

**Koja (Cayman) Co., Ltd.**  
**科嘉(開曼)股份有限公司**  
**PROCEDURAL RULES OF GENERAL MEETING**  
**股東會議事規則**

**Article 1**  
**第一條**

**Legal Basis 法令依據**

Unless otherwise provided in the Applicable Listing Rules and the Law, the general meetings of the Company shall be held in accordance with the Rules.

本公司股東會之議事規則除上市法令或法律另有規定外，應依本規則辦理。

Unless otherwise defined in the Rules, any capital letters as used in the Rules shall have the same meanings as defined in the Articles of Association of the Company (as amended or substituted from time to time; hereinafter "**Articles**").

除本規則另有定義外，本規則所使用任何英文字首大寫之詞彙，其意義應與本公司公司章程(包括其隨時修改或被取代之版本；下稱「**本章程**」)中之定義相同。

**Article 2**  
**第二條**

**Attendance and Sign-in 出席與簽名**

The Company should state the registration time, place, and other considerations for the attending Shareholders on the meeting notice. The registration time should be at least 30 minutes before the opening of the meeting. In addition, there should be significant directions to the registration place and enough staff to handle the registration.

本公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。前項受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之。

Shareholders or their appointed proxies (collectively "Shareholders") shall attend a shareholders meeting on the basis of the attendance cards, sign-in cards, or other supporting documents. The Company shall not arbitrarily add requirements for documentation of other qualifications. Solicitors soliciting proxy forms shall also bring identification documents for verification.

股東本人或股東所委託之代理人(以下稱股東)應憑出席證、出席簽到卡或其他出席證件出席股東會，本公司對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。

The Company shall provide a sign-in book allowing attending Shareholders to sign in or require attending Shareholders to submit attendance cards in lieu of signing in.

本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。

The Company shall furnish attending shareholders with the meeting agenda

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book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of Directors, pre-printed ballots shall also be furnished.

本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事者，應另附選舉票。

Unless otherwise regulated in the Applicable Listing Rules or the Law, corporate Shareholders' attendance of a general meeting shall be in accordance with the Articles. When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting. 除上市法令或法律另有規定外，法人出席股東會部分應遵守本章程之規定。政府或法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。

**Article 3**  
**第三條**

**Calculation of Attending Shares 出席股數之計算**

The number of Shares represented by Shareholders attending the general meeting shall be calculated in accordance with the sign-in book or the number of attendance cards submitted by Shareholders.

股東會之出席應以股份為計算基準，出席股數依簽名簿或繳交之簽到卡計算之。

**Article 4**  
**第四條**

**Venue and Time of General Meetings 開會地點及時間**

According to the Articles and the Applicable Listing Rules, all general meetings shall be convened at such venues convenient for Shareholders' attendance and suitable for convention, and shall not begin earlier than 9:00 a.m. or later than 3:00 p.m.

依據本章程及上市法令規定，股東會召開之地點，應於便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時。

**Article 5**  
**第五條**

**Identification of Appointed Professionals and Other Relevant Persons Who May Be Present 委託專業人士與相關人員得列席之識別**

The Company may appoint its lawyer(s), accountant(s) or other relevant person(s) to be present at a general meeting. All supporting staff for the general meeting shall wear an identification badge or arm-band.

本公司得指派所委託之律師、會計師或相關人員列席股東會。辦理股東會之會務人員應佩戴識別證或臂章。

**Article 6**  
**第六條**

**Audio Recording or Videotaping of Meetings for Evidence 開會過程錄音或錄影之存證**

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A general meeting shall be continuously audio recorded and videotaped starting from Shareholders' attending registration to the close of the meeting, including the processes of meeting, voting, and counting ballots, and these tapes shall be kept for at least one year. However, the said tapes shall be kept until the conclusion of legal proceedings if a Shareholder initiates proceedings in accordance with the Applicable Listing Rules.

本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影，前項影音資料至少保存一年。但經股東依上市法令規定提起訴訟者，應保存至訴訟終結為止。

**Article 7**  
**第七條**

**The Chairman and Agent 主席及代理人**

Subject to the Applicable Listing Rules, the Chairman, if any, of the Board of the Directors shall preside as chairman at every general meeting of the Company convened by the Board of the Directors. In case the Chairman is on leave or absent or can not exercise his/her power and authority for any cause, he/she shall designate one of the other Directors to act on his/her behalf. In the absence of such a designation, the Directors shall elect from among themselves an acting chairman for the meeting.

除上市法令另有規定外，股東會如由董事會所召集，其主席應由董事長(如有)擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。

For a general meeting convened by the Board of Directors, it would be advisable that a majority of the Directors and at least one member of the Audit Committee attend in person, and that at least one member of each functional committee attend as representative. Attendance details should be recorded in the shareholders meeting minutes.

董事會所召集之股東會，宜有董事會過半數之董事、至少一席審計委員會委員親自出席，及各類功能性委員會成員至少一人代表出席，並將出席情形記載於股東會議事錄。

The designated Director as the said chairman at any general meeting shall at least be a Director of the Company for more than six months and be familiar with the financial condition of the Company, so does the representative of a juristic-person Director.

前項主席係由董事代理者，以任職六個月以上，並瞭解公司財務業務狀況之董事擔任之。主席如為法人董事之代表人者，亦同。

For a general meeting convened by any other person having the convening right, such person shall act as the chairman of that meeting; provided that if there are two (2) or more persons jointly having the convening right, the chairman of the meeting shall be elected from those persons.

股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

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**Article 8**  
**第八條**

**Convention of A Meeting 會議召開**

The chairman shall call the general meeting to order at the time scheduled for the general meeting and announce relevant information such as the number of non-voting right shares and the number of shares attending. If the number of Shares represented by the attending Shareholders has not yet constituted the quorum (more than an aggregate of one-half (1/2) of all Shares in issue present in person or by proxy and entitled to vote) at the time scheduled for the general meeting, the chairman may postpone the time for the meeting. The postponements shall be limited to two times at most, and the general meeting shall not be postponed for more than one hour in total. If after two postponements the number of Shares represented by the attending Shareholders has not yet constituted more than one-third (1/3) of all Shares in issue present in person or by proxy and entitled to vote, the chair shall declare the meeting adjourned. If after two postponements the number of Shares represented by the attending Shareholders has constituted more than one-third (1/3) of all Shares in issue present in person or by proxy and entitled to vote, a tentative resolution may be passed in accordance with the Applicable Listing Rules. Before the end of such a meeting, if the number of Shares represented by the attending Shareholders has already constituted more than an aggregate of one-half (1/2) of all Shares in issue, the chairman may put the tentative resolution(s) already passed to the Shareholders' resolution again in accordance with the Applicable Listing Rules.

已屆開會時間，主席應即宣布開會，並同時公布無表決權數及出席股份數等相關資訊。惟未達法定出席數(即有代表已發行股份總數過半數之有表決權股東親自或委託代理人出席)時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上之有表決權股東親自或委託代理人出席時，由主席宣布流會。前項延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時，得依據上市法令規定為假決議。於當次會議未結束前，如出席股東所代表股數達已發行股份總數過半數時，主席得將作成之假決議，依據上市法令規定重新提請股東會表決。

On the day of a shareholders meeting, this Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。

**Article 9**  
**第九條**

**Proposal Discussion 議案討論**

The agenda of general meeting shall be set by the Board of Directors if the

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meeting is convened by the Board of Directors. Relevant motions (including ad hoc motions and the amendments to the contents of the original proposals) should be resolved by voting. Unless otherwise approved in the general meeting, the general meeting shall proceed in accordance with the agenda.

股東會如由董事會召集者，其議程由董事會訂定之，相關議案（包括臨時動議及原議案修正）均應採投票表決，會議應依排定之議程進行，非經股東會決議通過不得變更之。

The preceding paragraph applies to circumstances where the general meeting is convened by any person, other than the Board of Directors, entitled to convene such general meeting.

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

Unless otherwise resolved at the general meeting or in accordance with Article 17 of the Rules, the chairman cannot announce adjournment of the general meeting before all items listed in the agenda are resolved; after a meeting is adjourned, Shareholders shall not elect a chairman and resume the meeting at the same or another venue. In case that the chairman adjourns the general meeting in violation of the Rules, other members of the Board of Directors shall promptly assist the attending Shareholders to elect, by a majority of votes represented by attending Shareholders present in the general meeting, another person to serve as chairman to continue the general meeting in accordance with due procedures.

前二項排定之議程於議事未終結前，非經決議或依本規則第十七條之規定，主席不得逕行宣布散會；會議散會後，股東不得另推選主席於原址或另覓場所續行開會，但主席違反本規則，宣布散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。

The chairman shall provide sufficient time for the explanation and discussion of all items listed in the agenda and amendments submitted by Shareholders. The chairman may announce an end of discussion and submit an item for a vote with adequate voting time if the chairman deems that the agenda item is ready for voting and the discussion and amendments proposed complied with the Applicable Listing Rules and the Articles.

主席對於議案及股東所提之修正案，應給予充分說明及討論之機會，若認為該等議案及修正案均已符合本章程及上市法令之規定且達可付表決之程度時，得宣布停止討論，提付表決，並安排適足之投票時間。

If the full re-election of Directors and the date of appointment of new Directors has been stated on the agenda of a general meeting, the same general meeting may not change the appointment date by ad hoc motions or other means.

股東會召集事由已載明全面改選董事，並載明就任日期，該次股東會改選完成後，同次會議不得再以臨時動議或其他方式變更其就任日期。

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**Article 10**  
**第十條**

**Speech of Shareholder 股東發言**

When a Shareholder attending the general meeting wishes to speak, a speech note should be filled out with summary of the speech, the Shareholder's account number (or the number of attendance card) and the account name of the Shareholder. The sequence of speeches shall be determined by the chairman.

出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶名，由主席指定其發言。

If any attending Shareholder at the general meeting submits a speech note but does not speak, no speech shall be deemed to have been made by such Shareholder. In case contents of the speech of a Shareholder are inconsistent with the contents of the speech note, the content of actual speech shall prevail.

出席股東僅提發言條而未發言者，視為未發言，發言內容與發言條記載不符者，以發言內容為準。

Any Shareholder may not speak more than twice concerning the same item without chairman's consent, and each speech time shall not exceed five minutes. In case the speech of any Shareholder violates this paragraph or is outside the scope of the agenda item, the chairman may stop the speech of such Shareholder.

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，股東發言違反本項規定或超出議題範圍者，主席得制止其發言。

Unless otherwise permitted by the chairman and the speaking Shareholder, no Shareholder shall interrupt the speech of other Shareholders. The chairman shall stop such interruption.

出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。

If a corporate Shareholder has appointed two or more representatives to attend the general meeting, only one representative can speak for each agenda item.

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

After the speech of any Shareholder, the Chairman may make responses by him or herself or appoint an appropriate person to respond.

出席股東發言後，主席得親自或指定相關人員答覆。

**Article 11**  
**第十一條**

**Proposal by Shareholder 股東提案**

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In accordance with the Applicable Listing Rules and subject to Article 52 of the Articles, any Shareholders who individually or collectively hold one percent (1%) or more of the total number of issued Shares of the Company may submit to the Company a proposal for discussion at the annual general meeting.

持有已發行股份總數百分之一以上股份之股東，得依上市法令之規定，及本章程第 52 條之規定，向公司提出股東常會議案。

**Article 12**  
**第十二條**

**Calculation of Voting Shares and Recusal 表決股數之計算、迴避制度**

Voting at a general meeting shall be based on the number of Shares.  
股東會之表決，應以股份為計算基準。

The Shares held by any Shareholders with no voting rights shall not be included in the total number of issued Shares while voting on resolutions in the general meeting.

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

To the extent required by the Applicable Listing Rules and in accordance with Article 66 of the Articles, any Shareholder who bears a personal interest that may conflict with and impair the interest of the Company in respect of any proposed matter for consideration an approval at a general meeting shall abstain from voting any of the Shares that such Shareholder should otherwise be entitled to vote in person, as a proxy or corporate representative with respect to said matter.

於上市法令要求之範圍內，依本章程第66條之規定，股東對於提交股東會同意之提案事項有自身利害關係致有害於公司利益之虞時，就該提案事項不得親自或代理他股東或代表法人股東行使其本可行使之任何表決權。

Any Shares held by any Shareholders who are not permitted to exercise voting rights in the preceding paragraph shall not be counted in the number of votes of Shareholders present at the general meeting for relevant resolutions.

前項不得行使表決權之股份數，就相關決議不算入已出席股東之表決權數。

Except for Taiwan trust enterprises or Shareholders' Service Agencies approved by Taiwan competent authorities, when a person who acts as the proxy for two or more Shareholders concurrently, the number of votes represented by him shall not exceed three percent of the total number of votes of the Company and the portion of excessive votes represented by such proxy shall not be counted.

除中華民國信託事業或經中華民國證券主管機關核准的股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行

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股份總數表決權之百分之三，超過時其超過之表決權，不予計算。

**Article 13**  
**第十三條**

**Principle for Voting Right 表決權原則**

Subject to the Articles and any rights and restrictions for the time being attached to any Share, every Shareholder and every Person represented by proxy shall have one vote for each Share of which he or the Person represented by proxy is the holder.

除本章程另有規定或股份另附有任何權利或限制外，每一親自出席或委託代理人出席之股東於進行表決時，就其所持有的每一股份均有一表決權。

**Article 14**  
**第十四條**

**Voting on Proposal 議案之表決**

Unless otherwise provided for under the Applicable Listing Rules or the Articles, a proposal put to a vote shall be approved by consent of a majority of Shareholders present at the meeting attended.

議案之表決，除上市法令或本章程另有規定外，以出席股東表決權過半數之同意通過之。

In case of an amendment proposal or substitute proposal to an original proposal, the chairman shall decide on the order of vote together with the original proposal. However, if one of the proposals has been approved, the others shall be deemed overruled and no further vote is required.

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，毋庸再行表決。

At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

股東會決議事項，如有屬法令規定、臺灣證券交易所股份有限公司規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。



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**Article 15**  
**第十五條**

**Checking and Counting Ballots 監票及計票**

The chairman shall appoint persons responsible for checking and counting ballots during votes on agenda items. However, the persons responsible for checking ballots must be Shareholders. The ballots of discussion or election matters shall be publicly counted at any general meeting venue and the result of voting, including the number of votes, shall be announced at the general meeting after counting the votes and placed on record.

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並做成記錄。

The election of Directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Company, and the voting results shall be announced on-site immediately, including the number of votes for each elected Director and number of votes for each unsuccessful Director. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the persons responsible for checking ballots and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to the Applicable Listing Rules, the ballots shall be retained until the conclusion of the litigation.

股東會有選舉董事時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果，包含當選董事之名單與其當選權數及落選董事名單及其獲得之選舉權數。前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依市法令規定提起訴訟者，應保存至訴訟終結為止。

**Article 16**  
**第十六條**

**Meeting Minutes 議事錄**

Any resolutions made at a general meeting shall be compiled in the form of meeting minutes. The chairman shall affix his/her signature or seal to the meeting minutes, which shall be issued to shareholders within twenty days after the end of the general meeting. Meeting minutes may be produced and issued to Shareholders in electronic form.

股東會之決議，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。

The meeting minutes must faithfully record the meeting's date (year, month, day), place, Chairman's name, resolution method, summary of proceedings, and results of resolutions. Meeting minutes shall be kept during the existence of the Company.

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其結果記載之，在本公司存續期間，應永久保存。

The number of votes casted for and against a resolution and the total

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number of votes cast shall be recorded in the meeting minutes. When there is an election of Directors at a general meeting, the result of election shall be disclosed on the meeting minutes.

決議之表決結果(包括贊成及反對)之票數及總投票數均應載明於議事錄。有選舉董事時，應揭露選舉結果。

**Article 17**  
**第十七條**

**Intermission and Resumption of A Meeting 休息、續行集會**

During the general meeting, the chairman may, at his or her discretion, set time for intermission. In exceptional cases, when there are incidents that temporarily prevent the normal progress of the general meeting, the chairman may decide to temporarily suspend the general meeting and announce, depending on the situation, the time that the meeting will resume.

會議進行時，主席得酌定時間宣告休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間。

Before the agenda set for the general meeting are completed, if the meeting venue cannot continue to be used for the general meeting, the shareholders meeting may adopt a resolution to resume the meeting at another venue. Upon approval by Ordinary Resolution, the chairman may (and shall if so directed by the meeting) adjourn the general meeting if necessary.

股東會排定之議程於議事未終結前，開會之場地屆時未能繼續使用，得由股東會決議另覓場地繼續開會並若有需要時經普通決議同意得(如經股東會指示則應)宣佈股東會延期。

The Shareholders may resolve to adjourn or resume the general meeting within five days in accordance with the Applicable Listing Rules and the Articles.

股東會得依上市法令及本章程之規定，決議在五日內延期或續行集會。

**Article 18**  
**第十八條**

**Preservation of Order at the Meeting Venue 會場秩序之維持**

The chairman may direct inspectors (or security guards) to assist in preserving the order at the meeting venue. Inspectors (or security guards) shall wear an arm-band with the word "Inspector" when assisting in preserving the order at the meeting venue.

主席得指揮糾察員(或保全人員)協助維持會場秩序。糾察員(或保全人員)在場協助維持秩序時，應佩戴「糾察員」字樣臂章。

The chairman may direct inspectors or security guards to ask Shareholders who violate the Rules, disobey the chairman's correction, impede the process of the meeting and do not comply after being asked to stop to leave the meeting venue.

股東違反本規則不服從主席糾正，妨礙會議之進行，經制止不服從者，得由主席指揮糾察員或保全人員請其離開會場。

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**Article 19**  
**第十九條**

**Enforcement and Amendment 實施與修訂**

Establishment and amendment to the Rules shall be subject to approval of the Board of Directors, which shall be further approved by Ordinary Resolution in the general meeting.

本規則之訂定及修正應經董事會同意，並經股東會以普通決議通過。

These Rules were enacted and approved by the Extraordinary General Meeting held on January 26<sup>th</sup>, 2011.

The first amendment was approved by the Annual General Meeting held on June 13<sup>rd</sup>, 2013.

The second amendment was approved by the Annual General Meeting held on June 23<sup>rd</sup>, 2015.

本規則制定並經 2011 年 1 月 26 日臨時股東會通過。

第一次修訂，並經 2013 年 6 月 13 日股東常會通過。

第二次修訂，並經 2015 年 6 月 23 日股東常會通過。

第三次修訂，並經 2020 年 6 月 23 日股東常會通過。

第四次修訂，並經 2021 年 8 月 24 日股東常會通過。