

## **Rules for Election of Directors of Nan Ya Plastics Corporation**

Amended by the Annual Shareholders' Meeting on July 27, 2021

- Article 1: 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 the Rules.
- Article 2: The cumulative voting system shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders
- Article 3: Before the election begins, the Chair shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel.
- Article 4: The number of directors will be as specified in the Company's Articles of Incorporation. 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 5: The election of directors shall be elected in accordance with the Company's Articles of Incorporation in that a candidate nomination system shall be adopted and that shareholders shall elect directors from among those listed in the slate of director nominees. Independent and non-independent directors shall elect at the same time, but in separately calculated numbers as stated as Article 4. One of the elected non-independent directors shall have accounting or finance expertise.
- The Company shall, prior to the book closure date before the convening of the shareholders' meeting, publish a notice specifying a period for receiving nominations of director

candidates, the number of directors to be elected, the place for receiving such nominations, and other necessary matters; the period for receiving nominations shall not be less than 10 days.

The Board of Directors and a shareholder holding one percent or more of the total number of issued shares may present a slate of director nominees to the Company; the number of nominees may not exceed the number of directors to be elected.

When providing a recommended slate of director candidates, a shareholder or the Board of Directors shall describe each nominee's name, educational background, and work experience.

The Board of Directors, or other person having the authority to call a shareholders' meeting, except under any of the following circumstances, shall include all qualified nominees in the slate of director candidates:

1. Where the nominating shareholder submits the nomination at a time not within the published period for receiving nominations.
2. Where the shareholding of the nominating shareholder is less than one percent at the time of book closure by the Company under Article 165, paragraph 2 or 3 of the Company Act.
3. Where the number of nominees exceeds the number of directors to be elected.
4. Where the nominating shareholder fails to describe the nominee's name, educational background, and work experience.

Article 6: The Board of Directors or other person having the authority to call a shareholders' meeting shall prepare ballots and distribute one ballot per voter corresponding to his/her attendance card number. The numbers of ballots distributed to the voters shall be equal to the directors to be elected. As for the number of voting rights associated with each ballot shall be specified on the ballots.

Article 7: A voter must fill the director candidate's full name in the "candidate" column of the ballot based on the director candidate list.

Article 8: A Ballot shall be deemed void under the following conditions:

1. The ballot was not prepared as Article 6 stated; or
2. The ballot has more than one candidate's name filled; or
3. Other words or marks are filled in addition to the information Article 7 stated; or
4. The candidate's full name filled in the ballot does not conform to the director candidate list after verification; or
5. The writing is unclear and indecipherable.

Article 9: The voting rights shall be calculated at the end of the poll and the Chair shall announce the voting results on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 10: The Rules, and any amendments hereto, shall be implemented after approval by a shareholders meeting.