



Rules and Procedures of Shareholders' Meetings

股東會議事規則

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Article 1

To the extent permitted under the laws of the Cayman Islands and unless otherwise provided for in the memorandum and articles of association of the Company (as amended or substituted from time to time; hereinafter "Articles"), Applicable Listing Rules or the applicable laws and regulations in the country where the Company carries out its business, the Company's general meeting of its shareholders shall be held in accordance with the Rules and Procedures of Shareholders' Meetings ("Rules").

Unless otherwise defined in these Rules, any capital terms as used in these Rules shall have the same meanings as defined in the Articles.

Article 2

1. Unless otherwise provided by the laws of the Cayman Islands and the Articles, the general meeting of the Shareholders should be convened by the Board of Directors.
2. After the public offering of the shares of the Company, the Company shall prepare the notice of meeting, the proxy form, and the information about the subject and description of proposals for recognition and for discussion, election and/or dismissal of Directors in the form of an electronic file to be uploaded to the Market Observation Post System ("MOPS") thirty (30) days before an Annual General Meeting of shareholders or fifteen (15) days before an Extraordinary General Meeting of shareholders.
3. After the public offering of the shares of the Company, the meeting agenda for general meetings and supplemental meeting information shall be prepared in the form of electronic file to be uploaded to the MOPS twenty-one (21) days before an Annual General Meeting of shareholders or fifteen (15) days before an Extraordinary General Meeting of shareholders. The meeting agenda and supplemental meeting information shall be ready for shareholders' review at all times by fifteen (15) days before the meeting of shareholders, and such information shall be available at the office of Company and its designated stock service agent thereby in Taiwan and be distributed at the meeting.
4. The cause(s) or subject(s) of a general meeting to be convened shall be indicated in the individual notice and the public notice to be given to shareholders; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining the prior consent of the recipient(s) thereof.
5. The following matters shall be specified and the essential contents shall be explained in the notice of a general meeting, and shall not be proposed as ad hoc motions. The content of such matters shall be published on the website of the relevant securities authorities or the Company. The address of such website shall be provided in the notice of the general meeting.
 - (1) Election or discharge of Directors and Supervisors;
 - (2) Amendments to the Articles;
 - (3) Dissolution, Merger, Share Exchange or Spin-off of the Company;
 - (4) Entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;



- (5) The transfer of the whole or any material part of its business or assets;
- (6) Taking over another's whole business or assets, which will have a material effect on the business operation of the Company;
- (7) Carrying out Private Placement of its securities;
- (8) repurchase and cancellation of Shares out of the share capital of the Company pursuant to Article 42 of the Articles;
- (9) Application for the cease of the Company's status as a public company;
- (10) Granting waiver to the Director's engaging in any business within the scope of business of the Company;
- (11) Distributing part or all of its dividends or bonus by way of issuance of new shares;
- (12) Capitalization of the statutory reserve, or distributing cash out of legal reserve and the premium paid on the issuance of any share to the shareholders;
- (13) Authorising the transfer of Treasury Shares to employees of the Company or of any of its Subordinate Companies at a price that is less than the averaged repurchase price;
- (14) Issuance of employee stock options where the exercise price for such options is lower than the closing price of the shares of the Company as of the issuance date (provided such exercise price shall not be less than the par value per share); and
- (15) Matters with respect to the issuance of restricted shares for the employees as required by the Applicable Listing Rules.

When the re-election of Directors and Supervisors, and the date on which he/she assumed office have been specified in the reasons for convening a shareholders meeting, after the re-election is completed at the general meeting, it shall not be proposed as ad hoc motions or other methods to change the date on assuming the office at the same meeting.

6. Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares may propose in writing or by electronic transmission to the Company a proposal for discussion at a regular meeting, provided that only one matter shall be allowed in each single proposal and no proposal containing more than one item will be included in the meeting agenda.
7. Prior to the relevant book closure day before the convention of an Annual General Meeting, the Company shall give a public notice announcing acceptance of proposal in writing or by way of electronic transmission, the place and the period for shareholders to submit proposals to be discussed at the Annual General Meeting; and the period for accepting such proposals shall not be less than ten (10) days. The number of words of a proposal to be submitted by a shareholder shall be limited to not more than three hundred (300) words, and any proposal containing more than three hundred (300) words shall not be included in the agenda of the shareholders' meeting.
8. Unless any of the following circumstances occurs, the Board of Directors of the Company shall include the proposal submitted by a shareholder in the agenda. Where the proposal made by the shareholder(s) is to allow the Company to improve the public interest or to fulfill its social responsibility, the Board of Directors may include such proposal in the agenda:
 - (1) Where the subject (the issue) of the said proposal cannot be settled or resolved by a resolution to be adopted at a meeting of shareholders;
 - (2) Where the number of shares of the Company in the possession of the shareholder



- making the said proposal is less than one percent (1%) of the total number of outstanding shares at the time when the share transfer registration is suspended by the Company; and
- (3) Where the said proposal is submitted on a day beyond the deadline fixed and announced by the company for accepting shareholders' proposals.
9. The Company shall, prior to preparing and delivering the general meeting notice, inform, by a notice, the proposal submitting shareholders of the proposal screening results, and shall list in the general meeting notice the proposals conforming to the requirements set out in these Articles. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the Board of Directors at the general meeting to be convened.
10. Subject to the Articles, the Rules and the applicable laws of the Cayman Islands, a shareholder may, if so approved by the chairman of the relevant general meeting and to the extent permitted under the laws of the Cayman Islands, bring forward any matter(s) for the consideration, discussion or approval by the shareholders during a general meeting, provided such matter(s) fall(s) within the scope and directly relates to a matter included in the notice of general meeting.

Article 3

1. Any shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote on behalf of him at a general meeting of the Company. The instrument appointing a proxy shall be in writing. The instrument of proxy shall be in a form determined by the Board shall include such proxy voting instruction.
2. A shareholder may only appoint one (1) proxy to represent him and vote on his behalf. The instrument appointing a proxy shall be delivered to the place as is specified in the notice of the meeting not less than five (5) days before the time appointed for holding the meeting. Where multiple instruments of proxy are received by the Company from the same shareholder, the first written duly executed and valid instrument of proxy received by the Company shall prevail, unless an explicit written statement revoking the previous instrument(s) appointing a proxy is made in the subsequent duly executed and valid instrument of proxy received by the Company.
3. After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person, or exercise his voting power and cast his votes in writing or by way of electronic transmission, a written notice of proxy cancellation shall be submitted to the Company's designated stock service agent at least two (2) days prior to the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 4

The place for convening a general meeting of the shareholders of the Company shall be the premises of the Company, or any other place convenient for the presence of shareholders, and suitable for holding the said meeting. The time for commencing the said meeting shall



be no earlier than 9 o'clock in the morning or later than 3 o'clock in the afternoon, and the opinions of the Independent Directors shall be taken into consideration.

Article 5

1. The Company shall specify the registration time, place, and other meeting guidelines on the meeting notice.
2. The registration time discussed in the preceding paragraph shall be at least thirty (30) minutes prior to the commencement of the general meeting. Registration place shall be with visible sign and sufficient and qualified meeting staff shall be dispatched to handle the registration.
3. The Company shall provide an attendance book allowing attending shareholders, or their appointed proxies, to sign in or require attending shareholders to submit attendance cards in lieu of signing in.
4. The Company shall furnish attending shareholders or their appointed proxies with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of Directors, pre-printed ballots shall also be furnished.
5. The shareholders or their appointed proxies (collectively, "shareholders") shall present the attendance pass, attendance cards or other certificate to attend the general meeting. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. A solicitor of the proxies shall bring his/her personal ID for verification.
6. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a general meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 6

1. If a general meeting of the shareholders is called by the Board of Directors, the Chairman of the Board of Directors shall preside at the said general meeting of the Shareholders. In case the Chairman is on leave of absence, or cannot exercise his powers and authority, the Vice Chairman shall act in lieu of him. If there is no Vice Chairman, or the Vice Chairman is also on leave of absence, or cannot exercise his powers and authority, the Chairman shall designate a Managing Director to act in lieu of him; if there is no Managing Director, the Chairman shall designate a Director to act in lieu of him. If the Chairman does not designate a Director, the Managing Directors or Directors shall elect one from among themselves to act in lieu of the Chairman.
2. When a Managing Director or a Director serves as chair, as referred to in the preceding paragraph, the Managing Director or Director shall be one who has held that position for six (6) months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a juristic person director that serves as chair.



3. For the general meetings of the shareholders that are convened by the Board of Directors, it is advisable that the meeting to be chaired by the chairperson of the Board in person and have a majority of the Directors and at least one member of each functional committee on behalf of the committee to attend the meeting in person. The attendance shall be recorded in the meeting minutes.
4. As for a general meeting of the shareholders convened by any other person with the convening right, he/she shall act as the chairman of that meeting. However, if there are two or more persons with the convening right, the chairman of the meeting shall be elected from among themselves.
5. The Company may designate its lawyer, certified public accountant or other relevant persons to attend the general meeting of the shareholders.

Article 7

1. The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.
2. The preceding tape-recorded and videotaped materials shall be preserved for at least one (1) year. If litigation occurs regarding any matter resolved by the meeting and procedures, the relevant audio or video recordings shall continue to be retained until the litigation is concluded.

Article 8

1. Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book, attendance cards handed in, and the number of shares whose voting rights are exercised by correspondence or electronically.
2. The Chairman shall call the general meeting to order at the time scheduled. If the number of shares represented by the attending shareholders has not yet constituted the quorum (more than one-half of total issued shares) at the time scheduled for the meeting, the Chairman may postpone the time for the meeting. The postponements shall be limited to two (2) times at most, and the meeting shall not be postponed for more than one (1) hour in total. If after two (2) postponements the number of shares represented by the attending shareholders has not yet constituted more than one third of the total issued shares, the Chairman shall announce the dissolution of the meeting.
3. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.



4. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.
5. In the aforesaid meeting of shareholders convened within 1 month after the tentative resolution, if the tentative resolution is again adopted by a majority of the attending shareholders who represent one-third or more of the total number of issued shares, such tentative resolution shall be deemed to be a resolution by Article 174 of the Company Act.

Article 9

1. The agenda of the general meeting shall be set by the Board of Directors, if it is convened by the Board of Directors. Unless otherwise approved by the shareholders at the general meeting, the relevant motions (including extraordinary motions and amendments to original proposals) shall be voted on a case-by-case basis, and a general meeting shall proceed in accordance with the agenda.
2. The above provision applies to cases where the general meeting is convened by any person, other than the Board of Directors, entitled to convene such a meeting.
3. The Chairman cannot announce adjournment of the meeting before all items listed in the agenda are resolved. If the Chairman adjourns the general meeting in violation of these Rules, other members of the Board of Directors shall promptly assist the attending shareholders to elect, by a majority of votes represented by attending shareholders present in the meeting, another person to serve as the Chairman to continue the meeting in accordance with procedure.
4. The Chairman shall provide sufficient time for the explanation and discussion of all items listed in the agenda and amendments submitted or ad hoc motions put forward by the shareholders. The Chairman may announce an end of discussion, submit an item for a vote and arrange adequate voting time if the Chairman deems that the agenda item is ready for voting.

Article 10

1. When a shareholder attending the meeting wishes to speak, a speech note should be filled out with summary of the speech, the shareholder's account number (or the number of attendance card) and the account name of the shareholder. The sequence of speeches shall be determined by the Chairman.
2. If any attending shareholder at the meeting submits a speech note but does not speak, no speech shall be deemed to have been made by such shareholder. In the event that content of a shareholder's speech is inconsistent with the content on the speech note, the content of the actual speech shall prevail.
3. The same shareholder may not speak more than twice concerning the same item without the Chairman's consent, and each speech time may not exceed five minutes. In case the



speech of any shareholder violates the above provision, or is outside the scope of the agenda item, the Chairman may stop the speech of such a shareholder.

4. Unless otherwise permitted by the Chairman and the speaking shareholder, no shareholder shall interrupt the speech of the other shareholder. The Chairman shall stop such interruption.
5. If a corporate shareholder/ legal entity has appointed two or more representatives to attend the general meeting, only one representative can speak for each agenda item.
6. After the speech of a shareholder, the Chairman may make responses by himself/herself or appoint an appropriate person to respond.

Article 11

1. Presenting and voting at a general meeting shall be based on the number of shares.
2. The shares of shareholders with no voting rights shall not be included in the total number of issued shares while voting on resolutions.

Article 12

1. Subject to any rights and restrictions for the time being attached to any share, every shareholder shall have one vote for each share of which he, or the Person represented by proxy, is the holder. For so long as the shares are registered in the Emerging Market or listed on the Taipei Exchange or TWSE -subject to the laws of the Cayman Islands and in accordance with the Applicable Listing Rules -a shareholder shall not exercise the votes with respect to the shares he/she/it holds separately, unless he/she/it holds certain shares for the benefit of others; the qualifications, scope, methods of exercise, operating procedures and other matters with respect to the exercise of votes separately by the shareholders shall be in compliance with the Applicable Listing Rules.
2. No vote may be exercised with respect to any of the following shares, and such shares shall not be counted in determining the number of issued shares:
 - (1) The shares held directly or indirectly by any subsidiary of the Company, where the total number of voting shares, or total shares equity held by the Company in such a subsidiary, represents more than one half of the total number of voting shares or the total shares equity of such a subsidiary; or
 - (2) The shares held by another company, where the total number of the shares, or total shares equity of that company held by the Company and its subsidiaries, directly or indirectly represents more than one half of the total number of voting shares or the total share equity of such a company; or
 - (3) Treasury Shares.
3. Except in the case of a trust enterprise or securities proxy organization approved by the competent securities authority, a proxy agent of non-solicited proxies shall not accept



the mandate of more than 30 persons. The proxy voting rights of a person serving as a proxy for two or more shareholders may not exceed three percent (3%) of total issued shares voting rights; the shares represented by a proxy agent accepting the mandate of more than 3 shareholders shall, in addition to not being more than 4 times the number of shares held by it, also not exceed 3 percent (3%) of the total number of issued shares of the Company. If it does exceed three percent (3%), the excess portion shall not be counted. A proxy agent who accepts the mandate of three or more shareholders shall submit an itemized statement of the declarations and proxies together with the signed or sealed proxies to the Company or its stock service agent five (5) days before the date of a shareholders meeting.

4. When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.
5. The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.
6. If a Director creates pledge on more than 50% of the number of shares he/she/it held at the time he/she/it was elected as a Director of the Company, no vote may be exercised with respect to the excess portion, and such excess portion shall not be counted in determining the number of the shares present at the general meeting.

Article 13

1. When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the ad hoc motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two (2) days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which



the voting rights were exercised, before two (2) business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the laws and in the Articles, an agenda item shall require affirmative votes of a majority of the voting rights represented by the attending shareholders. In voting, the Chairman or its designated person shall announce the total number of votes by the attending shareholders for each proposal, and the voting for each proposal shall be made on a poll. After the public offering of the shares of the Company, the Company shall publish the voting results (including the consent votes, the objection votes and those who waive their voting rights) to the MOPS on the same day of the meeting.

2. Should there be an amendment or alternative to one motion, the Chairman may combine the amendment or alternative into the original motion, and determine their order for resolution. If any one of the above shall be resolved, the others shall be considered as rejected, upon which no further resolution shall be required.

Article 14

The Chairman shall appoint persons responsible for checking and counting ballots during votes on agenda items. However, the persons responsible for checking ballots must be shareholders. The ballots shall be publicly counted at the meeting venue and the result of voting shall be announced at the Meeting, including the numbers of votes, and placed on record.

Article 15

1. If the election of Directors is held at a general meeting, such an election shall be held in accordance with the Company's relevant election rules and procedures and the Articles. The result of the election must be announced at the meeting, including the names of those elected as directors and the numbers of votes with which they were elected.
2. The ballots cast in the election in the foregoing paragraph must be given proper safekeeping and kept for at least one year upon sealed by and with signatures of the persons responsible for checking. If litigation occurs regarding any matter resolved by the shareholders before the above retention period expires, the relevant voting tickets shall continue to be retained until the litigation is concluded.

Article 16

1. Resolutions made at a general meeting shall be compiled in the form of minutes. The Chairman shall affix his/her signature or seal to the minutes, which shall be issued to shareholders within twenty (20) days after the end of the meeting. Minutes may be



produced and issued to shareholders in electronic form. After the public offering of the shares of the Company, the distribution of the preceding minutes may be published on the MOPS.

2. The minutes must faithfully record the meeting's date (year, month, day), place, Chairman's name, resolution method, summary of proceedings, and results of resolutions (including the statistical tallies of the numbers of votes). When there is an election of directors or supervisors, the number of votes for each candidate should be disclosed. Meeting minutes shall be kept for as long as the Company exists.
3. The number of votes casted for or against a resolution and the total number of votes cast shall be recorded in the minutes.
4. On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.
5. If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17

1. The persons who handle the business of a general meeting of the shareholders shall wear an identification card or a badge.
2. The Chairman may direct disciplinary personnel or security personnel to maintain the order of the meeting. For doing so, they shall wear an identification badge.
3. If there is any speaker device at the meeting venue, the Chairman of the meeting may prevent shareholders from delivering a speech using a device not provided by the Company.
4. The Chairman may direct the disciplinary personnel or security personnel to ask the shareholder who refuses to obey these Rules or the orders of the Chairman and disturbs the proceedings of the meeting to leave the meeting premises.

Article 18

1. During the meeting, the Chairman may, at his discretion, set time for intermission. In case of incident of force majeure, the Chairman may decide to temporarily suspend the meeting and announce, depending on the situation, when the meeting will resume or, by resolution of the shareholders present at the meeting, the chairman may resume the Meeting within five (5) days without further notice or public announcement.



2. Before the agenda set for the general meeting (including ad hoc motions) are completed, if the meeting venue cannot continue to be used for the meeting, the Shareholders may resolve to find another location to continue the meeting.

Article 19

Notwithstanding any provision to the contrary herein, any laws and regulations of any jurisdiction other than the laws of the Cayman Islands and any procedural rule set out herein shall only apply to the maximum extent permitted under the laws of the Cayman Islands and the Law.

Article 20

Establishment and amendment to these Rules shall take effect upon adoption by the shareholders at a general meeting.

第一條

於英屬開曼群島（下稱「開曼群島」）法令許可之範圍內，且除本公司公司章程(包括其隨時修改或被取代之版本；下稱「章程」)、適用之掛牌規則或本公司營業所在地之適用法令另有規定，本公司股東會應遵循本規則之規定（下稱「本規則」）。

除本規則另有定義外，本規則所使用之用語，其意義應與章程中之定義相同。

第二條

1. 本公司股東會除開曼群島法令或章程另有規定外，由董事會召集之。
2. 本公司股票辦理公開發行後，應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。
3. 本公司股票辦理公開發行後，應於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於公司辦公室及其於臺灣委託之專業股務代理機構，且應於股東會現場發放。
4. 通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。
5. 股東會開會通知應載明下列事項並說明其主要內容，且下列事項不得以臨時動議提出。其主要內容得置於證券主管機關或公司指定之網站，並應將其網址載明於通知：
 - (1) 董事及監察人的選任或解任；
 - (2) 公司章程之修訂；
 - (3) 本公司之解散、合併或分割；
 - (4) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；
 - (5) 讓與全部或主要部分之營業或財產；
 - (6) 受讓他人全部營業或財產，對本公司營運有重大影響者；
 - (7) 私募有價證券；
 - (8) 依據章程第42條規定減少資本以買回並消除其股份；
 - (9) 申請停止公開發行；
 - (10) 解除董事競業禁止；
 - (11) 發行新股方式分派股息或紅利；
 - (12) 保留盈餘或資本公積轉增資，或自法定盈餘公積及股款溢價分派現金予股東；
 - (13) 以低於買回平均價格轉讓庫藏股予本公司或從屬企業員工；
 - (14) 發行員工認股權憑證，其認股價格低於發行日本公司股票之收盤價；
 - (15) 依適用之掛牌規則發行限制員工權利新股予員工相關之事項。

股東會召集事由已載明全面改選董事、監察人，並載明就任日期，該次股東會改選完成後，同次會議不得再以臨時動議或其他方式變更其就任日期。

6. 持有已發行股份總數百分之一以上股份之股東，得以書面或電子方式向本公司提出股東常會議案；但以一項為限，提案超過一項者，均不列入議案。
7. 本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、書面或電子受理方式、受理處所及受理期間；其受理期間不得少於十日。股東所提議案以三百字為限，超過三百字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。
8. 除有下列情事之一，股東所提議案，董事會應列為議案。股東提案係為敦促本公司增進公共利益或善盡社會責任之建議，本公司仍可列入議案。
 - (1) 該提案非股東會得決議者；
 - (2) 提案股東於公司停止股票過戶時，持股未達已發行股份總數百分之一者；
 - (3) 該議案非於公告受理期間提出者。
9. 本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。
10. 於開曼法令許可並符合章程及本規則之前提下，股東若經股東會主席之同意，得於股東會中提出任何事項於股東會中考慮、討論或議決，惟該等事項應與股東會通知中所列議案直接相關。

第三條

1. 股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人出席股東會。
2. 一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達開會通知上所載之地址，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。
3. 委託書送達本公司後，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，以書面向本公司委託之專業股務代理機構為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

第四條

股東會召開之地點，應於本公司所在地或便利股東出席且適合股東會召開之地點為之。會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考量獨立董事之意見。

第五條

1. 本公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。

2. 前項受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之。
3. 本公司應備置簽名簿供出席股東本人或股東所委託之代理人簽到，或由出席股東繳交簽到卡以代簽到。
4. 本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東或股東所委託之代理人；有選舉董事者，應另附選舉票。
5. 股東本人或股東所委託之代理人（以下稱股東）應憑出席證、出席簽到卡或其他出席證件出席股東會，本公司對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。
6. 政府或法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。

第六條

1. 股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。
2. 前項主席係由常務董事或董事代理者，以任職六個月以上，並瞭解公司財務業務狀況之常務董事或董事擔任之。主席如為法人董事之代表人者，亦同。
3. 董事會所召集之股東會，董事長宜親自主持，且宜有董事會過半數之董事參與出席及各類功能性委員會成員至少一人代表出席，並將出席情形記載於股東會議事錄。
4. 股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。
5. 本公司得指派所委任之律師、會計師或相關人員列席股東會。

第七條

1. 本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。
2. 前開錄音及錄影資料應至少保存一年。但如有股東就本次股東會之程序或效力提起訴訟之情形，應保存至訴訟終結為止。

第八條

1. 股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。
2. 已屆開會時間，主席應即宣布開會，惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣布流會。
3. 前項延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時，得依公司法第一百七十五條第一項規定為假決議，並將假決議通知各股東於一個月內再行召集股東會。
4. 於當次會議未結束前，如出席股東所代表股數達已發行股份總數過半數時，主席得將作成之假決議，依公司法第一百七十四條規定重新提請股東會表決。
5. 依假決議於一個月內再行召集之股東會，對於假決議，如仍有已發行股份總數三分之一以上股東出席，並經出席股東表決權過半數之同意，視同依公司法第一百七十四條之決議。

第九條

1. 股東會如由董事會召集者，其議程由董事會訂定之，相關議案(包括臨時動議及原議案修正)均應採逐案票決，會議應依排定之議程進行，非經股東會決議不得變更之。
2. 股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。
3. 前二項排定之議程於議事(含臨時動議)未終結前，非經決議，主席不得逕行宣布散會；主席違反議事規則，宣布散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。
4. 主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，如主席認為議案已達可付表決之程度時，得宣布停止討論，提付表決，並安排適足之投票時間。

第十條

1. 出席股東發言前，須先填具發言條載明發言要旨、股東戶號(或出席證編號)及戶名，由主席定其發言順序。
2. 出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。
3. 同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。
4. 出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。
5. 法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。
6. 出席股東發言後，主席得親自或指定相關人員答覆。



第十一條

1. 股東會之出席與表決，應以股份為計算基準。
2. 股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

第十二條

1. 除附加於股份之權利及限制另有規定外，每一股東其每一股份均表彰一表決權。於股份在興櫃市場或財團法人中華民國證券櫃檯買賣中心（下稱「櫃買中心」）或臺灣證券交易所股份有限公司（下稱「證交所」）交易期間內，在不違反開曼群島法令與適用之掛牌規則之前提下，股東除為他人持有部分股份時，不得分別行使其表決權；分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其它應遵行事項，應遵守適用之掛牌規則。
2. 下列之股份不得行使表決權；股東會之決議，對無表決權之股份數，不算入已發行股份之總數：
 - (1) 本公司直接或間接持有已發行有表決權之股份總數或股權總數超過半數之附屬公司，其所持有本公司之股份。
 - (2) 本公司及其從屬公司直接或間接持有他公司已發行有表決權之股份總數或股權總數超過半數之公司，所持有本公司之股份。
 - (3) 庫藏股。
3. 除信託事業或經證券主管機關核准之股務代理機構外，非屬徵求委託書之受託代理人所受委託之人數不得超過三十人。一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三；一人同時受三人以上股東委託時，其代理之股數不得超過其本身持有股數之四倍外，亦不得超過公司已發行股份總數之百分之三。超過時其超過之表決權，不予計算。其受三人以上股東委託者，應於股東會開會五日前檢附聲明書及委託書明細表乙份，並於委託書上簽名或蓋章送達公司或其股務代理機構。
4. 股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。
5. 前項不得行使表決權之股份數，不算入已出席股東之表決權數。
6. 本公司董事以股份設定質權超過選任當時所持有之股份數額二分之一時，其超過之股份不得行使表決權，不算入已出席股東之表決權數。

第十三條

1. 本公司召開股東會時，應採行以電子方式並得採行以書面方式行使其表決權。其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權，故本公司宜避免提出臨時動議及原議案之修正。

前項以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。

股東以書面或電子方式行使表決權後，如欲親自出席股東會者，應於股東會開會二日前以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。

議案之表決，除法令及章程另有規定外，以出席股東表決權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣布出席股東之表決權總數後，由股東逐案進行投票表決，本公司股票辦理公開發行後，本公司應於股東會召開後當日，將股東同意、反對或棄權之結果輸入公開資訊觀測站。

2. 同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。

第十四條

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。

第十五條

1. 股東會有選舉董事時，應依本公司所訂相關選任規則及章程辦理，並應當場宣布選舉結果，包含當選董事之名單與其當選權數。
2. 前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東提起訴訟者，應保存至訴訟終結為止。

第十六條

1. 股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。議事錄之分發，於本公司股票辦理公開發行後，本公司得以輸入公開資訊觀測站之公告方式為之。
2. 議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及表決結果(包含統計之權數)記載之，有選舉董事、監察人時，應揭露每位候選人之得票權數。在本公司存續期間，應永久保存。
3. 贊成或反對議案之股數，及股份總數應記載於議事錄。
4. 徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。



5. 股東會議決事項，如有屬法令規定、證交所、櫃買中心規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。

第十七條

1. 辦理股東會之會務人員應佩帶識別證或臂章。
2. 主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴「糾察員」字樣臂章或識別證。
3. 會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。
4. 股東違反議事規則不服從主席糾正，妨礙會議之進行經制止不從者，得由主席指揮糾察員或保全人員請其離開會場。

第十八條

1. 會議進行時，主席得酌定時間宣布休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間，或經股東會決議在五日內免為通知及公告續行開會。
2. 股東會排定之議程於議事（含臨時動議）未終結前，開會之場地屆時未能繼續使用，得由股東會決議另覓場地繼續開會。

第十九條

本規則若有任何相反之規定或任何開曼群島以外司法管轄區為之法令或規定，及本規則中之任何議事程序規範，均於開曼群島法令及公司法最大範圍之許可下，方得適用。

第二十條

本規則之制訂及修正應經股東會通過，始生效力。