

開會通知書

Notice for the Convention of 2017Annual General Meeting of Alchip Technologies, Limited

- 一、茲訂於民國106年6月16日上午9時整假台北市內湖區堤頂大道二段207號1樓(學學文創志業大樓)舉行本公司106年股東常會，會議召集事由：(一)報告事項：1.民國105年度營業狀況報告。2.審計委員會審查民國105年度決算表冊報告。3.買回本公司股份之執行情形報告。4.修訂企業社會責任實務守則報告。(二)承認事項：1.民國105年度營業報告書及財務報表案。2.民國105年度虧損撥補案。(三)討論事項：1.修訂取得或處分資產處理程序案。2.解除董事就業禁止案。(四)臨時動議。
- The Annual General Meeting of 2017 of Alchip Technologies, Limited (the "meeting") will be held on June 16<sup>th</sup>, 2017 at 9:00 a.m. Taiwan time, at 1F, No. 207, Sec.2, Tiding Blvd., Neihu Dist., Taipei City (Building of Xue Xue Institute). Agenda of the meeting: I. Report Items: (1) The business report of 2016. (2) Audit committee's Review Report on 2016 Consolidated Financial Statements. (3) Implementation of Share Buyback Program. (4) Amendment to the Corporate Social Responsibility Best Practices Principles. II. Proposed Resolutions: (1) 2016 Business Report and the Consolidated Financial Statements for the year ended December 31, 2016 of the Company. (2) 2016 Deficit Compensation Proposal. III. Discussion Items: (1) Amendment to the Guideline for Acquisition and Disposal of Assets. (2) Release the Prohibition on Directors from Participation in Competitive Business. IV. Ad Hoc Motion.

- 二、依本公司章程規定，董事為其自己或他人從事公司營業範圍內事務的行為，應提股東會許可。本公司董事有為其自己或他人從事公司營業範圍內事務的行為如下，在無損及本公司利益之前提下，擬請解除以下董事之競業禁止限制。

| 職稱 | 姓名  | 目前兼任他公司之名稱及職務                                                                                                                                                           |
|----|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 董事 | 沈翔霖 | 本公司合肥孫公司董事                                                                                                                                                              |
| 董事 | 吳俊平 | • Risecomm Group Holdings Limited董事<br>• Ozner Water International Holding Limited董事<br>• NTS International Holding Ltd.董事<br>• GUANGZHOU OED TECHNOLOGIES CO., LTD. 董事 |

In accordance with the Memorandum and Articles of Association of the Company, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall be presented to the Annual General Meeting for ratification. It is proposed to release the prohibition on directors from participation in competitive business without prejudice to the Company's interests. Please see below for the details.

| Position | Name                   | Position holding in other company                                                                                                                                                                              |
|----------|------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Director | Johnny Shyang-Lin Shen | Director of the Company's sub-subsidiary in Hefei                                                                                                                                                              |
| Director | Benjamin Jin-Ping Ng   | • Director of Risecomm Group Holdings Limited<br>• Director of Ozner Water International Holding Limited<br>• Director of NTS International Holding Ltd.<br>• Director of GUANGZHOU OED TECHNOLOGIES CO., LTD. |

- 三、檢奉出席通知書及委託書各1份，貴股東如決定親自出席者，請於「出席通知書」上簽名或蓋章後(無須寄回)，於開會當日攜往會場報到出席；如委託代理人出席時，請於「委託書」上簽名或蓋章，並親填受託代理人姓名及地址後，於開會五日前送達本公司服務代理人中國信託商業銀行代理部，以憑寄發出席簽到卡予受託代理人。

Enclosed please find the "Notice of Attendance" and "Proxy Page", please sign or seal in the "Notice of Attendance" while you want to attend the meeting in person. Shareholder may sign or seal in the "Proxy Statement" to appoint a proxy in writing to attend the meeting on his or her behalf by executing a power of attorney. Please send out such written "Proxy Statement" to the Company's stock agency, the Transfer Agency Department of CTBC Bank at least five (5) days prior to the meeting date for processing the "Attendance Card" to the proxy recipient.

- ※四、如有股東徵求委託書，本公司將於106年5月16日製作徵求人徵求資料彙總表冊揭露於證基會網站，股東如欲查詢，可直接鍵入(<http://free.sfi.org.tw>)至「委託書公告相關資料免費查詢系統」，點選「查詢委託書公告開會資料由此進入」後，輸入查詢條件即可。

If shareholders solicit proxies for the Annual General Meeting, the Company will compile a summary statement of proxy solicitation and disclose the content in the website of Securities & Futures Institute (SFI) on May 16<sup>th</sup>, 2017. Shareholders can link with SFI's web address (<http://free.sfi.org.tw>) for relevant information.

- 五、本次股東會得以電子方式行使表決權，行使期間為：自106年5月17日起至106年6月13日止，請逕登入臺灣集中保管結算所股份有限公司「股東會電子投票平台」【<https://www.stockvote.com.tw>】，依相關說明操作之。
- This (2017) Annual General Meeting will adopt electronic voting as one of the methods for shareholders to vote for resolutions. For voting on line, the electronic voting platform of Taiwan Depositary and Clearing Corporation will be available at <https://www.stockvote.com.tw> beginning from May 17<sup>th</sup>, 2017 to June 13<sup>th</sup>, 2017. Please log in and vote in accordance with the instructions.

- 六、本次股東會委託書之統計驗證機構為「中國信託商業銀行代理部」。
- The proxies of the Annual General Meeting shall be tallied and verified by the Transfer Agency Department of CTBC Bank.

- 七、敬請 察照辦理為荷。
- Please execute as above-mentioned.

此致 貴股東  
To Shareholder

英屬開曼群島商世芯電子股份有限公司董事會  
Board of Directors of Alchip Technologies, Limited



第2聯  
Second copy

※※※※※※※※※※  
※ 本次股東常會 ※  
※ 恕不發放紀念品 ※  
※※※※※※※※※※

※※※※※※※※※※  
※ No Souvenir in this Meeting ※  
※※※※※※※※※※

100-08

台北市中正區重慶南路1段83號5樓

英屬開曼群島商世芯電子股份有限公司服務代理人

中國信託商業銀行代理部

<https://ecorp.ctbcbank.com/cts/index.jsp>

客服語音專線：(02)6636-5566(股票代號：3661)

100-08 5th Floor, NO. 83, Sec. 1, Chongqing S. Rd., Taipei, ROC

Transfer Agency of Alchip Technologies, Limited

Transfer Agency Department of CTBC Bank Co., Ltd.

<https://ecorp.ctbcbank.com/cts/index.jsp>

TEL No.:+886-2-6636-5566 (Stock code:3661)

※個人資料運用告知條款(Notice on the Use of Personal Information)

中信銀基於為您於中華民國境內外處理本書件事項之目的，在本書件事項之目的存續期間、或依相關法令所定或因執行業務所必須之保存期間或依個別契約就資料之保存所定之保存年限（以孰後屆至者為準），就直接或間接蒐集之您的個人資料，將以書面、音軌及/或電子等形式處理、利用及/或國際傳輸，包括但不限於揭露予公務機關或協處理本事項之第三人。您得要求查詢、閱覽、製給複本、補充或更正、停止蒐集、處理、利用及/或國際傳輸或刪除您的個人資料，但中信銀可能因此無法提供您所需金融商品或服務及提前終止與您之契約及相關服務，中信銀亦可能依法或基於風險管理等因素而得不依您的請求為之。

In order for CTBC Bank Co., Ltd. (CTBC) to handle the matters hereon for you, during the continuance period of the matters heron, the safekeeping period as stipulated by relevant laws and regulations or required for exercising business, or safekeeping period as demonstrated in each contract, whichever later shall prevail, CTBC will process, use and/or internationally transmit, in the form of writing, audio recording and/or electronic files and others, including but not limited to disclosure to government agencies or a third party assisting the said matters, your personal information which has been directly or indirectly collected by CTBC. You may request for inquiry, review, duplicates, supplement, correction and deletion of your personal information or for cease of collection, process, use and/or international transmission of the same. Nevertheless, CTBC may therefore discontinue its financial products and services and terminate relevant services and contracts with you. In addition, CTBC may decline to follow your aforementioned request pursuant to relevant laws or factors such as risk management policy.

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開會通知請速詳閱  
親自出席無須寄回

(限向郵局窗口交寄) 第1聯 (First copy)

國內郵資已付

台北郵局許可證  
台北字第1333號

股東 台啓  
Shareholder

集保結算所「股東e票通」電子投票  
[www.stockvote.com.tw](http://www.stockvote.com.tw)

第3聯：貴股東如親自出席請於此聯簽章後親至股東會會場辦理出席  
(Third copy)

Registration Page

106 出席通知書  
Attendance Notice

本股東決定親自出席本公司  
106年6月16日舉行之股東常會，請 察照。

Please be informed that I/We  
will attend 2017 Annual General  
Meeting on June 16<sup>th</sup>, 2017.

此 致  
英屬開曼群島商世芯電子股份有限公司  
To Alchip Technologies, Limited

股東：  
戶號

Shareholder  
No.

股東：  
戶名

Name of  
Shareholder

親自出席簽章處  
Shareholder  
Signature

本簽到卡未加蓋中國信託登記章者無效，股東請勿於此欄蓋章  
This column is reserved for reception desk

中國信託蓋章處  
Sealed by CTBC

英屬開曼群島商世芯電子股份有限公司106年股東常會  
2017 Annual General Meeting of Alchip Technologies, Limited

106 出席簽到卡  
Attendance Card

時間：106年6月16日上午9時整  
Time：9:00 a.m. Taiwan time, June 16<sup>th</sup>, 2017  
地點：台北市內湖區堤頂大道二段207號1樓(學學文創志業大樓)  
Venue：1F, No. 207, Sec.2, Tiding Blvd., Neihu Dist., Taipei City (Building of Xue Xue Institute)

股東戶號：

Shareholder No.

持有股數：

Shareholding

576 世芯-KY  
Alchip

委託書填表須知  
INSTRUCTIONS

- 委託書應依公開發行公司出席股東會使用委託書規則及公司法第一百七七條規定辦理。The format and content of proxy shall be prepared and conducted in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies (the "Regulations") and Article 177 of the ROC Company Act.
- 二、股東接受他人徵求委託書前，應請徵求人提供徵求委託書之書面及廣告內容資料，或參考公司彙總之徵求人書面及廣告資料，切實瞭解徵求與擬支持被選舉人之背景資料及徵求人對股東會各項議案之意見。Please make a request for the provision of contents of proxy solicitation letters and printing materials, or reference solicitors' proxy statements and printing materials compiled by the Company before issuing your proxy in order to figure out the backgrounds of both the solicitor and the director candidate and the solicitors' opinions to the items of Meeting accurately.
- 三、股東應使用本公司印發之委託書用紙，委託書與親自出席通知書均簽名或蓋章者，視為親自出席；但委託書由股東交付徵求人或受託代理人者視為委託出席。Please use the Proxy Statement printed by the Company. In case the Company receives both signed or sealed Proxy Statement and Notice of Attendance from a shareholder, such shareholder will be deemed attending the Meeting in person unless the Proxy Statement is delivered to the solicitor or the proxy agent.
- 四、委託書應由委託人親自簽名或蓋章，並應由委託人親自填具徵求人或受託代理人姓名。但信託事業或股務代理機構受委託擔任徵求人，及股務代理機構受委任擔任委託書之受託代理人者，得以當場蓋章方式代替之。The shareholder shall fill out the name of the solicitor or the proxy agent in the Proxy Statement and sign or affix seals on the proxies in person; however, in the situation where a trust enterprise or stock affairs agent acts as the solicitor and a stock affairs agent mandated to act as the proxy agent, seals be affixed on the proxies in substitution shall be permitted.
- 五、徵求人或受託代理人應於委託書上簽名或蓋章，並詳填戶號、姓名或名稱、身分證字號或統一編號、住址。受託代理人如非股東，請於股東戶號欄內填寫身分證字號或統一編號；徵求人如為信託事業、股務代理機構，請於股東戶號欄內填寫統一編號。Solicitor or proxy agent shall sign or seal in the Proxy Statement and fill out the number of the shareholder, name, identification number and address. The proxy agent who is not the shareholder of the Company shall fill the identification number or unified business number in the column of Shareholder Number; on the other hand, in the situation where a trust enterprise or stock affairs agent acts as the solicitor, the proxy agent shall fill its unified business number in the column of Shareholder Number.
- 六、委託書應於開會五日前送達本公司股務代理人中國信託商業銀行代理部；委託書送達股務代理人後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向股務代理人為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。The Proxy Statement shall be deposited at the Company's stock agent, Transfer Agency Department of CTBC Bank, at least five (5) days prior to the Meeting date. In the event that any shareholder who has appointed a proxy to attend a general meeting later intends to attend the meeting in person or to exercise his voting power by way of a written ballot or through electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company's stock agent with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant shareholder fails to revoke his appointment of such proxy before the prescribed time.

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| 委託書<br>Proxy Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 委託人(股東)<br>Member                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  | 編號<br>No. (576)                                                | 世芯-K Y<br>Alchip |                       |
| 一、茲委託 _____ 君(須由委託人親自填寫，不得以蓋章方式代替)為本股東代理人，出席本公司106年6月16日舉行之股東常會，代理人並依下列授權行使股東權利：<br>I hereby appoint _____ (please fill out) as my proxy agent, with authorization to vote and act on my behalf at the 2017 Annual General Meeting of the Members of Alchip Technologies, Limited on June 16 <sup>th</sup> , 2017 pursuant to authorization scope described below:<br><input type="checkbox"/> (一)代理本股東就會議事項行使股東權利。(全權委託)<br>With full authorization to vote and act on my behalf at the Meeting and may also have the authorization to act for extemporary motions during the Meeting. (Authorization granted in full scope)<br><input type="checkbox"/> (二)代理本股東就下列各項議案行使本股東所委託表示之權利與意見，下列議案未勾選者，視為對各該議案表示承認或贊成。<br>With authorization to vote and act on my behalf at the Meeting pursuant to authorization methods of exercise described below: (If neither box is ticked, it will be deemed as "vote-for" )<br>1. 民國105年度營業報告書及財務報表案：<br>2016 Business Report and the Consolidated Financial Statements for the year ended December 31, 2016 of the Company.<br>(1) <input type="checkbox"/> 承認(2) <input type="checkbox"/> 反對(3) <input type="checkbox"/> 棄權<br>(1) <input type="checkbox"/> For (2) <input type="checkbox"/> Against(3) <input type="checkbox"/> Abstain<br>2. 民國105年度虧損撥補案：<br>2016 Deficit Compensation Proposal.<br>(1) <input type="checkbox"/> 承認(2) <input type="checkbox"/> 反對(3) <input type="checkbox"/> 棄權<br>(1) <input type="checkbox"/> For (2) <input type="checkbox"/> Against(3) <input type="checkbox"/> Abstain<br>3. 修訂取得或處分資產處理程序案：<br>Amendment to the Guideline for Acquisition and Disposal of Assets.<br>(1) <input type="checkbox"/> 贊成(2) <input type="checkbox"/> 反對(3) <input type="checkbox"/> 棄權<br>(1) <input type="checkbox"/> For (2) <input type="checkbox"/> Against(3) <input type="checkbox"/> Abstain<br>4. 解除董事競業禁止案：<br>Release the Prohibition on Directors from Participation in Competitive Business.<br>(1) <input type="checkbox"/> 贊成(2) <input type="checkbox"/> 反對(3) <input type="checkbox"/> 棄權<br>(1) <input type="checkbox"/> For (2) <input type="checkbox"/> Against(3) <input type="checkbox"/> Abstain<br>5. 臨時動議。<br>Ad Hoc Motion. |  | 二、禁止交付現金或其他利益之價購委託書行為。<br><b>Offering cash or non-cash consideration in exchange for proxies is prohibited during proxy solicitation.</b><br>三、發現違法取得及使用委託書，可檢附具體事證向集保、結算所檢舉，經查證屬實者，最高給予檢舉獎金五萬元。<br>(一) <input type="checkbox"/> 是<br>(二) <input type="checkbox"/> 否<br><b>Please report to Taiwan Depository &amp; Clearing Corp (TDCC) supplementing with specific information when discovering any suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward up to NTD 50,000. Report phone number: +886 2 25473733</b> |  | 股東戶號<br>Member ID No.<br>姓名或名稱<br>Name<br>持有股數<br>Shareholding |                  | 簽名或蓋章<br>Sign or Seal |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | 徵求人<br>Solicitor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 簽名或蓋章<br>Sign or Seal                                          |                  |                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | 戶號<br>No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |                                                                |                  |                       |
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|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | 受託代理人<br>Proxy Holder                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  | 簽名或蓋章<br>Sign or Seal                                          |                  |                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | 戶號<br>No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |                                                                |                  |                       |
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| 此致<br>英屬開曼群島商世芯電子股份有限公司<br>授權日期 年 月 日<br>To Alchip Technologies, Limited<br>Date of Authorization:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | 住址<br>Address                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                                                                |                  |                       |

徵求場所及人員簽章處：  
Signature by the place of solicitation and personnel: