

Tong Ming Enterprise Co.,Ltd.

Shareholders Meeting Rules

1. Purpose

The rules for compliance are stipulated in accordance with Article 5 of the “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies” for establishing the Company’s excellent meeting of shareholders governance system, substantiating supervisory function, and enhancing management functions.

2. Scope and applicable objects:

2.1 Scope: The Rules of Procedure for Shareholder Meetings is processed in accordance with the Rules, unless otherwise provided by law or Company Corporate Charter (Articles of Incorporation).

2.2 Applicable objectives: The Company

3. Units on duty: All departments

4. Work procedure

4.1 Unless otherwise stated by the law or regulation, the Board shall convene the Shareholders’ Meeting. The board of directors or other authorized conveners of shareholders’ meetings may require the Company or its shareholder service agent to provide with the roster of shareholders.

4.2 Regarding the principles of the venue and time of the Shareholders’ Meeting, the venue of the Shareholders’ Meeting shall be in the Republic of China and suitable for convening the Shareholders’ Meeting, and the Meeting may not start earlier than 9 am or later than 3 pm. The venue and the time shall fully consider the Independent Directors’ opinions.

4.3 The preparation of a sign-in registry

4.3.1 The Company should have the attendance registry ready for the signature of the attending shareholders or the shareholder’s representative (hereinafter referred to as the Shareholders), or the attending shareholders may have the signature card submitted as an alternative to the signature.

4.3.2 The Company shall have the Agenda Handbook, annual reports, attendance card, statement slip, ballots, and other meeting materials delivered to the shareholders presented; also, the ballot will be distributed to the directors for the election of directors, if any.

4.3.3 Shareholders should attend the meeting of shareholders with the presentation of the attendance pass, attendance card or other attendance documents. Proxy holders should have identity documents with them for examination.

4.3.4 When the government or juridical person is a shareholder, the shareholder attending the meeting by proxy is not limited to one representative. The juridical person that has attended the meeting of shareholder by proxy can authorize only one representative to attend the meeting.

4.4 Chairperson and Participants

4.4.1 Shareholders meetings that are convened by the Board of Directors shall be chaired by the Chairmen. If the Chairman is unable to perform his/her duties due to leave of absence or any reasons, the Chairman may appoint one of the directors to act on behalf. If no one is appointed, the remaining directors will appoint one among themselves to perform the Chairman's duties on behalf.

4.4.2 It is preferable if more than half of the board directors attending the shareholders' meeting that is convened by the board of directors, and that at least one member of other functional committees attend as representative. Attendance details should be recorded in the shareholders meeting minutes.

4.4.3 If the shareholders' meeting is convened by any authorized party other than the Board of Directors, the convener will act as the meeting chairman. If there are two or more conveners, they shall appoint one among themselves to chair the meeting.

4.4.4 The Company may assign the appointed attorney, CPA, or responsible personnel to attend the meeting of the shareholders.

4.5 The Company shall record or video the entire process of the Shareholders' Meeting, and keep it for at least one year. However, if the Shareholders institute a lawsuit against the validity of the Shareholders' Meeting or withdrawal of the resolution of the Shareholders' Meeting, the recording or video shall be kept until the end of the lawsuit.

4.6 Attendance of the meeting of shareholders should be calculated in accordance with the shareholdings. The shareholding attendance is based on the attendance registry or the signature cards submitted, plus the votes exercised in writing or by electronic means.

- 4.7 The chairperson shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

4.8 Discussion of Meeting Agenda

- 4.8.1 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The relevant motions (including extemporaneous motions and amendments to original motions) shall pass the resolution on a one agenda by one agenda basis. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.
- 4.8.2 If the meeting of shareholders is convened by an authorized person other than the Board, the provision referred to above is applicable.
- 4.8.3 The Chairman may not have the meeting adjourned at his discretion before the proposals (including motions) resolved in the two agendas referred to above. If the Chairman has the meeting adjourned in violation of the Rules of Procedure for Shareholder Meetings, the other Board members shall promptly assist the attending shareholders in accordance with the legal procedures to have one shareholder elected as the Chairman with the majority votes of the attending shareholders to continuously chair the meeting.
- 4.8.4 The chairperson shall give sufficient explanation and opportunity to discuss the motions and amendments or temporary motions proposed by the shareholders, and when he/she considers that the motions have reached the level ready for voting, he/she may announce to stop the discussion and put the motions to vote, and arrange an appropriate time for voting. At least one member of each functional committee shall attend the meeting and the attendance shall be recorded in the minutes of the shareholders' meeting.

4.8.5 Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, Article 19-1(1) of the Company's Articles of Incorporation provided for the compulsory repurchase of the Company's shares and the cancellation, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion. Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

4.8.6 During the listing period, a shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

4.8.7 Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period

for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

4.8.8 The Company shall convene a shareholders' meeting and may perform its voting rights through electronic approach or written papers; when performing its voting rights in written or electronic approach, the method of exercise shall be stated in the notice of shareholders' meeting. A shareholder who exercises his or her voting rights in written or electronic approach shall be deemed to be present in person at the shareholders' meeting. However, the provisional motion and the amendment to the original motion for such shareholders' meeting shall be deemed to be abstained from voting. Therefore, the Company is advised to refrain from proposing provisional motions and amendments to the original motion.

4.9 Delivery of speech by shareholders

4.9.1 Shareholders who wish to speak during the meeting must produce a Speak Request Form detailing the topics and the shareholder's name and account number (or the attendance ID serial). The order of shareholders' comments will be determined by the meeting chairman.

4.9.2 Attending shareholders who have speech slips submitted but not speak shall be deemed as silent shareholders. If there is a discrepancy found between the text of the speech and the speech slip submitted, the contents of the speech shall prevail.

4.9.3 Each shareholder may have the floor for delivery of the speech on the same motion once only, and may take the floor twice only at the

approval of the Chairman. Only 5 minutes is allowed for each speech. If the content of the speech defies the parliamentary rules or deviates from the motion, the Chairman shall interrupt the speech.

4.9.4 Attending shareholders may not interfere with the speaking shareholders without the consent of the Chairman and the speaking shareholders. The Chairman will have the violating shareholders stopped.

4.9.5 If the juridical person shareholder has more than two representatives assigned to attend the meeting of shareholders, only one of the two representatives may speak on the same proposal. The Chairman may reply to the speaking shareholders personally or by the designated personnel.

4.10 Counting of the vote

4.10.1 Resolutions of the meeting of shareholders should be based on their shareholdings.

4.10.2 For the resolutions in the meeting of shareholders, the shares of the shareholders without votes are not included in the calculation of outstanding shares.

4.10.3 Shareholders who have a conflict of interest with the proposals that are detrimental to the Company's interests shall not vote, and cannot vote by proxy on behalf of the other shareholders.

4.10.4 The number of shares held by shareholders who are not permitted to vote shall be excluded from total voting rights represented in the meeting.

4.10.5 Every Shareholder has one voting right, unless it is restricted or stated in the Articles of Incorporation.

4.11 Unless otherwise stated in the Cayman Law, Listing Rules or Articles of Incorporation, an approval means more than half of the attended Shareholders need to approve it. The Chairman or the designated personnel are to announce the total number of balloting rights of the shareholders presented at the time of balloting.

4.11.1 When there is an amendment or alternative for the same motion, the Chairman shall have the order of vote, including the original proposal, determined accordingly. If one of the motions has been passed, the other motions shall be deemed as rejected without the

need for further resolution.

4.11.2 Chairman is to appoint the scrutineers and counting officers who must be shareholders. Ballot counting should be held at the meeting place with the ballot counting result announced immediately and records kept.

4.12 Elections

4.12.1 The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.

4.12.2 Electoral ballots referred to above shall be sealed and signed by the scrutineers and reserved for at least one year. However, if the Shareholders institute a lawsuit against the validity of the Shareholders' Meeting or withdrawal of the resolution of the Shareholders' Meeting, the recording or video shall be kept until the end of the lawsuit.

4.13 The resolutions reached in the shareholders' meeting must be documented in the minutes of meeting for the signature or seal of the Chairman. The minutes of meeting must be distributed to the shareholders in 20 days. The preparation and distribution of the minutes of shareholders' meeting can be processed electronically.

4.14 For shareholders holding less than 1,000 registered shares, the company may distribute the minutes under the previous paragraph by public announcement on the Market Observation Post System.

4.15 The meeting date, month, day, place, name of the chairperson, method of resolution, main points of the proceedings and voting results (including the number of votes counted) shall be recorded, and in the case of election of directors, the number of votes received by each candidate shall be disclosed. The records shall be kept permanently for the duration of the Company's existence.

4.16 Public announcement

4.16.1 The Company shall keep track on and compile the statistical data on

the quantity of shares represented through assignment or represented by proxies in the required format on the day of the session, and disclose them explicitly on the scene of the meeting.

4.16.2 For resolutions of the Shareholders Meeting, if it is an important announcement in accordance to the law, the regulations of the Taiwan Stock Exchange, or TPEX (if applicable), the Company shall, within the instructed time, post such information to the Market Observation Post System.

4.17 Keep the order of the session.

4.17.1 The staff responsible for organizing the meeting of shareholders shall wear identification badges or armbands.

4.17.2 The Chairman may direct disciplinary personnel or security personnel to help keep the meeting place in order. The disciplinary personnel or security personnel that help keep the meeting place in order should wear an armband with “Marshal” affixed or an identification card.

4.17.3 When the meeting place is equipped with amplifying equipment, the Chairman may stop shareholders who do not use the speaking device provided by the Company from speaking. The Chairman may instruct the disciplinary personnel or security personnel to have shareholders who violate the Rules of Procedure for Shareholder Meetings, disobey the instructions of the Chairman, intervene in the meeting proceedings and fail to comply with the disciplinary act escrowed to leave the meeting place.

4.18 Recess, resumption of meeting.

4.18.1 The Chairman may announce for recess in the course of the session. In the event of force majeure, the Chairman may announce for a suspension of the session and announce the time for resuming the session.

4.18.2 If the meeting place cannot be used continuously before the proposals (including motions) resolved in the agendas scheduled, it can be resolved to be continued in the meeting of shareholders to find another venue for the meeting.

4.18.3 The Shareholders’ Meeting may decide to delay or continue within 5 days.

4.19 The rule begins once decided by the Shareholders' Meeting; the same applies when there is a change of rule.

5. Related attachment: None

6. Related departments: All departments

This procedure was established on April 16, 2010 after approved in the Board Meeting.

This procedure was established on May 19, 2010 after approved in the Shareholders' Meeting.

The procedure was first established on April 12, 2013 after being approved in the Board Meeting.

This procedure was first amended on May 13, 2013 after approved in the Shareholders' Meeting.

The second amendment of this procedure was on June 14, 2019, after approved in the Shareholders' Meeting.

The third revision date of this procedure is June 15, 2020, when it is revised by the resolution of the shareholders' meeting.

The date of the fourth revision of this procedure is June 17, 2021, when the resolution of the shareholders' meeting is adopted.