

# **Siliconware Precision Industrial Co., Ltd.**

2008 Annual General Shareholders' Meeting

Meeting Agenda

(Translated)

## Notice of Annual Shareholders' Meeting

To: Shareholders

I. The Year 2008 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, 2008. The important agenda of the Meeting will include:

1. Matters to be Reported:

- (1) Management report on the business performance in FY 2007; and
- (2) Supervisors' review report on the FY 2007 audited financial statements.

2. Matters to be Recognized:

- (1) Adoption by the Meeting of FY 2007 Business Report and Financial Statements; and
- (2) Adoption by the Meeting of FY 2007 profit distribution plan.

3. Matters to be Discussed and Election:

- (1) Proposal for capital increase by issue of new shares funded by FY 2007 earned profit;
- (2) Election of directors and supervisors ; and
- (3) Approval by the Meeting to the proposed release of restriction of competition on new-elected directors imposed under Article 209 of the Company Law.

4. Provisional Motions:

II. The Board has approved the distribution plan of earned profit for FY 2007 as follows:

- (1) Cash dividend: NT\$4.5 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 30,746,975 new shares funded by earned profits, to be distributed to shareholders at the ratio of 10 shares to each 1000 existing issued shares; and issuance of 47,145,362 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 new-elected 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, 2008 to June 13, 2008, for registration of record share ownership.
- V. Enclosed herewith are a "Notification of Attendance in Person" and a "Proxy Form" for the Annual Shareholders' Meeting. If you decide to personally attend the Meeting, you are required to report at the registration desk of the Meeting place in person with the "Notification of Attendance in Person" duly signed (No need to mail it back to the Company). If you will be represented by proxy, you shall execute the "Proxy Form", write the name and address of the Proxy, and send it to the Corporate Trust Operation and Service Department of the China Trust Commercial Bank, acting as agent for the Company for shareholders affairs, not later than five days before the date of Meeting. The Agent will, after processing, mail a separate "Attendance Card" for purpose of attendance by the Proxy.
- VI. In case there are shareholders soliciting the proxies, a summarized solicitation information will be compiled and posted by the Company in the Securities & Futures Institute's (SFI's) website on May 13, 2008. Shareholders who need information or make inquiries may directly key in SFI's website address: <http://free.sfi.org.tw>, select the "free of charge inquiry system for solicitation information", and enter the conditions for inquiries. If election is in the agenda of the Shareholders' Meeting, the statistics and verification agency is the Corporate Trust Operation and Service Department of the China Trust Commercial Bank.
- VII. Your due attention is respectfully requested.

The Board of Directors  
Siliconware Precision Industries Co., Ltd.  
(Company Seal)

Contents of Proposals

Matters for Recognition:

Submission No.1

Subject: Please recognize the audited Financial Statements of FY 2007.

Explanations:

- 1.The Financial Statements of FY 2007 have been duly audited by CPA.
- 2.Please approve the audited Financial Statements of FY 2007 and the Business Report.

Resolution:

Submission No.2

Subject: Please approve the Distribution Plan of Earned Profits for FY 2007.

Explanations:

- 1.The Company's earned profit after tax for FY 2007 is NT\$17,489,350,703, and the distribution plan thereof for FY 2007 is as follows:
- 2.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
Undistributed retained previous earnings as of the end of the last fiscal year	272,014,781	
Plus: After-tax net profit in FY 2007	17,489,350,703	
Less: 10% for statutory profit surplus reserve	1,748,935,070	
Total amount available for distribution in this fiscal year	16,012,430,414	

Less: 1% for remuneration to directors and supervisors	157,404,156	
Less: Stock dividend to shareholders ( Remark 1 )	307,469,750	at NT\$0.1 per share
Cash dividend to shareholders	13,836,138,906	at NT\$4.5 per share
Employees stock bonus	471,453,620	
Employees cash dividend	1,100,058,452	
Amount of earnings not distributed in this year ( Remark 2 )	139,905,530	

Remarks:

- 1.The total number of outstanding shares qualified for participation in the distribution of stock dividends as of March 20, 2008 is 3,074,697,534 shares.
- 2.The undistributed earnings of NT\$139,905,503 are the remaining amount of the retained previous earnings after appropriation for distribution of FY 2008.
- 3.The total amount of distributed earnings to be distributed in this year is NT\$15,872,524,884, of which NT\$778,923,370 is proposed to be used for capital increase by issuing new shares.

Resolution:

Matters for Approval and Election:

Proposal No. 1 ( proposed by the Board of Directors )

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\$778,923,370 to be funded by earned profit.
2. The increase of capital will be funded by :
  - (1) Dividend to shareholders : NT\$307,469,750
  - (2) Bonus to employees : NT\$471,453,620Total: NT\$778,923,370
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 10 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. The new shares to be issued hereunder will have the same rights and obligations as that of the existing issued common shares.
5. 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 ( proposed by the Board of Directors )

Subject: Election of directors( 9 seats ) and supervisors( 3 seats ) for the succeeding term.

Explanations:

The Articles of Incorporation of the Company provide that the tenure of the directors and supervisors of each term shall be for a period of 3 years. The present term shall expire in this year. The directors and supervisors for the succeeding term shall be elected at the Year 2008 Shareholders' Meeting, whose tenure shall be from June 13, 2008 through June 12, 2011.

In order to sustain healthy business expansion of SPIL, the current board members of SPIL would like to seek for your support. Please vote for the following candidates of directors in our Annual Shareholders' Meeting on June 13, 2008. Your kindly support will be highly appreciated.

<b>Candidates of Director</b>	<b>Past Positions and Education Background</b>	<b>Current Positions</b>
Bough Lin	Electronic Physics, National Chiao-Tung University	Chairman of SPIL Directors of Phoenix Precision Technology Directors of SPIL's Subsidiaries EVP of SPIL
Chi-Wen Tsai	E.E., National Taipei Institute of Technology	Vice Chairman of SPIL President of SPIL Directors of SPIL's Subsidiaries
Wen-Lung Lin	National Taiching Institute of Technology	Director of SPIL Chairman of Ku Ming Investment Co.
Yen-Chun Chang	E.E., Nan-Tai College	Director of SPIL Directors of Phoenix Precision Technology Directors of SPIL's Subsidiaries SVP of SPIL
Wen-Jung Lin	Architecture, Feng-Chia University	Director of SPIL
Hsiu-Li Liu	International Trade, Ming-Chuan Commerce College	Director of SPIL Chairman of So Dar Investment Director of Chi Cheng Enterprise Director of Li Fu Investment Director of MorePower Electronics Corp.

<b>Candidates of Director</b>	<b>Past Positions and Education Background</b>	<b>Current Positions</b>
Ing-Dar Liu	Chairman of AU Optronics Corp. Master of Electronics, National Chiao-Tung University	Director of SPIL Director of Analog Microelectronic Inc. Director of Innolux Display Corp.
Jing-Shan Aur	Chairman of APTOS Corp. Director of UMC. National Taiwan Ocean University	Director of SPIL Director of Clientron Corp. Director of Bcom Electronics Inc.
Jerome Tsai Representative of Pei-Sheng Cultural Educational Foundation	President of Grand Cathay Securities Corp. Master of Management, Chiao-Tung University	Director of SPIL Director of ChipMOS (Bermuda) Supervisor of Phoenix Precision Technology

<b>Candidates of Supervisor</b>	<b>Past Positions and Education Background</b>	<b>Current Positions</b>
Wen-Lung Cheng	V.P. of Corporate Banking Group, ChinaTrust Commercial Bank Bank & Insurance, Tamkang University	Supervisor of SPIL Chairman of Joinwin Investment; Supervisor of Phoenix Precision Technology Director of SPIL's Subsidiary
Fu-Mei Tang	Chief Auditor of SPIL Electronics, K.H. Technology School	Supervisor of SPIL
Teresa Wang Representative of Siliconware Investment Company	Assistant V.P. of Siliconware Corp. Accounting, Ming-Chuan Commerce College	Supervisor of SPIL Director of Phoenix Precision Technology CFO of Phoenix Precision Technology

Resolution:

Proposal No.3 ( proposed by the Board of Directors )

Subject: Please discuss and approve the proposal to release of restriction of competition on new-elected directors under Article 209 of the Company Law.

Explanations:

It is submitted to the Shareholders' Meeting for approval to release the restriction of competition on the directors under Article 209 of the Company Law, who will be elected at the Year 2008 Shareholders' Meeting.

Resolution:

Provisional Proposals: