

Rules and Regulations

Rules and Procedures of Shareholders' Meetings

Amended by the shareholders' meeting on June 7, 2017

1. Unless otherwise required by laws or the Company's Articles of Association, the Company's shareholders' meetings will follow these rules and procedures.

Shareholders referred to by these rules and procedures are shareholders in person and proxy representatives authorized by shareholders for attendance.

2. Shareholders should enter the shareholders' meeting by presenting the attendance pass and the sign-in card. The sign-in card should be submitted in lieu of signing in. Proxy solicitors should bring identification documents for checking in.

Attendance at shareholders' meetings shall be calculated based on numbers of shares, calculated according to the attendance book records and sign-in cards handed in.

The attendance book for sign-ins and the proxy forms presented shall be retained for at least one year. However, the record keeping period will end after the conclusion of litigation filed by shareholders according to Article 189 of the Company Act.

- 2-1 For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting and shall deliver the proxy form to the Company at least five days before meeting date. When duplicate proxy forms are delivered, the one received earliest shall prevail. Unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend in person, a written notice of proxy cancellation shall be submitted to the Company at least two days before meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

3. A shareholder shall be entitled to one vote for each share held, except when the shares are

restricted shares or are deemed non-voting under Article 179-2 of the Company Act.

If a director has pledged more than 50% of his/her shares held at the time of being elected as a board member, the voting right attached to the pledged shares exceeding the 50% mark member may not be exercised or included into the votes by attending shareholders.

The total number of votes by attending shareholders shall be disclosed at the meeting continuously. Any increase in the vote counts should be timely updated.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

Except for the election of directors, shareholders may not vote for themselves or exercise voting rights on behalf of other shareholders in issues which their personal interest may be detrimental to the Company's interest. The number of shares for which voting rights may not be exercised under the preceding paragraph will not be included in the voting rights represented by attending shareholders.

Except for a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage will not be included in voting results but will remain part of the voting rights represented by attending shareholders.

4. The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and appropriate for a shareholders' meeting. The meeting may not start earlier than 9 a.m. or later than 3 p.m.
5. If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the board's Chairperson. When Chairperson is on leave or for any reason unable to exercise the powers of the chairperson, he/she will designate a director to be his/her deputy. Where Chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

If a shareholders' meeting is convened by a party with power to convene but other than the board, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

6. The Company may appoint its lawyers, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a nonvoting capacity.
7. The process of a shareholders' meeting should be audio or video recorded and kept for at least one year. However, the record keeping period will end after the conclusion of litigation filed by shareholders according to Article 189 of the Company Act.

Matters resolved at a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the meeting. Meeting minutes may be produced and distributed in electronic form.

The Company distributes shareholders' meeting minutes via the announcement on the Market Observation Post System (MOPS).

Meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and results, and shall be retained for the Company's duration of the existence.

If the resolution was adopted via the chair's inquiry of shareholders' opinions and no objection was raised by shareholders, it should be stated that "the chair inquired all the attending shareholders and the proposal was approved by all attending shareholders, without objection". In case of any objection raised and votes cast, the voting method and the results should be clearly stated. The voting method for director election and the number of votes for elected directors should be clearly stated.

8. The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent at least half of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements for a combined total of up to one hour may be made. If the attending shareholders still represent less than one third of the total number of issued shares after two postponements, the chair shall declare the meeting adjourned for want of quorum.

If the quorum is not met after two postponements as described 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 175-1 of the Company Act. All shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month.

Prior to conclusion of the meeting, if the attending shareholders represent at least half of the total number of issued shares, the chair may resubmit the tentative resolution for voting by the shareholders' meeting pursuant to Article 174 of the Company Act.

9. If a shareholders meeting is convened by the board, the meeting agenda shall be set by the board. The meeting shall proceed according to the set agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party other than the board but with the power to convene.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extemporaneous motions), unless with a resolution of the shareholders' meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, other members of the board shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of at least half of the votes represented by the attending shareholders, and then continue the meeting.

After the adjournment of the shareholders' meeting, shareholders may not continue with the meeting by electing another chair or moving to a different venue.

10. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

An attending shareholder who has submitted a speaker's slip but does not speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the speaking shareholder. The chair shall stop any violation of this rule.

11. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed five minutes. However, this can be extended for another three minutes, with the chair's consent. If the shareholder's speech violates the rules or exceeds the scope of the agenda, the chair may terminate the speech.

12. When a legal person shareholder appoints two or more representatives to attend a shareholders'

meeting, only one of the representatives so appointed may speak on the same proposal. When a legal person is appointed to attend as proxy, it may designate only one person to attend the meeting.

13. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
14. When the chair thinks that a proposal or its amendment, an alternative proposal or an extemporary motion has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

Unless otherwise specified by relevant laws and the Company's Articles of Association, the passage of a proposal shall require an affirmative vote of at least half of the voting rights represented by the attending shareholders. At the time of a vote for each proposal, the chair or a person designated by the chair shall announce the total number of voting rights represented by the attending shareholders.

A proposal is deemed to have passed with the same validity as a vote if no shareholders oppose after the chair's inquiry to all shareholders. In case of any objection, a vote should be cast pursuant to the voting method described in the preceding paragraph.

In case of an amendment or an alternative to a proposal, the chair shall the order in which the amendment, the alternative and the original proposal will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

15. Before voting on a proposal or for an election, the chair shall appoint three ballot scrutineers and some ballot counters. Ballot scrutineers must be shareholders, responsible for both vote monitoring and counting.

Vote counting shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results shall be announced onsite and recorded.

- 15-1. The election of directors by the shareholders' meeting shall follow the Company's Procedures for Election of Directors.

16. When a meeting is in progress, the chair may announce a break depending on time considerations.

If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

17. Staff handling administrative affairs of a shareholders' meeting shall wear identification badges or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order onsite, they shall wear an identification badge or arm bands bearing the word "Proctor".

If a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

18. If the agenda of a shareholders' meeting (including extemporary motions) has not been concluded but the venue is no longer available for continued use, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

19. (deleted)

20. These rules and any subsequent amendment take effect upon the approval from a shareholders' meeting.