

Namchow Holdings Co., Ltd.

Procedures for Election of Directors

Article 1

To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

Except as otherwise provided by law and regulation or by the company's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

Article 3

The overall composition of the board of directors shall be taken into consideration in the selection of the company's directors.

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:

- I. Basic requirements and values: Gender, age, nationality, and culture.
- II. Professional knowledge and skills: professional backgrounds (such as law, accounting, industry, finance, marketing, or technology), professional skills, and industrial experience.

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:

- I. The ability to make judgments about operations.
- II. Accounting and financial analysis ability.
- III. Business management ability.
- IV. Crisis management ability.
- V. Knowledge of the industry.
- VI. An international market perspective.
- VII. Leadership ability.
- VIII. 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.

The board of directors of the Company shall consider adjusting its composition based on the results of performance evaluation.

Article 4

The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies”.

The election of independent directors of the Company shall comply with 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 TWSE/GTSM Listed Companies”.

Article 5

Elections of directors 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.

When the number of directors falls below five due to the dismissal of a director for any reason, the company shall hold a director by-election at the next following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the company shall convene a special shareholders meeting within 60 days of the occurrence of that fact to hold a director by-election.

When the number of independent directors at the company is lower than the requirement in Item 1, Article 14-2 of Securities and Exchange Act, an independent director by-election shall be held at the next shareholders meeting. When all independent directors have been dismissed, the company shall convene a special shareholders meeting to hold a by-election within 60 days from the date on which the fact occurred.

Article 6

In the election of Directors cumulative voting is applied, shareholder of each share shall be entitled to the voting right of electing the equivalent seats of Directors or they may concentrate the votes on particular candidate or distribute the votes to different candidates.

Article 7

The ballot shall be prepared by the board of directors, the format and content of the ballot shall subject to the board of directors and votes shall not add, delete or change any of its content without permission. The ballot shall placed in the allocated ballot box. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Shareholders may exercise their voting rights electronically. How to exercise the voting right is to follow the requirements of the Company Act and the competent authority.

Article 8

The number of directors will be as specified in articles of incorporation of the Company, 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.

Article 9

Before the balloting, the Chairman shall appoint the observers and vote counters to perform their assigned duties, the appointed personnel shall be shareholder. The ballot box shall prepared by the board of directors. The observers shall inspect the box before balloting.

Article 10

A ballot shall be void is any of the following occurs:

- I. The ballot does not meet the requirements herein.
- II. Cast the vote with blank ballot.
- III. The writing on the ballot is blurred that cannot be identified.
- IV. The candidate whose name is entered in the ballot does not conform to the director candidate list.
- V. Other words or marks are entered in addition to the the words required to indicate on ballot.
- VI. The ballot is not placed in the allocated ballot box.

Article 11

The ballot box will be opened and the votes will be counted on the scene immediately after the balloting is completed. The Chairman will announce the outcome of the election(including names of elected directors and the number of voting right elected) immediately.

The ballot of the election matter shall well stored for at least one year after the observer sealed and signed. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the materials of the meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

Article 12

The Board of the Company will give notice of election to office to the Directors elected to the seats.

Article 13

The Guidelines shall come into effect at the approval of the Shareholders' Meeting. The same procedure is applicable to any amendment thereto.

Article 14

The rules and procedure was formulated on December 7, 1973. The First amendment was made on March 23, 1984. The Second amendment was made on June 10, 1988. The Third amendment was made on June 22, 1996. The Fourth amendment was made on May 10, 1997. The Fifth amendment was made on June 7, 2002. The Sixth amendment was made on June 10, 2015. The Seventh amendment was made on May 31, 2017. The Eighth amendment was made on June 30, 2020. The Ninth amendment was made on May 31, 2021.