

Taiming Assurance Broker Co., Ltd.

Rules of Shareholders' Meetings

Article 1

To establish a sound governance system, the Company, in accordance with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, formulated the rule and established an effective corporate governance structure, and disclosed it at the public information observation station.

Article 2

Unless otherwise provides in relevant laws and regulations, these Rules and Procedures of Shareholders' Meeting shall prevail.

Article 3

Unless otherwise provided by regulations, shareholders' meeting is convened by the Board of Directors.

This Company shall prepare the notice for shareholders' meeting 30 days prior to an annual general meeting of shareholders or 15 days prior to an ad hoc shareholders' meeting, along with the form for appointment of representation, matters to be recognized, matters to be discussed and information regarding appointment or dismissal of directors in the form of electronic files and upload them to the Market Observation Post System. This Company shall prepare the shareholders' meeting agenda 21 days prior to an annual general meeting of shareholders or 15 days prior to an provisional shareholders' meeting in the form of electronic files and upload them to the Market Observation Post System. This Company shall prepare the shareholders' meeting agenda 15 days prior to the day of the shareholders' meeting and made available to all shareholders, as well as displaying the agenda at the stock agent commissioned by the Company and at the site of the shareholders' meeting.

The purpose for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be delivered in electronic form.

Election or dismissal of directors, amendments to the articles of incorporation, the dissolution, merger, or spin off of the Company, or any matter under Article 185, Paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice and shall not be raised as special motions.

Shareholders holding 1 percent or more of the total number of outstanding shares of the Company may submit a proposal to the Company for discussion at a general shareholders' meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. When any of the circumstances provided in the subparagraphs of paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

Prior to the book closure date before a general shareholders' meeting is held, the Company shall publicly announce the commencement of accepting shareholder proposals, and the location and time period for their submission; the period for submission shall not be less than 10 days. Proposals submitted by shareholders are limited to 300 Chinese characters, and no proposal containing more than 300 Chinese characters will be included in the meeting agenda. Shareholders raising proposals shall be present in person or by proxy at the general shareholders' meeting and take part in discussions of the proposal. The Company shall, prior to preparing and delivering the shareholders' meeting notice, inform the shareholders who have raised proposals the result of the evaluation and list the proposals conforming to the requirements set out in this Article in the shareholders' meeting notice. At the shareholders' meeting, the Board of Directors shall explain the reasons for excluding any of the shareholders' proposals from the agenda.

Article 4

Shareholders may appoint a proxy to attend the meeting by expressing the intent in the form for appointment of representation provided by the Company, stating the scope of authorization and the identity of the proxy.

Each shareholder may only present one letter of appointment of representation and appoint one proxy only. The letter of appointment of representation shall be delivered to the Company no later than 5 days prior to the date of the shareholders' meeting. In case two or more appointment letters are received from one shareholder, the letter arriving first shall prevail, unless a declaration is made to revoke the previous appointment letter.

Shareholders who intend to attend the shareholders' meeting in person or to exercise his/her/its voting power in writing or by electronic transmission after a letter of appointment of representation has been delivered to the Company, a notice expressing the intent to withdraw the proxy appointment shall be filed with the Company in writing no later than Two Days prior to the date of the shareholders' meeting stated in the shareholders' meeting notice; otherwise, the voting power exercised by the appointed proxy at the meeting shall prevail.

Article 5

The venue where a shareholders' meeting is to be held shall be in the premises of the Company or a location accessible for the shareholders with appropriate means to ensure the success of the event. All shareholder meetings may not begin before 9:00 a.m. or after 3:00 p.m. The opinions of the independent directors shall be fully taken into consideration in the decision-making process for the location and time of a shareholders' meeting.

Article 6

The Company shall specify in its shareholders' meeting notice the time and location for the reception of the attendees of the shareholders' meeting, and other matters that call for special attention.

The reception time described in the preceding paragraph shall be at least 30 minutes before the meeting commences. The reception counter shall be precisely indicated and staffed with sufficient and competent personnel to assist the shareholders to sign in.

Shareholders and their proxies (collectively referred to as "shareholders") shall attend shareholders' meetings with their meeting pass, sign-in cards, or other certificates that validate the attendance. The Company may not arbitrarily add requirements demanding for other documents beyond those showing eligibility presented by shareholders. Solicitors for proxy forms shall also bring document(s) in proof of identity for verification.

The Company shall prepare a shareholder sign-in book for signing or request the shareholders to hand in a sign-in card in lieu of signing on the attendance book. The Company shall provide each shareholder attending the meeting with a meeting agenda handbook, annual report, meeting pass, speaker's slips, voting slip, and other meeting materials. Where an election of directors is scheduled, ballots shall also be provided. When a government agency or a legal person is attending the meeting as a shareholder, it may be represented by more than one representatives. When a legal person is appointed to attend as a proxy, it may designate only one person for representation in the meeting.

Article 7

When a shareholders meeting is convened by the Board of Directors, the meeting shall be chaired by the chairperson of the Board. In case the chairperson of the Board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson. If the Board has not appointed a vice chairperson or the vice chairperson is also on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as the chair, or, if managing directors have not been appointed, one of the directors shall be appointed to act as the chair. Where the chairperson does not make such appointment, the managing directors or the directors shall elect one person from among themselves to serve as chair.

When electing the chair from managing directors or directors, those who have held the positions for six months or longer and understand the financial and business operations of the Company shall be considered with priority. The same shall apply when a representative of a legal person is elected to preside over the meeting as chairperson.

The shareholders' meeting convened by the Board of Directors shall be presided over by the Chairperson in personal and more than half of the Board of Directors and at least one member of each of functional committees shall attend in person. The attendance record shall be documented in the shareholders' meeting minutes.

If a shareholders' meeting is convened by a rightful person outside the Board of Directors, the person convening the meeting shall chair the meeting. When there are two or more conveners, a chairperson shall be elected between them.

The Company may appoint its attorneys, certified public accountants, or related persons to attend a shareholders meeting in a non-voting capacity.

Article 8

The Company shall record the full process of the meeting, from the beginning of reception, discussions to voting/vote counting, in an uninterrupted audio and video file.

The afore mentioned audio and video file shall be kept for at least one year. If, however, a shareholder files a lawsuit drawing legal grounds from Article 189 of the Company Act, the records shall be retained until the end of the litigation.

Article 9

Attendance at shareholders' meetings shall be calculated based on the number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the sign-in book and sign-in cards, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chairperson shall call the meeting to order at the scheduled meeting time. However, when the attending shareholders do not represent the majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of the issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of the issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of the issued shares, the chairperson may resubmit the tentative resolution for a vote by the shareholders meeting 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 provisions in the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a rightful party outside the Board of Directors.

The chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda stated in the preceding two paragraphs (including special motions), except by a resolution of the shareholders meeting. If the chairperson declares the meeting adjourned in violation of the rules and procedure, the other members of the Board of Directors shall promptly assist the attending

shareholders in electing a new chairperson in accordance with the statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chairperson shall allow ample opportunities for explanation and discussion of the proposals and of amendments or the special motions put forward by the shareholders during the meeting. When the chairperson deems that a proposal has been discussed sufficiently to put to a vote, the chairperson may announce the discussion closed and call for a vote.

Article 11

Before speaking at the shareholders' meeting, the shareholder requesting to speak must specify the subject, his/her shareholder account number (or attendance card number) and account name on the speaker's slip. The order shall be set by the chairperson.

A shareholder who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content deviates from the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda, the chairperson may end the speech.

When a shareholder is speaking, other shareholders may not speak or interrupt, unless they have sought and obtained consent from the chairperson and the speaking shareholder. The chairperson shall stop any interruptions.

When a legal person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives may speak on the same proposal.

After a shareholder has spoken, the chairperson may respond in person or direct relevant personnel to respond.

Article 12

Voting at a shareholders' meeting shall be calculated based the number of shares.

When making a resolution in a shareholders' meeting, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

Shareholders who are in conflict of interest shall abstain from voting on the associated proposals and shall not exercise voting rights as proxy for any other shareholders.

The number of shares without voting rights, as described in the preceding paragraph, shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder service agent approved by the competent securities authority, when one person is concurrently appointed as a proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% 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

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or deemed non-voting shares under paragraph 2, article 179 of the Company Act.

When the Company holds a shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic transmission. When voting rights are exercised by correspondence or electronic transmission, the method used to exercise the rights shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the special motions and revisions to the original proposals of that meeting; it is therefore advisable that the Company shall avoid submission of special motions and revision to the original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic transmission under the preceding paragraph shall deliver a written declaration of intent to the Company 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, but later decides to attend the shareholders' meeting in person, a written declaration of intent to retract the voting rights stated in the preceding paragraph shall be made known to the Company by the same means through which the voting rights were exercised no later than 2 business days before the date of the shareholders' meeting. If the notice to retract is submitted after that time, the voting rights exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights by correspondence or electronic means and simultaneously by proxy, the voting rights exercised by the proxy in the meeting shall prevail.

Unless otherwise provided in the Company Act and in the Company's Corporate Charter, approval of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. During voting, the chairperson or personnel designated by the chairperson shall announce the total votes represented by the attending shareholders before each round of voting. The results, agreed, disagreed or abstained, on each motion shall be uploaded to the Market Observation Post System on the same day of the shareholders' meeting.

When there is a revised or alternative version to a proposal, the Chairperson shall present the different versions of the same proposal together and decide on the order in which they will be put to a vote. When any of the versions is passed, other versions of the proposal deemed rejected, and no further voting shall be required.

The chairperson shall appoint personnel for monitoring and counting of votes, but the person appointed to monitor the voting process shall be a shareholder.

Vote counting for motions or election shall be conducted at an open space in the venue of the shareholder meeting and the results, including statistical weights, shall be announced immediately after counting and recorded.

Article 14

Election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules of the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes each of them received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit drawing legal grounds from Article 189 of the Company Act, the records shall be retained until the end of the litigation.

Article 15

Resolutions made in a shareholders' meeting shall be made into meeting minutes. The meeting minutes shall be signed or stamped by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the meeting. Electronic means may be adopted for printing and distribution of the meeting minutes.

Distribution of the meeting minutes as described in the preceding paragraph may be conducted by uploading them to the Market Observation Post System.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.

Article 16

The Company shall compile a list in the prescribed format to provide information on the number of shares represented by solicitors and proxies, and make an expressive disclosure inside the venue of the shareholders meeting.

When a resolution made in the shareholders' meeting involves material information that requires disclosure under applicable laws or regulations or directives of Taiwan Stock Exchange Corporation (or Taipei Exchange), the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17

Staff handling administration of a shareholders' meeting shall wear badges or arm bands for identification.

The chairperson may instruct proctors or security personnel to help maintain order at the meeting place. Proctors or security personnel engaged to maintain order at the meeting place shall wear badges or armbands bearing the word "Proctor" for identification.

When a shareholder attempts to speak through any device other than the equipment set up by the Company during a shareholders' meeting, the chairperson may act to stop the shareholder from so doing.

When a shareholder violates the rules and procedure and obstructs the proceedings, while defying the chairperson's call to maintain order, the chairperson may instruct the proctors or security personnel to escort the shareholder out from the venue.

Article 18

When a meeting is in progress, the chairperson may announce a break if necessary. In case a event of force majeure occurs, the chairperson may rule to suspend the meeting and announce a time to resumed when possible.

If the meeting venue is no longer available for continuous use before all matters (including special motions) on the meeting agenda have been addressed, the shareholders' meeting may raise a motion for a resolution to seek another venue to continue the meeting.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19

These Rules and Procedures, along with any amendments hereto, shall be implemented after approval by the shareholders' meetings.