

Topoint Technology Co., Ltd

Rules of Procedure for Shareholders' Meeting

1. Save as otherwise provided in applicable laws and regulation, the Company's shareholders' meeting shall be governed by these *Rules of Procedure for Shareholders' Meeting*.
2. The Company shall provide a sign-in register for signing-in of attending shareholders or their appointed proxies (hereafter referred to as "shareholders"); otherwise, shareholders may submit attendance cards in lieu of signing-in. The number of attendees shall be determined by the number of sign-ins or attendance cards.
3. Attendance and voting at a shareholders' meeting shall be determined based on the number of shares.
4. If a shareholders' meeting is convened by the Board of Directors, the Chairman of the Board of Directors shall be the chairman presiding at the meeting. If the Chairman of the Board of Directors is on leave or unable to perform his duties for some reason, the vice-chairman shall preside at the meeting on behalf of the chairman; if the Company does not have a vice-Chairman or the vice-chairman is on leave or unable to perform his duties for some reason, the Chairman of the Board of Directors shall appoint a director to serve on his behalf. Where the Chairman of the Board of Directors has not appointed a representative, the directors shall nominate a chairman among them to preside over the meeting. If the shareholders' meeting is convened by any person entitled to convene the

meeting other than the Board of Directors, such person shall be the meeting's chairman. If there is more than one such person entitled to convene the meeting, such persons shall nominate one person among them to be the meeting's chairman.

5. The Company may appoint designated legal counsels, accountants or relevant persons to attend the shareholders' meeting. Meeting administrators shall wear an identification tag or arm batch.
6. The full meeting proceedings shall be audio or video-recorded and the tapes preserved for at least one year.
7. The chairman shall call the meeting to order at the scheduled time. If the number of shares represented by the attending shareholders fails to constitute more than one-half of all issued and outstanding shares at the scheduled time, the chairman may delay the meeting time. If, after two postponements, the number of attending shares represented by the attending shareholders fails to meet the quorum but the attending shareholders at the meeting represent more than one-third of all issued and outstanding shares, provisional resolutions may be made in accordance with the provisions under paragraph 1 of Article 175 of the *Company Law*. If, by the end of the meeting, the attending shareholders constitute more than one-half of all issued and outstanding share, the chairman may re-propose the foregoing provisional resolutions to the meeting for adoption in accordance with Article 174 of the *Company Law*.
8. The meeting agenda shall be set by the Board of Directors if the shareholders' meeting is convened by the Board of Directors. Except as otherwise resolved at the shareholders' meeting, the meeting agenda shall not be amended. The

above provision applies mutatis mutandis to cases where the shareholders' meeting is convened by any person, other than the Board of Directors, entitled to convene such meeting.

9. Save as otherwise resolved at the shareholders' meeting, the chairman of the meeting shall not adjourn the meeting before all the items (including provisional motions) listed in the agenda are deliberated.
10. In the event that the chairman presiding at the meeting adjourns the meeting in violation of this *Rules of Procedure*, other attendees may, with more than half the voting rights present at the meeting voting in affirmation, elect another person to serve as chairman and continue with the meeting.
11. After the meeting is adjourned, the shareholders may not, by electing another chairman to preside over the meeting, continue with the meeting at the original or a new venue.
12. When a shareholder attending the meeting wishes to address the meeting, a speech note should be filled out with summary of the speech, the shareholder's account number (or the attendance card number) and the shareholder's account name. The presiding chairman shall determine the order of the shareholders' addresses. An attending shareholder who submits a speech note but fails to address the meeting shall be deemed to have not spoken at the meeting. Where a shareholder's speech content is inconsistent that of the speech note, the actual speech content shall prevail. Unless otherwise permitted by the chairman and the shareholder addressing the meeting, no shareholder shall interrupt any shareholder's address; otherwise the presiding chairman shall prohibit such interruption.

13. The same shareholder may not speak more than twice concerning the same item without the chairman's consent, and the time for each address may not exceed five minutes. The presiding chairman may stop the shareholder from speaking in the event that he violates the aforesaid provisions or when his address exceeds the scope of the agenda item.
14. A corporation may appoint only one person as representative to attend the shareholder' meeting. When two or more representatives have been designated, only one representative may speak for every agenda item.
15. The chairman may personally respond or designate a relevant person to respond after an attending shareholder has spoken.
16. When the presiding chairman deems that the subject under deliberation is ready to be put to vote, cessation of deliberation may be announced and the said subject be put to vote.
17. The chairman shall appoint vote supervisors and vote counter for resolutions of proposals; however, such persons must be shareholders. Voting results shall be announced at the meeting and placed on record.
18. During the meeting, the chairman may decide on the intermission time at his discretion.
19. Save as otherwise provided in the *Company Law* or the Company's *Articles of Incorporation*, a resolution shall be adopted by a simple majority of the voting rights represented by the attending shareholders. An agenda item shall be deemed approved and shall have the same effect as if it was voted by casting ballots if no

objection is voiced by all attending shareholders after solicitation by the chairman.

20. Where there is an amended or alternative agenda item, the presiding chairman shall consider such items together with the original proposal to decide on the voting sequence. If, however, one of the items has been adopted, the remaining shall be deemed vetoed, and no further voting shall be necessary.
21. The presiding chairman may order discipline officers (or security guards) to assist in keeping order in the meeting venue. Such discipline officers (or security guards) shall wear arm marked "Discipline Officer" when maintaining order at the meeting venue.