

# ShunSin Technology Holdings Limited

訊芯科技控股股份有限公司

Rules of Procedures of Shareholders' Meeting

ShunSin Technology Holdings Limited  
(the "Company")  
Rules of Procedures of Shareholders' Meeting  
(these "Rules")

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Article 1. Basis

The Company has referenced to these Rules for compliance with Article 5 of the Corporate Governance Principles of Listing and Gre-Tai Listing Companies in order to establish a sound shareholder's meeting governance system and strengthen the supervisory and management functions.

Article 2. Scope

After becoming a public company in the R.O.C., the procedures of the shareholders' meetings of the Company ("Shareholders' Meetings") shall be conducted in accordance with these Rules, including the agenda, operational procedures for the Shareholders' Meetings, items to be set forth in the minutes, public announcements and other matters to be complied with.

Article 3. Convention

1. A Shareholders' Meeting shall be convened by the board of directors of the Company ("Board") unless otherwise provided by applicable laws or regulations.
2. The Company shall, thirty days prior to the date of annual Shareholders' Meeting or fifteen days prior to the date of extraordinary Shareholders' Meeting, prepare electronic versions of the notice of Shareholders' Meeting, form of proxy and background and explanatory materials for each proposal for ratification, matters for discussion, election or dismissal of directors, and other matters on the Shareholders' Meeting agenda, and upload them to the Market Observation Post System. The Company shall prepare electronic versions of the Shareholders' Meeting agenda handbook and other relevant materials and upload them to the Market Observation Post System twenty-one days prior to the date of annual general Shareholders' Meeting or fifteen days prior to the date of extraordinary Shareholders' Meeting. In addition, the Company shall, fifteen days prior to the date of the Shareholders' Meeting, have prepared the Shareholders' Meeting

agenda handbook and other relevant materials and made them available for review by shareholders at any time. The Shareholders' Meeting agenda handbook and other relevant materials shall also be placed at the Company and its stock affairs agent and be distributed on-site at the meeting place.

3. The notice or announcement shall set forth therein the reasons for the meeting. The notice may be given by electronic transmission with the consent of the recipient thereof.
4. The following matters should be stated in the notice of the meeting and may not be proposed as an extemporary motion: election or discharge of directors, amendments to the Articles of Incorporation of the Company, dissolution, merger or spin-off of the Company, any of those provided under Paragraph 1 of Article 185 of the Taiwan Company Act ("Company Act"), or any of those provided under Articles 26-1 or 43-6 of the Taiwan Securities and Exchange Act.
5. Shareholder(s) holding one percent or more of the total number of outstanding shares may submit in writing to the Company a proposal for discussion at an annual Shareholders' Meeting, provided that only one matter in one proposal is allowed. If more than one matter is proposed, none of the proposal shall be included in the agenda. Further, if any of the circumstances provided under Paragraph 4 of Article 172-1 of the Company Act occurs, the Board may exclude the proposal from the agenda of the Shareholders' Meeting.
6. Prior to the date the book is closed for the convention of an annual Shareholders' Meeting, the Company shall give a public notice announcing the place and the period for shareholders to submit proposals to be discussed at the meeting; the period for the Company to accept the submitted proposals shall not be less than ten days.
7. The number of characters of a proposal to be submitted by a shareholder shall be no more than three hundred characters, and any proposal containing more than 300 characters shall be excluded from the agenda of the Shareholders' Meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the annual Shareholders' Meeting whereat his proposal is to be discussed and shall participate in the discussion of such proposal.
8. The Company shall, prior to giving the notice of a Shareholders' Meeting, inform, by a notice, all the shareholders submitted the proposals of the

proposal handling results, and shall list in the Shareholders' Meeting notice the proposals meeting the requirements set out in this Article. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the Board at the Shareholders' Meeting to be convened.

#### Article 4. Proxy

1. A shareholder may appoint a proxy to attend the Shareholders' Meeting on his behalf by executing a proxy instrument prepared by the Company stating therein the scope of appointment in the proxy.
2. A shareholder may only appoint one proxy under one instrument to attend the Shareholders' Meeting, and shall serve such written proxy to the Company no later than five days prior to the meeting date. In cases where the Company receives multiple proxies from one shareholder, the first one arriving at the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.
3. After the service of the proxy instrument on the Company, if the shareholder issuing the said proxy intends to attend the Shareholders' Meeting in person, a revocation notice shall be served on the Company in writing at least one day prior to the date of the Shareholders' Meeting, otherwise, the voting power exercised by the proxy at the meeting shall remain valid.

#### Article 5. General Restrictions on Meeting Place and Time

The Shareholders' Meeting shall be held at the head office of the Company or at any other appropriate place that is convenient for the shareholders to attend and commence no earlier than 9:00 in the morning and no later than 3:00 in the afternoon. The election of Shareholders' Meeting place and time shall take full consideration of independent directors' opinions.

#### Article 6. Attendance Book and Proxies

1. The Company shall state the time for shareholders' registration, the place of the meeting reception and other necessary instructions in the notice of Shareholders' Meeting.
2. The time for registration mentioned in the preceding paragraph shall start thirty minutes before the commencement of the Shareholders' Meeting. There shall be clear direction to show the place of the meeting reception and the Company shall arrange sufficient and qualified persons to assist

shareholders with the registration.

3. A shareholder, whether attending in person or by proxy, shall present the attendance card, attendance signing card or other attendance certificate to attend the Shareholders' Meeting. A proxy solicitor shall present other related documents to verify his identity.
4. The Company shall prepare an attendance book for shareholders to sign in. Attending shareholder may also hand in an attendance card in lieu of signing on the attendance book.
5. The Company shall prepare and make available to the attending shareholder the agenda handbooks, annual reports, attendance cards, speech note, voting cards and other relevant meeting materials. If a director is to be elected at the Shareholders' Meeting, the ballots shall also be attached to the said materials.
6. If the shareholder is a government agency or a juristic person, more than one representative thereof may attend the Shareholders' Meeting. However, if a juristic person is authorized to attend the Shareholders' Meeting on behalf of another shareholder, only one representative of such juristic person may attend the meeting.

Article 7. Chairperson of Shareholders' Meetings and Substitute

1. If a Shareholders' Meeting is convened by the Board, such meeting shall be chaired by the Chairman of the Board. In case where the Chairman of the Board is on leave or for any reason is unable to exercise the powers of the Chairman, the vice chairman shall do so in place of the Chairman, or, if there is no vice chairman or the vice chairman is also on leave or for any reason is unable to act, by a managing director designated by the Chairman, or, if there is no managing director, by a director designated thereby, or, if the Chairman does not make such a designation, by a managing director or director elected by and from among themselves.
2. If the Shareholders' Meeting is chaired by a managing director or a director in accordance with the preceding paragraph, such Shareholders' Meeting shall be chaired by a managing director or a director who has acted as a director of the Company for more than six months and understands the business and financial condition of the Company. This provision shall also apply when the chairman of the Shareholders' Meeting is the representative of a corporate director.
3. In case a Shareholders' Meeting is convened by the Board, there should

better have more than half of Directors attend such meeting.

4. Where a Shareholders' Meeting is convened by any person entitled to call the meeting other than the Board, such meeting shall be chaired by the person so entitled or, if there are two or more persons so entitled to call the meeting, they shall choose one person from among themselves to chair the meeting.
5. The Company may appoint designated lawyers, CPAs, or other related persons to attend the Shareholders' Meeting.

#### Article 8. Audio or Video Recording of Shareholders' Meeting Process

1. The Company shall, commencing from the time of accepting shareholders' registration, make audio and video recording of the entire process of the shareholder registration, the Shareholders' Meeting, voting by shareholders and counting of votes.
2. The recording mentioned in the preceding paragraph shall be preserved for at least one year provided that if any shareholder files a litigation in accordance with Article 189 of the Company Act, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

#### Article 9. Attendance and Voting at Shareholders' Meeting

1. The attendance of a shareholder shall be calculated based on the shares he holds. The number of shares present at the meeting shall equal the aggregate of shares held by the shareholders having signed in the attendance book or having submitted their attendance cards, and shares that shareholders having exercised their voting rights in writing or electronic form.
2. At the scheduled time for a Shareholders' Meeting, the chairperson shall announce the commencement of the meeting provided that if the number of shares represented by the shareholders present at the meeting fails to exceed half of the outstanding shares of the Company, the chairperson may announce that the meeting is postponed. The postponements shall be limited to twice, which shall not last for more than one hour. If, after two such delays, the number of shares represented by the shareholders present at the meeting still fails to reach one-third of the outstanding shares of the Company, the chairperson shall announce to abandon the meeting.
3. If, after two such delays as provided in the preceding paragraph, the

number of shares represented by the Shareholders present at the meeting still fails to meet the quorum but reaches one-third of the outstanding shares of the Company, a provisional resolution may be passed at such meeting pursuant to paragraph 1 of Article 175 of the Company Act and another Shareholders' Meeting may be reconvened in one month by giving a notice to each shareholder of the provisional resolution.

4. If, before the Shareholders' Meeting is closed, the number of shares represented by the shareholders present at the meeting reaches one-half of the outstanding shares of the Company, the chairperson may propose the shareholders to vote on the provisional resolution passed pursuant to the preceding paragraph in accordance with Article 174 of the Company Act.

#### Article 10. Convention and Agenda of Shareholders' Meetings

1. Where a Shareholders' Meeting is called by the Board, the agenda of such meeting shall be prepared by the Board and such meeting shall proceed in accordance with the agenda. No modification to the agenda shall be made unless otherwise resolved at such Shareholders' Meeting.
2. The preceding paragraph shall apply mutatis mutandis to cases where a Shareholders' Meeting is convened by any person entitled to call the meeting other than the Board.
3. Before the procedure set forth in the agenda prepared pursuant to the preceding two paragraphs (including the extemporary motions) has been completely ended, the chairperson may not adjourn the meeting unless otherwise resolved at such meeting. In the event that the chairperson adjourns the meeting in violation of these Rules, other members of the Board shall immediately assist the shareholders in designating one person as chairperson to continue the meeting by a majority of votes represented by the attending shareholders.
4. The chairperson shall allow each of the proposals, and amendments, or extemporary motions proposed by the shareholders the opportunity to be fully explained and discussed, and when the chairperson is of the opinion that a proposal has been sufficiently discussed to be put to vote, the chairperson may announce the cease of discussion and bring the proposal to vote.

#### Article 11. Speech of Shareholders

1. When a shareholder present at the Shareholders' Meeting wishes to speak, a speech note should be filled out with summary of the speech, the

shareholder's account number (or the number of attendance card) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairperson.

2. If any shareholder present at the Shareholders' Meeting submits a speech note but does not speak, no speech should be deemed to have been made by such shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the speech note, the contents of actual speech shall prevail.

Unless otherwise permitted by the chairperson, each shareholder shall not, for each item for discussion, speak more than two times (each time not exceeding five minutes). In case the speech of any shareholder violates these Rules or exceeds the scope of the item for current discussion, the chairperson may stop the shareholder from continuing delivering the speech.

3. Unless otherwise permitted by the chairperson and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders, or the chairperson shall stop such interruption.
4. If a juristic shareholder designates two or more representatives to attend the Shareholders' Meeting, only one representative can speak for each item for discussion.
5. After the speech of a shareholder, the chairperson may respond by himself or appoint an appropriate person to respond.

#### Article 12. Voting Shares

1. The number of votes a shareholder is entitled to shall be calculated based on the shares he holds.
2. The shares held by a shareholder prohibited from exercising voting rights shall not be included when calculating the outstanding shares of the Company in respect to a resolution at the Shareholders' Meeting.
3. A shareholder who has a personal interest in any motion discussed at the Shareholders' Meeting, which interest maybe in conflict with and impair those of the Company, the shareholder shall not participate in voting on that agenda item, and shall not act as proxy of another Shareholder to exercise voting rights on that matter.
4. Those shares held by a shareholder prohibited from exercising voting rights under preceding paragraph shall not be counted in determining the number

of votes represented by the Shareholders present at the said meeting.

5. Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of votes represented by him/her shall not exceed 3% of the total number of voting shares of the Company; otherwise, the portion of excessive votes shall not be counted.

#### Article 13. Exercise of Voting Rights

1. Each Shareholder shall have one vote for each share he holds except those restricted or prohibited from exercising voting rights pursuant to Paragraph 2 of Article 179 of the Company Act.
2. The votes may be exercised in writing or by electronic form if such method for exercising the votes has been described in the notice of the Shareholders' Meeting. A shareholder exercising his votes in writing or in electronic form shall be deemed to have attended such meeting in person, but shall be deemed to have waived his votes in respect of any extemporary motions and the amendments to the original proposals at such meeting.
3. A shareholder who intends to vote in writing or by electronic form shall serve his declaration of such intention on the Company no later than the second day prior to the scheduled meeting date of the Shareholders' Meeting. If two or more declarations are served on the Company, the first declaration shall prevail unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.
4. In case a shareholder who has exercised his votes in writing or by electronic form intends to attend the Shareholders' Meeting in person, he shall, no later than the second day prior to the meeting date, serve a separate notice of intention in the same manner as the previous voting decision to revoke his previous voting decision made in exercising the votes. In the absence of a timely revocation of the previous voting decision, the votes exercised in writing or by electronic form shall prevail. In case a shareholder has exercised his votes in writing or by electronic form and has also authorized a proxy to attend the Shareholders' Meeting on his behalf, the voting exercised by the proxy for the Shareholder shall prevail.
5. Except otherwise specified in the Company Act or in the Articles of Incorporation of the Company, a resolution shall be passed by a majority of the votes represented by the shareholders present at the Shareholders' Meeting. When voting on each proposal, the chairperson or any person

designated thereby shall announce the number of votes represented by the shareholders present at the Shareholders' Meeting and the shareholders shall vote proposal by proposal. If the Company is listed, the Company shall upload result of shareholders' assents, dissents and abstaining from voting to the Market Observation Post System.

6. If the chairperson puts the matter before all shareholders present at the meeting and none voices an objection to the matter, the matter is deemed approved and have the same effect as a resolution received on a poll. If objection is voiced in response to the chairperson's inquiry, such proposal should be put to vote in accordance with the preceding paragraph. Except those listed in the agenda of the meeting, any other proposals or an amendment or an substitute to an original proposal submitted by a shareholder for resolution may be discussed at such meeting only if another shareholder has seconded such proposal and the votes represented by the proposing and the seconding shareholders have reached 1% of the votes represented by the outstanding voting shares of the Company.
7. If there is an amendment or a substitute to a proposal for resolution, the chairperson shall decide the sequence of voting. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is required.
8. The persons supervising the casting of votes and the counting thereof for resolutions shall be designated by the chairperson, provided that a person supervising the casting of votes shall be a shareholder.
9. The counting of votes with respect to the shareholders' votes or the election proposals shall be conducted in a public place at the meeting place. The result of voting, including the number of votes counted, shall be announced at the meeting upon completion of the counting of votes, and recorded in the meeting minutes.

#### Article 14. Election of Directors

1. Where any Director is to be elected at the Shareholders' Meeting, the election shall be conducted in accordance with the relevant rules promulgated by the Company and the results thereof, including names of the elected directors and the votes that such elected directors obtain, shall be announced at the meeting.
2. The ballots in respect of the election provided in the preceding paragraph shall be sealed and signed by the person supervising the casting of votes,

and be well preserved for at least one year provided that if any shareholder files a litigation in accordance with Article 189 of the Company Act, the relevant ballots shall continue to be preserved until the litigation is concluded.

Article 15. Minutes of Shareholders' Meeting

1. Discussions and resolution at every Shareholders' Meeting shall be recorded in the meeting minutes and the minutes shall bear the signature or seal of the chairperson. A copy of the minutes shall be distributed to each shareholder within 20 days after the meeting, and the production and distribution of the meeting minutes may be done in electronic form
2. The distribution of the meeting minutes as provided in the preceding paragraph may be replaced by a public announcement made in the Market Observation Post System after the Company is listed.
3. The Shareholders' Meeting minutes shall accurately record items such as the date and the place of such meeting, name of the chairperson, the resolution method, summary of the discussion procedure and the result thereof, and shall be well preserved during the existence of the Company.

Article 16. Public Information

1. The Company shall explicitly disclose on the meeting date in the meeting place the numbers of shares which a proxy solicitor and an agent represents in the form and manner required by the applicable rules.
2. If the matters resolved by a Shareholders' Meeting are categorized as "Material Information" pursuant to the applicable laws or regulations of the jurisdiction where the Company is listed or the rules of the Taiwan Stock Exchange, the Company shall, after been listed, upload the contents of such resolution to the Market Observation Post System within the prescribed time.

Article 17. Meeting Affairs Staff of Shareholders' Meeting

1. The staff in charge of the administrative affairs at the Shareholders' Meeting shall wear a badge or an identification card.
2. The chairperson may direct disciplinary personnel or security personnel to maintain the order of the meeting and when doing so, such personnel shall wear a badge or an identification card.
3. If public address equipment is available at the meeting place, the chairperson may stop a shareholder's speech when such speech is not given

by means of the said equipment provide by the Company.

4. In case where a shareholder violates any of these Rules, ignores the chairperson's correction and interrupts the procedure of the meeting without following the order to stop, the chairperson may instruct the disciplinary personnel or the security personnel to expel such shareholder from the meeting place.

Article 18. Break and Suspension of Shareholders' Meeting

1. During the Shareholders' Meeting, the chairperson may announce a break for a period of time in his sole discretion. In any event of force majeure, the chairperson may decide to suspend the meeting and announce the time when the meeting is to be continued depending on the actual situation.
2. If the meeting place becomes unavailable for use before the procedure set forth in the agenda (including the extraordinary motions) has been completely ended, it may be resolved by the attending shareholders to continue the meeting at another place.
3. A Shareholders' Meeting may resolve to postpone the meeting for no more than, or to reconvene the meeting within, five days pursuant to Article 182 of the Company Act.

Article 19. Effective Date and Amendment

These Rules and any revision thereof shall take effect upon resolution by the Shareholders' Meeting.