

Parade Technologies, Ltd.

譜瑞科技股份有限公司

Rules and Procedures of General Meeting

股東會議事規則

Adopted by Ordinary Resolution passed on June 15, 2022]

(2022年6月15日股東會決議通過)

Article 1

Unless applicable laws and regulations or the Company's Articles of Association provide otherwise, the Company's General Meeting (the "Meeting") shall be conducted in accordance with the Rules and Procedures of General Meetings (the "Rules and Procedures"). Except as otherwise expressly defined herein, all capitalization terms used herein shall have the meanings ascribed thereto in the Company's Articles of Association.

第一條

本公司股東會（以下稱「股東會」），除相關法令或本公司章程另有規定者外，應依股東會議事規則（以下稱「本議事規則」）之規定辦理。除本議事規則有其他明確定義，本議事規則所有大寫用詞其定義應依本公司章程定之。

Article 2

The Chairman of the Board of Directors shall be the chairman presiding at the Meeting in the case that the Meeting is convened by the Board of Directors. In case the Chairman of the Board of Directors is on leave or for any reason is unable to exercise his powers, the Vice Chairman shall do so in place of the powers and authorities of the Chairman. If the Vice Chairman is also on leave or for any reason is unable to exercise his powers for any cause, the Chairman shall appoint a Director to act on his behalf. In the absence of such an appointee, the Directors shall elect from amongst themselves one person to act on the behalf of the Chairman.

If the Meeting is convened by any person other than the Board of Directors entitled to convene the Meeting, such person shall be the chairman to preside at the Meeting. However, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

第二條

股東會如由董事會召集者，其主席由董事長擔任之，如董事長請假或因故不能行使職權時，由副董事長代理董事長行使職權，如副董事長亦請假或因故不能行使

職權時，由董事長指定一董事代理之，董事長未指定代理人者，由董事互推一人代理之。

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

Article 3

The Company shall specify the time and location for the shareholders', the proxy solicitors', and the proxy agents' (the "Members") attendance registration and other guidelines for the Meeting in the Company's meeting notice.

The Company shall start to process the Members' attendance registration at least 30 minutes before the Meeting starts. The registration desk shall be clearly signed and there shall be sufficient capable personnel at the registration desk to process the registration by the Members. In terms of Virtual Meeting or hybrid meeting, the Company shall start to process the Members' attendance registration on the platform of the Communication Facilities for Virtual Meeting or hybrid meeting at least 30 minutes before the Meeting starts, and the Members who complete the registration process shall be deemed as presence in person at the Meeting.

Members attending the Meeting shall submit attendance card, sign-in card or other certificate of attendance issued by the Company for verification to attend the Meeting. The proxy solicitor shall further provide ID document for verification.

The Company shall prepare an attendance book for Members to sign in, or the Member present may hand in an attendance card in lieu of signing on the attendance book. The attendance of the Members in the Meeting shall be calculated based on number of shares held or represented by such Members. The number of shares represented by Members attending the Meeting shall be calculated in accordance with those indicated on the attendance book or the attendance cards submitted by the Members, those registered on the platform of the Communication Facilities for Virtual Meeting or the hybrid meeting, and those being voted by way of written ballots or by way of electronic transmission.

The Company shall prepare and send agenda handbooks, annual report, attendance card and voting card for the meeting and the relevant materials, which will be sent to or made available to the attending Members in accordance with the applicable laws and the Articles of Association of the Company. In the event of a Meeting at which the agenda of election of directors is proposed, a printed ballot shall also be sent to the Members as well.

Any government or corporation which is a Member of the Company may designate more than one person as its representatives to attend the Meeting; provided, however, that only one person is entitled to vote and exercise the rights of such Member.

On the day of the Meeting, the Company shall compile a statistical statement of the number of shares obtained by the proxy solicitor through solicitation, the number of

shares represented by the proxy agent, and the number of shares being voted by way of written ballots or by way of electronic transmission, and shall make an express disclosure of the same at the site of the Meeting. When the Meeting is held by means of Virtual meeting or hybrid meeting, the Company shall upload the information stated above to the platform of the Communication Facilities for Virtual Meeting or hybrid meeting at least 30 minutes before the Meeting starts, and continue to disclose until the end of the Meeting. When the Meeting is held by means of Virtual Meeting or hybrid meeting, the Company shall disclose the total number of Shares represented by the Members present in the Meeting on the platform of the Communication Facilities for Virtual Meeting or hybrid meeting in the beginning of the Meeting. If any other statistical statements of the total number of shares represented by the Members present in the Meeting or the number of votes carried by such shares is made in the meeting, such statistical statements shall also be disclosed.

Chairman shall call the Meeting to order at the time scheduled for the Meeting. If, upon the time appointed for the Meeting a quorum is not present, the chairman may postpone the Meeting for two times at most and for up to one hour in total with the same quorum requirements as the Meeting originally convened. If after two postponements the number of shares represented by the attending Members has not yet constituted the quorum required for such Meeting, the chairman of the Meeting shall dissolve the Meeting or adjourn the Meeting to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, the chairman of the general meeting shall dissolve the meeting. When the Meeting is held by means of Virtual Meeting or hybrid meeting, the Company shall dissolve the Meeting on the platform of the Communication Facilities for Virtual Meeting or hybrid meeting.

第三條

本公司應於開會通知書載明受理股東、徵求人、受託代理人（以下簡稱股東）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；股東會視訊會議應於會議開始前三十分鐘，於股東會視訊會議平台受理報到，完成報到之股東，視為親自出席股東會。

股東應憑出席證、出席簽到卡或其他出席證件出席股東會；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。

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。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及視訊會議平台報到股數，加計以書面或電子方式行使表決權之股數計算之。

依照相關法令與本公司章程規定，本公司應將議事手冊、年報、出席證（或出席簽到卡）、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事議案者，應另附選舉票。

政府或法人為股東時，出席股東會之代表人不限於一人，惟僅得推由一人有投票權及行使股東權利。

徵求人徵得之股數、受託代理人代理之股數及股東以書面或電子方式出席之股數，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；股東會以視訊會議召開者，本公司至少應於會議開始前三十分鐘，將前述資料上傳至股東會視訊會議平台，並持續揭露至會議結束。本公司召開股東會視訊會議，宣布開會時，應將出席股東股份總數，揭露於視訊會議平台。如開會中另有統計出席股東之股份總數及表決權數者，亦同。

已屆開會時間，主席應即宣佈開會，惟已屆開會時間出席股東所代表股數未達法定人數時，主席得宣佈延後開會，其延後次數以二次為限，延後時間合計不得超過一個小時，且須符合原股東會要求之出席法定人數。延後二次出席股東所代表股數仍未達法定人數時，主席得逕行宣布散會或延期會議至下星期同一時間地點召開。如延期會議已屆開會時間後一小時內，出席股東所代表股數未達法定人數時，主席得逕行宣布散會。股東會以視訊會議召開者，本公司另應於股東會視訊會議平台公告散會。

Article 4

The Meeting shall be held in the ROC. The time for commencing the said Meeting shall not be earlier than 9 o'clock in the morning or later than 3 o'clock local time in the afternoon.

The Meeting held by means of Virtual Meeting may be exempted from the above location requirement.

第四條

股東會應於中華民國境內召開，會議開始時間不得早於當地時間上午九時或晚於下午三時。

本公司召開視訊股東會時，不受前項召開地點之限制。

Article 5

The Company may designate its lawyer, certified public accountant or other relevant persons to attend the Meeting.

Persons handling affairs of the Meeting shall wear an identification card or badge.

第五條

本公司得指派所委任之律師、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

Unless otherwise specified in applicable laws or in the Articles of Association of the Company, a resolution shall be adopted by an Ordinary Resolution.

At any Meeting resolutions put to the vote of the Meeting shall be decided on a poll. The counting of votes shall be conducted in public in the place of the Meeting. The number or proportion of the votes in favor of, or against, that resolution and result of the voting (including the number of vote counted) should be announced after vote counting at the Meeting and shall be recorded in the minutes of the Meeting.

When the Company holds the Meeting by means of Virtual Meeting or hybrid meeting, after the chairman announces the commencement of the Meeting, the Member who attends or participates by means of Communications Facilities shall vote, including electing, on the platform of the Communication Facilities for the Virtual Meeting or the hybrid meeting by the deadline of voting announced by the chairman; otherwise, the Member shall be deemed to abstain from voting his/her/its shares.

If there shall be an amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment or the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further resolution is necessary.

Where there is a proposal for election of directors in a Meeting, such election shall be conducted in accordance with the Rules for Election of Directors, and the results of the election, including the list of directors elected and the votes casted on each of the directors elected, should be announced by the chairman at the Meeting. The ballots for the election shall be sealed up and signed by the person(s) supervising the election, and retained for at least one year. If litigation occurs regarding any election resolved by the Members before the above retention period expires, the relevant ballots shall be continuously retained until the litigation is concluded and finalized.

The person(s) to supervise the election and the person(s) to record the ballots shall be designated by the chairman, provided, however, that the person supervising the election shall be a Member.

第六條

議案之表決，除相關法令或本公司章程另有規定外，以普通決議通過之。

任何股東會應以表決做出之決議應以投票之方式進行。計票作業應於股東會場內公開處為之。贊成與反對該決議之票數或比例應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。

本公司召開股東會視訊會議，以視訊方式參與之股東，於主席宣布開會後，應透過視訊會議平台進行各項議案表決及選舉議案之投票，並應於主席宣布投票結束前完成，逾時者視為棄權。

股東會以視訊會議召開者，應於主席宣布投票結束後，為一次性計票，並宣布表

決及選舉結果。

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，勿庸再行決議。

股東會有選舉董事時，應依本公司所訂董事選舉辦法辦理，主席並應當場宣布選舉結果，包含當選董事、監察人之名單與其當選權數。前開選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但於前述保存期間屆至前，經股東提起訴訟者，應保存至訴訟終結為止。

議案表決之監票及計票人員，由主席指派，但監票人員應具有股東身分。

Article 7

The agenda of the Meeting shall be set by the Board of Directors if the Meeting is convened by the Board of Directors. Unless otherwise resolved by Members at the Meeting, the Meeting shall proceed in accordance with the agenda.

In the event that the Meeting convened pursuant to the preceding section will be presided by a director other than the chairman of the Company, acting as a proxy for the chairman, such director shall be the person who has held such position for at least six months and understands the financial and business operation of the Company. The same shall apply where such presiding director is a representative of legal person director.

Section 1 applies *mutatis mutandis* to cases where the Meeting is convened by any person, other than the Board of Directors, entitled to convene such Meeting.

Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting until and unless all the discussion items (including *ad hoc* motions) listed in the agenda are resolved.

The Members are not permitted to designate any other person as chairman and continue the Meeting in the same or other place after the Meeting is adjourned. However, in the event that the chairman adjourns the Meeting in violation of these Rules and Procedures, the Members may designate, by a majority of votes represented by Members attending the Meeting, one person as chairman to continue the Meeting.

第七條

股東會如由董事會召集者，其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。

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。

股東會如由董事會以外之其他有召集權人召集者，準用第一項之規定。

排定之議程於議事(含臨時動議)未終結前，非經決議，主席不得逕行宣佈散會。

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。但主席違反本議事規則，宣布散會者，得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。

Article 8

Before putting the agenda for voting, the chairman shall provide allow the Member to have sufficient discussions. The chairman is entitled to end the discussion of any agenda and go into voting if the chairman, at his discretion, deems the discussion has been sufficient to the extent to put the agenda for a resolution.

第八條

主席對於議案提付表決前，應給予充分討論之機會，認為已充分討論並達可付表決之程度時，得宣佈停止任何議案討論，提付表決。

Article 9

When a Member present at the Meeting would like to make a statement about the agenda, a speech note should be filled out with summary of the speech, the Member's number (or the number of attendance card) and the name of the member. In the event of multiple speech notes, the sequence of speeches by Members should be decided by the chairman.

If any Member present at the Meeting submits a speech note but does not speak, no speech should be deemed to have been made by such Member. In case the contents of the speech of a Member are inconsistent with the contents of the speech note, the contents of actual speech shall prevail.

Unless otherwise permitted by the chairman, each Member shall, for each agenda, speak at most two times and each time shall not exceed 5 minutes. In case the speech of any Member violates the above provision or exceeds the scope of the agenda, the chairman may restrain such Member from making any further statement.

Unless otherwise permitted by the chairman and the Member in speaking, no other Member is permitted to interrupt the speeches of the said Members, otherwise the chairman shall stop such interruption.

If a corporate Member designates two or more representatives to attend the Meeting, only one representative is allowed to make a statement for each agenda.

After the speech of a Member, the chairman may respond himself/herself personally or appoint an appropriate relevant person to respond.

When the Meeting is held by means of Virtual Meeting or the hybrid meeting, after the chairman announces the beginning of the Meeting and before the Meeting is dissolved, the Member who participates by means of Communications Facilities may

raise questions in writing on the platform of Communication Facilities for the Virtual Meeting or the hybrid meeting at most two times each agenda. The question shall contain no more than two hundreds (200) words. The foregoing Clauses 1 to 5 shall not apply in the case of Virtual Meeting.

第九條

出席股東欲對議案發言前，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，如有多人提出發言條，由主席定其發言順序。

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。

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案範圍者，主席得制止其發言。

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。

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。

出席股東發言後，主席得親自或指定相關人員答覆。

股東會以視訊會議召開者，以視訊方式參與之股東，得於主席宣布開會後，至宣布散會前，於股東會視訊會議平台以文字方式提問，每一議案提問次數不得超過兩次，每次以二百字為限，不適用第一項至第五項規定。

Article 10

The process of Members' attendance registration, the process of the Meeting and the process of votes counting shall be tape recorded and videotaped continuously. These audio and video recording shall be preserved for at least one year. If litigation occurs regarding any matter resolved by the Meeting and procedures, the relevant audio and video recording shall be continuously retained until the litigation is concluded and finalized.

The resolutions of general meeting shall be recorded in the meeting minutes. The meeting minutes shall record the place, the date of the meeting (including yy/mm/dd), the name of the chairman, the voting method, summary of the discussion process and the result. Meeting minutes shall be signed or chopped by the chairman of the Meeting and distributed to all Members within twenty days after the Meeting, and shall be published on the website pursuant to the Applicable Public Company Rules.

When the Meeting is held by means of Virtual Meeting or the hybrid meeting, in addition to the matters stated in the foregoing clause, the meeting minutes shall also record when the Meeting starts and dissolves, how the Meeting is being called and held, the respective names of the chairman and the secretary, and the approaches taken to solve the problems if the Members are unable to participate by means of video or similar communications facilities because of natural disasters, unforeseen

events, or any other force majeure or because of the non-function or breakdown on the communications facilities for the Virtual Meeting or the hybrid meeting caused by such event.

When the Meeting is held by means of Virtual Meeting, in addition to the matters stated in the foregoing clause, the alternative measures provided to the Members who have difficulties to participate by means of use of Communications Facilities shall be recorded in the meeting minute.

The meeting minutes shall be kept throughout the life of the Company. The meeting minutes may be distributed by means of electronic transmission. The distribution of meeting minutes as required above may be effected by means of public notice on the website pursuant to the Applicable Public Company Rules.

Public announcement of any resolution in respect of any material information prescribed by the Applicable Public Company Rules shall be made timely on the information reporting website designated by the competent authority.

第十條

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。該等影音資料應至少保存一年。但如有就本次股東會之決議事項與程序提起訴訟之情形，應保存至訴訟終結為止。

股東會之決議事項，應作成議事錄，議事錄應確實記載：會議之場所、日期（包含年、月、日）、主席姓名及決議方法，並應記載議事經過之要領及其結果。議事錄應由主席簽名或蓋章，並於會後二十日內分發各股東，並依相關法令於申報系統公告申報之。

股東會以視訊會議召開者，其議事錄除依前項規定應記載事項外，並應記載股東會之開會起迄時間、會議之召開方式、主席及紀錄之姓名，及因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙時之處理方式及處理情形。

本公司召開視訊股東會，除應依前項規定辦理外，並應於議事錄載明，對於以視訊方式參與股東會有困難股東提供之替代措施。

議事錄在公司存續期間應永久保存。前項議事錄之分發，得以電子方式為之。前述議事錄之分發，得以公告於法令規定網站之方式為之。

股東會決議事項，如有法令規定之重大訊息者，本公司應依主管機關規定於規定時間內，將內容傳輸至主管機關指定之申報系統。

Article 11

Member shall observe the Rules and Procedures, the resolutions and the order made by the chairman.

The chairman may direct disciplinary personnel or security personnel to maintain the

order of the Meeting. Such disciplinary personnel or security personnel shall wear badges marked "Disciplinary Personnel" for identification purpose.

For those Members who use microphones other than the ones supplied at the premises may be refrained from speaking by the order of the chairman.

In the event that any Member violates these Rules and Procedures and refuse to obey the order or instructions given by the chairman, the chairman has power to order disciplinary officers or security guards to remove them from the meeting place.

第十一條

出席之股東有遵守本議事規則、服從決議、遵循主席命令之義務。

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。

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

當股東違反本議事規則不服從主席糾正，主席有權指揮糾察員或保全人員請其離開會場。

Article 12

During the Meeting, the chairman may, at his discretion, set time for intermission. Subject to applicable Laws and regulations and the Articles of Association of the Company, in case of incident of force majeure, the chairman may decide to temporarily suspend the Meeting and announce, depending on the situation, when the Meeting will resume or, by resolution of the Members present at the Meeting (provided that a quorum is present), the chairman may resume the Meeting within five days without further notice or public announcement.

第十二條

會議進行時，主席得酌定時間宣告休息。除相關法令與本公司章程另有規定，若有不可抗拒之事情發生時，主席得裁定暫時停止會議，並視情況宣佈續行開會之時間，或經股東會(至少出席股東所代表股數達法定人數)決議在五日内免為通知及公告續行開會。

Article 13

When the Meeting is held by means of Virtual Meeting or hybrid meeting, the Company shall timely disclose the results of the voting and elections on the platform of the Communication Facilities for the Virtual Meeting or the hybrid meeting right after the voting or the election ends. Such disclosure shall remain at least 15 minutes after the Meeting is dissolved.

第十三條

股東會以視訊會議召開者，本公司應於投票結束後，即時將各項議案表決結果及選舉結果，依規定揭露於股東會視訊會議平台，並應於主席宣布散會後，持續揭露至少十五分鐘。

Article 14

When the Meeting is held by means of Virtual Meeting or hybrid meeting, before the Meeting is dissolved, if the Members are unable to participate by means of video or similar communications facilities because of natural disasters, unforeseen events, or any other force majeure or because of the non-function or breakdown on the communications facilities caused by such event and such situation remains for 30 minutes or longer, the Meeting shall be adjourned or reconvened within 5 days, and Article 182 of the Company Act does not apply.

第十四條

股東會以視訊會議召開者，於主席宣布散會前，因天災、事變或其他不可抗力情事，致視訊會議平台或以視訊方式參與發生障礙，持續達三十分鐘以上時，應於五日內延期或續行集會，不適用公司法第一百八十二條之規定。

Article 15

These Rules and Procedures shall be effective from the date of listing of shares of the Company on the GTSM or the TSE, as applicable. Any amendment or revision thereto shall be effective upon the approval of the Meeting.

第十五條

本議事規則自本公司之股份於財團法人中華民國證券櫃檯買賣中心上櫃之日或於臺灣證券交易所股份有限公司上市之日（以孰適用者）生效。其後修訂應經股東會通過後生效。