

**ICP DAS Co., Ltd.**  
**Rules and Procedures of Shareholders' Meeting**

Article 1: In order to establish a good corporate governance system for the Company's shareholders' meetings, strengthen supervisory functions and enhance management functions, these Rules are established in accordance with the Company Act and with reference to Article 5 of the "Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies" for compliance.

Article 2: Unless otherwise specified in laws and regulations or the Company's Articles of Incorporation, the rules of procedures for shareholders' meeting of this Company shall be proceeded with in accordance with the Rules.

Article 3: Unless otherwise specified in laws and regulations, the shareholders' meetings shall be convened by the Board.

All shareholders shall receive notice for the convening of shareholders' meetings, at 30 days in advance, in case of regular meetings; and at least 15 days in advance, in case of extraordinary meetings.

Notices and public announcements shall specify the reasons for the meeting, and the meeting notices may, as an alternative, be given by means of electronic transmission, upon obtaining a prior consent from the recipient(s) thereof.

For matters listed in Article 172, Paragraph 5 of the Company Act, Article 43-6, Article 56-1 and Article 60-2 of the Securities and Exchange Act, the major content shall be listed in the notice of the reasons for convening the meeting and shall not be proposed as extemporary motions; the major content may be posted on the website designated by the securities authorities or the Company, and the website address shall be specified in the meeting notice.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

Shareholders who own more than 1% of the Company's total issued shares may propose in writing one item to be included in the agenda of the Annual General Meeting. Each shareholder may propose only one agenda item; additional items will not be accepted. However, if the shareholder's proposal is a suggestion for the Company to promote public interests or fulfill social responsibilities, the Board of Directors may still include it in the agenda. The Board of Directors may disregard shareholders' proposals if the proposed agenda item involves any of the circumstances listed in Article 172-1, Paragraph 4 of the Company Act.

Prior to the date on which share transfer registration is suspended before the convention of a regular shareholders' meeting, the Company shall give a public

notice announcing the way of accepting shareholders proposals by written form or electronic transmission, the place and the period for shareholders to submit proposals to be discussed at the meeting; and the period for accepting such proposals shall not be less than ten (10) days.

The contents of each agenda item proposed by shareholders must not exceed 300 Chinese characters or the proposal shall not be accepted. Shareholders who have successfully proposed agenda items shall attend the Annual General Meeting in person or through proxy attendance and shall participate in the discussion.

The Company shall notify the proposing shareholders of the acceptance or rejection of their proposal(s) before the date that the meeting notice is sent. Meanwhile, accepted agenda items shall be included in the meeting notice. For shareholders' proposals that are not included in the agenda, the Board of Directors shall explain the reasons for not including them at the shareholders' meeting.

Article 4: A shareholder may appoint a proxy to attend a shareholders' meeting by providing the proxy form issued by the Company stating the scope of the proxy's authorization.

Each shareholder may appoint one proxy by issuing a proxy form, which must arrive at the Company at least five days before the Shareholders' Meeting. In the event that multiple proxy forms are issued by the same shareholder, the proxy form that arrives first shall prevail. The above shall not apply to the cancellation of a power of attorney.

After the service of a proxy to the Company, in case the shareholder granting the said proxy intends to attend the shareholders' meeting in person or by way of a written ballot or by way of an electronic transmission, a proxy rescission notice shall be given in writing to the Company two days prior to the date of the shareholders' meeting, otherwise, the voting right exercised by the authorized proxy at the meeting shall prevail.

Article 5: Shareholders' meeting shall be held at the Company's premises or at a place that is convenient for shareholders to attend and suitable for holding such meetings. The meeting shall not start earlier than 9:00 am or later than 3:00 pm. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the Meeting.

Article 6: The Company shall specify in its shareholders' meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences.

The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel shall be assigned to handle the registrations.

The Company shall provide shareholders attending the Shareholders' Meeting with the meeting agenda handbook, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. When there is an election of Directors, election ballots shall also be provided.

Shareholders shall attend Shareholders' Meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements demanding the presentation of other documents beyond those showing eligibility to attend the meeting. Solicitors soliciting proxy forms shall also bring identification documents for verification

Government agency shareholders or institutional shareholders may appoint more than one representative to attend the Shareholders' Meetings. An institution acting as the proxy may appoint a single representative to attend the meeting.

Article 7: If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the chairman. When the chairman is on leave or for any reason unable to exercise the powers of the chairman, the chairman shall appoint one of the directors to act as chair. Where the chairman does not make such a designation, the directors shall select from among themselves one person to serve as chair. The chair shall be a director who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall apply if the chair is a representative of a juristic person director.

Shareholders' Meetings that are convened by the Board of Directors should be chaired by the chairman in person and attended by more than half of the board members and at least one member of each functional committee. The attendance shall be recorded in the meeting minutes.

If the Shareholders' Meeting is convened by an authorized party other than the Board of Directors, the convener will act as the meeting's Chairman. If there are two or more conveners present at the same time, one shall be appointed from among them to chair the meeting.

The Company may appoint designated counsel, CPA or other related persons to attend the Meeting.

Article 8: The Company shall record the proceedings of a shareholders' meeting in their entirety in audio or video and retain the recording for at least one year. However, the said tapes shall be preserved until the conclusion of the lawsuit if a shareholder initiates a lawsuit in accordance with Article 189 of the Company Law.

Article 9: Attendance at Shareholders' Meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the sign-in book or the attendance cards submitted, plus the number of shares whose voting rights are exercised by correspondence or electronically.

When the scheduled time for the meeting has arrived, the chair shall call the meeting to order and announce relevant information such as the number of non-voting shares and the number of shares represented by the shareholders present. However, if the number of shares represented by the shareholders present does not constitute a majority of the total number of issued shares, the chair may announce a postponement of the meeting. The postponements shall be limited to no more than twice and the total time accumulated in the postponement(s) shall not exceed one hour. If after two postponements, the number of shares represented by the attending shareholders still does not amount to one-third or more of the total number of issued shares, the chair shall declare the meeting adjourned.

If after two postponements, the number of shares represented by the attending shareholders is less than the quorum requirement but amounts to one-third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act, and all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month.

If before the conclusion of the meeting, the number of shares represented by the attending shareholders reaches a majority of the total number of issued shares, the chair may re-submit the tentative resolution adopted to the shareholders' meeting for a vote pursuant to Article 174 of the Company Act.

Article 10: If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The above provision applies mutatis mutandis to cases where the meeting is convened by any person, other than the Board, entitled to convene such meeting.

Unless otherwise resolved at the meeting, the chairman may not announce adjournment of the meeting earlier unless the agenda (including provisional motions) under the preceding two paragraphs are concluded. If the chairman announces the adjournment of the meeting in violation of the Rules, other members of the Board shall promptly assist the attending shareholders to elect, by a majority of votes represented by attending shareholders in the meeting, another person to serve as chairman and continue the meeting in accordance with due procedures.

The Chairman shall allow adequate time to explain and discuss each agenda item, amendment, or special motion proposed in the meeting. The Chairman may conclude the discussion as he/she sees fit, submit the proposals to vote for resolution, and schedule sufficient time for voting.

Article 11: 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.

Each shareholder shall speak no more than twice and shall speak for no more than five minutes each time unless otherwise agreed by the Chairman. The Chairman may stop shareholders' speeches if the speeches are in violation of the rules or if the shareholders speak outside the scope of the agenda item under discussion.

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 the speech of a shareholder, the chairman may respond himself/herself or appoint an appropriate person to respond.

Article 12: The count of votes in a Shareholders' Meeting is based on the number of shares represented at the meeting.

Shares that do not carry voting rights are excluded from the calculation of outstanding shares when voting for the final resolution.

A shareholder shall abstain from voting and shall not act as proxy for others on agenda items where he/she has a conflict of interest against the Company.

The abstaining shareholder shall be excluded from the total voting rights represented in the meeting.

Except for trust enterprises or stock affairs agencies approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13: Each shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, Paragraph 2 of the Company Act.

The voting right at a shareholders' meeting shall be exercised by way of electronic transmission or in writing, provided, however, that the method for exercising the voting right shall be described in the shareholders' meeting notice to be given to the shareholders if the voting right will be exercised in writing or by way of electronic transmission. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person. However, they will be deemed to have waived their rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

Instructions to exercise votes in writing or by way of electronic transmission shall be delivered to the Company two days prior to the Shareholders' Meeting. In the event that there are duplicate submissions delivered to the Company, the first submission shall prevail, unless an explicit statement arrives revoking the previous instruction. This restriction shall not apply if a declaration is made to revoke the previous expression of will.

In case a shareholder who has exercised his voting right in writing or by way of electronic transmission intends to attend the shareholders' meeting in person, he shall, two days prior to the meeting date of the scheduled shareholders' meeting and in the same manner previously used in exercising his voting right, deliver a separate declaration of intention to rescind his previous declaration of intention made in exercising the voting right under the preceding paragraph. In the absence of a timely rescission of the previous declaration of intention, the voting right exercised in writing or by way of electronic transmission shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a Shareholders' Meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Unless otherwise specified in the Company Law or the Company's Articles of Incorporation, a resolution shall be adopted by a majority of the votes represented by the attending shareholders. This will be followed by a poll of the shareholders. After the conclusion of the meeting, on the same day on which it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into MOPS.

In cases where there are several amendments or alternative resolutions to a certain agenda item, the chairman shall determine the order in which voting takes place on the new and original proposals. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.

The person(s) to check and the person(s) to record the ballots during a vote by casting ballots shall be appointed by the chairman. The person(s) checking the

ballots shall be a shareholder(s). Vote counting for Shareholders' Meeting proposals or elections shall be conducted in public at the place of the Shareholders' Meeting. Immediately after vote counting has been completed, the results of the voting, including statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record shall be made of the vote.

Article 14: The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately.

All ballots used in the election shall be sealed and signed by the ballot examiners, and shall be kept properly for at least one year. However, the said tapes shall be preserved until the conclusion of the lawsuit if a shareholder initiates a lawsuit in accordance with Article 189 of the Company Law.

Article 15: Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes and handled in accordance with Article 183 of the Company Act. The meeting minutes may be distributed in the form of a public announcement by inputting the information into the Market Observation Post System(MOPS).

The meeting minutes shall accurately record the year, month, day, and place of the meeting, as well as the chair's full name. The minutes shall also include the methods by which resolutions were adopted, a summary of the discussions, and the voting results. In the event of an election of directors, the number of votes received by each candidate shall be disclosed. The meeting minutes shall be retained for the duration of the existence of the Company.

Article 16: On the day of a shareholders' meeting, the Company shall compile a statistical statement, in the prescribed format, of the number of shares obtained through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the venue of the shareholders' meeting.

Within the regulated deadline, the Company shall post onto MOPS all resolutions that are classified as material information as defined by the laws and regulations published by the TPEX.

Article 17: Personnel working at the Shareholders' Meeting must wear identification cards or badges. The Chairman may instruct the disciplinary officers or the security staff to help maintain order in the meeting.

Such disciplinary officers or security guards shall wear arm badges or identification cards marked "Disciplinary Personnel" when assisting in maintaining order in the meeting place. The shareholder making oral presentation at the meeting shall use the equipment provided by the Company, or the chairman may stop the presentation.

The Chairman may instruct disciplinary officers or security staff to remove shareholders who violate the meeting rules or who refuse to obey the instructions given by the Chairman.

Article 18: The Chairman may, at his/her discretion, set a time for the intermission. In the event of a major incident, the Chairman may suspend the meeting temporarily and announce, depending the situation, when the meeting will resume.

Before the agenda set forth in the shareholders' meeting ( including provisional motions ) are concluded, if the meeting place cannot continue to be used for the meeting, then, by resolution of the shareholders, another place may be sought to resume the meeting.

Shareholders may resolve to postpone the meeting and to reconvene it within the next five days, according to Article 182 of the Company Act.

Article 19: These Rules and Procedure shall be effective from the date they are approved by the shareholders' meeting.

Article 20: These Rules were adopted on July 13, 2006.  
The First amendment was made on June 18, 2012.  
The second amendment was made on June 10, 2013.  
The third amendment was made on June 12, 2020.  
The fourth amendment was made on June 14, 2022.