



Anpec Electronics Corporation Rules of Procedure of Shareholders' Meeting

June 4, 2002

- Article 1: Unless otherwise stipulated by laws or the Articles of Incorporation of the Company, the shareholders' meeting of the Company shall be conducted in accordance with these rules.
- Article 2: The Company shall set up a signature book for the attending shareholders to sign in, or the attending shareholders shall hand in their attendance cards instead. The number of shares attended is calculated based on the signature book or the attendance cards handed in, and shareholders shall wear the attendance pass to attend the shareholders' meeting.
- Article 3: Attendance and voting at the shareholders meeting shall be calculated on the basis of shares.
- Article 4: The venue of the shareholders' meeting shall be the location of the Company or a venue that is convenient for shareholders to attend and suitable for the shareholders' meeting. The meeting shall start no earlier than 9:00 a.m. or later than 3:00 p.m.
- Article 5: If the shareholders' meeting is convened by the board of directors, the Chairman shall serve as the chairman of the meeting. When the Chairman is on leave or unable to exercise his functions and powers for some reason, the Vice Chairman shall act as the deputy. If there is no Vice Chairman in place or the Vice Chairman is also on leave or unable to exercise his functions and powers for some reason, the Chairman shall appoint a managing director to act as the deputy. If there is no managing director in place, the Chairman shall appoint a director to act as the deputy. If the Chairman fails to appoint a deputy, the managing directors or directors shall elect one person among themselves to act as the deputy. If the shareholders' meeting is convened by a person with the right to convene other than the board of directors, the chairman of the meeting shall be the person with the right to convene. When there are two or more convening persons, one person shall be elected from them.
- Article 6: The Company may appoint its designated lawyers, certified public accountants or related personnel to attend the shareholders' meeting as non-voting delegates and answer relevant questions during the meeting. The meeting affairs staff handling the shareholders' meeting shall wear identification cards or armbands.
- Article 7: The entire process of the shareholders' meeting shall audio or video-recorded, and the record shall be kept for at least one year.
- Article 8: The chairman shall call the meeting to order at the specified meeting time and announce the number of shares without voting rights and the number of shares present at the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a meeting postponement, provided that the number of such postponements is no more than two, and the total time no more than one hour. If the 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 adopted pursuant to paragraph 1, Article 175 of the Company Act. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairman may resubmit the tentative resolution for voting at the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 9: If a shareholders' meeting is convened by the board meeting, the meeting agenda shall be set by the board meeting and distributed to shareholders or their agents. The meeting shall proceed in the order set in the agenda, which may not be changed without a resolution of the shareholders' meeting.

If the shareholders' meeting is convened by a person with the right to convene other than the board of directors, the provisions of the preceding paragraph shall apply.

The chairman may not declare the meeting adjourned prior to completion of the meeting agenda (including extraordinary motions) of the preceding two paragraphs except by a resolution of the shareholders' meeting. If the chairman declares the meeting adjourned in violation of the rules of procedure, the shareholders may elect a new chairman and continue the meeting based on the agreement of a majority of the votes represented by the attending shareholders.

After the meeting is adjourned, shareholders shall not elect another chairman to resume the meeting at the original address or in another place.

Article 10: Before speaking, an attending shareholder shall specify on the speaker's slip his/her speech summary, shareholder account number (or attendance card number) and account name. The order in which shareholders speak shall be set by the chairman.

A shareholder who violates the above shall be deemed to have not spoken. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the contents of the speech do not correspond to the subject given on the speaker's slip, the content of the speech shall prevail.

Other than the proposals listed in the agenda, any other proposals by shareholders or amendments or substitutes to the original motion shall be seconded by other shareholders.

When a shareholder present is speaking, other shareholders shall not interfere with the speech unless approved by the chairman and the speaking shareholder. In case of any violation, the chairman shall stop the violator, who shall be deemed to have not spoken.

Article 11: Without the consent of the chairman, each shareholder who speaks on the same motion shall not speak more than twice, and the speech each time shall not exceed five minutes. If the shareholder's speech violates the rules above or exceeds the scope of the agenda items, the shareholder shall be deemed to have not spoken, and the chairman may terminate the speech.

Article 12: When a corporate shareholder is entrusted to attend the shareholders' meeting, the corporate shareholder may only appoint one representative to attend.

When a corporate shareholder appoints two or more representatives to attend a shareholders' meeting, only one person may speak on the same motion.



- Article 13: After the attending shareholder speaks, the chairman may reply in person or designate relevant personnel to reply.
- Article 14: When the chairman considers that the discussion of a motion has reached the level of voting, he may announce the suspension of the discussion and put it to vote.
- Article 15: The persons who supervise and calculate the votes on proposals shall be appointed by the chairman, but the vote supervisor shall have the status of shareholder. The voting results shall be announced on the spot and recorded accordingly.
- Article 16: During the meeting, the chairman may announce a break at his discretion.
- Article 17: Unless otherwise provided by laws and regulations, the voting of a motion shall be adopted with the consent of more than half of the voting rights of the shareholders (shareholders' agents) present. When voting, if there is no objection from the shareholders present after being consulted by the chairman, the motion shall be deemed to be passed by all shareholders, and its effect shall be the same as that of voting. Shareholders have one vote per share. When a shareholder entrusts an agent to attend a shareholders' meeting, but the agent is entrusted by two or more shareholders, the voting rights of the agent shall not exceed 3% of the total voting rights of the issued shares. If the limit is exceeded, the excess votes shall not be counted.
- Article 18: When there are amendments or substitutes to the same motion, the chairman shall determine the order of voting together with the original motion. If one of the motions has been passed, the other motions will be deemed to be rejected and there is no need to vote again.
- Article 19: the chairman may direct pickets (or security personnel) to assist in maintaining order at the meeting venue. When pickets (or security personnel) are present to assist in maintaining order, they shall wear identification cards or armbands.
- Article 20: These Rules shall come into force after being approved by the shareholders' meeting, and the same shall apply when amended.