

GUIDELINES GOVERNING ELECTION OF DIRECTORS

Article 1 To establish a well-functioning election system for the Directors of the Company, these Guidelines are established in accordance with the Applicable Listing Rules for compliance.

Unless otherwise defined in these Guidelines, any capital letters as used in these Guidelines shall have the same meanings as defined in the Articles of Association of the Company (as amended or substituted from time to time; hereinafter "**Articles**").

Article 2 ACBT has the absolute right to appoint any employee in its subsidiaries.

In electing the directors of the company, the overall composition of Board of Directors shall be taken into consideration. Members of the board of directors shall possess the knowledge, skills and qualifications generally required for performing their duties. Overall, the qualifications include the following:

1. Capability to make operational judgments.
2. Accounting and financial analytical ability.
3. Operations management ability.
4. Crisis handling ability.
5. Industry knowledge.
6. International market perspective.
7. Leadership ability.
8. Decision-making ability.

At least 50% of the directors shall not be spouses or have any familial relationship within the second degree of kinship.

Article 3 The qualifications for independent directors of the company shall be consistent with Articles 2, 3 and 4 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies".

The election of the company's independent directors shall be consistent with Articles 5, 6, 7, 8 and 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies", and be in accordance with Article 24 of the "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies".

Article 4 If the number of directors is less than 5 due to any dismissal, the company shall fill the vacancy in the following shareholders' meeting. However, if the number of vacancies exceeds 1/3 of the seats provided by the Articles of Association of the Company, the company shall convene a special shareholders' meeting to fill the vacancy within 60 days from the occurrence of the fact.

If the number of independent directors is less than the requirement under the provision of Section 1, Article 14-2 of the Securities and Exchange Act, relevant rules under Listing Review Standards of the Taiwan Stock Exchange or section 8 under "Substantial

Determination Standard for Unsuitability for Over-the-Counter Listing under Section 1, Article 10 of the Review Standard for Securities Transaction in Securities Dealers Premises” of Gre-Tai Securities Transaction Center of the Republic of China, the vacancy shall be filed in the following shareholders’ meeting. If all independent directors are dismissed, a special shareholders’ meeting shall be convened to fill the vacancy within 60 days from the occurrence of the fact.

Article 5 Directors of the company shall be elected by means of the single open cumulative ballot method selection, registered and accumulated election method. Each share is entitled to the same number of voting rights as the number of directors to be elected. The votes may be cast one single candidate or be distributed among several candidates.

The company’s independent directors shall be elected under the procedure of candidate nomination system as provide under Article 192-1 of the Company Law.

Article 6 The Board of Directors shall prepare the number of voting ballots as the number of directors to be elected, with weighting indicated. The ballots shall be distributed to shareholders attending the shareholders’ meeting. The voters may identify themselves by the attendance number printed on the voting ballots.

Article 7 The voting rights for independent directors and non-independent directors shall be calculated separately based on the number of seats of directors of the company provided under the Articles of Association of the Company. The persons receiving the most number of votes shall be elected in order. If two or more persons receive the same number of votes and the number of seats available has been exceeded, a random draw shall be conducted between the persons receiving the same number of votes. If any candidate is absent, the chairman of Board of Directors will perform the random draw on its behalf.

Article 8 Prior to the start of the election, the chairman will designate certain number of shareholders to serve as vote supervisors and vote counters and perform relevant duties. The voting box shall be prepared by the Board of Directors and shall be open in public for inspection before voting starts.

Article 9 If the candidate is a shareholder, the voter shall complete the candidate’s registered name and shareholder registration number in the candidate’s column on the voting ballot. If the candidate is not a shareholder, the name of the candidate and the number of its identification document shall be completed. However, if the candidate is a government or institutional shareholder, such government or institution’s name shall be indicated in the column of candidate’s registered name on the voting ballot. Alternatively, the column may also be completed with such government or institutional name and the name of its representative. If there is more than one representative, the names of all representatives shall be indicated.

Article 10

Voting ballots with the following events shall be invalid:

1. Voting ballots that are not prepared by the board of directors.
2. Blank ballots inserted into the voting box.
3. Ballots that are illegible or that have been altered.
4. If the candidate is a shareholder, the registered name and shareholder registration number are inconsistent with the shareholder register. If the candidate is not a shareholder, the name and identification document number are found to be inconsistent.
5. Other words are included on the ballots other than the registered name (name) of the candidate or the shareholder registration number (number of identification document) and the allocated voting rights.
6. The name of the candidate is the same as another shareholder and the shareholder registration number or identification document number is not completed which allows for identification.

Article 11

Ballots shall be opened on site after voting is completed. The chairman will announce the list of elected directors on site based on the results of ballot

Article 12

The election notice for elected directors shall be issued by the Board of Directors of the company.

Article 13

This procedure shall be implemented after approved the shareholders' meeting. The same procedure shall be applicable to any amendment hereof.

