

# **Phihong Technology Co., Ltd.**

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

1. Unless otherwise provided by law, the Company's Shareholders' Meeting (hereinafter referred to as the "Meeting") shall be conducted in accordance with the Rules of Procedure for Shareholders' Meetings.

2. The Company shall keep a sign-in book for attendance by the members present in person or by the presentation of a sign-in card by the members present to sign in for them.

The number of shares in attendance is counted based on the attendance register or the submitted attendance cards and the shareholding reported on the video conferencing platform, together with the shares with written or electronic voting rights.

The Company shall set out the administration time and venue for shareholders, solicitors, and proxies (the "shareholders") and other matters of notice in the meeting notice.

Admission of meeting participants shall begin at least 30 minutes before the meeting commences.

The reception area must be clearly marked and stationed with competent personnel. Check-in to the video conferencing platform of the shareholders' meeting should be completed at least 30 minutes before the meeting starts. Those who complete the check-in are considered to have attended the meeting in person.

Shareholders who would like to attend the video conferencing shareholders' meeting should register with the Company at least two days before the shareholders' meeting.

For shareholders' meetings that are held by video conferencing, the Company shall upload the meeting handbook, annual report, and other relevant information to the video conferencing platform of the shareholders' meeting and keep them disclosed until the end of the meeting.

2-1. When the Company convenes a shareholders' meeting through video conferencing, it shall specify the following matters in the shareholders' meeting notice:

1. The means for shareholders to take part in the video conferencing and exercise their rights.

2. Measures to be taken if, due to circumstances of a natural disaster, unforeseen event, or other force majeure event, any disruption occurs in the video conferencing platform or in participation by means of video conferencing, including at least the following particulars:

(1) To what time will the meeting be postponed or from what time will the meeting resume if the above disruption continues and cannot be eliminated, and the date to which the meeting is postponed or on which the meeting will resume.

(2) Shareholders that have not registered to take part by video conference in the originally scheduled shareholders' meeting may not take part by video conference in the postponed or reconvened meeting.

- (3) When the Company convenes a hybrid shareholders meeting, if the virtual meeting cannot be continued, then if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the shareholders meeting by video conferencing, meets the legal quorum for holding a shareholders' meeting, the shareholders meeting shall continue in session. The number of shares represented by the shareholders, proxy solicitors, or proxy agents who were attending the shareholders' meeting by video conferencing shall be counted toward the total number of shares represented by the shareholders attending the meeting, but they shall be deemed to have waived their voting rights on all proposals at that shareholders' meeting.
- (4) Measures to be taken if the outcome of all proposals has been announced but extempore motions have not yet been proceeded with.
3. When the Company convenes a virtual-only shareholders' meeting, it shall furthermore specify appropriate alternative measures available to shareholders who have difficulty taking part in a virtual shareholders' meeting.

3. The attendance of the shareholders and voting at a shareholders' meeting shall be based on the number of shares.
4. A general meeting shall be convened at the place where the Company is located or at a place convenient for the shareholders to attend and suitable for the holding of a general meeting, and shall commence no earlier than 9:00 a.m. or later than 3:00 p.m.

If the shareholders' meeting is held by video conferencing, it is not subject to the restriction on the revenue as specified in the preceding paragraph.

5. If a shareholders' meeting is convened by the board of directors, the chairman of the meeting shall be the chairman of the board of directors. In case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause, the vice chairman shall act on his behalf. In case there is no vice chairman, or the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the chairman of the board of directors shall designate one of the managing directors, or where there is no managing directors, one of the directors to act on his behalf. In the absence of such a designation, the managing directors or the directors shall elect from among themselves an acting chairman of the board of directors.
6. The Company may appoint the lawyers, certified public accountants, or related personnel to attend the shareholders' meeting as observers.
7. The audio or video recordings of all shareholders' meetings shall be kept for at least one year. The recordings in the preceding paragraph shall be retained for at least one year. However, if a shareholder raises a litigious claim against the Company according to Article 189 of the Company

Act, the abovementioned documents must be retained until the end of the litigation.

For the shareholders' meetings held by video conferencing, the Company shall retain records of the shareholders' registration, login, check-in, questioning, voting, and vote counting results and make continuous and uninterrupted audio and video recordings of the entire meeting.

The above-mentioned materials and audio and video recordings shall be properly retained by the Company during its period of existence, and they shall be provided to those who are entrusted with handling video conferencing tasks.

8. The chairperson shall call the meeting to order at the appointed meeting time and announce the number of shares with no voting rights and the number of shares in attendance. However, if the shareholders present do not represent a majority of the total amount of issued shares, the chairperson may postpone the meeting, provided, however, that the postponement of the said meeting shall be limited to two times and the total time postponed shall not exceed one hour. If the meeting has been postponed two times, but the shareholders present still do not represent a majority of the total amount of issued shares, the chairperson may announce the meeting adjourned. For the shareholders' meetings held by video conferencing, the Company shall otherwise announce the meeting adjourned on the video conferencing platform.

If the quorum is not met after two postponements, as referred to in the preceding paragraph, a tentative resolution may be adopted in accordance with Paragraph 1 of Article 175 of the Company Act by shareholders representing one-third of the total amount of issued shares. A notice of the tentative resolution shall be made to each shareholder to convene another shareholders' meeting within one month. For the shareholders' meetings held via video conferencing, shareholders who would like to attend the video conferencing shareholders' meeting should register with the Company again according to Article 2.

If, before the conclusion of the meeting, the number of shares represented by the shareholders present reaches more than half of the total number of issued shares, the chairman may submit the bogus resolution to the shareholders' meeting for a new vote in accordance with Article 174 of the Company Act.

9. Where the shareholders' meeting is convened by the Board of Directors, the agenda shall be decided by the Board of Directors. The agenda shall proceed accordingly, and is not allowed to be changed without a resolution rendered by the shareholders' meeting.

The foregoing provisions shall apply if the shareholders' meeting is convened by a person having the right to convene other than the Board.

The alteration of the convening method of the Company's shareholders' meetings shall be resolved by the board and shall be made at the latest before the dispatch of the meeting notice for the shareholders' meetings.

The chairperson may not declare the meeting adjourned prior to the completion of deliberation on the meeting agenda of the preceding three paragraphs (including extraordinary motions) except

by a resolution of the shareholders' meeting.

#### Meeting Adjourned

The shareholders cannot designate any other person as chairman and continue the meeting in the same place or any other place after the meeting is adjourned. In the event that the chairman of the meeting adjourns the meeting in violation of the rules of procedure, the other members of the Board of Directors shall elect a chairman by a majority of the voting rights of the shareholders present and continue the meeting.

10. Before a shareholder attends to speak, he/she shall fill in a speech slip stating summary of the speech, the shareholder's account number (or attendance card number) and his/her name, and the chairman shall determine the order of his/her speech.

A shareholder who submits her/his slip for a speech but does not actually speak shall be considered to not have given a speech. If the contents of her/his speech are different from those specified on the slip, the contents of her/his speech shall prevail.

When a shareholder is present to speak, no other shareholder shall interfere with his/her speech except with the consent of the chairman and the shareholder speaking, and the chairman shall stop any such interruption.

11. Each member shall not speak more than twice on the same motion and each time for not more than five minutes without the consent of the chairman, provided that the chairman may stop any member speaking in contravention of the rules or outside the scope of the question.

If a legal entity is entrusted to attend a shareholders' meeting, it may only appoint one representative to attend. If a corporate shareholder designates two or more representatives to represent it at the shareholders' meeting, only one of the representatives so designated may speak on any one proposal. After a shareholder has given a speech, the chairperson may personally or designate relevant persons to respond.

A shareholder who participates in the meeting by way of a video conference may raise questions through text on the video conference platform of the shareholders' meeting. The number of questions raised for each proposal shall not exceed two times, with the number of words up to 200; requirements in Paragraph 1 and Paragraph 2 shall not apply.

12. For the discussion of motions, when the chairman considers that the motions have reached the level of being ready for voting, he/she may declare that the discussion has ceased and put the motions to vote.

The chairman of the meeting shall appoint a scrutineer and a teller of votes for a motion, but the scrutineer shall be a shareholder. The result of voting shall be immediately announced at the meeting and placed on record.

13. Unless otherwise provided in the Company Act or the Articles of Incorporation, the voting of a motion shall be deemed passed with the consent of a majority of the shareholders present. A motion shall be deemed passed if no objection is voiced by any of the attending shareholders after being proposed by the chairman.

If the Company convenes a virtual meeting, shareholders attending the shareholders' meeting via video conference shall vote on proposals and elections through the video conference platform after the chairperson has called the meeting to order and shall finish voting before the chairperson announces the voting is closed. Overtime votes are deemed waivers of rights.

If a shareholders' meeting is convened by way of a video conference, a one-off vote calculation shall be performed after the chairperson announces the end of the voting process, and the voting and election results shall be announced.

When the Company convenes a video-assisted shareholders' meeting, if shareholders who registered to attend the meeting by way of a video call according to Article 6 wish to attend the physical shareholders' meeting in person, they shall cancel the registration by adopting the same registration means two days before the shareholders' meeting; if the cancellation is made overdue, they may only attend the shareholders' meeting through video conferencing.

For a shareholder who exercised her/his voting rights in writing or through electronic means without canceling her/his intention and participated in the shareholders' meeting through video conferencing, she/he shall not exercise any voting right for the initial proposals, propose amendments to the initial proposals, or exercise any voting rights for the amendments to the initial proposals.

14. During the meeting, the chairman may decide to suspend the meeting for recess.
15. In the event of amendments or substitutions to the same motion, the Chairman shall determine the order of voting thereon together with the original motion. If any one of the above is resolved, the others shall be considered rejected, upon which no further resolution shall be required.

The chairman may direct a marshal (or security officer) to assist in the maintenance of order in the meeting room. When present to assist in the maintenance of order, the marshal (or security officer) shall wear an armband bearing the word "marshal".

16. The resolutions of the shareholders' meeting shall be recorded in the meeting minutes, which shall be signed or sealed by the chairperson, and the minutes shall be distributed to each shareholder within 20 days after the meeting. The preparation and preservation of the minutes may be done by electronic means.

For the distribution of the meeting minutes in the preceding paragraph, the Company may make a public announcement on the MOPS.

The minutes shall be kept permanently throughout the duration of the Company.

The minutes of the shareholders' meeting held by teleconferencing should record the items starting and ending time of the meeting, the convening method of the meeting, the name of the chairperson and the meeting minute taker, and measures taken for those who have difficulties participating in the meeting by teleconferencing or when the teleconferencing platform or the teleconference experiences force majeure.

The meeting minutes should also specify the alternative measures taken for shareholders who may have difficulties joining the meeting by teleconferencing.

17. On the day of the shareholders' meeting, the Company shall prepare a statistical table in the prescribed format for the number of shares solicited by solicitors and the number of shares represented by proxies and disclose it at a significant venue of the shareholders' meeting. For a video conferencing shareholders' meeting, the Company shall upload the abovementioned information to the video conferencing platform of the shareholders' meeting and keep it disclosed until the end of the meeting.

For a video conferencing shareholders' meeting, the Company shall announce the total number of shares of attending shareholders on the video conferencing platform when calling the meeting to order. If the total number of shares and voting rights of attending shareholders are otherwise calculated during the meeting, the same shall apply.

18. For a video conferencing shareholders' meeting, the Company shall immediately disclose the voting results for proposals and the election results on the video conferencing platform of the shareholders' meeting according to the requirements after the end of voting and shall keep disclosing at least until 15 minutes after the chairperson has announced the meeting adjourned.

19. Both the chairperson and the meeting minute taker shall be at the same domestic location when holding teleconferencing shareholders' meetings, and the chair should announce the address of the place at the beginning of the meeting.

20. If a shareholders' meeting is convened by way of video conference, the chairperson shall, when

calling the meeting to order, otherwise announce the date for the postponed or continued meeting within five days due to obstacles related to the video conference platform or participation via a video call due to natural disasters, accidents, or other force majeure that continue for 30 minutes or above, other than circumstances not required for a postponed or continued meeting specified in Paragraph 4, Article 44 of the Regulations Governing the Administration of Shareholder Services of Public Companies before the chairperson announces the meeting adjourned. Requirements under Article 182 shall not apply.

When the postponed or continued meeting in the preceding paragraph occurs, shareholders who did not register for participation in the initial shareholders' meeting via a video call cannot participate in the postponed or continued meeting.

For the postponed or continued meeting in Paragraph 1, if a shareholder who registered to participate in the initial shareholders' meeting via a video call and signed in fails to participate in the postponed or continued meeting, the number of attending shares and the exercised voting rights and election rights for the initial shareholders' meeting shall be included in the total number of shares, voting rights, and election rights of attending shareholders for the postponed or continued meeting.

When a shareholders' meeting is adjourned or resumed in accordance with the provisions of Paragraph 1, it is not necessary to re-discuss or resolve a proposal for which the voting has been completed and votes counted, and the voting results have been announced or for a proposal on a list of elected directors or supervisors.

If a video conference is convened by the Company, and the video conference cannot be held under the circumstances specified in Paragraph 1, the shareholders' meeting shall continue if the total number of shares represented by the shareholders still reaches the legal limit after deducting the number of shares attending the video conference without the need for the postponement or continuation of the meeting in accordance with Paragraph 1.

If a continued meeting in the preceding paragraph occurs, the number of attending shares of shareholders who participated via a video call shall be included in the total number of shares of the attending shareholders; however, such shareholders shall be deemed to abstain from all proposals of the shareholders' meeting.

When the Company holds the postponed or continued meeting according to Paragraph 1, it shall prepare relevant preparatory works based on the date of the initial shareholder's meeting according to the requirements under Paragraph 7, Article 44-20 of the Regulations Governing the

Administration of Shareholder Services of Public Companies and the requirements of the Article.

21. When the Company convenes a shareholders' meeting by way of video conference, it shall provide appropriate alternatives for shareholders who have difficulty participating in the shareholders' meeting via a video call.
22. The Rules were amended after being approved by the shareholders' meeting; the same shall apply for any amendment.