

Taiwan Depository & Clearing Corporation Operation Directions for the Shareholder Meeting Electronic Voting Platform

1. Adopted on 5 November 2008
2. Amended on 6 March 2012
3. Amended on 16 October 2014
4. Amended on 5 October 2016
5. Amended on 6 December 2017

Chapter I General Principles

Article 1

The shareholder meeting electronic voting platform (hereinafter, "the platform") is established and these Directions adopted by TDCC to enable issuers to provide shareholders with the means to exercise voting rights electronically via the Internet (below, "electronic voting") when convening shareholder meetings.

Article 2

The platform is Internet-based and enables users, including general shareholders, custodians, securities investment trust enterprises (SITs), trust enterprises, and issuers, to log in to the platform with an electronic certificate for user identity verification and make use of functions relating to electronic voting. However, if another means of identity verification for general shareholders is provided in these Directions, identity verification also may be processed in accordance with those provisions.

Article 3

An issuer that handles electronic voting matters for shareholder meetings through the platform must enter into a contract with TDCC, submit a basic information form, affixing its seal/signature-of-record, and designate the electronic certificate to be used on the platform.

For each shareholder meeting thereafter for which the use of electronic voting is intended, the issuer and others who have the right to convene a shareholder meeting according to law (hereinafter, "others entitled to convene shareholder meetings") shall submit an application in accordance with Article 7.

The shareholder services agent authorized to handle electronic voting matters shall submit an application to TDCC, affixing its seal/signature-of-record, and designate the electronic certificate to be used on the platform.

Article 4

When a user who uses the platform logs in using an electronic certificate for identity verification, the user shall log in using any of the following types of electronic certificate that have been publicly announced through the platform as valid:

1. Securities Online Ordering Certificate.
2. Online Banking Certificate.
3. Common Certificates of Securities and Futures.
4. Citizen Digital Certificate.
5. Ministry of Economic Affairs Certification Authority (MOEACA) Certificate.
6. Other electronic certificates publicly announced by the platform.

A general shareholder who uses the platform may alternatively log in through a smart mobile device using the identity verification method of the TDCC ePASSBOOK.

Article 5

A shareholder who votes electronically will be deemed to have attended the shareholder meeting in person, but will be deemed to abstain from voting with respect to any extraordinary motions and amendments to original proposals raised at that shareholder meeting.

Article 6

When a shareholder votes electronically, the delivery of the shareholder's expression of intent to the platform within the voting period specified in the issuer's notice of the shareholder meeting will be deemed the same as delivery to the issuer.

If a shareholder has already voted electronically through the platform but intends to attend the shareholder meeting in person, the shareholder shall withdraw its original electronic vote on the platform at least 2 days before the shareholder meeting date. If the vote is withdrawn after that time, the voting right exercised electronically will prevail.

Chapter II Application for Use of the Platform

Article 7

When an issuer applies to TDCC for use of the platform, the issuer or its shareholder services agent must, at least 7 days before the date on which voting for the shareholder meeting will begin, use the electronic certificate it designated for use on the platform to input data into the platform including the date of the shareholder meeting, the period for electronic voting, and descriptions of the proposals to be voted on.

When others entitled to convene shareholder meetings apply to TDCC for use of the platform, the applicant must, at least 10 days before the date on which voting for the shareholder meeting will begin, submit an application, affixing the same signature/seal it used on its contract with the authorized shareholder services agent, and authorize the shareholder services agent to, at least 7 days before the day on which voting for the shareholder meeting will begin, use the electronic certificate it designated for use on the platform to input data into the platform including the date

of the shareholder meeting, the period for electronic voting, and descriptions of the proposals to be voted on.

If there is a need to change data input by the issuer or others entitled to convene shareholder meetings under the preceding 2 paragraphs, notice must first be given, before making the change, to TDCC at least 4 days before the date on which voting for the shareholder meeting will begin.

Article 8

The issuer and others entitled to convene shareholder meetings must deliver shareholder data to TDCC, using the file format and method specified by TDCC, at least 7 days before the date voting for the shareholder meeting will begin.

The issuer and others entitled to convene shareholder meetings shall notify TDCC of any shareholder that holds shares for other persons and asserts the right to exercise split voting.

Article 9

When an issuer has a need to extend the shareholder electronic voting period specified in the Company Act, the issuer shall publicly announce the extension on the Market Observation Post System (MOPS), and shall apply to TDCC at least 3 days before the shareholder meeting (if the third day before the shareholder meeting is a holiday, the application shall be made by the business day preceding the holiday) by submitting an official letter with the announced information attached. The time by which voting is extended shall be no more than 1 day.

Article 10

An institution such as a custodian, SITE, or trust enterprise that intends to perform electronic voting through the platform as proxy for shareholders must submit an application to TDCC, affixing its seal/signature-of-record, and designate the electronic certificate to be used on the platform.

Chapter III Voting Operations

Article 11

A general shareholder that votes electronically through the platform may log in to the platform using the identity verification method listed in Article 4. After the platform has verified the shareholder's identity, the shareholder may vote electronically through the platform on shareholder meeting proposals or elections. The same procedure must be used for any alteration or withdrawal of a vote.

If a shareholder uses the platform to alter an expression of intent made through electronic voting, such an alteration will be deemed a withdrawal of the previous expression of intent, and the altered expression of intent will prevail.

Article 12

An institution such as a custodian, SITE, or trust enterprise that undertakes electronic voting

through the platform as proxy for shareholders must log in to the platform using the electronic certificate designated pursuant to Article 10. Following verification of its identity by the platform, the institution may complete voting operations online by means of an item-by-item or batch transfer of files.

Chapter IV Inquiries

Article 13

An issuer may use the platform to retrieve and download statements of each day's electronic voting and statistical summaries during the electronic voting period.

Article 14

A general shareholder may use the platform to review a record of its exercise of voting rights within the period from the date voting for the shareholder meeting will begin until 30 days after the shareholder meeting date.

Article 15

An institution such as a custodian, SITE, or trust enterprise may use the platform to retrieve detailed summaries of its electronic voting within the period from the date voting for the shareholder meeting will begin until 1 year after the shareholder meeting date, and may download records of its electronic voting during the period within 1 year after the shareholder meeting.

Chapter V Supplementary Provisions

Article 16

When there is a change of custodian by an offshore overseas Chinese or foreign investor, the newly appointed custodian may not enter any new data until the original custodian has deleted its proxy voting data from the platform. The custodians also must each notify the issuer of the change. When other persons entitled to convene shareholder meetings convene a meeting, the custodians additionally must notify the convenor who has called the meeting.

Article 17

Data input into the platform by an issuer or others entitled to convene shareholder meetings, shareholder data delivered (including data on exercise of split voting), and voting records of the platform's users, shall be retained for at least 1 year. If, however, a shareholder files a lawsuit under the Company Act, the records shall be retained until the conclusion of the lawsuit.

The TDCC will retain any data media through which shareholder data is delivered under the preceding paragraph for 3 months after the shareholder meeting. If, however, a shareholder has initiated litigation under the Company Act, the data media shall be retained until the conclusion of the litigation. The issuer or others entitled to convene shareholder meetings may assign personnel

to be present when TDCC carries out destruction of the data media.

Article 18

For each use of the platform, an issuer and others entitled to convene shareholder meetings must make timely payment of fees in accordance with TDCC fee standards in effect at the time of application.

Article 19

All matters on which these Directions are silent shall be governed by the electronic voting manual and other applicable rules of TDCC.