

**Brogent Technologies Inc.**  
**Guidelines for the Election of Directors and Supervisors**

**Article 1**

To ensure the just, fair, and open election of Directors and Supervisors, these Procedures are established pursuant to Articles 21 and 41 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies."

**Article 2**

Except as otherwise provided by law and regulation or by the Company's Articles of Incorporation, elections of Directors and Supervisors 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 nomination and election of the Company's Directors. 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:

- 1) Ability to make sound business judgments.
- 2) Ability to conduct accounting and financial analysis.
- 3) Business management ability.
- 4) Crisis management ability.
- 5) Knowledge of the industry.
- 6) An international market perspective.
- 7) Leadership ability.
- 8) 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.

**Article 4**

Supervisors of the Company shall meet the following qualifications:

- 1) Integrity and pragmatism.
- 2) Impartial judgment.
- 3) Professional knowledge.
- 4) Broad experience.
- 5) Ability to read financial statements.

In addition to the requirements of the preceding paragraph, at least one individual from among the Supervisors of the Company must be an accounting or finance professional.

Appointments of Supervisors shall be made with reference to the provisions on

independence stipulated in the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, so that appropriate Supervisors are selected to help strengthen the corporation's risk management and control of finance and operations.

At least one Supervisor position must be held by a person who has neither a spousal relationship nor a relationship within the second degree of kinship with any other Supervisor or with any Director.

A Supervisor may not serve concurrently as the Director, managerial officer, or any other employee of the Company, and at least one of the Supervisors must be domiciled in the Republic of China to be able to promptly perform supervisory duties.

#### Article 5

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 nomination and election of Independent Directors of the Company shall be conducted in accordance 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/TPEX Listed Companies."

#### Article 6

Elections of both the Company's Directors and Supervisors 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 by-election to fill the vacancy at its next shareholders meeting. When the number of Directors falls

short by one third of the total number prescribed in the Company's Articles of Incorporation, the Company shall convene an extraordinary shareholders meeting within 60 days from the date of occurrence

to hold a by-election to fill the vacancies.

When the number of Independent Directors falls below that required under the provisions of Article 14-2, Paragraph 1 of the Securities and Exchange Act, or the related provisions of the Taiwan Stock Exchange Corporation's rules

Rules Governing Review of Securities Listings, or Subparagraph 8 of the "Standards for Determining Unsuitability for TPEX Listing under

Article 10, Paragraph 1 of the Rules Governing the Review of Securities for Trading on the Taipei Exchange,"

a by-election shall be held at the next shareholders meeting to fill the vacancy. When the Independent Directors are dismissed en masse, an extraordinary shareholders meeting shall be convened within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of Supervisors falls below that prescribed in the Company's Articles of Incorporation due to the dismissal of a Supervisor for any reason, a by-election to fill the vacancy should ideally be held at the next shareholders meeting . When all Supervisors are dismissed, an extraordinary shareholders meeting shall be convened within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

#### Article 7

The Company's Directors and Supervisors are elected using the single cumulative voting method. Every share is vested with voting rights that is equivalent to the number of

Directors and Supervisors to be elected. The votes can be concentrated on one candidate or distributed among several candidates.

#### Article 8

The Board of Directors shall prepare separate ballots for Directors and Supervisors in numbers corresponding to the Directors or Supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be

distributed to the attending shareholders at the shareholders meeting. Attendance pass numbers printed on the ballots may be used instead of recording the names of voting shareholders.

#### Article 9

The number of Directors and Supervisors will be as specified in the Company's Articles of Incorporation, 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, lots shall be drawn to determine the winner; the chair shall draw lots on behalf of any person not in attendance.

## Article 10

Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.

## Article 11

If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and personal identification document number.

However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered.

When there are multiple representatives,

the names of each respective representative shall be entered.

## Article 12

A ballot is invalid under any of the following circumstances:

- 1) The ballot was not prepared by the Board of Directors.
- 2) A blank ballot is placed in the ballot box.
- 3) The writing is unclear and indecipherable or has been altered.
- 4) The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
- 5) Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.
- 6) The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.

## Article 13

The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, the chair shall announce the list of persons elected as Directors or Supervisors on the site.

## Article 14

The Board of Directors of the Company shall issue notifications to the persons elected as Directors or Supervisors.

Article 15

These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

