



United Microelectronics Corporation

2018 First Extraordinary General Meeting

Meeting Agenda

Date: August 20, 2018

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United Microelectronics Corporation
2018 First Extraordinary General Meeting Procedure

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United Microelectronics Corporation
2018 Extraordinary General Meeting Agenda

1. Time: Monday, August 20, 2018 9:00 a.m.
2. Location: UMC's Fab 8S Conference Hall, No.16, Creation Rd. 1, Hsinchu Science Park
3. Attendants: All shareholders and their proxy holders
4. Chairman: Stan Hung
5. Chairman's Address
6. Discussion Items
 - (1) To approve proposal for Hejian Technology (Suzhou) Co., Ltd., a subsidiary of the Company, to issue an initial public offering ("IPO") of RMB denominated ordinary shares (A-shares) on the Shanghai Stock Exchange
 - (2) To release the director from non-competition restrictions
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Discussion Items

- (1) To approve the proposal for Hejian Technology (Suzhou) Co., Ltd., a subsidiary of the Company, to issue an initial public offering (“IPO”) of RMB denominated ordinary shares (A-shares) on the Shanghai Stock Exchange

- A. Purpose of listing:

In order to respond to China’s rapid growth within the semiconductor industry and to consider the long-term development of UMC Group, Hejian Technology (Suzhou) Co., Ltd., a subsidiary of the Company through business of the third area that operates an 8-inch foundry business (hereinafter referred to as “HJ (Suzhou)”), together with United Semiconductor (Xiamen) Co., Ltd., another Company subsidiary in China, and United Semiconductor (Shandong) Co., Ltd., a subsidiary of HJ (Suzhou) operating the business of IC Design Support Service, are proposing to file for IPO of RMB-denominated ordinary shares (A-shares) with the China Securities Regulatory Commission and are applying for listing on the Shanghai Stock Exchange. This move is meant to expand business in China, attract local talent, and enhance UMC Group’s global competitiveness.

- B. Impact on the Company’s financial status:

- 1) Impact on financial status:

- (a) After the funds are in place, HJ (Suzhou) will be capable of improving and transforming its production line, which will sharpen its competitive edge. Furthermore, the acquisition of advanced equipment, hiring of exceptional talent, enhancing internal innovation skill, and increasing net profit attributable to the Company will benefit the stockholders of the parent.
- (b) HJ (Suzhou)’s listing on the A-share market will build up an independent funding platform, provide the means to obtain more diversified sources of local capital, improve the financial structure of consolidated financial statements, allow more capital to remain in Taiwan, and accelerate the Company’s development in Taiwan and worldwide.
- (c) HJ (Suzhou)’s listing on A share market will strengthen the Company's asset and capital positions and maximize the interests of shareholders.
- (d) After this public offering, the Company shall retain its control over HJ (Suzhou) through the business of the third area. Furthermore, the stocks to be listed this time are issued through public offering of new shares. It does not involve any transfer of the existing shares of the Company.

- 2) Impact on business



- (a) HJ (Suzhou) will coordinate the Company's business of Foundry and IC Design Support Service to provide its customers with complete IC Manufacturing solutions.
- (b) Through listing on the A-share market, raised funds will be allocated towards reinvestment in UMC's existing successful China operations to develop its China market, further increase its productivity and strengthen its R&D capabilities. This will help raise the competitive threshold for the industry, increase the existing value advantage of the Company and bring in higher profits.
- (c) HJ (Suzhou)'s listing on the A-share market will attract local and global talent and enhance the stability of key employees through retention incentives such as equity-based compensation programs. These would help the Company to expand its long-term development and global strategy.

C. Method of diffusion of ownership

Method of Diffusion of Ownership: HJ (Suzhou) is planning to file for an IPO of RMB denominated ordinary shares (A-shares) in China and applying for listing on the Shanghai Stock Exchange, with a par value of RMB 1per share. The newly issued shares will account for 11.10% (tentative) of HJ (Suzhou)'s total issued share capital. The Company plans to propose to the shareholders' meeting to authorize the board of directors, HJ (Suzhou)'s board of directors or its designated personnel to negotiate the final issued shares with the lead underwriter, based China's rules and regulations, funding needs, communication outcome with China's competent authority and market conditions.

D. Usage of proceeds raised through this IPO:

The funds raised will be largely invested in the following projects:

Items	Project Name	Total Amount of investment (RMB)
1	Increase the Capacity of Wafer Manufacturing of Hejian Technology (Suzhou) Co., Ltd.	No more than 2.5 billion
2	Replenishment of current capital	

E. Pricing guideline on diffusion of ownership:

HJ (Suzhou)'s listing on the A-share market will use the price inquiry method that is adopted by the laws and regulations of China or other methods that are recognized by China's securities regulatory agencies.

F. The party receiving the newly issued shares:

The parties receiving the shares are price inquiry parties that fulfill the qualifications specified in relevant laws and regulations of China or required by the supervisory authorities, the domestic natural person or legal persons that have



established a securities account with the Shanghai Stock Exchange, or other investors meeting the requirements of the China Securities Regulatory Commission. The Company will not participate in the subscription.

G. Impact on the Company's status as a listed company in Taiwan:

HJ (Suzhou)'s successful listing on the A-share market will not affect the continued listing of the Company in Taiwan's stock market, since the Company's ownership of HJ (Suzhou) is still high, and the interests of the Company's shareholders are fully protected.

H. Other matters

For the purpose of HJ (Suzhou)'s initial public offering of RMB denominated ordinary shares (A-share) and applying for listing on Shanghai Stock Exchange:

- 1) According to the relevant regulations in China and the requirements of the China Securities Regulatory Commission, the Company, the business of the third area stated above, and relevant subsidiaries should avoid any horizontal competition with HJ (Suzhou) and its subsidiaries. As part of the Company's management strategy, the listing of HJ (Suzhou) is expected to bring significant positive effects to the Company, including increased brand awareness, and opportunities for further expansion in China and the international markets using the funds raised from China's capital market through HJ (Suzhou). Considering that HJ (Suzhou) and its subsidiaries have been virtually responsible for the Company's business of Foundry and IC Design Support Service, we and the business of the third area stated above are prepared to enter into a "Horizontal Agreement" with HJ (Suzhou) to ensure compliance with relevant regulations in China and the requirements of the China Securities Regulatory Commission. In view of the superior-subordinate relationship between the Company and HJ (Suzhou), we believe the establishment of the horizontal agreement is unlikely to continue any violation of the Fair Trade Act of the Republic of China.
- 2) According to the relevant regulations in China and the requirements of the China Securities Regulatory Commission, the Company, the business of the third area stated above and HJ (Suzhou)'s should sign the commitment letters relative to HJ (Suzhou)'s repurchasing of its stocks in compliance of laws, or the Company's increasing its holdings of HJ (Suzhou)'s stocks to stabilize stock price, and cash compensation for the Company, the business of the third area stated above and HJ (Suzhou)'s supplementary payment, fine or other losses caused from false tax declaration, or unpaid social insurance and housing funds. In view of the whole advantage of HJ (Suzhou)'s listing to the Company stated above, the Company is prepared to sign the commitment

letters in compliance of the opinions of the relevant government authorities and rules and regulations of the listing place.

- 3) We propose that the shareholders' meeting authorize the board of directors, chairman or his designated personnel, and/or the subsidiary's board of directors or its designated personnel (applicable depending on the situation) to make necessary adjustments based on the execution of listing proposals, opinions of the relevant government authorities and the Shanghai Stock Exchange, rules and regulations of listing place, or market conditions, or actual situations, and to handle with full power the related matters in connection with the listing, including but not limited to engaging professional advisers, determining the issuing terms, issuing time, issuing amount, issuing counterparty, issuing method, pricing methodology, issuing price (including price range and final price), base date, strategic allocation (if any), use of proceeds, modifying and entering into the Horizontal Agreement, issuing cash compensation commitment of tax, social insurance and housing fund, issuing commitment letter of stable stock price, issuing other commitment letters and documents, and conducting any and all other matters in connection with the listing.

Resolution:

- (2) To release the director from non-competition restrictions
 - 1) According to Article 209, Company Act, if directors' activities for personal or others' interests are related to the Company's business scope, directors shall explain the content of their activities and ask the approval from shareholders at the meeting.
 - 2) The Company is the ultimate holding company of Hejian Technology (Suzhou) Co., Ltd., which operates an 8-inch foundry business, and the Company appointed the Chairman, Stan Hung as the Chairman of Hejian Technology (Suzhou) Co., Ltd. in order to create synergy.
 - 3) Propose to approve the Company's Chairman, Stan Hung, to act as the Chairman of Hejian Technology (Suzhou) Co., Ltd. during his tenure, and release Chairman, Stan Hung, from non-competition restrictions.

Resolution:

Extraordinary Motions

Adjournment

Appendices

Appendix 1

United Microelectronics Corporation Convention Rules for Shareholders' Meetings

1. The convention procedures in a Shareholders' Meeting should follow the Rules.
2. Attending shareholders or their representatives should wear Attendee Passes and turn in their Attendance Cards to prove their attendance. The cards will also be used to compute stock rights.
3. The Chairman will commence the Meeting when enough shareholders are present to represent over half of the stocks issued.
4. The agenda shall be determined by the Board of Directors. The Meeting shall follow the procedures set by the agenda.
5. In order to receive consideration for any proposal not listed in the agenda or for any amendments or alternatives to such a proposal, the proposer must be endorsed by another shareholder(s). In addition, the shares held by the proposer and endorser(s) must together represent at least one percent of the total number of common stocks issued.
6. Only proposals will be discussed or voted on. The Chairman has the right to announce the end of any discussion at the appropriate time or terminate discussions if necessary.
7. The Chairman can commence voting on proposals when discussions are over or terminated.
8. Except for those that contradict the Company Law, proposals are approved if over half of the voting rights attending the Meeting consent to them. If no shareholders object after inquiries by the Chairman, proposals are also deemed approved.
9. Attending shareholders must write down their name, the number of their Attendees' Passes, and the number of shares held before making speeches. The Chairman shall decide the order of speeches by shareholders.
10. Any shareholder's speech (including those by individuals or legal entities) shall be limited to three minutes, but can be extended once by the Chairman. Any shareholder (including individuals and legal entities) cannot speak more than twice on the same issue.
11. The Chairman may stop shareholders' speeches if time is out or if the speeches are not relevant to the issues at hand. Shareholders who disturb the meeting will be asked to leave by the Chairman.
12. The Chairman may announce a recess in the middle of the Meeting if appropriate.
13. The Meeting will be stopped and dismissed in the event of an air strike alarm and will be reconvened one hour after the alarm is over.
14. Issues not covered by the Rules shall be dealt with in accordance with the rules promulgated by the Company Law and the Company's Articles of Incorporation.
15. The Rules and any future amendments must be approved through the Shareholders' Meeting.

Appendix 2

(Translation)
Articles of Incorporation
of
United Microelectronics Corporation

Last Updated: June 12, 2018

Section I General Provisions

Article 1 The Company shall be incorporated as a company limited by shares under the Company Act and its name shall be “United Microelectronics Corporation.”

Article 2 The scope of business of the Company shall be as follow:
CC01080 Electronic Parts and Components Manufacturing
I501010 Product Designing
F401010 International Trade
C801990 Other Chemical Materials Manufacturing
C802990 Other Chemical Products Manufacturing
CA02990 Other Fabricated Metal Products Manufacturing Not Elsewhere Classified
IG03010 Energy Technical Services
I199990 Other Consultancy
J101090 Waste Collecting and Disposing

1. Integrated circuits;
2. Various semiconductor parts and components, such as Hybrid Circuits, IC Cards and Circuit Modules, etc.;
3. Parts and components of microcomputers, microprocessors, peripheral support and system products, such as Contact Image Sensors (CIS) and Liquid Crystal Displays (LCD), etc.;
4. Parts and components of Semiconductor memory and its systems products;
5. Parts and components of semiconductor and its systems products used in digital signal acquisition and transmission system;
6. Parts and components of semiconductor and its systems products used in telecommunication systems;
7. Testing and packaging of integrated circuits;
8. Production of mask;

9. Metals, derived fuels and chemical products that are generated simultaneously from the company's manufacturing process;
10. Management consulting service in regard to sustainable development, energy/resources conservation technologies and semiconductor fab related affairs;
11. Clearance, recycle and disposal of waste and manufacturing outputs (Only for waste disposal processing outside of the science park);
Research and development, design, production, sales, promotion and after sale service of all above items and their application products;
12. Also engage in export/import trade business in relation to the business of the Company.

Article 2-1 The Company may act as a guarantor.

Article 2-2 When the Company becomes a shareholder of limited liability in other companies, the total amount of its investment may not be subject to the restriction of not exceeding 40% of its own paid-in capital as provided in Article 13 of the Company Act.

Article 3 The Company shall have its head-office in Hsinchu Science-based Industrial Park and, if necessary, may set up branches or business offices in and out of this country upon a resolution of its Board of Directors and approval from the competent government authority.

Article 4 Public notices of the Company shall be made in accordance with Article 28 of the Company Act.

Section II Shares

Article 5 The total capital amount of the Company shall be Two Hundred and Sixty billion New Taiwan Dollars accounting for Twenty Six billion shares, at a par value of Ten New Taiwan Dollars (NT\$10) per share. The Board of Directors is authorized to issue the unissued shares in installments. The issue price per share will be determined by the Board of Directors pursuant to the ROC Company Act or relevant securities-related laws and regulations. The capital, within fifteen billion New Taiwan Dollars, is for corporate bonds with equity warrants, which is one thousand and five hundred million shares, at a par value of ten New Taiwan Dollars (NT\$10) per share. The



Board of Directors is authorized to issue the unissued shares in installments depending on the business needs of the Company.

Moreover, the capital, within twenty billion New Taiwan Dollars, is for warrant, which is two billion shares at a par value of Ten New Taiwan Dollars (NT\$10) per share. The Board of Directors is authorized to issue the unissued shares in installments depending on the business needs of the Company.

Article 6 The share certificate of the Company can be all name-bearing share certificates and shall be signed by, and affixed with the seals or by signature of, at least three directors of the Company, and issued after duly authentication pursuant to the law.

The Company can also deliver shares by wiring into account books based on related regulations, rather printing physical shares. When issuing other securities, the same rule applies.

Article 7 Registration for transfer of shares shall all be suspended 60 days before the convocation of any ordinary shareholders' meeting, 30 days before the convocation of extraordinary shareholders' meeting, or 5 days before the record day for distribution of dividend, interest and bonus or any other benefit as scheduled by the Company.

Section III Shareholders' Meeting

Article 8 Shareholders' meeting shall be of two types, namely general and extraordinary shareholders' meeting; the former shall be convened once a year by the Board of Directors in accordance with laws within six months after the close of each accounting fiscal year and the latter shall be convened in accordance with laws whenever necessary.

Article 9 In case a shareholder is unable to attend a shareholders' meeting, he/she may issue proxy printed by the Company setting forth the scope of authorization by signing or affixing his/her seal on the proxy form for the representative to be present on his/her behalf.

Article 10 Unless otherwise provided in the Laws, a shareholder of the Company shall have one vote for each share held by him or her.

Article 11 Unless otherwise provided in the Company Act, Securities and Exchange Act or other Laws, resolution(s) shall be made at the meeting attended by shareholders holding and representing a majority of the total number of issued and outstanding shares and at which meeting a majority of the shareholders shall vote in favor of the resolution.

Section IV Directors and Committees

Article 12 The Company shall have nine (9) to eleven (11) directors to be elected at a shareholders' meeting through a nominating system from persons of legal capacity to serve a term of three years. A director may be re-elected. At least three (3) directors or one-fifth of all directors, whichever is higher, shall be the independent directors. The qualification, the limitations of shareholding and concurrently serving other positions, the methods of nomination and election and other related matters shall be subject to the applicable laws.

Article 13 The Company shall set forth the Audit Committee, which comprises of all the independent directors. The seats, the term, the authorities, the rules governing meetings and the resources the Company shall provide upon the committee's exercise of authority shall be governed by the Audit Committee Charter, which will be set forth separately.

Article 13-1 The Company established a Remuneration Committee, of which the number of members, duration of duty, rights of duty, rules of procedure, and resources that the Company must provide during the period of duty shall be separately determined by the Remuneration Committee Charter.

Article 13-2 The Company established a Nomination Committee, of which the number of members, duration of duty, rights of duty, rules of procedure, and resources that the Company must provide during the period of duty shall be separately determined by the Nomination Committee Charter.

Article 14 The Company has to purchase D&O for directors during their terms.

Article 15 The Board of Directors shall be organized by directors. The Chairman of the Board shall be elected by the majority of directors present at a meeting attended by more than two thirds of directors. The directors may also elect a

vice Chairman of the Board whenever they may deem necessary to carry out the Company's activities. The Chairman of the Board shall internally be the Chairman of the meeting of shareholders, Board of Directors and managing directors' meeting and externally represent the Company.

Article 16 In case the Chairman of the Board of Directors is on leave or unable to perform his duties for cause, the vice Chairman of the Board of Directors, if any, shall act as the Chairman. If there is no vice Chairman of the Board or the vice Chairman of the Board is also on leave or unable to perform his duties for cause, the Chairman of the Board shall designate a director to act as the chairman. If there is no such designation, the directors shall elect one from amongst themselves.

Article 16-1 In case a board member is unable to attend the Board of Directors' meeting, he/she may issue proxy setting forth the scope of authorization by signing or affixing his/her seal on the proxy form for another board member to present on his/her behalf. The representative shall serve as the proxy for one director only.

Other than what is demanded by the ROC Company Act, Securities and Exchange Act or other Laws, the resolution of the board of directors shall be adopted by a majority of the directors present at the meeting attended by more than half of the directors.

Article 17 Remunerations for all directors shall be decided by the Board of Directors authorized by a meeting of shareholders according to involvements and contributions to the Companies' operation and at the normal rate adopted by other firms of the same industry.

Article 18 The Board of Directors shall have the following functions and responsibilities:

1. Examination and review of operational policy and medium and long-term development plans.
2. Review of and supervision over execution of annual business plans.
3. Approval of budget and examination of the final settlement of account.
4. Examination of capital increase/decrease plans.
5. Examination of earnings distribution or making up of loss programs.
6. Examination and approval of important contracts.
7. Examination of Articles of Incorporation or amendments thereof.

8. Approval of organizational by-laws and important business rules.
9. Decision in establishment, reorganization or removal of branch offices.
10. Approval of major capital expenditure plans.
11. Appointment and discharge of managers.
12. Execution of resolutions adopted at shareholders' meeting.
13. Examination of matters proposed by the general manager for decision.
14. Convocation of shareholders' meeting and making business reports.
15. Other matters to be handled in accordance with the laws.

Article 19 Except for the authority provided under Paragraph 4, Article 14-4 of the Securities and Exchange Act, the authorities granted to each of the supervisor under the Company Act, the Securities and Exchange Act and other laws shall be granted to and exercised by the Audit Committee. Provisions of Paragraph 4, Article 14-4 of the Securities and Exchange Act which are relating to the supervisor's activities and capacity of being the representative of a company provided under the Company Act shall apply mutatis mutandis to each independent director, and a member of the Audit Committee.

Section V Managers

Article 20 The Company may have one Chief Executive Officer and several managers, whose appointments, discharge, and remunerations shall be subject to provisions in Article 29 of the ROC Company Act as well as related regulations. The title and scope of authority of the managers are to be determined by the board of directors, and the board of directors can authorize the chairman to determine.

Section VI Accounting

Article 21 The Board of Directors shall prepare at the close of each accounting fiscal year for the Company (1) Business Report, (2) Financial Statements, (3) Proposal of Distribution of Earnings or Making Up of Loss, etc. and submit the same to the general shareholders meeting for acceptance.

Article 21-1 The Company shall allocate no less than 5% of profit as employees' compensation and no more than 0.1% of profit as directors' compensation for each profitable fiscal year after offsetting any cumulative losses.



The aforementioned employees' compensation will be distributed in shares or cash. The employees of the Company's subsidiaries who fulfill specific requirements stipulated by the Board of Directors may be granted such compensation. Directors may only receive compensation in cash.

The Company may, by a resolution adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors, distribute the aforementioned employees' and director's compensation and report to the shareholders' meeting for such distribution.

Article 22 After making the final settlement of account, the Company shall allocate the net profit ("earnings"), if any, according to the following sequence:

1. Payment of taxes.
2. Making up for loss in preceding years.
3. Setting aside 10% for legal reserve, except for when accumulated legal reserve has reached the Company's paid-in capital.
4. Appropriating or reversing special reserve by government officials or other regulations
5. The remaining, plus the previous year's unappropriated earnings, shall be distributed according to the distribution plan proposed by the Board of Directors according to the dividend policy in paragraph two of this clause and submitted to the shareholders' meeting for approval.

Because the company conducts business in a capital intensive industry and continues to operate in its growth phase, the dividend policy of the Company shall be determined pursuant to factors such as the investment environment, its funding requirements, domestic and overseas competitive landscape and its capital expenditure forecast, as well as shareholders' interest, balancing dividends and UMC's long-term financial planning. The Board of Directors shall propose the distribution plan and submit it to the shareholders' meeting every year. The distribution of shareholders dividend shall be allocated as cash dividend in the range of 20% to 100%, and stock dividend in the range of 0% to 80%.

Section VII Additional Rules

Article 23 The organization by-law of the Company shall be provided otherwise.

Article 24 In regard to all matters not provided for in these Articles of Incorporation,



the Company Act, Securities and Exchange Act or other Laws shall govern.

Article 25

These Articles of Incorporation were enacted on Feb. 21, 1980 and amended on Feb. 21, 1981 for the first time, on May 16, 1981 for the second time, on Aug. 8, 1981 for the third time, on Oct. 20, 1981 for the fourth time, on Jan. 15, 1982 for the fifth time, on Apr. 28, 1983 for the sixth time, on Mar. 19, 1984 for the seventh time, on Aug. 7, 1984 for the eighth time, on Apr. 30, 1985 for the ninth time, on Apr. 26, 1986 for the tenth time, on May 23, 1987 for the eleventh time, on Mar. 5, 1988 for the twelfth time, on March 25, 1989 for the thirteenth time, on June 6, 1989 for the fourteenth time, on Apr. 14, 1990 for the fifteenth time, on Jun. 29, 1991 for the sixteenth time, on May 7, 1992 for the seventeenth time, on Apr. 22, 1994 for the eighteenth time, on May 4, 1995 for the nineteenth time, on Jun. 21, 1995 for the twentieth time, on Apr. 11, 1996 for the twenty-first time, on Jun. 24, 1997 for the twenty-second time, on May 5, 1998 for the twenty-third time, on May 13, 1999 for twenty-fourth time, on Jul. 30, 1999 for twenty-fifth time, on Apr. 7, 2000 for twenty-sixth time, on May 30, 2001 for the twenty-seventh time, on June 3, 2002 for the twenty-eighth time, on June 9, 2003 for the twenty-ninth time, on June 1, 2004 for the thirtieth time, on June 13, 2005 for the thirty-first time, on June 12, 2006 for the thirty-second time, on June 11, 2007 for the thirty-third time, on June 13, 2008 for the thirty-fourth time, on June 15, 2011 for the thirty-fifth time, on June 7, 2016 for the thirty-sixth time, on June 8, 2017 for the thirty-seventh time, and on June 12, 2018 for the thirty-eighth time.

Appendix 3

UMC Directors' Shareholdings & Minimum Shareholdings Required

1. UMC Directors Shareholdings and Legal Minimum Shareholdings is as follows:

Common shares issued	12,624,318,715 shares
Legal holding of all directors in number of shares	160,000,000 shares

2. As of July 22, 2018, all board members' shareholdings are as follows:

Position	Name	Number of shares	Shareholding %
Chairman	Stan Hung	16,341,452	0.13%
Director	SC Chien (Representative of Hsun Chieh Investment Co., Ltd.)	441,371,000	3.50%
Director	Jason Wang (Representative of Silicon Integrated Systems Corp.)	315,380,424	2.50%
Director	Chung Laung Liu	0	0.00%
Director	Ting-Yu Lin	12,547,222	0.10%
Independent Director	Cheng-Li Huang	0	0.00%
Independent Director	Wenyi Chu	0	0.00%
Independent Director	Lih J. Chen	0	0.00%
Independent Director	Jyuo-Min Shyu	0	0.00%

Note:

- As of July 22, 2018, the total shareholdings of all directors are 785,640,098 shares.
- Independent directors' holdings are excluded from total shareholding calculations.
- The Company has set up an Audit Committee, so limitations on supervisors' holdings are not applicable.