

## **Kindom Development Co., Ltd.**

### **Rules of Procedures for Shareholders' Meetings**

- Article 1 The shareholders' meetings of Kindom Development Co., Ltd. (hereinafter referred to as "The Company") shall be held according to the rules herein.
- Article 2 The shareholder referred herein is the person himself/herself or a representative who is legally authorized to act on behalf of this shareholder.
- Article 3 On the date of a shareholders' meeting, the attendance of a shareholders' meeting shall be recorded on the sign-up sheet provided by the Company, or shareholders shall submit attendance cards instead of signing in.  
Number of shareholders in attendance shall be calculated based on the number of attending shareholders, which equals to the sum of the number of attendees shown on the sign-up sheet and the number of attendance cards. Shareholders are permitted to exercise their voting power either through the written ballot or by an electronic voting system.  
In the case that the corporate shareholders are appointed to attend a shareholders' meeting, only one person may represent and attend the meeting.
- Article 4 A shareholders' meeting shall be convened in a location where Kindom is located or at a location that is appropriate for the shareholders' meeting. A shareholders' meeting shall be duly convened not earlier than 9:00 a.m. and not later than 3:00 p.m.
- Article 5 If a shareholders' meeting is convened by the Board of Directors, the meeting shall be presided over by the Chairman of the Board. When the Chairman of the Board is on leave or for any reason unable to exercise his powers, the Vice Chairman shall act in his place. If there is no Vice Chairman or the Vice Chairman also is on leave or for any reason unable to exercise his powers, the Chairman shall appoint one of the directors to act as the chair. In the absence of such designation, the directors shall mutually select a chair from among themselves.  
In the event that shareholders' meeting is convened by a person beyond the Board of Directors, the meeting shall be handled in accordance with the Article 182 under the Company Act.
- Article 6 The Company may appoint its attorneys, certified public accountants, or related

persons retained by it to attend a shareholders' meeting in a non-voting capacity.

The personnel in charge of the shareholders' meeting affairs shall wear the required identity certificates or arm-bands.

Article 7 The entire process of a shareholders' meeting shall be videotaped or audiotaped and shall be archived for a minimum of one year.

Article 8 The chair shall call the meeting to order at the time scheduled for the meeting, if the shareholders present in the meeting holds the majority of the total outstanding shares, and announce the relevant information such as number of non-voting shares and number of shares held by the shareholders who participate in the meeting; in the event that the meeting is attended by shareholders who represent less than a majority of the total outstanding shares at the time scheduled for the meeting, the chair may announce postponement of the meeting; the total number of postponements shall not exceed the maximum of twice and the total time accumulated for the postponement shall not exceed an hour; If the quorum is not met after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted in accordance with Paragraph 1, Article 175 of the Company Act, which is "a tentative resolution may be passed by a majority of those present." With respect to the special resolutions are stipulated under the Company Act, the procedures of making such resolutions shall be in accordance with 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 Where a shareholders' meeting is convened by the Board of Directors, the agenda shall be fixed by the Board of Directors. The meeting shall be handled based on the scheduled agenda which shall not be changed unless resolved by the shareholders' meeting.

The provision set forth in the preceding paragraph is applicable mutatis mutandis to a shareholders' meeting which is convened by a person beyond the Board of Directors.

The chair shall not announce adjournment of the meeting until the contents set

forth in the agenda mentioned in two preceding paragraphs and the occasional (extempore) motions are concluded in the meeting.

The chair shall not announce adjournment of the meeting until the contents set forth in the agenda mentioned in two preceding paragraphs and the occasional (extempore) motions are concluded in the meeting. In the event that the chair breaches the rules of the meeting by announcing adjournment of the meeting, other members of the Board of Directors shall promptly elect a new chair from among the present shareholders to preside over the meeting.

Article 10 In a shareholders' meeting, a shareholder who intends to present a speech shall fill out a slip, specifying the account number of shareholder (the name of account) and the summary of his/her speech in advance. The chair shall determine his/her order of giving a speech.

A shareholder who has submitted the slip but does not speak up is deemed as not given the right to speak. In case of a discrepancy found between the slip of presentation and content of actual speech, the content of actual speech shall prevail.

Article 11 Each shareholder shall not speak twice on the same issue unless permitted by the chair. Each speech shall not exceed five minutes. However, with the chair's permission, this shall not apply for those descriptions of or answers of the enquiries about the issue in the proposals.

In the case that the corporate shareholder appoints two or more representatives to attend a shareholders' meeting, only one representative may have the right to speak for the same issue. Where a shareholder speaks against the rules or beyond the scope of the subject issue, the chair may stop his/her speech.

In the case that a shareholder gives his/her speech, other shareholders shall not interrupt unless agreed by the chair and the speaking shareholder. Otherwise the chair shall stop such violating behaviors.

In the event that a shareholder breaches the rules of the meeting and defies the rectification from the chair against the progress of the meeting, it shall be handled in accordance with Paragraph 2, Article 18 of the Rules.

Article 12 After a shareholder has given his/her speech, the chair may reply in person or by appointing a relevant person to reply.

Article 13 When the chair considers the discussion of a certain issue has reached the

extent for making a resolution, he/she may announce discontinuance of the discussion and submit the motion for resolution.

Article 14 The persons for supervising the casting of votes and the counting thereof for resolutions shall be designated by the chair; however, the person supervising the casting of votes shall be a shareholder.

Article 15 Where a shareholders' meeting is convened by the Company, shareholders shall exercise their voting power through either the written ballot or voting through an electronic voting system. Shareholders may also vote via an electronic voting system, and those who do shall be deemed as attending the shareholders' meeting in person. However, it shall be deemed that they have waived his/her rights with respect to the extempore motions and amendments to original proposals of that meeting. Unless otherwise provided in laws or the Articles of Incorporation of the Company, matters in the shareholders' meeting shall be resolved by a majority vote at a meeting attended by the shareholders. Each share hereof is entitled to one voting right, but, in accordance with the Article 177 of the Company Act, which is "Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the company, otherwise, the portion of excessive voting power shall not be counted.."

The results of the resolutions in the meeting and the results shall be recorded in the minutes.

Article 16 In the case that there is an amendment or alternative for a motion, the chair shall combine them along with the original motion and determine their orders for resolution. Once one of them is resolved, the remaining shall be deemed as rejected and no further resolution shall be required.

Article 17 During a shareholders' meeting, the chair may consider the schedule and adequately announce a break. In the event that a meeting does not end as planned, the shareholders' meeting may resolve a decision to resume the meeting within five days without giving any notice and announcement. In the event that the civil defense siren goes off, the meeting shall immediately be discontinued and shareholders shall evacuate from the venue. Shareholders may resume the meeting after the siren has been stopped for one hour.

Article 18 The chair may direct the guards to help maintain the order of the shareholders' meeting. The guards shall wear required identity certificates or arm-bands while they are on duty in the shareholders' meeting venue.

Shareholders shall follow the chair and the guards' guidance to follow the rules in the meeting. If a shareholder defies the rectification from the chair against the progress of the meeting, the chair may request the guards to assist the person to leave the meeting.

Article 19 Any unlisted matters in these rules shall be handled in accordance with the Company Act, the rules of procedures issued by the Ministry of the Interior, and the Articles of Incorporation of the Company.

Article 20 These rules and amendment hereof shall be put into enforcement after being resolved in the shareholders' meeting.

Article 21 This amendment is approved on July 2, 2021.