

MA KUANG HEALTHCARE HOLDING LIMITED

Rules and Procedures of Shareholders' Meeting

Article 1: These rules and procedures govern the shareholders' meeting of the company.

Article 2: The company shall furnish the shareholders meeting notice with the time and venue for signing in. The aforementioned time for signing in shall be at least 30 minutes before the shareholder meeting starts. There shall be signs to direct shareholders to proceed to the venue for signing in and personnel who are suitable in charge.

Shareholders or their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance; people soliciting proxy forms shall also bring identification documents for verification.

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. Shareholders who are juristic persons may appoint representatives to attend shareholders' meeting and present the letter of appointment and documents. If juristic persons appoint representatives and proxies at the same time, only representative will be allowed to attend the meeting. A shareholders' meeting shall be held at the place where the company is headquartered or a place convenient to shareholders for participation. A shareholders' meeting shall start not earlier than 9:00 a.m. or later than 3:00 p.m.

The company may appoint designated attorneys, certified public accounts or other relevant persons to attend shareholders' meetings. The staff members who take charge of the shareholders' meeting affairs shall wear identification certificates or armbands.

If a shareholders' meeting is convened by the board, the chairman of the board shall be the chairman presiding at the meeting. If the chairman of the board is on leave or cannot perform his duties for some reason, the general manager shall preside at the meeting on the chairman's behalf; if the general manager cannot perform this duty, the chairman shall designate one director to act on his behalf. If the chairman has not appointed an agent or the designated director cannot perform his duties for some reason, the meeting chair shall be elected from the directors present.

If one of the directors or managing directors is appointed to act as the meeting chair, he or she shall have served as a director for more than 6 months and has a sound knowledge of the company's financial and business status. The same applies to the situation where the representative of an institutional director is elected to act as the meeting chair.

The company shall, from the time of registration, record the registration process, proceedings of the meeting and the voting and vote counting process in their entirety in audio or video.

The aforesaid recording shall be retained for at least 1 year, if, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation

Article 2-1: Shareholders who own more than 1% of the company's outstanding shares are entitled to propose, in writing, agenda items for discussion in annual meeting of shareholders. Each shareholder may only propose one agenda item; any further proposals will be excluded from discussion.

The company announces, before the book closure date before the annual meeting of shareholders, shareholders' proposals, and places and time in which shareholders' proposals are accepted. Proposals are accepted over a period of 10 days.

Shareholders shall limit their proposed agenda items to 300 words; proposals that exceed 300 words shall be excluded from the agenda. Shareholders proposing proposals should attend shareholders' meeting or appoint proxies to attend, and discuss the proposal with others.

The company shall notify the proposing shareholders of the outcome of their proposed agenda items before the date the meeting notice is sent. Meanwhile, agenda items that satisfy the conditions listed in this Article shall be included as part of the meeting notice. During the shareholders' meeting, the Board of Directors shall explain the reasons why certain proposed agenda items are excluded from discussion.

Article 3: Voting or attendance at a shareholders' meeting shall be based on number of shares. The shares of shareholders are calculated based on sign-in cards, as well as written votes and e-votes.

Article 4: After the total shares of the shareholders present reach the required amount, chairperson shall call the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, a tentative resolution may be adopted. If before the end of the meeting and at enough shares become present to constitute a quorum, the chairman may then call the meeting and re-submit the tentative resolutions to the meeting for approval.

Article 5: The agenda of a shareholders' meeting shall be established by the board of directors if the meeting is convened by the board of directors. The entire process of the meeting shall go on exactly in accordance with the agenda which shall not be changed unless resolved in the shareholders' meeting.

The provision set forth in the preceding paragraph shall apply in the event that a shareholders' meeting is convened by a person beyond the board of directors.

The chairman shall not announce adjournment of the meeting unless duly resolved in the meeting until the agenda (including occasional (extemporaneous) motions) set forth in the two preceding paragraphs is concluded.

After the adjournment of the meeting, except that the chairman breaches these Rules and Procedures of the Shareholders' Meeting by announcing adjournment of the meeting contrary to what specified above, the present shareholders cannot elect a new chairman or find another place to continue the meeting.

Article 6: While the shareholders' meeting is in session, the chairperson may at his/her discretion allocate and announce time for breaks.

Article 7: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Article 8: A shareholder may not speak more than twice on the same resolution without the chairman's consent, with five minutes maximum for each speech.

Article 9: The chairman may stop any shareholder who violates the above rules or exceeds the scope of the agenda item. When a shareholder speaks, other shareholders cannot interrupt the speech except that the chairperson or the speaking shareholder agrees. The chairman may stop any shareholder who violates this rule. Article 14 may be applicable if a shareholder continues to violate the rules.

Article 10: Only one representative can represent the juristic person in the shareholders' meeting. If two representatives attend the meeting, only one of them can speak for the same proposal.

Article 11: After a present shareholder completes the floor, the chairman may reply in person or through an appointee. During the discussion of proposals, the chairperson may stop the discussion and decide to vote.

Article 12: A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When this Corporation holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be established in accordance with the laws and shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposal. A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this company before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.

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.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Except for the trust business or the stock agency approved the the authority of securities, one person representing more than two shareholders cannot represent more than 3% of the total shares in voting. Any share above that will not be counted.

Article 13: Upon voting for an issue, the chairman shall appoint the monitor(s) and calculator(s). The monitors shall only be appointed from the shareholders.

Voting for a resolution or vote counting shall be conducted in public at the place of the shareholders meeting, and voting results shall be reported on-site immediately and recorded in writing including the number of votes.

If the election of directors is conducted at a shareholders' meeting, such an election shall be performed in accordance with the Rules and Regulations of the Shareholders' Meeting, and the results including the list of elected directors and the number of votes casted must be announced at the meeting.

Article 14: The chairman may command the disciplinary personnel (or security guards) to help safeguard the order of the meeting site. The disciplinary personnel (or security guards) shall, while helping safeguard the order at site, wear the arm-bands bearing the wording "Disciplinary Personnel". When a shareholder violates the rules of procedure, obstruct the proceedings and refuse to heed calls to stop, the chair may direct disciplinary personnel (or security guards) to escort the shareholder from the meeting.

Article 15: When a meeting is in progress, the chair may announce a break or call the meeting on another time, if a force majeure event occurs.

Article 16: (Public disclosure)

On the day of a shareholders meeting, this Corporation 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.

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

Article 17: (Maintaining order at the meeting place)

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18 : (Recess and resumption of a shareholders meeting)

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue. A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19 : These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.