

VIVOTEK INC.

Rules of Procedure for Shareholders' Meetings

Approved at the Shareholders' Meeting on June 28, 2005

Approved at the Shareholders' Meeting on June 15, 2011

Approved at the Shareholders' Meeting on June 18, 2012

Approved at the Shareholders' Meeting on June 22, 2015

Approved at the Temporary Shareholders' Meeting on March 23, 2018

Article 1	The rules of procedures for the Company's shareholders' meetings shall be prescribed hereunder, unless otherwise provided by law, regulation, or the articles of inCompany.
Article 2	<p>Convening notice for shareholders' meetings</p> <p>Unless otherwise provided by law or regulation, the Company's shareholders' meetings shall be convened by the board of directors.</p> <p>All electronic shareholders' meeting notices and proxy forms, as well as original explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or election or dismissal of directors shall be prepared and uploaded to the Market Observation Post System (MOPS) 30 days prior to the regular shareholders' meeting or 15 days before the special shareholders' meeting. Moreover, electronic shareholders' meeting agenda and supplemental meeting materials shall be uploaded to the MOPS 21 days prior to the regular shareholders' meeting or 15 days before the special shareholders' meeting. In addition, the shareholders' meeting agenda and supplemental meeting materials should be prepared 15 days before the shareholders' meeting and made available for review by shareholders at any time. The meeting agenda and supplemental materials should also be made available at company premises as well as to the shareholder services agent, and distributed at on-site meetings.</p> <p>The reasons for convening a shareholders' meeting should be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be sent in electronic form.</p> <p>Election or dismissal of directors or supervisors, amendments to the articles of incorporation, dissolution, merger, or demerger of the Company, or any matter under Article 185, paragraph 1 of the Company Act, or Articles 26-1 and 43-6 of the Securities and Exchange Act should be specified under reasons for convening the shareholders' meeting. None of the abovementioned matters may be raised on an extraordinary motion.</p> <p>A shareholder with one percent or more of the total number of issued shares may submit a written proposal to the Company for discussion at the regular shareholders' meeting. Such proposal, however, is limited to only one item, and no proposal containing more than one item should be included in the meeting agenda. In addition, if any provision of subparagraph of Article 172-1, paragraph 4 of the Company Act applies to a proposal made by a shareholder, the board of directors may exclude it from the agenda.</p> <p>Prior to the book closure date before the regular shareholders' meeting, the Company shall publicly announce its acceptance of shareholder proposals, as well as the location and submission period of</p>

	<p>no less than 10 days.</p> <p>Shareholder proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal should be present or represented by proxy at the regular shareholders' meeting in order to take part in the discussion of the proposal.</p> <p>Prior to the issuance of the shareholders' meeting notice, the Company shall provide the screening results to shareholders who have submitted proposals, and should include in the meeting notice a list of the proposals that conform to the provisions of this article. At the shareholders' meeting, the board of directors shall provide the reasons for excluding any shareholder proposal from the agenda.</p>
Article 3	<p>At a shareholders' meeting, a shareholder may appoint a proxy to attend on his/her behalf by providing a proxy form issued by the Company and stating the scope of proxy authorization.</p> <p>A shareholder may only issue one proxy form and appoint only one proxy at any given shareholders' meeting. The proxy form should be sent to the Company five days before the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment. After the proxy form is delivered to the Company and the shareholder suddenly decides to personally attend the meeting, a written notice of proxy cancellation should be submitted one business day before the scheduled meeting. If the cancellation notice is submitted after the set schedule, the votes cast by the proxy during the meeting shall prevail.</p>
Article 4	<p>Procedures for determining the time and place of shareholders' meetings</p> <p>The shareholders' meeting shall be held at the company's premises or a suitable place easily accessible to shareholders. The meeting shall begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of independent directors with respect to the place and time of the meeting.</p>
Article 5	<p>Preparation of documents such as attendance book</p> <p>The Company shall have an attendance book to record participating shareholders or their proxies. Shareholders who will attend may also provide a sign-in card in lieu of having their attendance recorded.</p> <p>The Company shall provide shareholders who will attend with a meeting agenda book, annual report, attendance card, speaker slips, voting slips, and other meeting materials. If there is an election of directors, pre-printed ballots shall be furnished.</p> <p>Shareholders should participate in shareholders' meetings and take into account the following: attendance cards, sign-in cards, or other certificates of attendance. In terms of proxy solicitation, identification documents for verification should be provided.</p> <p>In the case of government or juristic person as shareholder, there may be more than one representative attending the shareholders' meeting. When a juristic person is appointed as proxy, only one representative may attend the meeting.</p>
Article 6	<p>Chairperson and non-voting participants of the shareholders' meeting</p> <p>If a shareholders' meeting is convened by the board of directors, the chairperson of the board</p>

	<p>presides over the meeting. In case the chairperson of the board is on leave or unable to exercise his/her powers for any reason, the vice chairperson shall act on his/her behalf; if there is no vice chairperson or the vice chairperson is also on leave or unable to exercise his/her powers for any reason, the chairperson shall appoint one of the managing directors to serve as Acting chairperson, or, if there are no managing directors, one of the directors shall be appointed to act as chair. If the chairperson is unable to make this designation, the managing directors or the directors shall select from among themselves one person to serve as chair.</p> <p>If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall preside over the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.</p> <p>The Company may appoint its attorneys, certified public accountants, or other employees as it may deem necessary to attend the shareholders' meeting in a non-voting capacity.</p>
Article 7	<p>Audio or video recording of shareholders' meetings</p> <p>The Company shall make an audio and video recording of the meeting and keep the recorded material for at least a year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, such material shall be retained until the conclusion of the litigation.</p>
Article 8	<p>Attendance at shareholders' meetings shall be calculated based on the numbers of shares, which in turn shall be based on the shares indicated on the attendance book and sign-in cards handed in plus the number of shares with voting rights exercised by correspondence or electronically.</p> <p>The chair shall call the meeting to order at the appointed meeting time. However, when the shareholders in attendance 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 and the shareholders in attendance still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.</p> <p>If the quorum is not met after two postponements as referred to in the preceding paragraph, but the shareholders in attendance 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; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month.</p> <p>When, prior to conclusion of the meeting, the shareholders in attendance represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders pursuant to Article 174 of the Company Act.</p>
Article 9	<p>Discussion of proposals</p> <p>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 according to the agenda, which may not be changed without a shareholder resolution.</p> <p>The provisions of the preceding paragraph apply <i>mutatis mutandis</i> to a shareholders' meeting convened by a party with the power to convene that is not the board of directors.</p>

	<p>The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda specified in the preceding two paragraphs (including extraordinary motions), without a shareholder resolution. 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 shareholders present in electing a new chair according to statutory procedures, with a majority of votes represented by shareholders in attendance, in order to continue the meeting.</p> <p>When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.</p>
Article 10	<p>Shareholder speech</p> <p>Before speaking, a shareholder in attendance must specify the subject of his/her speech on the speaker's slip, his/her shareholder account number (or attendance card number), and account name. The order of shareholder speeches shall be determined by the chairperson.</p> <p>A shareholder in attendance who has submitted a speaker slip but does not actually speak shall be deemed to have not spoken. If the content of the speech does not correspond to the subject indicated on the speaker slip, the spoken content shall prevail.</p> <p>Inquiries from shareholders regarding items on the agenda should be made only after all of them have been read or reported by the chairman or his or her appointee. A shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 3 minutes. However, with the consent of the chair, a shareholder may extend his/her speech to 5 minutes, but limited to one extension.</p> <p>When a 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; any violation shall be dealt accordingly by the chairperson.</p> <p>When a juristic person-shareholder appoints two or more representatives to attend the shareholders' meeting, only one of the representatives may speak on the same proposal.</p> <p>After a shareholder has spoken, the chair or relevant personnel may personally respond.</p>
Article 11	<p>Calculation of voting shares and recusal system</p> <p>Voting at a shareholders' meeting shall be calculated based on the number of shares.</p> <p>With respect to shareholder resolutions, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.</p> <p>When a shareholder has a personal interest on an agenda item to be discussed, which could be prejudicial to the interests of the Company, he or she may not vote on that item and may not exercise voting rights as proxy for any other shareholder.</p> <p>The number of shares in which voting rights may not be exercised as specified in the preceding paragraph, shall not be included in the voting rights representing shareholders in attendance.</p> <p>With the exception of a trust enterprise or shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights representing the total number of issued shares. If that percentage is exceeded, the voting rights</p>

	<p>in excess of that percentage shall not be included in the calculation.</p>
Article 12	<p>A shareholder shall be entitled to one vote for each share held, except when the shares are restricted or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.</p> <p>When the Company holds a shareholders' meeting, voting rights may be exercised by correspondence or electronic means. As such, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means shall be deemed to have attended the meeting in person, but have waived his/her rights with respect to extraordinary motions and amendments to original proposals made during the meeting.</p> <p>A shareholder who intends to exercise voting rights by correspondence or electronic means, as specified in the preceding paragraph should provide a written declaration of intent to the Company five days before the shareholders' meeting. When duplicate declarations of intent are sent, the one received earliest shall prevail, unless a statement is made to cancel the earlier declaration of intent.</p> <p>After exercising his/her voting rights by correspondence or electronic means, a shareholder who decides to attend the shareholders' meeting in person should submit a written declaration of intent to retract voting rights already exercised as provided in the preceding paragraph and shall inform the Company for the same reason that the voting rights were exercised, at least two business days before the shareholders' meeting. If the notice of retraction is submitted after the prescribed period, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights by correspondence or electronic means as well as attending the shareholders' meeting by proxy, the proxy vote shall prevail.</p> <p>Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights representing shareholders in attendance.</p> <p>If there is no objection from all shareholders present, the motion shall be deemed approved with the same effect as a vote; if there is any objection, a vote shall be made in accordance with the preceding provisions.</p> <p>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 determine the order in which they will be put to a vote. If any of these proposals is approved, the other proposals shall be deemed denied and no further voting is required.</p> <p>Vote monitoring and vote counting personnel for the proposal shall be appointed by the chair, provided that all monitoring personnel are shareholders of the Company.</p> <p>Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the shareholders' meeting venue. After vote counting is completed, the results shall be announced immediately on-site and recorded.</p>
Article 13	<p>Election matters</p> <p>The election of directors at a shareholders' meeting shall be held in accordance with applicable election and appointment rules adopted by the Company, and the voting results shall be immediately announced on-site .</p>

	<p>The ballots for the election referred to in the preceding paragraph shall be sealed and signed by the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.</p>
Article 14	<p>Matters relating to shareholder resolutions shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chairperson and a copy shall be distributed to each shareholder within 20 days after the meeting. The meeting minutes may be produced and distributed in electronic form.</p> <p>The Company may publicly announce the meeting minutes mentioned in the preceding paragraph. The meeting minutes shall contain the year, month, day, and meeting venue, the chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and results, to be permanently stored while the Company remains operational.</p> <p>If a resolution receives no objection from shareholders, it should be noted as "approved by the chairman without objection after consultation with all shareholders present"; however, if there is objection from shareholders, the voting method as well as number and proportion of votes cast should be stated.</p>
Article 15	<p>Public disclosure</p> <p>On the day of the shareholders' meeting, the Company shall compile a statistical statement according to prescribed format, containing the number of shares obtained by the solicitor through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the venue of the shareholders' meeting.</p> <p>If matters requiring resolution by shareholders constitute material information under applicable laws or regulations or under the Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed period.</p>
Article 16	<p>Maintaining order at the meeting venue</p> <p>Staff handling shareholders' meeting administrative requirements shall wear identification cards or arm bands.</p> <p>The chair may assign officers or security personnel to help maintain order at the meeting venue.</p> <p>When maintaining order at the meeting venue, officers or security personnel shall wear identification cards or armbands bearing the word "Officer."</p> <p>At the shareholders' meeting venue, if a shareholder attempts to speak through any device other than the public address system set up by the Company, he/she may be prevented by the chairperson from doing so.</p> <p>When a shareholder violates the rules of procedure and defies the chair's admonition against disrupting the proceedings and refusing to heed calls to stop, the chair may direct the officers or security personnel to escort the shareholder out of the meeting venue.</p>
Article 17	<p>Recess and resumption of shareholders' meeting</p>



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	<p>When a meeting is in progress, the chair may announce a break subject to time considerations. If a force majeure event occurs, the chair may temporarily suspend the meeting and announce its resumption at another time in view of the circumstances.</p> <p>A resolution may be adopted at the shareholders' meeting for deferment or resumption of meeting within five days in accordance with Article 182 of the Company Act.</p>
Article 18	<p>Matters not included in these rules are subject to the provisions of the Company Act and other relevant laws and regulations.</p>
Article 19	<p>These Rules shall take effect after submission for review and approval of the shareholders. Subsequent amendments thereto shall be effected in the same manner.</p>