

# AUROTEK CORPORATION

## Rules of Procedure for Shareholders Meetings

### **Article 1**

Unless otherwise provided for law or the articles of incorporation, Shareholders' Meetings Rules and Procedures of Aurotek Corporation (Hereinafter referred to as the Company) shall comply with the following articles.

### **Article 2**

While convening the meeting, an attendance register shall be prepared for shareholders present at the meeting to sign-in. A shareholder present shall submit the attendance card in place of sign-in. The number of shares represented by shareholders present in the meeting shall be calculated in accordance with the attendance register or attendance cards added with the voting powers exercised in writing or in electronic means submitted by the shareholders present.

### **Article 3**

The attendance of the meeting and voting in the meeting shall be based on the calculation of shares.

### **Article 4**

The meeting shall be held at the office of the Company, or any other appropriate place that is convenient for the shareholders and suitable for the meeting to be held. The starting time of the meeting shall not be earlier than 9 am or later than 3 pm.

### **Article 5**

The shareholders' meeting shall be chaired by the Chairman if it is convened by the board of directors (Hereinafter referred to as BOD). If the Chairman is on leave, or cannot execute his or her authority for any reason, the Vice Chairman shall preside over the meeting. If there is no Vice Chairman or the Vice Chairman is also on leave, or cannot execute his or her authority for any reason, the Chairman shall designate one of the Managing Directors to act on behalf of him or her. If there is no Managing Director, the Chairman shall designate one of the directors to preside over the meeting. If the Chairman does not designate any proxy to preside over the meeting on his or her behalf, the Managing Directors or directors shall elect one from among themselves to preside over the meeting.

If the meeting is convened by any other person entitled to convene the meeting, not by the BOD, such person shall preside over the meeting.

## **Article 6**

The Company may designate its lawyers, CPAs or relevant parties to attend the meeting.

The team members handling the business of the meeting shall wear an identification card or a badge.

## **Article 7**

The Company shall maintain a full record of the meeting of shareholders with audio or video tapes. Such video or audio tapes shall be retained for at least one year. However, the said files shall be preserved until the conclusion of the lawsuit if a shareholder initiates a lawsuit in accordance with Article 189 of the Company Act.

## **Article 8**

The Chairman shall call the meeting according to meeting schedule. If the number of shares represented by the shareholders present at the meeting has not yet reached more than 50% of the total issued and outstanding shares of the Company, the Chairman may postpone the meeting. The postponements shall be limited to twice at most and the meeting may not be postponed longer than one hour in total. If the shares of the shareholders present at the meeting represent has not yet reached more than 50% but 1/3 of the total issued and outstanding shares or more after the meeting being postponed twice, a tentative resolution may be adopted in accordance with Paragraph 1 of Article 175 of the Company Act.

Before the adjournment of the meeting, if the number of shares represented by the shareholders present at the meeting reaches more than 50% of the total issued and outstanding shares, the Chairman may submit the adopted tentative resolution to the meeting for approval in accordance with Article 174 of the Company Act.

## **Article 9**

The agenda of the meeting shall be set by the BOD if the meeting is convened by the BOD. The meeting shall proceed in accordance with the agenda, unless otherwise resolved by the meeting.

The preceding paragraph shall apply to cases where the meeting is convened by a person, other than the BOD, entitled to convene such meeting.

Unless otherwise resolved by the meeting, the Chairman cannot announce adjournment of the meeting before all the items (including extraordinary motions) listed in the agenda are completed.

After the meeting is adjourned, shareholders shall not elect another the Chairman to continue the meeting on site or at another venue. If the Chairman announces the adjournment of the meeting in violation of these Rules and Procedures, other members

of the BOD shall promptly assist the attending shareholders to elect, by a majority of votes represented by attending shareholders in the meeting, another person to serve as Chairman and continue the meeting in accordance with due procedures.

#### **Article 10**

A shareholder who intends to speak in the meeting shall fill out a speech note, specifying therein the summary of the speech, the shareholders' number (or the number of his or her certificate of attendance) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the Chairman.

A shareholder who only submits his or her speech note but does not actually speak in the meeting shall be considered as not having given such a speech. If the content of the speech of the shareholder are different from the contents of the speech note, the contents of actual speech shall prevail.

When a shareholder is giving a speech, the other shareholders shall not interrupt the speech unless they have obtained the consent from the Chairman and the said shareholder. For any such violations, the Chairman shall stop the interruption immediately

#### **Article 11**

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 5 minutes. The Chairman may stop the speech of any shareholder who violates the provisions or exceeds the scope of the agenda item.

#### **Article 12**

A legal entity that is appointed as a proxy to attend the meeting can only designate one representative to attend the meeting.

When a legal-entity shareholder has appointed two or more representatives to attend the meeting, only one representative can speak for each agenda item.

#### **Article 13**

The Chairman may respond himself/herself or designate another person to respond after the speech of attending shareholder.

#### **Article 14**

The Chairman may announce an end of discussion and submit an item for a vote if the Chairman deems agenda item is ready for voting.

#### **Article 15**

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 result of voting shall be announced at the meeting and recorded in the meeting minutes.

#### **Article 16**

During the meeting, the Chairman may set time for intermission at his or her discretion. 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.

Before the agenda set for the shareholders' meeting are completed, if the meeting place cannot continue to be used for the meeting, then, by resolution of the shareholders, another place may be sought to resume the meeting.

The shareholders may resolve to postpone or resume the meeting within five days in accordance with Article 182 of Company Act.

#### **Article 17**

Each shareholder is entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179 of the Company Act. In the Company's shareholders' meeting, an electronic method shall be adopted for the exercise of voting rights, which may also be exercised in writing. The notice of the shareholders' meeting shall stipulate whether the voting rights are exercised in writing or electronically, and follow in accordance with relevant rules by the securities authority. The way to use proxies shall follow "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" unless otherwise provided by the Company Act.

Except otherwise specified in the Company Act or the Company's Articles of Incorporation, a resolution shall be adopted by a majority of votes represented by the attending shareholders.

An agenda item shall be deemed approved and shall have the same effect as if it was voted by casting ballots if no objection is voiced by all attending shareholders after solicitation by the Chairman. If there is any objection, the agenda item shall be counted votes of objection or abstention by Raising his/her hand or standing up. If any above item has been resolved, the others shall be deemed vetoed and no further voting is required.

#### **Article 18**

If there is amendment to or substitute for an agenda item, the Chairman shall decide

the sequence of voting for such original agenda item, the amendment, and the substitute. If any one of them has been approved, the others shall be deemed vetoed and no further voting will be necessary.

#### **Article 19**

The Chairman may order disciplinary officers or security guards to assist in keeping order disciplinary officers or security guards to assist in keeping order in the meeting place. Such disciplinary officers or security guards shall wear arm badges "Disciplinary Personnel" when assisting in maintaining order in the meeting place.

#### **Article 20**

These Rules and Procedure shall be effective from the date they are approved by the shareholders' meeting. The same applies in the case of amendments.