

**TZE SHIN INTERNATIONAL CO., LTD.**  
Regulations Governing the Shareholders' Meeting

Amended on August 26, 2021

Article 1: Legal Basis

These Regulations Governing the Shareholders' Meeting are formulated in order to establish a good shareholders' meeting governance system, improve the supervisory function, and strengthen the management function of the Company in accordance with the "Corporate Governance Best Practice Principles for TWSE/TPEX-Listed Companies."

Article 2: Except as otherwise provided for by laws, regulations or the Articles of Association, the rules as provided for herein shall be the "Rules of Procedure for Meetings of Shareholders" of this Company.

Article 3: Convening and Notice of Shareholders' Meeting

Except as otherwise provided for by law or regulation, this Company's meetings of shareholders shall be convened by the board of directors.

The Company shall prepare the electronic version of the AGM notice, proxy form, and the subject and description of proposals requiring ratification and deliberation and regarding the election or dismissal of directors and upload them to the Market Observation Post System (MOPS) 30 days before the date of an AGM or 15 days before the date of an extraordinary general meeting (EGM) of shareholders. The Company shall also prepare the electronic version of the meeting agenda and supplementary materials and upload them to the MOPS 21 days before the date of an AGM or 15 days before an EGM. In addition, the Company shall make the meeting agenda and supplementary materials of the upcoming AGM/EGM available for collection and review by shareholders at any time 15 days before the meeting date. The meeting agenda and supplementary materials shall also be displayed at the Company and the designated professional shareholder services agent and distributed at the meeting venue.

The reasons for convening an AGM/EMG shall be stated in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be delivered electronically.

The reason for and major description of the election or dismissal of directors; the amendment to the Articles of Association; capital reduction; application for suspension of the public issue; permission for the competition of directors; capitalization of profits; capitalization of reserves; dissolution; merger or demerger of the company or any matter as stated in Paragraph 1 of Article 185 of the Company Act, Articles 26-1 and 43-6 of Securities and Exchange Act and Articles 26-1 and 60-2 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be stated in the meeting notice and public announcement. None of the above matters shall be raised by an extraordinary motion.

If the reasons for and date of a full re-election of directors, supervisors are stated in the meeting notice, the date of inauguration of new directors shall not be changed by an extraordinary motion or other means in the same meeting after the re-election is completed. A shareholder holding one per cent or more of the total number of issued shares may file a proposal to the Company for discussion at the AGM. Each of such shareholders shall file one proposal only. In addition, if a proposal proposed by any shareholder falls under any of the circumstances stated in any or all of the Subparagraphs of Paragraph 4 of Article 172-1 of the Company Act, the board of directors may not accept it as an official proposal. Shareholders may submit suggestive proposals to urge the Company to promote public interests or fulfill social responsibilities. Such proposal shall be limited to one in accordance with the relevant provisions of Article 172-1 of the Company Act and any other suggestive proposals will not be accepted as official proposals.

The Company shall publicly announce the call for shareholder proposals, the form of

submission- written or electronic, and the location and time for submission before the date of suspension of stock transfer prior to the AGM. The minimum period for proposal submission shall be ten days. The content of each proposals submitted by shareholders shall be 300 words at maximum, and those exceeding 300 words will not be accepted as official proposals; the proposing shareholder shall attend the general meeting of shareholders in person or entrust others to participate in the discussion of the proposal submitted by him/her/it.

Before the date of issuance of the AGM notice, the Company shall inform the shareholders of the results regarding the filed proposals, and specify the proposals stated in this Article in the meeting notice. In addition, the board shall inform the attendees of the reasons for rejection of the proposals not included in the agenda.

#### Article 4: Entrusting and authorizing proxies to attend the shareholders' meetings

A shareholder may issue a signed power of attorney printed by the Company to specify the scope of authorization and assign a proxy to attend a meeting of shareholders on and for his behalf.

Each shareholder shall issue only one power of assignment to assign only one proxy at each AGM. Shareholders shall deliver the proxy authorization to the Company 5 days before the date of the AGM. When more than one powers of assignment are issued, the one received the earliest shall prevail, unless a declaration is made to retract the previous proxy assignment.

After the power of attorney is delivered to the Company, if the shareholder intends to attend the shareholders' meeting in person or exercise voting rights in writing or electronically, a written notice to revoke the entrustment shall be submitted to the Company two days prior to the convening of the shareholders' meeting concerned; and if the revocation is overdue, the voting rights performed by the authorized proxy shall prevail.

#### Article 5: Principles for determining the location and time of the general meeting of shareholders

The location where the Company's shareholders' meeting is held shall be the location of the Company or a place that is convenient for shareholders to attend and is suitable for holding the shareholders' meeting. The location and time of the meeting shall be determined under fully consideration to the opinions of the independent directors.

#### Article 6: Preparation of register and other relevant documents

The Company shall specify in the meeting notice the time during which shareholder attendance 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, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. Shareholders or their proxies (hereinafter referred to collectively as shareholders) shall attend the AGM with the attendance card, sign-in card, or other certificate of attendance. The Company shall not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by Shareholders. Solicitors soliciting proxy authorization shall also bring their identification documents for verification.

The Company shall provide a register for present shareholders to sign or the present shareholders may hand in a sign-in card in lieu of signing in.

The Company shall deliver the meeting manual, annual report, attendance certificate, comment slips, votes and other meeting materials to the shareholders attending the shareholders' meeting; if there are directors to be elected, the ballots shall be attached.

The "one person for one shareholder" rule shall not apply to the representatives of

governmental or corporate shareholders at an AGM. When assigning a corporation as a proxy, however, the “one proxy for one shareholder” rule shall apply.

**Article 7: The chair of the shareholders’ meeting and attendance without voting rights**

If the shareholders’ meeting is convened by the board of directors, the Chairman shall be the chair of the meeting. When the Chairman is on leave or unable to exercise his/her powers for any reason, the Vice- Chairman shall act as the proxy. If there is no Vice-Chairman or the Vice-Chairman is also on leave or unable to exercise the powers, the Chairman shall appoint a managing director to act as an agent. If there is no managing director, a director shall be designated as the Chairman to act as the proxy. If the Chairman does not designate a proxy, a proxy shall be elected from among the managing directors or the directors.

When a director or the managing director serves as chair mentioned above, he/she shall have held the position for a minimum of six months and understands the financial and business conditions of the Company. The same shall be true for a representative of a legal person director that serves as chair.

It is advisable that the chairperson of the Board chair in person an AGM/EGM convened by the Board and attended by a majority of the directors in person and at least one representative from each functional committee. The attendance shall be recorded in the meeting minutes.

If the shareholders’ meeting is convened by a competent person other than the members of board of directors, such person shall act as the chair. When there are more than two competent persons, one of them shall be elected to serve as the chair.

The Company may appoint its attorneys, certified public accountants, or related persons to attend an AGM/EGM as guests.

**Article 8: Evidence of audio or video recording of the shareholders’ meetings**

The Company, beginning from the time it accepts shareholder attendance registrations, shall make a continuous, uninterrupted audio and video recording of the whole registration process.

Such recordings shall be retained for at least one year. If, however, a shareholder files a lawsuit in accordance with Article 189 of the Company Act, such recordings shall be retained until the conclusion of the litigation.

**Article 9: Calculation number of shares of attendance at shareholders’ meetings**

Attendance at an AGM/EGM shall be calculated based on the number of shares. The number of shares in attendance shall be calculated according to the shares indicated in the register and sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.

When the meeting starting time has expired, the chair shall immediately announce the official opening of the meeting, as well as announcing relevant information such as the number of non-voting rights and the number of shares held by the persons present.

However, when shareholders representing more than half of the total number of issued shares are not present, the chair may announce the postponement of the meeting. The number of postponement shall not exceed two times, and the total period of all postponement shall not exceed one hour. If there are still not sufficient shareholders representing more than one-third of the total number of issued shares to attend after the second postponement, the chair shall announce the adjournment of the meeting.

If the aforementioned quorum is 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 made based on Paragraph 1 of Article 175 of the Company Act. All shareholders shall be notified of the tentative resolution and another AGM/EGM shall be convened within one month.

When, after the said tentative resolution is made and prior to the meeting conclusion, the attending shareholders represent a majority of the total number of issued shares, the chair may re-submit the tentative resolution for a vote by the AGM/EGM in accordance with Article 174 of the Company Act.

#### Article 10: Discussion of Proposals

The board shall determine the agenda of an AGM/EGM it convenes. Related proposals (including extraordinary motions and amendments to the original proposals) shall be passed by voting one after another. The meeting shall be proceeded with in accordance with the agenda, which shall not be changed without the AGM/EGM's resolution.

The provisions in the preceding paragraph shall apply mutatis mutandis to an AGM/EGM convened by a party with the convening power outside of the board.

The chair shall not directly adjourn a meeting before completing deliberation of the proposals (including extraordinary motions) set in the agenda as stated in the preceding two paragraphs, except with the AGM/EGM's resolution. If the chair adjourns the meeting in violation of the rules of procedure, the other members of the board of directors shall, based on statutory procedures, timely assist the attending shareholders to elect a new chair based on the agreement of a majority of the votes represented by the attending shareholders to continue with the meeting.

During an AGM/EGM, the chair shall allow ample opportunities to explain and discuss proposals and the amendments or extraordinary motions put forward by shareholders. When the chair reckons that a proposal has been adequately discussed to put it to a vote, the chair may end the discussion, call for a vote, and arrange sufficient voting time.

#### Article 11: Comments by Shareholders

Before making a comment, an attending shareholder shall state in the comment slip the subject matter of the comment, his/her shareholder account number (or attendance card number) and account name. The chair will arrange the order for the comments.

An attending shareholder submitting a comment without actually commenting shall be considered as no comment. When the content of the comment does not correspond to the subject matter stated in the comment slip, the content of the actual comment shall prevail.

Each shareholder's presentation of comments on one specific proposal shall not exceed two times unless otherwise agreed by the chair and each time of such presentation shall not exceed five minutes. However, if a shareholder's presentation of comments violates the regulations or exceeds the scope of the specific topic, the chair may terminate the presentation of such shareholder.

When an attending shareholder is making a comment, other shareholders shall not interfere with the comment, except with the consent of both the chair and the shareholder making a comment. The chair shall stop any violations.

When a corporate shareholder assigns two or more representatives to attend an AGM/EGM, only one shall comment on the same proposal.

After an attending shareholder finishes a comment, the chair may respond in person or direct relevant personnel to respond to the comment.

#### Article 12: Calculation of voting shares and recusal

Voting at an AGM/EGM shall be calculated based on the number of shares.

The number of shares held by shareholders without voting rights shall not be calculated as part of the total number of issued shares in an AGM/EGM resolution.

A shareholder having a suspected conflict of interests with a proposal that may harm the Company's interest shall neither vote for that proposal nor exercise the voting rights as a proxy for any other shareholder.

The number of shares represented by the voting rights that shall not be exercised in

accordance with the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

Except for a trust enterprise or a shareholder services agent approved by the competent authorities of securities, when a person is concurrently assigned as a proxy by two or more shareholders, the voting rights represented by such a proxy shall not exceed three percent of the voting rights represented by the total number of issued shares. The voting rights in excess of this percentage shall not be considered in the calculation.

#### Article 13: Proposal voting, scrutiny and ballot counting

Article 15: Each shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Paragraph 2 of Article 179 of the Company Act.

When holding an AGM/EGM, the Company shall allow shareholders to exercise voting rights electronically or in writing. When voting rights are exercised by correspondence or electronically, the exercise method shall be stated in the meeting notice. Shareholders exercising voting rights by correspondence or electronically are deemed to be present at an AGM/EGM in person. However, the extraordinary motions and amendments to the original proposals at the shareholders' meeting shall be deemed as abstentions, hence the Company shall avoid proposing extraordinary motions and amendments to the original proposals.

A shareholder intending to exercise voting rights by correspondence or electronically in accordance with the preceding paragraph shall deliver a written declaration of intent to the Company two days before the date of the AGM/EGM. When more than one declaration of intent is delivered, the one received the earliest shall prevail, except when a declaration is made to retract the earlier declaration of intent.

If, after exercising the voting rights by correspondence or electronically, a shareholder intends to attend the AGM/EGM, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, no later than two days before the date of the AGM/EGM. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronically shall prevail. When a shareholder exercises voting rights both by correspondence or electronically and by assigning a proxy to attend an AGM/EGM, the voting rights exercised by the proxy in the meeting shall prevail.

Unless otherwise provided for by the Company Act and the Articles of Association of the Company, the voting on proposals shall be passed with the consent of more than half of the voting from the shareholders present. When voting, the chair or the person designated by the chair shall announce the total number of voting rights of the attending shareholders on a case-by-case basis, and the shareholders shall vote on a case-by-case basis, and on the day after the shareholders' meeting, the results of shareholders' approval, objection and abstention shall be entered at MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide on 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 is required.

The scrutiny and ballot counting personnel for voting on proposals shall be designated by the chair, but the scrutiny personnel shall be shareholders.

Vote counting for proposals or elections at the AGM/EGM shall be conducted in public at the meeting venue. Immediately after vote counting, the voting results, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record shall be maintained.

#### Article 14: Election Matters

A directorial election at an AGM/EGM shall be conducted in accordance with the relevant election regulations. The voting results shall be announced on-site immediately, including the names of the directors elected/not elected and the numbers of votes they obtained.

The ballots of the election in the preceding paragraph shall be sealed with the monitoring personnel's signatures and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit in accordance with Article 189 of the Company Act, such recordings shall be retained until the conclusion of the litigation.

#### Article 15: Meeting Minutes and Signatures

Matters relating to the resolutions made by an AGM/EGM shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the meeting chair and a copy distributed to each shareholder within 20 days after the meeting is adjourned. The meeting minutes may be produced and distributed electronically.

The Company may distribute the meeting minutes stated in the preceding paragraph by posting them on the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions are adopted, and a summary of the deliberation and voting results (including the statistical weight). When a directorial election is also held, the number of votes of each candidate shall be disclosed. The Company shall retain related records during its existence.

#### Article 16: Public Announcement

On the AGM/EGM day, the Company shall compile in the prescribed format a statistical statement of the number of shares acquired by solicitors through solicitation and the number of shares represented by proxies. The Company shall also make an express disclosure of the same at the meeting venue.

For resolutions of the shareholders' meeting, if there is any material information stated by laws and regulations or Taiwan Stock Exchange, the Company shall transmit the content of such information to MOPS within the specified time.

#### Article 17: Maintaining the Order of the Meeting Venue

Personnel handling the administrative affairs of an AGM/EGM shall wear an identification card or armband.

The chair may direct the proctors or security personnel to help maintain order at the meeting venue. The proctors or security personnel who help maintain order at the meeting venue shall wear an identification card or armband showing the word "Proctor". If a shareholder attempts to make a comment in the meeting through any devices other than the public address equipment set up by the Company, the chair may stop the shareholder from commenting.

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

#### Article 18: Breaktime and Resumption of Meetings

When a meeting is in progress, the chair may announce a break based on time considerations. If a *force majeure* event occurs, the chair 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 proposals (including extraordinary motions) in the meeting agenda have been addressed, the AGM/EGM may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at an AGM/EGM to defer or resume the meeting within

five days in accordance with Article 182 of the Company Act.

Article 19: These Regulations shall become effective after being approved by the shareholders' meeting, and the same will apply when being amended.