

Stock Code: 8454

# **momo.com Inc.**

## **2018 first Extraordinary General Meeting**

### **Agenda (Translation)**

Date: September 7, 2018 (Friday)

Address: 8F., No.96, Zhouzi St., Neihu Dist., Taipei City 11493

#### Note to Readers:

If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language version shall prevail.

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# **momo.com Inc.**

## **Meeting Procedures**

1. Announcement of Commencement of the Meeting
2. Chairman's Remarks
3. Matters to Discuss
4. Extemporaneous Motions
5. Meeting Adjourned

# **momo.com Inc.**

## **Meeting Agenda**

Date: September 7, 2018 (Friday) at 9:00 a.m.

Venue: 8F., No.96, Zhouzi St., Neihu Dist., Taipei City 11493

1. Reporting the number of shares represented by the attending shareholders and announcing the commencement of the meeting
2. Chairman's remarks
3. Matters to Discuss:
  - (1) The amendments to the Company's Articles of Incorporation
4. Extemporaneous Motions
5. Meeting adjourned

# **Matters to Discuss**

## **Agenda 1**

**Proposed by: Board of Directors**

Agenda: The amendments to the Company's Articles of Incorporation

Explanation:

1. For operational needs of the company, the board hereby proposes to revise the Articles of Incorporation. Please refer to Attachment I (see page 4 – 5 of the present agenda) for the proposed revisions.
2. Approval is respectfully requested.

Resolution:

## **Extemporary Motions**

## **Meeting Adjourned**

# Attachment I

momo.com Inc.

## Comparison Table of Amended Articles of Incorporation

Amended Article	Original Article	Explanation
<p>Article 2</p> <p>The scope of business of the Company is as follows:</p> <p>1. J503020 Television Production</p> <p>2. J503010 Broadcast Production</p> <p>3. J503030 Broadcasting and Television Program Distribution</p> <p>4. J503040 Broadcasting and Television Commercial</p> <p>5. J503050 Video Program Distribution</p> <p>6. F108031 Wholesale of Medical Equipment</p> <p>7. F208031 Retail Sale of Medical Equipment</p> <p>8. F208021 Retail Sale of Drugs and Medicine</p> <p>9. F208011 Retail Sale of Chinese Medicine</p> <p>10. F108021 Wholesale of Drugs and Medicine</p> <p>11. F108011 Wholesale of Chinese Medicine</p> <p>12. F401161 Tobacco Products Import</p> <p>13. F401171 Alcohol Drink Import</p> <p>14. J506021 Satellite Broadcasting Television Program Supplier</p> <p>15. F203020 Retail Sale of Tobacco and Alcoholic Beverages</p> <p><u>16. I301040 The third party payment</u></p> <p><u>17. G902011 Type II Telecommunications Enterprise</u></p> <p><u>18. G801010 Warehousing and Storage</u></p> <p><u>19. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval</u></p>	<p>Article 2</p> <p>The scope of business of the Company is as follows:</p> <p>1. J503020 Television Production</p> <p>2. J503010 Broadcast Production</p> <p>3. J503030 Broadcasting and Television Program Distribution</p> <p>4. J503040 Broadcasting and Television Commercial</p> <p>5. J503050 Video Program Distribution</p> <p>6. F108031 Wholesale of Medical Equipment</p> <p>7. F208031 Retail Sale of Medical Equipment</p> <p>8. F208021 Retail Sale of Drugs and Medicine</p> <p>9. F208011 Retail Sale of Chinese Medicine</p> <p>10. F108021 Wholesale of Drugs and Medicine</p> <p>11. F108011 Wholesale of Chinese Medicine</p> <p>12. F401161 Tobacco Products Import</p> <p>13. F401171 Alcohol Drink Import</p> <p>14. J506021 Satellite Broadcasting Television Program Supplier</p> <p>15. F203020 Retail Sale of Tobacco and Alcoholic Beverages</p> <p>16. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval</p>	<p>For operational needs of the company, adding business activities of 「I301040 The third party payment」, 「G902011 Type II Telecommunications Enterprise」 and 「G801010 Warehousing and Storage」</p>

Amended Article	Original Article	Explanation
<p>Article 37</p> <p>These Articles of Incorporation were approved by all members of the founders meeting on 19 August, 2004</p> <p>First amendment on 10 March, 2005</p> <p>Second amendment on 30 June, 2006</p> <p>Third amendment on 17 May, 2007</p> <p>Fourth amendment on 5 October, 2007</p> <p>Fifth amendment on 30 January, 2008</p> <p>Sixth amendment on 17 January, 2009</p> <p>Seventh amendment on 19 August, 2010</p> <p>Eighth amendment on 5 June, 2012</p> <p>Ninth amendment on 19 November, 2013</p> <p>Tenth amendment on 14 February, 2014</p> <p>Eleventh amendment on 14 May, 2014</p> <p>Twelfth amendment on 6 May, 2015</p> <p>Thirteenth amendment on 20 April, 2016</p> <p>Fourteenth amendment on 17 May, 2017</p> <p><u>Fifteenth amendment on 7 September, 2018</u></p>	<p>Article 37</p> <p>These Articles of Incorporation were approved by all members of the founders meeting on 19 August, 2004</p> <p>First amendment on 10 March, 2005</p> <p>Second amendment on 30 June, 2006</p> <p>Third amendment on 17 May, 2007</p> <p>Fourth amendment on 5 October, 2007</p> <p>Fifth amendment on 30 January, 2008</p> <p>Sixth amendment on 17 January, 2009</p> <p>Seventh amendment on 19 August, 2010</p> <p>Eighth amendment on 5 June, 2012</p> <p>Ninth amendment on 19 November, 2013</p> <p>Tenth amendment on 14 February, 2014</p> <p>Eleventh amendment on 14 May, 2014</p> <p>Twelfth amendment on 6 May, 2015</p> <p>Thirteenth amendment on 20 April, 2016</p> <p>Fourteenth amendment on 17 May, 2017</p>	<p>To include the dates of various amendment</p>

## Appendix

### Directors' Shareholdings

August 9, 2018

Title	Name	Shareholding on final day for stock transfer	Percentage of total issued share capital (%) (Note 3)
Chairperson	Wealth Media Technology Co., Ltd. Representative: Howard Lin	63,047,205	44.38%
Director	Wealth Media Technology Co., Ltd. Representative: James Cheng	63,047,205	44.38%
Director	Wealth Media Technology Co., Ltd. Representative: C. F. Lin	63,047,205	44.38%
Director	Wealth Media Technology Co., Ltd. Representative: Summer Hsieh	63,047,205	44.38%
Director	Tong-An Investment Co., Ltd. Representative: Mao-Hsiung Huang	15,470,000	10.89%
Director	WOORI HOMESHOPPING CO., LTD. Representative: OH KABRYEOL	14,014,000	9.86%
Independent Director	Si-Kuan Chen	0	0%
Independent Director	Yi-Hong Hsieh	0	0%
Independent Director	Hong-Shou Chen	0	0%
Directors' Total Shareholding: 92,531,205 shares, which accounts for 65.14% of the total issued share capital.			

- Notes: 1. According to Article 26 of the Securities and Exchange Act, the sum of registered shares owned by this company's board of directors cannot be less than 6% of the company's total number of shares issued (8,523,510 shares).
2. As an audit committee has been set up in the company, there is no application of minimum number of shares to be held by supervisors.
3. As a percentage of total issued share capital = shares held ÷ total number of shares issued of 142,058,500 (including treasury shares of 2,000,000 shares)



**momo.com Inc.**  
**Articles of Incorporation**  
**(prior to the proposed revision)**

**CHAPTER 1. GENERAL PROVISIONS**

- Article 1. Fubon Multimedia Technology. Co., Ltd, trading under “momo.com Inc.” (hereinafter referred to as “the Company”), is incorporated in accordance with the Company Act.
- Article 2. The scope of business of the Company is as follows:
- A. J503020 Television Production
  - B. J503010 Broadcast Production
  - C. J503030 Broadcasting and Television Program Distribution
  - D. J503040 Broadcasting and Television Commercial
  - E. J503050 Video Program Distribution
  - F. F108031 Wholesale of Medical Equipment
  - G. F208031 Retail Sale of Medical Equipment
  - H. F208021 Retail Sale of Drugs and Medicine
  - I. F208011 Retail Sale of Chinese Medicine
  - J. F108021 Wholesale of Drugs and Medicine
  - K. F108011 Wholesale of Chinese Medicine
  - L. F401161 Tobacco Products Import
  - M. F401171 Alcohol Drink Import
  - N. J506021 Satellite Broadcasting Television Program Supplier
  - O. F203020 Retail Sale of Tobacco and Alcoholic Beverages
  - P. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval
- Article 3. The company’s headquarter is located in Taipei, Taiwan, and may establish domestic and/or overseas branch offices at appropriate locations when necessary. The establishment and closure of offices shall be decided by the board of directors.
- Article 4. Public notices of the Company are handled in accordance with Article 28 of the Company Act and other relevant laws and regulations.

**CHAPTER 2. SHARES**

- Article 5. The authorized capital of the Company is NT \$2 billion, representing 200 million common shares at a par value of NT \$10 per share. The board of directors is authorized to issue the unissued shares in installments. NT \$50 million of the aforementioned capital is reserved as 5 million shares worth of stock subscription warrants, to be issued to employees in installments pursuant to the resolution by the board of directors.
- Article 6. The Company is not restricted by Article 13 of the Company Act, which stipulates that the total of its investments in subsidiaries shall not exceed forty percent of the amount of its own paid-up capital.

Article 7. All shares of the Company are registered shares. Share certificates are assigned with serial numbers and affixed with the signatures or personal seals of three or more directors of the Company, and duly certified or authenticated by the competent authority or a certifying institution appointed by the competent authority before issuance.

For the shares to be issued to the public by a company, the issuing company may be exempted from printing any physical share certificate for the shares issued.

For the shares to be issued in accordance with the provision of the preceding Paragraph, the issuing company shall appoint a custodian institution for the recordation of the issuance of such shares.

Article 8. The entries in the shareholders' list referred to in the preceding paragraph shall not be altered and all transfer of shares shall be suspended 30 days prior to the meeting date of the annual general shareholders' meeting, 15 days prior to the meeting date of the special shareholders' meeting, and five days prior to the target date fixed by the Company for distribution of dividend, bonus, or other benefits.

Once the Company's shares are issued to the public, all transfer of shares are suspended 60 days prior to the meeting date of the general shareholders' meeting, 30 days prior to the meeting date of the special shareholders' meeting, and five days prior to the date of distribution of dividend, bonus, or other benefits.

Article 9. Once the Company's shares are issued to the public, all shares are handled in accordance with the regulations stipulated in the Regulations Governing the Administration of Shareholder Services of Public Companies unless otherwise stipulated in other laws or regulations.

Article 10. Once the Company's shares are issued to the public, the exercise price for employee stock subscription warrants that are listed on the emerging board, or are neither listed on an exchange nor traded over-the-counter (OTC) at securities firms, may be lower than its net value per share as reported and be verified and certified by the accountant, in the financial reports for the most recent fiscal period. After the company becomes an exchange-listed or OTC-listed company, the exercise price of stock subscription warrants for employees that are issued by the Company, may be lower than the closing price of the Company's common shares as of the issuing date. However, the issuance of the preceding stock subscription warrants to employees must obtain the consent of at least two-thirds of the voting rights represented at a shareholders' meeting attended by shareholders representing a majority of the total issued shares.

Article 11. Once the Company becomes an exchange-listed or OTC-listed company, repurchased treasury shares may be transferred to company employees at a transfer price lower than the average repurchase price pursuant to relevant regulations and the resolution by the most recent shareholders' meeting.

### **CHAPTER 3. SHAREHOLDERS' MEETING**

- Article 12. Once the Company's shares are issued to the public, a notice to convene a general/special shareholders' meeting shall be given to the shareholdersthirty/fifteen days in advance. The notice shall indicate the meeting date, meeting place, and the reason for convening the meeting. Shareholders holding less than 1000 shares shall be notified of the shareholders' meeting by public notice. The notice may be given as a means of electronic transmission after obtaining a prior consent from the recipients thereof.
- Article 13. A shareholders' meeting shall, unless otherwise provided for in the Company Act or other relevant laws and regulation, be convened by the board of directors. For a shareholders' meeting convened by the board of directors, the chairman of the board shall assume the chairman of the meeting. If the chairman of the board is absent or unable to exercise authority, the Chairman should appoint an elected representative of the Board to assume the responsibility of chairing the meeting. If no representative of the board is appointed, members of the board shall nominate a representative among themselves to chair the meeting. For a shareholders' meeting convened by any other person having convening rights, he/she shall act as the chairman of that meeting provided. However, if there are two or more persons with convening rights, the chairman of the meeting shall be elected from among themselves. Shareholder meetings will be held as stipulated by the Company's Regulations and Procedures of Shareholders' Meeting.
- Article 14. Once the Company's shares are issued to the public, shareholders that are unable to attend shareholders' meetings shall state the scope of power authorized to the proxy on the proxy form printed by the Company, affixed with signature or seal, and appoint a proxy to attend the meeting on their behalf in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies stipulated by the competent authorities, unless otherwise stipulated in Article 177, Article 177-1, and Article 177-2 of the Company Act and Article 25-1 of the Securities and Exchange Act.
- Article 15. Unless set forth in Article 179 of the Company Act stating the restriction or no voting right on the exercise of voting power, a shareholder shall have one voting power in respect of each share in his/her/its possession
- Article 15-1 The voting power at a shareholders' meeting of the Company may be exercised in writing or by way of electronic transmission.
- Article 16. Resolutions at a shareholders' meeting shall, unless otherwise provided for in relevant laws and regulations, be adopted by a majority vote of the shareholders or their proxies present, who represent more than one-half of the total number of voting shares.
- Article 17. Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty days after the close of the meeting.

The preparation and distribution of the minutes of shareholders' meeting as required in the preceding Paragraph may be completed by means of electronic transmission. Once the Company's shares are issued to the public, the minutes of shareholders' meeting may be disclosed to the shareholders via a public notice.

Article 18. The Company may, in pursuance of the resolution adopted by its board of directors, apply to the competent authority in charge for an approval of the public issuance of its shares. The Company may apply for an approval of ceasing its status as a public company by a resolution adopted, at a shareholders' meeting, by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares. Article 18 shall remain unchanged during the Company's listing in emerging, OTC, and stock exchange markets.

In the event the total number of shares represented by the shareholders present at the shareholders' meeting whose shares have been issued to the public is less than the percentage of the total shareholdings required in the preceding Paragraph, the resolution may be adopted by two-third of the voting rights exercised by the shareholders present at the shareholders' meeting who represent a majority of the outstanding shares of the company.

#### **CHAPTER 4. BOARD OF DIRECTORS, OF THE AUDIT COMMITTEE, AND MANAGERIAL OFFICERS**

Article 19. The Company shall have nine to eleven directors on the board of directors, with a term of office of three years. Directors shall be elected by the shareholders during the shareholders' meeting and Directors may be re-elected. In case no election of new directors is affected after the expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until a time when new directors are elected and assumed their roles as directors. However, the competent authority may, ex officio, order the Company to elect new directors within a given time limit; and if no re-election is effected after the expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date. Once the Company's shares are issued to the public, to fulfill Company governance, the board of directors of the Company shall establish no less than three in number and not less than one-fifth of the total number of independent directors, in accordance with Article 14-2 of the Securities and Exchange Act. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, method of nomination and election, and other matters for compliance with respect to independent directors shall be prescribed by the competent securities and exchange authority.

During director elections, a nomination system shall be used to elect directors, where candidates from a list of directors are chosen in the shareholders' meeting, independent and dependent directors are elected concurrently, but count towards separate quorums. A candidate to whom the ballots cast represents a prevailing number of votes shall be deemed a(n) dependent/independent director-elect.

The Company shall purchase liability insurance for its directors.

Article 20. In Accordance with Article 14-4 of the Securities and Exchange Act, the Company shall establish an audit committee comprising of all independent directors. The exercise of authority of the audit committee and other compliance requirements are stipulated by the Company Act, Securities and Exchange Act, and the Company's Articles of Incorporation

Supervisors shall be disbanded on the establishment date of the audit committee.

Article 21. Member of the board of directors is selected through a registered cumulative voting method. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for the election of one candidate or may be split for the election of two or more candidates. A candidate to whom the ballots are cast represent a prevailing number of votes shall be deemed a director-elect.

Article 22. The board shall be comprised of the board of directors. The powers and duties of the board of directors are as follows:

1. Draft business plans;
2. Propose earnings distribution or loss make-up proposals;
3. Propose plans for capital increase and/or reduction;
4. Establish key articles of incorporation and organizational structure;
5. Appoint or discharge managers of the Company;
6. Establish or terminate branch units of the Company;
7. Propose annual budgets and closures of accounts; and
8. Other duties and power authorized by the Company Act and the resolution by the board meeting.

Article 23. The board of directors shall elect a chairman of the board from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The chairman represents the Company externally.

Article 24. Unless otherwise stipulated in the Company Act, meetings of the board of directors shall be convened by the chairman of the board. Unless otherwise stipulated in the Company Act, resolutions of the board of directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

Article 25. The Chairman of the board shall assume the role of the chairman at the board meetings. If the chairman of the board is absent or unable to exercise his/or authority, the Chairman shall appoint a director to assume responsibility as Chairman. If no director is appointed, the directors shall elect an acting chairman amongst themselves. The directors shall attend the board meeting in person. Directors who are unable to attend shall appoint another director to attend on their behalf. A director may accept the appointment to act as the proxy of only one other director referred to in the preceding Paragraph.

Meeting of the board of directors could proceed via a visual communication

network. The directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

In calling a meeting of the board of directors, a notice in the form of a fax or electronic mail setting forth therein the subject(s) to be discussed at the meeting shall be given to each director and no later than seven days prior to the scheduled meeting date. However, in the case of emergency, the meeting may be convened at any time.

Article 26. All directors of the board who are engaged in the Company's business shall be paid travel costs and remuneration. The allocation of remuneration shall be decided upon at the meeting of the board of directors based on industry standards. When the Company generates profit, remuneration shall be allocated to the board of directors in accordance with Article 31 of the Articles of Incorporation.

Once the Company's shares are issued to the public, reasonable remuneration may be allocated to independent directors separately from the amount allocated to non-independent directors.

Shareholders or directors assuming the roles of managers or employees at the Company shall be deemed a member of the general staff and paid a management or employee salary based on their duties. The salary amount shall be stipulated as per contract or in accordance with relevant laws and regulations.

Article 27. The Company shall appoint managers. The appointment, discharge, and remuneration of managers at the Company shall be handled in accordance with Article 29 of the Company Act.

## **CHAPTER 5. ACCOUNTING**

Article 28. The Company adopts the period from 1 January each calendar year through 31 December of the same calendar year for the fiscal year. Closing for the year shall be made after each fiscal year end.

Article 29. In accordance with Article 228 of the Company Act, the board of directors shall prepare the following statements and records at the close of the fiscal year and shall present the said statements for approval at the annual general meeting of shareholders:

1. The business report;
2. The financial statements; and
3. The earning surplus distribution or loss off-setting proposals.

Article 30. Distribution of the dividends and bonuses shall be based on the proportion of the number of shares held by each shareholder accordingly. In the instance of no earnings surplus, the Company shall not distribute dividends or bonuses.

Article 31. If the Company has any profit upon closing of accounts, a percentage of the profits shall be distributed as director and employee remuneration, as follows:

1. a maximum of 0.3% as director remuneration
2. 0.1% to 1% as employee remuneration

However, if the Company is operating at a loss, profits shall be retained to make up the losses of preceding years.

Subjects for the distribution of remuneration all include all subordinate employees who meet stipulated criteria.

Article 31-1 If the Company has any profit upon closing of accounts, the Company shall first settle outstanding taxes and offset accumulated losses of the preceding years, and then set aside 10% of such profits as a legal surplus. However, when the legal surplus amounts to the authorized capital, this shall not apply. An additional sum of the special surplus may be retained in accordance with relevant rules and regulations or business requirements. The remaining surplus, if any, along with unallocated earnings of previous years, shall be eligible to be distributed pursuant to the decision by the board meeting. At least 10% of the earnings surplus each year shall be set aside, and an earnings distribution plan shall be provided to be resolved by the shareholders' meeting for distribution.

Article 32. Only shareholders of record five days prior to the distribution date of dividend and earnings distribution are eligible for distribution.

Article 33. In consideration of the current status and development stage of the Company, the Company intends to adopt a dividend policy that seeks to best balance the operating requirements and shareholder interests. A suitable dividend distribution plan shall be drafted upon the board meeting based on the future capital budget plan of the Company to assess future fund requirement, profitability, financial structure, and earnings dilution impact. The dividend distribution plan shall be submitted to be resolved by the shareholders' meeting.

Dividends are distributed in the form of stock dividends or cash dividends, of which, cash dividends shall amount to at least 10%, in order to sustain company operations and growth while balancing the need for dividend distribution and shareholders rights.

## **CHAPTER 6. SUPPLEMENTARY PROVISIONS**

Article 34. The Company shall make external guarantees in accordance with business operations.

Article 35. The Company shall alternatively establish organizational structure and protocols of procedure.

Article 36. Matters not provided in these Articles of Incorporation shall be conducted pursuant to the Company Act.

Article 37. These Articles of Incorporation were approved by all members of the founders meeting on 19 August, 2004.

First amendment on 10 March, 2005

Second amendment on 30 June, 2006

Third amendment on 17 May, 2007

Fourth amendment on 5 October, 2007

Fifth amendment on 30 January, 2008

Sixth amendment on 17 January, 2009  
Seventh amendment on 19 August, 2010  
Eighth amendment on 5 June, 2012  
Tenth amendment on 14 February, 2014  
Eleventh amendment on 14 May, 2014  
Twelfth amendment on 6 May, 2015  
Thirteenth amendment on 20 April, 2016  
Fourteenth amendment on 17 May, 2017

momo.com Inc.

Chairman: Fu-Hsing Lin



## **momo.com Inc.**

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

- Article 1. The present regulations and procedures are established in accordance with Article 5 of the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies to set guidelines for the governance, supervision, and management of the shareholders' meeting of Fubon Multimedia Technology Co., Ltd., trading under "momo.com Inc." (hereinafter referred to as the Company).
- Article 2. The Company's shareholders' meetings shall be held pursuant to the present regulations and procedures unless otherwise specified in laws and regulations.
- Article 3. The Company's shareholders' meetings shall be convened by the board of directors unless otherwise specified in laws and regulations.

The Company shall prepare electronic files of the shareholders' meeting notice, proxy form, causes and descriptions of proposals for ratification, matters for discussion, appointment or dismissal of directors or supervisors, and other matters on the shareholders' meeting agenda, and upload the aforementioned information to the Market Observation Post System (MOPS) at least 30 days before a general shareholders' meeting or 15 days before an extemporary shareholders' meeting. The Company shall also prepare electronic files of the shareholders' meeting agenda and supplementary meeting materials and upload them to the MOPS at least 21 days before a general shareholders' meeting or 15 days before an extemporary shareholders' meeting. The meeting agenda and supplementary meeting materials shall be prepared at least 15 days before each shareholder meeting and made accessible to shareholders; they shall also be displayed at the Company and its shareholder service agents and distributed at the meeting venue.

Shareholders' meeting notices and public announcements shall indicate the purposes of the meetings and may be issued by way of electronic transmission provided that the consent of the counterpart(s) is obtained in advance.

Matters pertaining to appointment or dismissal of directors and supervisors, alteration of incorporation articles, and dissolution, merger, split, or specifications in Paragraph 1, Article 185 of the Company Act and Articles 26-1 and 43-6 of the Securities and Exchange Act hereof shall be itemized in the causes or subjects to be described in the notice of convening a shareholders' meeting, and shall not be presented as extemporary motions.

Each shareholder in possession of over 1% of the total outstanding shares of the Company shall be allowed a single proposal in writing to be discussed in each shareholders' meeting. Proposals that involve more than one item shall not be included in the agenda. If a proposal involves one of the situations described in Paragraph 4, Article 172-1 of the Company Act, the board of directors may exclude the proposal from the agenda.

Prior to the share transfer suspension date set before a general shareholders' meeting is convened, the Company shall publicly announce the location and period for shareholders to submit their proposals to be discussed at the meeting. The period for submitting such proposals shall not be less than 10 days.

Each shareholder's proposal shall contain no more than 300 words. Proposals in excess of 300 words shall not be included in the agenda. A shareholder who has submitted a proposal shall attend the general shareholders' meeting in person or by a proxy and participate in the discussion of such proposal.

The Company shall inform shareholders who have submitted proposals of the processing results before the shareholders' meeting is convened and include proposals complying with the present article in the meeting notice. The board of directors shall explain the reasons for excluding any shareholder's proposal in the agenda during the shareholders' meeting.

- Article 4. A shareholder may issue the Company's proxy form with the scope of authorization indicated to appoint a proxy to attend a shareholders' meeting.

Each shareholder may issue one proxy form and appoint one proxy only. The proxy form shall be delivered to the Company at least five days before the shareholders' meeting in concern is convened. In a case where more than one proxy form is received, the first one received by the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the Company receives the proxy form, a shareholder intending to attend the shareholders' meeting in person or exercise his/her/its voting rights in writing or by way of electronic transmission shall file a proxy rescission notice at least two days before the shareholders' meeting is convened. Otherwise, the voting right exercised by the authorized proxy at the meeting shall prevail.

- Article 5. Shareholders' meetings shall be held at the premises of the Company or locations convenient for shareholders and appropriate for shareholders' meetings. Meetings may not begin earlier than 9:00 a.m. or later than 3:00 p.m. After independent directors are appointed, their opinions regarding the location and time of shareholders' meetings shall be given full consideration.

- Article 6. The Company shall specify in shareholders' meeting notices the time and location for the registration of shareholders and other matters of attention.

The registration of shareholders shall begin at least 30 minutes before the meeting commences. The registration counter shall be clearly indicated. A sufficient number of competent personnel shall be assigned to process registration.

Attending shareholders or their appointed proxies must present their attendance passes, attendance cards, or other certificates for admittance. Proxy solicitors shall also bring their identification certificates for verification.

The Company shall provide an attendance list for the registration of attending shareholders; attending shareholders may choose to submit their attendance cards

instead of signing the attendance list.

The Company shall distribute the shareholders' meeting agenda, annual report, attendance passes, speech notes, ballots, and other meeting materials to shareholders attending the shareholders' meeting; separate ballots shall be given for director or supervisor elections.

A shareholder who is a government agency or a juristic person may send more than one representative to attend shareholders' meetings. However, a juristic person serving as a proxy to attend a shareholders' meeting may appoint only one representative to attend the meeting.

- Article 7. If a shareholders' meeting is convened by the board of directors, the chairman shall preside over the meeting. If the chairman is on leave or is unable to perform his/her duties, the vice chairman shall preside over the meeting. If the Company does not have a vice chairman or the vice chairman is also on leave or unable to perform his/her duties, the chairman shall appoint an executive director to preside over the meeting. If there is no executive director, the chairman shall appoint a director to act on his/her behalf. If the chairman has not appointed an agent, the directors shall elect among themselves one director to act on behalf of the chairman.

To serve as an agent for the chairman to preside over a shareholders' meeting, a director must have been on the board for at least six months and is familiar with the financial and business operations of the Company. The same requirement shall apply when a representative of the director of a juristic person is to chair a shareholders' meeting.

It is considered appropriate that the majority of the directors attend shareholders' meetings convened by the board of directors.

When a shareholders' meeting is convened by a party entitled to do so, the said party shall chair the meeting. If there are two such parties, one shall be elected to chair the meeting.

The Company may appoint its legal counsels, accountants, or relevant personnel to attend shareholders' meetings.

- Article 8. The Company shall make uninterrupted audio and video recordings over the entire meeting process, including the shareholders' registration process, meeting proceedings, and election and vote-count in each shareholders' meeting and retain the audio and video recordings for at least one year. However, if any shareholder files a lawsuit in regard to a meeting in accordance with Article 189 of the Company Act, the audio and video recordings of the meeting shall be retained until the lawsuit is concluded.

- Article 9. The attendance of shareholder meetings shall be determined based on the number of outstanding shares. The number of shares of the attending shareholders shall be calculated based on the signatures on the attendance list, the submitted attendance cards, and the shares from shareholders exercising their right to vote in writing or

by way of electronic transmission.

The chairman shall call a meeting to order according to the schedule. However, if the number of outstanding shares represented by the attending shareholders is less than one half of the total outstanding shares, the chairman may postpone the meeting up to two times for no more than one hour in total. If the number of shares represented by the attending shareholders is still less than one third of the total outstanding shares after two postponements, the chairman shall declare the meeting aborted.

If the number of shares represented by the attending shareholders remains less than one half but more than one third of the total outstanding shares after two postponements, tentative resolutions may be passed according to Paragraph 1, Article 175 of the Company Act. Shareholders shall be notified of such tentative resolutions and that a shareholders' meeting is to be convened within one month.

If the number of shares represented by the attending shareholders totals more than one half of the total outstanding shares before the end of the meeting, the chairman may act pursuant to Article 174 of the Company Act and request the attending shareholders to vote on the tentative resolutions.

Article 10. The agendas of meetings convened by the board of directors shall be set by the board of directors and such meetings shall be conducted pursuant to the agendas unless the shareholders' meeting changes the agendas by resolution.

The preceding paragraph shall apply *mutatis mutandis* to meetings convened by other parties entitled to convene shareholders' meetings.

The chairman may not adjourn a meeting before the agenda established as specified in the two preceding paragraphs (including extemporary motions) is concluded, unless it is otherwise resolved during the meeting. If the chairman adjourns the meeting in violation of the Regulations and Procedures of Shareholders' Meeting, the other members of the board of directors shall immediately assist the attending shareholders to elect a new chairman, by majority vote, pursuant to legal procedures to continue the meeting.

The chairman shall provide shareholders, who are submitting proposals or proposing amendments or extemporary motions, sufficient time to explain and discuss their issues until they are ready to be put to a vote.

Article 11. A shareholder who wishes to speak during a shareholders' meeting is required to fill out containing the summary of the speech and the shareholder account number (or attendance card number) and account name in advance a speech note. The chairman shall decide the speaking order of the shareholders.

Any attending shareholder who submits a speech note but does not speak shall be considered unspoken. If a shareholder's speech is inconsistent with his/her/its speech note, the content of the actual speech shall prevail.

Each shareholder shall not speak about the same proposal more than twice without the permission of the chairman and exceed five minutes in each speech session.

The chairman shall stop a speech of any shareholder whose speech is in violation of relevant regulations or concerns issues beyond the subject.

Shareholders shall not interrupt the speech of a speaking shareholder without the permission of the chairman and the speaking shareholder; otherwise the chairman shall stop such interruptions.

When a shareholder, who's a juristic person, has two or more representatives attending a shareholders' meeting only one representative may speak about each proposal.

The chairman or whose relevant designated personnel may respond after an attending shareholder has finished speaking.

Article 12. Votes at a shareholders' meeting shall be counted based on the number of shares.

The shares held by shareholders without voting rights shall not be included in the total number of outstanding shares.

If there is any concern that the interest of a shareholder regarding an issue discussed during a shareholders' meeting may jeopardize the Company's interests, the shareholder may not participate in voting or serve as a proxy to exercise the voting rights of any other shareholder.

The number of shares held by a shareholder who is prohibited from exercising his/her voting rights as described in the preceding paragraph shall not be included in the total number of shares in voting.

Besides the shareholder service agents ratified by the trust enterprise or securities authority, the voting rights of an individual serving as the proxy for two or more shareholders shall not exceed 3% of the total number of outstanding shares. The excess shares shall not be calculated.

Article 13. Each shareholder is entitled to one vote for each share in his/her possession. This does not apply to shareholders who has restricted or no voting rights according to Paragraph 2, Article 179 of the Company Act.

During a shareholders' meeting, shareholders may exercise their voting rights by way of electronic transmission or in writing. The means of exercising the voting rights shall be specified in the shareholders' meeting notice. Shareholders who exercise their voting rights by way of electronic transmission or in writing shall be deemed to have attended the shareholders' meeting in person, but shall be deemed to have waived their rights to vote in extemporary motions or the amendments to the original proposals at the meeting. Therefore, the Company shall avoid proposing extemporary motions and amendments.

A shareholder who chooses to exercise his/her voting rights in writing or by way of electronic transmission shall have the decision delivered to the Company at least two days before the meeting. If two or more decisions are delivered to the Company, the first one received shall prevail unless a notice of revocation of the foregoing decisions is issued.

A shareholder intending to attend the shareholders' meeting in person after

expressing the decision to exercise his/her voting rights in writing or by way of electronic transmission shall revoke the decision by the same means previously used in exercising his/her voting rights at least two days before the meeting; otherwise, the voting right exercised in writing or by way of electronic transmission shall prevail. If a shareholder expresses the intention to exercise his/her voting rights in writing or by way of electronic transmission and at the same time appoints a proxy to attend the meeting, the voting rights shall be exercised by the proxy.

Unless otherwise specified in the Company Act or the Company's articles of incorporation, a resolution shall be adopted with the consent of the majority of the attending shareholders. When voting is conducted, the chairman or a designated person shall announce the total number of voting rights of the attending shareholders before voting for each proposal begins. The Company shall upload the shareholders' approvals, disapprovals, and waivers to the MOPS on the same day after the shareholders' meeting.

If amendments or alternative proposals are submitted for the same proposal, the chairman shall decide the voting sequence on the amendments and/or alternative proposals along with the original proposal. Once one of them is passed, the others shall be considered vetoed and no further voting is needed. The Chairman shall appoint scrutineers and vote counters for votes on proposals. Scrutineers shall be selected from existing shareholders.

Vote-count during a shareholders meeting shall be conducted publicly at the meeting venue. The results, including the numbers of votes, shall be announced immediately after counting and filed to records.

Article 14. Elections of directors and supervisors taking place during a shareholders' meeting shall be conducted pursuant to election regulations established by the Company. The results shall be announced immediately at the election, including the names of the elected directors and supervisors and the numbers of votes they received.

The ballots casted in the elections stated in the preceding paragraph shall be sealed with the signatures of the scrutineers and properly kept for at least one year. If a shareholder files a lawsuit over election results in accordance with Article 189 of the Company Act, the ballots shall be kept until the lawsuit is concluded.

Article 15. Resolutions established during a shareholders' meeting shall be recorded in the meeting minutes carrying the signature or personal seal of the chairman. The meeting minutes shall be distributed to shareholders within 20 days after the end of the meeting. Drafting and distribution of meeting minutes may be conducted electronically.

The Company may distribute meeting minutes electronically by uploading them to the MOPS.

The date, location, name of chairman, method of adopting resolutions, summary

of meeting proceedings, and results of each meeting shall be clearly indicated in the meeting minutes, which shall be kept as long as the Company exists.

Article 16. On the day of each shareholders' meeting, the Company shall compile in tables the numbers of shares obtained by solicitors and the numbers of shares represented by proxies in the specified format. These tables shall be posted at noticeable locations inside the meeting venue.

If any resolutions achieved during a shareholders' meeting are defined as critical information in relevant laws and regulations or the regulations of Taiwan Stock Exchange Corporation, the Company shall upload the contents of such resolutions to the MOPS within the specified period.

Article 17. The personnel handling the affairs of shareholders' meetings shall wear identification passes or armbands.

The chairman may command disciplinary personnel or security guards to maintain order in the meeting venue. Such disciplinary personnel or security guards shall wear armbands or identification passes carrying the wording of "Disciplinary Personnel" when on duty.

If the meeting venue is equipped with audio equipment by the company, the chairman may stop shareholders from using other equipment while speaking.

If any shareholders violate the meeting regulations and procedures, disobey the chairman's correction, disrupt meeting proceedings, and refuse to cooperate when ordered to discontinue their misbehaviors, the chairman may instruct disciplinary personnel or security guards to escort them to leave the meeting venue.

Article 18. When a meeting is in session, the chairman may set time for breaks. In force majeure situations, the chairman may decide to temporarily suspend the meeting and announce when to resume the meeting depending on the circumstances.

If a meeting cannot be continued at the meeting venue before the agenda, (including extemporary motions) of the meeting is concluded, the shareholders' meeting may be adjourned to another location by vote to continue the meeting.

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

Article 19. The Regulations and Procedures shall take effect after approval by the shareholders' meeting and the same procedure shall apply when amendments are made.

Article 20 Regulations and Procedures of Shareholders' Meeting were agreed to and signed on May 17, 2007.

The first amendment was made on November 19, 2013.

An amendment was made for a second time on May 17, 2017.