

# **Tahsin Industrial Corporation - Rules of procedure for**

## **Shareholders' Meeting**

Amended by the Shareholders' Meeting on August 11, 2021

- Article 1 Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened in accordance with the Rules.
- Article 2 The Company shall 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 resolution, matters for discussion, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular shareholders' meeting or 15 days before the date of an extraordinary shareholders' meeting. The Company shall prepare electronic versions of a regular shareholders' meeting agenda handbook and supplemental meeting materials and upload them to the MOPS 21 days before the date of the regular shareholders' meeting or 15 days before the date of the extraordinary shareholders' meeting. 15 days before the date of the shareholders' meeting, the Company shall have prepared the shareholders' meeting agenda handbook and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional stock registrar and transfer agent designated thereby as well as being distributed on-site at the meeting place.
- Article 3 The shareholders' meeting shall have a sign-in book for the attending shareholders to sign in, or the attending shareholders may pay a sign-in card to sign in on their behalf. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in.
- Article 4 Attendance and voting at shareholders' meetings shall be calculated on the basis of shares.
- Article 5 The meeting of shareholders shall be held at the place where the Company is located or at a place convenient for the shareholders to attend and suitable for the meeting of shareholders, and the meeting shall commence no earlier than 9:00 a.m. or later than 3:00 p.m.

- Article 6      If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board. When the Chairman of the Board is on leave or unable to exercise his powers and duties for any reason, the Deputy Chairman of the Board shall preside at such meeting. If there is no Deputy Chairman or the Deputy Chairman is on leave or unable to exercise his powers and duties for any reason, the Chairman of the Board shall designate a managing director to preside as the chairperson. If no managing director of the Company is appointed, the Chairman of the Board shall designate a director to preside as the chairperson. If the Chairman of the Board fails to designate a chairperson for the meeting, the managing director or the directors shall nominate one from among themselves to preside at the meeting . It is advisable that shareholders' meetings convened by the Board of Directors to be chaired by the Chairman of the Board in person and attended by a majority of the Directors, and at least one member of each functional committee representing the committee. The attendance shall be recorded in the minutes of shareholders' meeting. If the meeting is convened by any other person having the right to convene other than the Board of Directors, the meeting shall be chaired by the convener of that meeting. If there is more than one person with the authority to convene, the chairperson for the meeting shall be appointed from among them.
- Article 7      Attorneys, CPAs or related persons appointed by the Company shall attend a shareholders' meeting in a non-voting capacity. Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.
- Article 8      The entire process of the meeting shall be recorded in the form of audio or video and these recorded tapes shall be preserved for at least one year.
- Article 9      When the meeting time commences, Chairman shall announce opening of the meeting, and promulgate information about the number of non-voting seats, number of voting shares in attendance, and so on. The Chairman may adjourn the meeting for a maximum of two (2) times and the total time of the adjournment shall not exceed one (1) hour if the shareholders representing more than half of the total number of issued shares are not present. If the quorum is still not met after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article

175 of the Company Act. If, before the end of the meeting, the number of shares represented by the shareholders present reaches more than half of the total number of issued shares, the chairman may re-submit the fictitious resolution made to the meeting for a vote in accordance with Article 174 of the Companies Act.

Article 10 If a shareholders' meeting is convened by the Board of directors, the meeting agenda shall be set by the Board of Directors, the related proposals (including extraordinary motions and amendments to original proposals) shall be resolved by voting on a case by case sequential basis. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the right to convene that is not the Board of Directors. The chair shall not declare the meeting adjourned prior to the completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting. After the meeting is adjourned, the shareholders may not separately elect a chair and resume the meeting at the original or a different venue.

Article 11 Before a shareholder attends to speak, he/she must fill out a speech slip stating the main idea of the speech, the shareholder's account number (or attendance card number) and the name of the account, and the chairman will determine the order of his/her speech. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

Article 12 Each shareholder may not speak more than twice on the same motion without the consent of the chairman, and each time may not exceed five minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairperson may terminate the speech.

Article 13 When a legal entity is entrusted to attend a shareholders' meeting, such legal entity may appoint only one representative to attend. When a juristic person shareholder appoints two or more

representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

Article 14 After a shareholder has spoken, the chairman may reply in person or designate the relevant person.

Article 15 With respect to discussion of proposals, when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

Article 16 The chairman shall designate the person(s) to monitor and count the votes on the motion, but the monitor shall be a shareholder. The results of the voting shall be announced on-site at the meeting, and a record made of the vote.

Article 17 During the meeting, the chairman may call a break at his discretion.

Article 18 Unless otherwise provided in the Companies Act and the Company's Articles of Incorporation, a motion shall be approved by a majority of the votes cast by the shareholders present, and the vote shall be deemed to be approved if there is no dissenting vote after consultation with the chairman. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

Article 19 If there are amendments or substitutions to the same motion, the chairman shall determine the order of voting together with the original motion. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Article 20 The chairperson may direct marshals (or security personnel) to assist in maintaining order in the meeting. When pickets (or security personnel) help maintain order at the meeting place, they shall wear an armband bearing the word "Picket."

Article 21 These rules shall come into effect upon the approval of the shareholders' meeting and shall be amended as well.