

Chicony Power Technology Co., Ltd.

Regulations for Election of Directors

- Article 1. The election of directors of the Company shall be duly handled in accordance with the Regulations unless otherwise prescribed in Company Act or Articles of Incorporation.
- Article 2. The directors of the Company shall be elected in accumulated voting system. Each share is entitled to the election powers to elect the same number of directors. The votes may be concentrated to elect one candidate or be allocated separately to elect several candidates.
Among the total number of director seats, there must be a majority free of relationships such as spouses or relatives within the second degree of kinship.
The directors of the Company shall be duly elected via the candidate nomination system as set forth under Articles 192-1 of the Company Act.
- Article 3. The qualifications and election of independent directors of the Company shall be handled in accordance with “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies,” “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies” and related laws and regulations.
- Article 4. When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one-third of the total number prescribed in the Company’s Articles of Incorporation, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
When the number of independent directors falls below that required under laws and regulations, a by-election shall be held at the next shareholders meeting of the Company to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
- Article 5. The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- Article 6. Before the election begins, the chairperson shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel, however, persons to perform vote monitoring shall with shareholder status.
- Article 7. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
- Article 8. If a candidate is a shareholder, a voter must enter the candidate’s account name and shareholder account number in the “candidate” column of the ballot. For a non-shareholder, the voter shall enter the candidate’s full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate’s account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.
- Article 9. A ballot is invalid under any of the following circumstances:
(1) The board of directors did not prepare the ballot.
(2) A blank ballot is placed in the ballot box.
(3) The writing is unclear and indecipherable or has been altered.
(4) The candidate whose name is entered in the ballot is a shareholder, but the candidate’s account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate’s name and identity card number do not match.
(5) Other words or marks are entered in addition to the candidate’s account name or shareholder account number (or identity card number) and the number of voting rights allotted.
(6) Unfilled the candidate’s account name or shareholder account number (or identity card number).
(7) Fill in 2 or more candidates in the same election ticket.
- Article 10. The number of directors will be as specified in the Company’s Articles of Incorporation, with voting rights separately calculated for independent and non-independent directors positions. Those receiving ballots representing the higher numbers of voting rights will be elected sequentially according to their respective numbers of votes. When 2 or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairperson drawing lots on behalf of any person not in attendance.
- Article 11. The ballots shall be opened and counted on-the-spot upon completion of the balloting and the results shall be announced by the chairperson on-the-spot, including the list of the successfully elected directors and the voting rights owned by them in the election process.
The ballots for the election process mentioned in the preceding paragraph shall be tightly sealed up, signed by the monitor and shall be archived for a minimum of 1 year. In the event that a shareholder lodges litigation in accordance with Article 189 of the Company Act, nevertheless, the ballots shall be archived until after the litigation is concluded.
- Article 12. The matters not specified in the Regulations shall be duly handled in accordance with the Company Act, Articles of Incorporation of the Company and related laws and regulations.
- Article 13. The Regulations of Procedure for Shareholders Meetings shall come into enforcement after being duly resolved in the shareholders’ meeting. This same provision is applicable mutatis mutandis to an event of an amendment.