

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

Article 1
第一條

Legal Basis 法令依據

Unless otherwise provided in the Applicable Listing Rules and the Law, the general meetings of the Company shall be held in accordance with the Rules.

本公司股東會之議事規則除上市法令或法律另有規定外，應依本規則辦理。

Unless otherwise defined in the Rules, any capital letters as used in the Rules shall have the same meanings as defined in the Articles of Association of the Company (as amended or substituted from time to time; hereinafter "Articles").

除本規則另有定義外，本規則所使用任何英文字首大寫之詞彙，其意義應與本公司公司章程(包括其隨時修改或被取代之版本；下稱「本章程」)中之定義相同。

Article 2
第二條

Assembly and Attendance 召集與出席

Unless otherwise provided by the Applicable Listing Rules, general meetings of the Company shall be convened by the Board of Directors.

本公司股東會除上市法令另有規定外，由董事會召集之。

The Company shall specify the time and place for the shareholders, solicitors, and proxy agents (collectively, "Shareholders") to register and other notable items in the meeting notice.

本公司應於開會通知書載明受理股東、徵求人、受託代理人(下稱「股東」)報到時間、報到處地點，及其他應注意事項。

Where general meetings are to be held by means of video conference, the Company shall specify the following items in the meeting notice:

1. instructions on how Shareholders can attend the meeting and exercise their rights;
2. countermeasures against video conferencing failures caused by force majeure events, which shall at least include the following:
 - (a) the date and time of the postponed or adjourned meeting in case that the meeting is required to be postponed or adjourned due to such failures;
 - (b) Shareholders who have not register for attending the meeting by video conference may not participate in such postponed or adjourned meeting;
 - (c) where a hybrid meeting is held and the video conferencing is unable to be resumed, if the total number of shares represented by Shareholders in attendance, after deducting therefrom the number of shares represented by Shareholders attending the meeting through video conferencing, constitutes the statutory quorum for the general meeting, the general meeting shall

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

- continue and the number of shares represented by Shareholders attending the meeting through video conferencing shall count towards the total number of shares represented by Shareholders in attendance, provided that Shareholders attending the meeting through video conferencing shall be deemed to have abstained from voting on all the proposals of that meeting;
- (d) measures for dealing with circumstances where the results of all the proposals have been announced and no extraordinary motions have been made; and
3. where a virtual-only meeting is held, the meeting notice shall further specify appropriate alternative measures for Shareholders who have difficulties attending the meeting via video conferencing.

本公司召開股東會視訊會議，應於股東會召集通知載明下列事項：

- 一、 股東參與視訊會議及行使權利方法。
- 二、 因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙之處理方式，至少包括下列事項：
 - (一) 發生前開障礙持續無法排除致須延期或續行會議之時間，及如須延期或續行集會時之日期。
 - (二) 未登記以視訊參與原股東會之股東不得參與延期或續行會議。
 - (三) 召開視訊輔助股東會，如無法續行視訊會議，經扣除以視訊方式參與股東會之出席股數，出席股份總數達股東會開會之法定定額，股東會應繼續進行，以視訊方式參與股東，其出席股數應計入出席之股東股份總數，就該次股東會全部議案，視為棄權。
 - (四) 遇有全部議案已宣布結果，而未進行臨時動議之情形，其處理方式。
- 三、 召開視訊股東會，並應載明對以視訊方式參與股東會有困難之股東所提供之適當替代措施。

Any change to the method by which a meeting is held shall be subject to a resolution of the Board of Directors, which shall be made before the meeting notices are sent at the latest.

本公司股東會召開方式之變更應經董事會決議，並最遲於股東會開會通知書寄發前為之。

The Company shall prepare the notice of general meetings, the proxy form, and the information relating to the subject and description of proposals for recognition and for discussion, election and/or dismissal of directors and supervisors in the form of electronic file to be uploaded to the Market Observation Post System thirty (30) days before annual general meetings or fifteen (15) days before extraordinary general meetings. The meeting agenda for general meetings and supplemental meeting information shall be prepared in the form of electronic file to be uploaded to the Market Observation Post System twenty (21) days before annual general meetings or fifteen (15) days before extraordinary general meetings; provided that

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

such file shall be uploaded thirty (30) days before annual general meetings in the event that the Company's paid-in capital at the end of the most recent fiscal year is NT\$10 billion or more, or that the total number of shares held by foreign and mainland investors, as registered in the shareholder roster for the general meeting in the most recent fiscal year, accounts for 30% or more of total issued shares of the Company. The meeting agenda for general meetings and supplemental meeting information shall be ready for Shareholders' review at all time by fifteen (15) days before general meetings, and such information shall be available at the Company and its stock agent.

本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事、監察人事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。但本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於本公司及本公司所委任之專業股務代理機構。

The meeting agenda for general meetings and supplemental meeting information, as referred to in the preceding paragraph, shall be made available to Shareholders on the date of the general meeting in the following manner:

1. where a in-person meeting is held, they shall be distributed on-site at the meeting place;
2. where a hybrid meeting is held, they shall be distributed on-site at the meeting place and uploaded to the video conferencing platform in the form of electronic file; and
3. where a virtual-only meeting is held, they shall be uploaded to the video conferencing platform in the form of electronic file.

前項之議事手冊及會議補充資料，本公司於股東會開會當日應依下列方式提供股東參閱：

- 一、 召開實體股東會時，應於股東會現場發放。
- 二、 召開視訊輔助股東會時，應於股東會現場發放，並以電子檔案傳送至視訊會議平台。
- 三、 召開視訊股東會時，應以電子檔案傳送至視訊會議平台。

The reasons for convening a general meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。

The matters required to be set out in the notice of the reasons for convening

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

the general meeting pursuant to the Applicable Listing Rules shall be elaborated its main content in such the notice and not be raised by an extraordinary motion.

依上市法令應在召集事由中列舉之事項，應於召集事由中說明其主要內容且不得以臨時動議提出。

If the re-election of directors and supervisors has been set out as the reason for convening the general meeting and the inauguration date has been stated in the meeting notice, such inauguration date shall not be changed by extraordinary motion or any other means at the same general meeting of the re-election.

股東會召集事由已載明全面改選董事、監察人，並載明就任日期，該次股東會改選完成後，同次會議不得再以臨時動議或其他方式變更其就任日期。

Prior to the book closure date before an annual general meeting is held, the Company shall publicly announce that it will receive shareholder proposals, in written or electronic form, the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、書面或電子受理方式、受理處所及受理期間；其受理期間不得少於十日。

A shareholder holding one percent or more of all Shares in issue may submit to the Company a proposal or an advisory proposal, which urging the Company to promote public interests or fulfill its social responsibilities, for discussion at a regular general meeting. The number of items so proposed, however, subject to Article 172-1 of the Company Act, is limited to one only, and no proposal containing more than one item shall be included in the meeting agenda. The proposal submitted by each Shareholder is limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the annual general meeting and take part in discussion of the proposal.

持有已發行股份總數百分之一以上股份之股東，得向本公司提出股東常會議案，該議案亦得為敦促公司增進公共利益或善盡社會責任之建議性提案，但程序上應依公司法第 172 條之 1 之相關規定，總共以 1 項為限，提案超過 1 項者，均不列入議案。股東所提議案以三百字為限，超過三百字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。

Prior to the date for issuance of notice of a general meeting, the Company shall inform the Shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this Article. At the general meeting the Board of Directors shall explain the reasons for exclusion of any shareholder

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

proposals not included in the agenda.

本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。

The reception of the register of the Shareholders shall begin thirty minutes prior to the meeting. The place for registration shall be clearly directed, and there shall be sufficient and qualified persons to handle the registration; where the meeting is held through video conferencing, the reception of the register of the Shareholders shall begin thirty minutes prior to the meeting on the video conferencing platform, and Shareholders who have completed the registration shall be deemed to have attended the meeting in person.

受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之；股東會視訊會議應於會議開始前三十分鐘，於股東會視訊會議平台受理報到，完成報到之股東，視為親自出席股東會。

For each general meeting, a Shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization,

股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人，出席股東會。

A Shareholder may only execute one (1) proxy form and appoint one (1) proxy for each general meeting, and shall serve such written proxy to the Company no later than five (5) days prior to the meeting date. In case the Company receives two (2) or more written proxies from one (1) Shareholder, the first one arriving at the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。

After a proxy is delivered to the Company, if the Shareholder issuing the proxy intends to attend the general meeting in person or through video conferencing, or exercise the voting rights in writing or by way of electronic transmission, the Shareholder shall issue a written notice to the Company to revoke the proxy at least two (2) days prior to the general meeting. If the revocation is not made during the prescribed period, the votes casted by the person as proxy shall prevail.

委託書送達本公司後，股東欲親自或以視訊方式出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

When the Company holds a general meeting, it shall adopt exercise of

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the meeting notice. A Shareholder exercising voting rights by correspondence or electronic means will be deemed to have abstained from voting on the extraordinary motions and amendments to the original proposals of that meeting.

本公司召開股東會時，應採行以電子方式並得採行以書面方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，就該次股東會之臨時動議及原議案之修正，視為棄權。

A Shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company two days before the date of the general meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to revoke the earlier declaration of intent.

前項以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。

After a Shareholder has exercised voting rights by correspondence or electronic means, in the event the Shareholder intends to attend the general meeting in person or through video conferencing, a written declaration of intent to revoke the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, two business days before the date of the general meeting at the latest. In the event that the Shareholder has not revoke his/her voting rights in such manner as stated above, and the Shareholder attends the meeting in person or through video conferencing, it shall be deemed that the voting rights exercised by the Shareholder by correspondence or electronic means have been revoked, and the voting rights exercised by the Shareholder at the meeting in person or through video conferencing shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend the general meeting, the voting rights exercised by the proxy at the meeting shall prevail.

股東以書面或電子方式行使表決權後，欲親自出席或以視訊方式出席者，至遲應於股東會開會前2日，以書面或電子方式撤銷其表決。惟如股東未為前述表決之撤銷，而親自或以視訊方式出席股東會者，應視為其以書面或電子方式行使之表決權已撤銷，並以該股東於股東會親自或以視訊方式出席行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。

Each Shareholder shall attend the general meeting with the attendance card,

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

sign-in card or other supporting document. The Company will not unreasonably require Shareholder to provide additional documents to attend the general meeting. Solicitors soliciting proxy forms shall bring also the identification documents for verification.

股東應憑出席證、出席簽到卡或其他出席證件出席股東會，本公司對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。

The Company shall provide a sign-in book allowing attending Shareholders to sign in or require attending Shareholders to submit attendance cards in lieu of signing in.

本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。

The Company shall furnish attending Shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of Directors or Independent Directors, pre-printed ballots shall also be furnished.

本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事或獨立董事者，應另附選舉票。

Where the general meeting is held through video conferencing, Shareholders intending to attend the meeting via video conferencing shall register with the Company for such attendance two business days before the date of the meeting.

股東會以視訊會議召開者，股東欲以視訊方式出席者，應於股東會開會二日前，向本公司登記。

When the Company holds a hybrid meeting, Shareholders having registered for attending the meeting via video conferencing pursuant to the preceding paragraph and intending to attend the in-person meeting shall revoke the registration by the same means by which the registration was done two business days before the date of the meeting; if the Shareholder has not revoked the registration by that time, he/she may only attend the meeting through video conferencing.

本公司召開視訊輔助股東會時，已依前項規定登記以視訊方式出席股東會之股東，欲親自出席實體股東會者，應於股東會開會二日前，以與登記相同之方式撤銷登記；逾期撤銷者，僅得以視訊方式出席股東會。

Where the general meeting is held through video conferencing, the Company shall upload the meeting agenda, annual report and other relevant information to the video conferencing platform thirty minutes before the meeting starts and continue to disclose such information until the meeting ends.

股東會以視訊會議召開者，本公司至少應於會議開始前三十分鐘，將議

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

事手冊、年報及其他相關資料上傳至股東會視訊會議平台，並持續揭露至會議結束。

When the Company holds a virtual-only meeting, it shall provide appropriate alternative measures for Shareholders who have difficulties attending the meeting via video conferencing.

本公司召開視訊股東會時，應對於以視訊方式出席股東會有困難之股東，提供適當替代措施。

Unless otherwise regulated in the Applicable Listing Rules or the Law, corporate Shareholders' attendance of a general meeting shall be in accordance with the Articles.

除上市法令或法律另有規定外，法人出席股東會部分應遵守本章程之規定。

Article 3
第三條

Calculation of Attending Shares 出席股數之計算

On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by Shareholders exercising voting rights by correspondence or electronic means, and shall make an express disclosure of the same at the place of the general meeting; where the general meeting is held through video conferencing, the Company shall upload such statement to the video conferencing platform thirty minutes before the meeting starts and continue to disclose the same until the meeting ends.

徵求人徵得之股數、受託代理人代理之股數及股東以書面或電子方式出席之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示；股東會以視訊會議召開者，本公司至少應於會議開始前三十分鐘，將前述資料上傳至股東會視訊會議平台，並持續揭露至會議結束。

When a general meeting held through video conferencing is called to order, the total number of shares represented by Shareholders attending the meeting shall be disclosed on the video conferencing platform. The same shall apply where the total number of shares represented by Shareholders attending the meeting and the number of voting shares are calculated during the meeting.

本公司召開股東會視訊會議，宣布開會時，應將出席股東股份總數，揭露於視訊會議平台。如開會中另有統計出席股東之股份總數及表決權數者，亦同。

The number of Shares represented by Shareholders attending the general meeting shall be calculated in accordance with the sign-in book or the number of attendance cards submitted by Shareholders and the number of shares registered on the video conferencing platform, plus the number of

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

shares in which the voting rights are exercised by correspondence or electronically.

股東會之出席應以股份為計算基準，出席股數依簽名簿或繳交之簽到卡及視訊會議平台報到股數，加計以書面或電子方式行使表決權之股數計算之。

Article 4
第四條 **Venue and Time of General Meetings** **開會地點及時間**

According to the Articles and the Applicable Listing Rules, all general meetings shall be convened at such venues convenient for Shareholders' attendance and suitable for convention, and shall not begin earlier than 9:00 a.m. or later than 3:00 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

依據本章程及上市法令規定，股東會召開之地點，應於便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時。召開之地點及時間，應充分考量獨立董事之意見。

When the Company holds a virtual-only meeting, it shall not be subject to the restriction on the meeting place as stated in the preceding paragraph; provided that the Chairman and the minutes taker shall be at the same location in the country where the Company's securities are listed, and the Chairman shall announce the address of such location at the time of the meeting.

本公司召開視訊股東會時，不受前項召開地點之限制；惟主席及紀錄人員應在上市地之同一地點，主席並應於開會時宣布該地點之地址。

Article 5
第五條 **Identification of Appointed Professionals and Other Relevant Persons Who May Be Present** **委託專業人士與相關人員得列席之識別**

The Company may appoint its lawyer(s), accountant(s) or other relevant person(s) to be present at a general meeting. All supporting staff for the general meeting shall wear an identification badge or arm-band.

本公司得指派所委託之律師、會計師或相關人員列席股東會。辦理股東會之會務人員應佩戴識別證或臂章。

Article 6
第六條 **Audio Recording and Videotaping of Meetings for Evidence** **開會過程錄音及錄影之存證**

The Company shall record, consecutively by audio and video, the whole process from the registration of the Shareholders, proceeding of the meeting to the procedure of the voting and vote-counting.

本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

The audio and video materials recorded as mentioned in the preceding paragraph shall be kept at least one year. However, if a Shareholder files a lawsuit pursuant to the Applicable Listing Rules, the aforementioned materials shall be retained until the end of the litigation.

前項影音資料至少保存一年。但經股東依上市法令提起訴訟者，應保存至訴訟終結為止。

Where a general meeting is held through video conferencing, the Company shall keep records of information such as sign-ups, registration, check-ins, raising questions, voting, ballot counting, and make an uninterrupted audio and video recording of the video conferencing.

股東會以視訊會議召開者，本公司應對股東之註冊、登記、報到、提問、投票及公司計票結果等資料進行記錄保存，並對視訊會議全程連續不間斷錄音及錄影。

The Company shall properly retain the information and the audio and video recordings as referred to in the preceding paragraph during its period of existence and provide the audio and video recordings to agencies entrusted with video conferencing services for retention.

前項資料及錄音錄影，本公司應於存續期間妥善保存，並將錄音錄影提供受託辦理視訊會議事務者保存。

Where a general meeting is held through video conferencing, it is advisable that the Company make an audio and video recording of the backstage operation interface of the video conferencing platform.

股東會以視訊會議召開者，本公司宜對視訊會議平台後台操作介面進行錄音錄影。

Article 7
第七條

The Chairman and Agent 主席及代理人

Subject to the Applicable Listing Rules, the Chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Company convened by the Board of Directors. In case the Chairman is on leave or absent or can not exercise his/her power and authority for any cause, he/she shall designate one of the other Directors to act on his/her behalf. In the absence of such a designation, the Directors shall elect from among themselves an acting chairman for the meeting.

除上市法令另有規定外，股東會如由董事會所召集，其主席應由董事長(如有)擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。

The Director, acting on behalf of the Chairman as the chairman of the general meeting, as mentioned in the preceding paragraph, shall be the one who is in the position of Director for more than six (6) months and who

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

understand the financial and business operations of the Company. The same shall apply to the representative of a corporate Director.

前項主席係由董事代理者，以任職六個月以上，並瞭解公司財務業務狀況之董事擔任之。主席如為法人董事之代表人者，亦同。

It is advisable that the general meetings convened by the Board of Directors be chaired by the Chairman, and attended by a majority of the Directors, at least one supervisor and at least one member of each functional committees. The attendance shall be record in the meeting minutes.

董事會所召集之股東會，宜由董事長親自主持，並有董事會過半數之董事、至少一席監察人親自出席，及各類功能性委員會成員至少一人代表出席，並將出席情形記載於股東會議事錄。

For a general meeting convened by any other person having the convening right, such person shall act as the chairman of that meeting; provided that if there are two (2) or more persons jointly having the convening right, the chairman of the meeting shall be elected from those persons.

股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

Article 8
第八條

Convention of A Meeting 會議召開

The chairman shall call the general meeting to order and announce the number of Shares with no voting right, the total number of Shares represented by the attending Shareholders, and the related information at the time scheduled for the general meeting. If the number of Shares represented by the attending Shareholders has not yet constituted the quorum (more than an aggregate of one-half (1/2) of all Shares in issue present in person or by proxy and entitled to vote) at the time scheduled for the general meeting, the chairman may postpone the time for the meeting. The postponements shall be limited to two times at most, and the general meeting shall not be postponed for more than one hour in total. If after two postponements the number of Shares represented by the attending Shareholders has not yet constituted more than one-third (1/3) of all Shares in issue present in person or by proxy and entitled to vote, the chairman shall declare the meeting adjourned; where a general meeting is held through video conferencing, the Company shall announce the meeting adjourned on the video conferencing platform. If permitted by the Applicable Listing Rules, a tentative resolution may be passed in accordance with the Applicable Listing Rules, provided that all Shareholders shall be notified of the tentative resolution and another general meeting shall be convened within one (1) month; where a general meeting is held through video conferencing, Shareholders intending to attend the meeting via video conferencing shall re-register with the Company pursuant to Article 2. Before the end of such a meeting, if the number of Shares represented by the attending Shareholders has already

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

constituted more than an aggregate of one-half (1/2) of all Shares in issue, the chairman may put the tentative resolution(s) already passed to the Shareholders' resolution again in accordance with the Applicable Listing Rules.

已屆開會時間，主席應即宣布開會，並同時公布無表決權數及出席股份數等相關資訊。惟未達法定出席數(即有代表已發行股份總數過半數之有表決權股東親自或委託代理人出席)時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上之有表決權股東親自或委託代理人出席時，由主席宣布流會；股東會以視訊會議召開者，本公司另應於股東會視訊會議平台公告流會。在符合上市法令規定之情況下，得依據上市法令為假決議，並應將假決議通知各股東於一個月內再行召集股東會；股東會以視訊會議召開者，股東欲以視訊方式出席者，應依第二條向本公司重行登記。於當次會議未結束前，如出席股東所代表股數達已發行股份總數過半數時，主席得將作成之假決議，依據上市法令規定重新提請股東會表決。

Article 9
第九條

Proposal Discussion 議案討論

The agenda of general meeting shall be set by the Board of Directors if the meeting is convened by the Board of Directors. Unless otherwise approved in the general meeting, the general meeting shall proceed in accordance with the agenda.

股東會如由董事會召集者，其議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議通過不得變更之。

The preceding paragraph applies to circumstances where the general meeting is convened by any person, other than the Board of Directors, entitled to convene such general meeting.

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

Unless otherwise resolved at the general meeting or in accordance with Article 17 of the Rules, the chairman cannot announce adjournment of the general meeting before all items listed in the agenda are resolved; after a meeting is adjourned, Shareholders shall not elect a chairman and resume the meeting at the same or another venue. In case that the chairman adjourns the general meeting in violation of the Rules, other members of the Board of Directors shall promptly assist the attending Shareholders to elect, by a majority of votes represented by attending Shareholders present in the general meeting, another person to serve as chairman to continue the general meeting in accordance with due procedures.

前二項排定之議程於議事未終結前，非經決議或依本規則第十七條之規定，主席不得逕行宣布散會；會議散會後，股東不得另推選主席於原址或另覓場所續行開會，但主席違反本規則，宣布散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

The chairman shall provide sufficient time for the explanation and discussion of all items listed in the agenda and amendments submitted by Shareholders. The chairman may announce an end of discussion, submit an item for a vote and arrange sufficient voting period if the chairman deems that the agenda item is ready for voting and the discussion and amendments proposed complied with the Applicable Listing Rules and the Articles.

主席對於議案及股東所提之修正案，應給予充分說明及討論之機會，若認為該等議案及修正案均已符合本章程及上市法令之規定且達可付表決之程度時，得宣布停止討論，提付表決，並安排適足之投票時間。

Article 10
第十條

Speech of Shareholder 股東發言

When a Shareholder attending the general meeting wishes to speak, a speech note should be filled out with summary of the speech, the Shareholder's account number (or the number of attendance card) and the account name of the Shareholder. The sequence of speeches shall be determined by the chairman.

出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶名，由主席指定其發言。

If any attending Shareholder at the general meeting submits a speech note but does not speak, no speech shall be deemed to have been made by such Shareholder. In case contents of the speech of a Shareholder are inconsistent with the contents of the speech note, the content of actual speech shall prevail.

出席股東僅提發言條而未發言者，視為未發言，發言內容與發言條記載不符者，以發言內容為準。

Any Shareholder may not speak more than twice concerning the same item without chairman's consent, and each speech time shall not exceed five minutes. In case the speech of any Shareholder violates this paragraph or is outside the scope of the agenda item, the chairman may stop the speech of such Shareholder.

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，股東發言違反本項規定或超出議題範圍者，主席得制止其發言。

Unless otherwise permitted by the chairman and the speaking Shareholder, no Shareholder shall interrupt the speech of other Shareholders. The chairman shall stop such interruption.

出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。

If a corporate Shareholder has appointed two or more representatives to

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

attend the general meeting, only one representative can speak for each agenda item.

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

After the speech of any Shareholder, the Chairman may make responses by him or herself or appoint an appropriate person to respond.

出席股東發言後，主席得親自或指定相關人員答覆。

Where a general meeting is held through video conferencing, Shareholders attending the meeting via video conferencing may, after the Chairman calls the meeting to order and before announcing the meeting adjourned, raise questions in text form on the video conferencing platform. For each proposal, a Shareholder may not raise questions more than twice, and each question is limited to 200 words. Paragraph 1 to 5 of this Article shall not apply.

股東會以視訊會議召開者，以視訊方式參與之股東，得於主席宣布開會後，至宣布散會前，於股東會視訊會議平台以文字方式提問，每一議案提問次數不得超過兩次，每次以二百字為限，不適用第一項至第五項規定。

If the question raised under the preceding paragraph is not in violation of the Rules or out of the scope of the proposal, it is advisable that the question be disclosed on the video conferencing platform to make it known to Shareholders.

前項提問未違反規定或未超出議案範圍者，宜將該提問揭露於股東會視訊會議平台，以為周知。

Article 11
第十一條

Proposal by Shareholder 股東提案

In accordance with the Applicable Listing Rules and subject to Article 52 of the Articles, any Shareholders who individually or collectively hold one percent (1%) or more of the total number of issued Shares of the Company may submit to the Company a proposal for discussion at the annual general meeting.

持有已發行股份總數百分之一以上股份之股東，得依上市法令之規定，及本章程第 52 條之規定，向公司提出股東常會議案。

Article 12
第十二條

Calculation of Voting Shares and Recusal 表決股數之計算、迴避制度

Voting at a general meeting shall be based on the number of Shares.
股東會之表決，應以股份為計算基準。

The Shares held by any Shareholders with no voting rights shall not be included in the total number of issued Shares while voting on resolutions in

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

the general meeting.

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

To the extent required by the Applicable Listing Rules and in accordance with Article 66 of the Articles, any Shareholder who bears a personal interest that may conflict with and impair the interest of the Company in respect of any proposed matter for consideration an approval at a general meeting shall abstain from voting any of the Shares that such Shareholder should otherwise be entitled to vote in person, as a proxy or corporate representative with respect to said matter.

於上市法令要求之範圍內，依本章程第66條之規定，股東對於提交股東會同意之提案事項有自身利害關係致有害於公司利益之虞時，就該提案事項不得親自或代理他股東或代表法人股東行使其本可行使之任何表決權。

Any Shares held by any Shareholders who are not permitted to exercise voting rights in the preceding paragraph shall not be counted in the number of votes of Shareholders present at the general meeting for relevant resolutions.

前項不得行使表決權之股份數，就相關決議不算入已出席股東之表決權數。

Except for Taiwan trust enterprises or Shareholders' Service Agencies approved by Taiwan competent authorities, when a person who acts as the proxy for two or more Shareholders concurrently, the number of votes represented by him shall not exceed three percent of the total number of votes of the Company and the portion of excessive votes represented by such proxy shall not be counted.

除中華民國信託事業或經中華民國證券主管機關核准的股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。

Article 13
第十三條

Principle for Voting Right 表決權原則

Subject to the Articles and any rights and restrictions for the time being attached to any Share, every Shareholder and every Person represented by proxy shall have one vote for each Share of which he or the Person represented by proxy is the holder.

除本章程另有規定或股份另附有任何權利或限制外，每一親自出席或委託代理人出席之股東於進行表決時，就其所持有的每一股份均有一表決權。

At the time of voting, for each proposal, the chairman of the general meeting or a person designated by the chairman of the general meeting shall first announce the total number of voting rights represented by the attending Shareholders, and then the Shareholders shall vote on each of the proposals

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

presented at the meeting and the result of the vote indicating Shareholders' consent, objection and abstaining from voting shall be entered at the Market Observation Post System on the day immediately following the convention of the Shareholders' meeting.

表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決，並於股東會召集後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

Article 14
第十四條

Voting on Proposal 議案之表決

Unless otherwise provided for under the Applicable Listing Rules or the Articles, a proposal put to a vote shall be approved by consent of a majority of Shareholders present at the meeting attended.

議案之表決，除上市法令或本章程另有規定外，以出席股東表決權過半數之同意通過之。

In case of an amendment proposal or substitute proposal to an original proposal, the chairman shall decide on the order of vote together with the original proposal. However, if one of the proposals has been approved, the others shall be deemed overruled and no further vote is required.

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，毋庸再行表決。

Where a general meeting is held through video conferencing, Shareholders attending the meeting via video conferencing shall vote on each proposal and election through the video conferencing platform after the Chairman has called the meeting to order, and shall complete the voting before the Chairman announces the closing of voting; Shareholders voting after that time shall be deemed to have abstained.

本公司召開股東會視訊會議，以視訊方式參與之股東，於主席宣布開會後，應透過視訊會議平台進行各項議案表決及選舉議案之投票，並應於主席宣布投票結束前完成，逾時者視為棄權。

Where a general meeting is held through video conferencing, the Company shall disclose the voting result of each proposal and election on the video conferencing platform immediately after the voting has ended pursuant to the Rules, and shall continue to disclose the same for at least fifteen minutes after the Chairman has announced the meeting adjourned.

股東會以視訊會議召開者，本公司應於投票結束後，即時將各項議案表決結果及選舉結果，依規定揭露於股東會視訊會議平台，並應於主席宣布散會後，持續揭露至少十五分鐘。

If the matters put to a resolution at a general meeting constitute material information under the Applicable Listing Rules, the Company shall upload the content of such resolution to the Market Observation Post System within the prescribed time period.

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

股東會決議事項，如有屬上市法令規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。

Article 15
第十五條

Checking and Counting Ballots 監票及計票

The chairman shall appoint persons responsible for checking and counting ballots during votes on agenda items. However, the persons responsible for checking ballots must be Shareholders.

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

The voting or the vote-counting procedure for the proposal of election shall be carried out publicly in the place the general meeting is held. The resolution, including the weight of the poll, shall be announced immediately after the vote-counting procedure is completed, and shall be recorded.

股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。

The election of Directors or Independent Directors at a general 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, including the names of those elected and those fail to be elected as Directors or Independent Directors and the numbers of votes for respective candidates. The ballots for the election 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 pursuant to the Applicable Listing Rules, the ballots shall be retained until the end of the litigation.

股東會有選舉董事、獨立董事時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果，包含當選董事、獨立董事之名單與其當選權數及落選董事、獨立董事名單及其獲得之選舉權數。選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依上市法令提起訴訟者，應保存至訴訟終結為止。

Where a general meeting is held through video conferencing, after the Chairman has announced the closing of voting, a one-time vote counting shall be conducted, and the resolution and election results shall be announced.

股東會以視訊會議召開者，應於主席宣布投票結束後，為一次性計票，並宣布表決及選舉結果。

Article 16
第十六條

Meeting Minutes 議事錄

Any resolutions made at a general meeting shall be compiled in the form of meeting minutes. The chairman shall affix his/her signature or seal to the meeting minutes, which shall be issued to shareholders within twenty days

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

after the end of the general meeting. Meeting minutes may be produced and issued to Shareholders in electronic form. The Company may distribute the meeting minutes by means of a public announcement made through the Market Observation Post System.

股東會之決議，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。議事錄之分發，本公司亦得以輸入公開資訊觀測站之公告方式為之。

The meeting minutes must faithfully record the meeting's date (year, month, day), place, Chairman's name, resolution method, summary of proceedings, and results of votes. The received number of votes of each candidate shall be disclosed in the meeting minutes in the event of director and/or supervisor election. Meeting minutes shall be kept during the existence of the Company.

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及表決結果記載之，有選舉董事、監察人時，應揭露每位候選人之得票權數。在本公司存續期間，應永久保存。

The number of votes casted for and against a resolution and the total number of votes cast shall be recorded in the meeting minutes.

決議之表決結果(包括贊成及反對)之票數及總投票數均應載明於議事錄。

Where a general meeting is held through video conferencing, the meeting minutes shall record, in addition to the items provided in paragraph 2 and 3, the start and end time of the meeting, the method by which the meeting is held, the names of the Chairman and minutes taker, the countermeasures taken against video conferencing failures caused by force majeure events and the handling thereof.

股東會以視訊會議召開者，其議事錄除依第二項及第三項規定應記載事項外，並應記載股東會之開會起迄時間、會議之召開方式、主席及紀錄之姓名，及因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙時之處理方式及處理情形。

When the Company holds a virtual-only meeting, it shall record in the meeting minutes, in addition to the items provided in the preceding paragraph, the alternative measures provided to Shareholders having difficulties attending the meeting via video conferencing.

本公司召開視訊股東會，除應依前項規定辦理外，並應於議事錄載明，對於以視訊方式參與股東會有困難股東提供之替代措施。

Article 17
第十七條

Intermission and Resumption of A Meeting 休息、續行集會

During the general meeting, the chairman may, at his or her discretion, set time for intermission. In exceptional cases, when there are incidents that

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

temporarily prevent the normal progress of the general meeting, the chairman may decide to temporarily suspend the general meeting and announce, depending on the situation, the time that the meeting will resume.

會議進行時，主席得酌定時間宣告休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間。

Before the agenda set for the general meeting are completed, if the meeting venue cannot continue to be used for the general meeting, the chairman may seek another venue to resume the general meeting. Upon approval by Ordinary Resolution, the chairman may (and shall if so directed by the meeting) adjourn the general meeting if necessary.

股東會排定之議程於議事未終結前，開會之場地屆時未能繼續使用，得由主席決定另覓場地繼續開會並若有需要時經普通決議同意得(如經股東會指示則應)宣佈股東會延期。

The Shareholders may resolve to adjourn or resume the general meeting within five days in accordance with the Applicable Listing Rules and the Articles.

股東會得依上市法令及本章程之規定，決議在五日內延期或續行集會。

Article 18
第十八條

股東會視訊會議斷訊之處理

Where a general meeting is held through video conferencing, the Company may provide Shareholders with basic connectivity tests before the meeting, and with related services in real time before and during the meeting to assist in solving technical problems with communications.

股東會以視訊會議召開者，本公司得於會前提供股東簡易連線測試，並於會前及會議中即時提供相關服務，以協助處理通訊之技術問題。

Where a general meeting is held through video conferencing, the Chairman shall, when calling the meeting to order, announce the date of the postponed or adjourned meeting to be held within five days of the original meeting in case of video conferencing failures continuing for at least thirty minutes due to force majeure events before the Chairman announce the meeting adjourned, except for cases provided in Paragraph 4 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

股東會以視訊會議召開者，主席應於宣布開會時，另行宣布除公開發行股票公司股務處理準則第四十四條之二十四項所定無須延期或續行集會情事外，於主席宣布散會前，因天災、事變或其他不可抗力情事，致視訊會議平台或以視訊方式參與發生障礙，持續達三十分鐘以上時，應於五日內延期或續行集會之日期。

Where the meeting is postponed or adjourned under the preceding paragraph, Shareholders who have not registered for attending the original

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

meeting through video conferencing shall not attend the postponed or adjourned meeting.

發生前項應延期或續行會議，未登記以視訊參與原股東會之股東，不得參與延期或續行會議。

Where the meeting is postponed or adjourned under paragraph 2, with respect to Shareholders who have registered for attending the original meeting through video conferencing but do not attend the postponed or adjourned meeting, the number of shares represented by such Shareholders in attendance and the voting rights exercised by such Shareholders at the original meeting shall respectively count towards the total number of shares represented by Shareholders in attendance and the number of voting rights at the postponed or adjourned meeting.

依第二項規定應延期或續行會議，已登記以視訊參與原股東會並完成報到之股東，未參與延期或續行會議者，其於原股東會出席之股數、已行使之表決權及選舉權，應計入延期或續行會議出席股東之股份總數、表決權數及選舉權數。

Where the meeting is postponed or adjourned under paragraph 2, no further discussion or resolution is required for proposals with respect to which the voting and vote-counting procedures has been completed and the voting results or the list of elected directors and supervisors has been announced.

依第二項規定辦理股東會延期或續行集會時，對已完成投票及計票，並宣布表決結果或董事、監察人當選名單之議案，無須重行討論及決議。

Where the Company holds a hybrid meeting and the video conferencing failures referred to in paragraph 2 arise, if the total number of shares represented by Shareholders in attendance, after deducting therefrom the number of shares represented by Shareholders attending the meeting through video conferencing, constitutes the statutory quorum for the general meeting, the meeting shall continue and shall not be required to be postponed or adjourned pursuant to paragraph 2.

本公司召開視訊輔助股東會，發生第二項無法續行視訊會議時，如扣除以視訊方式出席股東會之出席股數後，出席股份總數仍達股東會開會之法定額者，股東會應繼續進行，無須依第二項規定延期或續行集會。

Where the meeting shall continue under the preceding paragraph, the number of shares represented by Shareholders attending the meeting through video conferencing shall count towards the total number of shares represented by Shareholders in attendance, provided that Shareholders attending the meeting through video conferencing shall be deemed to have abstained from voting on all the proposals of that meeting.

發生前項應繼續進行會議之情事，以視訊方式參與股東會股東，其出席股數應計入出席股東之股份總數，惟就該次股東會全部議案，視為棄權。

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

Where the meeting is postponed or adjourned under paragraph 2, the Company shall conduct the procedures prior to the meeting in accordance with the provisions set out in Paragraph 7 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

本公司依第二項規定延期或續行集會，應依公開發行股票公司股務處理準則第四十四條之二十七項所列規定，依原股東會日期及各該條規定辦理相關前置作業。

Where the meeting is postponed or adjourned under paragraph 2, the Company shall, on the date of such postponed or adjourned meeting, conduct the procedures set out in the second sentence of Article 12 and Paragraph 3 of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Paragraph 2 of Article 44-5, Article 44-15 and Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

公開發行公司出席股東會使用委託書規則第十二條後段及第十三條第三項、公開發行股票公司股務處理準則第四十四條之五第二項、第四十四條之十五、第四十四條之十七第一項所定期間，本公司應依第二項規定延期或續行集會之股東會日期辦理。

Article 19
第十九條

Preservation of Order at the Meeting Venue 會場秩序之維持

The chairman may direct inspectors (or security guards) to assist in preserving the order at the meeting venue. Inspectors (or security guards) shall wear an arm-band with the word "Inspector" when assisting in preserving the order at the meeting venue.

主席得指揮糾察員(或保全人員)協助維持會場秩序。糾察員(或保全人員)在場協助維持秩序時，應佩戴「糾察員」字樣臂章。

At the place of a general meeting, if a Shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chairman may prevent the Shareholder from so doing.

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

The chairman may direct inspectors or security guards to ask Shareholders who violate the Rules, disobey the chairman's correction, impede the process of the meeting and do not comply after being asked to stop to leave the meeting venue.

股東違反本規則不服從主席糾正，妨礙會議之進行，經制止不服從者，得由主席指揮糾察員或保全人員請其離開會場。

Article 20
第二十條

Enforcement and Amendment 實施與修訂

HIROCA HOLDINGS LTD.
廣華控股有限公司
PROCEDURAL RULES OF GENERAL MEETING
股東會議事規則

220329 董事會 0530 股東會

Establishment and amendment to the Rules shall be subject to approval of the Board of Directors, which shall be further approved by Ordinary Resolution in the general meeting.

本規則之訂定及修正應經董事會同意，並經股東會以普通決議通過。