

# **Topbi International Holdings Limited**

## **Rules of Procedure for Shareholders Meetings**

Article 1 To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2 The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3 (Convening shareholders meetings and shareholders meeting notices)

Unless otherwise provided by law, the shareholders' meeting shall be convened by the Board of Directors.

Any change in the manner of holding the shareholders' meeting of the Company shall be decided by the Board of Directors and shall be made no later than before the notice of the shareholders' meeting is sent.

The Company shall, 30 days before the regular meeting of shareholders or 15 days before the extraordinary meeting of shareholders, make an electronic file of the notice of meeting of shareholders, the proxy paper, the motions relating to the admission of directors, the motions for discussion, the matters concerning the election or removal of directors and the explanations thereof and transmit them to the Open Information Observatory. By 21 days before the ordinary meeting of shareholders or 15 days before the extraordinary meeting of shareholders, make an electronic file of the handbook and supplementary information of the meeting and transmit it to the Open Information Observatory. However, if the company has a paid-up capital of more than NT \$10 billion as of the end date of the most recent fiscal year or has a combined foreign and mainland shareholding ratio of more than 30 percent in the shareholders' book of the most recent fiscal year, the electronic file shall be sent before the completion of the shareholders' regular meeting. 15 days prior to the meeting of shareholders, the procedures manual and supplementary materials of the meeting shall be ready for the shareholders to obtain at any time and put on display in the Company and its share agents.

The Company shall, on the day of the meeting of shareholders, provide the procedures manual and supplementary materials mentioned above for shareholders' reference in the following manner:

I. When holding a substantial shareholders' meeting, it shall be issued on the spot of the shareholders' meeting.

II. When a video supplementary meeting is held, it shall be distributed at the site of the meeting and transmitted to the video meeting platform as an electronic file.

III. When holding a video meeting of shareholders, electronic files shall be transmitted to the video meeting platform.

The notice and announcement shall specify the cause of the call; The notification may be made electronically with the consent of the other party.

Election or removal of directors, alteration of articles of association, reduction of capital, application for suspension of public offering, directors' permission for business competition, transfer of surplus to capital increase, transfer of reserve to capital increase, dissolution of the company, merger, division of the company or any of the items mentioned in paragraph 1 of Article 185 of the Company Law shall be listed and explained in the causes for the meeting and shall not be put forward in a provisional motion. The main content of the securities shall be placed on the website designated by the securities authority or company, and the website shall be stated in the notice.

The general re-election of directors and the date of appointment have been specified in the cause of the convening of the shareholders' meeting. After the completion of the re-election of the shareholders' meeting, the date of appointment of directors shall not be changed by provisional motion or other means at the same meeting.

A shareholder holding more than one percent of the total number of shares issued may submit to the Company a motion at the ordinary meeting of the shareholders, subject to the limitation of one motion, and no motion shall be included if more than one motion is submitted. But the board still has to include shareholder proposals that urge the company to advance the public interest or fulfil its social responsibilities. Another shareholder's proposal has one of the circumstances of Article 172, Paragraph 1, Paragraph 4 of the Company Law, the board of directors may not be listed as a proposal.

The Company shall, prior to the ordinary meeting of shareholders, announce the acceptance of shareholders' proposals, the written or electronic method of acceptance, the venue of acceptance and the duration of acceptance; The period of acceptance shall not be less than ten days.

A proposal submitted by a shareholder shall be limited to 300 words, and any proposal exceeding 300 words shall not be included in the proposal; The proposer shall attend the general 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 call of the shareholders' meeting, inform the proposing shareholders of the result of the handling and shall include in the notice of the meeting any motions subject to this clause. For shareholders' proposals not included in the motions, the Board of Directors shall explain the reasons for not being included in the shareholders' meeting.

Article 4 At each shareholders' meeting, a shareholder may issue a power of attorney issued by the Company, specifying the scope of authorization, and appoint an agent to attend the shareholders' meeting.

A shareholder may issue a power of attorney, limited to one person, which shall be sent to the Company five days before the meeting of the shareholders meeting. In case of duplicate power of attorney, the first one to be sent shall prevail. However, the statement before the revocation of the entrusting person is not subject to this limitation.

After the proxy has been served on the Company, a shareholder who wishes to attend the shareholders' meeting in person or exercise the right to vote by written or electronic means shall, two days before the meeting of the shareholders, give notice in writing to the Company of the revocation of the proxy; If the cancellation is delayed, the voting right of the entrusted agent shall prevail.

After the power of attorney has been served on the Company, a shareholder wishing to attend the shareholders' meeting by video conference shall, two days prior to the meeting, give notice in writing to the Company of the revocation of the power of attorney; If the cancellation is delayed, the voting right of the entrusted agent shall prevail.

#### Article 5 Principles determining the time and place of a shareholders meeting)

The meeting of shareholders shall be held at the place of the Company or at such place as is convenient and suitable for the attendance of the shareholders and shall commence no earlier than 9:00 a.m. or later than 3:00 p.m. Such place and time shall take full account of the opinion of the independent directors.

When the Company holds a video meeting of shareholders, it is not limited by the location of the above mentioned meeting.

#### Article 6 (Preparation of documents such as the attendance book)

The Company shall specify in the notice of meeting the reporting time, reporting place and other matters needing attention of the accepting shareholders, solicitors and entrusted agents (hereinafter referred to as shareholders).

The time for accepting the registration of shareholders in the preceding paragraph shall be at least 30 minutes before the beginning of the meeting. The report place shall be clearly marked and shall be handled by competent personnel. Registration for the video meeting of the shareholders' meeting shall be accepted on the video meeting platform 30 minutes prior to the beginning of the meeting. Shareholders who complete the registration shall be deemed to have attended the meeting in person.

The shareholder shall present the attendance certificate, attendance card or other attendance certificate to attend the shareholders' meeting; The person who is the solicitor of a power of attorney should bring his or her identity document for verification.

The Company shall provide an autograph book for signature by the present shareholders, or a signature card for signature by the present shareholders.

The Company shall deliver to the shareholders present at the meeting the handbook, the annual report, the attendance certificate, the speech note, the votes cast and other materials of the meeting, and if there is an election of directors, the votes shall be attached.

If the government or legal person is a shareholder, there is not limited to one representative to attend the shareholders' meeting. When a legal person is entrusted to attend a shareholders' meeting, only one representative may be appointed to attend. If the shareholders' meeting is held by video conference, the shareholders who wish to attend by video conference shall register with the Company two days before the meeting of the shareholders.

If the shareholders' meeting is held by video conference, the Company shall upload the procedure manual, annual report and other relevant materials to the video conference platform at least 30 minutes before the beginning of the meeting, and continue to disclose them until the end of the meeting.

Article 6-1 (Hold video conference of shareholders' meeting and call the matters contained in the notice)

If the Company holds a video conference of the shareholders' meeting, the notice shall set forth the following matters in the shareholders' meeting.

I. Shareholder participation in video conference and method of exercising rights.

II. The way to deal with obstacles caused by sending or participating in the video conference platform due to natural disasters, accidents or other force majeure events shall include at least the following:

(1) The time at which the meeting shall be adjourned or resumed and, if so, the date at which the meeting shall be adjourned or resumed.

(2) Any shareholder who has not registered to attend the original shareholders' meeting by video shall not participate in the adjournment or renewal of the meeting.

(3) If it is not possible to continue the video meeting, the shareholders' meeting shall continue after deducting the number of shares present at the shareholders' meeting by video and the total number of shares present reaches the statutory quota of the shareholders' meeting. The number of shares present at the shareholders' meeting by video shall be counted into the total number of shares present, and all the motions of the shareholders' meeting shall be deemed as abstention.

(4) In the event that the outcome of all motions has been declared, but no provisional motions have been moved, the manner of handling.

III. To hold a video meeting of shareholders and to set forth appropriate alternatives for shareholders who have difficulty attending the meeting by video.

Article 7 (The chair and non-voting participants of a shareholders meeting)

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation,

the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholder meeting in a non-voting capacity.

#### Article 8 (Documentation of a shareholders meeting by audio or video)

The Company shall make continuous and uninterrupted audio and video recordings of the whole process of shareholder registration, meeting and vote counting from the time of acceptance of shareholder registration.

The above-mentioned audio and video data should be kept 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.

If the shareholders' meeting is held by video conference, the Company shall keep records of the shareholders' registration, registration, reporting, questions, voting and counting results of the Company, and shall make continuous and uninterrupted audio and video recordings of the whole meeting.

The Company shall keep the above information and audio recordings properly during its existence and provide the audio recordings and video recordings to the entrusted parties for storage.

#### Article 9 The attendance of the shareholders' meeting shall be based on the shares. The number of shares present is calculated based on the number of shares registered in the signature book or signed card and the video conference platform, plus the number of shares exercising the right to vote in writing or electronically.

The Chairman shall declare the meeting to be convened immediately after the session has been held, provided that if a majority of the number of shares issued is not present, the Chairman may declare the meeting to be adjourned not more than twice but for a period not exceeding one hour in total. If the shareholders representing more than one third of the total number of shares issued are present after the second delay, the chairman shall announce the cancellation of the meeting; If the shareholders' meeting

is held by video conference, the Company shall also announce the suspension of the meeting on the video conference platform.

If the shareholders representing more than one third of the total number of shares issued are present at the meeting after the second delay in the preceding paragraph, it may be regarded as a false resolution in accordance with paragraph 1 of Article 175 of the Company Law, and the false resolution shall be notified to each shareholder to convene a shareholders' meeting within one month; If the shareholders' meeting is held by video conference, the shareholders who wish to attend by video conference shall re-register with the Company in accordance with Article 6.

If, before the end of the meeting, the number of shares represented by the members present reaches more than half of the total number of shares issued, the Chairman may put the resulting false resolution to a new vote in accordance with Article 174 of the Company Law.

#### Article 10 (Discussion of proposals)

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). 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 power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; 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, call for a vote, and schedule sufficient time for voting.

#### Article 11 (Shareholder speech)

Before attending a shareholder's speech, the speaker's statement should be filled out, indicating the gist of the speech, the shareholder's account number (or attendance certificate number) and the name of the account. The chairman will decide the order of the speaker.

The present shareholder shall be deemed not to have spoken if he only presents a statement without speaking. If the contents of the speech are inconsistent with those recorded in the speech rules, the contents of the speech shall prevail.

Without the consent of the Chairman, each shareholder shall not make more than two speeches for more than five minutes each time on the same motion. However, if the shareholder makes a speech that violates the regulations or goes beyond the scope of the subject matter, the Chairman may stop the shareholder.

When a shareholder is present to make a speech, other shareholders shall not interfere with the speech except with the consent of the chairman and the shareholder who speaks, 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 speak on the same motion.

After a shareholder has spoken, the Chairman may reply in person or by appointment.

In case of a shareholders' meeting held by video conference, shareholders who participate in the meeting by video conference may ask questions in text on the video conference platform of the shareholders' meeting between the announcement of the meeting by the Chairman and the announcement of the adjournment of the meeting.

The number of questions for each motion shall not exceed two times and shall be limited to 200 words each time. Provisions 1 to 5 do not apply.

#### Article 12 (Calculation of voting shares and recusal system)

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

#### Article 13 Shareholders shall have one vote per share; Except those who are subject to restrictions or who are not entitled to vote as listed in item 2 of Article 179 of the Company Law.

The Company shall exercise its voting rights electronically and may exercise its voting rights in writing when holding meetings of shareholders; If the voting right is exercised in writing or electronically, the method of exercise shall be specified in the notice of convening of 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 provisional motion and amendment of the original motion at the meeting shall be deemed a waiver and therefore the Company should refrain from making the provisional motion and amendment of the original motion.

If the voting right is exercised in writing or electronically as mentioned in the preceding paragraph, the expression of intention shall be delivered to the Company two days before the shareholders' meeting. If there is any repetition of the expression of intention, the person who delivered the expression first shall prevail. Except those who have expressed their intention before the declaration is revoked.

A shareholder who has exercised his voting right in writing or electronically, if he wishes to attend the meeting in person or by video, shall, two days before the meeting of the shareholders, revoke the aforesaid expression of intention to exercise the voting right in the same manner as the exercise of the voting right; If the cancellation is delayed, the voting right exercised in writing or electronically shall prevail. If the voting right is exercised in writing or electronically and an agent is authorized by proxy to attend the shareholders' meeting, the voting right to be exercised by the entrusted agent shall prevail.

Unless otherwise provided for in the Company Law and the Articles of Association, a motion shall be passed with the consent of more than half of the votes of the shareholders present. At the time of voting, the Chairman or his designee shall announce the total number of voting rights of the present shareholders on a case-by-case basis, and the shareholders shall vote on the case by case basis, and the results of the approval, opposition and abstention of the shareholders shall be entered into the Open Information Observatory on the day after the meeting of shareholders is held.

When there are amendments or substitutes to the same bill, the Chairman shall determine the order of voting with the original bill. If one of the bills has been passed, the other bills shall be considered vetoed and shall not be voted on.

The supervisors and counting officers for the voting of motions shall be appointed by the Chairman, provided that the supervisors shall have the status of shareholders.

The counting of votes or election motions at the shareholders' meeting shall be done in a public place at the meeting, and the results of the voting shall be announced on the spot after the counting of the votes, including the counting weights, and shall be recorded.

The Company holds a video meeting of the shareholders. Shareholders who participate in the meeting by video shall, after the Chairman announces the meeting, vote on the motions and vote on the election motions through the video meeting platform, and shall complete the voting before the Chairman announces the closing of the voting. If the time is overdue, it shall be deemed as abstention.

Where the shareholders' meeting is held by video conference, the votes shall be counted in one go and the result of the vote and election shall be announced after the Chairman has declared the voting closed.

Any shareholder who has registered to attend the shareholders' meeting by video in accordance with Article 6 at the time of holding the auxiliary shareholders' meeting



shall, two days before the meeting of the shareholders, cancel his registration in the same manner as if he had registered; If the cancellation is delayed, the shareholders' meeting can only be attended by video.

A person who has exercised his voting right in writing or electronically, has not revoked his expression of intention, and has participated in the shareholders' meeting by video, shall not exercise his voting right in respect of, or propose amendments to, or exercise his voting right in respect of amendments to, the original motion, except for temporary motions.

#### Article 14 (Election of directors and supervisors)

When the shareholders' meeting elects directors, it shall do so in accordance with the relevant rules for the election set by the Company, and shall announce the election results at the meeting, including the list of directors elected and the number of their elected powers.

The election votes mentioned in the preceding election matters shall be sealed and signed by the vote supervisors and properly kept 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 The matters decided at the shareholders' meeting shall be made into a record which shall be signed or sealed by the chairman and distributed to all shareholders within 20 days after the meeting. Proceedings may be prepared and distributed electronically. For the distribution of the above Hansard, the Company may enter the Public Information Observatory's announcement mode.

The minutes shall be duly recorded by the year, month, day, place, name of the Chairman, method of resolution, gist of the proceedings and result of the vote (including the counted weights) of the meeting, and shall disclose the number of votes of each elected person if there is an election of directors. It shall be kept permanently during the existence of the Company.

If the shareholders' meeting is held by video conference, in addition to the items to be recorded in accordance with the provisions of the preceding paragraph, the proceedings shall also record the beginning and end time of the meeting, the method of holding the meeting, the name of the chairman and the record, and the method and circumstances of dealing with the obstruction caused by sending to the video conference platform or participating in the video conference by means of video conference due to acts of God, accidents or other force majeure.

The Company shall, in addition to conducting the video meeting in accordance with the provisions of the preceding paragraph, state in the journal the alternative measures provided to shareholders who may have difficulty in participating in the meeting by video.

#### Article 16 (Public disclosure)

The number of shares solicited, the number of shares represented by the entrusted agent and the number of shares attended by shareholders in written or electronic form

shall be clearly disclosed by the Company on the day of the meeting in accordance with the prescribed form of statistical tables; If the shareholders' meeting is held by video conference, the Company shall upload the aforesaid information to the video conference platform at least 30 minutes prior to the beginning of the meeting and continue to disclose it until the end of the meeting.

The Company holds a video conference of the shareholders' meeting, and when announcing the meeting, it shall disclose the total number of shareholders' shares present on the video conference platform. The same applies if the total number of shares and voting rights of the shareholders present are counted in the meeting.

If there is any material information on the matters decided by the shareholders' meeting, which is stipulated by laws and regulations and stipulated by Taiwan Stock Exchange Co., LTD. (Securities Counter Trading Center of the Republic of China), the Company shall transmit the content to the Open information Observatory within the specified time.

#### Article 17 (Maintaining order at the meeting place)

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

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 from the meeting. If the same at the place of the shareholders meeting.

#### Article 18 (Recess and resumption of a shareholders meeting)

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 items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue. A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

#### Article 19 If the shareholders' meeting is held by video conference, the Company shall, immediately after the close of voting, disclose the voting results of the motions and election results on the video conference platform as required, and shall continue to

disclose the results for at least 15 minutes after the chairman announces that the meeting is adjourned.

Article 20 When the Company holds a video meeting of shareholders, the Chairman and the recorder shall be at the same place in the country and the Chairman shall announce the address of such place at the time of the meeting.

Article 21 If the shareholders' meeting is held by video conference, before the Chairman announces the meeting is adjourned, due to natural disaster, an event or other force majeure, there is an obstruction to the platform of the video conference or to the participation by video conference for more than 30 minutes, the date of the meeting shall be postponed or renewed within five days. Article 182 of the Company Law shall not apply.

Any shareholder who has not registered to attend the original shareholders' meeting by video shall not participate in the postponement or renewal of the meeting.

The number of shares present at the original shareholders' meeting, the voting rights and the voting rights exercised at the meeting shall be included in the total number of shares, voting rights and voting rights of the shareholders present at the meeting, if the shareholders have registered to participate in the original shareholders' meeting by video and completed the registration according to the provisions of Item 1.

In the case of adjournment or renewal of a shareholders' meeting pursuant to paragraph 1, there is no need to re-discuss and re-decide a motion on which the votes have been cast and counted and the results of the vote or the list of directors elected have been announced.

If the Company holds an auxiliary meeting of shareholders by video conference and the meeting cannot be continued in the event of item 1, if the total number of shares present at the meeting still reaches the statutory quota for the meeting after deducting the number of shares present at the meeting by video conference, the meeting shall continue and there is no need to postpone or renew the meeting in accordance with Item 1.

If a shareholder who participates in the shareholders' meeting by video in the event of continuing the meeting as mentioned in the preceding paragraph, the number of shares present shall be counted as the total number of shares present, provided that all the motions of the shareholders' meeting shall be deemed to have abstained.

If the Company adjourn or renew the meeting in accordance with the provisions of Item 1, it shall conduct the relevant preparatory work in accordance with the date of the original shareholders' meeting and the provisions of this article in accordance with the provisions of Item 44 (27) of the stock Handling Guidelines of publicly issued stock companies.

During the period set forth in Paragraph 12, Paragraph 12, Item 3 of Article 13, and Article 44 to 5 (2), Article 44 to 15, and Article 44 to 17 (1) of the Rules for the Use of Power of Attorney by a publicly issued Company at a Shareholders' meeting, the Company shall handle the date of the shareholders' meeting to be postponed or renewed in accordance with the provisions of Item 2.

Article 22 After deliberation by the audit committee of the Company, these Measures shall be submitted to the Board of directors for approval before implementation and submitted to the shareholders' meeting.

These rules were enacted on May 23, 2013.

Amended on June 22, 2020.

Amended on June 29, 2022.