

Resolution: Total number of voting rights present at the time of voting: 155,413,249. Approval Vote: 144,168,311 (including voting via electronic transmission); Disapproval Vote: 22,013 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 11,222,925 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 92.76% of the voting shares present.

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 to this handbook for details, p.18 - p.31). Please examine.
- II. To report the 2015 supervisors' review report
The supervisors' review report is hereby presented (please refer to Attachment 4 to this handbook for details, p.34). 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. Other matters 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 to this handbook (p.35) 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:

1. Please refer to Attachment 2 to this handbook (p.18 - p.31) for the business report and financial statements of fiscal year 2015.
2. 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.

Resolution: Total number of voting rights present at the time of voting: 155,413,249. Approval Vote: 143,979,249 (including voting via electronic transmission); Disapproval Vote: 26,008 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 11,222,925 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 92.64% of the voting shares present.

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:

1. 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.
2. 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

Resolution: Total number of voting rights present at the time of voting: 155,413,249. Approval Vote: 144,166,316 (including voting via electronic transmission); Disapproval Vote: 24,008 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 11,222,925 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 92.76% of the voting shares present.

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:

1. To amend the Rules Governing the Conduct of Shareholders Meeting; the comparison

table of the amendment is as shown in Attachment 6 to this handbook (p.36 – p.37).

2. To amend the Procedures for Acquisition or Disposal of Assets; the comparison table of the amendment is as shown in Attachment 7 to this handbook (p.38 – p.40).
3. To amend the Procedures for Engaging in Derivatives Transactions; the comparison table of the amendment is as shown in Attachment 8 to this handbook (p.41 – p.42).
4. To amend the Regulations Governing Endorsements and Guarantees; the comparison table of the amendment is as shown in Attachment 9 to this handbook (p.43 - .p.44).
5. To amend the Procedures for Lending Funds to Other Parties; the comparison table of the amendment is as shown in Attachment 10 to this handbook (p.45 – p.46).
6. To amend the Procedures for Election of Directors and Supervisors; the comparison table of the amendment is as shown in Attachment 11 to this handbook (p.47- p.49).

Resolution: Total number of voting rights present at the time of voting: 155,413,249. Approval Vote: 144,153,701 (including voting via electronic transmission); Disapproval Vote: 34,623 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 11,224,925 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 92.75% of the voting shares present.

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:

1. 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.
2. 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.

3. 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 follows:

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
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	President, CEO, and Director of Diodes Incorporated, Chairman of LED	0	None

Category of Candidate	Name of Candidate	Education	Experience	Present Job	Number of shares held (unit: share)	Government or legal person represented
			Texas Instruments Incorporated, Senior Vice President of Global Mixed and Analog Signal & Logical Products of Texas Instruments Incorporated	Engin, Inc., Director of Lorenz, Director of Lite-On Technology Corporation		
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	0	None

Category of Candidate	Name of Candidate	Education	Experience	Present Job	Number of shares held (unit: share)	Government or legal person represented
				of MicroBase Technology Corporation		
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	0	None

Category of Candidate	Name of Candidate	Education	Experience	Present Job	Number of shares held (unit: share)	Government or legal person represented
				Incorporation		

4. Please vote.

Result of election:

Category	Name	Number of votes elected
Director	Arthur Yu-Cheng Chiao (Representative of Winbond Electronics Corporation)	157,088,319
Director	Yung Chin	142,534,419
Director	Robert Hsu	141,507,935
Director	Chi-Lin Wea	141,234,907
Director	Ken-Shew Lu	141,120,963
Independent director	Royce Yu-Chun Hong	140,989,450
Independent director	Allen Hsu	140,744,406
Independent director	David Shu-Chyuan Tu	140,626,471
Independent director	Jerry Hsu	140,465,221

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:

1. 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."
2. 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.

3. 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.

Resolution: Motion 3-1: Total number of voting rights present at the time of voting: 155,413,249. Approval Vote: 142,362,281 (including voting via electronic transmission); Disapproval Vote: 1,704,737 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 11,346,231 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 91.60% of the voting shares present.

Motion 3-2: Total number of voting rights present at the time of voting: 155,413,249. Approval Vote: 142,364,891 (including voting via electronic transmission); Disapproval Vote: 1,702,127 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 11,346,231 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 91.60% of the voting shares present.

Motion 3-3: Total number of voting rights present at the time of voting: 155,413,249. Approval Vote: 142,362,281 (including voting via electronic transmission); Disapproval Vote: 1,704,737 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 11,346,231 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 91.60% of the voting shares present.

Motion 3-4: Total number of voting rights present at the time of voting: 155,413,249. Approval Vote: 142,362,281 (including voting via electronic transmission); Disapproval Vote: 1,704,737 (including voting via electronic transmission); Invalid votes: 0; Abstain from

Voting and None Voting: 11,346,231 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 91.60% of the voting shares present.

Motion 3-5: Total number of voting rights present at the time of voting: 155,413,249. Approval Vote: 142,362,281 (including voting via electronic transmission); Disapproval Vote: 1,704,737 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 11,346,231 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 91.60% of the voting shares present.

Motion 3-6: Total number of voting rights present at the time of voting: 155,413,249. Approval Vote: 142,362,281 (including voting via electronic transmission); Disapproval Vote: 1,704,737 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 11,346,231 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 91.60% of the voting shares present.

Other Matters and Motions: None

Meeting Adjourned (10:17 a.m.).