

安力國際股份有限公司
Anli International Co., Ltd

GUIDELINES GOVERNING ELECTION OF DIRECTORS
董事選舉規範

民國 108 年 06 月 05 日股東會通過

版次:04

- 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，爰依上市櫃法令訂定本規範，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, 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，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。

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Article 6
第六條

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。

Where any Shareholder is a corporate entity, its representative may be elected as Director or supervisor (if any). Where there are several representatives of any corporate Shareholder, such representatives may be elected as either Directors or supervisors (if any) but not as Director and supervisors (if any) concurrently. 法人為股東時，得由其代表人當選為董事或監察人(如有)。代表人有數人時，得分別當選，但不得同時當選或擔任董事及監察人(如有)。

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
7-1
第七條之
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For so long as the shares of the Company are registered in the Emerging Market or listed on the Taipei Exchange or the Taiwan Stock Exchange, the election of the Independent Director(s) shall be governed by Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for Taiwan Stock Exchange/Taipei Exchange Listed Companies.

於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，本公司獨立董事之選任，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第五條、第六條、第七條、第八條以及第九條之規定，並應依據「上市上櫃

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公司治理實務守則」第二十四條規定辦理。

Independent Directors shall possess professional knowledge and maintain independence within the scope of their directorial duties without having any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence of Independent Directors, method of nomination of Independent Directors, and other matters in relation to Independent Directors shall be subject to the Applicable Listing Rules.

獨立董事應具備專業知識，且於執行業務範圍內應保持獨立性，不得與本公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定應符合上市櫃法令之規定。

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 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、身分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(身分證統一編號)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(身分證統一編號)者。
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。
8. The number of the candidates written exceeds the stipulated quota.

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所填被選舉人人數超過規定之名額者。

9. With respect to the person casting the vote, the total number of votes cast exceeds the total number of votes entitled.

選舉人所投資選舉權數總和超過其所持有之選舉權數總和者。

Article 9
第九條

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。本公司董事依據本章程所定之名額，分別計算獨立董事或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。

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 10
第十條

Ballots shall be counted upon completion of the voting procedures and the result of the ballot counting, including the list of persons elected as directors and the total number of votes for the elected directors, shall be announced by the chairman immediately. The ballots shall be kept for at least one year after sealed and signed by the ballot examiners, provided that in the case that shareholders file lawsuits in accordance with the Applicable Listing Rules, the ballots shall be kept until the end of the lawsuits.

投票完畢後當場開票，開票結果應由主席當場宣佈董事當選名單與其當選權數。選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依上市櫃法令相關規定提起訴訟者，應保存至訴訟終結為止。

Article 11
第十一條

The election of candidate who is disqualified by the Applicable Listing Rules (including without limitation to Paragraphs 3 and 4 of Article 26-3 of the Taiwan Securities and Exchange Act) shall be ineffective.

不符合上市櫃法令(包括但不限於臺灣證券交易法第二十六條之三第三項及第四項)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 The election of the Directors shall be in accordance with the candidate
12-1 nomination mechanism set out in the Articles. The Company shall carefully
第十二條 review the qualifications, education, working experience, background, and the
之 1 existence of any other matters as provided in the Applicable Listing Rules
(including the restrictions stipulated in Article 30 of the Companies Law of Taiwan) with respect to nominee Directors and must following Article 192-1 of the Companies Law of Taiwan).
本公司董事之選舉，均應依本章程所規定之候選人提名制度程序為之。本公司應審查董事候選人之資格條件、學經歷背景及有無上市櫃法令所規定之內容（包括中華民國公司法第 30 條所列各款資格限制），並依公司法第 192 條之 1 規定辦理。

When the number of Directors falls below five (5) due to the disqualification or resignation of a Director or any Director ceases to be a Director of the Company for any reason, the Company shall hold an election to elect substitute director(s) at the next following general meeting. When the number of Directors falls short by one-third (1/3) of total number of Directors elected at the previous general meeting convened to elect Directors and notwithstanding the actual current number of Directors, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to hold an election of Directors.

董事因資格不符、辭職或因故解任，致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達公司股東會選出之全體董事人數的三分之一，且不論現在實際董事人數為何，應於事實發生之日起 60 日內，召開臨時股東會補選之。

When the number of Independent Directors falls below the required number of Independent Directors under these Articles or the Applicable Listing Rules due to the disqualification or resignation of an Independent Director or the Independent Director ceases to be a Director for any reason, the vacancy of such Independent Director shall be filled and elected at the next following general meeting. When all of the Independent Directors have been disqualified, resigned or cease to be Directors for any reason, an extraordinary general

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meeting shall be convened within sixty (60) days of the occurrence of that fact to elect Independent Directors.

獨立董事因資格不符、辭職或因故不再擔任董事，致其人數不足本章程或上市櫃法令規定的人數時，應於最近一次股東會補選之。所有獨立董事均資格不符、辭職或因故不再擔任董事時，應於事實發生之日起 60 日內召開臨時股東會補選之。

Article 13
第十三條

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。