

# **Chailease Holding Company Limited**

## **Rules and Procedures of Shareholders' Meeting**

(Adopted by Ordinary Resolution passed on [ 12.01.2010 ] )  
(Adopted by Ordinary Resolution passed on [ 05.10.2012 ] )  
(Adopted by Ordinary Resolution passed on [ 05.30.2013 ] )  
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(Adopted by Ordinary Resolution passed on [ 05.27.2020 ] )  
(Adopted by Ordinary Resolution passed on [ 07.16.2021 ] )  
(Adopted by Ordinary Resolution passed on [ 05.22.2024 ] )

### **Article 1**

To set up a good system of shareholders' meeting and strengthen the supervised function of management. The Company enacted the Rules and Procedures of Shareholders Meeting to be followed.

### **Article 2**

The shareholders' meeting shall be proceeded with in accordance with these Rules, unless the law and regulations or the Company's Articles Association provides otherwise.

In these Rules the following not clearly defined terms has the same meanings in the Company's Articles Association.

### **Article 3**

A shareholders' meeting shall, unless the law and regulations or the Company's Articles of Association provides otherwise, be convened by the Board of Directors.

Any or a plural number of shareholder(s) of a company who has (have) continuously held 3% or more of the total number of outstanding shares for a period of one year or a longer time may request the board of directors to call a special meeting of shareholders.

If the board of directors fails to give a notice for convening a special meeting of shareholders within 15 days after the filing of the request under the preceding Paragraph, the proposing shareholder(s) may, after obtaining an approval from the competent authority, convene a special meeting of shareholders on his/their own.

Any or a plural number of shareholder(s) of a company who has (have) continuously held 50% or more of the total number of outstanding shares for a period of three months or a longer time may call a special meeting of shareholders without the approval from the competent authority.

The company shall prepare Handbook for shareholders' meeting and disclose such information related to the said shareholders' meeting on the Information Reporting Website designated by the competent authority to be published no later than 21 days prior to the scheduled date of a regular meeting of shareholders or no later than 15 days prior to the scheduled date of a special meeting of shareholders. If, however, the company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC

shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.

No later than 15 days prior to the scheduled date of shareholders' meeting, the company shall prepare conference handbook and supplementary information for the shareholders' request at any time, displayed on the company and its stock agencies, and should be given to shareholders in a meeting.

A notice to convene a regular meeting of shareholders shall be given to each shareholder no later than 30 days prior to the scheduled meeting date of a regular meeting of shareholders, no later than 15 days prior to the scheduled date of a special meeting of shareholders.

The cause(s) or subject(s) and its main content(s) of a meeting of shareholders to be convened shall be indicated in the individual notice and the public notice to be given to shareholders; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the shareholders.

Matters shall be itemized in the causes or subjects to be described in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions.

1. election or discharge of directors.
2. alteration of the Articles of Incorporation.
3. dissolution, merger, spin-off ;
4. reduction in capital;
5. apply for the cease of its status as a public company
6. entering into, amend, or terminate any contract for lease of the company's business in whole, or for entrusted business, or for regular joint operation with others;
7. the transfer the whole or any essential part of its business or assets; or
8. accept the transfer of another's whole business or assets, which has great bearing on the business operation of the company.
9. granting waiver to a director who does anything for himself or on behalf of another person that is within the scope of the company's business;
10. distributing part or all of its dividends or bonus by way of issuance of new Shares;
11. the company carrying out private placement of its securities;
12. the company issuing share subscription warrants of employees at a price lower than the closing price on the issuance date
13. the company issuing new restricted employee shares.

#### **Article 4**

A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the company stating therein the scope of power authorized to a proxy. A proxy to attend a shareholders' meeting shall be handled in accordance with Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

The instrument appointing a proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information including instructions on how to complete such proxy, the matters to be voted upon pursuant to such proxy, and basic identification information relating to the relevant Shareholder, proxy recipient and proxy solicitation agent (if any). The form of proxy shall be provided to the Shareholders together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Shareholders on the same day.

A Shareholder may only execute one power of attorney and appoint one proxy for each general meeting, and shall serve such written proxy to the Company no later than five (5) days prior to the meeting date. In case the Company receives two or more written proxies from one Shareholder, the first one arriving at the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the service of the power of attorney of a proxy to the company, in case the shareholder issuing the said proxy intends to attend the shareholders' meeting in person, a proxy rescission notice shall be filed with the company prior to the date of the shareholders' meeting as scheduled in the shareholders' meeting notice so as to rescind the proxy at issue otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

#### **Article 5**

The place and time for convening a shareholders' meeting shall be elected by the board of directors and held in R.O.C, unless the law provides otherwise. The time for commencing the said meeting shall not be earlier than 9 o'clock in the morning or later than 3 o'clock in the afternoon.

#### **Article 6**

The Company shall itemize the time, place and any further registration information for shareholders, solicitors and proxies (collectively "shareholders") on the meeting notice to shareholders. The reception for shareholders' registration shall start at least 30 minutes before the meeting with specific direction and appropriate staffs arrangement.

Shareholders attending the Meeting shall have attendance card, sign-in card or other certificate of attendance issued by the Company. The proxy Solicitor shall provide ID document for verification.

The Company shall prepare Agenda Handbooks, Annual report, attendance card and voting card for the meeting and the relevant materials, which will be sent to or made available to the attending Shareholders. Where voting powers of election of directors at a shareholders' meeting are to be exercised, a printed ballot shall also be sent to the shareholders as well.

Any corporation which is a Shareholder of the Company it may designate more than one person as its representatives to attend the Meeting. A corporation to be a proxy, only one representative can attend the Meeting.

#### **Article 7**

If a shareholders' meeting is called by the board of directors, the board chairman shall preside at the said shareholders meeting. In case the chairman is on leave of absence, or cannot exercise his powers

and authority, the vice chairman shall act in lieu of him. If there is no vice chairman, or the vice chairman is also on leave of absence, or cannot exercise his powers and authority, the chairman shall designate a managing director to act in lieu of him; if there is no managing director, the chairman shall designate a director to act in lieu of him. If the chairman does not designate a director, the managing directors or directors shall elect one from among themselves to act in lieu of the chairman.

If the other directors acts for the board chairman as the shareholders' meeting chairman, he/she shall be a director or the representative of an institutional director who is holding a post at least 6 months and familiar with the financial and business of the company.

If a shareholders' meeting is called by any other person than the board of directors, who has the right to call the meeting, said person shall preside at that meeting. However, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

The Company may designate its lawyer, certified public accountant or other relevant persons to attend the shareholders' meeting.

#### **Article 8**

The attendance shall be calculated in accordance with shares. Shareholders attending the Meeting shall submit the attendance card for the purpose of signing in. The number of shares represented by shareholders attending the Meeting shall be calculated in accordance with the attendance cards or the way of electronic transmission submitted by the shareholders.

Chairman shall call the Meeting to order at the time scheduled for the Meeting and disclose the related information of the number of shares in attendance and the shares held by a shareholder with no voting rights. Unless the law and regulations or the Company's Articles of Association provides otherwise, if the number of shares represented by the shareholders present at the Meeting has not yet constituted the quorum at the time scheduled for the Meeting, the chairman may postpone the time for the Meeting. The postponements shall be limited to two times at the most and Meeting shall not be postponed for longer than one hour in the aggregate. If after two postponements no quorum can yet be constituted, the chairman shall announce adjournment of the Meeting. If the Meeting is necessary to be called, the chairman may call the new Meeting again in accordance with the Company's Articles of Association.

#### **Article 9**

The agenda of the Meeting shall be set by the Board of Directors if the Meeting is convened by the Board of Directors, the related agenda (including extemporary motions and ordinary resolutions) shall be resolved by voting each. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda.

Prior to the date on which share transfer registration is suspended before the convention of a regular shareholders' meeting, the Company shall disclose the ways in writing or by way of electronic transmission, location and period for accepting shareholders' proposals. The length of the period for accepting the proposal shall not be shorter than 10 days.

Prior to the date on which share transfer registration is suspended before the convention of a regular shareholders' meeting, shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the company a proposal for discussion at a regular shareholders' meeting in writing or by way of electronic transmission. Unless any of the following circumstances is satisfied, the board of directors of the company shall include the proposal submitted by a shareholder in the list of proposals to be discussed at a regular meeting of shareholders:

1. Where the subject (the issue) of the said proposal cannot be settled or resolved by a resolution to be adopted at a meeting of shareholders;
2. Where the number of shares of the company in the possession of the shareholder making the said proposal is less than one percent (1%) of the total number of outstanding shares at the time when the share transfer registration is suspended by the company;
3. Where the said proposal is submitted on a day beyond the deadline fixed and announced by the company for accepting shareholders' proposals; and
4. Where the said proposal containing more than 300 words or more than one matters in a single proposal.

The first provision applies mutatis mutandis to cases where the Meeting is convened by any person, other than the Board of Directors, entitled to convene such Meeting.

Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting before all the discussion items (including special motions) listed in the agenda are resolved. In the event that the Chairman adjourns the Meeting in violation of these Rules and Procedures, the shareholders may designate, by a majority of votes represented by shareholders attending the Meeting, one person as chairman to continue the Meeting.

The agenda provided by shareholder(s) or special motions should have sufficient discussion and description, the chairman may announce to end the discussion of any resolution and go into voting within sufficient voting period if the Chairman deems it appropriate.

The whole process of the Meeting including shareholders' registration, report, discussion and voting shall be audio and video recorded continually and these recordings shall be preserved for at least one year. If litigation occurs regarding any matter resolved by the meeting and procedures, the relevant audio or video recordings shall continue to be retained until the litigation is concluded. The recording may be performed by means of electronic transmission.

#### **Article 9-1**

The Company establishes its policies, systems or relevant management guidelines, and concrete promotion plans for corporate social responsibility programs, which shall be approved by the board of directors and then reported to the shareholders meeting.

When a shareholder proposes a motion involving corporate social responsibility, -unless there are reasonable grounds subject to requirements of laws and regulations, a shareholder's proposal proposed for urging the company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals to be discussed at a regular meeting of shareholders

by the board of directors.

#### **Article 10**

When a shareholder present at the Meeting wishes to speak, a Speech Note should be filled out with summary of the speech, the shareholder's number (or the number of Attendance Card) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairman.

If any shareholder present at the Meeting submits a Speech Note but does not speak, no speech should be deemed to have been made by such shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of actual speech shall prevail.

A shareholder shall not speak more than two times for one motion, unless he has obtained the prior consent from the chairman, and each speech shall not exceed 5 minutes. If a shareholder violates the above provisions or his speech exceeds the scope of the motion, the chairman may prevent him from doing so.

Unless otherwise permitted by the chairman and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders, otherwise the chairman shall stop such interruption.

If a corporate shareholder designates two or more representatives to attend the Meeting, only one representative can speak for each discussion item.

After a shareholder has given a speech, the chairman may personally or designate relevant person to respond.

#### **Article 11**

Unless the law or the Articles of Incorporation provides otherwise, the presence of shareholders in a shareholders' meeting shall obey the following paragraph and Article 12. The presence of shareholders in a shareholders' meeting and their voting thereof shall be calculated in accordance with the number of shares.

The shares held by shareholders having no voting right shall not be counted in the total number of issued shares while adopting a resolution at a meeting of shareholders.

A shareholder who has a personal interest in the matter under discussion at a meeting, which may impair the interest of the company, shall not vote nor exercise the voting right on behalf of another shareholder.

In passing a resolution at a shareholders' meeting, shares for which voting right cannot be exercised as provided in the preceding Paragraph shall not be counted in the number of votes of shareholders present at the meeting.

Unless the law and regulations or the Company's Articles of Association provides otherwise, a shareholder shall have one voting power in respect of each share in his/her/its possession.

Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the company, otherwise, the

portion of excessive voting power shall not be counted.

## **Article 12**

The voting power at a shareholders' meeting may be exercised in writing or by way of electronic transmission, provided, however, that the method for exercising the voting power shall be described in the shareholders' meeting notice to be given to the shareholders if the voting power will be exercised in writing or by way of electronic transmission. A shareholder who exercises his/her/its voting power at a shareholders' meeting in writing or by way of electronic transmission as set forth in the preceding Paragraph shall be deemed to have attended the said shareholders' meeting in person, but shall be deemed to have waived his/her/its voting power in respect of any extemporaneous motion(s) and/or the amendment(s) to the contents of the original proposal(s) at the said shareholders' meeting.

In case a shareholder elects to exercise his/her/its voting power in writing or by way of electronic transmission, his/her/its declaration of intention shall be served to the company no later than the 5 day prior to the scheduled meeting date of the shareholders' meeting, whereas if two or more declarations of the same intention are served to the company, the first declaration of such intention received shall prevail; unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.

In case a shareholder who has exercised his/her/its voting power in writing or by way of electronic transmission intends to attend the shareholders' meeting in person, he/she/it shall, at least two days prior to the meeting date of the scheduled shareholders' meeting and in the same manner previously used in exercising his/her/its voting power, serve a separate declaration of intention to rescind his/her/its previous declaration of intention made in exercising the voting power under the preceding Paragraph II. In the absence of a timely rescission of the previous declaration of intention, the voting power exercised in writing or by way of electronic transmission shall prevail. In case a shareholder has exercised his/her/its voting power in writing or by way of electronic transmission, and has also authorized a proxy to attend the shareholders' meeting in his/her/its behalf, then the voting power exercised by the authorized proxy for the said shareholder shall prevail.

Resolutions at a shareholders' meeting shall, unless the Company's Articles of Association or in this Act provided otherwise, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares. The total number of voting shares of each proposal shall be announced in the meeting.

Where there is a proposal for election of directors in a general meeting shall be conducted in accordance with the Rules for election of Directors, and the results of the election should be announced by the Chairman at the meeting. The voting tickets shall be sealed up and signed by the person(s) checking the ballots, and retained for at least one year. If litigation occurs regarding any matter resolved by the Shareholders before the above retention period expires, the relevant voting tickets shall continue to be retained until the litigation is concluded.

The persons for supervising the casting of votes and the counting thereof for resolutions shall be designated by the chairman, provided, however, that the person supervising the casting of votes shall be a shareholder.

Vote counting for proposed or elected matter shall be conducted in public at the place of the meeting. The results of resolution(s) including its poll shall be announced on-site immediately at the meeting and recorded in the meeting minutes.

### **Article 13**

The company shall, prior to the share transfer suspension date dedicated before the meeting date of a shareholders' meeting, announce in a public notice, the period for accepting the nomination of director candidates, the quota of directors to be elected, the place designated for accepting the roster of director candidates nominated, and other necessary matters. The length of the period for accepting the nomination of director candidates shall not be shorter than 10 days.

Any shareholder holding 1% or more of the total number of outstanding shares issued by the company may submit to the company in writing a roster of director candidates, provided that the total number of director candidates so nominated shall not exceed the quota of the directors to be elected. The board of directors or other authorized conveners of shareholders' meetings shall examine and/or screen the data and information of each director candidate nominated; and shall, unless under any of the following circumstances, include all qualified director candidates in the final roster of director candidates accordingly:

1. Where the roster of director candidates is submitted by the nominating shareholder beyond the deadline fixed for accepting such candidates roster;
2. Where the number of shares of the company being held by the nominating shareholder is less than 1% of the total number of outstanding shares of the company at the time when the share transfer registration is suspended by the company;
3. Where the number of director candidates nominated exceeds the quota of the directors to be elected; or
4. Where the roster of director candidates submitted by a shareholder fails to describe the name, education background and past work experience of the director candidates.

Where there is a proposal for election or discharge of directors in a general meeting shall be conducted in accordance with the Company's Articles of Association and the Rules for election of Directors, and the results of the election including the names list for both elected and not elected and also its poll should be announced on-site at the meeting.

The cause(s) of subject(s) of the shareholders' meeting has stated the full re-election of directors and the date of appointment, the same meeting may not change its appointment date by extemporary motion or other means after the re-election of the shareholders' meeting is completed.

The voting tickets shall be sealed up and signed by the person(s) checking the ballots, and retained for at least one year. If litigation occurs regarding any matter resolved by the Shareholders before the above retention period expires, the relevant voting tickets shall continue to be retained until the



litigation is concluded.

#### **Article 14**

The resolutions of general meeting shall be recorded in the meeting minutes. Meeting minutes shall be signed or chopped by the chairman of the meeting and distributed to all Shareholders within 20 days after the meeting. The recording and distribution of meeting minutes may be performed by means of electronic transmission and shall be published on the Information Reporting Website designated by the competent authority pursuant to the Applicable Listing Rules.

With regard to the company offering its shares to the public, the distribution of the minutes of shareholders' meeting may be effected by means of a public notice.

The meeting minutes shall accurately record: the place, year, and time of the meeting; the name of the chairman; the voting method, discussion process and the results of resolution(s) (including its poll). Where there is a proposal for election of directors, the votes counting and its poll for each candidate should be disclosed. The meeting minutes shall be carefully kept as the Company's important file throughout the life of the Company.

#### **Article 15**

On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

#### **Article 16**

Those handling the business of a shareholders meeting shall wear an identification card or a badge.

The chairman may direct disciplinary personnel (or security personnel) to maintain the order of the meeting. For doing so they shall wear a badge bearing the words of "disciplinary personnel

For those shareholders who use microphones other than the ones supplied at the premises may be refrained from speaking by the order of the chairman.

Shareholders who violate the rules of the orders and refuse to obey the instructions given by the chairman, the chairman may order disciplinary officers or security guards to remove them from the premises.

#### **Article 17**

During the Meeting, the chairman may, at his discretion, set time for intermission. In case of incident of force majeure, the Chairman may decide to temporarily suspend the Meeting and announce,

depending on the situation.

If the meeting premises can no longer be used for the shareholders meeting before the conclusion of deliberation of motion on agenda (including extraordinary motions), the shareholders may make a resolution to seek another venue and continue the meeting.

#### **Article 18**

These Rules and Procedures shall obey the new relevant laws and regulations. Any amendments are subject to the approved by the next shareholders' meeting.

#### **Article 19**

These Rules and Procedures shall be effective from the date of Initial Public Offering. Any amendments shall be approved by the shareholders' meeting.