

CASwell, Inc.

Rules of Procedure for Shareholders' Meetings

Amended by the Shareholders' Meeting on April 9, 2013

- Article 1. Unless otherwise required by laws, the shareholders' meeting of the Company shall be convened in accordance with the Rules of Procedure for the shareholders' meetings.
- Article 2. The shareholders as set forth in the Rules mean the shareholders and the proxies entrusted by them to attend the shareholders' meetings on behalf of them.
- Article 3. The shareholders attending the shareholders' meetings are required to wear an attendance cards and to submit such cards in lieu of sign-in. The number of shares represented by the shareholders attending the shareholders' meetings shall be calculated in accordance with the number of attendance cards submitted by the shareholders.
- Article 4. The chairman shall call the meeting to order at the time scheduled for the meeting. In the event that only shareholders representing less than half of the total issued shares attend a shareholders' meeting, the chairman may announce adjournment, but a meeting shall not be adjourned for more than twice, and the cumulative time of adjournment shall not be longer than one hour. If two adjournments are still insufficient for shareholders representing more than 1/3 of the total issued shares to attend the meeting and constitute a quorum, a tentative resolution shall be passed in accordance with Article 175 of the Company Law. In the event that the total number of shares represented by the shareholders present in a shareholders' meeting constitutes a majority of the total issued shares before the end of the meeting, the chairman shall bring a tentative resolution so adopted into the shareholders' meeting a new to be duly resolved according to Article 174 of the Company Law.
- Article 5. In the event that the shareholders' meeting is convened by the Board of Directors and the agenda shall be worked out by the Board of Directors, the shareholders' meeting shall duly be convened based on the predetermined agenda, which shall not be changed unless duly approved by a resolution of the shareholders' meeting. The preceding paragraph shall apply mutatis mutandis to meetings convened by any person, other than the Board of Directors, with the authority to convene such meeting. The chairman shall not announce adjournment of the meeting until the agenda in the two preceding paragraphs is completed

(including occasional (extemporaneous) motions) unless duly resolved in the meeting. Once a meeting is adjourned by a resolution, the shareholders shall not additionally elect a chairman to proceed with the meeting in the place where the meeting would have been convened or another place. However, in the event that the chairman announces adjournment of the meeting against the rules of procedure for the shareholders' meetings, one of the shareholders shall be elected as chairman with the consent of the shareholders present representing a majority of voting rights to reconvene the meeting.

Article 6. During the process of the meeting, the chairman may announce a recess at an appropriate time at discretion. When the matters discussed at a meeting cannot be addressed, a resolution shall be passed by the shareholders to adjourn or reconvene the meeting within five days without giving a notice or making a public announcement.

Article 7. Before the shareholders present speak, they shall first fill in notes for speaking, where the subjects of their speaking, shareholder accounts and account name shall be indicated. The chairman shall determine the order of precedence for the shareholders to speak at the meeting. The shareholders who have submitted the notes for speaking but have not spoken at the meeting shall be deemed to have not spoken. In the event of any inconsistency between the content of any shareholder's speech and that recorded on the note, the former shall prevail. While a shareholder is speaking, no other shareholder shall interrupt the speaking shareholder unless permitted by the chairman and such speaking shareholder, and the chairman shall stop any such interruptions.

Article 8. For each proposal, each shareholder shall not speak for more than twice and five minutes each time unless agreed upon by the chairman. If any shareholder present speaks against provisions of the preceding paragraph, beyond the subject discussed, or against the order of precedence for speaking, the chairman may stop or suspend the shareholder's speech. Other shareholders may also request the chairman to do so.

Article 9. Where the chairman believes that a proposal has been discussed in the meeting up to the level for voting, the chairman may announce discontinuance of the discussion process and bring that proposal to a vote.

Article 10. Except as otherwise provided under the Company Law and/or the Company's Articles of Incorporation, a resolution shall be adopted with

the approval of a majority of the votes of the shareholders present.

If, in the course of voting, no objection is made after the chairman's inquiry, the proposal shall be deemed to have been adopted with the same effect as if it has been adopted through voting.

The shareholders may attend a shareholders' meeting by proxy. Except for trusts or service agents approved by competent securities authorities, any person simultaneously entrusted by two and more shareholders shall not represent more than 3% of the voting rights in total issued shares, otherwise, the votes casted shall be disregarded.

Article 11. The number of shareholders present in a shareholders' meeting and their voting shall be duly calculated based on the shares they hold, and a shareholder shall have the right to cast one vote for each share held.

Article 12. The shareholders' meeting shall be held in the city or county where the Company is located or at any other place that is convenient for the shareholders to attend and appropriate to convene such meeting, and shall commence at a time no earlier than 9:00 a.m. and no later than 3:00 p.m.

Article 13. If a shareholders' meeting is convened by the Board of Directors of the Company (the "Board" or "Board of Directors"), the chairman shall preside at such meeting. If the chairman is on leave or unable to exercise his powers and duties for any reason, the Vice chairman shall preside at such meeting. The chairman shall designate a managing director to preside as the chairman if the Vice chairman is on leave or unable to exercise his powers and duties for any reason. If no managing director of the Company is appointed, the chairman shall designate a director to preside as the chairman. If the chairman fails to designate a chairman for the meeting, the managing director or the directors shall nominate one from among themselves to preside at the meeting. If a shareholders' meeting is convened by anyone other than the Board of Directors, the convener shall act as the chairman. Where there are more than two conveners, one of such conveners shall be elected from among themselves the chair the shareholder's meeting.

Article 14. The Company shall appoint attorney (s)-at-law, certified public accountant (s) or relevant personnel to attend a shareholders' meeting. Staff at an shareholders' meeting shall wear ID badges or arm badges.

Article 15. The Company shall record the whole meeting process and keep the records for at least one year.

Article 16. In the event that a proposal has amendments or substitutes, the order of voting shall be determined by the chairman. When one among such

amendments or substitutes is approved, the remained ones shall be deemed to have been vetoed and no further voting shall be required.

- Article 17. In the event that a juristic (corporate) person is entrusted to attend a shareholders' meeting, that juristic (corporate) person may appoint only one representative to attend the meeting. If a shareholder who is a juristic person appoints two or more representatives to attend a shareholders' meeting, only one representative may speak on any given proposal.
- Article 18. After a shareholder speaks, the chairman shall answer either by himself or herself or through a designee.
- Article 19. Staff such as supervisor and vote counter shall be appointed by the chairman. The supervisor shall be a shareholder. The voting results shall be announced at the meeting and recorded in writing.
- Article 20. The chairman may direct staff or inspectors or security personnel to assist in maintaining the order of each shareholder's meeting. In maintaining the order of the meeting, such personnel shall wear identification certificates useful for identification. If any shareholder present willfully disrupts the order of the meeting in words or by acts, which constitute personal attack, and fails to control himself or herself when stopped by the chairman, the chairman shall ask the staff mentioned in the preceding clause to ask such shareholder to leave the meeting, in order to maintain the order of the meeting, ensure smooth completion of the meeting, and safeguard a majority of shareholders' equity.
- Article 21. In the event of a major disaster such as an air raid alarm, an earthquake or a fire, the meeting shall be announced as ended or suspended. The personnel shall be evacuated from the premises. One hour after the situation has been resolved, the chairman shall announce the new meeting time.
- Article 22. Matters not specified in the Rules shall be governed by the Company Law, the Company's Articles of Incorporation.
- Article 23. These rules and any amendments hereof shall be put into enforcement after being resolved at the shareholder meeting.