



Rules for the Election of Directors

Note: The original version of this regulation is published in Chinese. In case of discrepancy between the Chinese and English versions the Chinese version shall prevail.

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Article 1 The election of Directors of the Corporation shall be conducted in accordance with these Rules.

Article 2 The Directors of the Corporation shall be elected by recorded cumulative voting. The recording of the name of the voter shall be replaced with the voter's shareholder account number or meeting attendance card number appearing on the ballot.

The number of votes exercisable in each share is equal to the number of Directors to be elected, with the total number of votes exercisable equally spread over the number of ballots equal to the number of Directors to be elected. A voter may cast all the voter's ballots for a single candidate or split them among multiple candidates. The candidates who receive ballots representing a prevailing number of votes shall be elected as Directors.

Article 3 The number of Directors for the election is determined by the Board of Director in accordance with the rule of Corporation's Articles of Incorporation, the candidates who receive ballots representing a prevailing number of votes shall be elected. If two or more candidates receive ballots representing an equal number of votes and the election of all of them would exceed the fixed number of Directors, the candidates to be elected shall be determined by drawing of lots, and the lots of the candidates who are not present at the draw shall be drawn by the chair on their behalf.

To cast votes to elect Directors of the Corporation, a shareholder may opt to vote either by electronic means or on site.

A shareholder opting to cast votes by electronic means under the preceding paragraph shall vote on an electronic voting platform designated by the Corporation.

The qualifications of the Directors elected under paragraph 1 shall meet the requirements prescribed by the competent authority.

Article 4 The procedure for the candidate nomination system under Article 192-1 of the Company Act shall be adopted for the election of the Directors of the Corporation. Shareholders shall elect the Directors from the roster of nominated candidates.

Independent Directors and non-independent Directors of the Corporation shall be elected in accordance with these Rules and in the same election, with the numbers of Directors to be elected calculated separately for each group, and the candidates receiving a prevailing number of ballots in each group shall be elected.

For the election purposes under the preceding paragraph, the number of votes shall be calculated by adding the number of votes cast on site at a shareholders' meeting plus

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the number of votes cast by electronic voting.

Before the shareholders' meeting, with respect to the results of the electronic voting under the preceding paragraph, procedures shall have been conducted by an institution meeting the requirement of Article 44-6 of the Regulations Governing the Administration of Shareholder Services of Public Companies to ascertain the identities and numbers of voting rights of the shareholders and to verify the final statistical tallying.

Article 5 At the start of an election, the chair shall announce the voting time and appoint multiple ballot inspectors and ballot counters to discharge all relevant duties, and only shareholders may be appointed as ballot inspectors.

Article 6 A ballot to be cast on site at a shareholders' meeting ("on-site ballot") shall be numbered according to the meeting attendance card number and the corresponding number of votes shall be noted on the ballot. Such ballots shall be prepared and issued by the Board of Directors in printed form; only these printed ballots are valid and the voter may not make any addition, deletion, or alteration to the format of the ballot or to the content that is allowed to be filled in.

Article 7 Only one candidate's name may be filled in on each ballot. To vote for a candidate who is a shareholder, a voter shall clearly fill in the candidate's account name and shareholder account number in the "Candidate" space on the ballot; for a candidate who is not a shareholder, the voter shall clearly fill in the candidate's name and national ID number or passport number. However, if a candidate is a government agency or juristic person shareholder, the name of the government agency or juristic person shareholder, or the name of the government agency or juristic person shareholder together with the name of its representative, shall be clearly filled in in the "Candidate" space on the ballot. When there are multiple representatives, the names of each respective representative shall be filled.

Article 8 An on-site ballot shall be invalid if determined by all ballot inspectors to fall in any of the following circumstances:

- (1) The ballot cast is not a ballot as prescribed in these Rules.
- (2) The ballot inserted into the ballot box is a blank ballot.
- (3) The handwriting on the ballot is unclear, indecipherable, or has been altered.
- (4) Any text or mark is written on the ballot other than the candidate's account name (or personal name), or shareholder account number, national ID number, passport number and the allocated number of votes.
- (5) The ballot is not filled in in accordance with Article 6 or 7.

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- (6) If the selected candidate is a shareholder, the candidate's account name or shareholder account number filled in on the ballot does not conform to the corresponding entry of the register of shareholders.
- (7) If the selected candidate is not a shareholder, the candidate's name and national ID number or passport number filled in on the ballot is verified as incorrect.
- (8) The names of two or more candidates are filled in on the same ballot.
- (9) The number of selected candidates exceeds the allowed number.
- (10) The candidate's name filled in on the ballot does not conform to the roster of nominated candidate.
- (11) There are over two candidates' name are same, neither shareholder account number, national ID number, passport number or other identity document is filled in on the ballot.
- (12) The ballot is not inserted into the ballot box designated by the chair.

When in doubt a ballot counter shall first request a ballot inspector to verify whether an on-site ballot is invalid. Ballots determined to be invalid shall be placed in a separate place. After all the ballots have been counted, the number of invalid ballots shall be tallied by the ballot counters and delivered to the ballot inspectors, who shall mark them as invalid and affix them with their signature or personal seal.

Article 9 With respect to the results of the voting, the ballot inspectors shall verify the sums of the valid ballots and invalid ballots, and then make separate entries in the voting log of the number of valid ballots and the corresponding number of votes and the number of invalid ballots.

Article 10 The result of the voting shall be announced by the chair on site by indicating the list of candidates elected as Directors and the numbers of votes with which they were elected.

Article 11 The Corporation shall issue a certificate of election to each elected Director.

Article 12 All matters not covered by these Rules shall be subject to the direction of the chair, unless otherwise expressly provided by the Company Act, the Securities and Exchange Act, any other applicable laws or regulations, and the Corporation's Articles of Incorporation, Rules of Procedure for Shareholders' Meetings, and Principles of Corporate Governance.

Article 13 These Rules, and any amendment hereto, shall take force after approval at a shareholders' meeting.