

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
GUIDELINES GOVERNING ELECTION OF DIRECTORS
董事選舉規範

Article 1
第一條

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.

為建立本公司良好董事選舉制度，爰依上市法令訂定本規範，以資遵循。

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**").

除本規範另有定義外，本規範所使用任何英文字首大寫之詞彙，其意義應與本公司公司章程(包括其隨時修改或被取代之版本；下稱「**本章程**」)中之定義相同。

Article 2
第二條

The election of Directors of the Company shall be determined by taking overall configuration of the Board into consideration. The composition of the Board of Directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the Company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, industry experience.

All members of the Board shall have the knowledge, skills, and experience necessary to perform their duties. The board of Directors shall possess the following abilities:

1. Ability to make operational judgments.
2. Ability to perform accounting and financial analysis.
3. Ability to conduct management administration.
4. Ability to conduct crisis management.
5. Knowledge of the industry.
6. An international market perspective.
7. Ability to lead.
8. Ability to make policy decisions.

本公司董事之選任，應考量董事會之整體配置。董事會成員組成應考量多元化，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，宜包括但不限於以下二大面向之標準：

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
GUIDELINES GOVERNING ELECTION OF DIRECTORS
董事選舉規範

1. 基本條件與價值：性別、年齡、國籍及文化等。
2. 專業知識技能：專業背景（如法律、會計、產業、財務、行銷或科技）、專業技能及產業經驗等。

董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下：

1. 營運判斷能力。
2. 會計及財務分析能力。
3. 經營管理能力。
4. 危機處理能力。
5. 產業知識。
6. 國際市場觀。
7. 領導能力。
8. 決策能力。

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.

董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。

The Company's Board of Directors shall consider adjusting its composition based on the results of performance evaluation.

本公司董事會應依據績效評估之結果，考量調整董事會成員組成。

Article 3
第三條

In the election of Directors of the Company, except as otherwise specified in the Articles, the number of votes exercisable in respect of one Share shall be the same as the number of Directors to be elected, and the total number of votes per Share may be consolidated for election of one candidate or may be split for election of two or more candidates.

本公司董事之選舉，除本章程另有規定外，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分配選舉數人。

Article 4
第四條

The Board of Directors shall prepare the number of ballots equal to the number of Directors to be elected and shall fill in the number of votes to be distributed to the attending Members in a general meeting.

董事會應製備與應選出董事人數相同之選舉票，並加填其權數，分發出席股東會之股東。

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
GUIDELINES GOVERNING ELECTION OF DIRECTORS
董事選舉規範

- Article 5**
第五條 Prior to the commencement of an election, the chairman shall appoint several ballot examiners and ballot counters to perform related duties.
選舉開始前，應由主席指定監票員、計票員各若干人，執行各項有關職務。
- Article 6**
第六條 The Board of Directors shall set up a ballot box for the election of Directors to be inspected by the ballot examiners prior to the casting of ballots.
董事之選舉，由董事會設置投票箱，於投票前由監票員當眾開驗。
- Article 7**
第七條 Where a candidate is also a Member, the person casting the vote shall specify the account name and the Member number on the ballot in the column entitled “Candidate” . If the candidate is not a Member, the person casting the vote shall specify the name and identification number of the candidate in the said column. Provided, however, if the candidate is a Member and a government entity or a juristic person, the person casting the vote shall specify the name of the government entity or jurisdiction person and may in addition specify the name of the representative of the government entity or juristic person. Where there are multiple representatives, the name of each representative shall be indicated.
被選舉人如為股東身分者，選舉人須在選舉票「被選舉人」欄填明被選舉人戶名及股東戶號；如非股東身分者，應填明被選舉人姓名及身分證統一編號。惟政府或法人股東為被選舉人時，選舉票之被選舉人戶名欄應填列該政府或法人名稱，亦得填列該政府或法人名稱及其代表人姓名；代表人有數人時，應分別加填代表人姓名。
- Article 8**
第八條 If the Company selects candidate nomination mechanism pursuant to the Articles and the Applicable Listing Rules, Independent Directors and non-Independent Directors shall be elected in the same election, but the respective votes shall be separately calculated to determine the elected Independent Directors and non-Independent Directors.
如本公司依據本章程及上市法令採取候選人提名制度，董事之選票依獨立董事與非獨立董事一併選舉分別計票分別當選。
- If the Company selects candidate nomination mechanism pursuant to the Articles and the Applicable Listing Rules, the Company shall review in advance the qualifications, education, working experience, background, and the existence of

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
GUIDELINES GOVERNING ELECTION OF DIRECTORS
董事選舉規範

any other matters set forth in Article 30 of the Company Act of Taiwan, and the Company shall not arbitrarily add requirements for documentation of other qualifications. The Company shall provide the results of the review to Shareholders for their reference, so that qualified directors will be elected.

如本公司依據本章程及上市法令採取候選人提名制度，本公司應事先審查董事、監察人候選人之資格條件、學經歷背景及有無公司法第三十條所列各款情事等事項，且不得任意增列其他資格條件之證明文件，並應將審查結果提供股東參考，俾選出適任之董事、監察人。

Article 9
第九條

The ballot shall be null and invalid upon occurrence of one of the following:
選舉票有下列情事之一者無效：

1. Ballots which are not in compliance with these Guidelines.
不用本規範規定之選票。
2. Blank ballots which are cast into the ballot box;
以空白之選舉票投入投票箱者。
3. Scribbled and unidentifiable writing or writing which has been altered;
字跡模糊無法辨認或經塗改者。
4. A candidate who is also a Member whose account name and Member number are inconsistent with the information recorded in the Register of Members; where a candidate who is not a Member, the name and identification number provided are inconsistent upon further verification.
所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；
所填被選舉人如非股東身分者，其姓名、身份證統一編號經核對不符者。
5. Writing other than the name of the candidate or Member number (identification number) and the number of votes entitled.
除填被選舉人之戶名(姓名)或股東戶號(身份證統一編號)及分配選舉權數外，夾寫其它文字者。
6. The account name (name) or Member number (identification number) of the candidate has not been specified.
未填被選舉人之戶名(姓名)或股東戶號(身份證統一編號)者。

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
GUIDELINES GOVERNING ELECTION OF DIRECTORS
董事選舉規範

7. Two or more candidates are included in a single ballot.
同一選舉票填列被選舉人二人或二人以上者。

Article 10
第十條

The Directors of the Company shall be persons of legal ability elected in the general meeting. If the Company selects candidate nomination mechanism pursuant to the Articles and the Applicable Listing Rules, based on the number of Directors required under the Articles, the candidates to whom the ballots cast represent a prevailing number of votes shall be elected based on the result of the election as Independent Directors or non-Independent Directors, respectively in descending order. If two or more candidates receive an equal number of votes, a draw shall take place between these candidates to determine who shall be elected. Where a candidate is not present, the chairman shall draw on behalf of the candidate.

本公司董事，由股東會就有行為能力之人選任之。如本公司依據本章程及上市法令採取候選人提名制度，根據本章程所定之名額，依選舉票統計結果，由所得選舉票代表選舉權數較多者，依次分別當選為獨立董事、非獨立董事。如有二人或二人以上所得權數相同而超過規定名額時，由得權數相同者抽籤決定，未到場者由主席代為抽籤。

A Director elected pursuant to the above shall be appointed a Director of the Company; where, upon further verification, it is confirmed that the information of an elected Director is non-conforming or that the election of an elected Director shall be null pursuant to the Applicable Listing Rules, the candidate receiving the second most votes to such Director in the same general meeting shall be elected to fill the vacancy.

依第一項同時當選為董事者，應自行決定充任董事，或當選之董事經查核確認其個人資料不符或依上市法令規定當選失其效力者，其缺額由原選次多數之被選舉人於當次股東會中宣佈遞充。

The Company shall not elect supervisors when it has established the Audit Committee.

本公司設置審計委員會時不另選舉監察人。

Article 11
第十一條

Ballots shall be counted upon completion of the voting procedures and the result of the ballot counting shall be announced by the chairman, including the list of

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
GUIDELINES GOVERNING ELECTION OF DIRECTORS
董事選舉規範

persons elected as Directors and the number of votes cast in favor of the Directors.

投票完畢後當場開票，開票結果應由主席當場宣佈，包含董事及監察人當選名單與其當選權數。

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the persons responsible for checking ballots and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to the Applicable Listing Rules, the ballots shall be retained until the conclusion of the litigation.

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依上市法令規定提起訴訟者，應保存至訴訟終結為止。

Article 12
第十二條

The election of candidate who is disqualified by the Applicable Listing Rules (i.e. Paragraph 3(4) of Article 26-3 of the Taiwan Securities and Exchange Act) shall be ineffective.

不符合上市法令(即台灣證券交易法第二十六條之三第三項第四項)規定者，當選失其效力。

Article 13
第十三條

The Board of Directors shall send each elected Director a notice of appointment. 當選之董事由本公司董事會分別發給當選通知書。

Article 14
第十四條

Establishment and amendment to these Guidelines shall be subject to approval of the Board of Directors, which shall be further approved by Ordinary Resolution at a general meeting.

本規範之訂定及修正應經本公司董事會同意，並經股東會之普通決議通過。

These Guidelines were enacted and approved by the Extraordinary General Meeting held on January 26th, 2011.

The first amendment was approved by the Annual General Meeting held on June 23rd, 2015.

本規範制定並經 2011 年 1 月 26 日臨時股東會通過。

第一次修訂，並經 2015 年 6 月 23 日股東常會通過。