

**Nishoku Technology Inc.**  
**Measure For Shareholders Meetings**

2015/06/10

1. Purpose

For the purposes of setting up a favorable governing system for corporate shareholders meetings, strengthening supervising function, and reinforcing managerial function, this measure is made in accordance with Article 5 of Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies for our compliance.

2. Scope

Except for other stipulations by laws or rules, the measure for shareholders meetings of the company shall be executed in accordance with this measure.

3. Definition

None

4. Responsibilities

The Board : Convene shareholders meetings.

5. Operation Content

1. Except for other stipulations by laws, the shareholders meetings of the company shall be convened by the Board.

The company shall make e-files of notification of meeting, form of proxy, explanation data of matters to be ratified, proposals to be discussed, and electing or removal of directors or supervisors for uploading to MOPS by 30 days before regular shareholders meeting, or 15 days before temporary shareholders meeting. Also handbook for shareholders meetings and supplement data for the meeting shall be made into e-file for uploading to MOPS by 21 days before regular shareholders meeting, or 15 days before temporary shareholders meeting. All handbooks for shareholders meeting and supplement data for the meeting shall be ready by 15 days before commencement of this shareholders meeting for the review of shareholders at all times. All the available data shall be displayed in the company and the commissioned professional stock agency to be issued in the spot of shareholders meeting.

Notification and announcement shall expressly state the matters of the meeting. The notification can be done by electronic means with consent of the counterpart.

Electing or removal of directors or supervisors, change of articles, corporate dissolution, merger, or demerger, or matters regarding contents of Paragraph 1 on Article 185 of Company Act, Article 26-1 & 43-6 of Securities and Exchange Act, Article 56-1 & 60-2 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be

expressly stated on matters of the meeting and shall not be proposed during agenda of Questions And Motions.

For shareholders who are holding more than 1% of total corporate shares may propose motion to the company in written for regular shareholders meetings. The motion proposed is limited in only 1 item. Meeting motion proposed other than 1 item shall not be listed in the meeting. Besides, the proposed motion by shareholders shall not be listed as meeting motion by the Board with regard to any of conditions stated paragraph 4 on Article 172-1 of Company Act.

Before suspension date of all share transfer, the company shall disclose previously accepted motions, location of acception, and date of acception from shareholders before commencement of regular shareholders meeting. The date of acception shall not be less than 10 days.

The motion proposed by shareholders shall be stated in less than 300 words. Any motion stated in more than 300 words shall not be listed as meeting motion. The shareholder with proposed motion shall attend the regular shareholders meeting in person, or entrust others to attend the regular shareholders meeting to discuss the motion.

Before announcement date of shareholders meeting, the company shall notify the proposed shareholders with processing result. All meeting motions conforming to this stipulation shall be listed on meeting announcement. For proposed motions which have not been listed, the Board shall explain the reasons in the shareholders meeting.

2. Shareholders may attend every shareholders meeting by carrying form of proxy printed by the company with express statement of authorization scope for proxy to attend the shareholders meeting.

The limitation for proxy is one shareholder shall have one form of proxy for one proxy. The form of proxy shall be delivered to the company by 5 days before commencement of shareholders meeting. In case there's any repetition of delivered letters of authorization, the first arrival shall be used. However, the declaration to revoke the previous proxy is not subject to this limitation.

After letters of authorization have been delivered to the company, any shareholders who wish to attend the shareholders meeting in person shall revoke the proxy in written to the company by 1 day at latest before commencement of shareholders meeting. For any delay of revocation, the voting power of participating proxy shall be eligible.

3. The location of shareholders meeting shall be corporate address, or any location which is convenient to shareholders, or suitable for the meeting. The beginning time of meeting shall

not earlier than 09:00AM or later than 15:00PM. For decision of meeting location and time, opinion of independent directors shall be fully considered.

4. The company shall expressly state the accepted check-in time, check-in location, and other notification for shareholders on letter of announcement for the meeting.

The preceding accepted check-in time for shareholders shall be started at least 30 minutes before meeting. The check-in place shall have a clear sign with eligible personnel as receptionists.

Shareholders or proxies of shareholders (herein after refers to as the Shareholders) shall attend shareholders meeting with meeting attendance card, sign-in card of attendance, or other attendance ID. The company shall not request to add other documents on shareholders' attendance proof. Any solicitor for form of proxy shall carry personal ID for verification.

The company shall set up a visitor's book for sign-in by participating shareholders or proxies of shareholders (hereinafter refers to as the Shareholders), or for participating shareholders to hand in attendance cards in replace of check-in.

The company shall provide shareholders attending shareholders meeting with Handbooks of Shareholders Meetings, Annual Reports, Attendance Card, Speech Notes, Voting Paper, and other meeting data. Voters for directors and supervisors shall be provided with voting papers as well.

Shareholders shall attend shareholders meeting with attendance card, attendance sign-in card, or other attendance ID. Any solicitor for form of proxy shall carry personal ID for verification.

Shareholders on behalf of government or legal person attending the shareholders meeting are not subject to the limitation of 1 person. When legal person attends the shareholders meeting, only 1 person may be assigned as the participant.

5. For shareholders meeting convened by the Board, the chairperson of meeting shall be the President. In case the President is taking leave or cannot exercise his power for certain reasons, one of the directors shall be appointed by the President as chairperson of meeting. In case the President has not appointed anyone, the directors shall elect one person as chairperson of meeting.

The preceding deputy chairperson acted by executive director or director shall be in this position for more than 6 months and shall know the company's financial and business conditions well. Deputy chairperson acted by representative of legal person director is on the same condition.

The President shall host in person the shareholders meeting convened by the Board. At least

half of directors of the Board, one supervisor of supervision, and one committee of each kind of functional commission shall attend the meeting as representative. The attendance condition shall be recorded on journal of shareholders meeting.

In case the shareholders meeting is convened by other convener than the Board, the convener shall be the chairperson of meeting. In case there are two conveners, one of them shall be elected as chairperson.

The company may assign commissioned attorney, accountant, or relevant personnel to attend the shareholders meeting.

6. The company shall record the audio and video of entire shareholders meeting process.

The preceding A/V data shall be preserved for at least one year. However, for any legal proceeding initiated by shareholder in accordance with Article 189 of Company Act, the data shall be preserved till end of lawsuit.

7. The attendance of shareholders meeting shall be calculated on basis of stock shares. The participating shares for exercising of voting power shall be calculated in accordance with visitor's book, and submitted attendance cards along with written or electronic shares.

When it is time for meeting, the chairperson shall announce meeting begins. In case there are less than half shareholders of total issued shares attending the meeting, the chairperson may put off the meeting. The meeting may only be postponed for twice. The delay of meeting time shall not be more than 1 hour in total. After the meeting has been put off for twice and less than 1/3 shareholders of total issued shares attend the meeting, the chairperson shall announce meeting fail.

The preceding fact of twice delay of meeting with less than 1/3 shareholders of total issued shares shall be regarded as false resolution by Paragraph 1 on Article 175 of Company Act.

The false resolution shall be conveyed to every shareholder for another shareholders meeting within 1 month.

Before end of meeting, in case the participating representative shares achieve total issued shares, the chairperson may request the shareholders meeting to vote for the false resolutions which have been reached in accordance with Article 174 of Company Act.

8. For shareholders meeting convened by the Board, the meeting agenda shall be made by the Board. The meeting shall proceed in accordance with scheduled agenda and cannot be changed without resolution by shareholders meeting.

For shareholders meeting convened by other conveners, the preceding stipulations can be applied.

Before the end of item 2 meeting agendas (including Questions and Motions) scheduled in

the meeting, the chairperson shall not announce meeting adjourns without making resolution. In case the chairperson violates rules of meeting by announcing meeting adjourns, the other members of the Board shall, by legal procedure, quickly assist participating shareholders to exercise their voting power in order to elect another shareholder as chairperson with consent of more than half of participating shares so the meeting can carry on.

The chairperson shall offer opportunities for elaboration and discussion on proposed amendments or motions from shareholders. In case the proposed amendments or motions are good enough for voting, the discussion shall be ended for voting.

9. Before speech of participating shareholders, a speech note shall be filled to expressly state purpose of speech, shareholder number (or attendance card number), and name of shareholder for chairperson to decide its speech order.

In case any speech note has been delivered without any speech by participating shareholder, it shall be regarded as non-speech. For speech which does not consist with speech note, the content shall be subject to the speech.

The same shareholder may not speak for the same motion for more than twice without consent from chairperson. Every speech shall be less than 5 minutes. In case the speech of stockholder violates the protocols or beyond scope of motion, the chairperson may put an end to his speech.

When participating shareholder makes a statement, other shareholders shall not speak to interrupt unless with consent from chairperson and other shareholders. Any shareholder violates the protocol shall be stopped.

For legal person shareholder who appointed more than 2 persons as representatives to attend the shareholders meeting, each motion shall have only 1 person to speak.

After speeches of participating shareholders, the chairperson may answer the questions in person or appoint relevant personnel to answer.

10. The voting of shareholders meeting shall be calculated on a basis of shares.

The resolutions of shareholders meeting shall not count the shares without voting power into total issued shares.

Any shareholder whose interest may jeopardize corporate one shall not participate in the voting and shall not exercise voting power as other shareholder's proxy.

The preceding shares forbidden to exercise voting power shall not be counted into total voting shares of participating shareholders.

Except for trust enterprise or stock agency approved by securities authorities, any person who has been commissioned by more than 2 shareholders as proxy shall not represent voting

power of proxy shares more than 3% of total voting power of issued shares. For the voting power exceeding the protocol shall not count.

11. Every shareholder has a voting power. However, any shareholders under limitation or being without voting power due to Paragraph 2 on Article 179 of Company Act are not subject to this limitation.

In the shareholders meeting of the company, the voting power shall be exercised in written or via electronic means. For voting power to be exercised in written or via electronic means, the way of doing shall be expressly stated on the notification of shareholders meeting. Any shareholders who exercise their voting power in written or via electronic means shall be taken as attending the shareholders meeting in person. However, the preceding shareholders shall be considered abandoning Questions And Motions of meeting motion as well as all amendments to original motions.

The intention of preceding voting power exercised in written or by electronic means shall be delivered to the company 5 days before the meeting. For any repeated intentions, the first arrival shall be used. However, the intention to revoke the previous one is not limited to this limitation.

When any shareholder exercised voting power in written or via electronic means, the latest the shareholder shall express intention same way as exercising voting power to revoke the preceding intention 1 day before the meeting in case the shareholder intends to attend the shareholders meeting in person. For delay of revocation, the voting power to be exercised in written or via electronic means shall count. For voting power to be exercised in written or via electronic means and a commissioned proxy to attend the shareholders meeting with form of proxy, the voting power of proxy shall count.

Except for other stipulations of Company Act or Articles of Incorporation, the resolutions of motions shall be determined by favorable votes of more than half of participating shares with voting power. The voting shall proceed after the chairperson or appointed personnel announce the total votes of participating shareholders before shareholders voting for each motion. The agreed, disagreed, and waiver results of shareholders shall be entered on MOPS right on the same day of shareholders meeting.

When there is revision or alternative of the same motion, the chairperson shall decide the voting order along with consideration of the original motion. In case one of these motions passes the voting, other motions shall be regarded as denial and is no longer necessary for voting.

The personnel in charge of scrutinizing and count of votes for resolution of motions shall be

appointed by the chairperson. However, the scrutinizing personnel shall have shareholder identity.

The count of votes for resolution or electing motion shall be conducted in public inside the place of shareholders meeting and the result shall be announced in the spot right after the count of votes is completed including the weight in total to be recorded.

12. The election of director and supervisor shall proceed in accordance with the related stipulations with respect to the election. The result of election shall be announced immediately in the spot including names of elected directors and supervisors along with their weight numbers.

The votes of preceding elections shall be signed and sealed by scrutinizing personnel before safekeeping for at least one year. However, for any legal proceeding initiated by shareholder in accordance with Article 189 of Company Act, the data shall be preserved till end of lawsuit.

13. The resolutions of shareholders meeting shall be recorded as meeting journal for signature or stamp by chairperson before delivering to each shareholder within 20 days after the meeting. The making and delivery of meeting journal can be done via electronic means.

The company may deliver the meeting journal to shareholders whose shares less than 1000 by means of entering the journal on MOPS as announcement. (Eligible after company has IPO)

The meeting journal shall literally record the year, month, date, location, name of chairperson, way of making resolutions, key points of meeting process, and meeting results for the company to preserve permanently during corporate existence.

14. The shares collected by solicitors and proxy shares by proxies shall be expressly disclosed on a statistic form made by regulated format in the spot of the shareholders meeting.

The resolutions of shareholders meeting involving with stipulations of laws or rules, or significant information declared by TWSE (TPEX) shall be uploaded onto MPOS by deadline. (Eligible after company has IPO)

15. The meeting affair personnel shall wear IDs or arm badges.

The chairperson may command picket or security to assist in keeping order of meeting. The picket or security shall wear an arm badge or ID with marking of "Picket" when performing order keeping in the spot.

The meeting place is equipped with audio amplifier. In case any shareholder speak with other device which is not installed by the company, the chairperson may put an end to the speech.

Any shareholder who violates meeting protocol and disobeys correction by the chairperson

so as to interrupt the proceeding of meeting after being stopped in vain, the chairperson may command picket or security to ask the shareholder to leave the meeting.

16. During the meeting, the chairperson may pause the meeting for a short break. For matters of force majeure, the chairperson may judge to stop the meeting and, depending on circumstances, announce the continuation time of meeting.

Before end of the scheduled meeting agenda (including Questions And Motions) of shareholders meeting, the shareholders meeting may decide to find another place for meeting in case the meeting is interrupted due to the discontinuation of meeting place.

In accordance with Article 182 of Company Act, the shareholders meeting may decide to put off or carry on the meeting within 5 days.

17. This stipulation shall be approved by shareholders meeting before execution, and its revision is on the same condition.



