

**DELPHA CONSTRUCTION CO., LTD.****Procedures for Shareholders' Meeting**

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**Article 1.**

The shareholders meeting shall be governed by these Rules unless laws otherwise specified.

**Article 2.**

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting online, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

**Article 3.**

The shareholders shall bring with them the attendance card, and submit the sign-in card in lieu of check-in. A shareholders' delivery of the sign-in card to the Company shall constitute the personal attendance of the shareholder or his/her proxy referred to in the sign-in card.

For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

**Article 4.**

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

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 and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.

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; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 14.

#### **Article 5.**

If the quorum is met after a tentative resolution is made in the shareholders' meeting, the Chairperson may call the meeting to order at any time and submit the tentative resolution that has been made to the shareholders' meeting for recognition.

#### **Article 6.**

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 as set in 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.

Unless there is a resolution of the shareholders' meeting, the Chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda (including extemporary motions).

After the meeting is adjourned, the shareholders shall not elect another chairperson to continue the meeting at the original site or another place. However, if the Chairperson's declaration of the meeting adjournment violates of the Rules of Procedure, a new Chairperson may be elected by the attending shareholders with more than half of the voting rights to continue the meeting.

#### **Article 7.**

Before speaking, an attending shareholder must write down on a speaker's slip the subject of the speech, the shareholder's account number (or attendance pass number) and the account



name. The order in which the shareholders speak shall be set by the Chairperson. An attending shareholder who has submitted a speaker's slip but does not speak 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. At the time a shareholder speaks, the other shareholders shall not speak and interfere except with the consent of the Chairperson and the speaking shareholder, otherwise the Chairperson shall stop such interfering behavior.

#### **Article 8.**

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. Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words.

#### **Article 9.**

During the discussion of the motion, the Chairperson may, at the appropriate time, announce the conclusion of the discussion after obtaining the consent of the attending shareholders. If necessary, the Chairperson may declare a termination of the discussion and submit the motion for voting. Non-motions shall not be discussed or voted on.

#### **Article 10.**

Except as otherwise stated in the Act or in the Company Act, a resolution on a matter at a shareholders meeting requires the approval of a one-half of the attending shareholders, and none voices an objection, the matter is deemed approved.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.



In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

**Article 11.**

In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

**Article 12.**

During the course of a meeting, the Chairperson may announce a break based on time considerations. If the discussion of all the motions cannot be completed in a single meeting, a resolution may be adopted at the shareholders' meeting to defer or resume the meeting within 5 days without any further notices or announcements.

**Article 13.**

The meeting shall be suspended if an air-raid drill starts for shareholders to evacuate. Meeting would resume one hour after the completion of drill. In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, Paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

**Article 14.**

When a juristic person is appointed to attend the shareholders meeting, it may designate only one person to attend on its behalf. If the Company shareholder appoints two or more representatives to attend the shareholders meeting, only one representative may speak for each agenda item.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

**Article 15.**

When there are incompatible amendments or alternatives to a motion, the Chairperson shall decide the order in which they shall be put to a vote. When any of them is passed, the other incompatible motions shall then be deemed rejected and no further voting shall be required.

**Article 16.**

The Chairperson may direct the proctors (or security personnel) to help maintain the order at the meeting. Such proctors (or security personnel) shall wear an identification card or armband bearing the word "Proctor".

Shareholders shall obey the command of the Chairperson and proctors (or security personnel) for the maintenance of order. The Chairperson and proctors (or security personnel) may expel those who hinder the proceeding of the shareholders' meeting.

**Article 17.**

The attendance and voting at the shareholders' meeting shall be based on the number of shares represented by the attending shareholders.

**Article 18.**

The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.

The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.

**Article 19.**

Unless as otherwise provided in the Company Law, the meeting shall be chaired by the Chairperson of the Board. If the Chairperson of the Board is on leave or for any reason unable to exercise the powers of a Chairperson, the Deputy Chairperson shall act in the place of the Chairperson. If there is no Deputy Chairperson in place or the Deputy Chairperson is also on leave or for any reason unable to exercise the powers of a Chairperson, the Chairperson shall appoint one of the Managing Directors to act as the Chairperson for the meeting. If there are no Managing Directors in place, the Chairperson shall appoint one of the Directors to act as the Chairperson for the meeting. If the Chairperson does not make such an appointment, then the Chairperson for the meeting shall be elected among the Managing Directors or Directors. If the shareholders' meeting is convened by a party other than the Board of Directors, the convening



party shall be the Chairperson of the meeting.

**Article 20.**

The Company may appoint its lawyer, accountant or related persons to attend the shareholders' meeting in a non-voting capacity. The meeting affair staff of the shareholders' meeting shall wear an identity card or an armband.

**Article 21.**

The Company shall audio-record or video-record the whole process of the shareholders' meeting and shall keep the recording for at least one year.

**Article 22.**

After an attending shareholder has spoken, the Chairperson may either respond in person or appoint a relevant person to respond.

**Article 23.**

The motion-voting scrutineers and vote-counting personnel shall be designated by the Chairperson and approved by the attending shareholders, but the scrutineers shall also be shareholders themselves. The results of the voting shall be announced on the spot and recorded accordingly.

**Article 24.**

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.

**Article 25.**

The Rule was established in June 21st, 2002.

First amendment on June, 30th, 2022.