

Siliconware Precision Industries Co., Ltd.

2007 Annual General Shareholders' Meeting

Meeting Agenda

(Translated)

Notice of Annual Shareholders' Meeting

To: Shareholders

I. The Year 2007 Annual Shareholders' Meeting of Siliconware Precision Industries Co., Ltd. will be held at SHIN-TEN-DI Restaurant (新天地餐廳) located at No. 345, Chung-Te 5 Road, Taichung, Taiwan, at 09:30 A.M., on the 13th day of June, 2007. The important agenda of the Meeting will include:

1. Matters to be Reported:

- (1) Management report on the business performance in FY 2006;
- (2) Supervisors' audit report on the FY 2006 audited financial statements; and
- (3) Enactment by the Board of Directors of "The Regulations of the Directors' Meetings of The Siliconware Precision Industries Co., Ltd."

2. Matters to be Recognized:

- (1) Adoption by the Meeting of FY 2006 Business Operation Report and Financial Statements (including Consolidated Financial Statements) ; and
- (2) Adoption by the Meeting of FY 2006 profit distribution plan.

3. Matters to be Discussed:

- (1) Proposal for capital increase by issue of new shares funded by FY 2006 earned profit;
- (2) Approval by the Meeting to the proposed amendments to Articles of Incorporation;
- (3) Approval by the Meeting to the proposed amendments to the Company's "Procedure for Acquisition or Disposition of Assets";
- (4) Approval by the Meeting to the proposed release of restriction of competition on certain directors imposed under Article 209 of the Company Law; and
- (5) Other Proposals.

4. Provisional Motions:

II. The Board has approved the distribution plan of earned profit for FY 2006 as follows:

- (1) Cash dividend: NT\$3.4 per share; the record date and the payment date will be set separately upon the approval by the Annual Shareholders' Meeting.
- (2) Capital Increase: Issuance of 58,672,538 new shares funded by earned profits, to be distributed to shareholders at the ratio of 20 shares to each 1000 existing issued shares; and issuance of 35,203,522 new shares funded by employees' bonus to be paid to the employees. Regarding the foregoing capital increase proposal, the Board of Directors is authorized to fix the record and payment dates separately after such proposal has been adopted by the Shareholders' Meeting and approved by the governmental authorities in charge.

III. Lift of restriction of competition imposed on Directors under Article 209 of the Company Law.

IV. The book of shareholder roster will be closed, pursuant to Article 165 of the Company Law, from April 15, 2007 to June 13, 2007 for registration of record share ownership.

Contents of Proposals

Matters for Recognition:

Submission No.1

Subject: Please recognize the audited Financial Statements of FY 2006.

Explanations:

- 1.The Financial Statements of FY 2006 have been duly audited by CPA.
- 2.Please approve the audited Financial Statements of FY 2006 and the Business Performance Reports .

Resolution:

Submission No.2

Subject: Please approve the Distribution Plan of Earned Profits for FY 2006.

Explanations:

- 1.The Company's earned profit after tax for FY 2006 is NT\$13,329,069,071, and the distribution plan thereof for FY 2006 is as follows:
- 2.Regarding the proposed cash dividends, if the rate of dividend distribution is modified due to change of shares entitled to distribution because the holders of overseas convertible corporate bonds exercise their right of conversion into shares, it is requested that the Annual Shareholders' Meeting authorizes the Board of Directors to handle such matters with full power.
- 3.It is also requested that the Annual Shareholders' Meeting authorizes the Board of Directors to set the record date of distributing dividends.

Distribution Plan of Earned Profits

Unit: NT\$

Item	Amount	Remark
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Undistributed retained previous earnings as of the end of the last fiscal year	47,559,158	
Plus: After-tax net profit in FY 2006	13,329,069,071	
Special profit surplus reserve converted (cumulative adjusted amount after conversion)	50,028,730	
Net adjusted equities of the invested companies recognized in accordance with accrual basis accounting method	37,300,000	
Less: 10% for statutory profit surplus reserve	1,336,636,907	
Total amount available for distribution in this fiscal year	12,127,320,052	
Less: 1% for remuneration to directors and supervisors	120,797,609	
Less: Stock dividend to shareholders (Remark 1)	586,725,380	at NT\$0.2 per share
Cash dividend to shareholders	9,974,331,517	at NT\$3.4 per share
Employees bonus	352,035,220	
Employees cash dividend	821,415,545	
Amount of earnings not distributed in this year (Remark 2)	272,014,781	

Remarks:

- 1.The total number of outstanding shares qualified for participation in the distribution of stock dividends as of March 20, 2007 is 2,933,626,916 shares.
- 2.All the distributed earnings in this year are out of Year 2006 earnings. Amount of earnings not distributed in this year (NT\$272,014,781) is the sum of the undistributed retained previous earnings as of the end of the last fiscal year (NT\$47,559,158) and the remaining amount (NT\$224,455,623) of FY 2006 profit after distribution in this year.
- 3.The total amount of undistributed earnings to be distributed in this year is NT\$11,855,305,271, of which NT\$938,760,600 is proposed to be used for capital increase by issuing new shares.

Resolution:

Matters for Approval:

Proposal No. 1

Subject: Please discuss and approve the proposal to capital increase through issuance of new shares funded by earned profit.

Explanations:

1. In order to match the financial plan, the company will issue new shares representing paid up capital increase of NT\$938,760,600 to be funded by earned profit.
2. The increase of capital will be funded by :
 - (1) Dividend to shareholders : NT\$586,725,380
 - (2) Bonus to employees : NT\$352,035,220Total: NT\$938,760,600
3. The record date will be fixed by the Board as authorized after the capital increase plan is approved by governmental agencies in charge. The distribution ratio, in accordance with the shareholdings as of the record date in the shareholders book, will be 20 shares per 1000 shares. Fractional shares will be comprised to be one full share for registration within five days after the record date. Distributions will be made in cash for fractions not comprising one full share. Odd shares will be subscribed by persons as may be designated by the Board of Directors as authorized by the Shareholders Meeting.
4. Regarding the proposed cash dividends, if the rate of dividend distribution of the outstanding shares is affected and changed due to factors such as the company subsequently issues stocks to the holders of overseas convertible corporate bonds who exercise their right of conversion into shares, it is requested that the Shareholders Meeting authorizes the Board of Directors to handle such matters with full power.
5. The new shares to be issued hereunder will have the same rights and obligations as that of the existing issued common shares.
6. The plan is subject to modifications as may be required by the governmental agencies in charge, or as deemed necessary to be made by the Board to adjust to the changes in actual circumstances.

Resolution:

Proposal No. 2

Subject: Please discuss and approve the proposed amendments to the Company's "Articles of Incorporation".

Explanations:

1. In order to accommodate the company's long term development, Articles 5, 30-1 and 33 of the "Articles of Incorporation" are amended as shown in the following comparative table:

Text before amendment		Text after amendment		Explanation
Article	Content	Article	Content	
Article 5	The authorized capital of the Company is NT\$31,500,000,000, divided into 3,150,000,000 shares (including 40,000,000 shares reserved for conversion from warrants) , each of NT\$10 par value, to be issued by installments, as determined by the Board of Directors.	Article 5	The authorized capital of the Company is NT\$36,000,000,000, divided into 3,600,000,000 shares (including 40,000,000 shares reserved for conversion from warrants) , each of NT\$10 par value, to be issued by installments, as determined by the Board of Directors.	To reflect the increase of capital funded by surplus.

<p>Article 30-1</p>	<p>Para. 1 (Not amended) Para. 2 : The ratio of cash dividend to total dividend will be in the range of 0%~50%. The balance of the dividend will be distributed as stock dividend. The proportion between cash dividend and stock dividend will be adjusted based on economic environment, operation prospect, cash position and other relevant factors, as deemed necessary by the Board of directors who shall propose the surplus distribution plan to be adopted by the Shareholder' Meetings for implementation.</p>	<p>Article 30-1</p>	<p>Para. 1 (Not amended) Para. 2 : Distribution of dividends may be made by cash dividends or by stock dividends, provided that the percentage of cash dividends shall exceed 50% of total distributed dividends, and the plan of distribution shall be proposed by the Board of Directors and shall be implemented after the distribution plan is approved by the Shareholder' Meetings .</p>	<p>Amendment made to conform to the directive Chin-Guan-Tseng-1-No. 095126633 dated June 27, 2006 issued by the Securities and Futures Bureau.</p>
<p>Article 33</p>	<p>The 24nd amendment was made on June 12, 2006</p>	<p>Article 33</p>	<p>The 24nd amendment was made on June 12, 2006. The 25nd amendment was made on June 13, 2007.</p>	<p>To conform to the company's amendments to "Articles of Incorporation"</p>

Resolution:

Proposal No.3

Subject: Please discuss and approve the proposed amendments to the Company's "Procedure for Acquisition or Disposition of Assets".

Explanations:

1.This amendment is made pursuant to the Directive Chin-Guan-Tseng-1-No. 0960001463 and No. 09600014631 dated January 19, 2007 issued by the Financial Supervisory Committee, the Executive Yuan.

2.Following is a comparative table of the proposed amendment, please see the attachment.

Resolution:

Proposal No.4

Subject: Please discuss and approve the proposed amendments to release of restriction of competition on certain directors under Article 209 of the Company Law.

Explanations:

1.The director, Mr. Bough Lin、 Mr. Chi-Wen Tsai、 Mr. Yen-Chun Chang and Mr. Jerome Tsai, will serve as director of the Clmpany’s affiliated companies: Siliconware USA, Inc.; Siliconware USA, Inc.; Siliconware Technology (Suzhou) Limited; Siliconware Technology (Suzhou) Limited ; and ChipMos (Bermuda).

2.It is submitted to the Shareholders’ Meeting for approval to release the restriction of competition on the above listed directors under Article 209 of the Company Law.

Resolution: