

# **Ping Ho Environmental Technology Co., Ltd.**

## **Rules and Procedures of Shareholders' Meeting**

### **Article 1.**

In order to establish a robust corporate governance framework for our shareholder meetings, enhance supervisory functions, and strengthen management capabilities, the Company has formulated these rules in accordance with Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, for adherence.

### **Article 2.**

The rules of proceedings for the company's shareholders' meeting should adhere to the provisions of these rules, unless otherwise specified by laws or the charter.

### **Article 3.**

The shareholders' meeting of this company is convened by the Board of Directors, except where otherwise specified by law.

The company's convening of a video conference for the shareholders' meeting should be outlined in the articles of association and approved by the Board of Directors. The decision to hold a video shareholders' meeting must be endorsed by a resolution supported by over two-thirds of the directors and more than half of the attending directors on the Board of Directors, unless otherwise specified in the regulations governing stock affairs for publicly offered units in the company.

The alteration of the company's shareholder meeting convening method requires a resolution by the Board of Directors and must be executed no later than the dispatch of the shareholder meeting notice.

The Company shall transform the notice of the shareholders' meeting, proxy forms, related recognition cases, discussion items, matters concerning the election or removal of directors, and other itemized proposals due, as well as explanatory materials, into electronic files and transmit them to the Market Observation Post System. This should be done thirty days before the annual shareholders' meeting or fifteen days before the extraordinary shareholders' meeting. The electronic files of the shareholders' meeting handbook and additional meeting materials shall be transmitted to the Market Observation Post System twenty-one days prior to the annual shareholder meeting or fifteen days prior to the interim shareholder meeting. However, if the company's actual received capital at the end of the

most recent fiscal year reaches or exceeds NT\$10 billion, or if the combined shareholding ratio of foreign and mainland China investors recorded in the shareholder list of the most recent annual shareholder meeting reaches or exceeds 30%, the transmission of the aforementioned electronic file should be completed thirty days before the annual shareholder meeting. The shareholder meeting agenda and supplementary materials will be prepared 15 days before the shareholders' meeting for shareholders to access at any time. They will be available for viewing at the company and the professional stock affairs agent appointed by us.

The company should provide the aforementioned meeting manual and supplementary meeting materials for shareholders to review through the following methods on the day of the shareholder meeting:

1. The distribution should occur at the shareholders' meeting venue when holding a physical shareholders' meeting.
2. At a virtual shareholders' meeting, materials should be distributed at the meeting venue, while electronic files are also sent to the platform of video conference.
3. When convening a video conference shareholders' meeting, the electronic files should be transmitted to the video conferencing platform.

The notification and announcement must outline the purpose of the meeting. Electronic methods may be utilized if mutually agreed upon by the relevant parties.

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

The reason for convening the shareholders' meeting has been declared as the complete re-election of directors, along with the specified date of assuming office. Once the re-election process at the shareholders' meeting concludes, no adjustments to the assumed duty date can be made during the same session through ad hoc motions or any other methods.

Shareholders who hold over one percent of the total issued shares may submit a single proposal for consideration at the general shareholders' meeting. Any submission exceeding this limit will not be included in the agenda. Additionally, if the proposal submitted by the shareholder falls under one of the scenarios stipulated in Article 172-1, Section 4 of the

Companies Act, the Board of Directors reserves the right not to include it in the agenda. Shareholders are entitled to present advisory motions aimed at urging the company to enhance public interests or fulfill social responsibilities. According to the relevant provisions of Article 172-1 of the Company Law, the procedure is restricted to one item. If multiple items are proposed, none will be included in the agenda.

The company must issue written notices regarding the acceptance of shareholders' proposals, specifying the location and period of acceptance, before the stock transfer closure date preceding the general shareholders' meeting. The acceptance period should be no less than ten days.

Proposals from shareholders are limited to 300 words. Any proposal exceeding this limit will not be included on the agenda. Shareholders are required to attend the general meeting in person or authorize others to attend on their behalf and participate in the discussion of the submitted proposal.

The company shall inform the proposing shareholders of the outcome of their proposals before the date of the shareholder meeting convening notice and include the motions that comply with the provisions of this article in the meeting notice. The Board of Directors should provide an explanation for their exclusion at the shareholder meeting for shareholders whose proposals are not included in the agenda.

#### **Article 4.**

Shareholders may issue a proxy form provided by the company at each shareholders' meeting, specifying the scope of authorization and the appointed agent to attend the meeting on their behalf.

A shareholder can issue only one proxy and appoint one person as the proxy holder. The proxy must be delivered to the company five days before the shareholder meeting. In case of multiple proxies, the one received first will be considered valid. However, the declarant who revokes the previous proxy is not subject to this limit.

After the proxy form is delivered to the company, shareholders who wishing to attend the shareholders' meeting in person or exercise their voting rights in writing or electronically must notify the company in writing to revoke the proxy two days before the meeting. Failure to do so on time will result in the voting rights being exercised by the proxy agent prevailing.

After delivering the proxy form to the company, if a shareholder intends to attend the shareholder meeting via video conference. They must notify the company in writing to

revoke the proxy two days before the meeting. Failure to do so on time will result in the voting rights being exercised by the proxy agent.

#### **Article 5.**

The venue for the shareholders' meeting should be either at the company's premises or at a location convenient for shareholders to attend and suitable for holding the meeting. The meeting shall commence no earlier than 9 a.m. or later than 3 p.m. The selection of venue and time should take into consideration the opinions of the independent directors.

When the company convenes a video conference for the shareholders' meeting, it is not bound by the location restrictions mentioned previously.

#### **Article 6.**

The meeting notice should include the registration time and location for shareholders, solicitors, and appointed proxies (hereinafter referred to as shareholders), as well as other matters that should be noted.

Registration for shareholders should be conducted at least thirty minutes before the start of the meeting. The registration area must be clearly marked, and adequate and competent personnel assigned to assist it. For virtual shareholders' meetings, registration should be accepted on the meeting platform thirty minutes prior to the start. Shareholders who have completed registration are considered to be present at the meeting in person.

Shareholders are required to attend the shareholders' meeting with either an attendance certificate, sign-in card, or other valid attendance documents. The company can't arbitrarily demand additional proof documents from shareholders beyond what is necessary. Solicitors seeking proxy should also carry identification documents for verification purposes.

The company should provide an attendance sheet for shareholders attending to register their presence or permit them to use sign-in cards as an alternative for registration.

The company is required to provide attending shareholders with meeting handbooks, annual reports, attendance certificates, speech slips, vote ballots, and any other relevant meeting materials. In the case of a director election, election vote ballot should be provided separately.

There is no restriction on the number of representatives who may attend the shareholders' meeting when the government or a legal entity is a shareholder. It may appoint only one representative to attend as a juristic person is delegated to attend a shareholders' meeting. For shareholders who wish to attend the shareholders' meeting via video conference, they should register with the company two days before the meeting.

For virtual shareholder meetings, the company should upload meeting handbooks, annual reports, and other relevant materials to the virtual meeting platform at least 30 minutes before the meeting begins and continue to disclose them until the end of the meeting.

#### **Article 6.1.**

The company will conduct the shareholders' meeting via video. The following items must be clearly stated in the notice of the shareholders' meeting:

1. Ways for shareholders to participate in video conferences and exercise their rights.
2. The procedures for addressing any obstacles encountered on the video conference platform or during participation in a video meeting due to natural disasters, incidents, or other force majeure events, should include at least the following:
  - (1) If the aforementioned obstacles persist and can't be resolved, resulting in the need to postpone or continue the meeting. The notice should include the rescheduled or continued meeting time, including the date for the postponed or continued.
  - (2) Those shareholders who have not registered to participate in the original shareholders' meeting via video conferencing are not permitted to participate in the postponed or continued meeting.
  - (3) During the convening of a video-assisted shareholders' meeting, if the video conference can't proceed after deducting the shares represented by those who participated via video. The meeting should proceed if the total shares represented meet the statutory threshold for the shareholders' meeting. The shares represented by shareholders participating via video should be counted in the total shares represented. Regarding all motions at that shareholders' meeting, they will be treated as abstentions.
  - (4) In the event that all resolutions have been announced and no questions and motions are made, the handling approach would be as follows.
3. Convening a video conference shareholders' meeting should include specifying appropriate alternative measures for shareholders who have difficulty participating in the meeting via video conferencing. Apart from the situations outlined in the Article 44-9, paragraph 6 of the Guidelines for Regulations Governing the Administration of Shareholder Services of Public Companies, the company should provide shareholders with connection equipment and necessary assistance. Additionally, the notice should specify the period during which shareholders can apply to the company and other relevant matters they should be aware of.

#### **Article 7.**

Should the shareholder meeting be called by the Board of Directors, the chairmanship is assumed by the chairman of the board. In the event of the chairman's absence or incapacity to fulfill their duties, the vice-chairman acts as their proxy. If there is no vice-chairman, or if they are also absent or unable to fulfill their duties, one of the executive directors appointed by the chairman acts as a proxy. In the absence of executive directors, one of the directors is designated to act as a proxy. Failure by the chairman to designate a proxy results in mutual appointment of a proxy by one of the executive directors or directors.

The chairmanship mentioned above is to be held by an executive director or director acting as a proxy, who has served in the position for over six months and possesses a comprehensive understanding of the company's financial operations. The same applies if the chairman serves as a representative of a corporate director.

The Shareholders' Meeting convened by the Board of Directors should be chaired by the chairman personally, and it is advisable for more than half of the directors to attend in person, along with at least one representative from each functional committee. The attendance should be documented in the minutes of the Shareholders' Meeting.

If the shareholders' meeting is convened by an entity other than the Board of Directors, the convener shall assume the role of chairman. In cases where there are two or more conveners, they should mutually select one individual to serve as chairman.

The company may designate appointed lawyers, accountants, or relevant personnel to attend the shareholders' meeting.

#### **Article 8.**

The company should record the process of shareholder registration, meeting, and vote counting in audio or video from the moment of accepting shareholder registration.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

In the case of a shareholder meeting conducted via video conference, the company is required to record and preserve data pertaining to shareholder registration, check-in, inquiries, voting, and the company's voting results. Additionally, the entire video conference proceedings must be continuously and uninterruptedly recorded in both audio and video formats.

The company is required to adequately preserve the aforementioned data and audio-visual recordings throughout its existence, and provide the recordings to the trustee responsible for managing the video conference affairs for safekeeping.

**Article 9.**

The attendance at the shareholders' meeting should be calculated based on the number of shares. The number of shares present is calculated based on the attendance register or submitted check-in card, along with the number of shares reported on the video conference platform, and includes the shares voted by written or electronic.

Upon reaching the scheduled meeting time, the chairman should promptly declare the meeting start and announce the number of non-voting shares and the total shares represented.

In the absence of a representative with more than half of the total issued shares present, the chairman may announce a postponement of the meeting. However, such postponement shall be limited to twice, and the total delay time shall not exceed an hour. If the meeting is postponed twice and still fails to achieve the presence of shareholders representing over one-third of the total issued shares, the chairman should declare the meeting adjourned. In the case of a shareholder meeting held via video conference, the company should also announce the adjournment on the video conference platform of the shareholder meeting.

If the aforementioned postponement twice still fails to meet the quorum, with more than one-third of the total issued shares represented by shareholders, a tentative resolution may be adopted according to Article 175-1 of the Company Law. The tentative resolution should then be informed to all shareholders, and a new shareholders' meeting should be convened within one month. In the event of a shareholders' meeting conducted via video conference, shareholders who wish to attend via video should re-register with the company as per Article 6.

Before the end of the meeting, if the shares represented by attending shareholders reach more than half of the total issued shares, the chairman may resubmit the tentative resolution for a vote at the shareholders' meeting, as stipulated in Article 174 of the Company Law.

**Article 10.**

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal on the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the 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 an entity other than the board of directors 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 extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

#### **Article 11.**

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.

A shareholder in attendance 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 shall prevail.

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 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

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 shareholder that has the floor; the chair shall stop any violation.

When a juristic 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.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

For shareholders' meetings conducted via video conference, shareholders participating through video means may submit questions in text on the video conference platform from the time the chairman announces the meeting's commencement until the meeting's



adjournment is announced. Each resolution can be questioned up to two times, with a limit of 200 words per question. The provisions from the first to the fifth do not apply in this case.

#### **Article 12.**

Voting at a shareholders meeting shall be calculated based on the number of shares.

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.

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.

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.

With the exception of 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 three percent 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 shall not be included in the calculation.

#### **Article 13.**

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

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 extraordinary 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 two 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 or via video conference, 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 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 Company Act and in the company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the Market Observation Post System.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they 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.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the company.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

The company convened a video conference for the shareholders' meeting. The shareholders

who participate via video should cast their votes on various resolutions and election motions through the video conference platform after the chairman announces the commencement of the meeting. All voting should be completed before the chairman announces the conclusion of the voting period. Failure to do so will result in forfeiture of voting rights.

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

When the company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 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.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not 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.

#### **Article 14.**

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

#### **Article 15.**

Matters relating to the resolutions of 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 conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the Market Observation Post System.

The 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 their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the company.

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.

When convening a virtual-only shareholder 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-only shareholders meeting online.

#### **Article 16.**

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, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event of 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.

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 total number of shares represented at the meeting and a new tally of votes is released during the meeting.

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 Market) regulations, the company shall upload the content of such resolution to the MOPS within the prescribed time period.

**Article 17.**

Staff handling administrative affairs of a shareholders meeting shall wear identification cards 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 at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, 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.

**Article 18.**

When a meeting is in progress, the chair may announce a break based 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.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

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

**Article 19.**

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.

**Article 20.**

When the company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

**Article 21.**

In the event of a virtual shareholders meeting, 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 the Company Act shall not apply.

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.

For a meeting to be postponed or resumed under the first 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. During a postponed or resumed session of a shareholders meeting held under the first paragraph, no further discussion or resolution is required for proposals for which votes have been cast and results have been announced, or list of elected directors.

When the company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in first 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 a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the first paragraph is required.

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.

When postponing or resuming a meeting according to the first 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.

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, 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, the companies shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the first paragraph.

**Article 22.**

When convening a virtual-only shareholders meeting, the company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online. Apart from the situations outlined in the section 6 of Article 44-9 of the Guidelines for Regulations Governing the Administration of Shareholder Services of Public Companies, the company should provide shareholders with connection equipment and necessary assistance. Additionally, the notice should specify the period during which shareholders can apply to the company and other relevant matters they should be aware of.

**Article 23.**

These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be affected in the same manner.

This regulation was established on May 29, 2019.

The 1st amendment was made on March 3, 2020.

The 2nd amendment was made on June 11, 2020.

The 3rd amendment was made on July 20, 2021.

The 4th amendment was made on June 15, 2022.

The 5th amendment was made on November 3, 2023.