



銘旺實業股份有限公司

HAKERS ENTERPRISE CO., LTD.

Rules of Procedure for Shareholders Meetings

Article 1

In order to establish a strong corporate governance system, strengthen the supervisory function, and enhance management efficiency, these rules are formulated in accordance with Article 5 of the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies.

Article 2

Except where otherwise provided by laws and regulations, the proceedings of this company's shareholders' meeting shall be governed by these rules.

Article 3

Unless otherwise provided by laws and regulations, the shareholders' meeting of this company shall be convened by the Board of Directors. The company shall, thirty days prior to the regular shareholders' meeting or fifteen days prior to the extraordinary shareholders' meeting, transmit electronically to the Public Information Observation System the electronic files of the meeting notice, proxy forms, relevant resolutions, discussion topics, matters related to the election or removal of directors, and explanatory materials. Twenty-one days prior to the regular shareholders' meeting or fifteen days prior to the extraordinary shareholders' meeting, the company shall transmit electronically to the Public Information Observation System the meeting manual and supplementary materials. The meeting manual and supplementary materials for the upcoming shareholders' meeting shall be prepared and made available for shareholders' access fifteen days prior to the meeting, and shall be displayed at the company and the designated professional shareholder services agency. They shall also be distributed at the shareholders' meeting venue.

The notices and announcements shall clearly state the purpose of the meeting. With the consent of the relevant parties, electronic means may be used for such notices.

The matters of appointing or dismissing directors, amending the articles of incorporation, reducing capital, applying for suspension of public offering, director non-competition agreements, capitalization of retained earnings, capitalization of legal

reserves, dissolution, merger, division, matters stipulated in Article 185, Paragraph 1, Subparagraphs 1, 2, and 3 of the Company Act, Article 26-1, Article 43-6, Article 56-1, and Article 60-2 of the Securities and Exchange Act, and matters related to the issuance and offering of securities by the issuer, as stipulated in the Guidelines for Handling the Offering and Issuance of Securities by Issuers, Article 56-1 and Article 60-2, shall be listed and described in the notice of convocation, and their main content shall be disclosed. The main content may be placed on the website designated by the competent authority or the company, and the URL shall be included in the notice.

If the convocation notice states that the purpose is to elect new directors and supervisors, and specifies the date of appointment, after the election is completed at the shareholders' meeting, the date of appointment shall not be changed during the same meeting through ad hoc resolutions or other means.

Shareholders holding more than one percent of the total issued shares may submit proposals for the regular shareholders' meeting, limited to one proposal. If multiple proposals are submitted by a shareholder, none of them shall be included in the agenda. The board of directors may exclude a proposal from the agenda if it falls under any of the circumstances specified in Article 172-1, Paragraph 4 of the Company Act. Shareholders may propose recommendations to urge the company to enhance public interests or fulfill social responsibilities, and the procedure shall comply with the relevant provisions of Article 172-1 of the Company Act, limited to one proposal. If there are multiple proposals, none of them shall be included in the agenda.

The company shall announce, before the cutoff date for share transfers prior to the regular shareholders' meeting, the acceptance of shareholders' proposals, the methods of submission (in writing or electronically), the locations for submission, and the acceptance period. The acceptance period shall not be less than ten days.

The length of a shareholder's proposal shall not exceed three hundred words. Proposing shareholders should attend the regular shareholders' meeting in person or authorize others to attend and participate in the discussion of the proposal.

The Company shall notify the proposing shareholders of the handling results after the regular shareholders' meeting and include the resolutions in the meeting notice that comply with the provisions of these rules. The Board of Directors shall explain the reasons for the exclusion of proposals not included in the agenda at the shareholders' meeting.

Article 4

Shareholders may issue a proxy form issued by the Company to attend the shareholders' meeting, specifying the scope of authorization and the authorized representative. Each shareholder may issue only one proxy form, limited to appointing one person, and it shall be delivered to the Company five days before the shareholders' meeting. In the case of duplicate proxy forms, the earliest delivery shall prevail, except for the revocation of a previously issued proxy form, which is not subject to this limit.

After the proxy form is delivered to the Company, if a shareholder wishes to attend the shareholders' meeting in person or wishes to revoke the proxy by written or electronic notice, the revocation notice should be submitted to the Company in writing two days before the shareholders' meeting. If the revocation is overdue, the voting rights exercised by the proxy shall prevail.

Article 5

The shareholders' meeting shall be held at the Company's registered office or a convenient and suitable location for shareholders to attend. The meeting shall not start earlier than 9:00 a.m. or later than 3:00 p.m. The venue and time of the meeting shall take into account the opinions of independent directors.

Article 6

The company shall clearly state the shareholder registration time and registration location in the meeting notice, as well as other matters to be noted.

The registration of shareholders shall be completed at least thirty minutes before the start of the meeting. The registration location shall be clearly indicated and staffed by appropriate personnel.

Shareholders attending the shareholders' meeting in person or as proxies (hereinafter referred to as "shareholders") must present their attendance certificate, attendance card, or other attendance documents. The company shall not arbitrarily request additional proof of identity beyond the documents presented by the shareholders for attendance. Persons soliciting proxies shall also carry identification documents for verification.

The company shall maintain a sign-in book for shareholders to register their attendance, or shareholders may submit attendance cards for registration. The company shall provide the meeting manual, annual report, attendance certificates, speech slips, voting ballots, and other meeting materials to attending shareholders. In the case of director

elections, separate election ballots shall be provided.

When a government agency or a juristic person is a shareholder, the representative attending the shareholders' meeting is not limited to one person. When a juristic person is entrusted to attend the shareholders' meeting, only one person shall be designated as the representative.

Article 7

If the shareholders' meeting is convened by the Board of Directors, the chairman shall be the Chairman of the Board. In the absence of the Chairman, or if the Chairman is unable to perform his/her duties due to reasons, the Vice Chairman shall act as the chairman. If there is no Vice Chairman, or if the Vice Chairman is also absent or unable to perform his/her duties, the Chairman shall designate one executive director to act as the chairman. If there is no executive director, the Chairman shall designate one director. If the Chairman fails to designate a proxy, the executive directors or directors shall mutually recommend one person to act as the chairman.

The chairman referred to in the preceding paragraph, if an executive director or acting director, shall have served for at least six months and have a good understanding of the company's financial and business conditions. The same applies if the chairman is the representative of a corporate director.

If the shareholders' meeting is convened by the Board of Directors, the Chairman shall preside over the meeting in person and be accompanied by a majority of the directors of the Board. The attendance status shall be recorded in the minutes of the shareholders' meeting.

If the shareholders' meeting is convened by a person other than the Board of Directors, the chairman shall be the convening person. If there are two or more convening persons, they shall recommend one person to act as the chairman.

The company may appoint appointed lawyers, accountants, or related personnel to attend the shareholders' meeting.

Article 8

The meeting proceedings of the shareholders' meeting shall be fully recorded or filmed and preserved for at least one year. However, if a lawsuit is filed by a shareholder pursuant to Article 189 of the Company Act, the recordings shall be preserved until the conclusion of the lawsuit.

Article 9

The attendance at the shareholders' meeting shall be based on the number of shares held. The number of shares in attendance shall be calculated based on the sign-in book or the attendance cards submitted, plus the number of shares exercised by written or electronic means.

At the scheduled meeting time, the chairman shall announce the commencement of the meeting. However, if representatives of shareholders holding more than half of the total issued shares have not attended, the chairman may announce a postponement of the meeting. The meeting may be postponed twice, with a total delay time of up to one hour. If the attendance is still insufficient after two postponements, but representatives of shareholders holding more than one-third of the total issued shares are present, the chairman shall declare the meeting adjourned.

If there is still insufficient attendance after the two postponements, but representatives of shareholders holding more than one-third of the total issued shares are present, a fictitious resolution may be adopted in accordance with Article 175, Paragraph 1 of the Company Act, and the fictitious resolution shall be notified to the shareholders within one month for another shareholders' meeting to be convened.

During the current meeting, if the representatives attending on behalf of the shareholders reach more than half of the total issued shares, the chairman may resubmit the fictitious resolution for voting at the shareholders' meeting in accordance with Article 174 of the Company Act.

Article 10

If the shareholders' meeting is convened by the Board of Directors, the agenda shall be determined by the Board. All relevant proposals (including ad hoc proposals and amendments to original proposals) shall be voted on separately. The meeting shall proceed according to the established agenda and shall not be changed without the consent of the shareholders' meeting.

If the shareholders' meeting is convened by a person other than the Board of Directors, the provisions of the preceding paragraph shall apply *mutatis mutandis*.

The agenda established in the preceding two paragraphs shall not be adjourned without a resolution. After the meeting adjourns, shareholders may not appoint another chairman to continue the meeting at the same venue or find another venue. However, if

the chairman violates the rules of procedure and announces the adjournment, the other members of the Board shall promptly assist the attending shareholders in electing a chairman in accordance with the legally prescribed procedures by obtaining the consent of more than half of the shareholders present with voting rights, and continue the meeting.

The chairman shall provide sufficient explanation and discussion opportunities for the proposals, proposed amendments, or ad hoc proposals raised by the shareholders. When it is considered that a voting can be taken, the chairman may announce the end of the discussion, proceed to voting, and allocate a sufficient amount of voting time.

Article 11

Prior to speaking at the shareholders' meeting, shareholders must fill out a speech slip stating the main points of their speech, their shareholder account number (or attendance certificate number), and their name. The chairman shall determine the order of speeches. If a shareholder attending does not give a speech after submitting a speech slip, it shall be deemed that no speech is given. If the content of the speech differs from what is stated on the speech slip, the content of the speech shall prevail.

For each shareholder, speaking on the same proposal shall be limited to a maximum of two times with the consent of the chairman, and each time shall not exceed five minutes. However, the chairman may prohibit a shareholder from speaking if the speech violates the rules or goes beyond the scope of the agenda.

While a shareholder is speaking, other shareholders attending may not speak without the consent of the chairman and the speaking shareholder. The chairman shall intervene if there is any violation.

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

After a shareholder has spoken, the chairman may personally or designate relevant personnel to respond.

Article 12

Voting at the shareholders' meeting shall be based on the number of shares held by each shareholder. The resolutions of the shareholders' meeting shall not include the shares of shareholders without voting rights in the total number of issued shares. Shareholders

who have a potential conflict of interest that may harm the Company's interests shall not participate in the voting and shall not exercise their voting rights on behalf of other shareholders. The shares for which voting rights cannot be exercised shall not be counted as present at the shareholders' meeting. Except for trust companies or share registrars approved by the securities regulatory authority, when one person is entrusted by two or more shareholders, the voting rights exercised by the proxy shall not exceed 3% of the total voting rights of the issued shares. Any excess voting rights beyond this limit shall not be counted.

Article 13

Each shareholder shall have one voting right per share, except for those with restricted or no voting rights as listed in Article 179, Paragraph 2 of the Company Act. When convening a shareholders' meeting, the Company may adopt electronic means and may also allow written exercise of voting rights. The exercise methods for written or electronic voting rights shall be specified in the meeting notice. Shareholders who exercise voting rights by written or electronic means shall be deemed present at the shareholders' meeting. However, for ad hoc resolutions and amendments to the original proposals at the current shareholders' meeting, they shall be deemed abstentions. Therefore, it is advisable for the Company to avoid proposing ad hoc resolutions and amendments to the original proposals.

For shareholders who exercise voting rights by written or electronic means, their expressions of intent shall be delivered to the Company two days before the shareholders' meeting. If there are multiple expressions of intent, the earliest one delivered shall prevail, except for the revocation of previously expressed intent. Shareholders who exercise voting rights by written or electronic means and wish to attend the shareholders' meeting in person shall notify the Company in the same manner as their exercise of voting rights to revoke the exercise of voting rights two days before the shareholders' meeting. If the revocation is overdue, the voting rights exercised by written or electronic means shall prevail. If shareholders exercise voting rights by written or electronic means and appoint a proxy to attend the shareholders' meeting, the voting rights exercised by the proxy shall prevail.

Except as otherwise provided by the Company Act or the Company's Articles of Incorporation, resolutions at the shareholders' meeting shall be passed with the affirmative votes of more than half of the voting rights represented at the meeting. During the voting, the chairman or a designated person shall announce the total number of voting rights represented by the shareholders, and the shareholders shall vote on each

agenda item. The results of agreement, opposition, and abstention by the shareholders shall be entered into the Public Information Observation System on the same day as the shareholders' meeting.

When there are amendments or alternative proposals to a specific agenda item, the chairman shall determine the voting order in conjunction with the original proposal. If one of the proposals has been approved, the other proposals shall be deemed rejected and shall not be voted upon.

The chairman shall designate the inspectors and vote counters for voting and election matters at the shareholders' meeting, but the inspectors shall have shareholder status. The vote counting for voting or election matters at the shareholders' meeting shall be conducted openly within the meeting venue, and the results shall be announced on the spot, including the voting rights tally. A record shall be made.

Article 14

When electing directors at the shareholders' meeting, the relevant election rules established by the Company shall be followed, and the election results, including the list of elected directors and their voting rights, shall be announced on the spot.

The election ballots for the above-mentioned election matters shall be sealed and signed by the inspectors, properly kept, and retained for at least one year. However, if a lawsuit is filed by shareholders pursuant to Article 189 of the Company Act, the ballots shall be retained until the lawsuit is concluded.

Article 15

The decisions of the shareholders' meeting shall be recorded and signed or sealed by the chairman. Within twenty days after the meeting, the minutes of the meeting shall be distributed to each shareholder. The preparation and distribution of the minutes may be done electronically. The distribution of the minutes may be made through public announcements on the Public Information Observation System.

The minutes shall accurately record the year, month, day, venue, name of the chairman, decision-making methods, essential proceedings, and voting results (including the voting rights tally) of the meeting. When there are elections for directors or supervisors, the voting rights obtained by each candidate shall be disclosed. The minutes shall be permanently retained during the Company's existence.

Article 16

The statistics table, compiled in the specified format, reflecting the number of shares solicited and represented by proxy at the shareholders' meeting, shall be clearly displayed at the meeting venue on the day of the meeting.

If any resolution of the shareholders' meeting qualifies as material information under laws and regulations or the rules of the Taiwan Stock Exchange Corporation (Taiwan Stock Exchange) or the Taipei Exchange, the Company shall transmit the content to the Public Information Observation System within the prescribed time.

Article 17

The personnel responsible for the meeting shall wear identification cards or armbands.

The chairman may instruct inspectors or security personnel to assist in maintaining order at the meeting venue. Inspectors or security personnel assisting in maintaining order shall wear armbands or identification cards indicating "Inspector" when present.

If there is a sound amplification system at the venue, the chairman may prohibit shareholders from using equipment not provided by the Company to speak.

Shareholders who violate the meeting rules, refuse to comply with the chairman's correction, and obstruct the progress of the meeting despite being warned may be asked by the chairman to leave the meeting venue with the assistance of inspectors or security personnel.

Article 18

During the meeting, the chairman may announce breaks at his/her discretion. In the event of unforeseeable circumstances, the chairman may temporarily suspend the meeting and announce the resumption time depending on the situation.

If the agenda scheduled for the shareholders' meeting is not completed before the proceedings (including ad hoc resolutions) are concluded, and the meeting venue cannot be used at the scheduled time, the shareholders' meeting may resolve to find another venue to continue the meeting.

The shareholders' meeting may, in accordance with Article 182 of the Company Act, resolve to postpone or adjourn the meeting within five days.

Article 19

These rules shall become effective after being passed by the shareholders' meeting and shall apply equally to any subsequent revisions.

Article 20

Enacted and revised on December 22, 2009.

First revision on May 10, 2012.

Second revision on June 15, 2015.

Third revision on June 23, 2020.

Fourth revision on July 20, 2021.