



Secretariat

DBS BANK (TAIWAN) LTD
星展(台灣)商業銀行股份有限公司

**RULE OF PROCEDURES FOR
SHAREHOLDERS' MEETING**
股東會議事規則

Version 2.0

星展(台灣)商業銀行股份有限公司
股東會議事規則

DBS BANK (TAIWAN) LTD
RULE OF PROCEDURES FOR SHAREHOLDERS' MEETING

第一條 本公司股東會應依本規則辦理；本規則未規定時，依公司法及相關法令規定辦理。

Article 1 The shareholders' meeting of the Company shall be proceeded with in accordance with the rules set herein; for any matters not stipulated herein, the Company shall comply with regulatory requirements under the Company Act and applicable laws and regulations.

第二條 本公司股東會分左列二種：
一、股東常會，每年至少召集一次。
二、股東臨時會，於必要時召集之。
前項股東常會應於每會計年度終了後六個月內召開。

Article 2 The shareholders' meeting of the Company shall be divided into the following two types:
1. Annual General Meeting: to be convened at least once every year;
2. Special Shareholders' Meeting: to be convened when necessary.
The Annual General Meeting as referred to in the preceding paragraph shall be convened within six months after close of each fiscal year.

第三條 除法令另有規定外，本公司股東會應由董事會召集，並由董事長擔任會議主席。董事長請假或因故不能主持會議時，由董事長(以書面或電子郵件方式)指定董事一人代理，董事長未指定代理人者，由董事互推一人代理。股東會宜有董事會過半數董事，出席董事之成員必須含至少一席獨立董事，各類功能性委員會成員也須至少一人代表出席，並將出席情形記載於股東會議事錄。
本公司得視議案之需要指派委任之律師、會計師或顧問及專業人士列席股東會。

Article 3 Unless required otherwise by the regulations, the shareholders' meeting of the Company shall be convened by the board of directors, and the chairman of the board of directors shall preside at the

shareholders' meeting. In case the chairman is on leave or unable to preside the meeting for any reason, the chairman is entitled designate a director (in writing or by email) to act as chair at the shareholders' meeting. If the chairman does not designate a director, the directors shall elect one from among themselves to act in lieu of the chairman. It is advisable that a majority of the directors (including at least one independent director) and at least one member from each functional committee attend as the representative attend the shareholders' meeting in person. Attendance should be recorded in the minutes of the shareholders' meeting.

The Company may appoint its lawyer, certified public accountant, consultant or other professionals to be present at the shareholders' meeting.

第四條 本公司股東常會之召集，應於三十日前通知各股東；本公司股東臨時會之召集，應於十五日前通知各股東。
會議通知應載明召集事由，並得以掛號郵件、傳真、電子郵件或其它電子方式為之。

股東會召開之地點，應於本公司所在地或便利股東出席且適合股東會召開之地點為之，會議應於本公司正常上班時間內召開。

Article 4 For the Annual General Meeting of the Company, a meeting notice shall be given to each shareholder no later than 30 days prior to the scheduled meeting date; for the Special Shareholders' Meeting, a meeting notice shall be given to each shareholder no later than 15 days prior to the scheduled meeting date.

A meeting notice shall cover the purpose of convening a shareholders' meeting, and may be given to shareholders by registered mail, facsimile or email or any other electronic format.

A shareholders' meeting shall be held at the premises of the Company, or any other place convenient for shareholders' attendance and suitable for holding such meetings. The meetings shall be commenced during the ordinary office hour of the Company.

第五條 股東會議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議不得變更之。

已排定之議程於議事〔含臨時動議〕未終結前，非經決議，主席不得逕行宣布散會。為保障多數股東權益，遇有主席違反議事規則宣布散

會者，出席股東得以出席股東表決權過半數之同意推選一人為主席，繼續開會。

下列各款應在召集事由中列舉，不得以臨時動議提出：

1. 選任或解任董事；
2. 變更本公司章程；
3. 本公司之解散、合併、分割；
4. 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；
5. 讓與全部或主要部分之營業或財產；
6. 受讓他人全部營業或財產，對公司營運有重大影響者；
7. 董事為自己或他人為屬於公司營業範圍內之行為；
8. 公司以發行新股方式分派股息及紅利之全部或一部；
9. 公司無虧損並將法定盈餘公積及下列資本公積之全部或一部，按股東原有股份之比例發給新股或現金：
 - (1) 超過票面金額發行股票所得之溢額。
 - (2) 受領贈與之所得。
10. 公司進行有價證券之私募。
11. 其它依法令不得以臨時動議提出之事項。

Article 5

The agenda of a shareholders' meeting shall be prepared by the board of directors, and the meeting shall be proceeded with in accordance with the agenda. The agenda shall not be changed without a resolution made by the shareholders' meeting.

The person presiding the meeting shall not adjourn a meeting without a resolution adopted by shareholders if the motions (including extraordinary motions) in the agenda arranged in the preceding paragraph shall not have been resolved. To protect shareholders' interests, if the chairman calls the meeting adjourned in violation of this rule of procedures, the shareholders present at the meeting are entitled to, by a majority vote of the shareholders present, elect a chairperson to resume the meeting.

The following matters shall be expressly stated in the meeting agenda and shall not be raised by an extraordinary motion:

1. Election and discharge of director(s);
2. Amendments to Articles of Incorporation of the Company;
3. Dissolution, merger, or spin-off of the Company;
4. Entering into, amendment to or termination of any contract for lease of the Company's business in whole, or for entrusted business, or for joint business operation with others;

5. Transfer the whole or any essential part of its business or assets;
6. Acquisition of another's whole business or assets, which will give rise to a great impact on the business operation of the Company;
7. Any behavior by a director either for himself or on behalf of another person that is within the scope of the Company's business;
8. Declaration of dividends by the Company by way of new share issuance;
9. The Company incurs no loss and distributes its legal reserve and the following capital reserve, in whole or in part, by way of new shares issuance or by cash, to its original shareholders in proportion to the number of shares being held by each of them:
 - (1) the income derived from the issuance of new shares at a premium;
 - (2) the income from donation received by the Company.
10. Issuance by the Company of securities by private placement;
11. Any other matters that shall not be raised by an extraordinary motion under applicable laws and regulations.

第六條

本公司應於股東會召開前之停止股票過戶日前，公告受理股東之提案、受理處所及受理期間；其受理期間不得少於十日。

Article 6

Prior to the restricted period for share transfer registration before the convention of a regular shareholders' meeting, the Company shall make a public announcement of the place and the period for shareholders to submit proposals at the upcoming shareholders' meeting; the period for accepting such proposals shall not be less than ten (10) days.

第七條

股東會應設簽名簿供出席股東簽到。股東會之出席應以已發行股份為計算基準。出席股數依簽名簿加計以出席通知書行使表決權之已發行股數計算之。

對無表決權股東之股份數，不算入已發行股份總數。

Article 7

The Company shall prepare an attendance sheet for shareholders to sign in. Attendance at shareholders meetings shall be calculated based on numbers of issued shares. The number of issued shares in attendance shall be calculated according to the issued shares signed in in the attendance sheet plus the number of issued shares whose

voting rights are exercised in writing via Attendance Notice form.
The number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

第八條 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。相關影音資料應至少保存一年。但經股東提起訴訟者，應保存至訴訟終結為止。

Article 8 The Company shall start an uninterrupted audio and video recording from the time it accepts shareholder attendance registrations, the proceedings of the shareholders meeting, voting and vote counting procedures. The recording shall be retained for at least 1 year. If, however, a shareholder files a lawsuit, the recording shall be retained until the conclusion of the litigation.

第九條 主席對於議案之討論，認為已達可付表決之程度時，得宣布停止討論，提付表決。
股東每股有一表決權，惟表決權受限制或依法令規定無表決權者，不在此限。
議案之表決，除法律及公司章程另有規定外，以出席股東表決權過半數之同意通過之，並於股東會召開後當日，將股東同意、反對或棄權之結果輸入公開資訊觀測站。

Article 9 When the person presiding the meeting is of the opinion that the agenda item has discussed sufficiently for a resolution, he/she may announce the discussions closed and call for a vote.
Except for the voting rights restricted or excluded under applicable laws and regulations, a shareholder shall have one voting right in respect of each share in his/her/its possession.
Unless otherwise provided by laws and regulations or the Articles of Incorporation, the resolutions of the shareholders' meeting shall be adopted by the majority of the voting shares represented at the meeting, and the results of shareholders' voting for, against or abstained for each agenda item should be uploaded onto MOPS after the shareholders' meeting.

第十條 股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。

Article 10 When a shareholder is an interested party to an agenda item, and

there is the likelihood that such relationship would jeopardize the interests of the Company, that shareholder shall refrain from voting on such item, and shall not exercise voting rights as proxy for any other shareholder.

第十一條 本公司召開股東會時，得採行以書面方式行使其表決權；其以書面方式行使表決權時，其行使方法應載明於股東會召集通知。以書面行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權。

Article 11 The voting right at a shareholders' meeting may be exercised in writing, provided, however, that the method for exercising the voting right shall be described in the shareholders' meeting notice to be given to the shareholders. A shareholder who exercises his/her/its voting right at a shareholders' meeting in writing shall be deemed to have attended the shareholders' meeting in person, but shall be deemed to have waived his/her/its voting right in respect of any extemporary motion(s) and/or the amendment(s) to the original proposal(s) at the shareholders' meeting.

第十二條 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。

Article 12 The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected.

第十三條 股東會之議決事項，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，並揭露於公開資訊觀測站及本行網站。
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。

Article 13 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form,

and shall be uploaded on the MOPS (Market Observation Post System) and the Company's website.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.

第十四條

本規則經股東會通過後施行，修訂時亦同。

Article 14

Establishment of and amendment to these rules shall be subject to the adoption by the shareholders at a shareholders' meeting.