



銘旺實業股份有限公司

HAKERS ENTERPRISE CO., LTD.

Rules for Election of Directors

Article 1

To ensure fair, just, and transparent selection of directors, these regulations are established in accordance with the provisions of Article 21 and Article 41 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies "

Article 2

The appointment of directors of this company shall be carried out in accordance with these regulations unless otherwise stipulated by laws or the company's articles.

Article 3

The selection of directors of this company shall consider the overall composition of the Board of Directors. The composition of board members should take into account diversity, and the board should formulate appropriate diversity policies considering its own operation, business type, and development needs, including but not limited to the following two major aspects:

1. Basic criteria and values: Gender, age, nationality, and culture, etc.
2. Professional knowledge and skills: Professional backgrounds (e.g., legal, accounting, industry, finance, marketing, or technology), professional skills, and industry experience, etc. Board members should generally possess the knowledge, skills, and qualities necessary to perform their duties, and their overall capabilities should include the following:

- 1) Operational judgment.
- 2) Accounting and financial analysis skills.
- 3) Management skills.
- 4) Crisis management skills.
- 5) Industry knowledge.
- 6) International market insight.
- 7) Leadership skills.
- 8) Decision-making skills.

There should be a majority of board seats without spousal or second-degree relative relationships between directors. The composition of the Board of Directors should be

adjusted based on the results of performance evaluation.

Article 4

The qualifications of independent directors of this company should comply with the provisions of Article 2, Article 3, and Article 4 of the "Regulations Governing the Appointment of Independent Directors of Public Issuing Companies." The appointment of independent directors of this company should also comply with the provisions of Article 5, Article 6, Article 7, Article 8, and Article 9 of the same regulations and be carried out in accordance with Article 24 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies "

Article 5

The election of directors of this company, in accordance with the number of seats specified in the company's articles, separately calculates the voting rights for independent directors and non-independent directors. The candidates with the highest voting rights are elected in order. If two or more candidates have the same number of votes exceeding the prescribed quota, the selection will be determined by drawing lots. In case of absence, the chairman will draw lots on their behalf.

The cumulative voting system is adopted, with each share having voting rights equal to the number of directors to be elected. Shareholders may vote for one candidate or distribute their votes for multiple candidates. The candidates with the highest voting rights are elected as directors.

Of the director positions mentioned in the previous paragraph, at least two must be independent directors, and their appointment follows the nomination system in accordance with Article 192-1 of the Company Act. The qualifications, shareholding restrictions, part-time restrictions, nomination and appointment procedures, and other matters related to the nomination of independent director candidates will be handled in accordance with relevant laws and regulations, including the Company Act and the Securities Exchange Act.

Article 6

In the event of a director's dismissal leading to less than five remaining directors, the company shall hold a supplementary election at the most recent shareholder meeting. However, if the vacancy reaches one-third of the seats specified in the articles, the company shall hold an extraordinary shareholder meeting within 60 days from the date of the occurrence to conduct a supplementary election. If the number of independent directors falls below the requirements of Article 14-2, Paragraph 1 of the Securities Exchange Act, a supplementary election will be conducted at the most recent

shareholder meeting. When all independent directors are dismissed, an extraordinary shareholder meeting shall be convened within 60 days from the date of the occurrence for a supplementary election.

Article 7

The board of directors shall prepare a number of ballots equal to the number of directors to be elected and fill in their respective voting rights. These ballots will be distributed to the shareholders attending the meeting, and the identity of the voters may be represented by the serial number printed on the ballots.

Article 8

Before the election begins, the chairman shall appoint several persons with shareholder status as scrutineers and vote counters to perform their respective duties. The ballot boxes shall be prepared by the board of directors and shall be publicly examined by the scrutineers before the voting begins.

Article 9

The following situations shall render an election ballot invalid:

1. Ballots not prepared by the person with the calling right.
2. Ballots with blank voting slips.
3. Ballots with unclear handwriting that cannot be deciphered or have been altered.
4. Ballots where the name of the candidate does not match the list of director candidates.
5. Ballots containing other text in addition to the allocation of voting rights.

Article 10

After the voting is completed, the votes shall be counted on the spot. The chairman shall announce the results immediately, including the list of elected directors and their voting rights. The ballots for the election shall be sealed and signed by the scrutineers and shall be properly kept, with a minimum retention period of one year. However, in the event of a lawsuit filed by shareholders under Article 189 of the Company Act, they shall be kept until the lawsuit is concluded.

Article 11

Elected directors shall receive a notice of election from the company's board of directors.

Article 12

These regulations shall take effect after approval by the shareholder meeting and shall also apply to amendments.

Article 13

Formulation and Amendment

These regulations were formulated on May 10, 2012.

First amendment on June 15, 2015.

Second amendment on June 23, 2020.

Third amendment on July 20, 2021.