

Zhen Ding Technology Holding Limited
Rules Governing the Election of Directors

- 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: The Company's director elections shall proceed during shareholders' meetings.
- Article 3: The election of the Company's directors shall adopt the named ballot voting method. The names of the nominees may be represented by their attendance number or shareholder number on the ballot.
- Article 4: For the election of the directors of 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 5: Based on the number of seats predefined in the Articles of Association, candidates with the highest votes shall be assigned to fill the director positions. 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 Chairperson drawing lots on behalf of any person not in attendance.
- Article 6: When the Board of Directors prepares the ballots, the number of voting rights should be added to the ballots, and the shareholder's number should be added when necessary.
- Article 7: When the election begins, the chairperson shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel.
- Article 8: The voter must indicate in the "candidate" column of the ballot the candidate's name and shareholder account number. If the candidate is not a shareholder, their national ID number should be included. When the government or an institutional shareholder is a candidate, the candidate column of the ballot shall include the name of the institutional shareholder in accordance with the provisions of Paragraph 1, Article 27 of the Company Act, and the names of the institutional shareholder and its representative shall be included in accordance with the provisions of Paragraph 2 of the Act.
- Article 9: Ballots are considered void in any of the following circumstances:
- I. It is not a ballot specified under the Rules.
 - II. The ballot has been cast into the ballot box as a blank ballot.
 - III. The writing is unclear and indecipherable.

- IV. The written name of the candidate is indecipherable.
- V. There is additional information than the name and account number of the candidate.
- VI. The candidate's name written in the ballot is the same as other shareholders, but the shareholder number has not been provided for identification.
- VII. The ballot has not been filled out according to the rules in the ballot remarks.

Article 10: The Board of Directors shall set up the ballot box for the 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 11: 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. However, in situations where a shareholder makes a litigious claim against the Company according to the laws of the R.O.C., the records shall be kept until the litigation is concluded.

Article 12: The Company shall send election notices to the elected directors.

Article 13: When the vacancies of directors reach one-third of the board, the Board of Directors shall convene an extraordinary shareholders' meeting within 30 days to elect new directors, and the terms of office for new directors shall be limited to the time limit for the original appointment. After the Company's public offering of shares, the Board of Directors shall convene an extraordinary shareholders meeting within 60 days for a by-election.

Article 14: Where the number of independent directors falls below the minimum specified in the proviso under Paragraph 1, Article 14-2 of the Securities and Exchange Act, a by-election shall be held by the company at the next shareholders' meeting. In the event that all independent directors have been discharged, the Company shall convene an extraordinary shareholders' meeting to hold a by-election within 60 days from the date on which the vacancies arose.

Article 15: In the event the elected Directors do not meet the requirements provided in Article 26-3 of the Securities and Exchange Act, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected.

Article 16: The number of directors will be as specified in the Company's Articles of Association, 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 as independent directors or non-independent directors.

Article 16-1: The appointment 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 17: For the Company's director and independent director candidate nomination system, regarding review of director and independent director candidate qualifications, education, experience, whether disqualifying circumstances in the laws and regulations of the R.O.C. exist, documentary proof of other qualifications cannot be additionally listed without completing the appropriate procedures. Review results shall be presented to the shareholders as a basis for the consideration and election of suitable directors. Shareholders holding more than 1% of the total issued shares and the Board of Directors may submit a list of candidates for independent directors. The list shall be submitted to the shareholders' meeting after the Board of Directors reviews and approves the qualifications of the independent directors. The shareholders' meeting shall elect the independent directors on the list. The methods of nominating independent director candidates, announcements and other related matters shall be handled in accordance with the relevant laws and regulations of the R.O.C.

Article 18: The Rules shall take effect after the approval of the Board of Directors and the Shareholders' Meeting. The same applies to all revisions.