

Topoint Technology Co., Ltd
Regulations for the Election of Directors

- Article 1 To establish fair, equitable and transparent election procedures for directors and supervisors, these *Procedures for the Election of Directors and Supervisors* are formulated in accordance with Article 21 and Article 41 of the *Corporate Governance Best-Practice Principles for TSE/GTSM Listed Companies*.
- Article 1.1 The qualifications of the Company's independent directors shall comply with the provisions under Articles 2, 3 and 4 of *Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies*, and shall execute in accordance with the provisions under Article 24 of the *Corporate Governance Best-Practice Principles for TSE/GTSM Listed Companies*.
- Article 1.2 The election of the Company's directors shall be carried out in accordance with the procedures of the candidate nomination system under Article 192 of the Company Law.
- Election of independent and non-independent directors shall be carried out together. However, the number of elected candidates of which shall be calculated separately.
- Article 2 The election of directors shall adopt a disclosed cumulative voting method. The names of the voter s may be substituted by attendance codes printed on the ballots. Save for otherwise provided in Law, each share represents a weighted number of voting rights equivalent to the number of directors to be elected; such voting rights may be exercised to collectively elect a single candidate or may be distributed among several candidates.
- Article 3 Candidates who win the most votes as represented by the ballots based on the quota set forth in the Company's Articles of Incorporation shall be elected the directors respectively. Where two or more candidates win the same number of votes and the total number of such candidates exceeds the specified quota, the candidate with the same weighted number of voting rights shall be selected by drawing lots. The presiding chairman shall draw lots on behalf of an absentee, if any.
- Article 4 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
- Article 5 Ballots shall be printed and issued by the Company, and shall indicate the voter's attendance card number and the number of voting rights.
- Article 6 Where the candidate is a shareholder, the voter shall indicate the candidate's account name and shareholder account number under the "Candidate" column; otherwise, the name and identity card number of the candidate shall be filled in instead. Except where the candidate is the government or a corporation, the account name on the ballot shall be the government or the corporation's name, or

the government or the corporation's name as well as the name of its representative. Where there are several representatives, the names of such representatives shall be separately indicated.

- Article 7 A ballot is null and void upon the occurrence of any the following instances:
- (1) The ballot was not prepared in accordance with these *Procedures*.
 - (2) The ballot was blank when placed into the ballot box.
 - (3) Handwriting on the ballot is illegible and indistinguishable.
 - (4) Name of candidate does not tally with that in the shareholders' register.
 - (5) The ballot bears text besides the candidate's name and shareholder account number.
 - (6) The candidate's name is found to be same as another shareholder's but is not accompanied by a shareholder account number for identification.
 - (7) Two or more candidates are indicated on the same ballot.
 - (8) The candidate's name is not nominated for the Article 1.2 of the proceedings.
- Article 8 Upon completion of election, the chairman shall announce the voting results at the meeting.
- Article 9 A Notification of Successful Candidacy shall be issued to each of the elected directors by the Company.
- Article 10 Any matter not provided herein shall be governed by the *Company Law* and the relevant laws and regulations.
- Article 11 **These Procedures, and any amendments hereto, shall implemented after approval by a shareholders meeting.**