

Powertech Technology Inc.

Rules and Procedures of Shareholders' Meeting

- Article 1.** Unless otherwise provided by relevant laws or regulations, the Company's shareholders' meetings shall be conducted in accordance with these Rules and Procedures of Shareholders' Meetings.
- Article 2.** The time and place for check-in and any other reminders shall be set forth in the notice of a shareholders' meeting. The check-in time shall be no later than thirty (30) minutes before the meeting. The check-in place shall be clearly indicated and with sufficient manpower to process the check-ins. Shareholders and proxies of Shareholders (hereafter collectively referred to as "Shareholders") intending to attend the meeting shall present the attendance cards, check-in cards or other certificate of attendance issued by the Company. The proxy solicitors shall provide ID documents for verification.
- Shareholders intending to attend the meeting shall sign on the attendance sheet provided by the Company or, alternatively, submit their check-in cards instead.
- The number of shares represented by Shareholders attending the meeting shall be counted based on the Shareholders' signatures on the attendance sheet and the check-in cards submitted by the Shareholders.
- Article 3.** The quorum and the votes cast at the meeting shall be counted based on the number of shares held by attending Shareholders.
- Article 4.** For so long the shares of the Company is listed either in Taiwan Stock Exchange or in Taipei Exchange, any shareholders' meeting shall be held at the head office of the Company or at any other place that is convenient for the Shareholders to attend and is suitable for the meeting. The time of any shareholders' meeting shall not be earlier than 9 am or later than 3 pm.
- Article 5.** The Chairman shall preside as chairman at every shareholders' meeting called by the Board of Directors. If, for any reason, the Chairman is unable to preside at a shareholders' meeting, the Vice Chairman shall take his/her place. If there is no Vice Chairman or the Vice Chairman is also unable to perform the duty for any reason, the

Chairman shall designate one of the Executive Directors, or where there is no Executive Director, one of the Directors, to take his/her place. In the absence of such a designation, the Executive Directors or the Directors shall elect from among themselves an acting chairman to preside at the meeting. In the event a shareholders' meeting is called by two or more persons, the chairman shall be elected from among themselves.

The deputy for the Chairman to preside at a shareholders' meeting shall be one of the Executive Directors or Directors (in case of a corporate Executive Director or Director, the representative thereof) who has assumed office for more than 6 months and have sufficient knowledge of the Company's operation.

If a shareholders' meeting is called by someone other than the Board of Directors, then the person calling the meeting shall preside at the meeting.

Article 6. The Company may retain legal counsels, accountants or other persons to attend a shareholders' meeting. Working crew should wear proper ID cards or badges.

Article 7. All shareholders' meetings shall be audio or video recorded, and the recordings shall be kept for at least one (1) year; provided however, if there is any Shareholder bringing any proceeding against the Company pursuant to Article 189 of the Company Act, the relevant audio or video recordings shall be preserved till the end of the proceedings.

Article 8. The chairman shall declare the meeting open at the scheduled time. The chairman may postpone the meeting if the number of shares represented by the Shareholders present at the meeting has not yet constituted the quorum at the scheduled time. The postponements shall be limited to two times and may not be longer than one hour in aggregate. Provisional resolutions may be passed at a shareholders' meeting in accordance with Paragraph 1, Article 175 of the Company Act if after two postponements no quorum can yet be constituted but the Shareholders present at the meeting represent one-third (1/3) or more of the total number of issued shares of the Company. In case that during the meeting, the number of issued shares represented by the Shareholders present at the meeting becomes sufficient to constitute the quorum, the chairman may put the provisional resolutions for re-approval in accordance with Article 174 of the Company Act.

Article 9. For any shareholders' meeting called by the Board of Directors, the agenda of the meeting shall be set by the Board of Directors. Unless otherwise resolved at the

meeting, the meeting shall proceed in accordance with the agenda.

The above paragraph shall apply mutatis mutandis to any shareholders' meeting called by someone other than the Board of Directors.

Unless otherwise resolved at the meeting, the chairman may not declare adjournment of the meeting until all discussion topics (including ad hoc motions) listed in the agenda have been concluded.

Shareholders may not designate any other person as chairman of the meeting and continue the meeting at the same or other place after the meeting is adjourned.

Article 10. When a Shareholder present at a shareholders' meeting wishes to speak, a speak note shall be filled out with summary of the speech and the Shareholder's number (or the number of his/her/its attendance card) and name. The sequence of speeches by Shareholders shall be decided by the chairman.

If any Shareholder present at the meeting submits a speech note but does not speak, no speech shall be deemed to have been made by such Shareholder. In case the contents of the speech of a Shareholder are inconsistent with the contents of his/her/its speech note, the contents of actual speech shall prevail. Unless otherwise permitted by the chairman and the Shareholder in speaking, no Shareholder shall interrupt the speeches of the other Shareholders, otherwise the chairman shall stop such interruption.

Article 11. Unless otherwise permitted by the chairman, each Shareholder may not, for each discussion topic, speak more than two times (each time not exceeding 5 minutes).

In case the speech of any Shareholder violates the above provision or exceeds the scope of the discussion topics, the chairman may stop the speech of such Shareholder.

Article 12. A corporate proxy can only designate one representative to attend the shareholders' meeting. A corporate Shareholder may designate two or more representatives to attend a shareholders' meeting, but only one representative can speak for each discussion topic.

Article 13. After the speech of a Shareholder, the chairman may respond himself/herself or appoint an appropriate person to respond.

Article 14. The chairman may end the discussion of any topic and proceed to voting if he/she deems it appropriate.

Article 15. The person(s) to check and the person(s) to record the ballots during a vote by casting

ballots shall be appointed by the chairman; provided that the person(s) checking the ballots shall be a Shareholder(s). The votes shall be counted and recorded publicly at the meeting. The voting result (including the number of votes) shall be announced at the meeting and placed on record.

- Article 16.** During the meeting, the chairman may, at his/her discretion, set time for intermission.
- Article 17.** Unless otherwise required by the Company Act or the Articles of Incorporation, a resolution of a shareholders' meeting shall be adopted by a majority of the votes represented by the Shareholders present at the meeting.
- Article 18.** If there is amendment to or substitute for a proposal of a discussion topic, the chairman shall decide the sequence of voting for the original proposal, the amendment or the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.
- Article 19.** The chairman may direct the disciplinary officers or the security guard to assist in keeping order of the meeting place. Such disciplinary officers or security guards shall wear badges marked "Disciplinary Officers" for identification purpose.
- Article 20.** Any matters not set forth in these Rules and Procedures shall be dealt with in accordance with the Company Act or the Articles of Incorporation.
- Article 21.** These Rules and Procedures and any amendments hereto shall come into effect from the date of adoption by the resolution of a shareholders' meeting.