

PROCEDURES FOR ELECTION OF BOARD MEMBER AND AUDIT COMMITTEE

Policy: To ensure a just, fair, and open election of Board Members and Audit Committee, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for ACBT.

General: A company's board of directors help management develop business plans, policy objectives, and business strategy. Not all small businesses have or need a board of directors, but as the business grows and matures in the marketplace, a board can be a valuable tool to help management set the direction for growth and provide valuable insights from a different perspective and knowledge base. This Guideline assists ACBT in conducting fair and open elections for Boards of Directors. The Guideline should be read in conjunction with the ACBT's Constitution.

A) Procedures: Procedures for election of Board Member and Audit Committee.

- (a) The entire Board of Directors is responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of the share owners. The Corporate Responsibility and Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership.
- (b) ACBT is committed to maintaining its tradition of inclusion and diversity within the Board, and confirms that its policy of non-discrimination based on sex, race, religion or national origin applies in the selection of Directors.
- (c) The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:
 - (c.1) The ability to make judgments about operations.
 - (c.2) Accounting and financial analysis ability.
 - (c.3) Business management ability.

- (c.4) Crisis management ability.
- (c.5) Knowledge of the industry.
- (c.6) An international market perspective.
- (c.7) Leadership ability.
- (c.8) Decision-making ability

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

(d) Audit Committee of this Corporation shall meet the following qualifications:

- (d.1) Integrity and a practical attitude.
- (d.2) Impartial judgment.
- (d.3) Professional knowledge.
- (d.4) Broad experience.
- (d.5) Ability to read financial statements.

In addition to the requirements of the preceding paragraph, at least one among the Audit Committee of the Company must be an accounting or finance professional. Appointments of Audit Committee shall be made with reference to the provisions on independence contained in the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, in order to select appropriate Audit Committee member to help strengthen the Company's risk management and control of finance and operations. At least one member of Audit Committee position must be held by a person having neither a spousal relationship nor a relationship within the second degree of kinship with any other member of Audit Committee or with any director. A member of Audit Committee may not serve concurrently as the director, managerial officer, or any other employee of the Company, and should ideally be domiciled in the Republic of China to be able to promptly fulfill the functions of Audit Committee.

(e) Elections of both directors and Audit Committee 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.

- (e.1) When the number of directors falls below five due to the dismissal of a director for any reason, ACBT 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 this Company's articles of incorporation, ACBT shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

- (e.2) When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, or the related provisions of the Taiwan Stock Exchange Corporation rules governing the review of listings, or subparagraph 8 of the Standards for Determining Unsuitability for GTSM Listing under Article 10, Paragraph 1 of the GreTai Securities Market Rules Governing the Review of Securities for Trading on the GTSM, a by-election shall be held at the next shareholders meeting to fill the vacancy.
- (e.3) When the independent directors are 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.
- (e.4) When the number of supervisors falls below that prescribed in the Company's articles of incorporation due to the dismissal of a supervisor for any reason, a by-election to fill the vacancy should ideally be held at the next shareholders meeting. When the supervisors are 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.
- (f) The open-ballot, cumulative voting method will be used for election of the directors and supervisors at the Company. Each share will have voting rights in number equal to the directors or supervisors to be elected, and may be cast for a single candidate or split among multiple candidates.
- (g) The board of directors shall prepare separate ballots for directors and supervisors 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.
- (h) The number of directors and Audit Committee will be as specified in this Corporation'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.
- (i) Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.
- (j) 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 identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

- (k) A ballot is invalid under any of the following circumstances:
 - (k.1) The ballot was not prepared by the board of directors.
 - (k.2) A blank ballot is placed in the ballot box.
 - (k.3) The writing is unclear and indecipherable or has been altered.
 - (k.4) The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
 - (k.5) Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.
 - (k.6) The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.
 - (l) The voting rights shall be calculated on site immediately after the end of the poll, and the chair shall announce on the site the list of persons elected as directors or supervisors.
 - (m) The board of directors of the Company shall issue notifications to the persons elected as directors or supervisors.
- A) Implementation and Modification**
- (a) These Procedures and any amendments hereto, shall be implemented after approval by a shareholders meeting.

