

## **SUNPLUS TECHNOLOGY RULES OF SHAREHOLDERS' MEETING**

**Article 1** Shareholders' Meeting of the Company, except as otherwise provided in the Act, according to the rules of the line.

**Article 2** The shareholders referred to in these Rules refer to the proxies held by the shareholders themselves and the shareholders entrusted to attend. Shareholders are entrusted to attend the agent as a legal person, the legal person may only appoint one person to attend the shareholders' meeting.

**Article 3** Attending shareholders should bring their attendance cards and hand in their attendance cards to sign in. If the sign-in card is handed over to the Company, it is deemed that the shareholders or proxies listed in the sign-in card have attended in person, and the Company is not responsible for identifying it; the video conference of the shareholders' meeting shall be held on the video conference platform of the shareholders' meeting 30 minutes before the start of the meeting. The shareholder who accepts the registration and completes the registration shall be deemed to have attended the shareholders' meeting in person.

**Article 4** Attendance and voting of the shareholders' meeting, should be based on the calculation of shares. When a legal person is entrusted to attend the shareholders' meeting, the legal person has to appoint only one representative to attend.

Where a legal person shareholder appoints two or more representatives to attend the shareholders' meeting, only one person can speak on the proposal. The exercise of its voting rights, is still calculated by its holdings of shares.

When the shareholders meeting is convened by videoconference, shareholders who wish to attend by videoconference shall register with the company two days before the shareholders meeting.

**Article 5** The place where the shareholders' meeting of the Company will be held, at the place where the Company or the factory location or the Convenience Share is present and suitable for the convening of the Shareholders' Meeting, the meeting should not start before 9 am or later than 3 pm.

When the company holds a video-conference shareholders meeting, it is not subject to the restriction on the venue of the preceding paragraph.

**Article 6** The shareholders will be convened by the board of directors, its president by the chairman of the board, when chairman on leave or for any reason unable to exercise the powers, by the chairman of the designated director of a proxy, the chairman of the board does not appoint an agent, by the directors assigned to each other a proxy.

The shareholders will be convened by the convenor of the convenor other than the board of directors, the chairman shall be held by the convenor. When the convenor has more than two people, should be designated one by one for each other.

**Article 7** Has a meeting time, the Chairman shall declare a meeting, but no shareholders who represent more than half of the total number of issued shares are present, the chairman may announce a postponement of the meeting, the number of delays is limited to two times, the delay time shall not exceed one hour. Delayed two times still insufficient, the chairman must announce to cancel the meeting, and the Company shall also announce the cancellation of the shareholders meeting on the video conferencing platform.

But if more than one third of the total number of issued shares is present at the meeting, it shall also be a fake resolution in accordance with Paragraph 1 of Article 175 of the Company Law, but for the special provisions of the provisions of the company law, its resolution made, should be in accordance with the provisions of the company law. If the general meeting of shareholders is convened by video conference,

shareholders who wish to attend via video conference shall re-register with the company in accordance with Article 4.

Before the meeting was over, if the number of shares represented by the shareholders is more than half of the total number of issued shares, the chairman will be made a tentative resolution, in accordance with the provisions of Article 174 of the Company Law, and resubmit to the General Assembly for a vote.

**Article 8** The shareholders will be convened by the board of directors, the agenda is set by the Board of Directors, the meeting should be based on the scheduled agenda, without the resolution of the shareholders may not be changed.

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

The first two items are scheduled for the agenda (with temporary motion) before the end, not by resolution, the President shall not adjourn the meeting, but if the order is chaotic, or something else, it is difficult for the meeting to proceed normally, the President may adjourn the meeting by resolution.

After the meeting, the shareholders shall not elect the chairman to continue the meeting at the original site or another place. But the chairman violates the rules of procedure, announced the dissolution of the meeting, to vote for more than half of the shareholders to vote for the election of one person as chairman, continue to meet.

**Article 9** If any shareholder proposes to count the number of people, the chairman may not accept it. When voting on a proposal, if the required number has been reached, the proposal will still be passed.

**Article 10** When attending shareholders are speaking, they must first fill in the gist of the speech, attendance card number and name on the speech slip at the beginning, and the chairman will determine the order of their speeches. The attendees who only made speech slip and did not speak are considered as no speech, and the content of the statement is inconsistent with the speech slip, which is subject to the content of the statement. Shareholders who restrict their authority in the power of attorney or other methods, regardless of whether the company is aware of it or not, shall take the speeches or votes made by the proxy as the standard.

**Article 11** Shareholders' inquiries on the matters reported on the Agenda, shall be read or reported by the Chairman or its designated person after all the report has been completed, have to speak. Each person can't speak more than twice, not more than five minutes each time, but by the chairman of the permit, be able to extended for five more minutes, and shall be limited for one extension.

Shareholders' recognition of the agenda, to discuss each of the matters, and the provisional motion, the time and number of statements should be stated in the preceding paragraph.

The shareholders of the provisional agenda for the motion of the non-motion of the consultation to speak, the time and the number of the use of the provisions of the first paragraph.

Shareholders speak in violation of the preceding paragraph or beyond the scope of the subject, the president may stop his statement. When one of the attending shareholders is delivering a speech, the other shareholders are subject to the consent of the president and the shareholders who speak and do not speak to interfere, otherwise the president shall stop the violator.

If the shareholders meeting is convened by video conference, shareholders who participate in the video conference may ask questions in text on the shareholders meeting video conference platform after the chairman announces the meeting and before the meeting is closed. The number of questions for each proposal shall not exceed two times. Limited to 200 characters, the provisions of Article 10 and Items 1 to 5 of this Article are not applicable

**Article 12** After the attending shareholders made a speech, the Chairman has to answer in person or appoint the relevant person to reply.

**Article 13** For which is not categorized to motions, will not discuss or vote. When discussing the motion, the president has to suspend the discussion, If the chairman announces to vote on a proposal that has been declared to be closed, several proposals may be voted on at the same time, but they shall be voted on

separately.

**Article 14** When the motion is voted on, if there is no objection by the president, considered as passed, its effectiveness is the same as the power of voting. When there is an amendment or an alternative to the same motion, by the president and in the same order as the original order, if the case has been passed, other motions are deemed to be rejected, do not have to vote again.

**Article 15** Unless otherwise stipulated in the company law and the company's articles of incorporation, the voting on the proposal shall be passed with the consent of more than half of the voting rights of the shareholders present.

**Article 16** The scrutiny and counting personnel for voting on proposals shall be designated by the chairman, but the scrutiny personnel shall have the identity of shareholders. The voting results shall be reported and recorded.

If the shareholders' meeting is held by video conference, the Company shall immediately disclose the voting results of various proposals and election results on the shareholders' meeting video conference platform in accordance with regulations after the voting ends, and shall continue to disclose at least 15 minutes after the chairman announces the adjournment of the meeting.

**Article 17** The Company may appoint a lawyer, accountants or related personnel to attend the shareholders' meeting. The management staff of the shareholders' meeting shall wear a recognition certificate or armband.

**Article 18** The company shall make audio or video recordings of the entire process of the shareholders' meeting and keep them for at least one year.

If the shareholders' meeting is held by video conference, the company shall keep records of shareholders' registration, sign-in, check-in, questioning, voting, and company vote counting results, etc., and record and video the entire process of the video conference continuously.

The company shall properly keep the materials and audio and video recordings in the preceding paragraph during the period of existence, and provide the audio and video recordings to the person entrusted to handle the video conferencing affairs for storage.

**Article 19** The president has commanded the picketers or security officer to assist in maintaining the order of the venue. When the picketers or security officer is present to assist in maintaining order, should wear "pickets" word armbands or identification cards.

Shareholders should obey the president, the picketers, and the security officer. The chairman, picketer or security personnel may exclude those who obstruct the progress of the shareholders' meeting and refuse to comply after being stopped.

**Article 20** While the meeting is in progress, the chairman may announce a break at his discretion.

**Article 21** Before the chairman announces the adjournment of the meeting convened by video, due to natural disasters, accidents or other force majeure, the video conference platform or participation in the video conference is blocked for more than 30 minutes, the meeting shall be postponed or continue within five days, which does not apply to Article 182 of the Company Law.

**Article 22** Matters not stipulated in these rules shall be handled in accordance with the provisions of the Company Law and other relevant laws and regulations.

**Article 23** These rules will come into force after being passed by the shareholders' meeting, so do amendments.