

Orient Semiconductor Electronics, Ltd.

Rules of Procedure for Shareholders' Meetings

Establishment on March 8, 1990

Amendment on June 08, 2002

Amendment on June 11, 2013

- I. Unless otherwise provided by laws, the Company's shareholders' meeting shall be subject to this rule.
- II. The attending shareholders shall provide the sign-in card instead of signing in, and the number of attending shares shall be calculated according to the number of the sign-in cards.
- III. The attendance and voting for the shareholders meeting shall be calculated by the shares.
- IV. The place where the shareholders' meeting is held shall be at the place where the Company is located or where it is convenient for the shareholders' attending and shall be suitable for the shareholders' meeting. The starting time for the meeting shall not be earlier than 9.00 am or later than 3.00 pm.
- V. When the shareholders' meeting is convened by the board of directors, the chairperson shall chair the meeting. If the chairperson is on leave or unable to exercise the duties for certain reasons, the vice chairperson shall represent. If there is no vice chairperson or the vice chairperson is also on leave or unable to exercise the duties for certain reasons, the chairperson shall appoint one of the executive directors to represent. If there is no executive directors, one of the directors shall be appointed to represent. If the chairperson does not appoint the representative, the executive directors or directors shall recommend one of them to represent.

Provided that the shareholders' meeting is convened by a person other

than the board of directors who has authority to convene, such convener shall chair the meeting.

- VI. The Company may appoint its assigned lawyers, CPAs or the related persons to attend the shareholders' meeting.

The staff who are in charge of the matters of the shareholders' meeting shall wear identification badges or armbands.

- VII. The Company shall conduct the sound recording or video recording for the entire process of the shareholders' meeting and keep it for at least one year.

- VIII. At the time of the meeting, the chairperson shall call the meeting to order. However, if the attending shareholders do not represent more than half of the total number of shares issued, the chairperson may announce to postpone the meeting. The number of delays shall be limited to two times and total time delayed shall not exceed one hour. If the attending shareholders still do not represent one-thirds or more of the total numbers of shares issued after two-times of delays, the tentative resolutions may be made according to the first Paragraph of the Article 175 of the Company Act.

Before the end of the meeting, if the attending shareholders have represented more than half of the total number of shares issued, the chairperson may re-report the tentative resolutions to the meeting for voting according to Article 174 of the Company Act.

- IX. When the shareholders' meeting is convened by the board of directors, its meeting agenda shall be determined by the board of directors. The meeting shall be conducted according to the scheduled agenda and shall not be changed without the resolution of the shareholders' meeting.

When the shareholders' meeting is convened by persons other than the board of directors who have authority to convene the meeting, the regulations of the preceding paragraph shall be applicable.

Before the scheduled agenda (including Questions and Motions) stated

in the preceding two paragraphs are resolved, the chairperson shall not announce the adjournment.

After the adjournment of the meeting, the shareholders shall not elect another chairperson to continue the meeting at the same place or any other place. However, if the chairperson violates the meeting rules to announce the adjournment, the meeting may continue with the consent of more than half of the voting rights represented by the attending shareholders to elect one person to chair the meeting.

- X. Before the attending shareholders speak, they shall fill in the notes stating their subjects, their shareholder account numbers (or their attending certificate number) and their names. The chairperson shall determine the order of speaking.

The attending shareholders who provide the speaking notes but did not speak will be deemed as not having spoken. When the content of speaking is different from the speaking notes, the content of speaking notes shall prevail.

When an attending shareholder speaks, other shareholders shall not speak to interfere without the consent of the chairperson and the speaking shareholder. Any violations shall be prevented by the chairperson.

- XI. Without the consent of the chairperson Each shareholder on the same proposal shall not speak more than twice, and each speaking time shall not exceed 5 minutes. If a shareholder speaks in violation of the regulations stipulated in the preceding paragraph or exceeds the scope of the agenda, the chairperson shall prevent the speaker from going further.

- XII. When a legal person is delegated to attend the shareholders' meeting, such legal person shall only assign one person to present his/her attendance.

When a legal person assigns 2 or more representatives to attend the

shareholders' meeting, the same proposal shall only be spoken by one person.

- XIII. After an attending shareholder speaks, the chairperson may answer in person or assign the related persons to answer.
- XIV. When the chairperson considers that the discussion of a proposal has reached the level of voting, such discussion may be stopped discussing and proceed with the voting.
- XV. The scrutineers and the tellers for the voting of the proposals shall be assigned by the chairperson, but the scrutineers shall be shareholders. The results of the voting shall be reported on the spot and made into a record.
- XVI. During the meeting, the chairperson may, at his or her discretion, announce to take a break.
- XVII. Unless otherwise provided by the Company Act and the Articles of Incorporation, the voting on a proposal shall be approved by more than half of the voting rights represented by the attending shareholders. While voting, if the chairperson asks for an opinion and results in no objection, the motion shall be deemed to have been passed and its validity shall be the same as the voting.
- XVIII. If there are amendments or alternatives to the same proposal, the chairperson shall combine them together with the original proposal and determine their voting order. If one of the proposals has been passed, the other proposals shall be deemed to have been vetoed and no further votes are required.
- XIX. The chairperson may direct the pickets (or security guards) to assist in maintaining order in the venue. When the pickets (or security guards) are present to assist in maintaining order, the armbands with the printed words of "Picket" shall be worn.
- XX. (Delete)
- XXI. This rule shall be approved by the shareholders' meeting and implemented afterwards. The amendment shall apply the same.