

Holtek Semiconductor Inc.

Rules and Procedures of Shareholders' Meeting

Article 1

The Rules and Procedures of shareholders' meeting of the Company, except as otherwise provided by laws and regulations or the articles of the incorporation, should be implemented in accordance with the regulations of the "Rules and Procedures of Shareholders' Meeting."

Article 2

Unless otherwise provided by laws or regulations, the Company's shareholders meetings should be convened by the board of directors.

Changing the way of convening a shareholders meeting for the Company should be obtained approval from the board of directors no later than sending the shareholders meeting notice.

The Company should prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting.

The Company should prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the Company should also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials should also be displayed at the Company and the designated professional shareholder services agent.

The shareholders meeting agenda and supplemental meeting materials in the preceding paragraph, the Company should provide to shareholders for review at the place of the a shareholders meeting by the following ways:

1. When convening a physical shareholders meeting, the meeting materials should be distributed on-site at the meeting place.
2. When convening a video assisted shareholders meeting, the meeting materials should be distributed on-site at the meeting place and be transmitted to the video conference platform by the electrical file.
3. When convening a shareholders meeting via videoconferencing, the meeting materials should be transmitted to the video conference platform by the electrical file.

Governing the Offering and Issuance of Securities by Securities Issuers should be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting.

None of the matters mentioned above may be raised by an extraordinary motion.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting.

The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda.

When the circumstances of any subparagraph of paragraph 4, Article 172-1, of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, the Company should publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal should be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, the Company should inform the shareholders who submitted proposals of the proposal screening results, and should list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors should explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 3

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and should deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest should prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation should be submitted to the Company before two business days of the meeting

date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy should prevail.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting via videoconferencing, a written notice of proxy cancellation should be submitted to the Company before two business days of the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy should prevail.

Article 4 (Principles determining the time and place of a shareholders meeting)

The place for shareholders meeting should be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration should be given to the opinions of the independent directors with respect to the place and time of the meeting.

When the Company convenes a shareholders meeting via videoconferencing, the venue for a shareholders meeting in the preceding paragraph has waived.

Article 5 (Preparation of documents such as the attendance book)

The Company should specify in its shareholders meeting notices the time during which shareholders/solicitors/proxies (collectively, "shareholders") registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted in the preceding paragraph should be at least 30 minutes before the meeting commences.

The place at which attendance registrations are accepted should be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

For a shareholders meeting by video conference, the Company should accept shareholder attendance on the video conference platform 30 minutes before the meeting commences.

Shareholders who have completed attendance registrations will be deemed to have attended the meeting in person.

Shareholders should attend the shareholders meeting by attendance card, sign-in card, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms should also bring identification documents for verification.

This Company should furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company should furnish attending shareholders with the meeting agenda, annual report, attendance card, speaker's slip, ballot paper, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots should also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

For convening a shareholders meeting by video conference, shareholders who intend to attend the meeting via videoconferencing should register to the Company two business days before the date of the shareholders meeting.

For convening a shareholders meeting by video conference, the Company should upload the meeting agenda, annual report, and other relevant information to the video conference platform of a shareholders meeting at least 30 minutes before the meeting commences, and continuously disclose the meeting data until the end of the meeting.

Article 5-1 (Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)

To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - 2-1. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - 2-2. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - 2-3. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - 2-4. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

Article 6 (The chairman and non-voting participants of a shareholders meeting)

If a shareholders meeting is convened by the board of directors, the meeting should be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson should act in place of the chairperson;

if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson should appoint one of the managing directors to act as chairman, or, if there are no managing directors, one of the directors should be appointed to act as chairman. Where the chairperson does not make such a designation, the managing directors or the directors should select from among themselves one person to serve as chairman.

When a managing director or a director serves as chairman, as referred to in the preceding paragraph, the managing director or director should be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same should be true for a representative of a juristic person director that serves as chairman.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance should be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party should chair the meeting.

When there are two or more such convening parties, they should mutually select a chairman from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a nonvoting capacity.

Article 7 (Documentation of a shareholders meeting by audio or video)

The Company, beginning from the time it accepts shareholder attendance registrations, should make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

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

For convening a shareholders meeting by video conference, the Company should keep records for enrollment, registration, sign-in, question, voting, and vote counting results of shareholders, and should make an uninterrupted audio and video recording for the video conference.

For the information and recorded materials in the preceding paragraph, the Company should keep in proper custody for the duration; and provide the audio/video data to those who are entrusted with holding video conference for safekeeping. For convening a shareholders meeting by video conference, the Company is advised to make an audio and video recording with back-end operation interface of the video conference platform.

Article 8

Attendance at shareholders meetings should be calculated based on numbers of shares. The number

of shares in attendance should be calculated according to the shares indicated by the attendance book, sign-in cards handed in, and numbers of shares registered by video conference platform plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chairman should call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairman should declare the meeting adjourned. Those who attend the shareholders meeting via videoconferencing, should register to the Company again according to Article 5.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholder represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders should be notified of the tentative resolution and another shareholders meeting should be convened within one month. Before finishing at the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairman may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 9

If a shareholders meeting is convened by the board of directors, the meeting agenda should be set by the board of directors. Votes should be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting should 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 a party with the power to convene that is not the board of directors.

The chairman 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 chairman declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors should promptly assist the attending shareholders in electing a new chairman in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders and then continue the meeting.

The chairman should 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 chairman thinks 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 10 (Shareholder speech)

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 chairman.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak should 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 should prevail.

Except with the consent of the chairman, 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 chairman 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 chairman and the shareholder that has the floor; the chairman should stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only appointed one of the representatives may speak on the same proposal.

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

For convening a shareholders meeting by video conference, shareholders who attend the meeting via videoconferencing should ask questions in text in the video conference platform after the chairman calls the meeting to order and before the chairman declares the meeting adjourned. Each proposal should not be raised more than twice, and it is limited to 200 words each time. This regulation is not applicable to Paragraph 1 to Paragraph 5.

If the question in the preceding paragraph does not violate the rules or exceed the scope of the agenda item, it is advised to disclose the question in the video conference platform of a shareholders meeting to be well-known.

Article 11 (Calculation of voting shares and recusal system)

Voting at a shareholders meeting should 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 should 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 should 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 should not be included in the calculation.

Article 12

A shareholder should 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 should 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 should 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 should deliver a written declaration of intent to the Company before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest should 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 attend a shareholders meeting via videoconferencing, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph should 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 should 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 should prevail.

Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal should require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chairman or a person designated by the chairman should 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, should be entered into the MOPS. When there is an amendment or an alternative to a proposal, the chairman should 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 should be required.

Vote monitoring and counting personnel for the voting on a proposal should be appointed by the chairman, provided that all monitoring personnel should be shareholders of the Company.

Vote counting for shareholders meeting proposals or elections should 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, should be announced on-site at the meeting, and a record made of the vote.

When the Company convenes a shareholders meeting by video conference, shareholders who attend the meeting via videoconferencing should vote on each proposal and election through the video conference platform after the chairman call the meeting to order as well as should finish the voting before the chairman announces the vote closed. Overtime will be deemed a waiver.

When convening a shareholders meeting by video conference, the chairman should base on non-recurring count for votes to announce the vote/election results after announcing the vote closed.

When the Company convenes a video-assisted shareholders meeting, shareholders who register to attend the meeting via videoconferencing according to Article 6 intend to attend the meeting in person, he/she should cancel the registration by the same means as he/she registers 2 business days before the date of shareholders meeting.

Shareholders who cancel the registration over the time limit should only attend the meeting via videoconferencing.

For shareholders who do not cancel to exercise voting rights by correspondence or electronic means and attend the shareholders meeting via videoconferencing, except for extraordinary motions, he/she should not exercise the voting right to original proposals, should not submit to amend the original proposals, or should not exercise the voting right to amendments to the original proposals.

Article 13

The election of directors or supervisors at a shareholders meeting should be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results should 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 should 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 should be retained until the conclusion of the litigation.

Article 14

Matters relating to the resolutions of a shareholders meeting should be recorded in the meeting minutes. The meeting minutes should be signed or sealed by the chairman 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 MOPS.

The meeting minutes should accurately record the year, month, day, and place of the meeting, the chairman'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 should be retained for the duration of the existence of the Company.

For convening a shareholders meetings by video conference, the meeting minutes should not only record the matters according to the preceding paragraph, but record the start/end time of a shareholders meeting, how to call a meeting, the chairman and meeting recorder's full name, and the actions taken when malfunction of video conference platform occurs or barrier to attending meeting via videoconferencing occurs because of natural disaster, incident occurring, or force majeure event.

When the Company convenes a shareholders meeting via videoconferencing, in addition to handle according to the preceding paragraph, it should be specified in the shareholders meeting notice. For shareholders who have difficulty in attending the meeting via videoconferencing should provide an alternative measure.

Article 15 (Public disclosure)

On the day of a shareholders meeting, the Company should 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, number of shares represented by correspondence or electronically, and should make an express disclosure of the same at the place of the shareholders meeting. For convening a shareholders meeting by video conference, the Company should upload the information as mentioned above to the video conference platform of a shareholders meeting at least 30 minutes before the meeting commences, and continuously disclose the meeting data until the end of the meeting.

When the Company convenes a shareholders meeting via videoconferencing and calls the meeting to order, it should disclose the total number of issued shares represented by shareholders attending the meeting to the video conference platform, and also disclose the statistical tallies of the total numbers of voting rights and shares represented by shareholders attending the meeting during the meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under TWSE (or GreTai Securities Market) regulations, the

Company should upload the content of such resolution to the MOPS within the prescribed time period.

Article 16 (Maintaining order at the meeting place)

Staff handling administrative affairs of a shareholders meeting should wear identification cards or arm bands.

The chairman 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 should 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 chairman may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chairman's correction, obstructing the proceedings and refusing to heed calls to stop, the chairman may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 17 (Recess and resumption of a shareholders meeting)

When a meeting is in progress, the chairman may announce a break based on time considerations. If a force majeure event occurs, the chairman 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 shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 18 (Information disclosure by video conference)

For convening a shareholders meeting by video conference, the Company should immediately disclose the resolution results of each proposal and election to the video conference platform according to regulations after finishing the voting as well as should continuously disclose at least 15 minutes after the chairman declares the meeting adjourned.

Article 19 (Location of chairman and meeting recorder for a shareholders meeting via videoconferencing)

When the Company convenes a shareholders meeting via videoconferencing, the chairman and meeting recorder should be at the same location in Taiwan, and the chairman should announce the address of the location during the meeting.

Article 20 (Handling for internet disconnection)

For convening a shareholders meeting by video conference, the Company should provide shareholders with simple connection test before the meeting and also provide the relevant services timely before the meeting and during the meeting to assist in handling the technical issue about communications.

For convening a shareholders meeting by video conference, the chairman should not only call the meeting to order but should announce the circumstances that do not have to defer or resume the meeting according to paragraph 4, Articles 44-20 of Regulations Governing the Administration of Shareholder Services of Public Companies. Before the chairman declares the meeting adjourned, when malfunction of video conference platform occurs or barrier to attending meeting via videoconferencing occurs because of natural disaster, incident occurring, or force majeure event that have lasted for over 30 minutes, the meeting should be deferred or resumed within five days. It is not applicable to Article 182 of the Company Act.

For the circumstance in the preceding paragraph, shareholders who do not register to attend the original meeting via videoconferencing should not attend the deferred or resumed meeting.

As to the to-be-deferred or to-be-resumed meeting according to the second paragraph, shareholders who have registered to attend the original shareholders meeting via videoconferencing and have finished the attendance registration do not attend the deferred or resumed meeting, the number of shares in the original shareholders meeting and exercised voting rights and election rights should be included in the total number of shares represented by shareholders attending the meeting, voting rights, and election rights in the deferred or resumed meeting.

When holding the deferred or resumed shareholders meeting according to the second paragraph, as to proposals that have completed the voting and vote counting as well as have announced the resolution results or a list of elected directors, should not be necessary to re-discuss or adopt a resolution again.

For convening a video-assisted shareholders meeting, if it is unable to be resumed, the number of shares represented by shareholders who attend the meeting via videoconferencing should be deducted from the total number of shares represented by shareholders attending the meeting. If the total number of shares represented by shareholders attending the meeting has a quorum, the shareholders meeting should be to be resumed. Should not be necessary to defer or resume the meeting according to the second paragraph.

For the circumstance in the preceding paragraph, shareholders who attend a shareholders meeting via videoconferencing, the number of shares should be plus the total number of shares represented by shareholders attending the meeting, but have waived his/her rights with respect to all proposals of that meeting.

The Company regulates to defer or resume the meeting according to the second paragraph, and should be based on the original date of the shareholders meeting to deal with relevant predecessor activities according to Paragraph 7, Active 44-20 of Regulations Governing the Administration of Shareholder Services of Public Companies.

The prescribed time period of shareholders meetings for the publicly owned corporation is regulated according to second half of Article 12 and Paragraph 3, Article 13 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Company as well as paragraph 2, Articles 44-5, Article 44-15, and Paragraph 1, Articles 44-17 of Regulations Governing the Administration of Shareholder Services of Public Companies. The Company should regulate the date to defer or resume a shareholders meeting according to the second paragraph.

Article 21 (Handling for digital divide)

When the Company convenes a shareholders meeting via videoconferencing, it should appropriately provide shareholders who have difficulty in attending the meeting via videoconferencing with an alternative measure.

Article 22

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