

Zhen Ding Technology Holding Limited Rules for Election of Directors

Date of revision: May 30, 2024

- Article 1: The election of the Company's directors shall be handled according to the Rules. Matters not provided herein shall be subject to the provisions of the Company Act of the location of the Company's listing and other applicable laws and regulations.
- Article 2: Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.
- Article 3: The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
- Article 4: 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 director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two 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 chair drawing lots on behalf of any person not in attendance.
- Article 5: The person with convening power shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors 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 chair shall appoint a number of persons with shareholder status to handle scrutinizing and counting matters.
- Article 7: A ballot is invalid under any of the following circumstances:
1. The ballot was not prepared by a person with the right to convene.
 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 does not conform to the director candidate list.

5. Other words or marks are entered in addition to the number of voting rights allotted.

Article 8: The person with convening power shall set up the ballot box for the Company's election of directors. The box shall be inspected openly by the monitoring personnel before voting and it shall be opened by the monitoring and counting personnel after voting.

Article 9: The counting of votes is monitored by the monitoring personnel, and the votes are counted on the spot. The result of the vote is announced by the chairperson on the spot, including the list of directors elected and their voting rights. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 10: The Company shall send election notices to the elected directors.

Article 11: When the number of directors falls below five due to the dismissal of a director for any reason, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are resign or dismissal 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 12: If the company's independent directors resign or are dismissed for any reason and the number of independent directors is less than three, a by-election shall be held at its next shareholders meeting. If all independent directors resign or are dismissed, a special shareholders meeting shall be called within 60 days from the date of resignation or dismissal of the last independent director to hold a by-election to fill the vacancies.

Article 13: The election and qualifications of the Company's independent directors shall comply with the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" in the location of the Company's listing and Article 24 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies".

Article 14: The Rules shall take effect after the approval of the Board of Directors and the Shareholders Meeting. The same applies to all revisions.