

Flytech Technology Co., Ltd.

Rules of Procedure for Shareholder Meetings

- Article 1: This Procedure is instituted in accordance with the Corporate Governance Best Practice Principles for TWSE/GTSM-listed Companies for the establishment of a viable corporate governance system under the Shareholders' Meeting, vitalization of the monitoring function and strengthening the function of management.
- Article 2: Unless otherwise specified by other applicable laws or the Articles of Incorporation of the Company, the parliamentary procedure of the Shareholders' Meeting of the Company shall be governed by This Procedure.
- Article 3: Calling for the session of the Shareholders' Meeting and notice of session
1. The Board shall call for the session unless otherwise specified in other applicable laws.
 2. The Company shall have the Annual Meeting of Shareholders notice, proxy and the proposal and information on admission, discussions and directors election and dismissal compiled into electronic files and uploaded to the MOPS 30 days prior to the annual meeting of shareholders or 15 days prior to the extraordinary meeting of shareholders. Also, the Annual Meeting Handbook and the supplementary information are compiled into electronic files and uploaded to the MOPS 21 days prior to the Annual Meeting of Shareholders or 15 days prior to the extraordinary meeting of shareholders. The Annual Meeting Handbooks and the supplementary information are made available to shareholders 15 days prior to the annual meeting of shareholders; also, on display at the Company's and its Stock Agent's and distributed to shareholders at the meeting place.
 3. The notice and announcement shall include information on the reason for the session, and may be delivered via electronic means at the consent of the addressees.
 4. The election or dismissal of directors, amendments to the Company Corporate Charter (Articles of Incorporation), capital reduction, application for delisting, permission of competition by directors, converting earnings to capital gains, converting reserve to capital gains, dissolution, merger, division or the Company Act, and the Stock Exchange Act shall be stated in the reasons and the material information for convening the meeting not in the motion.
 5. Shareholders holding more than 1% of the outstanding shares issued by the Company may propose motions with the Company in the regular session. However, it is limited to one proposal and the more than one proposals presented will not be discussed in the meeting. However, the Board of Directors may include any shareholder's motion suggesting the promotion of public welfare or performance of social responsibility by the company.
 6. If any of the motions presented by shareholders are required for exclusion as motions in the agenda pursuant to Article 172-1 of the Company Act, the Board may

exclude the motions from the agenda.

7. The Company shall allow at least 10 days for announcement of acceptance of motions presented by shareholders, submission in writing or by electronic means, the status of the motions and the processing period prior to the period during which transaction of shares is prohibited before session of the Shareholders' Meeting.
8. Each motion shall be limited to 300 words, or it will not be considered for listing as a motion in the agenda. Shareholders who present motions shall attend the session in person or appoint a proxy to attend the session and engage in the discussion on the motions.
9. The result of handling the motions shall be made known to the shareholders who presented the motions prior to the notification day of the session of Shareholders' Meeting, and list the motions conforming to the requirements of this article on the notice of session. The board of directors is to give the reason why the shareholder's proposal is not included for discussion in shareholders' meeting.

Article 4: Shareholders may use the power of attorney prepared by the Company to appoint a proxy to attend each session of the Shareholders Assembly by specifying the scope of authorization.

1. Each shareholder may issue one power of attorney to appoint only 1 proxy. The power of attorney shall be delivered to the Company 5 days prior to the session of the Shareholders' Meeting. In case of repeated authorization, the authorization which comes first shall be served. However, exception is granted if the shareholder issues a proper declaration to withdraw the previous proxy arrangement.
2. If a power of attorney was delivered to the Company and the shareholder concerned desires to attend the session, such shareholder shall notify the Company in writing to revoke the power of attorney previously undertaken no later than 2 days before the session of the Shareholders' Meeting, or it shall be deemed the presence and the vote of the shareholder in the session is represented by proxy.

Article 5: The principle of choosing the place and time for the sessions of the Shareholders' Meeting.

The shareholders meeting must be held at a location that is suitable and convenient for shareholders to attend. The meeting must not commence anytime earlier than 9AM or later than 3PM. Independent Directors' opinions must be fully taken into consideration when deciding the time and venue of the meeting.

Article 6: Preparation of sign-in registry and related documents

1. The Company shall prepare a sign-in registry for the shareholders and the proxies (hereinafter collectively known as "shareholders") to sign-in for attendance, or, the shareholders who are present shall surrender their sign-in card in lieu of sign-in.
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.

3. Shareholders shall attend the session of the Shareholders' Meeting with the attendance card, sign-in card, or other certification documents. Proxies shall present the power of attorney of their principals and their personal identification document for confirmation.
4. Where the shareholders may be government entities or institutions, the number of representatives to the session may be more than 1 person. The number of legal person entrusted to attend the shareholders' meeting is limited to 1 person.

Article 7: The chairman and observers of the Shareholders' Meeting

1. If the convention of the Shareholders' Meeting is called by the Board, the Chairman of the Board shall preside over the session. In the absence of the Chairman, or the Chairman cannot perform its professed duties, the Vice Chairman shall act on behalf of and in the name of the Chairman. If there is no Vice Chairman, or in the absence of the Vice Chairman, or the Vice Chairman cannot perform the professed duties, the Chairman shall appoint one Executive Director to act as the proxy for the Chairman to preside over the session. If there is no Executive Director, the Chairman shall appoint a particular Director to act on behalf of and in the name of the Chairman. If not, the Executive Directors or Directors shall nominate one among themselves to preside over the session.
2. At least half of the Directors shall be present in a session of the Shareholders' Meeting called by the Board.
3. Where the session of the Shareholders' Meeting may be called by a third party other than the Board, the person who called for the session shall act as the chairman. If there are 2 persons or more called for the session, they should nominate one among themselves to preside over the session.
4. The Company may appoint the lawyers, certified public accountants being retained or related persons to attend the session of the Shareholders' Meeting as observers.

Article 8: The session shall be tracked by voice recording or videotaping.

The Company should have the entire meeting of shareholders taped in audio or video recording and stored for at least one year. However, if a shareholder makes a litigious claim against The Company according to Article 189 of The Company Act, the above mentioned documents must be retained until the end of the litigation.

Article 9: The attendance to the session of the Shareholders' Meeting shall be based on the quantity of outstanding shares being represented. The number of shares represented during the meeting is calculated based on the amount registered in the attendance log or the attendance cards collected, plus the amount of shares whose voting rights are exercised through proxy forms or electronic methods.

1. The Chairman shall announce the commencement of the session when the time has come, at the same time, relevant information such as the number of non-voting rights and the number of shares present will be announced. If the shareholders present in the meeting represent less than half of the outstanding shares, the Chairman shall announce the postponement of the meeting, but the time for postponement shall not be longer than one hour, and only two instances for

postponement are allowed. The Chairman may announce the meeting is adjourned if there remain insufficient shareholders who represent 1/3 of shareholding to attend the meeting after two meetings postponed.

2. If the number of shareholders who are present after two instances of postponement represent more than 1/3 of the outstanding shares, the Company may make provisional division pursuant to Paragraph 1, Article 175 of the Company Act and notify the shareholders with the provisional decision for another round of the session to be held within 1 month thereafter.
3. If the shareholders who are present in the session before its adjournment represent more than half of the outstanding shares, the Chairman may refer the provision decision to a new round of balloting pursuant to Article 174 of the Company Act.

Article 10: Discussion of the motions

1. If the Board calls for the session of the Shareholders' Meeting, it shall prepare the agenda. Voting on each motion (including extempore motion and amendment to original motions) is required. The meeting shall unfold in accordance with the agenda. The agenda cannot be changed unless the Shareholders Meeting resolved otherwise.
2. Where the session of the Shareholders' Meeting may be called by third parties other than the Board, the aforementioned rules shall stand.
3. Before the end of the discussion of motions on the agenda as stated in previous 2 paragraphs (including extemporary motions), the Chairman shall not announce for the adjournment of the session unless the Shareholders' Meeting resolved otherwise. If the Chairman acts in defiance of the parliamentary rules and thereby announces the adjournment of the session, other members of the Board shall take immediate action to assist the shareholders in session to keep the session in order. Accordingly, the shareholders in session shall nominate another person to act as the chairman to continue the session by a simple majority.
4. The Chairman shall provide the opportunity for the description and discussions of the motions and the amendment or extemporary motions proposed by the shareholders and conclude the discussion and proceed to balloting at a point where discussion is deemed sufficient and arrange adequate voting time.

Article 11: Expression of opinions by shareholders

1. Shareholders shall put down the summary of the speech on the slip provided, the account number (or attendance pass number), and account title. The Chairman shall arrange the priority for the forum.
2. Shareholders in session who just submitted the message slip but did not deliver the speech shall be deemed to have no opinion expressed. If the shareholder's actual comments differ from those stated in the Speak Request Form, the actual comments shall prevail.
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. If a particular shareholder is presenting a speech, other shareholders shall not interfere unless under the consent of the Chairman or the shareholder who is presenting the speech, or the Chairman shall stop any interference or interruption.
5. If a particular institutional shareholder appointed more than 2 representatives to the session, only 1 person may take the floor for delivery of speech on the same motion.
6. After a particular shareholder has delivered a speech, the Chairman shall respond to any query or appoint designated persons to respond to the queries.

Article 12: The calculation of shares for voting and the system of recusal

1. The votes to be cast by shareholders shall be taken on the basis of the number of shares represented.
2. In balloting, shareholders holding the shares without voting rights are excluded for the total outstanding shares bearing voting rights.
3. For motions that may involve the interest of particular shareholders or affect the interest of the Company, the shareholders concerned shall recuse from the balloting on these motions. Likewise, these shareholders shall not appoint proxies to participate in balloting.
4. The aforementioned quantity of shares not permitted for voting are excluded from the total number of voting shares of the shareholders.
5. If a particular party who has been appointed by 2 or more shareholders as proxy at the same time, the votes so cast under authorization shall not exceed 3% of the total voting shares, and the number of votes in excess of this limit will not be counted unless such party is a trust firm or a share registration agent approved by the competent authority of securities.

- Article 13:
1. Shareholders of the Company are entitled to 1 vote for each share in holding unless otherwise specified by law.
 2. Shareholders to exercise their voting rights in writing or by electronic means in the Shareholders' Meeting, and the methods of which shall be inscribed in the notice of Shareholders' Meeting. Shareholders who have voted in writing or using the electronic method are considered to have attended the shareholders meeting in person. However, they waive their rights to participate in any questions and motions or revisions to the original agendas that may arise during the shareholders meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.
 3. The expression of votes by correspondence or electronic means as mentioned in the previous paragraph shall be delivered to the office of the Company 5 days prior to the scheduled date of the session. If there are repetitions in the expression of intent, the initial expression shall stand. However, exception is granted if the shareholder issues a proper declaration to withdraw the previous vote.
 4. If a particular shareholder desires to attend the session of the Shareholders' Meeting after casting the vote by correspondence or electronic means, it shall revoke the previous expression of intent in voting in the same means as casting the votes no

later than 2 days prior to the scheduled date of the session, or the votes cast by correspondence or electronic means shall be valid. If the shareholder has exercised written or electronic votes, and at the same time delegated a proxy to attend the shareholders meeting, then the voting decision exercised by the proxy shall prevail.

5. The Shareholders Assembly shall make decisions in a session with the presence of shareholders representing more than half of the outstanding shares and the consent by a simple majority of the shareholders in the session unless the Company Act or other applicable laws specify otherwise.
6. If there is an amendment to or a substitute of a particular motion, the Chairman sets the priority for decision as the original motion. If any of the amendment/substitute or original motion has been passed, it shall be deemed the resolution of the motion and no further polling is required.
7. The Chairman shall appoint scrutineers and polling clerks in witnessing and monitoring the balloting on the motions. Scrutineers must also be shareholders.
8. The balloting shall be carried out at the venue of the Shareholders' Meeting, and the result shall be announced on the scene and tracked on record.

Article 14: Points of election

1. An election of Directors and Supervisors may be held in a session of the Shareholders' Meeting, shall proceed in accordance the rules and regulations of the Company, and the election result shall be announced on the scene, including the elected directors and the weighted votes casted, and the unelected directors and the weighted votes casted.
2. The ballots cast in the aforementioned election shall be sealed and signed by the scrutineers with the affixing of their signatures for keeping at least 1 year. However, if a shareholder makes a litigious claim against The Company according to Article 189 of The Company Act, the above mentioned documents must be retained until the end of the litigation.

Article 15:

1. The resolutions of the Shareholders' Meeting shall be kept as minutes of the meeting on record, affixed with the authorized signature/seal of the Chairman, and released to the shareholders within 20 days after the session. The preparation and distribution of the minutes of shareholders' meeting can be processed electronically.
2. The aforementioned minutes of the meeting on record may be circulated by announcement.
3. The minutes of the meeting on record shall contain details of the year, month, day of the session, the name of the chairman, the means of resolution, the summary of parliamentary process and voting results (including the weighted votes), of the meeting. If any election of directors is carried out, the minutes should specify the votes cast by each candidate. It shall be kept perpetually within the perpetuity of the Company.

Article 16: Announcement

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.

2. Where some of the motions for resolutions may contain significant information under law or the requirements of the competent authority, the Company shall transmit such information to MOPS by designated deadline.

Article 17: The order of the meeting venue

1. The administrative staff of the Shareholders' Meeting shall wear arm badges or ID badges.
2. The Chairman shall command the prefect team or security guards to keep the order of the meeting venue. While maintaining order in the meeting, all picketers or security staffs must wear arm badges which identify their roles as "Staff".
3. The venue may be equipped with loud speaker systems for the shareholders. The Chairman shall stop any shareholder using other forms of loud speakers in the expression of opinion at the meeting venue.
4. Shareholders who defy the parliamentary procedure and interrupt the procedure of the session, and insubordinate to the instruction of the Chairman, the Chairman shall command the prefect team or the security guards to escort the shareholders concerned to vacate from the venue.

Article 18: Recess, resumption of the session

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.
2. If the meeting venue is no longer available before the conclusion of the agenda (including the extemporary motions), the Shareholders' Meeting shall resolve to seek another place as the venue to continue the session.
3. The Shareholders' Meeting may resolve to postpone or continue the session within 5 days pursuant to Article 182 of the Company Act.

Article 19: This Procedure shall be subject to the approval of the Shareholders' Meeting before coming into force. The same procedure is applicable to any amendment thereto.