

Rules of Procedure of Shareholders' Meeting (Translation)

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- I. The shareholders' meeting of the Company shall be implemented in accordance with the Rules of Procedure for the Shareholders' Meeting of Public Offering Companies promulgated by the Securities and Futures Regulatory Commission of the Ministry of Finance in its Letter TCZ (3) No. 04109 on August 4, 1997.
- II. The attending shareholders (or agents) shall bring their attendance cards and sign in the signature book or hand in the signature card instead of signing in. The number of shares in attendance shall be calculated according to the signature book or attendance cards submitted.
- III. Attendance and voting at the shareholders' meeting shall be calculated based on shares. The number of shares present shall be calculated based on the signature book or the attendance cards submitted, plus the number of shares voting in written or electronic form.
- IV. A shareholders' meeting shall be held in the place where the Company is located or at such place as is convenient for shareholders to attend and suitable for the meeting to be held. The meeting shall commence no earlier than 9:00 a.m. or later than 3:00 p.m. The place and time of the meeting shall take full account of the opinions of the independent directors.
- V. If a meeting of shareholders is convened by the Board of Directors, the Chairman shall serve as the chairperson. If the Chairman takes a leave of absence or is unable to exercise his or her functions for any reason, the Chairman shall appoint one director to act as the chairperson. If the Chairman does not appoint an agent, the directors shall appoint one to act as the chairperson.
- VI. If the shareholders' meeting is convened by a person other than the Board of Directors who has convening authority, the chairperson of the meeting shall be the convening person, and if there are more than two convening persons, one shall be elected as the chairperson.
- VII. The Company may appoint any lawyer, accountant, or relevant person to attend the shareholders' meeting.
- VIII. Staff attending the shareholders' meeting shall wear identification cards or armbands.
The Company shall record or videotape all shareholders' meetings and shall keep them for at least one year. However, provided that an action is brought by a shareholder in accordance with Article 189 of the Company Law, it shall be retained until the conclusion of the action. The chairperson shall immediately call to order at the declared meeting holding time, but if a representative of more than half of the shares in issue is not present, the chairperson may declare an adjourn of the meeting not to be more than two adjourns, for a time not exceeding one hour in total. If the amount is still insufficient after two adjourns and more than one-third of the shareholders of the total number of shares issued attend the meeting, the shareholders

may make a tentative resolution in accordance with Paragraph 1 of Article 175 of the Company Law, notify other shareholders of the tentative resolution, and convene the shareholders' meeting again within one month.

Before the conclusion of the meeting, if more than half of the shares in issue have been represented by the shareholders present, the chairperson may submit the tentative resolution to the shareholders' meeting for a new vote in accordance with Article 174 of the Company Law.

- IX. If a meeting of shareholders is convened by the Board of Directors and the agenda is set by the Board of Directors, the meeting shall be held in accordance with the scheduled agenda and no change shall be made without a resolution of the shareholders' meeting.

If the shareholders' meeting is convened by a person other than the Board of Directors who has convening authority, the provisions in the preceding paragraph shall apply *mutatis mutandis*.

The chairperson shall not, without a resolution, adjourn the meeting before the conclusion of the proceedings (including provisional motions) scheduled in the preceding two paragraphs; if the chairperson violates the rules of procedure and announces the dissolution of the meeting, the other members of the Board of Directors shall promptly assist the shareholders to elect one person to serve as the chairperson according to the rules of procedure, and the meeting shall continue with the consent of more than half of voting right of the shareholders present.

After the meeting is adjourned, the shareholders shall not elect another chairperson to resume the meeting at the same address or at another place.

- X. Before a speech of a present shareholder, he/she shall fill in a speech note stating the purpose of the speech, the shareholder's account number (or the number of the attendance card) and the name of the shareholder's account. The chairperson shall determine the order of his/her speech. If the present shareholder only fills in the speech note without making any speech, it shall be deemed that he/she has not made a speech. If the content of the speech is inconsistent with the note, the content of the speech shall prevail.

When a present shareholder makes a speech, other shareholders shall not interfere with the speech except with the consent of the chairperson and the speaking shareholder, and the chairperson shall stop the violator.

- XI. Without the consent of the chairperson, each shareholder shall make no more than two speeches on the same motion, each of which shall not exceed five minutes. Where a shareholder's speech violates the provisions of the preceding paragraph or goes beyond the scope of the agenda, the chairperson may stop the shareholder's speech.

- XII. When an institutional shareholder designates to attend a shareholders' meeting, such institutional shareholder may appoint only one agent to attend the meeting.

When the institutional shareholder appoints two or more agents to attend the shareholders' meeting, only one person may speak on the same motion.

- XIII. After the speech of a present shareholder, the chairperson may respond in person or appoint a relevant person to respond.

- XIV. When the chairperson considers that the discussion of a motion has reached the point where a vote can be taken, he/she may call a halt to the discussion and call for a vote.
- XV. Supervisors and vote counting staff shall be appointed by the chairperson, provided that the supervisors shall be shareholders. The counting of votes shall be conducted publicly in the meeting room, and the result of voting shall be reported in the meeting room and recorded.
- XVI. While the meeting is in progress, the chairperson may declare a break at such time as may be appropriate.
- XVII. Unless otherwise provided for in the Company Law and the Articles of Incorporation, the voting on a motion shall be approved by more than half of the voting rights of the shareholders present. When voting, if there is no objection after the consultation of the chairperson, it shall be deemed to be passed, and it shall have the same effect as voting.
- XVIII. Where amendments or substitutions are made to the same motion, the chairperson shall decide on the order of voting with the original motion. If one of the motions has been passed, the other motions shall be considered vetoed and shall not be voted on again.
- XIX. The chairperson may direct the picket (or security guard) to assist in maintaining order at the venue. When a picket (or security guard) is present to assist in maintaining order, he/she shall wear an armband with the word "Picket".