

**Rexon Industrial Corp., Ltd.**  
**Rules of Procedure for Shareholders' Meeting**

- I. Except as otherwise provided by law, the Company's shareholders' meetings are held in accordance with these Rules.
- II. The Company shall furnish the attending shareholders with an attendance book to sign, or the attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares represented by the shareholders present at the meeting shall be calculated based on the attendance book or the submitted sign-in cards.
- III. The attendance and voting at a shareholders' meeting shall be calculated based on the number of shares.
- IV. The venue for a shareholders' meeting shall be the premises of the Company, or a place that is easily accessible to shareholders and is suitable for a shareholders' meeting. The meeting shall begin no earlier than 9 a.m. and no later than 3 p.m.
- V. If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board. When the chairperson of the Board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson. If there is no vice chairperson or the vice chairperson is also on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as the chair, or, if there are no managing directors, one of the directors shall be appointed to act as the chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair. If a shareholders' meeting is convened by a party with the power to convene but other than the Board of Directors, the convening party shall chair the meeting.
- VI. The Company may appoint its attorneys, certified public accountants, or other related persons retained by it to attend a shareholders' meeting in a non-voting capacity. Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.
- VII. The Company shall record with an audio or video tape the whole proceedings of the shareholders' meeting, and said video or audio tape shall be kept for at least one year.
- VIII. The chair shall call the meeting to order at the appointed meeting time. 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, but the attending shareholders represent one third or more of the total number of the issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act. If the attending shareholders represent a majority of the total number of issued shares before the end of the meeting, the chair may resubmit the tentative resolution for a vote at the shareholders' meeting pursuant to Article 174 of the Company Act.
- IX. If a shareholders' meeting is convened by the Chairman of the Board of Directors, the meeting agenda shall be set by the Board of Directors and the meeting shall proceed in the order set by 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 but other than the Board of Directors. The chair may not declare the meeting adjourned before the completion of deliberation on the meeting agenda (including extraordinary motions) as set forth in the preceding two paragraphs, except by a resolution of the shareholders' meeting. After the meeting is adjourned, no shareholders shall elect a chair and continue the meeting at the same or a different place. However, in case the chair declares the meeting adjourned in violation of the Rules of Procedure, the shareholders present at the meeting may elect a chair with a majority of the voting rights and proceed with the meeting continuously.
- X. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her/their shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair. A shareholder in attendance who has submitted a speaker's slip but does not actually 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. When an attending shareholder is speaking, the other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder who has the floor. Any unrestrained action shall be discouraged by the chair.

- XI. 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 a shareholder speaks in contravention of the requirements in the previous sentence or beyond the scope of the subject, the chair may terminate his/her speech.
- XII. When a juristic person is appointed to attend the shareholders' meeting as a proxy, it may designate only one person to represent it in the meeting. When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.
- XIII. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
- XIV. 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.
- XV. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. The results of the voting shall be reported on the spot and recorded in the meeting minutes.
- XVI. When a meeting is in progress, the chair may announce a break in consideration of the schedule.
- XVII. Except as otherwise provided in the Company Act and in the Articles of Incorporation, the approval of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. The chair may ask for objections during the voting. A proposal shall be deemed adopted if there are no objections and the adoption shall have the same effect as voting.
- XVIII. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal along with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
- XIX. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When the proctors (or the security personnel) help maintain order at the meeting place, they shall wear armbands bearing the word "Proctor."
- XX. 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.