

Content

Title : Regulations Governing the Operation of and Compliance Requirements for Split Voting by Shareholders of Public Companies(101.04.13) [Ch](#)

Date : 2012.04.13

Legislative : 1. Full text of 8 articles issued per 13 April 2012 Order No. Financial-Supervisory-Securities-Trading-1010014834 of the Financial Supervisory Commission, Executive Yuan; for enforcement from the date of issuance

Content :

Article 1

These Regulations are adopted pursuant to Article 181, paragraph 4 of the Company Act.

Article 2

For a meeting of shareholders held by a public company (hereinafter, "company"), if a shareholder holds shares for other persons, and asserts the exercise of split voting, the provisions of these Regulations shall be complied with. This restriction shall not apply, however, to a trust enterprise that is entitled to exercise split voting pursuant to Article 20-1 of the Trust Enterprise Act.

Article 3

A shareholder that asserts the exercise of split voting pursuant to these Regulations means a shareholder that holds shares for two or more persons, and meets one of the following criteria:

1. A fund of a type that invests in domestic securities under the Regulations Governing Investment in Securities by overseas compatriots and Foreign Nationals and that, in accordance with the laws and regulations of the government in whose jurisdiction it is located, and with contractual provisions or the Articles of Incorporation, is permitted to exercise split voting based on the instructions of each actual investor, or is permitted to engage for reasons of investment strategy two or more external fund managers to handle investment, and authorizes the external fund managers to exercise voting rights on its behalf, and has completed Multiple Trading Account (MTA) registration with the Taiwan Stock Exchange Corporation.
2. An overseas financial institution that is permitted to invest in domestic securities under the Regulations Governing Investment in Securities by Overseas overseas compatriots and Foreign Nationals, and that, in accordance with the laws and regulations of the government in whose jurisdiction it is located and with contractual provisions, is permitted to make investments in its name on behalf of others at their instructions, and to exercise split voting based on the instructions of each actual investor.

3. A global depository bank of overseas depository receipts that, in accordance with the laws and regulations of the government in whose jurisdiction it is located and with the provisions of the deposit contract, is permitted to exercise split voting based on the instructions of each holder of the depository receipts.

Article 4

To apply to exercise split voting, a shareholder shall submit the application to the company in writing or by a method in accordance with the Electronic Signature Act before 5 days before the Shareholders Meeting date.

To assert the cancellation or termination of split voting, a shareholder shall notify the company in writing or by a method in accordance with the Electronic Signature Act before 5 days before the Shareholders Meeting date.

Article 5

When a shareholder applies to exercise split voting, the application content shall specify the following particulars:

1. Company name.
2. Shareholder name and uniform ID number.
3. If the shareholder has engaged a proxy, the personal name or entity name of the proxy.
4. A document declaring that the shareholder meets the criteria of Article 3.
5. Other particulars as required by the competent authority.

Any query and correspondence documents relating to the content of the exercise of split voting rights of shareholders shall be kept for a period of at least one year. In the event litigation is initiated, however, the documents shall be kept until the conclusion of the litigation.

A shareholder shall permanently keep on record for inspection the documentation proving that the shareholder meets the criteria of Article 3.

Article 6

When a shareholder applies to exercise split voting, unless the application documents are incomplete, the company shall make a notation in the shareholders register that the shareholder may exercise split voting. Once the company has made a notation that the shareholder may exercise split voting, the shareholder need not submit any further application to the company for subsequent shareholders meetings, except in the event of cancellation or termination pursuant to Article 4, paragraph 2.

If a shareholder's application documents are incomplete, the Company shall, within 2 days from the date of receipt of the application, notify the shareholder to make supplementations or corrections within a set time limit. If the shareholder fails to make the supplementations or corrections within the time limit, the company shall at the latest return the shareholder's application before 2 days before the date of the shareholders meeting, and notify the shareholder of the reasons for returning it.

If a shareholder has any question about the company's return of the shareholder's application, the company shall provide an explanation.

Article 7

The company, during the period of its existence, shall permanently keep all forms, documents, and data in any medium, relating to application for, or cancellation or termination of, split voting by a shareholder, and may store it in the form of electronic media.

Article 8

These Regulations enter into force from the date of issuance.

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