

SIWARD Crystal Technology Co., Ltd.
Rules of Procedure for Shareholders' Meetings

- I. The rules of procedures for the Company's shareholders' meetings, shall be as provided in these Rules.
- II. The shareholders referred to in these Rules are shareholders themselves as recorded in the register of shareholders and proxies appointed by the shareholders to attend the meeting.
- III. Shareholders (or their proxies) attending shareholders' meeting may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.
- IV. Any shareholders' meeting convened by the Board of Directors shall be presided over by the chairman. If the chairman is on leave or unable to perform his/her duties for whatever reason, the chairman shall appoint one of the directors to act on his/her behalf. Where the chairman fails to make such an appointment, the directors shall select one of them to act on behalf of the chairman. If a shareholders' meeting is convened by any person who has the right to do so, other than the Board of Directors, the meeting shall be presided over by that person. Where there are two or more such persons, they shall select only one to preside over the meeting.

The chair shall call the meeting to order when a majority of the total outstanding shares is present. If the meeting is overdue and the total number of shares present is insufficient, the chair may postpone the meeting. If the quorum is not met after two postponements (20 minutes for the first one and 10 minutes for the second one) and the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted based on a majority of the voting rights presented by the attending shareholders. If the quorum represented by the attending shareholders is met at the time of the tentative resolution of the preceding paragraph, the chair may call the meeting to order at any time and the tentative resolution is submitted to the meeting for ratification.
- V. 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 from the shareholders' meeting.

If a shareholders' meeting is convened by someone with the right to do so, other than the Board of Directors, the meeting shall be presided over by that person.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extempore motions), except by a resolution of the shareholders meeting. In the event of a violation, a new chair may be elected by a majority of the voting rights held by the attending shareholders to continue the meeting.

- VI. Before speaking, an attending shareholder must specify on a speaker's slip the name of the shareholder, attendance card number and the subject of the speech. The order in which shareholders speak will be set by the chair. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of a speech does not follow the subject given on the speaker's slip, the spoken content shall prevail.
- VII. Except with the consent of the chair, a single speech made by a shareholder may not exceed five minutes, but with the permission of the chairman, he or she may extend the time by three minutes and limited to one time.
- VIII. A shareholder may not speak more than twice on the same proposal. The chair may stop the speech if it is out of time or beyond the topic.
When a shareholder is delivering his/her statement, another shareholder may not interrupt with his/her own statement without consent from both the chairperson and the shareholder delivering statement. The chairperson shall stop any such interruptions.
Where any shareholder who is a juristic person is represented by two or more persons at the shareholders' meeting, only one of them may be selected to deliver a statement on a proposal.
After the attending shareholders have delivered their statements, the chairperson may give or have designated persons give responses.
- IX. During the discussion of the motion, the chair may declare the end of the discussion at an appropriate time, and if necessary, the chair may declare that the discussion has ceased. After discussion is declared concluded, the chair should immediately put the motion to vote. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel are shareholders of the Company. The results of the voting shall be announced on-site at the meeting and a record made of the vote.
- X. Except as otherwise provided in the Company Act, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. If there is no objection by any shareholders present following an inquiry by the chair, the proposal shall be deemed passed with the same effect as a poll.
- XI. When the Company holds a shareholders' meeting, it shall adopt exercise of voting

rights by electronic means and may adopt exercise of voting rights by correspondence. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person. The shareholder will have waived his/her rights with respect to the extempore motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoids the submission of extempore motions and amendments to original proposals.

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 before two days prior to 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, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract 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, before two business days prior to the date of the shareholders meeting. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

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 order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected and no further voting shall be required.

- XII. Shares held by shareholders with no voting right shall not be counted in the total number of issued shares while adopting a resolution at a meeting of shareholders. In passing a resolution at a shareholders' meeting, shares for which voting rights cannot be exercised shall not be counted in the number of votes of shareholders present at the meeting.
- XIII. A shareholder who has a personal interest in the matter under discussion at a meeting, which may impair the interest of the company, shall not vote nor exercise the voting right on behalf of another shareholder.
- XIV. A shareholder who has a personal interest in the matter under discussion at a meeting, which may impair the interest of the company, shall not vote nor exercise the voting right on behalf of another shareholder.
- XV. When a meeting is in progress, the chair may announce a break based on time

considerations.

- XVI. When a meeting is in progress, if there is an air-raid warning drill, the meeting shall be suspended and the attendees evacuated. The meeting shall continue an hour after the warning has been lifted.
- XVII. The minutes of proceedings shall record the main points of the proceedings and the results thereof. The minutes shall be kept by the Company together with the signature book of the directors present and the proxy form for attendance. The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the company for a minimum period of at least one year. The minutes of meeting on record, the sign-in book for tracking attendance of the shareholders and the power of attorney for appointment of proxies shall be kept by the Company.
- XVIII. If for some reason, the shareholders' meeting cannot be convened at the time of notice or the agenda cannot be continued during a meeting, the chairman is authorized to postpone the meeting for not more than, or to reconvene the meeting within, five days in accordance with Article 182 of the Company Act. The provisions of Article 172 of the Company Act shall not apply where a meeting of shareholders resolves to postpone the meeting for not more than, or to reconvene the meeting within, five days.
- XIX. Matters not set forth for in these Rules shall be handled in accordance with the Company Act, the Company's Articles of Incorporation and other relevant laws and regulations.
- XX. These Rules shall come into effect after the approval of the shareholders' meeting and the same is true of amendments.

