

## **Voltronic Power Technology Corp.**

### **Procedures for the Election of Directors**

- Article 1 To ensure that the Company's established election procedures for directors are just, fair, and open, these provisions are formulated pursuant to the Company Act, the Securities and Exchange Act, and relevant ordinances.
- Article 2 The election of the Company's directors (including independent directors) follows a candidate nomination system, where shareholders elect the directors from a list of candidate nominees in a shareholders' meeting; additionally, unless otherwise provided for by relevant laws or Articles of Incorporation, the election proceedings shall adhere to these procedures.
- Article 3 The elections for independent directors and non-independent directors shall be held at the same time. The cumulative voting method is adopted for the election of directors. Each share has equal voting rights, based on the number of directors to be elected, where all votes may be cast for a single candidate or split among multiple candidates.
- Article 4 The Company's directors shall be elected in a shareholders' meeting from a list of competent candidates. In accordance with the Articles of Incorporation and the number of seats proposed by the Board of Directors, the voting rights of independent directors and non-independent directors are calculated separately. Those receiving ballots representing the highest number of voting rights will be elected sequentially according to their respective number of votes. If two or more people have the same number of rights, thus exceeding the specified quota of directors, a winner shall be selected by drawing lots. The Chairman shall draw lots on behalf of any absentee.
- Article 5 The election process of the Company's directors shall take into consideration the overall composition of the Board of Directors. Members of the Board of Directors should have the knowledge, skills, and qualities necessary to perform their duties, such as: operational judgment capabilities, accounting and financial analysis capabilities, business management capabilities, crisis management capabilities, industry knowledge, international market trend outlook capabilities, leadership capabilities, and decision-making capabilities.
- Unless otherwise permitted by competent authorities, more than half of the total seats of directors of the Company must not have a spousal relationship nor a relationship within the second degree of kinship with any other director.
- Article 6 Unless otherwise permitted by competent authorities, at least one supervisor seat

of the Company must be held by a person not having a spousal relationship nor a relationship within the second degree of kinship with any other supervisor or with director.

After the establishment of the audit committee, the committee replaces the supervisors' authority. At least one of the committee members must have a domestic domicile so as to be able to exercise immediate supervisory functions.

**Article 7** The qualifications of the independent directors of the Company shall comply with the provisions of Article 14-2 of the "Securities and Exchange Act", and the provisions of Articles 2, 3, and 4 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies".

The election procedures for the independent directors of the Company shall comply with the provisions of Article 192-1 of the Company Act, and the provisions of Articles 5, 6, 7, 8, and 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies".

**Article 8** The Board of Directors shall prepare election 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 9** At the beginning of the election process, the Chairman appoints a few individuals as scrutineers and counters. The scrutineers shall have a shareholder status and perform all relevant duties. The ballot box shall be prepared by the Board of Directors, and open for inspection by the scrutineers, before casting of the ballots.

**Article 10** 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 identification document number. However, when the candidate is a government or legal entity shareholder, the name of the government or legal entity shareholder shall be entered in the candidate's account name on the ballot; or, the name of the government or legal entity shareholder and the name of its representative may be entered. When there are multiple representatives, the name of each representative should be added separately.

**Article 11** If any one of the following discrepancies occur, the ballot is invalid:

1. The ballot was not prepared by the Board of Directors;

2. The ballot placed in the ballot box is blank;
3. The writing is unclear and indecipherable or has been altered;
4. The candidate's name entered on the ballot is a shareholder, but the candidate's account name and shareholder account number are inconsistent with those in the shareholder registry; the candidate's name entered on the ballot is not a shareholder, and an inconsistency is found while verifying the name and identification document number.
5. In addition to entering the candidate's account name (name) or shareholder account number (identification document number) and the number of voting rights allotted, other data is entered.
6. The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identification document number is provided to properly identify such an individual.
7. The sum of the voting rights cast by the voter exceeds the sum of the voting rights held by the voter.
8. Two or more candidates are entered on the same ballot.
9. The ballot is not placed in the ballot box.

**Article 12** The ballots shall be counted immediately after the poll. The results, including the list of elected directors and the total number of voting rights, shall be announced immediately in the meeting by the Chairman, or by the master of ceremonies, as instructed by the Chairman.

The election ballots, as described in the preceding paragraph, shall be sealed and signed by the scrutineers for safekeeping and shall be kept for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Act, the ballots shall be held until the conclusion of the lawsuit.

**Article 13** 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 directors falls short of that as required in the provisions of Article 14-2 Paragraph 1 of the Securities and Exchange Act, or Articles of Incorporation, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. If all the independent directors are dismissed, 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 14 These Procedures shall be implemented after approval by a shareholders meeting; the same process applies for procedure amendments.