant language relating to supervisors was deleted.</p>
<p>Article 19</p> <p>The Board of Directors is authorized to determine the remuneration of directors and supervisors based on their contribution and involvement in the operations of the Company and by reference to standard compensation levels in similar industries both domestically and internationally.</p>	<p>Article 19</p> <p>The Board of Directors is authorized to determine the remuneration of directors and supervisors based on their contribution and involvement in the operations of the Company and by reference to standard compensation levels in similar industries both domestically and internationally.</p>	<p>As the Company sets up the audit committee to replace supervisors, relevant language relating to supervisors was deleted.</p>
<p>Article 21 (Deleted)</p>	<p>Article 21</p> <p>The supervisors shall perform the following functions and responsibilities:</p> <ol style="list-style-type: none"> 1. Audit the final accounting. 2. Examine business and financial conditions of the Company. 3. Examine the books, records and 	<p>As the Company sets up the audit committee to replace supervisors, relevant language relating to supervisors was deleted.</p>

Article After Amendment	Article Before Amendment	Note
	documents of the Company. 4.Perform such other supervisory matters provided by law.	
<p>Article 22</p> <p>The Company may have <u>chief executive officer, president and several vice presidents according to the resolution of the Board of Directors. Appointment, removal, and remuneration of the chief executive officer, president and vice presidents shall be handled in accordance with Article 29 of the Company Act. The Board of Directors is authorized to determine the duties and functions of the said managers or the Board of Directors may authorize the Chairman of the Board of Directors to determine the duties and functions of the said managers.</u></p>	<p>Article 22</p> <p>The Company may have president and several vice presidents according to the resolution of the Board of Directors. Appointment, removal, and remuneration of the president and vice presidents shall be handled in accordance with Article 29 of the Company Act. The Board of Directors is authorized to determine the duties and functions of the said managers or the Board of Directors may authorize the Chairman of the Board of Directors to determine the duties and functions of the said managers.</p>	<p>The title of chief executive officer is added to the Articles of Incorporation in order to increase the flexibility of future adjustment to the organization.</p>
<p>Article 24</p> <p>After the end of each fiscal year, the Board of Directors shall have the following documents prepared: (1) business report, (2) financial statements, and (3) proposal for allocation of surplus profit or making up losses, and submit the same for supervisors' examination and for recognition at the shareholders meeting <u>in accordance with the legal process.</u></p>	<p>Article 24</p> <p>After the end of each fiscal year, the Board of Directors shall have the following documents prepared: (1) business report, (2) financial statements, and (3) proposal for allocation of surplus profit or making up losses, and submit the same for supervisors' examination and for recognition at the shareholders meeting.</p>	<p>As the Company sets up the audit committee to replace supervisors, relevant language relating to supervisors was deleted and relevant provisions were amended as well.</p>
<p><u>Article 24-1</u></p> <p><u>If the Company has net profit, 1% or more of the net profit shall be allocated as remuneration of employees and 1% or less as remuneration of directors; provided that if the Company has accumulated losses, the Company shall first set aside an amount for making up losses.</u></p> <p><u>The remuneration of employees may be distributed in stock or cash upon resolution of the majority of the directors representing two thirds of the directors of the Board of</u></p>		<p>This Article is newly added pursuant to Article 235-1 of the Company Act and the letter of the Ministry of Economic Affairs dated June 11, 2015 (Ref. No.: Jin-Shan-Tze-No. 10402413890).</p>

Article After Amendment	Article Before Amendment	Note
<p><u>Directors, and shall be reported to the shareholders meeting of the Company.</u></p> <p><u>The remuneration of employees may be distributed to the employees of subsidiaries of the Company meeting certain criteria. The Board of Directors is authorized to determine the "employees of subsidiaries of the Company meeting certain criteria" above or the Board of Directors may authorize the Chairman of the Board of Directors to ratify the "employees of subsidiaries of the Company meeting certain criteria" set forth above.</u></p> <p><u>Before establishment of the audit committee, the remuneration of directors and supervisors shall be handled in accordance with the distribution percentage ceiling of remuneration of directors provided in Paragraph 1.</u></p>		
<p>Article 25 If the Company has pre-tax profit at the end of the current fiscal year, after paying all taxes and covering all accumulated losses, the Company shall set aside 10% of said earnings as legal reserve. However, legal reserve need not be made when the accumulated legal reserve equals the paid-in capital of the Company. If there is any distributable profit after aggregating the balance of above and undistributed earnings of previous years or aggregating the losses of the current fiscal year and undistributed earnings of previous years, special reserve shall be set aside or reversed according to laws and regulations or rules of competent authority. If there is any remaining amount, after setting aside a special reserve or retaining as undistributed earnings, such remaining amount may be allocated based on the following principles: 1. 1~2% as remuneration of directors and supervisors. 2. 10~15% as bonus of employees.</p>	<p>Article 25 If the Company has pre-tax profit at the end of the current fiscal year, after paying all taxes and covering all accumulated losses, the Company shall set aside 10% of said earnings as legal reserve. However, legal reserve need not be made when the accumulated legal reserve equals the paid-in capital of the Company. If there is any distributable profit after aggregating the balance of above and undistributed earnings of previous years or aggregating the losses of the current fiscal year and undistributed earnings of previous years, special reserve shall be set aside or reversed according to laws and regulations or rules of competent authority. If there is any remaining amount, after setting aside a special reserve or retaining as undistributed earnings, such remaining amount may be allocated based on the following principles: 1. 1~2% as remuneration of directors and supervisors. 2. 10~15% as bonus of employees. 3. The rest as dividends to shareholders, of</p>	<p>Remuneration of employees and remuneration of directors were moved to Article 24-1 of the Articles of Incorporation in order to comply with Article 235 of the Company Act.</p>

Article After Amendment	Article Before Amendment	Note
<p>3. The rest as dividends to shareholders, of which the percentage of cash dividends shall not be less than 10% of the total amount of dividends to shareholders.</p> <p>The Board of Directors may submit a proposal for allocation of the remaining balance and the accumulated undistributed earnings to the shareholders meeting for resolution on distributing bonus and dividends to shareholders. The percentage of cash dividends to shareholders shall not be less than 10% of the total amount of dividends to shareholders.</p> <p>The remuneration of employees may be distributed to the employees of subsidiaries of the Company meeting certain criteria. The Board of Directors is authorized to determine the "employees of subsidiaries of the Company meeting certain criteria" above or the Board of Directors may authorize the Chairman of the Board of Directors to ratify the "employees of the subsidiaries of the Company meeting certain criteria" set forth above.</p>	<p>which the percentage of cash dividends shall not be less than 10% of the total amount of dividends to shareholders.</p> <p>The remuneration of employees may be distributed to the employees of subsidiaries of the Company meeting certain criteria. The Board of Directors is authorized to determine the "employees of subsidiaries of the Company meeting certain criteria" above or the Board of Directors may authorize the Chairman of the Board of Directors to ratify the "employees of subsidiaries of the Company meeting certain criteria" set forth above.</p>	
<p>Article 26</p> <p>The Company's dividend distribution policy is made in accordance with the Company Act and the Articles of Incorporation in consideration of factors including capital and financial structure, operating status, retained earnings, industry characteristics and economic cycle. The dividends shall be distributed in a steady manner. Distributable earnings may be retained undistributed or distributed in stock dividend or cash dividend or the combination of stock dividend and cash dividend, so as to maintain sustainable management and development.</p>	<p>Article 26</p> <p>The Company's dividend distribution policy is made in accordance with the Company Act and the Articles of Incorporation in consideration of factors including capital and financial structure, operating status, retained earnings, industry characteristics and economic cycle. The dividends shall be distributed in a steady manner. Distributable earnings may be retained undistributed or distributed in stock dividend or cash dividend or the combination of stock dividend and cash dividend, so as to maintain sustainable management and development. The conditions, timing, amounts and types of retained earnings and distribution of</p>	<p>Amended based on practical needs.</p>

Article After Amendment	Article Before Amendment	Note
<p><u>With respect to distribution of dividends, in consideration of future operating scale and cash flow requirements, no less than 50% of the distributable retained earnings of the current year shall be distributed to shareholders as dividends.</u> The conditions, timing, amounts and types of retained earnings and distribution of dividends may be adjusted on proper occasions based on the needs to deal with changes in economic and industrial trends and in view of the Company's future development needs and profitability.</p>	<p>dividends may be adjusted on proper occasions based on the needs to deal with changes in economic and industrial trends and in view of the Company's future development needs and profitability.</p>	
<p>Article 29 These Articles of Incorporation were enacted on March 14, 2008. The first amendment was made on September 1, 2008. The second amendment was made on November 17, 2009. The third amendment was made on June 10, 2011. The fourth amendment was made on June 5, 2012. The fifth amendment was made on June 10, 2015. <u>The sixth amendment was made on June 15, 2016.</u></p>	<p>Article 29 These Articles of Incorporation were enacted on March 14, 2008. The first amendment was made on September 1, 2008. The second amendment was made on November 17, 2009. The third amendment was made on June 10, 2011. The fourth amendment was made on June 5, 2012. The fifth amendment was made on June 10, 2015.</p>	<p>Date of this amendment was added.</p>

< Attachment 2 >

(English Translation)

**Nuvoton Technology Corporation
2015 Business Report³**

During 2015, the global financial and commodity markets were in uncertainty, emerging economies have entered into a struggle to keep development going, and the economy of Mainland China was undergoing a period of transition and upgrading. In the meantime, driven by advances and innovation in technology, new business models and new application markets have sprung up vigorously. In an environment filled with challenges and opportunities, the Company has been continuously launching new technologies, new products and new services, showing our powerful operational strength.

Financial performance

In respect of overall financial performance, the Company's total consolidated revenue was about NT\$7,313 million, up about 7.2% from NT\$6,822 million in 2014; the net income after tax was about NT\$469 million, up about 36.7% from NT\$343 million in 2014. The earnings per share after tax were NT\$2.26.

Product, market and technology development

The Company's scope of business mainly includes research and development and sales of IC and foundry services. Important achievements are described below:

In 2015, the Company launched NuMicro® M451 brand-new product series with a high resistance to interference. With digital signal processing and float point unit functions, the product can realize a high calculation efficiency. It can be applied for use with products for industrial controls, automation systems, security controls, auto electronics, and digital power, and can completely satisfy the customers' present development needs and imagination for future innovation. In addition, we have made many breakthroughs with the 32-bit ARM® Cortex®-M0 MCU products, and developed many competitive new high cost/performance products with low power consumption, in order to continuously develop our prowess for Internet of Things, medical services, green energy, consumer electronics, industrial controls, and other application fields.

In addition, in coordination with Intel new-generation SkyLake platform, our SIO (Super I/O) chip and EC (Embedded Controller) products have been successfully developed and continuously supplied. On the basis of our microcontrollers design capacity for years, and in combination with PC product research and development and manufacturing capacity, we have customized ARM® Cortex® - M4 SIO and EC applications and have started mass production of these products. Moreover, we have become the unique TPM (Trusted Platform Module) IC supplier throughout the world this year, with FIPS (Federal Information Processing Standards), Common Criteria EAL4+, and TCG (Trusted Computing

³ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

Group) certifications, reflecting that our security product quality and reliability have been unanimously accepted by international standards.

In terms of wafer foundry services, we have developed many new processes, such as the 0.35um 600V/120V high voltage motor drivers process and 0.35um 40V/60V/80V BCD power management IC process. This has helped meet diverse customer demands.

Honors and awards

Apart from outstanding performance in main business fields, we have won many honors and awards. The company received the 3rd Potential Taiwan Mittelstand Award from the Ministry of Economic Affairs, and received the honor of being an excellent exporters/importers with an award from Bureau of Foreign Trade in 2014. This indicates we have been highly recognized by the Taiwan government.

In terms of sustainability, with "sustainable operation" as the goal and "improvement through innovation" as the means, we have been continuously promoting various sustainable operations. This has helped achieve the "Providing a sense of safety, reassurance, and empathy" vision of CSR. To actually practice such a vision, this year, we have obtained again an advanced program for emission reduction from the Environmental Protection Administration, which totals 5,551 ton carbon equivalent; we have also won the "Prize for Excellence in Environmental Performance of Businesses in Hsinchu Science Park, 2015" (awarded by the Environmental Protection Agency of Hsinchu City). In addition, we are committed to building a friendly workplace for female workers. We have developed and promoted many programs to care for pregnant employees, including setting up a cozy nursing room, and obtained good results in the occupational competition for best nursing room design in 2015 in Hsinchu City. Moreover, we won Bronze prize in the "Taiwan Corporate Sustainability Report Awards (TCSA) 2015", which is run by Taiwan Institute for Sustainable Energy. This shows our excellent achievements in CSR.

Business operations and outlook

In the face of fierce competition in the global semiconductor industry, following the development principle of sustainable development, we are focusing on improving our core business, strengthening our research and development capabilities, and leading the market development trends with creative thinking. Driven by consumer demands for mobile services, real-time information, and real-time monitoring, the Internet of Things, intelligent devices, and cloud computing infrastructure are still the growth markets in the future. Focusing on low power consumption and safety technologies, we have been widely applying our various micro controller products in order to create higher value for our customers, shareholders, and our Company.

Finally, on behalf of Nuvoton Technology Corporation, thank you for your support to and recognition of us.

Chairman: Arthur Yu-Cheng Chiao President: Sean Tai Accounting Officer: Hung-Wen Huang

NUVOTON TECHNOLOGY CORPORATION

BALANCE SHEETS

DECEMBER 31, 2015 AND 2014

(In Thousands of New Taiwan Dollars)

ASSETS	2015		2014	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,382,349	26	\$ 1,177,605	24
Notes and accounts receivable, net (Notes 4 and 8)	348,309	7	442,671	9
Accounts receivable due from related parties, net (Notes 4 and 23)	122,670	2	99,067	2
Other receivables	17,698	-	17,871	-
Inventories (Notes 4 and 9)	1,025,215	20	783,566	16
Other current assets (Note 20)	<u>79,086</u>	<u>2</u>	<u>73,136</u>	<u>2</u>
Total current assets	<u>2,975,327</u>	<u>57</u>	<u>2,593,916</u>	<u>53</u>
NON-CURRENT ASSETS				
Financial assets measured at cost, non-current (Notes 4 and 10)	355,184	7	365,184	8
Investments accounted for using equity method (Notes 4 and 11)	1,109,330	21	1,047,632	22
Property, plant and equipment (Notes 4 and 12)	410,239	8	388,320	8
Intangible assets (Notes 4 and 13)	197,238	3	252,274	5
Deferred income tax assets (Notes 4 and 17)	94,000	2	104,000	2
Refundable deposits (Note 6)	64,380	1	63,341	1
Other non-current assets (Note 20)	<u>42,273</u>	<u>1</u>	<u>44,655</u>	<u>1</u>
Total non-current assets	<u>2,272,644</u>	<u>43</u>	<u>2,265,406</u>	<u>47</u>
TOTAL	<u>\$ 5,247,971</u>	<u>100</u>	<u>\$ 4,859,322</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Financial liabilities at fair value through profit or loss, current (Notes 4 and 7)	\$ 1,379	-	\$ 5,641	-
Accounts payable	664,834	13	537,810	11
Other payables (Note 14)	758,447	14	647,244	13
Other payables due from related parties (Note 23)	99,150	2	104,834	2
Current tax liabilities (Notes 4 and 17)	52,885	1	70,640	2
Other current liabilities	<u>32,075</u>	<u>1</u>	<u>44,980</u>	<u>1</u>
Total current liabilities	<u>1,608,770</u>	<u>31</u>	<u>1,411,149</u>	<u>29</u>
NON-CURRENT LIABILITIES				
Products guarantee based on commitment (Note 4)	101,891	2	72,698	1
Accrued pension liabilities (Note 15)	378,733	7	414,764	9
Other non-current liabilities	<u>36,776</u>	<u>1</u>	<u>46,642</u>	<u>1</u>
Total non-current liabilities	<u>517,400</u>	<u>10</u>	<u>534,104</u>	<u>11</u>
Total liabilities	<u>2,126,170</u>	<u>41</u>	<u>1,945,253</u>	<u>40</u>
EQUITY				
Common stock (Note 16)	2,075,544	39	2,075,544	43
Capital surplus				
Additional paid-in capital	63,485	1	63,485	1
Employee share options	13	-	13	-
Retained earnings				
Legal reserve	293,628	6	259,319	5
Unappropriated earnings	627,654	12	471,650	10
Exchange differences on translating foreign operations (Note 4)	<u>61,477</u>	<u>1</u>	<u>44,058</u>	<u>1</u>
Total equity	<u>3,121,801</u>	<u>59</u>	<u>2,914,069</u>	<u>60</u>
TOTAL	<u>\$ 5,247,971</u>	<u>100</u>	<u>\$ 4,859,322</u>	<u>100</u>

The accompanying notes are an integral part of the financial statements.

NUVOTON TECHNOLOGY CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2015		2014	
	Amount	%	Amount	%
OPERATING REVENUE	\$ 7,022,517	100	\$ 6,502,909	100
OPERATING COST	<u>4,255,699</u>	<u>61</u>	<u>3,922,800</u>	<u>61</u>
GROSS PROFIT	<u>2,766,818</u>	<u>39</u>	<u>2,580,109</u>	<u>39</u>
OPERATING EXPENSES				
Selling expenses	132,652	2	109,786	2
General and administrative expenses	312,143	5	308,594	5
Research and development expenses	<u>1,845,137</u>	<u>26</u>	<u>1,859,502</u>	<u>28</u>
Total operating expenses	<u>2,289,932</u>	<u>33</u>	<u>2,277,882</u>	<u>35</u>
PROFIT FROM OPERATIONS	<u>476,886</u>	<u>6</u>	<u>302,227</u>	<u>4</u>
NON-OPERATING INCOME AND LOSSES				
Share of profit of subsidiaries and associates accounted for using equity method	5,986	-	28,742	1
Interest income	9,144	-	9,043	-
Dividend income	48,654	1	39,610	1
Other gains and losses	363	-	1,134	-
Gains (losses) on disposal of property, plant and equipment	899	-	258	-
Gains (losses) on disposal of investments	-	-	27,940	-
Foreign exchange gains (losses)	19,897	-	22,910	-
Gains (losses) on financial instruments at fair value through profit or loss	(11,176)	-	(21,898)	-
Interest expense	<u>(1,344)</u>	<u>-</u>	<u>(238)</u>	<u>-</u>
Total non-operating income and losses	<u>72,423</u>	<u>1</u>	<u>107,501</u>	<u>2</u>
PROFIT BEFORE INCOME TAX	549,309	7	409,728	6
INCOME TAX EXPENSE (Notes 4 and 17)	<u>(80,287)</u>	<u>(1)</u>	<u>(66,638)</u>	<u>(1)</u>
NET PROFIT	<u>469,022</u>	<u>6</u>	<u>343,090</u>	<u>5</u>

(Continued)

NUVOTON TECHNOLOGY CORPORATION

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2015		2014	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans (Notes 4 and 15)	\$ (29,644)	-	\$ (6,134)	-
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations	<u>17,419</u>	<u>-</u>	<u>19,872</u>	<u>-</u>
Other comprehensive income (loss)	<u>(12,225)</u>	<u>-</u>	<u>13,738</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME	<u>\$ 456,797</u>	<u>6</u>	<u>\$ 356,828</u>	<u>5</u>
EARNINGS PER SHARE (Notes 4 and 19)				
From continuing operations				
Basic	<u>\$2.26</u>		<u>\$1.65</u>	
Diluted	<u>\$2.24</u>		<u>\$1.64</u>	

The accompanying notes are an integral part of the financial statements.

(Concluded)

NUVOTON TECHNOLOGY CORPORATION

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(In Thousands of New Taiwan Dollars)**

	Common Stock	Capital Surplus			Retained Earnings			Exchange Differences on Translating Foreign Operations	Total Equity
		Additional Paid-in Capital	Changes in Equities of Associates	Employee Share Options	Legal Reserve	Special Reserve	Unappropriate d Earnings		
BALANCE, JANUARY 1, 2014	\$ 2,075,544	\$ 63,485	\$ 413	\$ 13	\$ 233,397	\$ 76,488	\$ 333,193	\$ 24,186	\$ 2,806,719
Net profit in 2014	-	-	-	-	-	-	343,090	-	343,090
Other comprehensive income (loss) in 2014	-	-	-	-	-	-	(6,134)	19,872	13,738
Total comprehensive income in 2014	-	-	-	-	-	-	336,956	19,872	356,828
Change in equity of associates accounted for using equity method	-	-	(413)	-	-	-	-	-	(413)
Appropriation of 2013 earnings (Note 16)									
Legal reserve	-	-	-	-	25,922	-	(25,922)	-	-
Special reserve	-	-	-	-	-	(76,488)	76,488	-	-
Cash dividends	-	-	-	-	-	-	(249,065)	-	(249,065)
BALANCE, DECEMBER 31, 2014	2,075,544	63,485	-	13	259,319	-	471,650	44,058	2,914,069
Net profit in 2015	-	-	-	-	-	-	469,022	-	469,022
Other comprehensive income (loss) in 2015	-	-	-	-	-	-	(29,644)	17,419	(12,225)
Total comprehensive income in 2015	-	-	-	-	-	-	439,378	17,419	456,797
Appropriation of 2014 earnings (Note 16)									
Legal reserve	-	-	-	-	34,309	-	(34,309)	-	-
Cash dividends	-	-	-	-	-	-	(249,065)	-	(249,065)
BALANCE, DECEMBER 31, 2015	<u>\$ 2,075,544</u>	<u>\$ 63,485</u>	<u>\$ -</u>	<u>\$ 13</u>	<u>\$ 293,628</u>	<u>\$ -</u>	<u>\$ 627,654</u>	<u>\$ 61,477</u>	<u>\$ 3,121,801</u>

The accompanying notes are an integral part of the financial statements.

NUVOTON TECHNOLOGY CORPORATION

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars)

	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 549,309	\$ 409,728
Adjustments for:		
Depreciation expenses	116,856	115,974
Amortization expenses	64,629	75,348
Interest expense	1,344	238
Interest income	(9,144)	(9,043)
Dividend income	(48,654)	(39,610)
Share of profit of subsidiaries and associates accounted for using equity method	(5,986)	(28,742)
Unrealized gain or loss	796	(19)
Net (gain) loss on fair value change of financial assets and liabilities designated as at fair value through profit or loss	(4,262)	4,937
(Gain) loss on disposal of property, plant and equipment	(899)	(258)
(Gain) loss on disposal of investments	-	(27,940)
Changes in operating assets and liabilities		
(Increase) decrease in notes and accounts receivable	94,362	17,461
(Increase) decrease in accounts receivable due from related parties	(23,603)	69,835
(Increase) decrease in other receivables	21	56,624
(Increase) decrease in inventories	(241,649)	74,561
(Increase) decrease in other current assets	(5,950)	(15,968)
(Increase) decrease in other non-current assets	2,382	(44,655)
Increase (decrease) in accounts payable	127,024	(13,526)
Increase (decrease) in other payables	102,219	8,943
Increase (decrease) in other current liabilities	(12,905)	18,068
Increase (decrease) on products guarantee based on commitment	29,193	27,283
Increase (decrease) on accrued pension liabilities	(65,675)	9,324
Increase (decrease) in other non-current liabilities	106	(16)
Cash generated from operations	669,514	708,547
Income tax paid	(88,042)	(94,097)
Interest paid	(1,344)	(378)
Interest received	9,296	9,436
Dividend received	51,085	45,304
Net cash generated from (used in) operating activities	<u>640,509</u>	<u>668,812</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for intangible assets	(21,269)	(122,702)
Proceeds from capital reduction of financial assets measured at cost	10,000	-
Acquisition of investment accounted for using equity method	(83,718)	(41,841)
Proceeds from disposal of investments accounted for using equity method	-	71,372
Proceeds from capital reduction of investments accounted for using equity method	42,198	-
Payments for property, plant and equipment	(133,800)	(103,840)

(Continued)

NUVOTON TECHNOLOGY CORPORATION

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars)

	2015	2014
Proceeds from disposal of property, plant and equipment	\$ 928	\$ 286
(Increase) decrease in refundable deposits	<u>(1,039)</u>	<u>(5,178)</u>
Net cash generated from (used in) investing activities	<u>(186,700)</u>	<u>(201,903)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term borrowings	-	(178,830)
Cash dividends	<u>(249,065)</u>	<u>(249,065)</u>
Net cash generated from (used in) financing activities	<u>(249,065)</u>	<u>(427,895)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	204,744	39,014
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>1,177,605</u>	<u>1,138,591</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 1,382,349</u>	<u>\$ 1,177,605</u>

The accompanying notes are an integral part of the financial statements.

(Concluded)

NUVOTON TECHNOLOGY CORPORATION AND SUBSIDIARIES

**CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2015 AND 2014
(In Thousands of New Taiwan Dollars)**

ASSETS	2015		2014	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,825,672	34	\$ 1,753,118	36
Notes and accounts receivable, net (Notes 4 and 8)	643,816	12	685,314	14
Accounts receivable due from related parties, net (Notes 4 and 26)	56,392	1	48,331	1
Other receivables (Note 9)	240,227	5	47,664	1
Inventories (Notes 4 and 10)	1,037,432	20	793,929	16
Other current assets (Note 23)	<u>91,128</u>	<u>2</u>	<u>86,613</u>	<u>2</u>
Total current assets	<u>3,894,667</u>	<u>74</u>	<u>3,414,969</u>	<u>70</u>
NON-CURRENT ASSETS				
Financial assets measured at cost, non-current (Notes 4 and 11)	378,564	7	388,564	8
Property, plant and equipment (Notes 4 and 12)	463,594	9	447,140	9
Investment properties (Notes 4 and 13)	71,866	1	78,506	2
Intangible assets (Notes 4 and 14)	242,622	5	309,790	6
Deferred income tax assets (Notes 4 and 20)	127,287	2	140,771	3
Refundable deposits (Note 6)	69,370	1	68,212	1
Other non-current assets (Note 23)	<u>43,878</u>	<u>1</u>	<u>46,075</u>	<u>1</u>
Total non-current assets	<u>1,397,181</u>	<u>26</u>	<u>1,479,058</u>	<u>30</u>
TOTAL	<u>\$ 5,291,848</u>	<u>100</u>	<u>\$ 4,894,027</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Financial liabilities at fair value through profit or loss, current (Notes 4 and 7)	\$ 1,379	-	\$ 5,641	-
Accounts payable	666,073	13	540,044	11
Other payables (Note 15)	816,083	15	726,631	15
Current tax liabilities (Notes 4 and 20)	53,834	1	71,194	1
Other current liabilities	<u>43,014</u>	<u>1</u>	<u>38,227</u>	<u>1</u>
Total current liabilities	<u>1,580,383</u>	<u>30</u>	<u>1,381,737</u>	<u>28</u>
NON-CURRENT LIABILITIES				
Products guarantee based on commitment (Notes 4 and 16)	101,891	2	72,698	2
Accrued pension liabilities (Notes 4 and 17)	378,733	7	414,764	8
Other non-current liabilities	<u>109,040</u>	<u>2</u>	<u>110,759</u>	<u>2</u>
Total non-current liabilities	<u>589,664</u>	<u>11</u>	<u>598,221</u>	<u>12</u>
Total liabilities	<u>2,170,047</u>	<u>41</u>	<u>1,979,958</u>	<u>40</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT				
Common stock (Note 18)	2,075,544	39	2,075,544	43
Capital surplus				
Additional paid-in capital	63,485	1	63,485	1
Employee share options	13	-	13	-
Retained earnings				
Legal reserve	293,628	6	259,319	5
Unappropriated earnings	627,654	12	471,650	10
Exchange differences on translating foreign operations (Note 4)	<u>61,477</u>	<u>1</u>	<u>44,058</u>	<u>1</u>
Total equity	<u>3,121,801</u>	<u>59</u>	<u>2,914,069</u>	<u>60</u>
TOTAL	<u>\$ 5,291,848</u>	<u>100</u>	<u>\$ 4,894,027</u>	<u>100</u>

The accompanying notes are an integral part of the consolidated financial statements.

NUVOTON TECHNOLOGY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2015		2014	
	Amount	%	Amount	%
OPERATING REVENUE (Note 19)	\$ 7,313,387	100	\$ 6,821,877	100
OPERATING COST	<u>4,263,860</u>	<u>58</u>	<u>3,925,873</u>	<u>57</u>
GROSS PROFIT	<u>3,049,527</u>	<u>42</u>	<u>2,896,004</u>	<u>43</u>
OPERATING EXPENSES				
Selling expenses	246,434	3	249,126	4
General and administrative expenses	346,482	5	344,211	5
Research and development expenses	<u>1,970,357</u>	<u>27</u>	<u>1,972,682</u>	<u>29</u>
Total operating expenses	<u>2,563,273</u>	<u>35</u>	<u>2,566,019</u>	<u>38</u>
PROFIT FROM OPERATIONS	<u>486,254</u>	<u>7</u>	<u>329,985</u>	<u>5</u>
NON-OPERATING INCOME AND LOSSES				
Share of profit of associates accounted for using equity method	-	-	14,564	-
Interest income	16,656	-	16,401	-
Dividend income	52,284	1	39,610	1
Other gains and losses	6,568	-	5,706	-
Gains (losses) on disposal of property, plant and equipment	891	-	(1,032)	-
Gains (losses) on disposal of investments	-	-	13,183	-
Foreign exchange gains (losses)	21,852	-	24,278	-
Gains (losses) on financial instruments at fair value through profit or loss	(11,176)	-	(21,898)	-
Interest expense	<u>(1,344)</u>	<u>-</u>	<u>(238)</u>	<u>-</u>
Total non-operating income and losses	<u>85,731</u>	<u>1</u>	<u>90,574</u>	<u>1</u>
PROFIT BEFORE INCOME TAX	571,985	8	420,559	6
INCOME TAX EXPENSE (Notes 4 and 20)	<u>(102,963)</u>	<u>(2)</u>	<u>(77,469)</u>	<u>(1)</u>
NET PROFIT	<u>469,022</u>	<u>6</u>	<u>343,090</u>	<u>5</u>

(Continued)

NUVOTON TECHNOLOGY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2015		2014	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans (Notes 4 and 17)	\$ (29,644)	-	\$ (6,134)	-
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translating foreign operations	<u>17,419</u>	<u>-</u>	<u>19,872</u>	<u>-</u>
Other comprehensive income (loss)	<u>(12,225)</u>	<u>-</u>	<u>13,738</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME	<u>\$ 456,797</u>	<u>6</u>	<u>\$ 356,828</u>	<u>5</u>
EARNINGS PER SHARE (Notes 4 and 22)				
From continuing operations				
Basic	<u>\$ 2.26</u>		<u>\$ 1.65</u>	
Diluted	<u>\$ 2.24</u>		<u>\$ 1.64</u>	

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

NUVOTON TECHNOLOGY CORPORATION AND SUBSIDIARIES

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014
(In Thousands of New Taiwan Dollars)**

	Equity Attributable to Owners of the Parent							Exchange Differences on Translating of Foreign Operations	Total Equity
	Common Stock	Additional Paid-in Capital	Capital Surplus		Retained Earnings				
			Changes in Equities of Associates	Employee Share Options	Legal Reserve	Special Reserve	Unappropriated Earnings		
BALANCE, JANUARY 1, 2014	\$ 2,075,544	\$ 63,485	\$ 413	\$ 13	\$ 233,397	\$ 76,488	\$ 333,193	\$ 24,186	\$ 2,806,719
Net profit in 2014	-	-	-	-	-	-	343,090	-	343,090
Other comprehensive income in 2014	-	-	-	-	-	-	(6,134)	19,872	13,738
Total comprehensive income in 2014	-	-	-	-	-	-	336,956	19,872	356,828
Change in equity of associates accounted for using equity method	-	-	(413)	-	-	-	-	-	(413)
Appropriation of 2013 earnings (Note 18)									
Legal reserve	-	-	-	-	25,922	-	(25,922)	-	-
Special reserve	-	-	-	-	-	(76,488)	76,488	-	-
Cash dividends	-	-	-	-	-	-	(249,065)	-	(249,065)
BALANCE, DECEMBER 31, 2014	2,075,544	63,485	-	13	259,319	-	471,650	44,058	2,914,069
Net profit in 2015	-	-	-	-	-	-	469,022	-	469,022
Other comprehensive income in 2015	-	-	-	-	-	-	(29,644)	17,419	(12,225)
Total comprehensive income in 2015	-	-	-	-	-	-	439,378	17,419	456,797
Appropriation of 2014 earnings (Note 18)									
Legal reserve	-	-	-	-	34,309	-	(34,309)	-	-
Cash dividends	-	-	-	-	-	-	(249,065)	-	(249,065)
BALANCE, DECEMBER 31, 2015	<u>\$ 2,075,544</u>	<u>\$ 63,485</u>	<u>\$ -</u>	<u>\$ 13</u>	<u>\$ 293,628</u>	<u>\$ -</u>	<u>\$ 627,654</u>	<u>\$ 61,477</u>	<u>\$ 3,121,801</u>

The accompanying notes are an integral part of the consolidated financial statements.

NUVOTON TECHNOLOGY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars)

	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 571,985	\$ 420,559
Adjustments for:		
Depreciation expenses	140,602	138,312
Amortization expenses	79,535	86,536
Interest expense	1,344	238
Interest income	(16,656)	(16,401)
Dividend income	(52,284)	(39,610)
Share of profit of associates accounted for using equity method	-	(14,564)
Unrealized gain or loss	-	(118)
Net (gain) loss on fair value change of financial assets and liabilities designated as at fair value through profit or loss	(4,262)	4,937
(Gain) loss on disposal of property, plant and equipment	(891)	1,032
(Gain) loss on disposal of investments	-	(13,183)
Changes in operating assets and liabilities		
(Increase) decrease in notes and accounts receivable	41,498	60,842
(Increase) decrease in accounts receivable due from related parties	(8,061)	8,893
(Increase) decrease in other receivables	(188,827)	56,583
(Increase) decrease in inventories	(243,503)	68,780
(Increase) decrease in other current assets	(4,515)	(24,379)
(Increase) decrease in other non-current assets	1,782	(43,975)
Increase (decrease) in accounts payable	126,029	(12,196)
Increase (decrease) in other payables	86,154	51,433
Increase (decrease) in other current liabilities	4,787	1,688
Increase (decrease) on products guarantee based on commitment	29,193	27,283
Increase (decrease) on accrued pension liabilities	(65,675)	9,324
Increase (decrease) in other non-current liabilities	8,253	1,427
Cash generated from operations	506,488	773,441
Income tax paid	(110,505)	(98,355)
Interest paid	(1,344)	(378)
Interest received	16,586	16,361
Dividend received	52,284	47,554
Net cash generated from (used in) operating activities	<u>463,509</u>	<u>738,623</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for intangible assets	(22,262)	(191,178)
Proceeds from capital reduction of financial assets measured at cost	10,000	-
Proceeds from disposal of investments accounted for using equity method	-	33,872
Payments for property, plant and equipment	(146,071)	(135,276)
Proceeds from disposal of property, plant and equipment	936	314
(Increase) decrease in refundable deposits	(1,158)	(4,888)
Net cash generated from (used in) investing activities	<u>(158,555)</u>	<u>(297,156)</u>

(Continued)

NUVOTON TECHNOLOGY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014 (In Thousands of New Taiwan Dollars)

	2015	2014
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term borrowings	\$ -	\$ (178,830)
Cash dividends	<u>(249,065)</u>	<u>(249,065)</u>
Net cash generated from (used in) financing activities	<u>(249,065)</u>	<u>(427,895)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>16,665</u>	<u>20,116</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	72,554	33,688
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>1,753,118</u>	<u>1,719,430</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>\$ 1,825,672</u>	<u>\$ 1,753,118</u>

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

<Attachment 3>

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Nuvoton Technology Corporation

We have audited the accompanying balance sheets of Nuvoton Technology Corporation (the "Company") as of December 31, 2015 and 2014, and the related statements of comprehensive income, changes in equity, and cash flows for the years ended December 31, 2015 and 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the Rules Governing the Audit of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Those rules and standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2015 and 2014 and its financial performance and its cash flows for the years ended December 31, 2015 and 2014, in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.



January 28, 2016

Notice to Readers

The accompanying financial statements are intended only to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail.

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Nuvoton Technology Corporation

We have audited the accompanying consolidated balance sheets of Nuvoton Technology Corporation (the "Company") and its subsidiaries (collectively referred as the "Group") as of December 31, 2015 and 2014, and the related consolidated statements of comprehensive income, changes in equity, and cash flows for the years ended December 31, 2015 and 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the Rules Governing the Audit of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Those rules and standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2015 and 2014 and their consolidated financial performance and their consolidated cash flows for the years ended December 31, 2015 and 2014, in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed by the Financial Supervisory Commission of the Republic of China.

We have also audited the parent company only financial statements of Nuvoton Technology Corporation as of and for the years ended December 31, 2015 and 2014 on which we have issued an unqualified report.



January 28, 2016

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

< Attachment 4 >

(English Translation)
Supervisors' Review Report⁴

To: 2016 Annual General Shareholders Meeting

The Board of Directors of the Company has prepared the 2015 parent company only financial statements and the consolidated financial statements, which have been audited by Ker-Chang Wu and Hung-Bin Yu at Deloitte & Touche who have been retained by the Board of Directors of the Company to issue an independent auditors' report. The independent auditors' report provides that the 2015 parent company only financial statements and the consolidated financial statements of the Company can fairly present the Company's financial position. The undersigned supervisors have reviewed the independent auditors' report, together with the business report and the plan for distribution of 2015 profit, and did not find any incompliance. According to Article 219 of the Company Act, it is hereby submitted for your review and perusal.

Nuvoton Technology Corporation

Supervisors: Lu-Pao Hsu

Chao-Ming Mong

Representative of Chin Xin Investment
Co., Ltd.: Yang-Kun Lai

Date: February 15, 2016

⁴ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

<Attachment 5>

(English Translation)

Nuvoton Technology Corporation
Shareholding of All Directors and Supervisors of the Fourth Term⁵

April 17, 2016

Title	Name	Current shareholding (Shares)	Shareholding ratio (%)
Chairman	Winbond Electronics Corporation Representative: Arthur Yu-Cheng Chiao	126,620,087 shares	61.01%
Director	Winbond Electronics Corporation Representative: Yung Chin		
Director	Winbond Electronics Corporation Representative: Ken-Shew Lu		
Vice Chairman	Robert Hsu	191,328 shares	0.09%
Director	Chi-Lin Wea	0	0.00%
Independent Director	Allen Hsu	0	0.00%
Independent Director	Royce Yu-Chun Hong	0	0.00%
Independent Director	David Shu-Chyuan Tu	0	0.00%
Supervisor	Lu-Pao Hsu	0	0.00%
Supervisor	Chao-Ming Mong	0	0.00%
Supervisor	Representative of Chin Xin Investment Co., Ltd.: Yang-Kun Lai	1,853,185 shares	0.89%
Shareholdings of All Directors		126,811,415 shares	61.10%
Shareholdings of All Supervisors		1,853,185 shares	0.89%
Shareholdings of All Directors and Supervisors		128,664,600 shares	61.99%

Note: The Company had a total of 207,554,400 issued shares as of April 17, 2016.

⁵ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

<Attachment 6>

(English Translation)

Nuvoton Technology Corporation (the "Company")

Comparison Table of Amendments to the Rules Governing the Conduct of Shareholders Meeting⁶

Article After Amendment	Article Before Amendment	Note
<p>Article 3 ...(Omitted)...</p> <p>The election or discharge of directors and supervisor, amendment of the Company's Articles of Incorporation, dissolution, merger, or spin-off of the Company, or the matters specified in Paragraph 1 of Article 185 of the Company Act, or Article 26-1 or Article 43-6 of the Securities and Exchange Act, or Article 56-1 or Article 60-2 of the Regulations Governing Offering and Issuance of Securities by Issuers shall be listed among the reasons for the meeting, and may not be proposed as extemporary motions. ...(Omitted)...</p>	<p>Article 3 ...(Omitted)...</p> <p>The election or discharge of directors and supervisors, amendment of the Company's Articles of Incorporation, dissolution, merger, or spin-off of the Company, or the matters specified in Paragraph 1 of Article 185 of the Company Act, or Article 26-1 or Article 43-6 of the Securities and Exchange Act, or Article 56-1 or Article 60-2 of the Regulations Governing Offering and Issuance of Securities by Issuers shall be listed among the reasons for the meeting, and may not be proposed as extemporary motions. ...(Omitted)...</p>	<p>As the Company sets up the audit committee to replace supervisors, relevant language relating to supervisors was adjusted.</p>
<p>Article 6</p> <p>This Company shall prepare an attendance book for attending shareholders or proxies of shareholders ("Shareholders") to sign in, or Shareholders present may hand in an attendance card in lieu of signing on the attendance book. Each Shareholder attending the shareholders meeting in person (or proxy) shall wear an attendance pass.</p> <p>The Company shall hand in the agenda booklet, annual report, attendance pass, speech note, ballot and other meeting documents to the Shareholders attending the shareholders meeting. If there is an</p>	<p>Article 6</p> <p>This Company shall prepare an attendance book for attending shareholders or proxies of shareholders ("Shareholders") to sign in, or Shareholders present may hand in an attendance card in lieu of signing on the attendance book. Each Shareholder attending the shareholders meeting in person (or proxy) shall wear an attendance pass.</p> <p>The Company shall hand in the agenda booklet, annual report, attendance pass, speech note, ballot and other meeting documents to the Shareholders attending the shareholders meeting. If there is an election of directors and supervisors, the Company shall hand in</p>	<p>As the Company sets up the audit committee to replace supervisors, relevant language relating to supervisors was adjusted.</p>

⁶ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

Article After Amendment	Article Before Amendment	Note
election of directors and supervisors , the Company shall hand in election ballot as well. ...(Omitted)...	election ballot as well. ...(Omitted)...	
<p>Article 14 If the shareholders shall elect directors and supervisors at the shareholders meeting, the election shall be handled in accordance with the rules related to election of directors of the Company and the results of the election shall be announced on the spot.</p> <p>The ballots for the election of the preceding paragraph shall be properly preserved in envelopes with seals and signatures of the persons responsible for checking ballots thereon and shall be preserved for at least one year; provided that if any shareholder files a lawsuit according to Article 189 of the Company Act, such ballots shall be preserved until end of the litigation.</p>	<p>Article 14 If the shareholders shall elect directors and supervisors at the shareholders meeting, the election shall be handled in accordance with the rules related to election of directors and supervisors of the Company and the results of the election shall be announced on the spot. The ballots for the election of the preceding paragraph shall be properly preserved in envelopes with seals and signatures of the persons responsible for checking ballots thereon and shall be preserved for at least one year; provided that if any shareholder files a lawsuit according to Article 189 of the Company Act, such ballots shall be preserved until end of the litigation.</p>	As the Company sets up the audit committee to replace supervisors, relevant language relating to supervisors was adjusted.
<p>Article 21 These Rules were enacted on June 10, 2009. The first amendment was made on June 5, 2012. The second amendment was made on June 10,, 2015. <u>The third amendment was made on June 15, 2016.</u></p>	<p>Article 21 These Rules were enacted on June 10, 2009. The first amendment was made on June 5, 2012. The second amendment was made on June 10,, 2015.</p>	Date of this amendment was added.

(English Translation)

Nuvoton Technology Corporation (the "Company")

Comparison Table of Amendments to the Procedures for Acquisition or Disposal of Assets⁷

Article After Amdnement	Article Before Amendment	Note
<p>Article 15 Operational procedures for acquisition or disposal of real property 1~2: Omitted 3. In acquiring or disposing of real property where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or above, except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds, the Company may not proceed with execution of ant transaction contract or make any payment until the following information/matters have been submitted and approved by <u>the audit committee</u> and the board of directors and recognized by the supervisors:</p> <p>(1)~(7): Omitted The calculation of the transaction amount shall be conducted in accordance with Paragraph 2 of Article 25, and "within the preceding year" as used herein refers to the year preceding the Date of Occurrence of the transaction. Items that have been approved by <u>the audit committee</u> and the board of directors and recognized by the supervisors need not be counted again when</p>	<p>Article 15 Operational procedures for acquisition or disposal of real property 1~2: Omitted 3. In acquiring or disposing of real property where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or above, except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds, the Company may not proceed with execution of ant transaction contract or make any payment until the following information/matters have been submitted and approved by the board of directors and recognized by the supervisors:</p> <p>(1)~(7): Omitted The calculation of the transaction amount shall be conducted in accordance with Paragraph 2 of Article 25, and "within the preceding year" as used herein refers to the year preceding the Date of Occurrence of the transaction. Items that have been approved by the board of directors and recognized by the supervisors need not be counted again when calculating the transaction amount. With respect to the acquisition or</p>	<p>As the Company established the audit committee to replace supervisors, the language relating to supervisor was amended accordingly.</p>

⁷ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

Article After Amdnement	Article Before Amendment	Note
<p>calculating the transaction amount. With respect to the acquisition or disposal of business-use equipment between a public company and its parent or subsidiaries, the Company's board of directors may delegate the Chairman of the board of directors to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting.</p> <p>Where the Company has installed independent directors, wWhen an acquisition or disposal of assets transaction is reported to the board of directors for deliberation, the opinions of each independent director shall be given full consideration and their dissenting or qualified opinion shall be recorded in the meeting minutes.</p> <p>Where an audit committee has been established, mMatters which require <u>recognition by approval of the audit committee</u>—the supervisors shall first be approved by more than half of all audit committee members and then submitted to the board of directors for resolution, and Paragraphs 4 and 5 of Article 29 shall apply <i>mutatis mutandis</i>.</p> <p>...(Omitted)...</p>	<p>disposal of business-use equipment between a public company and its parent or subsidiaries, the Company's board of directors may delegate the Chairman of the board of directors to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting.</p> <p>Where the Company has installed independent directors, when an acquisition or disposal of assets transaction is reported to the board of directors for deliberation, the opinions of each independent director shall be given full consideration and their dissenting or qualified opinion shall be recorded in the meeting minutes.</p> <p>Where an audit committee has been established, matters which require recognition by the supervisors shall first be approved by more than half of all audit committee members and then submitted to the board of directors for resolution, and Paragraphs 4 and 5 of Article 29 shall apply <i>mutatis mutandis</i>.</p> <p>...(Omitted)...</p>	
<p>Article 16</p> <p>Where the Company acquires real property from a Related Party and the results of appraisals conducted in accordance with the provisions of Paragraphs 4 and 5 of Article 15 are uniformly lower than the transaction price, the following steps shall be taken:</p> <p>(1): Omitted</p> <p>(2) Supervisors<u>The audit committee</u> shall comply with the provisions of</p>	<p>Article 16</p> <p>Where the Company acquires real property from a Related Party and the results of appraisals conducted in accordance with the provisions of Paragraphs 4 and 5 of Article 15 are uniformly lower than the transaction price, the following steps shall be taken:</p> <p>(1): Omitted</p> <p>(2) Supervisors shall comply with the provisions of Article 218 of the</p>	<p>As the Company established the audit committee to replace supervisors, the language relating to supervisor was amended accordingly.</p>

Article After Amdnement	Article Before Amendment	Note
Article 218 of the Company Law. (3)~(5): Omitted	Company Law. (3)~(5): Omitted	
<p>Article 24</p> <p>Where the Company's acquisition or disposal of assets is subject to the approval of the board of directors under these Procedures or other acts or regulations, and where a director expresses dissent and it is contained in the minutes or a written statement, the Company shall distribute the director's opinion to <u>the audit committee each supervisor.</u></p> <p>Where the Company has installed independent directors, wWhen an acquisition or disposal of assets transaction is reported to the board of directors for deliberation under the preceding paragraph, the opinions of each independent director shall be given full consideration and their dissenting or qualified opinion shall be entered into the meeting minutes.</p> <p>Where the Company has established an audit committee, aAny transaction involving major assets or derivative transactions shall be approved by one half ore more of all audit committee members and submitted to the board of directors for resolution, and Paragraphs 34 and 5 of Article 29 shall apply mutatis mutandis.</p>	<p>Article 24</p> <p>Where the Company's acquisition or disposal of assets is subject to the approval of the board of directors under these Procedures or other acts or regulations, and where a director expresses dissent and it is contained in the minutes or a written statement, the Company shall distribute the director's opinion to each supervisor.</p> <p>Where the Company has installed independent directors, when an acquisition or disposal of assets transaction is reported to the board of directors for deliberation under the preceding paragraph, the opinions of each independent director shall be given full consideration and their dissenting or qualified opinion shall be entered into the meeting minutes.</p> <p>Where the Company has established an audit committee, any transaction involving major assets or derivative transactions shall be approved by one half or more of all audit committee members and submitted to the board of directors for resolution, and Paragraphs 4 and 5 of Article 29 shall apply mutatis mutandis.</p>	<p>As the Company established the audit committee to replace supervisors, the language relating to supervisor was amended accordingly.</p>
<p>Article 29</p> <p>These Procedures are effective subject to the approval of shall be <u>approved by one half or more of all audit committee members and then first submitted to the board of directors for deliberation and then submitted first to the supervisors,</u> then <u>sumitted to the</u> shareholders meeting for approval. <u>These Procedures will take effect after</u></p>	<p>Article 29</p> <p>These Procedures are effective subject to the approval of the board of directors and then submitted first to the supervisors, then the shareholders meeting for approval. The preceding procedures shall apply if there is any amendment to these Procedures. Where a director expressed dissent and such dissent is contained in the minutes or a written statement, the</p>	<p>As the Company established the audit committee to replace supervisors, the language was amended and the practical operation of these Procedures was adjusted accordingly.</p>

Article After Amdnement	Article Before Amendment	Note
<p><u>the approval of the shareholders meeting.</u> The preceding procedures shall apply if there is any amendment to these Procedures. Where a director expressed dissent and such dissent is contained in the minutes or a written statement, the Company shall distribute the director's opinion to <u>the audit committee</u>each supervisor.</p> <p>Where the Company has installed independent directors, When these Procedures is reported to the board of directors for deliberation under the preceding paragraph, the opinions of each independent director shall be given full consideration and their dissenting or qualified opinion shall be entered into the meeting minutes.</p> <p>Where the Company has established an audit committee, when these Procedures are adopted or amended, they shall be subject to approval by one half or more of all Audit Committee members and submitted to the board of directors for resolution.</p> <p>If approval of one half or more of all audit committee members as required in the preceding<u>first</u> paragraph is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the meeting minutes of the board of directors .</p> <p>The terms "all audit committee members" in Paragraph 3 and "all directors" in the preceding paragraph shall mean the actual number of persons currently holding those positions.</p>	<p>Company shall distribute the director's opinion to each supervisor.</p> <p>Where the Company has installed independent directors, when these Procedures is reported to the board of directors for deliberation under the preceding paragraph, the opinions of each independent director shall be given full consideration and their dissenting or qualified opinion shall be entered into the meeting minutes.</p> <p>Where the Company has established an audit committee, when these Procedures are adopted or amended, they shall be subject to approval by one half or more of all Audit Committee members and submitted to the board of directors for resolution.</p> <p>If approval of one half or more of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the meeting minutes of the board of directors.</p> <p>The terms "all audit committee members" in Paragraph 3 and "all directors" in the preceding paragraph shall mean the actual number of persons currently holding those positions.</p>	

Article After Amdnement	Article Before Amendment	Note
<p>Article 30 These Procedures were enacted on July 14, 2008. The first amendment was made on June 10, 2009. The second amendment was made on June 5, 2012. The third amendment was made on June 14, 2013. The fourth amendment was made on June 12, 2014. The fifth amendment was made on June 15, 2016.</p>	<p>Article 30 These Procedures were enacted on July 14, 2008. The first amendment was made on June 10, 2009. The second amendment was made on June 5, 2012. The third amendment was made on June 14, 2013. The fourth amendment was made on June 12, 2014.</p>	<p>Date of this amendment was added.</p>

<Attachment 8>

(English Translation)

Nuvoton Technology Corporation (the "Company")

Comparison Table of Amendments to the Procedures for Engaging in Derivatives Transactions⁸

Article After Amendment	Article Before Amendment	Note
<p><u>Article 6-1</u> <u>Except for foreign exchange forward transactions for hedge purpose shall be handled in accordance with Article 6, other major derivative transactions entered into by the Company shall be approved by one half or more of all audit committee members and submitted to the board of directors for resolution. If approval of one half or more of all audit committee members is not obtained, the derivative transactions may be conducted if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the meeting minutes of the board of directors. The terms "all audit committee members" and "all directors" herein shall mean the actual number of persons currently holding those positions.</u></p>		<p>This article was added due to establishment of the audit committee by the Company and in consideration of the practical operation of these Procedures.</p>
<p>Article 19 The Company's internal audit personnel shall periodically make a determination of the suitability of internal controls on derivative transactions and conduct a monthly audit of how faithfully derivatives trading by the trading department in compliance with the procedures for engaging in derivative transactions, and prepare an audit report. If any material violation is discovered, the internal audit personnel shall notify</p>	<p>Article 19 The Company's internal audit personnel shall periodically make a determination of the suitability of internal controls on derivative transactions and conduct a monthly audit of how faithfully derivatives trading by the trading department in compliance with the procedures for engaging in derivative transactions, and prepare an audit report. If any material violation is discovered, the internal audit personnel shall notify</p>	<p>As the Company established the audit committee to replace supervisors, the language was amended accordingly.</p>

⁸ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

Article After Amendment	Article Before Amendment	Note
<p>the audit committee each supervisor in writing.</p>	<p>each supervisor in writing.</p>	
<p>IV. Effect and Amendment</p> <p>These Procedures <u>shall be approved by one half or more of the audit committee members, submitted after being approved by</u> to the board of directors <u>for resolution and then shall be sent to each supervisor and submitted to the shareholders meeting for approval.</u> These Procedures will take effect after the approval of the shareholders meeting. The above procedure shall apply in the event of any amendments to these Procedures. If any director expresses dissidents on these Procedures which were put in records or written statement, the Company shall send the dissidents to <u>the audit committee</u> each supervisor. Where the Company has installed independent directors, When these Procedures is reported to the board of directors for discussion pursuant to these Procedures, the opinions of each independent director shall be given full consideration and their explicit consent or dissenting opinion and reasons of the dissenting opinion shall be noted in the minutes of the board meeting.</p> <p><u>If approval of one half or more of all audit committee members as required in the preceding Paragraph is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the meeting minutes of the board of directors .The terms "all audit committee members" and "all directors" in this Paragraph shall mean the actual number of persons currently holding those positions.</u></p>	<p>IV. Effect and Amendment</p> <p>These Procedures, after being approved by the board of directors, shall be sent to each supervisor and submitted the shareholders meeting for approval. These Procedures will take effect after the approval of the shareholders meeting. The above procedure shall apply in the event of any amendments to these Procedures. If any director expresses dissidents on these Procedures which were put in records or written statement, the Company shall send the dissidents to each supervisor. Where the Company has installed independent directors, when these Procedures is reported to the board of directors for discussion pursuant to these Procedures, the opinions of each independent director shall be given full consideration and their explicit consent or dissenting opinion and reasons of the dissenting opinion shall be noted in the minutes of the board meeting.</p>	<p>As the Company established the audit committee to replace supervisors, the language was amended and the practical operation of these Procedures was adjusted accordingly.</p>

Article After Amendment	Article Before Amendment	Note
<p>V. History</p> <p>These Procedures were enacted on July 14, 2008.</p> <p>The first amendment was made on December 19, 2008.</p> <p>The second amendment was made on September 22, 2009.</p> <p>The third amendment was made on June 14, 2013.</p> <p>The fourth amendment was made on June 12, 2014.</p> <p>The fifth amendment was made on June 15, 2016.</p>	<p>V. History</p> <p>These Procedures were enacted on July 14, 2008.</p> <p>The first amendment was made on December 19, 2008.</p> <p>The second amendment was made on September 22, 2009.</p> <p>The third amendment was made on June 14, 2013.</p> <p>The fourth amendment was made on June 12, 2014.</p>	<p>Date of this amendment was added.</p>

<Attachment 9>

(English Translation)

Nuvoton Technology Corporation (the "Company")

Comparison Table of Amendments to the Regulations Governing Endorsements and Guarantees⁹

Amended Article	Original Article	Note
<p>Article 3: Ceiling of Endorsements and Guarantees (1)~(3): Omitted (4) If due to changes of circumstances the entities for which the Company provides endorsements/guarantees no longer meet the conditions set forth in Article of these Regulations that such entities had been able to meet before such changes, or the amount of endorsements/guarantees exceed the ceiling permitted by these Regulations due to change of basis for calculating the ceiling, an improvement plan shall be prepared and delivered to each supervisorsthe audit committee. The Company shall complete the improvement according the schedule provided in the improvement plan.</p>	<p>Article 3: Ceiling of Endorsements and Guarantees (1)~(3): Omitted (4) If due to changes of circumstances the entities for which the Company provides endorsements/guarantees no longer meet the conditions set forth in Article of these Regulations that such entities had been able to meet before such changes, or the amount of endorsements/guarantees exceed the ceiling permitted by these Regulations due to change of basis for calculating the ceiling, an improvement plan shall be prepared and delivered to each supervisors. The Company shall complete the improvement according the schedule provided in the improvement plan.</p>	<p>As the Company established the audit committee to replace supervisors, the language was amended accordingly.</p>
<p>Article 6: Operation Procedures of Making Endorsements and Guarantees and Review Process Before making an endorsement or guarantee for others, the Company shall carefully evaluate whether the endorsement or guarantee is in compliance with the "Regulations</p>	<p>Article 6: Operation Procedures of Making Endorsements and Guarantees and Review Process Before making an endorsement or guarantee for others, the Company shall carefully evaluate whether the endorsement or guarantee is in compliance with the "Regulations</p>	<p>As the Company established the audit committee, taking into the practical operation of these Regulations, this article was added.</p>

⁹ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

Amended Article	Original Article	Note
<p>Governing Loaning of Funds and Making of Endorsements and/or Guarantees by Public Companies" promulgated by securities regulator and these Regulations. In addition, the Company shall handle and review the following: (1)~(10): Omitted If the Company will conduct <u>material endorsements or provide material guarantees</u>, it shall obtain the consent of the one half or more of all members of the audit committee and submit to the board of directors for resolution. If no consent of one half or more of all members of the audit committee is obtained, such endorsements and guarantee may alternatively be approved by two thirds of all directors and the minutes of the board meeting shall record the resolution of the audit committee for this proposal. The terms "all audit committee members" and "all directors" in this paragraph shall mean the actual number of persons currently holding those positions.</p>	<p>Governing Loaning of Funds and Making of Endorsements and/or Guarantees by Public Companies" promulgated by securities regulator and these Regulations. In addition, the Company shall handle and review the following: (1)~(10): Omitted</p>	
<p>Article 9: Internal Audit The Company's internal auditors shall audit the operational procedure of endorsements and guarantees and their enforcement situation at least every quarter and shall make written record. If any material violations are found, the internal auditors shall immediately notify the <u>audit committee</u> supervisors in writing.</p>	<p>Article 9: Internal Audit The Company's internal auditors shall audit the operational procedure of endorsements and guarantees and their enforcement situation at least every quarter and shall make written record. If any material violations are found, the internal auditors shall immediately notify the supervisors in writing.</p>	<p>As the Company established the audit committee to replace supervisors, the language was amended accordingly.</p>

Amended Article	Original Article	Note
<p>IV. Effect and Amendment\</p> <p><u>These Regulations, shall be approved by one half or more of the audit committee members, submitted to after being approved by the board of directors for resolution and then</u>, shall be sent to each supervisor and submitted to the shareholders meeting for approval. <u>These Regulations will enter into force after the approval of the shareholders meeting.</u> If any director expresses any objection to these Regulations and such objection is recorded or put in writing, the Company shall send such objection to each supervisor <u>the audit committee</u> and submitted to the shareholders meeting for discussion, together with these Regulations. Amendments to these Regulations shall follow the same procedure. Where the Company has had independent directors, wWhen the operational procedure of endorsements and guarantees is submitted to the board meeting for discussion pursuant to <u>these Regulations preceding paragraph</u>, the opinion of each independent directors shall be fully taken into consideration and their explicit consent or dissenting opinion and reasons of the dissenting opinion shall be noted in the minutes of the board meeting.</p> <p><u>If no consent of one half or more of all members of the audit committee is obtained for the matters set forth in the preceding paragraph, such matters may alternatively be approved by two</u></p>	<p>IV. Effect and Amendment\</p> <p>These Regulations, after being approved by the board of directors, shall be sent to each supervisor and submitted to the shareholders meeting for approval. If any director expresses any objection to these Regulations and such objection is recorded or put in writing, the Company shall send such objection to each supervisor and submitted to the shareholders meeting for discussion, together with these Regulations. Amendments to these Regulations shall follow the same procedure. Where the Company has had independent directors, when the operational procedure of endorsements and guarantees is submitted to the board meeting for discussion pursuant to the preceding paragraph, the opinion of each independent directors shall be fully taken into consideration and their explicit consent or dissenting opinion and reasons of the dissenting opinion shall be noted in the minutes of the board meeting.</p>	<p>As the Company established the audit committee to replace supervisors, the language was amended accordingly and this article was adjusted based on the practical operation of these Regulations.</p>

Amended Article	Original Article	Note
<u>thirds of all directors and the minutes of the board meeting shall record the resolution of the audit committee for this proposal. The terms "all audit committee members "and "all directors" in this paragraph shall mean the actual number of persons currently holding those positions.</u>		

(English Translation)

Nuvoton Technology Corporation (the "Company")

Comparison Table of Amendments to the Procedures for Lending Funds to Other Parties¹⁰

Article After Amendment	Article Before Amendment	Note
Article 2: Reasons, necessities and amount ceiling for lending funds to others (1)~(3) Omitted (4)If, due to change of circumstances, the entities that the Company loans funds fails to satisfy the requirements or the loan amount exceeds the ceiling provided in these Procedures, an improvement plan should be prepared and delivered to each supervisorthe audit committee. Improvements should be completed in accordance with the schedule provided in the improvement plan.	Article 2: Reasons, necessities and amount ceiling for lending funds to others (1)~(3) Omitted (4)If, due to change of circumstances, the entities that the Company loans funds fails to satisfy the requirements or the loan amount exceeds the ceiling provided in these Procedures, an improvement plan should be prepared and delivered to each supervisor. Improvements should be completed in accordance with the schedule provided in the improvement plan.	As the Company established the audit committee to replace supervisors, the language was amended accordingly.
Article 3: Operation Procedures of Fund Loaning and Review Process Before loaning funds to others, the Company shall carefully evaluate whether it is in compliance with the "Regulations Governing Loaning of Funds and Making of Endorsements and/or Guarantees by Public Companies" and these Procedures. The Company may make loans to others only after the results of evaluation have been submitted to and resolved upon by the board of directors. The Company shall not authorize any	Article 3: Operation Procedures of Fund Loaning and Review Process Before loaning funds to others, the Company shall carefully evaluate whether it is in compliance with the "Regulations Governing Loaning of Funds and Making of Endorsements and/or Guarantees by Public Companies" and these Procedures. The Company may make loans to others only after the results of evaluation have been submitted to and resolved upon by the board of directors. The Company shall not authorize any other person to make such decision. Where the	A new provision was added due to establishment of the audit committee by the Company and in consideration of the practical operation of these Procedures.

¹⁰ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

Article After Amendment	Article Before Amendment	Note
<p>other person to make such decision. Where the independent directors have been installed, when loaning funds to others, the Company shall take into full consideration each independent director's opinions; the independent directors' opinions specifically expressing assent or dissent and their reasons for dissent shall be included in the minutes of the board meetings. (1)~(5) (Omitted)</p> <p><u>Any major loaning of funds by the Company shall be approved by one half or more of all audit committee members and submitted to the board of directors for deliberation. If approval of one half or more of all audit committee members is not obtained, the Company may provide such loan if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the meeting minutes of the board of directors. The terms "all audit committee members" and "all directors" used herein shall mean the actual number of persons currently holding those positions.</u></p>	<p>independent directors have been installed, when loaning funds to others, the Company shall take into full consideration each independent director's opinions; the independent directors' opinions specifically expressing assent or dissent and their reasons for dissent shall be included in the minutes of the board meetings. (1)~(5) (Omitted)</p>	
<p>Article 7: Internal auditing The internal auditing personnel of the Company shall audit the procedure of loaning funds to others by the Company and its implementation status, and make written records. If there is any material violation of the Procedures, the internal auditing personnel of the Company shall immediately notify each</p>	<p>Article 7: Internal auditing The internal auditing personnel of the Company shall audit the procedure of loaning funds to others by the Company and its implementation status, and make written records. If there is any material violation of the Procedures, the internal auditing personnel of the Company shall immediately notify each supervisor in writing.</p>	<p>As the Company established the audit committee to replace supervisors, the language was amended accordingly.</p>

Article After Amendment	Article Before Amendment	Note
<p>supervisorthe audit committee in writing.</p>		
<p>IV. Effect and Amendment</p> <p>These Procedures, after being approved by the board of directors, shall be <u>approved by one half or more of audit committee members and then first submitted to the board of directors for deliberation and then sent to each supervisor</u> and submitted to the shareholders meeting for approval. <u>These Procedures will take effect after the approval of the shareholders meeting.</u> If any director expresses dissidents on these Procedures which were put in records or written statement, the Company shall send the dissidents to <u>the audit committee</u>each supervisor and submit the dissidents to the shareholders meeting together with these Procedures for discussion. The above procedure shall apply in the event of any amendments to these Procedures. Where the Company has installed independent directors, When these Procedures is reported to the board of directors for deliberation under the preceding paragraph, the opinions of each independent director shall be given full consideration and their explicit consent or dissenting opinion and reasons of the dissenting opinion shall be noted in the minutes of the board meeting.</p> <p><u>If approval of one half or more of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if</u></p>	<p>IV. Effect and Amendment</p> <p>These Procedures, after being approved by the board of directors, shall be sent to each supervisor and submitted to the shareholders meeting for approval. If any director expresses dissidents on these Procedures which were put in records or written statement, the Company shall send the dissidents to each supervisor and submit the dissidents to the shareholders meeting together with these Procedures for discussion. The above procedure shall apply in the event of any amendments to these Procedures. Where the Company has installed independent directors, when these Procedures is reported to the board of directors for deliberation under the preceding paragraph, the opinions of each independent director shall be given full consideration and their explicit consent or dissenting opinion and reasons of the dissenting opinion shall be noted in the minutes of the board meeting.</p>	<p>As the Company established the audit committee to replace supervisors, the language was amended and the practical operation of these Procedures was adjusted accordingly.</p>

Article After Amendment	Article Before Amendment	Note
<u>approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the meeting minutes of the board of directors. The terms "all audit committee members" and "all directors" used herein shall mean the actual number of persons currently holding those positions.</u>		

<Attachment 11>

(English Translation)

Nuvoton Technology Corporation (the "Company")
Comparison Table of Amendments to the Procedures for Election of Directors and Supervisors¹¹

Article After Amendment	Article Before Amendment	Note
Name of Election Procedures Procedures for Election of Directors and Supervisors	Name of Election Procedures Procedures for Election of Directors and Supervisors	As the Company established the audit committee to replace supervisors, the language was amended accordingly.
Article 1 To ensure a just, fair and open election of directors and supervisors , these Procedures are hereby adopted.	Article 1 To ensure a just, fair and open election of directors and supervisors, these Procedures are hereby adopted.	As the Company established the audit committee to replace supervisors, the language relating to supervisors was deleted.
Article 2 Unless otherwise provided by laws and regulations or by the Company's articles of incorporation, elections of directors and supervisors shall be conducted in accordance with these Procedures.	Article 2 Unless otherwise provided by laws and regulations or by the Company's articles of incorporation, elections of directors and supervisors shall be conducted in accordance with these Procedures.	As the Company established the audit committee to replace supervisors, the language relating to supervisors was deleted.
Article 4 (Deleted)	Article 4 Supervisors of the Company shall have the following qualifications: 1. Integrity and a practical attitude. 2. Impartial judgment. 3. Professional knowledge. 4. Abundant experience. 5. Ability to read financial statements.	The Article was deleted. As the Company established the audit committee to replace supervisors, the provisions relating to supervisors were deleted.

¹¹ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

Article After Amendment	Article Before Amendment	Note
<p>Article 6</p> <p>Elections of both directors and supervisors at the Company shall adopt the candidate nomination system and procedures set out in Article 192-1 of the Company Act and cumulative voting with single name registered on the ballot. This Company shall review the qualifications, education, work experience, background, and whether there exists any of the matters set forth in Article 30 of the Company Act with respect to candidates of directors and supervisors—and may not arbitrarily add requirements for documentation of other qualifications. The Company shall further provide the results of the review to shareholders for their reference, so that qualified directors and supervisors will be elected. Each share shall have voting rights in number equal to the directors or supervisors to be elected, and may be cast for a single candidate or split among multiple candidates shown on the list of director and supervisor candidates.</p>	<p>Article 6</p> <p>Elections of both directors and supervisors at the Company shall adopt the candidate nomination system and procedures set out in Article 192-1 of the Company Act and cumulative voting with single name registered on the ballot. This Company shall review the qualifications, education, work experience, background, and whether there exists any of the matters set forth in Article 30 of the Company Act with respect to candidates of directors and supervisors and may not arbitrarily add requirements for documentation of other qualifications. The Company shall further provide the results of the review to shareholders for their reference, so that qualified directors and supervisors will be elected. Each share shall have voting rights in number equal to the directors or supervisors to be elected, and may be cast for a single candidate or split among multiple candidates shown on the list of director and supervisor candidates.</p>	<p>As the Company established the audit committee to replace supervisors, the language relating to supervisors was deleted.</p>
<p>Article 7</p> <p>The board of directors shall prepare separate ballots for directors and supervisors in numbers corresponding to the directors or supervisors to be elected. The number of voting</p>	<p>Article 7</p> <p>The board of directors shall prepare separate ballots for directors and supervisors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be</p>	<p>As the Company established the audit committee to replace supervisors, the language relating to supervisors was deleted.</p>

Article After Amendment	Article Before Amendment	Note
rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.	specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.	
<p>Article 8</p> <p>The number of directors and supervisors will be as specified in the Company's articles of incorporation. Independent directors and non-independent directors shall be voted at the same time but the votes for independent and non-independent director positions shall be separately calculated. Those receiving ballots representing the highest numbers of votes will be elected sequentially according to their respective numbers of votes. If a person is elected as director and supervisor at the same time, unless otherwise provided by laws and regulations, such person shall determine to be director or supervisor. The vacancy resulted therefrom shall be filled by the candidate who has obtain the second highest votes right after that elected director and supervisor. When two or more persons receive the same number of votes, thus exceeding the specified number of positions,</p>	<p>Article 8</p> <p>The number of directors and supervisors will be as specified in the Company's articles of incorporation. Independent directors and non-independent directors shall be voted at the same time but the votes for independent and non-independent director positions shall be separately calculated. Those receiving ballots representing the highest numbers of votes will be elected sequentially according to their respective numbers of votes. If a person is elected as director and supervisor at the same time, unless otherwise provided by laws and regulations, such person shall determine to be director or supervisor. The vacancy resulted therefrom shall be filled by the candidate who has obtained the second highest votes right after that elected director and supervisor. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person not in attendance. .</p>	<p>As the Company established the audit committee to replace supervisors, the language and contents relating to supervisors were deleted.</p>

Article After Amendment	Article Before Amendment	Note
they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person not in attendance.		
<p>Article 12</p> <p>After completion of voting by attending directors, the ballot boxes shall be opened and the votes will be counted on the spot under the supervision of the vote monitoring personnel. The voting results, including the list of elected directors and supervisors and the number of votes obtained by each elected director and supervisors will be announced by the chairman on the spot.</p>	<p>Article 12</p> <p>After completion of voting by attending directors, the ballot boxes shall be opened and the votes will be counted on the spot under the supervision of the vote monitoring personnel. The voting results, including the list of elected directors and supervisors and the number of votes obtained by each elected director and supervisors will be announced by the chairman on the spot.</p>	<p>As the Company established the audit committee to replace supervisors, the language relating to supervisors was deleted.</p>
<p>Article 13</p> <p>The board of directors of the Company will issue an elected notice to each elected director and supervisor.</p>	<p>Article 13</p> <p>The board of directors of the Company will issue an elected notice to each elected director and supervisor.</p>	<p>As the Company established the audit committee to replace supervisors, the language relating to supervisors was deleted.</p>
<p>Article 16</p> <p>These Procedures were enacted on June 10, 2009.</p> <p>The first amendment was made on June 14, 2013.</p> <p>The second amendment was made on June 10, 2015.</p> <p><u>The third amendment was made on June 15, 2016.</u></p>	<p>Article 16</p> <p>These Procedures were enacted on June 10, 2009.</p> <p>The first amendment was made on June 14, 2013.</p> <p>The second amendment was made on June 10, 2015.</p>	<p>Date of this amendment was added.</p>

Appendix

<Appendix 1>

(English Translation)

Nuvoton Technology Corporation
Rules Governing the Conduct of Shareholders Meeting¹²

Amended and enacted by the Shareholders Meeting on June 10th 2015

Article 1

These Rules were created for the specific purpose of establishing a good shareholders meeting governance system to strengthen the supervisory and management functions of the Company.

Article 2

Unless otherwise provided relevant laws, regulations and Article of Incorporation, all shareholders meetings of the Company shall be conducted in accordance with these Rules.

With the exceptions of Article 3 and Article 4 of these Rules, in which the term "shareholder" refers to shareholders themselves, "shareholder" as used in these Rules refers to shareholders themselves or a legally commissioned proxy attending on behalf of a shareholder.

Article 3

The shareholders meetings of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations.

All shareholders shall be served with the convention notice of annual shareholders meeting at least 30 days prior to each meeting, except for those shareholders each holding less than 1,000 registered shares who may be notified by means of an announcement on the Market Observation Post System at least 30 days prior to the meeting as according to relevant laws. All shareholders shall be served with the convention notice of special shareholders meetings at least 15 days prior to the meeting, except for those shareholders each holding less than 1,000 registered shares who may be notified by means of an announcement on the Market Observation Post System at least 15 days prior to the meeting as according to relevant laws.

Convention notices and announcements shall state the reasons for the meeting. The convention notice may, as an alternative, be given by means of electronic transmission, after obtaining the prior consent of shareholders.

The election or discharge of directors and supervisors, amendment of the Company's Articles of Incorporation, dissolution, merger, or spin-off of the Company, or the matters specified in Paragraph 1

¹² This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

of Article 185 of the Company Act, or Article 26-1 or Article 43-6 of the Securities and Exchange Act, or Article 56-1 or Article 60-2 of the Regulations Governing Offering and Issuance of Securities by Issuers shall be listed among the reasons for the meeting, and may not be proposed as extemporary motions.

The Company shall prepare the agenda handbook for shareholders meeting prior to the meeting in accordance with the relevant laws and regulations.

A shareholder holding 1 percent or more of the total number of issued shares may propose in writing to the Company a proposal for discussion at an annual shareholders meeting; provided that only one matter shall be allowed in each single proposal. In case a proposal submitted by shareholder(s) contains more than one matter, such proposal shall not be included in the agenda of the shareholders meeting. In addition, if any of the circumstances listed in Paragraph 4 of Article 172-1 of the Company Act occurs to the proposal submitted by any shareholder, the Board of Directors of the Company may ignore that proposal.

The Company shall announce the acceptance of shareholders' proposal, the place and the period for shareholders to submit proposals to be discussed at the shareholders meeting prior to the commencement of the close period for share transfer. The period for accepting such proposals shall not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The 300 words limit includes reasons and punctuation marks. Shareholders submit proposals to be discussed at the shareholders meeting shall attend the shareholders meeting in person or by proxy, and participate in discussion of those proposals. Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of these Rules. At the shareholders meeting the Board of Directors shall explain the reasons for the exclusion of any shareholder proposals not included in the agenda.

Article 4.

Prior to any shareholders meeting, a shareholder may appoint a proxy to attend the meeting by issuing a power of attorney in the proxy form provided by the Company stating the scope of authorization.

Each shareholder may issue one proxy form, and may only appoint one person to serve as a proxy. The power of attorney must be delivered to the Company at least five days prior to each shareholders meeting. If two or more written proxy forms are received from a shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the previous written proxy is made

in the proxy which comes later.

After the Company receives a proxy form, in the case that a shareholder who has issued a power of attorney intends to attend the shareholders meeting in person or to exercise his/her/its voting power in writing or by way of electronic transmission, a written proxy rescission notice need be delivered to the Company two days prior to the date of the shareholders meeting; otherwise, the voting right exercised by the authorized proxy at the meeting shall prevail.

Article 5

Shareholders meetings shall be held at the Company's premises or at another place that is convenient for shareholders to attend and suitable for such meetings. Shareholders meetings shall not start earlier than 9:00 AM or later than 3:00 PM. About the opinions of each attending independent directors shall be taken into full consideration.

Article 6

This Company shall prepare an attendance book for attending shareholders or proxies of shareholders ("Shareholders") to sign in, or Shareholders present may hand in an attendance card in lieu of signing on the attendance book. Each Shareholder attending the shareholders meeting in person (or proxy) shall wear an attendance pass.

The Company shall hand in the agenda booklet, annual report, attendance pass, speech note, ballot and other meeting documents to the Shareholders attending the shareholders meeting. If there is an election of directors and supervisors, the Company shall hand in election ballot as well.

Shareholders or their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors shall also bring identification documents for verification.

When a government or legal entity is a shareholder, said shareholder may be represented by more than one proxy at a shareholders meeting. A legal entity serving as proxy to attend a shareholders meeting may designate only one representative to attend such meeting.

Article 7

If a shareholders meeting is convened by the Board of Directors, the Chairman of the Board of Directors shall serve as chair for the meeting. If the Chairman of the Board of Directors is on leave or for any reason unable to perform his duties as Chairman, the Vice-Chairman shall act in place of the chairman. If the Company does not have a Vice-Chairman or the Vice-Chairman is also on leave or for any reason unable to perform the necessary duties, the Chairman of the Board of Directors shall appoint

a managing director to serve on his behalf. If there are no managing directors, the Chairman of the Board of Directors shall appoint a director to serve on his behalf. Where the Chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair for the meeting.

If a shareholders meeting is convened by a party other than the Board of Directors, the convening party shall chair the meeting. When there are two or more individuals within such convening parties, the convening parties shall select a chair from among themselves in mutual agreement.

The Company may appoint lawyer(s) or certified public accountant(s) engaged by the Company, or relevant persons, to attend a shareholders meeting.

Article 8

The process of the shareholders meeting shall be audio recorded or video recorded in its entirety and these records shall be preserved for at least one year. If the Company allows shareholders to exercise their voting right in writing or by way of electronic transmission, the related written and media data shall also be preserved for at least one year. However, if a lawsuit has been filed by any shareholder pursuant to Article 189 of the Company Act, all records and data involved shall be kept by the Company until the legal proceedings of the lawsuit have been concluded.

Article 9

Attendance and voting at the shareholders meeting shall be determined based on the number of shares. The number of shares represented by shareholders at the meeting shall be calculated as the number of shares represented by those present in person as indicated by the attendance book or attendance cards, plus the number of shares in which voting rights are exercised in writing or by way of electronic transmission.

The chairman shall announce the commencement of the shareholders meeting at the time scheduled for the meeting. But if the number of shares represented by the shareholders present at the meeting is less than one-half of all issued shares of the Company at the time scheduled for the meeting, the chairman may announce the postponement of the meeting. The shareholders meeting can only be postponed twice and the time of the postponement shall not be more than one hour in total.

If after two postponements as aforementioned, the number of shares represented by the shareholders present at the meeting is still less than one-half of all issued shares of the Company but the shareholders present at the meeting represent more than one-third of all issued shares, tentative resolutions may be made in accordance with paragraph 1 of Article 175 of the Company Act. A notice of such tentative resolution shall be given to each of the shareholders, and the shareholders meeting shall be reconvened within one month.

If the number of the shares represented by the shareholders present at the shareholders meeting reaches one-half of all issued shares of the Company prior to the end of the meeting, the chairman may submit the aforementioned tentative resolutions to the shareholders meeting for approval in accordance with Article 174 of the Company Act.

Article 10

The agenda of the meeting shall be set by the Board of Directors if the meeting is convened by the Board of Directors. The shareholders meeting shall be conducted according to the agenda, and unless otherwise provided by these Rules herein, or laws and regulations, the agenda shall not be changed without resolution from the shareholders meeting.

The above provision also applies to shareholders meetings convened by any parties that are not the Board of Directors but have the power to convene such meetings.

Unless otherwise resolved at the meeting, the chairman cannot announce adjournment of the meeting before all the items (including extemporaneous motions) listed in the agenda made according to the preceding two paragraphs are completed.

After the meeting is adjourned, shareholders cannot designate another person as chairman and continue the meeting at the same or other place.

When the chairman sees the discussion over a motion, an amendment, or extemporaneous motion as having proceeded to the extent necessary to make a resolution, he may announce discontinuance of the discussion and submit the motion for resolution.

Article 11

When a shareholder present at the meeting wishes to speak, he/she shall fill in a speech note specifying the summary of his/her speech, the shareholder's account number (or the attendance pass number) and the account name of the shareholder. The chairman shall determine the sequence of shareholders' speeches.

If any shareholder present at the meeting submits a speech note but does not speak, no speech should be deemed to have been made by the shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the speech note submitted by such shareholder, the contents of the actual speech shall prevail. Conduct for proxy's speeches shall comply with the letter of the proxy forms, documents of public solicitation and advertisement. Unless otherwise provided by laws and regulations, the shareholders appointing a proxy to attend the shareholders meeting shall agree with any speeches and voting made by the proxy in the shareholders meeting.

The same shareholder may not speak more than twice on the same motion without the chairman's permission, and each speech time may not exceed 5 minutes. The chairman may halt the speech of any shareholder who violates the above provision or when the content of such speech is outside the scope of the ongoing discussion.

When a shareholder speaks at the meeting, unless otherwise permitted by the chairman and the speaking shareholder, no other shareholders shall interrupt the speech of the speaking shareholder; the chair shall stop any violations.

When a legal-entity shareholder has appointed two or more representatives to attend the shareholders meeting, only one representative can speak for each motion.

After the speeches of the shareholders present at the shareholders meeting, the chairman may respond in person or designate relevant persons to respond to the speech.

Article 12

Attendance and voting at the shareholders meeting shall be determined based on the number of shares.

The shares held by shareholders having no voting right shall not be counted in the total number of issued shares while adopting a resolution at a meeting of shareholders.

A shareholder who has a personal interest in the matter under discussion at a meeting, which may impair the interest of the company, shall not vote nor exercise the voting right on behalf of another shareholder.

The preceding shares for which voting right cannot be exercised shall not be counted in the number of votes of shareholders present at the meeting.

Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the company, otherwise, the portion of excessive voting power shall not be counted.

Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Company holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic transmission. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic transmission will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore

advisable that the Company avoid the submission of extemporaneous motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic transmission under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic transmission, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means of which the voting rights were exercised, and by 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic transmission shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic transmission and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

If the Company allows its shareholders to exercise their voting rights in writing or by way of electronic transmission, the Company shall finish the counting and verification of the votes cast in writing or by way of electronic transmission prior to the convening of the shareholders meeting.

If the Company allows its shareholders to exercise their voting rights in writing or by way of electronic transmission, the Company shall compile the number of votes cast in writing or by way of electronic transmission and prepare a statement of information and disclose such statement of information in an explicit manner at the place of the shareholders meeting.

Unless otherwise provided by the Company Act or the Company's Articles of Incorporation, resolutions agreed upon through majority vote of the votes represented by shareholders present at the meeting shall be adopted. The voting rights of shareholders shall be calculated according to the voting rights of represented shares that shareholders may exercise in accordance with the Company Act or the Company's Articles of Incorporation. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders.

A motion may be resolved by way of vote, or shall be deemed passed if no objection to the motion is expressed by all of the shareholders present at the meeting after the solicitation of the chairman, and shall have the same effect as if it was voted through ballot casting.

If there is an amendment or alternative to a motion, the chairman shall combine the amendment or alternative with the original motion to determine their orders for resolution. In addition, if the proposal submitted by shareholders according to Article 3 of these Rules is conflicting or amending or substituting against the proposal of the Board of Directors, the chairman shall combine the proposal of shareholders with that of the Board of Directors to decide the order for resolution. If any one of the above motions is passed, the others shall be deemed as rejected, upon which no further resolution shall be required. But where the Company allows its shareholders to exercise their voting rights in writing or by way of electronic transmission, unless the number of votes cast in writing or by way of electronic transmission have reached a majority vote for the motion, the passing of a motion may not occur through the "passed if no objection to the motion is expressed by all of the shareholders present at the meeting" clause.

Vote monitoring and counting personnel for the voting on a motion shall be appointed by the chair.

Counting of the votes shall be completed at the site of the shareholders meeting. The result of the votes shall be announced and recorded on the spot.

The persons responsible for checking ballots must be shareholders and shall monitor the voting procedure to prevent the occurrence of inappropriate voting behavior, examine ballots and monitor the records of the persons responsible for counting ballots. A ballot will be deemed invalid and shall not be calculated under any of the following conditions:

1. Where a ballot is not placed on the form provided by the Company.
2. Where a ballot is not placed in the ballot box.
3. Where a ballot is blank without any words written or without any writing expressing opinion regarding the motion.
4. Where a ballot is found to have words thereon other than those required to be filled in.
5. Where the handwriting on a ballot is too blurred or indistinct to be readable or has been altered.
6. Where a ballot is used by a proxy in violation of "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."
7. Where any violation of laws or regulations or voting guidelines made by the Company is found.

The standard for recognition of invalid ballots in cases of shareholders exercising voting rights in writing is carried out in conformity with the subparagraphs 1, 3, 4, 5 and 7 of the preceding paragraph. In the case of doubts or disputes, the Company's verification unit is authorized to arbitrate the dispute. In addition, the standard for recognition of invalid ballots in cases of shareholder voting rights being exercised through electronic transmission is carried out in conformity with Sub-paragraph 7 of the preceding paragraph, as well as in compliance with the regulations of the relevant authority.

Article 14

If the shareholders shall elect directors and supervisors at the shareholders meeting, the election shall be handled in accordance with the rules related to election of directors and supervisors of the Company and the results of the election shall be announced on the spot.

The ballots for the election of the preceding paragraph shall be properly preserved in envelopes with seals and signatures of the persons responsible for checking ballots thereon and shall be preserved for at least one year; provided that if any shareholder files a lawsuit according to Article 189 of the Company Act, such ballots shall be preserved until end of the litigation.

Article 15

Resolutions adopted at a shareholders meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within 20 days after the close of the meeting. The minutes of the meeting may be prepared and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.

Article 16

On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

Article 17

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. Proctors or security personnel helping to maintain order at the meeting place shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so

doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

Article 19

Any concerning matter that is not addressed in these Rules shall be handled in accordance with the Company Act and other related laws and regulations, and the relevant provisions of the Articles of Incorporation of the Company.

Article 20

These Rules shall be effective from the date it is approved by the shareholders meeting. The same applies in the case of amendments.

Article 21

These Rules were enacted on June 10, 2009.

The first amendment was made on June 5, 2012.

The second amendment was made on June 10, 2015.

<Appendix 2>

<English Translation>

Nuvoton Technology Corporation
Articles of Incorporation¹³

Amended and enacted by the Shareholders Meeting on June 10th 2015

I. General Provisions

Article 1

The Company is incorporated as a Company limited by shares under the Company Act and shall have the named NUVOTON TECHNOLOGY CORPORATION (hereinafter “the Company”).

Article 2

The scope of business of the Company shall be as follows:

1. CC01080 Electronic Parts and Components Manufacturing
2. CC01110 Computers and Computing Peripheral Equipment Manufacturing
3. CC01120 Data Storage Media Manufacturing and Duplicating
4. F401010 International Trade
5. I301010 Software Design Services
6. I501010 Product Designing

Research and development, designing, manufacturing and selling the following products and technologies:

1. Consumer Logic IC Products
2. Computer Logic IC Products
3. Production, testing, and foundry service of 6-inch wafers

Article 3

The Company may provide endorsement and guarantee and act as a guarantor.

Article 4

The total amount of the Company’s investments shall not be subject to the restriction of not more than 40% of the Company’s paid-up capital.

¹³ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

Article 5

The Company has its head-office in Hsinchu Science Park, Taiwan. Subject to the approval of the Board of Directors and government authority, the Company may, if necessary, set up branches or business offices within and outside of the Republic of China.

Article 6

Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

II. Shares

Article 7

The total capital of the Company shall be in the amount of NT\$ 3000000000 New Taiwan Dollar, divided into 300 million shares, at ten New Taiwan Dollars each, and may be paid-up by installments. The Board of Directors may pay the unpaid shares whenever it deems necessary. In the aforesaid total capital, shares within the scope of NT\$ 180 million may be reserved for warrants, preferred shares with warrants or corporate bonds with warrants, consisting of NT\$ 18 million shares, with a par value of NT\$ 10 per share, which may be issued by separate installments. The respective amount of stock options with warrants, preferred shares with warrants or corporate bonds with warrants be adjusted by the Board of Directors in consideration of factors concerning capital market and operation needs.

Article 8

Shares certificates of the Company shall be in registered form and shall be signed or sealed by at least three directors and then be printed in the form as requested by the government authority and be legally authenticated before being issued in accordance with laws and regulations. In the case where issuance of shares does not require issuing of share certificates, the Company shall register the shares with the central securities depository institution.

Article 9

The transfer, registration, loss or destruction of share certificates shall be handled in accordance with the Company Act and relevant regulations. Taiwan Securities Central Depository Co., Ltd. may request the Company to combine its share certificates in exchange for issuance of share certificates of large denomination.

III. Shareholders Meeting

Article 10

Shareholders meetings of the Company are of two types: regular meetings and special meetings. Regular meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws, whenever necessary.

Article 11

Shareholders may designate a proxy to attend a shareholders meeting with a power of attorney stating the scope of authority in accordance with the Company Act and relevant laws, promulgated by government authorities.

Article 12

Each share of stock shall be entitled to one vote, unless otherwise provided by applicable laws or regulations.

Article 13

Except otherwise provided by the laws and regulations, a resolution of the shareholders meeting shall be adopted by the consent of a majority of the votes represented by those in attendance at the meeting, in person or by proxy, by shareholders who represent a majority of the total issued shares.

Article 13-1

After the public issuance of its shares of the company the revocation of public issuance shall be reported to the shareholders meeting for a resolution, and shall not be changed while the Company is publicly listed or OTC-listed.

Article 14

In the case that the Company is organized by a single government shareholder or a single juristic person shareholder, the functional duties and power of the shareholders meeting of such company shall be exercised by its Board of Directors, to which the provisions governing the shareholders meeting as set out in this Act shall not apply.

IV Board of Directors & Supervisors

Article 15

The Company shall have nine to thirteen directors and one to three supervisors, whose term of office is three years. Among the directors there should be not less than two independent directors and independent directors shall account for not less than one-fifth of the total number of directors. Election of directors and supervisors shall adopt the candidates nomination system prescribed in Article 192-1 of the Company Act. All of the directors and the supervisors are elected by the shareholders meeting from the candidate list of directors and supervisors, and are eligible for re-election. Independent and non-independent directors shall be elected at the same time, but the quota shall be calculated separately. The method of candidate nomination and election of director and supervisor, professional qualifications, requirements relating to shareholdings, restrictions on concurrent positions held, and other compliance matters with respect to independent directors shall conform to the Company Act, the Securities and Exchange Act, and other relevant rules and regulations. The board of directors may resolve to purchase liability insurance for directors and supervisors of the Company.

Article 15-1

The Company may, pursuant to Article 14-4 of the Securities and Exchange Act, establish an audit committee to replace supervisors and the audit committee or its members shall be responsible for performing the functions and duties of supervisors provided under the Company Act, Securities and Exchange Act and other laws and regulations. After establishment of the audit committee, the provisions relating to supervisors in the Articles of Incorporation shall no longer apply. The functions and duties of the audit committee and its members and relevant matters shall be handled in accordance with the relevant laws and regulations of the Securities and Exchange Act.

Article 16

The Board of Directors shall consist of the directors of the Company; the chairman of the board of directors shall be elected from among the directors by a majority of directors in attendance at a meeting attended by at least two-thirds of the directors. A Vice chairman may be appointed to assist the chairman.

Article 17

Meetings of the Board of Directors are convened by the Chairman of the Board of Directors. When convening a meeting of the Board of Directors, a meeting notice specifying the reasons for convening such meeting shall be sent to each director and supervisor seven days prior to the meeting; provided that a meeting may be convened at any time in case of emergency.

The meeting notice set forth in the preceding paragraph may be in writing or e-mail or by fax.

Unless otherwise provided by law, resolutions adopted at a meeting of the Board of Directors must be approved by a majority vote of the directors being present, who shall represent no less than half of the total number of directors. Directors may designate other directors as their proxies to attend the meetings of the Board of Directors; provided that each director may act as proxy for one other director only. The Board of Directors shall meet at least once every three months.

Article 18

In the case where the Chairman of the Board is on leave or otherwise unable to perform his/her duties, matters conducted on behalf of the Chairman shall be handled in accordance with Article 208 of the Company Act.

Article 19

The Board of Directors is authorized to determine the remuneration of directors and supervisors based on their contribution and involvement in the operations of the Company and by reference to standard compensation levels in similar industries both domestically and internationally.

Article 20

The authorities of the Board of Directors are as follows:

1. Review operation principles, and long term and short term development plans.
2. Review and implement annual business plans.
3. Approve budget and review the results at year-end;
4. Propose to increase or decrease Company capital.
5. Propose profit distribution or a plan for recovery of losses.
6. Review, approve, amend and terminate material contracts and contracts relating to procurement, transfer, licensing of important technology and patents and of important technical cooperation.
7. Propose and review plans in connection with using transfer as security, sale, lease, pledge, mortgage, or other disposal of all or a substantial portion of assets of the Company.
8. Propose to revise the Articles of Incorporation.
9. Review and approve the Company's organizational structures and business rules.
10. Decide the establishment, reorganization, or removal of branch or business offices.
11. Review capital expenditure projects whose values are over NT\$100 million (included). The chairman is authorized to review and approve capital expenditure projects whose values are below the aforesaid amount.
12. Appoint or remove corporate officials at the level of vice presidents and higher.
13. Convene shareholders meetings and make business report.
14. Approve the Company's re-investments or transfers of shares whose value is above NT\$100 million (included). The chairman is authorized to review and approve investments or transfers of shares whose values are below the aforesaid amount.
15. Appoint or dismiss auditing certified public accountant of the Company.
16. Apply for financing, provide guarantees, acceptances and credit extension, and raise debts from and to financial institutions or third persons, whose value is above NT\$100 million(included). The chairman is authorized to review and approve those whose values are less than the aforesaid amount.
17. Decide in the name of the Company the amount of endorsements, guarantees, and acceptances.
18. Examine and approve major business transactions between relevant parties (including relevant enterprises).
19. Perform such other duties and responsibilities prescribed by law or authorized by shareholders meetings.

The chairman may review, approve, or implement the aforementioned paragraphs which meet practical requirements and the laws before reporting to the Board of Directors. When used for the same purposes,

the regulations specified in item 11, 14, and 16 of this Article shall not be divided for contracting, applied for, or arbitrarily implemented.

Article 21

The supervisors shall perform the following functions and responsibilities:

1. Audit the final accounting.
2. Examine business and financial conditions of the Company.
3. Examine the books, records and documents of the Company.
4. Perform such other supervisory matters provided by law.

V. Managers

Article 22

The Company may have president and several vice presidents according to the resolution of the Board of Directors. Appointment, removal, and remuneration of the president and vice presidents shall be handled in accordance with Article 29 of the Company Act. The Board of Directors is authorized to determine the duties and functions of the said managers or the Board of Directors may authorize the Chairman of the Board of Directors to determine the duties and functions of the said managers.

VI. Financial Reports

Article 23

The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year.

Article 24

After the end of each fiscal year, the Board of Directors shall have the following documents prepared: (1) business report, (2) financial statements, and (3) proposal for allocation of surplus profit or making up losses, and submit the same for supervisors' examination and for recognition at the shareholders meeting.

Article 25

If the Company has pre-tax profit at the end of the current fiscal year, after paying all taxes and covering all accumulated losses, the Company shall set aside 10% of said earnings as legal reserve. However, legal reserve need not be made when the accumulated legal reserve equals the paid-in capital of the Company. If there is any distributable profit after aggregating the balance of above and undistributed earnings of previous years or aggregating the losses of the current fiscal year and undistributed earnings of previous years, special reserve shall be set aside or reversed according to laws and regulations or rules of competent authority. If there is any remaining amount, after setting aside a special reserve or retaining as undistributed earnings, such remaining amount may be allocated based on the following principles:

1. 1~2% as remuneration to directors and supervisors.
2. 10~15% as bonus for employees.
3. The remaining part is the shareholders. The shareholders' cash-dividend ratio shall not be less than 10% of the total amount of shareholders' dividends.

The remuneration of employees may be distributed to the employees of subsidiaries of the Company meeting certain criteria. The Board of Directors is authorized to determine the "employees of subsidiaries of the Company meeting certain criteria" above or the Board of Directors may authorize the Chairman of the Board of Directors to ratify the "employees of subsidiaries of the Company meeting certain criteria" set forth above.

Article 26

The Company's dividend distribution policy is made in accordance with the Company Act and the Articles of Incorporation in consideration of factors including capital and financial structure, operating status, retained earnings, industry characteristics and economic cycle. The dividends shall be distributed in a steady manner. Distributable earnings may be retained undistributed or distributed in stock dividend or cash dividend or the combination of stock dividend and cash dividend, so as to maintain sustainable management and development. The conditions, timing, amounts and types of retained earnings and distribution of dividends may be adjusted on proper occasions based on the needs to deal with changes in economic and industrial trends and in view of the Company's future development needs and profitability.

VII. Supplementary Provisions

Article 27

Any matters not sufficiently provided for in these Articles of Incorporation shall be handled in accordance with the Company Act and other applicable laws or regulations.

Article 28

All kinds of rules and operational regulations of the Company shall be otherwise made.

Article 29

These Articles of Incorporation were enacted on March 14, 2008.

The first amendment was made on September 1, 2008.

The second amendment was made on November 17, 2009.

The third amendment was made on June 10, 2011.

The fourth amendment was made on June 5, 2012.

The fifth amendment was made on June 10, 2015.

<Appendix 3>

<English Translation>

Nuvoton Technology Corporation
Procedures for Election of Directors and Supervisors¹⁴

Amended and enacted by the Shareholders Meeting on June 10th 2015

Article 1

To ensure a just, fair and open election of directors and supervisors, these Procedures are hereby adopted.

Article 2

Unless otherwise provided by laws and regulations or by the Company's articles of incorporation, elections of directors and supervisors shall be conducted in accordance with these Procedures.

Article 3

The overall composition of the Board of Directors shall be taken into consideration in the selection of this Company's directors. Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

1. Making judgments about operations ability.
2. Accounting and financial analysis ability.
3. Business management ability.
4. Crisis management ability.
5. Knowledge of the industry.
6. International market perspective.
7. Leadership ability.
8. Decision-making ability.

Article 4

Supervisors of the Company shall have the following qualifications:

1. Integrity and a practical attitude.
2. Impartial judgment.
3. Professional knowledge.

¹⁴ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

4. Abundant experience.
5. Ability to read financial statements.

Article 5

The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.”

The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies,” and shall be conducted in accordance with Article 24 of the “Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.”

Article 6

Elections of both directors and supervisors at the Company shall adopt the candidate nomination system and procedures set out in Article 192-1 of the Company Act and cumulative voting with single name registered on the ballot. This Company shall review the qualifications, education, work experience, background, and whether there exists any of the matters set forth in Article 30 of the Company Act with respect to candidates of directors and supervisors and may not arbitrarily add requirements for documentation of other qualifications. The Company shall further provide the results of the review to shareholders for their reference, so that qualified directors and supervisors will be elected. Each share shall have voting rights in number equal to the directors or supervisors to be elected, and may be cast for a single candidate or split among multiple candidates shown on the list of director and supervisor candidates.

Article 7

The board of directors shall prepare separate ballots for directors and supervisors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8

The number of directors and supervisors will be as specified in the Company's articles of incorporation. Independent directors and non-independent directors shall be voted at the same time but the votes for independent and non-independent director positions shall be separately calculated. Those receiving ballots representing the highest numbers of votes will be elected sequentially according to their respective numbers of votes. If a person is elected as director and supervisor at the same time, unless otherwise provided by laws and regulations, such person shall determine to be director or supervisor.

The vacancy resulted therefrom shall be filled by the candidate who has obtained the second highest votes right after that elected director and supervisor. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person not in attendance.

Article 9

Before the election commences, the chair shall appoint several persons each to voting supervisor(s) and vote counter(s). The voting supervisors may be appointed from among the shareholders present. The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10

If the candidate is a shareholder of the Company, the electors shall fill in the name and the shareholder's number of such candidate in the column of "candidate" of the ballot. If the candidate is not a shareholder of the Company, the electors shall fill in such candidate's name and the number of its identification certificate in the same column. If the candidate is a government agency or a legal entity, either the full name of the government agency or the legal entity or the full name of the government agency or the legal entity and the name(s) of their representative(s) should be filled in the column of to be elected. If the government-linked shareholder or institutional shareholder has several representatives, the name of each representative shall be filled in.

Article 11

A ballot shall be void and excluded from the votes for any candidate upon any of the following conditions:

1. The ballot was not prepared by the Board of Directors.
2. A ballot is placed in ballot boxes not prepared by the Board of Directors, or a blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. Two or more candidates who are not on the candidate list or on the candidate list are listed on the same ballot.
5. The candidate whose name is filled in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is filled in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.

6. There are other written characters or symbols in addition to the name(s) of the candidate(s), shareholder's number or the number of identification certificate on the ballot.
7. The name of a candidate filled in on the ballot is same as another shareholder's name but the respective shareholder's numbers or numbers of identification certificates are not indicated to identify each of them.

Article 12

After completion of voting by attending directors, the ballot boxes shall be opened and the votes will be counted on the spot under the supervision of the vote monitoring personnel. The voting results, including the list of elected directors and supervisors and the number of votes obtained by each elected director and supervisors will be announced by the chairman on the spot.

Article 13

The board of directors of the Company will issue an elected notice to each elected director and supervisor.

Article 14

Any other matters not set forth in the Procedures shall be dealt with in accordance with the Company Act and relevant laws, Articles of Incorporation of the Company, and relevant laws in the Rules Governing the Conduct of Shareholders Meeting.

Article 15

These Procedures shall be implemented after approval by a shareholders meeting. Any amendment hereto is subject to the same procedures.

Article 16

These Procedures were enacted on June 10, 2009.

The first amendment was made on June 14, 2013.

The second amendment was made on June 10, 2015.