

安力國際股份有限公司
Anli International Co., Ltd
PROCEDURAL RULES OF GENERAL MEETINGS
股東會議事規則

民國 112 年 06 月 15 日股東會通過
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Article 1
第一條

Legal Basis 法令依據

Unless otherwise provided in the Applicable Listing Rules, the Law and the Articles, the general meetings of the Company shall be held in accordance with the Rules.
除上市櫃法令、英屬開曼群島公司法或本章程另有規定外，本公司股東會應依本規則辦理。

Unless otherwise defined in the Rules, any capital letters as used in the Rules shall have the same meanings as defined in the Articles of Association of the Company (as amended or substituted from time to time; hereinafter "**Articles**").
除本規則另有定義外，本規則所使用任何英文字首大寫之詞彙，其意義應與本公司公司章程(包括其隨時修改或被取代之版本；下稱「**本章程**」)中之定義相同。

Article 2
第二條

Attendance and Sign-in 出席與簽名

The Company shall include the information about the time slot when shareholders, solicitors and proxies (collectively "Shareholders") may report to the meeting, the reporting location, and other important messages in the notice of general meetings.
本公司應於開會通知書載明受理股東、徵求人、受託代理人(以下稱「**股東**」)報到時間、報到處地點，及其他應注意事項。

The time slot when shareholders may report to the meeting in the preceding paragraph shall begin no later than thirty minutes before the meeting. The reporting location shall be clearly identified and there should an adequate number of staff assigned for the matter. In the event of a virtual Shareholders' meeting, Shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attending the Shareholders' meeting in person.

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；股東會以視訊會議召開者，應於會議開始前三十分鐘，於股東會視訊會議平台受理報到，完成報到之股東，視為親自出席股東會。

Shareholders shall attend a Shareholders' meeting by presenting an attendance ID, sign-in card or other attendance identification. The Company shall not request any additional attendance identification randomly. A proxy solicitor shall bring his/her ID for verification.

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。

The Company shall provide a sign-in book allowing attending Shareholders or their

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appointed proxies to sign in or require attending Shareholders to submit attendance cards in lieu of signing in.

本公司應設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。

The Company shall deliver the meeting agenda, annual report, attendance ID, summary of speech form, voting ballot and other meeting information to Shareholders who attend a Shareholder's meeting. In case of election of director(s) and/or supervisor(s) (if any), the election ballot shall also be provided. 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；有選舉董事、監察人（如有）者，應另附選舉票。

Unless otherwise regulated in the Applicable Listing Rules or the Law, corporate Shareholders' attendance of a general meeting shall be in accordance with the Articles.

除上市櫃法令或法律另有規定外，法人出席股東會部分應遵守本章程之規定。

In the event of a virtual Shareholders' meeting, Shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date. 股東會以視訊會議召開者，股東欲以視訊方式出席者，應於股東會開會二日前，向本公司登記。

In the event of a virtual Shareholders' meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

股東會以視訊會議召開者，本公司至少應於會議開始前三十分鐘，將議事手冊、年報及其他相關資料上傳至股東會視訊會議平台，並持續揭露至會議結束。

Article 2-1
第二之一條

Convening Virtual Shareholders' Meetings and Particulars to be included in Shareholders' Meeting Notice 召開股東會視訊會議，召集通知應載事項

To convene a virtual Shareholders' meeting, the Company shall include the follow particulars in the Shareholders' meeting notice:

1. How Shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (2) Shareholders not having registered to attend the affected virtual

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- Shareholders' meeting shall not attend the postponed or resumed session.
- (3) In case of a hybrid Shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by Shareholders attending the virtual Shareholders' meeting online, meets the minimum legal requirement for a Shareholders' meeting, then the Shareholders' meeting shall continue. The shares represented by Shareholders' attending the virtual meeting online shall be counted towards the total number of shares represented by Shareholders present at the meeting, and the Shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that Shareholders' meeting.
- (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual Shareholders' meeting, appropriate alternative measures available to Shareholders with difficulties in attending a virtual Shareholders' meeting online shall be specified.

本公司召開股東會視訊會議，應於股東會召集通知載明下列事項：

- 一、 股東參與視訊會議及行使權利方法。
- 二、 因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙之處理方式，至少包括下列事項：
 - (一) 發生前開障礙持續無法排除致須延期或續行會議之時間，及如須延期或續行集會時之日期。
 - (二) 未登記以視訊參與原股東會之股東不得參與延期或續行會議。
 - (三) 召開視訊輔助股東會，如無法續行視訊會議，經扣除以視訊方式參與股東會之出席股數，出席股份總數達股東會開會之法定定額，股東會應繼續進行，以視訊方式參與股東，其出席股數應計入出席之股東股份總數，就該次股東會全部議案，視為棄權。
 - (四) 遇有全部議案已宣布結果，而未進行臨時動議之情形，其處理方式。
- 三、 召開視訊股東會，並應載明對以視訊方式參與股東會有困難之股東所提供之適當替代措施。

Article 3
第三條

Calculation of Attending Shares 出席股數之計算

The number of Shares represented by Shareholders attending the general meeting shall be calculated in accordance with the sign-in book or the number of attendance cards submitted by Shareholders, and the shares checked in on the virtual meeting platform, in plus the number of shares whose voting rights are exercised by correspondence or electronically.

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及視訊會議平台報到股數，加計以書面或電子方式行使表決權之股數計算之。

Article 4
第四條

Venue and Time of General Meetings 開會地點及時間

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According to the Articles and the Applicable Listing Rules, all general meetings shall be convened at such venues convenient for Shareholders' attendance and suitable for convention, and shall not begin earlier than 9:00 a.m. or later than 3:00 p.m. Full consideration shall be given to the opinions of Independent Directors with respect to the venue and time of the general meeting.

依據本章程及上市櫃法令規定，股東會召開之地點，應於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。股東會召集之地點及時間，應充分考量獨立董事之意見。

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual Shareholders' meeting.

本公司召開視訊股東會時，不受前項召開地點之限制。

Article 5
第五條

Identification of Appointed Professionals and Other Relevant Persons Who May Be Present 委託專業人士與相關人員得列席之識別

The Company may appoint its lawyer(s), accountant(s) or other relevant person(s) to be present at a general meeting. All supporting staff for the general meeting shall wear an identification badge or arm-band.

本公司得指派所委託之律師、會計師或相關人員列席股東會。辦理股東會之會務人員應佩戴識別證或臂章。

Article 6
第六條

Audio Recording or Videotaping of Meetings for Evidence 開會過程錄音或錄影之存證

A general meeting shall be audio recorded and videotaped in its entirety on a continuous, non-stop basis from the time Shareholders report to the meeting and the meeting itself to voting and ballot counting, and these tapes shall be kept for at least one year. However, the said tapes shall be kept until the conclusion of legal proceedings if a Shareholder initiates proceedings in accordance with the Applicable Listing Rules.

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，並至少保存一年。但經股東依上市櫃法令提起訴訟者，應保存至訴訟終結為止。

Where a virtual Shareholders' meeting is held, the Company shall keep records of Shareholders registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

股東會以視訊會議召開者，本公司應對股東之註冊、登記、報到、提問、投票及公司計票結果等資料進行記錄保存，並對視訊會議全程連續不間斷錄音及錄影。

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The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

前項資料及錄音錄影，本公司應於存續期間妥善保存，並將錄音錄影提供受託辦理視訊會議事務者保存。

In case of a virtual Shareholders' meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

股東會以視訊會議召開者，本公司宜對視訊會議平台後台操作介面進行錄音錄影。

Article 7
第七條

The Chairman and Agent 主席及代理人

Subject to the Applicable Listing Rules, the Chairman of the Board of the Directors shall preside as chairman at every general meeting of the Company convened by the Board of the Directors. When the Chairman of the board is on leave or for any reason unable to exercise the powers of the Chairman, the Vice Chairman shall act in place of the Chairman; if there is no Vice Chairman or the Vice Chairman also is on leave or for any reason unable to exercise the powers of the Vice Chairman, the Chairman shall appoint one of the Managing Directors to act as chair, or, if there are no Managing Directors, one of the Directors shall be appointed to act as chair. Where the Chairman does not make such a designation, the Managing Directors or the Directors shall select from among themselves one person to serve as chair.

除上市櫃法令另有規定外，股東會如由董事會所召集，其主席應由董事長擔任之，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。

Where a Managing Director or a Director is to act as the agent for the chairman in the preceding paragraph, only the Managing Directors or Directors who have been in the position for six months or more and have a good understanding of the Company's financial and business conditions may be allowed to do so. The same shall apply in case that the representative of a corporate director acts as the chairman.

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。

For a general meeting convened by any other person having the convening right, such person shall act as the chairman of that meeting; provided that if there are two (2) or more persons jointly having the convening right, the chairman of the meeting shall be elected from those persons.

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，

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召集權人有二人以上時，應互推一人擔任之。

Article 8
第八條

Convention of A Meeting 會議召開

The Company shall prepare the notice of general meetings, the proxy form, and the information relating to the subject and description of proposals for recognition and for discussion, election and/or dismissal of directors and supervisors (if any) in the form of electronic file to be uploaded to the Market Observation Post System thirty (30) days before annual general meetings or fifteen (15) days before extraordinary general meetings. The meeting agenda for general meetings and supplemental meeting information shall be prepared in the form of electronic file to be uploaded to the Market Observation Post System twenty (21) days before annual general meetings or fifteen (15) days before extraordinary general meetings. If the Company's total paid-in capital exceeds NT\$10 billion at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches more than thirty per cent (30%) of the total number of issued shares as recorded in the Register of Members as of the date of the general meeting held in the most recent financial year, the foregoing transmission of information and materials via or to the Market Observation Post System shall be completed at least thirty (30) days prior to an annual general meeting. The meeting agenda for general meetings and supplemental meeting information shall be ready for Shareholders' review at all time by fifteen (15) days before general meetings, and such information shall be available at the Company and professional stock agent appointed by the Company and be distributed at general meetings.

本公司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、監察人（如有）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。並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。但本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十(30%)以上時，應於股東常會開會三十日前完成前開電子檔案之傳送。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，並陳列於本公司及本公司委任之專業股務代理機構，且應於股東會現場發放。

The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to Shareholders for review in the following manner on the date of the Shareholders' meeting:

1. For physical Shareholders' meetings, to be distributed on-site at the meeting.
2. For hybrid Shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For a virtual Shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

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前項之議事手冊及會議補充資料，本公司於股東會開會當日應依下列方式提供股東參閱：

- 一、 召開實體股東會時，應於股東會現場發放。
- 二、 召開視訊輔助股東會時，應於股東會現場發放，並以電子檔案傳送至視訊會議平台。
- 三、 召開視訊股東會時，應以電子檔案傳送至視訊會議平台。

Changes to the method of convening the Company's Shareholders' meeting shall be resolved by the board of directors of the Company, and shall be made no later than mailing of the Shareholders' meeting notice.

本公司股東會召開方式之變更應經董事會決議，並最遲於股東會開會通知書寄發前為之。

When Shareholders propose in writing to the Company a proposal for discussion at an annual general meeting in accordance with Article 52 of the Articles, shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. Shareholders making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

股東依本章程第 52 條向本公司提出年度股東常會議案時，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。

The chairman shall call the general meeting to order at the time scheduled for the general meeting, while announcing information relating to, among others, the number of non-voting shares and that of shares whose holders are present at the meeting. If the number of Shares represented by the attending Shareholders has not yet constituted the quorum (more than an aggregate of one-half (1/2) of all Shares in issue present in person or by proxy and entitled to vote) at the time scheduled for the general meeting, the chairman may postpone the time for the meeting. The postponements shall be limited to two times at most, and the general meeting shall not be postponed for more than one hour in total. If the quorum is not met after two postponements and the attending Shareholders still represent less than one third (1/3) of all Shares in issue, the chairman shall declare the meeting adjourned. In the event of a virtual Shareholders' meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform. If after two postponements the number of Shares represented by the attending Shareholders has constituted more than one-third (1/3) of all Shares in issue, a tentative resolution may be passed in accordance with the Applicable Listing Rules, and all Shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual Shareholders' meeting, Shareholders intending to attend the a virtual Shareholders' meeting shall re-register with the Company in accordance with Article 2. Before the end of such a meeting, if the number of Shares represented by the attending Shareholders has

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already constituted more than an aggregate of one-half (1/2) of all Shares in issue, the chairman may put the tentative resolution(s) already passed to the Shareholders' resolution again in accordance with the Applicable Listing Rules.

已屆開會時間，主席應即宣布開會，並同時公布無表決權數及出席股份數等相關資訊。惟未達法定出席數(即有代表已發行股份總數過半數之有表決權股東親自或委託代理人出席)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；股東會以視訊會議召開者，本公司另應於股東會視訊會議平台公告流會。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，得依上市櫃法令規定為假決議，並將假決議通知各股東於一個月內再行召集股東會；股東會以視訊會議召開者，股東欲以視訊方式出席者，應依第二條向本公司重行登記。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，依據上市櫃法令規定重新提請股東會表決。

Article 9
第九條

Proposal Discussion 議案討論

For a Shareholders' meeting convened by the Board of Directors, it is advised that the chairman shall host the Shareholders' meeting in person and a majority of the Directors and the chairperson of the Audit Committee (or at least one supervisor (if any)) are present at the meeting. In addition, all functional committees shall send at least one representative to preside over the Shareholders' meeting and their attendance shall be recorded in the meeting minutes.

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及審計委員會召集人(或至少一席監察人(如有))親自出席，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。

The agenda of general meeting shall be set by the Board of Directors if the meeting is convened by the Board of Directors, and each proposed matter (including ad hoc motions and amendment(s) to an existing matter(s)) shall be voted on separately. Unless otherwise approved in the general meeting, the general meeting shall proceed in accordance with the agenda.

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)均應採逐案票決之。會議應依排定之議程進行，非經股東會決議通過不得變更之。

The preceding paragraph applies to circumstances where the general meeting is convened by any person, other than the Board of Directors, entitled to convene such general meeting.

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。

Unless otherwise resolved at the general meeting or in accordance with Article 17 of the Rules, the chairman cannot announce adjournment of the general meeting

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before all items listed in the agenda are resolved; after a meeting is adjourned, Shareholders shall not elect a chairman and resume the meeting at the same or another venue. In case that the chairman adjourns the general meeting in violation of the 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 general meeting, another person to serve as chairman to continue the general meeting in accordance with due procedures.

前二項排定之議程於議事未終結前，非經決議或依本規則第十七條之規定，主席不得逕行宣布散會；會議散會後，股東不得另推選主席於原址或另覓場所續行開會，但主席違反本規則，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。

The chairman shall provide sufficient time for the explanation and discussion of all items listed in the agenda and amendments submitted by Shareholders. The chairman may announce an end of discussion and submit an item for a vote and arrange for sufficient and appropriate time for voting if the chairman deems that the agenda item is ready for voting and the discussion and amendments proposed complied with the Applicable Listing Rules and the Articles.

主席對於議案及股東所提之修正案，應給予充分說明及討論之機會，若認為該等議案及修正案均已符合本章程及上市櫃法令之規定且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。

Where a general meeting is convened by the Company, the voting rights at the general meeting shall be exercised by way of electronic transmission, and may also be exercised in writing. For shareholders to exercise voting rights in writing or by electronic means, the method for exercising the voting rights shall be described in the notice of the general meeting. A shareholder who exercises voting rights in writing or by electronic means shall be deemed to attend the general meeting in person but shall be deemed to have waived his/her/its voting rights in respect of any ad hoc motion(s) and/or the amendment(s) to an existing matter(s) at said general meeting. Hence, it is advisable that the proposal of ad hoc motions and amendment(s) to an existing matter(s) be avoided at a general meeting.

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，故本公司宜避免於股東會提出臨時動議及原議案之修正。

In addition to Article 50 of the Articles, matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions.

除本章程第50條之規定，應在股東會召集事由列舉並說明所列舉項目之主要

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內容，不得以臨時動議提出。

If a general meeting notice has specified the re-election of all directors and supervisors (if any) and the date of assumption of office, such date of assumption of office shall not be changed by an ad hoc motion or otherwise if the re-election has been completed in said meeting.

股東會召集事由已載明全面改選董事、監察人（如有），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。

Article 10
第十條

Speech of Shareholder 股東發言

When a Shareholder attending the general 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.

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，由主席指定其發言順序。

If any attending Shareholder at the general meeting submits a speech note but does not speak, no speech shall be deemed to have been made by such Shareholder. In case contents of the speech of a Shareholder are inconsistent with the contents of the speech note, the content of actual speech shall prevail.

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。

Any Shareholder may not speak more than twice concerning the same item without chairman's consent, and each speech time shall not exceed five minutes. In case the speech of any Shareholder violates this paragraph or is outside the scope of the agenda item, the chairman may stop the speech of such Shareholder.

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，股東發言違反本項規定或超出議題範圍者，主席得制止其發言。

Unless otherwise permitted by the chairman and the speaking Shareholder, no Shareholder shall interrupt the speech of other Shareholders. The chairman shall stop such interruption.

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。

If a corporate Shareholder has appointed two or more representatives to attend the general meeting, only one representative can speak for each agenda item.

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。

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After the speech of any Shareholder, the Chairman may make responses by him or herself or appoint an appropriate person to respond.
出席股東發言後，主席得親自或指定相關人員答覆。

Where a virtual Shareholders' meeting is convened, Shareholders attending the virtual Shareholders' meeting online may raise questions in writing at the virtual meeting platform from the chairman declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The paragraphs 1 to 5 of this Article do not apply.

股東會以視訊會議召開者，以視訊方式參與之股東，得於主席宣布開會後，至宣布散會前，於股東會視訊會議平台以文字方式提問，每一議案提問次數不得超過兩次，每次以二百字為限，不適用本條第一項至第五項規定。

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

前項提問未違反規定或未超出議案範圍者，宜將該提問揭露於股東會視訊會議平台，以為周知。

Article 11
第十一條

Proposal by Shareholder 股東提案

In accordance with the Applicable Listing Rules and subject to Article 52 of the Articles, any Shareholders who individually or collectively hold one percent (1%) or more of the total number of issued Shares of the Company may submit to the Company a proposal for discussion at the annual general meeting.

持有已發行股份總數百分之一以上股份之股東，得依上市櫃法令之規定，及本章程第 52 條之規定，以書面向公司提出股東常會議案。

The Company shall issue a public notice announcing acceptance of shareholders' proposals, methods to accept shareholders' proposals in writing or by electronic transmission, and the place and period to accept proposals submitted by shareholders before suspension of transfer of shares before regular meeting of shareholders. The period for accepting shareholders' proposals shall not be less than ten (10) days.

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。

Article 12
第十二條

Calculation of Voting Shares and Recusal 表決股數之計算、迴避制度

Voting at a general meeting shall be based on the number of Shares.
股東會之表決，應以股份為計算基準。

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The number of Shares represented by Shareholders present at the meeting shall be calculated in accordance with the sign-in book or submitted attendance card, , and the shares checked in on the virtual meeting platform, plus the voting Shares exercised in writing or electronically.

出席股數依簽名簿或繳交之簽到卡及視訊會議平台報到股數，加計以書面或電子方式行使表決權之股數計算之。

The Shares solicited by solicitors, Shares represented by proxies and Shares represented by Shareholders' attending the meeting by written or electronic means shall be disclosed in a statement in the form consistent with the Applicable Listing Rules posted at a conspicuous location within the meeting venue on the meeting day. In the event a virtual Shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

徵求人徵得之股數、受託代理人代理之股數及股東以書面或電子方式出席之股數，本公司應於股東會開會當日，依上市櫃法令規定格式編造之統計表，於股東會場內為明確之揭示；股東會以視訊會議召開者，本公司至少應於會議開始前三十分鐘，將前述資料上傳至股東會視訊會議平台，並持續揭露至會議結束。

During the Company's virtual Shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the updated total number of shares represented at the meeting and the tally of votes are released during the meeting.

本公司召開股東會視訊會議，宣布開會時，應將出席股東股份總數，揭露於視訊會議平台。如開會中另有統計出席股東之股份總數及表決權數者，亦同。

The Shares held by any Shareholders with no voting rights shall not be included in the total number of issued Shares while voting on resolutions in the general meeting. 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。

To the extent required by the Applicable Listing Rules and in accordance with Article 66 of the Articles, any Shareholder who bears a personal interest that may conflict with and impair the interest of the Company in respect of any proposed matter for consideration an approval at a general meeting shall abstain from voting any of the Shares that such Shareholder should otherwise be entitled to vote in person, as a proxy or corporate representative with respect to said matter.

於上市櫃法令要求之範圍內，依本章程第66條之規定，股東對於提交股東會同意之提案事項有自身利害關係致有害於公司利益之虞時，就該提案事項不

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得親自或代理他股東或代表法人股東行使其本可行使之任何表決權。

Any Shares held by any Shareholders who are not permitted to exercise voting rights in the preceding paragraph shall not be counted in the number of votes of Shareholders present at the general meeting for relevant resolutions.

前項不得行使表決權之股份數，就相關決議不算入已出席股東之表決權數。

Except for Taiwan trust enterprises or Shareholders' Service Agencies approved by Taiwan competent authorities, when a person who acts as the proxy for two or more Shareholders concurrently, the number of votes represented by him shall not exceed three percent of the total number of votes of the Company and the portion of excessive votes represented by such proxy shall not be counted.

除中華民國信託事業或經中華民國證券主管機關核准的股務代理機構外，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，超過時其超過之表決權，不予計算。

Subject to the Applicable Listing Rules, if any Shareholder holding Shares for and on behalf of another person or entity, such Shareholder may assert to exercise the voting rights separately. The qualifications, scopes, exercises, operational procedures and other matters in relation to the aforesaid separate exercise of voting rights shall be conducted in accordance with the Applicable Listing Rules.

依據上市櫃法令，股東係為他人持有股份時，股東得主張分別行使表決權。前述關於分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵行事項之辦法，由金管會定之。

Article 13
第十三條

Principle for Voting Right 表決權原則

Subject to the Articles and any rights and restrictions for the time being attached to any Share, every Shareholder and every Person represented by proxy shall have one vote for each Share of which he or the Person represented by proxy is the holder.

除本章程另有規定或股份另附有任何權利或限制外，每一親自出席或委託代理人出席之股東於進行表決時，就其所持有的每一股份均有一表決權。

Shareholders shall vote on each of the proposals presented at the meeting and the result of the vote indicating Shareholders' consent, objection and abstaining from voting shall be entered at the Market Observation Post System on the day immediately following the convention of the Shareholders' meeting.

議案應由股東逐案進行投票表決，並於股東會召集後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

Where any Director or supervisor (if any), who is also a Shareholder of the Company, creates or has created a pledge on the Shares held by such Director (the "**Pledged Shares**") exceeding fifty percent (50%) of total Shares held by such

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Director at the time of his/her appointment as Director or supervisor (if any), such Director or supervisor (if any) shall refrain from exercising its voting rights on the Shares representing the difference between the Pledged Shares and fifty percent (50%) of total Shares held by such Director or supervisor (if any) at the time of his/her appointment as Director or supervisor (if any), and such Shares shall not be counted toward the number of votes represented by the Shareholders present at a general meeting.

本公司董事或監察人(如有)亦持有本公司股份時，如該董事或監察人(如有)以股份設定質權(下稱「設質股份」)超過選任當時所持有之本公司股份數額二分之一時，其超過之股份(即設質股份超過選任當時所持有股份數額二分之一的部分)不得行使表決權，不算入已出席股東之表決權數。

Article 14
第十四條

Voting on Proposal 議案之表決

Unless otherwise provided for under the Applicable Listing Rules or the Articles, a proposal put to a vote shall be approved by consent of a majority of Shareholders present at the meeting attended.

議案之表決，除上市櫃法令或本章程另有規定外，以出席股東表決權過半數之同意通過之。

The Company must adopt electronic voting as one of the voting methods in the general meeting.

本公司應將電子方式列為股東會的表決權行使方式之一。

In case of an amendment proposal or substitute proposal to an original proposal, the chairman shall decide on the order of vote together with the original proposal. However, if one of the proposals has been approved, the others shall be deemed overruled and no further vote is required.

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，毋庸再行表決。

Where directors and/or supervisors (if any) are elected at a Shareholders' meeting, the election shall be conducted in accordance with the applicable election rules established by the Company and the election results, including the list of elected directors and/or supervisors and numbers of shares voted for the election of directors and/or supervisors (if any), as well as the list of directors and/or supervisors (if any) who are not elected and the number of votes they receive respectively, shall be announced at the same meeting.

股東會有選舉董事、監察人(如有)時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果，包含當選董事、監察人(如有)之名單與其當選權數及落選董事、監察人(如有)之名單及其獲得之選舉權數。

Voting ballots cast in the election of director(s) shall be signed and sealed by

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scrutinizer and properly kept for at least one (1) years; provided, however, that in case of a litigation instituted by Shareholder, these ballots shall then be kept until conclusion of the litigation.

董事選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依法令提起訴訟者，應保存至訴訟終結為止。

Article 15
第十五條

Checking and Counting Ballots 監票及計票

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 cast in the voting of a general meeting or for election proposal shall be publicly counted at any general meeting venue and the result of voting, including the numbers of shares voted, shall be announced at the same general meeting after all ballots have been counted and placed on record. 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。

When the Company convenes a virtual Shareholders' meeting, after the chairman declares the meeting open, Shareholders' attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairman announces the voting session ends; otherwise such Shareholders will be deemed abstained from voting.

本公司召開股東會視訊會議，以視訊方式參與之股東，於主席宣布開會後，應透過視訊會議平台進行各項議案表決及選舉議案之投票，並應於主席宣布投票結束前完成，逾時者視為棄權。

In the event of a virtual Shareholders' meeting, votes shall be counted at once after the chairman announces the voting session ends, and results of votes and elections shall be announced immediately.

股東會以視訊會議召開者，應於主席宣布投票結束後，為一次性計票，並宣布表決及選舉結果。

When the Company convenes a hybrid Shareholders' meeting, if Shareholders who have registered to attend the meeting online in accordance with Article 2 decide to attend the physical Shareholders' meeting in person, they shall revoke their registration two days before the Shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the Shareholders' meeting online.

本公司召開視訊輔助股東會時，已依第六條規定登記以視訊方式出席股東會之股東，欲親自出席實體股東會者，應於股東會開會二日前，以與登記相同之方式撤銷登記；逾期撤銷者，僅得以視訊方式出席股東會。

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When Shareholders exercise voting rights by written or electronic means, unless they have withdrawn the declaration of intent and attended the Shareholders' meeting online, except for extraordinary motions, they will not be able to exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

以書面或電子方式行使表決權，未撤銷其意思表示，並以視訊方式參與股東會者，除臨時動議外，不得再就原議案行使表決權或對原議案提出修正或對原議案之修正行使表決權。

Article 16
第十六條

Meeting Minutes 議事錄

Any resolutions made at a general meeting shall be compiled in the form of meeting minutes. The chairman shall affix his/her signature or seal to the meeting minutes, which shall be issued to shareholders within twenty days after the end of the general meeting. Meeting minutes may be produced and issued to Shareholders in electronic form.

股東會之決議，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。

While the Company remains as a listing company in Taiwan, the meeting minutes referred to in the preceding paragraph may be distributed, alternatively, by way of making public announcement at the Market Observation Post System (the "MOPS").

於本公司於中華民國掛牌期間，前項議事錄之分發，得以輸入公開資訊觀測站之公告方式為之。

The meeting minutes must faithfully record the meeting's date (year, month, day), place, Chairman's name, resolution method, highlights of the deliberations, and voting results (including the votes calculated). In case of election of directors and/or supervisors (if any), the Company shall disclose individual vote count of each candidate. The meeting minutes shall be kept during the existence of the Company. 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（如有）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。

The number of votes casted for and against a resolution and the total number of votes cast shall be recorded in the meeting minutes.

決議之表決結果（包括贊成及反對）之票數及總投票數均應載明於議事錄。

The Company shall upload the relevant information and contents of the resolution made in the general meeting onto the MOPS within the prescriptive period if there is any material information (as defined and prescribed under the Applicable Listing Rules) in such resolution.

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股東會決議事項，如有上市櫃法令規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。

Where a virtual Shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the Shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

股東會以視訊會議召開者，其議事錄除依前項規定應記載事項外，並應記載股東會之開會起迄時間、會議之召開方式、主席及紀錄之姓名，及因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙時之處理方式及處理情形。

When convening a virtual Shareholders' meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to Shareholders with difficulties in attending a virtual Shareholders' meeting online.

本公司召開視訊股東會，除應依前項規定辦理外，並應於議事錄載明，對於以視訊方式參與股東會有困難股東提供之替代措施。

Article 17
第十七條

Intermission and Resumption of A Meeting 休息、續行集會

During the general meeting, the chairman may, at his or her discretion, set time for intermission. In exceptional cases, when there are incidents that temporarily prevent the normal progress of the general meeting, the chairman may decide to temporarily suspend the general meeting and announce, depending on the situation, the time that the meeting will resume.

會議進行時，主席得酌定時間宣告休息，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。

Before the agenda set for the general meeting are completed, if the meeting venue cannot continue to be used for the general meeting, upon approval by the Ordinary Resolution, the chairman may seek another venue to resume the general meeting. Upon approval by Ordinary Resolution, the chairman may (and shall if so directed by the meeting) adjourn the general meeting if necessary.

股東會排定之議程於議事未終結前，開會之場地屆時未能繼續使用，主席經普通決議通過後得另覓場地繼續開會。如有需要，主席經普通決議通過後得(如經股東會指示則應)宣佈股東會延期。

The Shareholders may resolve to adjourn or resume the general meeting within five days in accordance with the Applicable Listing Rules and the Articles.

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股東會得依上市櫃法令及本章程之規定，決議在五日內延期或續行集會。

Article 18
第十八條

Preservation of Order at the Meeting Venue 會場秩序之維持

The chairman may direct inspectors (or security guards) to assist in preserving the order at the meeting venue. Inspectors (or security guards) shall wear an arm-band with the word "Inspector" when assisting in preserving the order at the meeting venue.

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。

The chairman may direct inspectors or security guards to ask Shareholders who violate the Rules, disobey the chairman's correction, impede the process of the meeting and do not comply after being asked to stop to leave the meeting venue.

股東違反本規則不服從主席糾正，妨礙會議之進行，經制止不服從者，得由主席指揮糾察員或保全人員請其離開會場。

If there is speaker facility at the meeting venue and a shareholder speaks with the facility other than that prepared by the Company, the chairman may stop him.

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。

Article 19
第十九條

Disclosure of Information at Virtual Meetings 視訊會議之資訊揭露

In the event of a virtual Shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

股東會以視訊會議召開者，本公司應於投票結束後，即時將各項議案表決結果及選舉結果，依規定揭露於股東會視訊會議平台，並應於主席宣布散會後，持續揭露至少十五分鐘。

Article 20
第二十條

Location of the Chairman and Secretary of Virtual Shareholders' Meeting 視訊股東會主席及紀錄人員之所在地

When the Company convenes a virtual Shareholders' meeting, both the chairman and secretary shall be in the same location, and the chairman shall declare the address of their location when the meeting is called to order.

本公司召開視訊股東會時，主席及紀錄人員應在國內之同一地點，主席並應於開會時宣布該地點之地址。

Article 21
第二十一條

Handling of Disconnection 斷訊之處理

In the event of a virtual Shareholders' meeting, the Company may offer a simple connection test to Shareholders prior to the meeting, and provide relevant real-time

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services before and during the meeting to help resolve communication technical issues.

股東會以視訊會議召開者，本公司得於會前提供股東簡易連線測試，並於會前及會議中即時提供相關服務，以協助處理通訊之技術問題。

In the event of a virtual Shareholders' meeting, when declaring the meeting open, the chairman shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies of Taiwan, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of Taiwan Company Act shall not apply.

股東會以視訊會議召開者，主席應於宣布開會時，另行宣布除台灣公開發行股票公司股務處理準則第四十四條之二十四第四項所定無須延期或續行集會情事外，於主席宣布散會前，因天災、事變或其他不可抗力情事，致視訊會議平台或以視訊方式參與發生障礙，持續達三十分鐘以上時，應於五日內延期或續行集會之日期，不適用台灣公司法第一百八十二條之規定。

For a meeting to be postponed or resumed as described in the preceding paragraph, Shareholders who have not registered to participate in the affected Shareholders' meeting online shall not attend the postponed or resumed session.

發生前項應延期或續行會議，未登記以視訊參與原股東會之股東，不得參與延期或續行會議。

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the Shareholders who have registered to participate in the affected Shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected Shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

依第二項規定應延期或續行會議，已登記以視訊參與原股東會並完成報到之股東，未參與延期或續行會議者，其於原股東會出席之股數、已行使之表決權及選舉權，應計入延期或續行會議出席股東之股份總數、表決權數及選舉權數。

During a postponed or resumed session of a Shareholders' meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been casted and counted and results have been announced, or list of elected directors and supervisors.

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依第二項規定辦理股東會延期或續行集會時，對已完成投票及計票，並宣布表決結果或董事、監察人當選名單之議案，無須重行討論及決議。

When the Company convenes a hybrid Shareholders' meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by Shareholders attending the virtual Shareholders' meeting online, still meets the minimum legal requirement for convening a Shareholders' meeting, then the Shareholders' meeting shall continue, and no postponement or resumption thereof under the second paragraph is required.

本公司召開視訊輔助股東會，發生第二項無法續行視訊會議時，如扣除以視訊方式出席股東會之出席股數後，出席股份總數仍達股東會開會之法定定額者，股東會應繼續進行，無須依第二項規定延期或續行集會。

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by Shareholders' attending the virtual meeting online shall be counted towards the total number of shares represented by Shareholders present at the meeting, provided these Shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that Shareholders' meeting.

發生前項應繼續進行會議之情事，以視訊方式參與股東會股東，其出席股數應計入出席股東之股份總數，惟就該次股東會全部議案，視為棄權。

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original Shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies of Taiwan.

本公司依第二項規定延期或續行集會，應依台灣公開發行股票公司股務處理準則第四十四條之二十七項所列規定，依原股東會日期及各該條規定辦理相關前置作業。

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of Taiwan, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies of Taiwan, the Company shall handle the matter based on the date of the Shareholders' meeting that is postponed or resumed under the second paragraph.

台灣公開發行公司出席股東會使用委託書規則第十二條後段及第十三條第三項、台灣公開發行股票公司股務處理準則第四十四條之五第二項、第四十四條之十五、第四十四條之十七第一項所定期間，本公司應依第二項規定延期或續行集會之股東會日期辦理。

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Article 22
第二十二條

Handling of Digital Gap 數位落差之處理

When convening a virtual Shareholders' meeting, the Company shall provide appropriate alternative measures available to Shareholders with difficulties in attending a virtual Shareholders' meeting online.

本公司召開視訊股東會時，應對於以視訊方式出席股東會有困難之股東，提供適當替代措施。

Article 23
第二十三條

Enforcement and Amendment 實施與修訂

Establishment and amendment to the Rules shall be subject to approval of the Board of Directors, which shall be further approved by Ordinary Resolution in the general meeting.

本規則之訂定及修正應經董事會同意，並經股東會以普通決議通過。