

Far EasTone Telecommunications Co., Ltd

Regulations Governing Shareholders' Meetings

Approved by Annual Shareholder's Meeting on 2012/6/13

Article 1	These Regulations governing all affairs of the Company's shareholders' meetings.
Article 2	<p>The Company's shareholders' meeting shall be held at a place where the Company is headquartered or a place facilitating and appropriate to shareholders (or proxies thereof), and shall be held not earlier than 9:00 the morning or later than 3:00 in the afternoon. The attending shareholders (or proxies thereof) shall wear attendance certificates, surrender sign-in cards instead of sign-in on book.</p> <p>When calling a shareholders' meeting, the Company shall adopt electronic transmission as one of the methods for exercising voting power, and such exercise shall be specified in the meeting notice. Shareholders who exercise their voting power via electronic transmission shall be deemed as attending the shareholders' meeting in person, but they shall be deemed as having waived their exercise of voting power with respect to any temporary motions and amendments/alternates to original motions, proposed at the shareholders' meeting.</p> <p>The attendance at a shareholders' meeting shall be counted based on the quantity of shares. The number of shares shall be counted based on the certificate of attendance as furnished plus the quantity of shares for which the voting power is exercised via electronic transmission.</p> <p>The Company may appoint the retained Attorneys-at-Law, CPAs or other people concerned to attend a shareholders' meeting as an observer.</p> <p>The shareholders' meeting staff shall wear identity certificates or sashes.</p> <p>A shareholders' meeting shall be chaired by the chairman if it is called by the chairman. In absence of the Chairman or his being unable to exercise his functions, the Vice Chairman shall act in his place. In absence of a Vice Chairman or while the Vice Chairman is unable to exercise his functions, the Chairman shall appoint a Director to act in the place otherwise a Director shall be elected from among themselves to act in the place. Where the Board of Directors meeting is called by a person beyond the Board of Directors, the meeting shall be chaired by the convener. Where there are two or more qualified conveners, one shall be elected from among themselves to chair the meeting.</p> <p>The Company shall record in sound or videotape the shareholders' meeting throughout the process and shall keep the videotape or record for a minimum of one year.</p>
Article 3	<p>The chairman may call to order to the meeting where a shareholders' meeting is attended by shareholders (or proxies thereof) representing a majority of the total issued shares. The chairman may announce extension of the time if the attendance is below the specified quorum within the specified time limit. The chairman may announce two extensions in maximum and the total period of extension shall not exceed an hour. In the event the total attendance is still below the specified quorum with two extensions but represents up to one-third of the total issued shares through shareholders (or proxies thereof), decision may be resolved on ordinary issues through a quasi-resolution by a majority vote of the attending shareholders (or proxies thereof).</p>

	In the event the total number of shares represented by shareholders (or proxies thereof) is up to the specified quorum after the quasi-resolution is made, the chairman shall bring the quasi-resolution to the shareholders' meeting for acknowledgement retroactively.
Article 4	<p>The shareholders' meeting's agenda shall be determined by the board of directors if the meeting is called by the board of directors. The meeting shall be handled according to the established agenda, which shall not be changed unless resolved by the shareholders' meeting. The preceding provision is applicable mutatis mutandis to a shareholders' meeting called by another person entitled to call the shareholders' meeting beyond the board of directors. The chairman shall not announce adjournment of the meeting until the issues set forth in the two preceding paragraphs (including occasional motion) unless duly resolved.</p> <p>Where the Chairman announces adjournment against the aforementioned provision at a shareholders' meeting, one may be elected by a majority vote of the attending shareholders to chair and continue the meeting.</p> <p>After the meeting is adjourned as resolved, shareholders shall not elect a new chairman to continue the shareholders' meeting at the same location or a location elsewhere.</p>
Article 5	<p>A shareholder (or proxy) shall submit floor requisition, bearing attendance certificate code, shareholder account number and subjects so that the chairman will appoint the floor order before speaking in floor.</p> <p>A shareholder (or proxy) who does not speak up shall be deemed having not spoken up even he has submitted the floor requisition. Where the contents actually spoken are found differing from the entry in the floor requisition, only the contents of the verified speech shall govern.</p>
Article 6	A proposal shall be posed in writing. Except the proposals enumerated on the agenda, a proposal posed by a shareholder to amend the provided proposals, alternatives or other proposals by means of occasional motion shall be seconded by other shareholders (proxies). This same is applicable to a proposal to change agenda, to adjourn. The total number represented by the proposing shareholder and seconding shareholders shall be up to 100,000 shares minimum.
Article 7	<p>Explanation to a proposal shall not exceed five minutes. Speech as an inquiry or in reply shall not exceed three minutes per person and may be extended for another three minutes if permitted by chairman.</p> <p>The chairman may stop a shareholder (or proxy) from speaking if he speaks beyond the specified time limit, specified issues or permitted times. When a shareholder (or proxy) speaks in floor, other shareholders (proxies) shall not interrupt unless agreed upon by the chairman and the speaking shareholder (or proxy) otherwise the chairman shall stop the interruption. Article 15 shall apply if such shareholder (or proxy) objects the chairman in stopping the interruption.</p>
Article 8	<p>On the same issue, each shareholder shall not speak more than twice.</p> <p>Where a corporation is authorized to attend a shareholders' meeting, such corporation shall appoint only one proxy to attend the meeting.</p> <p>Where a corporation appoints more than two proxies to the meeting, only one proxy may speak in floor.</p>
Article 9	After an attending shareholder (or proxy) speaks, the chairman may reply himself or by appointing another person. Amidst discussion of a proposal,

	the chairman may, in due time, announce conclusion of the discussion or announce discontinuation of the discussion as necessary.
Article 10	<p>On a proposal the discussion process of which is announced concluded or discontinued, the chairman shall announce voting pursuant to the number of shares represented.</p> <p>The staff to monitor resolution and to tally votes shall be appointed by the chairman and shall be subject to consent by attending shareholders (proxies). The staff to monitor voting shall only be shareholders.</p>
Article 11	<p>Unless otherwise provided for in law or Articles of Incorporation, decisions in the shareholders' meeting shall be resolved by a majority vote of the attending shareholders (proxies).</p> <p>Where any shareholder who exercises voting power via electronic transmission does not object to the motion, and neither does the other present shareholders upon the chairperson's inquiry, the motion shall be deemed as ratified as validly as if voted by ballot.</p> <p>Where any shareholder objects to the motion, a vote by ballot shall be applied, and the chairperson may decide to vote on a case by case basis, or adopt a package vote or split vote against various motions (including the motion for election), and count votes separately.</p> <p>In case of an amendment or alternative to a same proposal, the chairman will determine the order of voting. Where one among them is resolved, all others shall be deemed vetoed and call for no more voting process.</p> <p>The results of voting shall be reported on-the-spot and entered into the minutes.</p>
Article 12	During the process of the meeting, the chairman may announce an intermission as the actual situation may justify.
Article 13	In case of an air-raid alarm during process of a meeting, the meeting shall be discontinued forthwith for evacuation. The meeting may be resumed an hour after the "all-clear" announcement.
Article 14	The chairman may command security guards or discipline personnel to help maintain the order of the meeting. Such security guards or discipline personnel shall wear armbands to identify their capacity while on duty to maintain the order.
Article 15	The shareholders (proxies) shall accept instructions by the chairman, the security guards or discipline personnel in maintaining the order. The chairman, the security guards or discipline personnel may expel those who interfere with the shareholders' meeting.
Article 16	Any matters insufficiently provided for herein shall be subject to the Company Law, Securities Trading Law and other laws concerned.
Article 17	These Regulations and amendment hereof shall come into enforcement after being resolved in the shareholders' meeting.