

## Rules and Procedures for Shareholders' Meetings

Amended by the shareholders' meeting on June 10, 2015

1. The shareholders' meeting of the Company shall be conducted in accordance with these Rules and Procedures for Shareholders' Meeting (the "**Rules**").
2. The shareholders (or their proxies) attending the shareholders' meeting shall hand their attendance cards to the Company in lieu of signing in. The number of shares present in the meeting will be calculated based on the shares indicated by the attendance cards and plus the number of shares that have exercised their voting rights electronically. Any proxy that is not a shareholder of the Company and any proxy solicitor shall bring their IDs for the verification of their identities.

The following shares of the Company shall have no voting rights and will not be counted toward the total number of issued shares and the number of shares in attendance:

- (1) shares held by the Company pursuant to the law.
  - (2) shares held by any subsidiary in which the Company holds more than 50% of all issued voting shares or of which the Company holds more than 50% of the aggregate capital.
  - (3) shares held by other companies in which the Company and its subsidiaries hold, either directly or indirectly, more than 50% of all issued voting shares or of which the Company and its subsidiaries hold more than 50% of the aggregate capital.
- 2-1. The chair of the meeting may appoint designated attorneys, certified public accountants or other relevant personnel to attend the shareholders' meeting in non-voting capacity.

The chair may also direct personnel organizing the shareholders' meeting and the proctors (or security officers) maintaining the on-site order to assist with the proceeding of the meeting, provided that those individuals shall wear a badge or armband.

3. The chair shall call the meeting to order at the designated meeting time; provided, however, that if the shareholders present at the shareholders' meeting do not represent more than 50% of the total number of the issued shares, the chair may announce postponement of the meeting up to two times. The postponement shall last less than one hour in the aggregate. If, after two postponements, the quorum is still not met, but the shareholders present at the meeting can represent more than one-third the total number of the issued shares, a tentative resolution may be made pursuant to Article 175, Paragraph 1 of the Company Act.

When, prior to the conclusion of the meeting, the shareholders present at the meeting represent more than 50% of the total number of the issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

4. The meeting agenda shall be set by the Board of Directors, and the meeting shall proceed in accordance with the order of the agenda which may not be changed without a resolution of the shareholders' meeting.

The chair may not declare the meeting adjourned prior to the completion of the meeting agenda (including extraordinary motions) as decided under the preceding paragraph, except by way of the resolution of the shareholders' meeting.

Once the meeting is adjourned, any shareholder may not elect another chairperson to resume the meeting either at the original or a different venue. However, if the chair declares the meeting adjourned in violation of the Rules, a new chair may be elected by a majority vote of the shareholders present at the meeting and resume the shareholders' meeting.

If there is amendment to or substitute for a proposal, the chair shall decide the order of voting on the proposal, the amendment or the substitute. If any of them is passed at the meeting, the others will be deemed as vetoed and no further voting shall be required.

The chair of the meeting shall preside over the discussion and order of voting in relation to each proposal moved as an extraordinary motion.

- 4-1. The Board of Directors shall specify, in the ordinary shareholders' meeting handbook, the reasons for not including any proposal submitted by shareholder in the meeting agenda. Such proposal will not be included in the meeting agenda nor will it be recorded in the meeting minutes.

If any shareholder-submitted proposal may be listed in the meeting agenda under paragraph 3 of Article 4-2 of the Procedure Rules of the Board of Directors Meeting, the chair of the shareholders' meeting shall combine it with other proposals of similar nature and paragraph 5 of Article 4 above shall apply *mutatis mutandis*.

- 4-2. If any shareholder appoints a juristic person who is not a shareholder of the Company as a proxy to attend the shareholders' meeting, such juristic person shall designate only one person to attend and speak on the shareholder's behalf.

Only one person shall be designated to speak as a representative of any government or corporate shareholder who appoints two or more representatives to attend the shareholders' meeting, or who attends the shareholders' meeting as a proxy on behalf of another shareholder.

- 4-3. If the shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairperson of the Board of Directors (the "**Chairperson**"). The Vice Chairperson shall act on behalf of the Chairperson if the Chairperson is on leave or for any reason unable to exercise his or her powers as Chairperson. If there is no Vice Chairperson or the Vice Chairperson is also on leave or for any reason unable to exercise the powers of his or her position, the Chairperson shall appoint a director to act on his or her behalf, or if no such director is appointed, the directors shall select one person from among themselves to serve as the chair of the meeting. If the shareholders' meeting is convened by any other party with the power to convene, such convening party shall serve as the chair of the meeting, and if there are two or more such convening parties, a chair shall be mutually selected from among themselves.

5. Before speaking, an attending shareholder who wishes to speak must specify on a speaker's slip the subject of the speech, attendance card number and name. The chair of the meeting will decide the order in which the shareholders speak. Any attending shareholder who has submitted a speaker's slip but does not actually 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 will prevail.

6. Each shareholder may speak to inquire any report matter on the agenda *only* after all report matters have been read out or briefed by the chair of the meeting or the designee thereof. Any shareholder may not speak more than twice, and each time may not exceed five minutes. However, with the consent of the chair,

the duration of the speech may be extended for another five minutes but only once.

The duration and the number of times for which each shareholder may speak on each proposal for ratification or discussion, or each extraordinary motion shall be in accordance with the preceding paragraph.

During the section of extraordinary motion , the duration and the number of times for which each shareholder may speak on a matter not constituting a proposal shall be in accordance with paragraph 1 of this Article 6.

6-1 After the speech of a shareholder, the chair may respond in person or appoint any relevant personnel to respond.

7. If any shareholder's speech exceeds the stipulated duration of time or the scope of the agenda items, the chair may discontinue the speech. If afterwards the shareholder still goes on speaking or otherwise act in any manner that impedes the proceeding of the meeting, the chair may direct the proctors (or security officers) to maintain the order on-site or take necessary measures to keep the meeting moving smoothly.

When one shareholder is speaking, the other shareholders at the meeting may not speak or interrupt unless with the consent of the chair and the shareholder who is taking the floor. The chair shall stop any shareholder from violating the aforementioned provision and will take necessary measures as set forth in the preceding paragraph.

8. During discussion of the proposals, the chair of the meeting may give the order to end the discussion and put the matter to the vote.

9. The passage of any proposal at the meeting shall require an affirmative vote of an absolute majority of the voting rights represented by the shareholders present at the meeting except as otherwise provided in the Company Act and in the Company's Articles of Incorporation,. However, the election of directors shall be conducted in accordance with the Rules for Election of Directors.

The shareholders may exercise their voting rights either by correspondence or by electronic means. The exercise method shall be specified in the notice of the shareholders' meeting.

Any shareholder exercising voting rights by correspondence or by electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to the original proposals of that meeting.

The resolution result of the proposals shall be specified in detail in the meeting minutes.

- 9-1 Two vote monitoring personnel and several counting personnel shall be appointed by the chair of the meeting when the proposals are put to the vote, provided that all vote monitoring personnel shall be shareholders of the Company. The votes on the ballots will not be read aloud during the counting process. The result of voting shall be announced on site and recorded at the meeting.
10. In case that all vote monitoring personnel believe any of the following situations occurs, the relevant ballot shall be considered invalid:
  - (1)The ballot paper is not made and printed by the Board of Directors or is not in the form and format specified by the chair of the meeting.
  - (2)The ballot is blank and cast into the ballot box.
  - (3)The ballot is damaged or marked with blurry writing that makes the voter's decision unreadable.
  - (4)The ballot is tampered or filled in with other texts or symbols.
  - (5)The ballot is marked to vote both for and against a proposal.
  - (6)Other scenarios where it is hard to determine whether the voter is for or against a proposal.
11. If any shareholder disputes the voting process, vote counting method, or validity of any ballot, the voting monitoring personnel shall write down such shareholders' shareholder account number, number of shares held and argument, and then archive this record after it is signed or affixed with the seal imprint.
12. The chair may in his or her discretion announce breaks during the meeting.

If there is any air raid alert or other events that disrupt the meeting, the meeting shall be suspended immediately and be resumed one hour after the event or lifting of the air raid alert.

13. The procedure, proceedings, resolution method and all other relevant matters of the shareholders' meeting shall be governed by the Rules. Any matter not contained herein shall be decided by the chair of the meeting unless expressly provided in the Company Act, Securities and Exchange Act, or the Articles of Incorporation of the Company.
14. The Rules and any amendment thereof shall become effective upon the approval of the shareholders' meeting.