Global Unichip Corp.
Year 2015 Annual General Shareholders‘ Meeting Resolution

(This document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.)

1.Time： 9:30 a.m. Thursday, May 28, 2015

2.Place：3rd Floor, No. 10, Li-Hsin 6th Road, Hsinchu Science Park , Hsinchu City

3.Attendance：

Total outstanding GUC shares : 134,011,911 shares
Total shares represented by shareholders present in person or by proxy: 74,410,466 shares
Percentage of shares held by shareholders present in person or by proxy: 55.53%

4.Chairman：F.C. Tseng, the Chairman of the Board of Directors

The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

5.Chairman's Address: Omitted.

6.Report Items

(1) To Report the Business of 2014 (Attachment 1)
(2) Audit Committee’s Review Report (Attachment 2)

7.Proposed Resolution

（1）Proposal : To Accept 2014 Financial Statements and Business Report (Proposed by the Board)

Explanation :

i. Global Unichip Corp.’s (the Company) Financial Statements, including the balance sheets, statements of comprehensive income, statements of changes in equity, and statements of cash flows, were audited by independent auditors, Lin Hung Peng and Kao Yi Hsin of Deloitte & Touche.

ii.The 2014 Business Report and the above-mentioned Financial Statements are attached hereto as Attachments 1 and 3.

Voting Results: Shares represented at the time of voting: 73,685,450

Voting Result		% of the total represented shares present
Votes in favor	71,960,456	97.66%
Votes against	10,041	0.01%
Votes invalid or abstained	1,714,953	2.33%

RESOLVED, that the 2014 Business Report and Financial Statements be and hereby were accepted as submitted.

（2）Proposal : To Accept the Proposal for Distribution of 2014 Profits(Proposed by the Board)

Explanation :

i. The Board adopted a Proposal for Distribution of 2014 Profits on February 12, 2015.

ii. The proposed profits distribution is allocated from 2013 Retained Earnings Available for Distribution NT$ 402,035,733. Each common share holder will be entitled to receive a cash dividend of NT$3 per share. The total amount paid to each shareholder shall be in whole NT dollars and any fractional amount less than one NT dollar shall be rounded-down full NT dollar. The resulting difference shall be recognized as a Company income.

iii.The total amount of common shares outstanding may change and the ultimate cash dividend to be distributed to each common share may need to be adjusted accordingly should GUC subsequently repurchase its common shares or other reasons. It is proposed that the Chairman of Board of Directors of GUC be authorized to adjust the cash dividend to be distributed to each common share based on the total amount of profits resolved to be distributed and the number of actual common shares outstanding on the record date for distribution.

iv.The 2014 Profit Allocation Proposal is attached hereto as Attachment 4.

Voting Results: Shares represented at the time of voting: 73,685,450

Voting Result		% of the total represented shares present
Votes in favor	71,960,456	97.66%
Votes against	20,041	0.03%
Votes invalid or abstained	1,704,953	2.31%

RESOLVED, that the Proposal for Distribution of 2014 Profits be and hereby was accepted as submitted.

8.Other Business and Special Motion: None.

9.Meeting Adjourned: The meeting was adjourned at 10:05a.m. May 28, 2015 upon a motion duly made and seconded.

F.C. Tseng
Chairman of the Board of Directors

Vincent Kuo
Recorder

Attachment 1

Business Report

Dear Shareholders,

The past year 2014 was a year of abundant opportunities and challenges for GUC. Our excellent leading technology and the best design services enabled us to not only sufficiently extend to more new applications but also deliver the consolidated revenue of NT$6,952 million, consolidated earning per shares (EPS) of NT$3.23, and improve our gross margin reached to 25.9% was the record high since our listing.

GUC relentlessly developed a new System on Chip (SoC) platform for high efficiency smart devices which included the 16-nanometer FinFET+ application process system framework design, embedded software design, front-end silicon IPs design and process development, SoC design verification, tooling development and system performance analyzing and correction. This platform may be widely implemented to the smart devices IC included: smart phone, smart TV, tablet, notebook, laptop, automotive telematics device system, caring safety, display wall products, and electronic blackboard.

Financial Performance

Total revenue for 2014 was NT$6,952 million, up by 13 percent compared to NT$6,177 million in 2013. Net income was NT$438 million, up by 52 percent compared to the previous year. 2014 EPS was NT$3.27, up by 51 percent compared to 2013 EPS of NT$2.16. Among other highlights in 2014, GUC achieved gross margin of 27.1%, operating margin of 6.8% and ROE of 12.9%.

Technology Leadership

As a pioneer in the ASIC design services industry, we not only successfully completed the first 16-nanometer FinFET+ design project which included 180 million gate counts but also set a new design services industry record. Moreover, revenue contributed from advanced process technologies (mean 65-namometer and below) accounted for 89% of revenue in NRE segment and 63% of total revenue.

GUC’s remarkable technology breakthrough and innovative achievement in 2014 are as follows:

1. Successful unveiled the Double-Data-Rate Fourth Generation Synchronous Dynamic Random Access Memory, (DDR4 SDRAM) IP available on 16 nanometer FinFET+ process technology.
2. Successfully completed 16 nanometer design project.
3. Successfully launched a combined Peripheral Component Interconnect Express (PCIe, Generation 3) controller IP and PHY IP solution.
4. Successfully rolled out an expanded interconnect low power IP portfolio for application-specific integrated circuit (ASIC) targeting Solid State Drive (SSD) applications.

Corporate Developments

Japan is an important and innovative base for the semiconductor industry. There are more integrated device manufacturers (IDMs) in that area are focusing on transiting to the fab-lite business model which increase some of new demand in the design services. In order to provide the immediate technology support and local service, we established the Japan design service center in November, 2014 and expect to grab more market share in Japan.

In corporate governance, this is the 4th year that we were awarded A++ rating of the information disclosure and evaluation system of listed companies by Taiwan Securities and Futures Institute.

In social responsibilities, GUC and the employees dedicated the children sponsorship through the Hsinchu Fund for Children and Families organization.

The Impact of External Competiveness, Regulatory, Environment, and Macroeconomics

It is foreseen that the industry will keep growth momentum in 2015, the increased demand in advanced process technologies design services may become our great opportunities based on our leading position. GUC's "Flexible ASIC Services" model may reduce not only the entry barrier for SoC development, shortening time-to-market but also the risk of migration to 28-nanometer and 16-nanometer advanced process technologies. We will triumph in competitive environments and endure the challenges of environment factors.

Prospect

Looking ahead, GUC will continue to utilize core competence, strive to run its operation with honestly and integrity, provide the more competitive design services customers in order to make them to warn the time- to- market chances and create the win-win opportunities. Once again, we would like to our employees for their continuous hard working and contributions to GUC. GUC will persist in strengthening its corporate governance, corporate social responsibility and sustainable business performance to maximize the benefit of corporate value to employees, customers, and shareholders.

GLOBAL UNICHIP CORPORATION.

F.C. Tseng
Chairman

Jim Lai
President

Attachment 2

Audit committee’s Review Report

The Board of Directors has prepared the Company’s 2014 Business Report, Financial Statements and proposal for allocation of profits. The CPA firm of Deloitte & Touche was retained to audit GUC’s Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements and profit allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of GUC. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Law, we hereby submit this report.

Global Unichip Corp.

Chairman of the Audit Committee：**Benson Liu**

February 12,2015

Attachment 3

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Global Unichip Corp.

We have audited the accompanying consolidated balance sheets of Global Unichip Corp. and subsidiaries (the "Company") as of December 31, 2014 and 2013 and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2014 and 2013. 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 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 consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Global Unichip Corp. and subsidiaries as of December 31, 2014 and 2013, and their consolidated financial performance and their consolidated cash flows for the years ended December 31, 2014 and 2013, in conformity with the Guidelines Governing the Preparation of Financial Reports by Securities Issuers, the International Financial Reporting Standards, International Accounting Standards, interpretations as well as related guidance translated by the Accounting Research and Development Foundation and endorsed by the Financial Supervisory Commission of the Republic of China.

We have also audited, 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, the parent company only financial statements of Global Unichip Corp. as of and for the years ended December 31, 2014 and 2013 on which we have issued an unqualified opinion.

February 12, 2015

<u>*Notice to Readers*</u>

The accompanying consolidated financial statements are intended only to present the consolidated 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 jurisdiction. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

For the convenience of readers, the 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 auditors' report and consolidated financial statements shall prevail.

GLOBAL UNICHIP CORP. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2014 AND 2013
(In Thousands of New Taiwan Dollars)

ASSETS	2014 Amount	2014 %	2013 Amount	2013 %
CURRENT ASSETS				
Cash and cash equivalents	$ 2,852,856	58	$ 2,136,080	47
Accounts receivable, net	529,253	11	787,583	18
Receivables from related parties	3,304	-	-	-
Inventories	709,046	14	689,411	15
Other financial assets	912	-	2,483	-
Other current assets	175,511	4	235,077	5
Total current assets	4,270,882	87	3,850,634	85
NONCURRENT ASSETS				
Property, plant and equipment	338,318	7	332,064	7
Intangible assets	230,328	5	241,532	5
Deferred income tax assets	57,968	1	77,794	2
Refundable deposits	13,954	-	10,753	-
Pledged time deposits	20,000	-	20,000	1
Total noncurrent assets	660,568	13	682,143	15
TOTAL	$ 4,931,450	100	$ 4,532,777	100

LIABILITIES AND EQUITY	2014 Amount	2014 %	2013 Amount	2013 %
CURRENT LIABILITIES				
Accounts payable	$ 292,714	6	$ 175,236	4
Payables to related parties	175,195	3	174,595	4
Accrued profit sharing to employees and bonus to directors	52,331	1	37,188	1
Payable on machinery and equipment	1,221	-	4,909	-
Current tax liabilities	5,493	-	73,833	1
Provisions	97,476	2	-	-
Customer advances	493,588	10	309,684	7
Accrued expenses and other current liabilities	290,428	6	248,819	5
Total current liabilities	1,408,446	28	1,024,264	22
NONCURRENT LIABILITIES				
Deferred income tax liabilities	9,335	-	8,095	-
Other long-term payables	38,031	1	68,407	1
Accrued pension liabilities	23,346	1	27,140	1
Guarantee deposits	18,683	-	17,646	1
Total noncurrent liabilities	89,395	2	121,288	3
Total liabilities	1,497,841	30	1,145,552	25
EQUITY				
Share capital	1,340,119	27	1,340,119	30
Capital surplus	29,853	1	167,587	4
Retained earnings				
Appropriated as legal reserve	430,035	9	401,115	9
Appropriated as special reserve	6,363	-	10,338	-
Unappropriated earnings	1,627,591	33	1,474,429	32
Others	(352)	-	(6,363)	-
Total equity	3,433,609	70	3,387,225	75
TOTAL	$ 4,931,450	100	$ 4,532,777	100

GLOBAL UNICHIP CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2014		2013	
	Amount	**%**	**Amount**	**%**
OPERATING REVENUES	$ 6,952,281	100	$ 6,176,741	100
OPERATING COSTS	5,066,955	73	4,576,406	74
GROSS PROFIT	1,885,326	27	1,600,335	26
OPERATING EXPENSES				
Sales and marketing	238,992	3	234,203	4
General and administrative	218,393	3	221,634	4
Research and development	952,969	14	827,450	13
Total operating expenses	1,410,354	20	1,283,287	21
INCOME FROM OPERATIONS	474,972	7	317,048	5
NON-OPERATING INCOME AND EXPENSES				
Other income	41,717	-	20,118	1
Other gains and losses	(3,020)	-	11,497	-
Finance costs	(72)	-	(281)	-
Total non-operating income and expenses	38,625	-	31,334	1
INCOME BEFORE INCOME TAX	513,597	7	348,382	6
INCOME TAX EXPENSE	75,154	1	59,178	1
NET INCOME	438,443	6	289,204	5
OTHER COMPREHENSIVE INCOME				
Exchange differences on translation of foreign operations (Note 14)	6,011	-	1,441	-
Actuarial gains on defined benefit plans	3,966	-	43	-
Other Comprehensive income for the year, net of income tax	9,977	-	1,484	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	$ 448,420	6	$ 290,688	5
Earnings Per Share				
Basic earnings per share	$ 3.27		$ 2.16	
Diluted earnings per share	$ 3.25		$ 2.15	

GLOBAL UNICHIP CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013
(In Thousands of New Taiwan Dollars, Except Dividends Per Share)

	Share Capital - Common Stock			Retained Earnings				Others	
	Share (In Thousands)	Amount	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Total	Foreign Currency Translation Reserve	Total Equity
BALANCE, JANUARY 1, 2013	134,011	$ 1,340,119	$ 569,623	$ 339,878	$ 393	$ 1,256,364	$ 1,596,635	$ (7,804)	$ 3,498,573
Appropriation of prior year's earnings									
Legal reserve	-	-	-	61,237	-	(61,237)	-	-	-
Special reserve	-	-	-	-	9,945	(9,945)	-	-	-
Total	-	-	-	61,237	9,945	(71,182)	-	-	-
Cash dividends from capital surplus - NT$3.00 per share	-	-	(402,036)	-	-	-	-	-	(402,036)
Net income in 2013	-	-	-	-	-	289,204	289,204	-	289,204
Other comprehensive income in 2013, net of income tax	-	-	-	-	-	43	43	1,441	1,484
Total comprehensive income in 2013	-	-	-	-	-	289,247	289,247	1,441	290,688
BALANCE, DECEMBER 31, 2013	134,011	1,340,119	167,587	401,115	10,338	1,474,429	1,885,882	(6,363)	3,387,225
Appropriation and distribution of prior year's earnings									
Legal reserve	-	-	-	28,920	-	(28,920)	-	-	-
Reversal of special reserve	-	-	-	-	(3,975)	3,975	-	-	-
Cash dividends to share holders - NT$1.97222 per share	-	-	-	-	-	(264,302)	(264,302)	-	(264,302)
Total	-	-	-	28,920	(3,975)	(289,247)	(264,302)	-	(264,302)
Cash dividends from capital surplus - NT$1.02778 per share	-	-	(137,734)	-	-	-	-	-	(137,734)
Net income in 2014	-	-	-	-	-	438,443	438,443	-	438,443
Other comprehensive income in 2014, net of income tax	-	-	-	-	-	3,966	3,966	6,011	9,977
Total comprehensive income in 2014	-	-	-	-	-	442,409	442,409	6,011	448,420
BALANCE, DECEMBER 31, 2014	134,011	$ 1,340,119	$ 29,853	$ 430,035	$ 6,363	$ 1,627,591	$ 2,063,989	$ (352)	$ 3,433,609

GLOBAL UNICHIP CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013
(In Thousands of New Taiwan Dollars)

	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	$ 513,597	$ 348,382
Adjustments for:		
Depreciation	70,275	71,144
Amortization	154,939	153,937
Provision for (reversal of) doubtful receivables	(21,382)	1,977
Finance costs	72	281
Interest income	(14,423)	(14,446)
Loss (gain) on disposal of property, plant and equipment, net	(166)	1,182
Gain on disposal of available-for-sale financial assets	(4,599)	(3,279)
Loss on foreign exchange, net	7,407	1,647
Changes in operating assets and liabilities:		
Accounts receivable	270,726	248,233
Receivables from related parties	(3,304)	26,528
Inventories	(19,635)	(132,838)
Other financial assets	1,714	(1,696)
Other current assets	69,057	28,045
Accounts payable	117,478	(265,653)
Payables to related parties	600	(98,764)
Accrued profit sharing to employees and bonus to directors	15,143	(36,607)
Provisions	97,476	-
Customer advances	183,904	92,203
Accrued expenses and other current liabilities	11,976	(34,882)
Accrued pension liabilities	173	(1,018)
Cash provided by operations	1,451,028	384,376
Income tax paid	(122,840)	(84,352)
Net cash provided by operating activities	1,328,188	300,024
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of:		
Available-for-sale financial assets	(4,765,000)	(3,170,000)
Property, plant and equipment	(80,152)	(47,385)
Intangible assets	(151,597)	(132,668)
Proceeds from disposal of:		
Available-for-sale financial assets	4,769,599	3,173,279
Property, plant and equipment	168	1,569
Refundable deposits paid	(5,929)	(3,266)
Refundable deposits refunded	2,475	1,609
Interest received	14,280	14,450
Net cash used in investing activities	(216,156)	(162,412)

(Continued)

GLOBAL UNICHIP CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013
(In Thousands of New Taiwan Dollars)

	2014	2013
CASH FLOWS FROM FINANCING ACTIVITIES		
Guarantee deposits received	$ -	$ 27,628
Guarantee deposits refunded	-	(13,273)
Cash dividends paid	(402,036)	(402,036)
Interest paid	(72)	(281)
Net cash used in financing activities	(402,108)	(387,962)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	6,852	1,842
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	716,776	(248,508)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	2,136,080	2,384,588
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 2,852,856	$ 2,136,080

Attachment 4

Global Unichip Corp.
PROFIT ALLOCATION PROPOSAL
December 31, 2014

（Unit: NTD $ ）

Net Income of 2014	**438,442,980**
Subtract:	
10% legal reserve	(43,844,298)
Add:	
Reversal of special reverse	6,010,852
Defined benefit plan actuarial gains	3,966,214
Retained Earnings in 2014 Available for Distribution	**404,575,748**
Add :	
Unappropriated Retained Earnings of Previous Years	1,185,181,908
Retained Earnings Available for Distribution as of December 31, 2014	**1,589,757,656**
Distributable items:	
Cash Dividends to Common Share Holders— Cash（NT$ 3 per share）	(402,035,733)
Unappropriated retained earnings	1,187,721,923

Note：

1.Employee cash profit sharing and compensation of directors are NTD$49,324,497 and NTD $3,006,762 respectively. They are 11.25% and 0.69% of 2014 Net Income.

2.The reversal of special reverse NTD$6,010,852 is the amount of foreign operation translation of the financial statements foreign exchange differences.