

HIROCA HOLDINGS LTD.
廣華控股有限公司
GUIDELINES GOVERNING ELECTION OF DIRECTORS
董事選舉規範

210308 董事會 210701 股東會

- 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
- 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 3**
第三條
- 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。
- Article 4**
第四條
- 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 5**
第五條
- 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 6**
第六條
- The composition of the board of directors shall be taken into consideration in the election of directors, and reflecting the value of diversity which is appropriate for

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the company's business operations, operating dynamics, and development needs, including but not limited to the following two general standards:

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：

1. Basic requirements and values: gender, age, nationality, and culture.
基本條件與價值：性別、年齡、國籍及文化等。
2. Professional knowledge and skills: professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.
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。

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that shall be present in the board are as follows:
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. The ability to make judgments about operations.
營運判斷能力。
2. Accounting and financial analysis ability.
會計及財務分析能力。
3. Business management ability.
經營管理能力。
4. Crisis management ability.
危機處理能力。
5. Knowledge of the industry.
產業知識。
6. An international market perspective.
國際市場觀。
7. Leadership ability.
領導能力。

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8. Decision-making ability.

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 another 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 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 7
第七條

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.

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。

Article 8
第八條

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 prepared by a person or entity entitled to convene the shareholders meeting.

不用有召集權者製備之選票。

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 whose name is entered in the ballot is not consistent with the list of director candidates.

所填被選舉人與董事候選人名單經核對不符者。

5. Writing other than the number of votes entitled.

除填分配選舉權數外，夾寫其它文字者。

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6. 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 9
第九條

The Directors of the Company shall be persons of legal ability elected in the general meeting. Pursuant to 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。本公司董事選舉需根據本章程所定之名額，分別計算獨立董事及非獨立董事之選舉權數，由所得選舉票代表選舉權數較多者，分別依次當選。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。

Article 10
第十條

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

投票完畢後當場開票，開票結果由主席當場宣佈。

Article 11
第十一條

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。

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Article 12 The Board of Directors shall send each elected Director a notice of appointment.
第十二條 當選之董事由本公司董事會分別發給當選通知書。

Article Candidates for Directors shall be nominated by the Shareholders and/or the
12-1 Board of Directors in compliance with the Applicable Listing Rules, including
第十二條 without limitation the Regulations Governing Appointment of Independent
之一 Directors and the Compliance Matters for Public Companies Corporate
Governance Best Practice Principles for TWSE/GTSM Listed Companies and
Article 192-1 of the Taiwan Company Law.
董事候選人，應依上市法令，包括但不限於公開發行公司獨立董事設置及應
遵循事項辦法、上市上櫃公司治理實務守則及台灣公司法第一百九十二條之
一等規定，由股東或董事會提名之。

Article 13 Establishment and amendment to these Guidelines shall be subject to approval of
第十三條 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。