

Global Unichip Corp.

Rules and Procedures of Shareholders' Meeting

1. Unless otherwise provided for in applicable laws or regulation, shareholders' meetings of the Company shall be conducted in accordance with the rules and procedures specified herein.
2. Attending shareholders or their proxies shall submit a sign-in card. The total shares represented by shareholders present in person or by proxy should be determined based on the submitted sign-in cards.
3. Attendance and voting rights at shareholders' meetings shall be calculated based on the numbers of shares represented.
4. The venue of shareholders' meetings shall be on the Company's premises or at another place convenient for shareholders to attend and suitable for such a meeting. The meeting shall begin no earlier than 9 a.m. and no later than 3 p.m.
5. If a shareholders' meeting is convened by the Board of Directors, the Chair of the Board of Directors shall be the chairperson presiding at the meeting. If the Chair of the Board of Directors is on leave or unable to perform his duties for any other reason, the Vice Chair shall preside at the meeting on the Chair's behalf. If the Vice Chair is also on leave or unable to perform his duties for any other reason, the Chair of the Board of Directors shall appoint a Managing Director to act on his behalf. If there are no Managing Directors, the Chair shall appoint a Director to act on his behalf. If the Chair does not make such a designation, the Managing Directors or Directors shall select one person from among themselves to serve as the chair.

The Chairperson in the preceding paragraph shall be a member of the Board of Directors, and they shall have served on the Board of Directors for a minimum of six months, and be well versed in the Company's financial and operational status. The same shall apply if the Chairperson is the representative of a juristic person.

If the shareholders' meeting is convened by any other person entitled to convene the meeting other than the Board of Directors, such person shall be the chairperson of the meeting.

When there are two or more such convening parties, they shall mutually select a Chairperson from among themselves.

6. The Company may appoint designated counsel, certified public accountants, or other relevant persons to attend the shareholders' meeting. Staff handling administrative affairs of a shareholders' meeting shall wear identification badges or armbands.
7. The Company's shareholders' meetings must be videotaped or audio recorded and kept for at least one year.
8. The chairperson shall call the meeting to order at the appointed time. However, if the attending shareholders do not represent more than one-half of the total number of issued shares, the chairperson may postpone the meeting time. No more than two such postponements, for a combined total of no more than one hour shall be made. If after two postponements the attending shareholders still represent less than one-half of the total number of issued shares but represent more than one-third of the total issued shares, provisional resolutions may be adopted in accordance with Article 175, Paragraph 1 of the Company Act. Such provisional resolutions shall be handled in accordance with the relevant provisions of the Company Act.

If during the process of the meeting the number of issued shares represented by the shareholders present becomes sufficient to constitute the quorum, the chairperson may submit the provisional resolutions to the meeting for approval in accordance with Article 174 of the Company Act.

9. The agenda of the shareholders' meeting shall be set by the Board of Directors if the meeting is convened by the Board of Directors. The meeting shall proceed in accordance with the agenda unless otherwise resolved at the meeting. In addition to the resolutions listed on the agenda, other resolutions proposed by shareholders, amendments to or alternatives to the original resolutions shall be seconded by other shareholders.
10. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting that is convened by any person other than the Board of Directors entitled to convene a meeting.

Unless otherwise resolved at the meeting, the chairperson cannot announce adjournment of the meeting before all the items (including extemporaneous motions) listed in the agenda are resolved. The shareholders cannot designate any other person as chairperson and continue the meeting in the same or another place after the meeting is adjourned unless the chairperson violates the rules of procedure and declares the meeting adjourned, in which case the meeting may continue to be held with the consent of more than half of the voting rights of the shareholders present.

11. The shareholders present have the obligation to abide by the rules of the meeting, obey the resolutions, and maintain the order of the meeting.
12. Any legal entity designated as proxy by a shareholder to be present at the meeting may appoint only one representative to attend the meeting.
13. Unless otherwise permitted by the chair, each shareholder shall not speak more than twice on the same discussion item and each speech may not exceed five minutes. If a shareholder violates the rules outlined in the preceding paragraph or exceeds the scope of the discussion item, the chair may stop the shareholder's speech. If one refuses to accept the correction from the chair and disrupts the order of the meeting, the chair may instruct disciplinary officers (or security personnel) to help maintain order at the meeting place. If a legal entity is a shareholder and designates two or more representatives to attend the meeting, only one representative can speak for each discussion item. After the speech of a shareholder, the chair may respond in person or designate another person to respond.
14. The chair may announce to end the discussion of any resolution and call for a vote if the chair deems it appropriate.
15. The chair shall appoint persons responsible for monitoring and counting ballots. However, the persons responsible for monitoring ballots must be shareholders. Vote-tallying for Shareholders' Meeting resolutions and election proposals shall be handled in an open manner at the Shareholders' Meeting venue; the results thereof shall, upon completion of tallying, be immediately announced at the Shareholders' Meeting venue. Such an

announcement shall include the full tally of the number of share votes and be recorded in the meeting minutes.

16. During the meeting, the chairperson may, at their discretion, set time for intermission. In the event of a force majeure, the chairperson may decide to suspend the meeting temporarily, and announce a time for the meeting to resume as appropriate or resume the meeting within five days without the need for notice and announcement when approved by the shareholders' meeting.

17. Unless otherwise stipulated by the Company Act and the Articles of Incorporation, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the meeting.

When voting, if there is no objection after consultation by the chairperson, it will be deemed as passed, and its effect is the same as that of voting.

All shareholders are entitled to one vote for every share held.

18. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the sequence of voting. If any one of them has been adopted, the other proposals will then be deemed vetoed and no further voting shall be required.

19. The chair may instruct disciplinary officers (or security personnel) to help maintain order at the meeting place. Such disciplinary officers (or security personnel) shall wear arm bands which identify their roles as a "Disciplinary Officers".

20. Matters not stipulated in the rules and procedures herein shall be handled in accordance with the provisions of the Company Act and other relevant laws and regulations.

21. The Rules and Procedures of Shareholder's Meeting shall take effect after approval by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.