



Giant Heavy Machinery Service Corporation

Rules of Procedure for Shareholders Meetings

- Article 1 The rules of procedures for Giant Heavy Machinery Service Corporation (hereinafter referred to as this Corporation)'s shareholders meetings, except as otherwise provided by law, shall be as provided in these Rules.
- Article 2 This Corporation shall maintain an attendance book for attending shareholders to sign in, or alternatively, allow shareholders to submit their sign-in cards as a form of check-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.
- Article 3 The attendance and voting at the shareholders' meeting shall be calculated on the basis of the shares held.
- Article 4 The venue for a shareholders meeting of this Corporation shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9:00 a.m. and no later than 3:00 p.m.
- Article 5 If a shareholders meeting is convened by the board of directors, the chairman of the meeting shall be the chairman of the board. In case the chairman of the board is absent or unable to exercise his/her duties, the vice chairman of the board or another director designated by the board shall act as the chairman of the meeting, in accordance with Article 208 of the Company Act of the Republic of China.
- If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting.
- Article 6 This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.
- Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.
- Article 7 This Corporation shall record the entire proceedings of the shareholders meeting by audio or video means, and such recordings shall be retained for at least one year.
- Article 8 The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued

shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 9 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 of the shareholders meeting. The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting.

After the adjournment of the shareholders meeting, the shareholders shall not be entitled to elect a new chairman or to continue the meeting at the same or another location. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

Article 10 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. 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

speech shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

Article 11 Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.

If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

Article 12 When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

Article 13 After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 14 The chairman of the shareholders' meeting may, at his or her discretion, declare an end to the discussion of a matter and call for a vote if he or she believes that the matter has been sufficiently discussed.

Article 15 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation. The results of the vote shall be announced immediately after the vote and recorded in the minutes of the meeting.

Article 16 The chairman of the shareholders meeting may, at his or her discretion, declare a recess during the meeting. In the event of an unforeseeable or unavoidable circumstance, the chairman may temporarily suspend the meeting and, depending on the circumstances, announce a time for the meeting to resume or, with the approval of the shareholders meeting, resume the meeting within five days without the need for prior notice or public announcement.

- Article 17 Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.
- Article 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 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.
- Article 19 The chair may direct the proctors or security personnel to help maintain order at the meeting place.
- Article 20 These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.