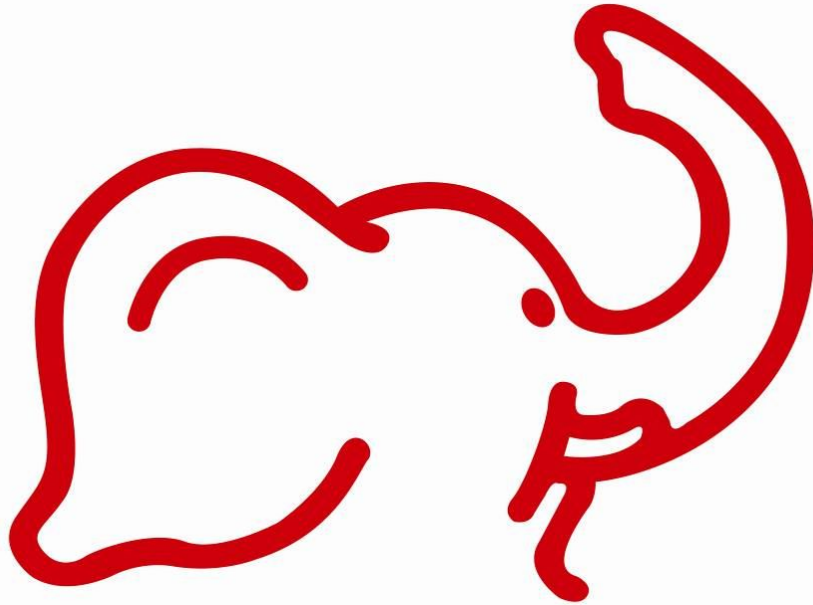


2021

All Cosmos Bio- Tech  
Holdings Corporation

Board of Directors



**RealStrong®**

**[INTERNAL CONTROL POLICIES  
AND PROCEDURES –  
PROCEDURAL RULES OF  
GENERAL MEETING]**

THE INFORMATION CONTAIN HEREIN IS THE INTERNAL CONTROL POLICIES AND  
PROCEDURES FOR ALL COSMOS BIO- TECH HOLDING CORPORATION.

## 股東會議事規則

### 第 1 條 法源

為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，爰依開曼公司法及中華民國中華民國相關法規訂定本規則，以資遵循。

本公司股東會之議事規則，除法令或章程另有規定者外，應依本規則之規定。

### 第 2 條 股東會召集及開會通知

本公司股東會除開曼公司及中華民國法令另有規定外，由董事會召集之。

本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書提供給登載於股東名冊之股東。對於持有記名股票未滿一千股股東，其股東常會於開會三十日前或股東臨時會開會十五日前之召集通知，得依本國法規規定以公開資訊觀測站公告為之。

本公司應將股東會開會通知書（委託書用紙、有關承認案、討論案、選任或解任董事、監察人事項等）各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於本公司及本公司所委任之專業股務代理機構，且應於股東會現場發放。

通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。

選任或解任董事、變更章程、減資、申請停止公開發行、董事競業許可、盈餘轉增資、公積轉增資、公司解散、合併、分割或公司法第一百八十五第一項各款、證券交易法第二十六條之一、第四十三條之六之事項應在召集事由中列舉並說明其主要內容，不得以臨時動議提出。

股東會召集事由已載明全面改選董事，並載明就任日期，該次股東會改選完成後，同次會議不得再以臨時動議或其他方式變更其就任日期。

持有已發行股份總數百分之一以上股份之股東，得以書面或本公司所指定之任何電子方式向本公司提出股東常會議案。但以一項為限，提案超過一項者，均不列入議案。另股東所提議案有公司法第 172 條之 1 第 4 項各款情形之一，董事會得不列為議案。惟如該提案係為敦促本公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。

本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、書面或電子受理方式、受理處所及受理期間；其受理期間不得少於十日。

股東所提議案以三百字為限，超過三百字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。

本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。

### 第 3 條 指定代理人出席股東會及授權

股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人，出席股東會。

一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。

委託書送達本公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

### 第 4 條 召開股東會地點及時間之原則

股東會召開之地點，應於中華民國境內且便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考量獨立董事之意見。

### 第 5 條 簽名簿等文件之備置

本公司應設簽名簿供出席股東本人或股東所委託之代理人（以下稱股東）簽到，或由出席股東繳交簽到卡以代簽到。本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事、監察人者，應另附選舉票。股東應憑出席證、出席簽到卡或其他出席證件出席股東會；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。政府或法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。

### 第 6 條 股東會主席、列席人員

股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之；未指定代理人者，由董事互推一人代理之。

股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

本公司得指派所委任之律師、會計師或相關人員列席股東會。

### 第 7 條 股東會開會過程錄音或錄影之存證

本公司應之開會過程全程錄音及錄影，並至少保存一年。但經股東依中華民國公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

### 第 8 條 會議程序

股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。

已屆開會時間，主席應即宣布開會，並同時公布無表決權及出席股份數等相關資訊。惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，其

延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣布流會。

## 第 9 條 議案討論

股東會如由董事會召集者，其議程由董事會訂定之，相關議案（包括臨時動議及原議案修正）均應採逐案票決，會議應依排定之議程進行，非經股東會決議不得變更之。

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

前二項排定之議程於議事（含臨時動議）未終結前，非經決議，主席不得逕行宣布散會；倘若主席違反議事規則，宣布散會者，董事會其他成員可依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會；否則股東不得於會議結束後在同一地點或任何其他地點另選主席再舉行一次會議。

主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，認為已達可付表決之程度時，得宣布停止討論，提付表決，並安排適足之投票時間。

## 第 10 條 股東發言

出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶名，由主席定其發言順序。出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

出席股東發言後，主席得親自或指定相關人員答覆。

## 第 11 條 股東提案

依上市法規及本公司章程第 52 項規定，任何人或集體持有已發行股份總數百分之一以上之股東，得以書面向本公司提出年度股東常會議案。

## 第 12 條 表決股數之計算、迴避制度

股東會之表決，應以股份為計算基準。除另有規定，否則無投票表決權。

本公司召開股東會時，得採行以書面或電子方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權，故本公司宜避免提出臨時動議及原議案之修正。前項以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。

股東以書面或電子方式行使表決權後，如欲親自出席股東會者，應於股東會開會

二日前以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。

議案之表決，除公司法及本公司章程另有規定外，以出席股東表決權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

除信託事業或經證券主管機關核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。

### 第 13 條 投票權原則

股東每股有一表決權；但受限制或公司法所列無表決權者，不在此限。

股東應對股東會之議案逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

倘本公司之董事或監事（如有）亦為本公司之股東就該董事所持股份若質押超過所持股份總數百分之五十時，該董事或監事（如有）不得行使其對已質押股份的表決權，且該質押股份不應計入股東大會的票數中。

### 第 14 條 議案表決

議案之表決，除公司法及本公司章程另有規定外，以出席股東表決權過半數之同意通過之。

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。

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

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

### 第 15 條 監票、計票

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。

### 第 16 條 會議紀錄

股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。

前項議事錄之分發，本公司得以輸入公開資訊觀測站之公告方式為之。

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其表決結果（包含統計之權數）記載之，有選舉董事時，應揭露每位候選人之得票權數。在本公司存續期間，應永久保存。

### 第 17 條 董事選舉

股東會有選舉董事時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果。

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依中華民國公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

### 第 18 條 會場秩序之維護

主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴「糾察員」字樣臂章或識別證。

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

### 第 19 條 施行及修正

本規則經董事會及股東會通過後施行，修正時亦同。

## PROCEDURAL RULES OF GENERAL MEETING

### Article 1 Source of Law

In order to establish a good governance system of the shareholders' meeting, improve the supervision function and strengthen the management function of the company, the rules are hereby formulated in accordance with the company law of the Republic of China and relevant laws and regulations of the Republic of China.

The rules of procedure of the shareholders' meeting of this company shall be governed by these rules, unless otherwise provided by law or by the articles of association.

### Article 2 Notice of convening and meeting of shareholders' meeting

The shareholders' meeting of the company shall be convened by the board of directors, unless otherwise provided by the laws and regulations of the Republic of China.

The company shall provide the notice of the meeting of shareholders to the shareholders registered in the register of shareholders 30 days before the meeting of the regular meeting or 15 days before the meeting of the interim meeting of shareholders. For shareholders holding less than 1000 registered shares, the notice of convening a regular meeting of shareholders 30 days before the meeting or 15 days before the extraordinary meeting of shareholders may be announced by the public information observation station in accordance with the provisions of national laws and regulations.

The company shall prepare an electronic file of the causes of action and explanatory materials of the motions in the notice of shareholders' meeting (paper for power of attorney, relevant recognition cases, discussion plans, appointment or removal of directors, personnel matters of supervisors, etc.) and transmit them to the public information observation station. 21 days before the meeting of the shareholders' regular meeting or 15 days before the meeting of the interim shareholders' meeting, an electronic file shall be made and transmitted to the public information observation station. 15 days prior to the shareholders' meeting, the shareholders' meeting Handbook and supplementary information shall be prepared for shareholders' reference at any time, and listed in the company and the professional stock affairs agency appointed by the company, and shall be distributed on the site of the shareholders' meeting.

The notice and public announcement shall specify the reasons for the call; if the notice is approved by the counterpart, it may be done by electronic means.

Selection or removal of directors, change of articles of association, reduction of capital, application for suspension of public offering, non-competition permission of directors, conversion of surplus into capital increase, conversion of reserve into capital increase, dissolution, merger, division of the company or items of paragraph 1 of article 185 of the company law, articles 26-1 and article 43-6 of the securities and exchange law shall be listed and the main contents shall not be provisional.

The reasons for the convening of the shareholders' meeting have been specified for the full re-election of directors and the date of assuming office. After the re-election of the shareholders' meeting is completed, the date of taking office shall not be changed by temporary motion or other means at the same meeting.

Shareholders holding more than 1% of the total number of issued shares may submit a proposal to the company in writing or by any electronic means designated by the company. However, it is limited to one proposal, and those with more than one proposal shall not be included in the motion. In addition, the board of directors may not include the proposal if the proposal proposed by the shareholders is one of the circumstances specified in Item 4 of article 172-1 of the company law. However, if the proposal is to urge the company to promote public interest or fulfill its social responsibility, the board of directors may still include it in the proposal.

This corporation shall, prior to the date of suspension of stock transfer prior to the convening of the shareholders' regular meeting, publicly announce the acceptance of shareholder's proposals, written or electronic acceptance methods, the place of acceptance and the period of acceptance; the period of acceptance shall not be less than 10 days.

The proposal proposed by a shareholder shall be limited to 300 words, and those exceeding 300 words shall not be included in the motion; the proposing shareholder shall attend the regular meeting of shareholders in person or by proxy and participate in the discussion of the proposal.

The company shall, prior to the date of the notice of convening the shareholders' meeting, notify the proposer of the result of the handling of the resolution, and list the proposal conforming to the provisions of this article in the notice of the meeting. The board of directors shall explain the reasons why the proposal is not included in the shareholders' meeting.

Article 3 **Appointment of proxy to attend the shareholders' meeting and authorization**

A shareholder may issue a power of attorney issued by the company at each shareholders' meeting, specifying the scope of authorization, and appointing an agent to attend the shareholders' meeting.

A shareholder shall issue a power of attorney limited to one person, and shall serve it to the company five days before the meeting of the shareholders' meeting. In case of any repetition of the power of attorney, the first one shall prevail. However, this restriction shall not apply to those who have declared to revoke the entrustment before the revocation.

If a shareholder wishes to attend the shareholders' meeting in person or to exercise his voting rights in writing or by electronic means after the power of attorney has been served on the company, he shall give a written notice to the company of the revocation of the proxy two days before the meeting of the shareholders' meeting; if the proxy fails to do so within the time limit, the voting right exercised by the proxy shall prevail.

Article 4 **Principle of place and time for holding shareholders' meeting**

The place of the shareholders' meeting shall be in the Republic of China, convenient for shareholders to attend and suitable for the shareholders' meeting. The starting time of the meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m. the opinions of independent directors shall be fully considered in the place and time of the meeting.

Article 5 **Preparation of signature books and other documents**

The company shall set up a signature book for the attending shareholders or their agents (hereinafter referred to as shareholders) to sign in, or the attending shareholders shall hand in the attendance cards to sign in. The company shall deliver the meeting manual, annual report, attendance certificate, speech notes, voting votes and other information of the meeting to the shareholders attending the shareholders' meeting; if there are directors and supervisors to be elected, an additional election vote shall be attached. A shareholder shall present his / her attendance card, attendance card or other attendance certificate to attend the shareholders' meeting. He / she shall be the applicant for power of attorney and shall bring his / her identity documents for verification. When the government or legal person is a shareholder, the number of representatives present at the shareholders' meeting is not limited to one person. When a legal person is entrusted to attend a shareholders' meeting, it may appoint only one representative to attend

Article 6 **Chairman and non-voting personnel of the shareholders' meeting**

If a shareholders' meeting is convened by the board of directors, the chairman of the Board shall be the chairman of the board of directors. If the chairman of the board of directors asks for leave or is unable to exercise his functions and powers for some reason, the chairman shall appoint a director to act on his behalf; if no proxy is appointed, the directors shall elect one of them to act as the chairman.

If the shareholders' meeting is convened by a person with the right to call other than the board of directors, the chairman of the meeting shall be held by such person. If there are more than two conveners, one of them shall be elected from each other.

This corporation may appoint its lawyers, accountants or related personnel to attend the shareholders' meeting.

Article 7 **Deposit of sound or shadow of shareholders' meeting**

The company shall record and videotape the whole process of the meeting and keep it for at least one year. However, if a shareholder brings a lawsuit in accordance with Article 189 of the company law of the Republic of China, it shall be kept until the end of the action.

Article 8 **Proceedings**

Attendance at a shareholders' meeting shall be calculated on the basis of shares. The number of shares present shall be calculated according to the name book or attendance card submitted, plus the number of shares exercising voting rights in written or electronic form.

The chairman shall announce the meeting as soon as the meeting time has expired. At the same time, relevant information such as non-voting rights and the number of shares present will be announce. However, if the shareholders representing more than half of the total number of shares issued are not present, the chairman may announce the postponement of the meeting. The number of postponements shall be limited to two times, and the total delay time shall not exceed one hour. If the second delay is still less than one-third of the total number of shares issued, the chairman shall declare the meeting to be suspended.

Article 9 **Discussion of motions**

If the shareholders' meeting is convened by the board of directors, its agenda shall be determined by the board of directors. Relevant motions (including provisional motions and amendments to the original motions) shall be decided by vote on a case by case basis. The meeting shall be conducted in accordance with the scheduled agenda and shall not be changed without a resolution of the shareholders' meeting.

If a shareholders' meeting is convened by a person other than the board of directors who has the right to call the meeting, the provisions of the preceding paragraph shall apply mutatis mutandis.

The agenda (including provisional motion) set out in the preceding two paragraphs Before the end of the meeting, the chairman shall not declare the meeting to be concluded without a resolution. If the chairman violates the rules of procedure, the other members of the board of directors may, with the consent of more than half of the voting rights of the shareholders present, elect a chairman to continue the meeting; otherwise, the shareholders may not elect another chairman at the same place or any other place after the end of the meeting.

The chairman shall give full explanation and opportunity for discussion on the motion and the amendment or provisional motion proposed by the shareholders. When he thinks that the voting has reached the level, he may announce that the discussion shall be suspended and the voting shall be put forward, and adequate voting time shall be arranged.

Article 10 **Shareholders' speeches**

Before attending a speech, the attending shareholders shall fill in the speech note, stating the keynote of the speech, the account number of the shareholder (or the number of the attendance certificate) and the name of the account, and the chairman shall determine the order of his / her speech. If the attending shareholders only put forward the speech note but did not speak, it shall be deemed that they did not speak. In case of any discrepancy between the contents of the speech and the notes, the content of the speech shall prevail.

Each shareholder of the same motion shall not speak more than twice without the consent of the chairman, and each time shall not exceed five minutes. However, if a shareholder speaks in violation of the provisions or beyond the scope of the topic, the chairman may stop him from speaking. When the shareholders present speak, other shareholders shall not interfere with the speech except with the consent of the chairman and the speaking shareholder, and the chairman shall stop the violation.

When a corporate shareholder appoints two or more representatives to attend the shareholders' meeting, only one person may be elected to speak on the same motion.

The chairman may reply in person or by a designated person after the shareholders present speak.

Article 11 **Shareholder's proposal**

In accordance with the listing regulations and Article 52 of the articles of association of the company, any person or group of shareholders holding more than 1% of the total number of issued shares may submit a written proposal to this corporation for the annual regular meeting of shareholders.

Article 12 **Calculation of voting shares and withdrawal system**

The voting at the shareholders' meeting shall be based on shares. Unless otherwise specified, there is no right to vote.

When the company convenes a shareholders' meeting, it may exercise its voting rights in writing or electronically; if it exercises its voting rights in writing or electronically, the method of exercise shall be specified in the notice of convening the shareholders' meeting. Shareholders who exercise their voting rights in writing or electronically shall be deemed to have attended the shareholders' meeting in person. However, the amendment to the temporary motion and the original motion of the shareholders' meeting shall be deemed as abstention. Therefore, the company should avoid proposing the temporary motion and the amendment to the original motion. If the voting right is exercised in writing or by electronic means in the preceding paragraph, the declaration of intention shall be delivered to the company two days before the shareholders' meeting is held. In case of any repetition, the first one shall prevail. However, this restriction shall not apply to the declaration of intention before revocation.

If a shareholder wishes to attend the shareholders' meeting in person after exercising his / her voting rights in writing or by electronic means, he / she shall cancel the expression of intention to exercise the voting right mentioned in the preceding paragraph in the same way as the voting right two days before the meeting of the shareholders' meeting; in case of overdue cancellation, the written or electronic voting right shall prevail. If the voting right is exercised in written or electronic form and the proxy is entrusted to attend the shareholders' meeting by proxy, the voting right of the proxy present and exercised shall prevail.

Unless otherwise specified in the company law and the articles of association, the motion shall be passed by a majority of the voting rights of the shareholders present. When voting, the chairman or his designated person shall announce the total number of voting rights of the shareholders attending the meeting, and then the shareholders shall vote on a case by case basis. On the day after the shareholders' meeting is held, the results of shareholders' consent, objection and abstention shall be input into the public information observation station.

If there are amendments or substitutes for the same motion, the chairman shall determine the order of voting with the original motion. If one of the motions has been passed, the other motions shall be deemed to have been rejected without further voting.

The chairman shall appoint the scrutineer and counting officer for voting on the motion, but the supervisor shall be a shareholder.

The counting of votes for voting or election motions at the shareholders' meeting shall be conducted in a public place at the shareholders' meeting. After the counting of votes is completed, the voting results shall be announced on the spot, including the weight of the statistics, and recorded.

In the resolution of the shareholders' meeting, the number of shares held by non-voting shareholders shall not be counted into the total number of shares issued.

If a shareholder has his own interest in the matters of the meeting, which may be harmful to the interests of the company, he shall not participate in the voting and shall not exercise his voting rights on behalf of other shareholders.

The number of shares that may not exercise the voting rights referred to in the preceding paragraph shall not be counted into the voting rights of the shareholders present.

With the exception of a trust enterprise or a stock affairs agency approved by the competent authority for securities affairs, if a person is entrusted by two or more shareholders at the same time, the voting right of the proxy shall not exceed 3% of the total number of shares issued, and the excess voting right shall not be counted.

Article 13 **Principle of voting rights**

Shareholders shall have one voting right per share, except for those who are restricted or have no voting rights listed in the company law.

Shareholders shall vote on the motions of the shareholders' meeting on a case by case basis, and input the results of their consent, objection and abstention into the public information observation station on the day after the shareholders' meeting is held.

If a director or supervisor (if any) of the company is also a shareholder of the company, if the pledge of the shares held by the director exceeds 50% of the total shares held by the director, the director or supervisor (if any) shall not exercise his voting right on the Pledged Shares, and the pledged shares shall not be counted in the votes of the shareholders' meeting.

Article 14 **Voting on motions**

Unless otherwise specified in the company law and the articles of association, the motion shall be passed by a majority of the voting rights of the shareholders present.

If there are amendments or substitutes for the same motion, the chairman shall determine the order of voting with the original motion. If one of the motions has been passed, the other motions shall be deemed to have been rejected without further voting.

When the board of shareholders elects directors and supervisors, it shall comply with the relevant selection and appointment rules of the company, and shall announce the election results on the spot, including the name list of the elected directors and supervisors and their election rights. And the list of successful directors and supervisors and the number of voting rights obtained.

The electoral votes for the election matters mentioned in the preceding paragraph shall be sealed and signed by the scrutineers and kept in good custody for at least one year. However, if a shareholder brings an action in accordance with Article 189 of the company law, it shall be kept until the end of the action.

Article 15 **Supervision and counting of votes**

The chairman shall appoint the scrutineer and counting officer for voting on the motion, but the supervisor shall be a shareholder.

The counting of votes for voting or election motions at the shareholders' meeting shall be conducted in a public place at the shareholders' meeting. After the counting of votes is completed, the voting results shall be announced on the spot, including the weight of the statistics, and recorded.

Article 16 **Minutes of meeting**

The matters to be decided at the shareholders' meeting shall be deliberated, signed or sealed by the chairman, and the minutes of the meeting shall be distributed to all shareholders within 20 days after the meeting. The making and distribution of the deliberation paper can be done by electronic means.

For the distribution of the proceedings referred to in the preceding paragraph, this corporation may enter the public information Observatory's announcement.

The proceedings shall be recorded in accordance with the year, month, day, place, name of the chairman, method of resolution, proceedings and voting results (including statistical weight). In case of election of directors, the voting weight of each candidate shall be disclosed. It shall be kept permanently during the existence of the company.

Article 17 **Election of directors**

When the board of shareholders elects directors, the election shall be conducted in accordance with the relevant election rules of the company, and the election results shall be announced on the spot.

The electoral votes for the election matters mentioned in the preceding paragraph shall be sealed and signed by the scrutineers and kept in good custody for at least one year. However, if a shareholder brings a lawsuit in accordance with Article 189 of the company law of the Republic of China, it shall be kept until the end of the action.

Article 18 **Maintenance of order in the venue**

The chairman may direct the picket or security officer to assist in maintaining order in the meeting. When a picket or security officer is present to help maintain order, he / she should wear an armband or identification card with the word "picket".

If a shareholder violates the rules of procedure, disobeys the correction of the chairman and hinders the progress of the meeting, the chairman may direct the picker or security officer to invite him to open the meeting.

Article 19 **Implementation and Amendment**

These Rules shall come into force after being approved by the board of directors and the shareholders' meeting, and the same shall apply to amendments.