

AOPEN Incorporated

Regulations Governing Election of Directors

- Article 1 Unless otherwise prescribed by relevant laws and regulations, or the Company's Articles of Incorporation, these Regulations shall govern the election of the Company's directors.
- Article 2 Company's directors shall be elected from those shareholders who are on the candidate list for director positions announced by the Company by adopting the candidate nomination system.
- Article 3 Company's directors shall be elected through cumulative voting. When electing the Company's directors, each share shall be entitled to one vote for each director to be elected.
- Article 4 Unless otherwise prescribed by these Regulations, the candidates for directors who receive the most votes for the position of director shall win the election, and such number shall be in compliance with the number of positions for director provided for in the Articles of Incorporation.
- Article 5 The election for independent directors or non-independent directors shall be held simultaneously. The candidates for independent directors or non-independent directors who receive the most votes for the position of director, with voting rights separately calculated for independent and non-independent director positions, shall win the election separately. In the event two or more candidates receive the same number of votes beyond a quota, the winner shall be determined by drawing lots. One lot may be drawn by the chairman for each of the absentees. In the event the candidates for independent directors receive more votes, but none of them has accounting or financing expertise, the number of votes receiving by candidates with accounting or financial expertise shall be counted separately, and the one receiving the most votes shall win the election. The other directors shall be elected pursuant to the preceding paragraph.
- Article 6 The board of directors shall, upon preparing the ballots, have the ballots numbered in a series and enter the voting power on each ballot.
- Article 7 During the election, the chairman shall appoint vote inspectors and vote counters from among the shareholders in attendance to take charge of inspecting and counting the votes.
- Article 8 A ballot box shall be provided by the board of directors and shall be

kept in public view by the monitor before the vote.

Article 9 Voters shall fill in candidate's name and shareholder's account number on the ballot, and if candidate is not a shareholder, the candidate's ROC Identification Card Number (or for foreigner candidates, the candidate's passport number); voters shall drop the ballots into the ballot box. In the event a legal entity is a candidate, both the full registered name of the legal entity and the name of its legal representative shall be entered on the ballot.

Article 10 A ballot shall be null and void if such ballot:

1. Is not dropped into the ballot box;
2. Is not on a ballot prepared by the Company;
3. Is not filled out by voter and is blank;
4. Contains the name of a candidate who is a shareholder, but his or her shareholder's account number and the name under which the shares are registered, do not comply with the register of shares;
5. Contains any words or notations other than the candidate's name or the shareholder's account number;
6. Contains any alteration to the candidate's name, shareholder's account number, and voting power;
7. Contains words or marks which are illegible or unrecognizable;
or
8. Contains the name of a candidate, but fails to list the shareholder's account number, or his or her ROC Identification Card Number (or Passport Number) so as to identify such person.

Article 11 The vote inspector and vote counter shall monitor the opening of the ballots, and the chairman shall announce the results immediately thereafter.

Article 12 These Regulations and any amendments hereto shall enter into force when approved by a resolution at a Shareholders' Meeting.

Article 13 These regulations were enacted on May 25, 1998

The first amendment was made on June 18, 2002

The second amendment was made on June 13, 2007

The third amendment was made on June 10, 2011

The fourth amendment was made on June 22, 2016