

Great China Metal Ind. Co., Ltd.

Rules of Procedure for Shareholders' Meetings

20200623

- Article 1: The shareholders' meeting shall be governed by these Rules unless laws otherwise specified.
- Article 2: The shareholders referred to herein shall mean the shareholders per se and proxies attending the meetings on behalf of them.
- Article 3: The shareholders shall bring with them the attendance card, and submit the sign-in card in lieu of check-in. A shareholders' delivery of the sign-in card to the Company shall constitute the personal attendance of the shareholder or his/her proxy referred to in the sign-in card. The Company is not responsible for identifying the shareholder.
- Article 4: Attendance and votes during shareholder meetings shall be calculated based on number of shares held. The quantity of shares represented by the shareholders attending the meeting shall be based on the information of the sign-in cards being surrendered, plus the votes representing the shares cast in written or electronic means. Any proposal for counting of attendees initiated by a shareholder shall not be accepted by the chairperson. Where the statutory quota has been satisfied at the time of voting, a motion shall be considered passed. Any corporate entity that has been designated as a proxy can only appoint one representative to attend the shareholder meeting. For corporate shareholders appointing two (2) or more representatives to a shareholder's meeting, only one representative may express opinions on the same motion.
- Article 5: Shareholder meetings shall be held at the Company's location or any other locations that are suitable and convenient for shareholders to attend. Meetings must not commence anytime earlier than 9AM or later than 3PM.
- Article 6: Where the Board of Directors convenes a shareholders' meeting, the Chairman shall preside over the meeting. If the Chairman is unable to perform duties due to leave of absence or any reason, a proxy shall be appointed in accordance with the Company Act. Where any person other than the Board of Directors convenes a shareholders' meeting, such person shall preside over the meeting. In case there are two persons convening the meeting, one of them

shall be nominated to preside over the meeting.

Article 7: The chairperson shall announce the commencement of meeting as soon as it is due. However, if current attendants represent less than half of the Company's outstanding shares, the chairperson may announce to postpone the meeting for no more than twice for a period totaling no more than one hour. In the event of that postponement has been made for twice and the shareholders present at the meeting are less than those representing one-half but more than those representing more than one-thirds of the total outstanding shares, Paragraph 1 of Article 175 of the Company Act shall apply whereby provisional resolution could be made. If the session is still in progress with the eventual presence of shareholders representing more than half of the total outstanding shares, the Chairman shall refer the provisional resolution to the shareholders' meeting for the finalization pursuant to Article 174 of the Company Act.

Article 8: Where a shareholders' meeting is convened by the Board of Directors, the Board of Directors shall determine the agenda. The agenda cannot be changed unless resolved during a shareholders' meeting. The provision referred to in the preceding paragraph shall apply even when the shareholders' meeting is convened by any person other than the Board of Directors. Before the parliamentary procedure is accomplished in accordance with the agenda (including extempore motions) as stated in the preceding two paragraphs, the chairperson cannot announce for the adjournment of the meeting unless with the resolution rendered by the shareholders. However, the chairperson may proceed to announce adjournment of the meeting in order to maintain the order at the meeting, or there is something that cannot allow for the smooth progress of the meeting. After the meeting is adjourned, shareholders cannot nominate another chairman or seek another venue for the continuation of the meeting.

Article 9: (Deleted)

Article 10: Before a shareholder who is present at the meeting may take the floor, the chairperson may instruct him or her to prepare the speech memo by specifying the summary and shareholder attendance card No. and name, and then arrange for the priority of the shareholder to deliver his/her speech. Shareholders who have just prepared the speech memo without taking the floor for

delivery of speech shall be deemed having no delivery of speech. In case the contents of the speech delivered on the floor are irrelevant with the contents in the speech memo, the latter shall prevail. Where any shareholder has specified the scope of authority exercisable by his/her proxy in a power of attorney or in any other manner, the proxy's speech or voting shall apply, irrelevant with whether the Company is aware of the scope of authority or not.

Article 11: Shareholders cannot speak for more than twice, for no more than 5 minutes each, on the same motion without the consent of the chairperson. The chairperson shall prevent further speech of a particular shareholder who deliver the speech in violation of the requirements about time limit and frequency, or deliver the speech with contents beyond the scope of the motion at issue. When a shareholder is having the floor, all of the other shareholders shall not interfere unless at the consent of the chairperson or the shareholder who is taking the floor. Any unrestrained action shall discouraged by the chairperson. Any shareholder who fails to observe the restraint order by the chairperson referred to in the preceding two paragraphs shall be disciplined in accordance with Paragraph 2 of Article 19 herein.

Article 12: After a shareholder has delivered his/her speech, the chairperson may answer the shareholder's queries personally or appoint any relevant personnel to do so.

Article 13: The chairperson shall offer adequate opportunities for explanation and discussion on the motions and amendments or extempore motions brought up by shareholders. Where the chairperson thinks same are ready to vote, the chairperson may proclaim the closure of discussion and proceed to vote.

Article 14: Unless otherwise specified in The Company Act and the Articles of Incorporation, a resolution shall pass with the consent of shareholders representing more than half of total voting interests at the meeting, subject to the total of votes cast on the site and those cast in electronic means. The voting for a resolution referred to in the preceding paragraph may be exercised in electronic means, or on site, at the shareholders' option. A shareholder who decides to exercise his/her voting right in electronic means shall do so on the e-voting platform designated by the Company, in accordance with the Company Act, Securities and Exchange Act,

and Regulations Governing the Administration of Shareholder Services of Public Companies. In cases where several amendments or alternatives for the same motion have been proposed at the same time, the chairperson shall determine the order in which the same are voted. If one of them is being passed, all of the others shall be deemed vetoed and no further voting is necessary.

- Article 15: A shareholder shall be entitled to one voting right for each share held by him/her, unless he/she meets the exceptional circumstances referred to in Article 179 of the Company Act.
- Article 16: The chairperson shall appoint a ballot examiner and a ballot counter, provided that the ballot examiner must be a shareholder. The outcome of the vote must be documented and announced on site.
- Article 17: The Company may designate the attorney-at-law, CPA or related personnel appointed by it to be present at a shareholders' meeting. Organizers of the shareholders' meeting must wear proper identification or arm badges.
- Article 18: The minutes of a shareholders' meeting shall be kept on record by voice recording or videotaping, and retained for at least one year.
- Article 19: The chairperson may appoint picketers or security staff to help maintain order in the meeting. The picketers or security staff at the meeting venue assisting with maintenance of order shall wear the arm badge to identify their role as "Picketer". Shareholders shall follow the command by the chairperson, picketers or security staff on maintenance of the order. When a shareholder obstructs the parliamentary procedure and defies the chairperson's correction, the chairperson or picketers or security staff may remove such shareholder from the meeting venue.
- Article 20: The chairperson may call the meeting into recess at a suitable time.
- Article 21: Any matters not covered herein shall be governed by the Company Act and other related laws and regulations.
- Article 22: The Rules shall be enforced upon approval by a shareholders' meeting. The same shall apply where the Rules are amended.