 Dynamic Holdings Co., Ltd.	Management Regulation	No.	
		Version	Version 2
	Procedures for Election of Directors	Page	Page 1 Total 3
		Revision Date	18 May 2023

Article 1 Except as otherwise provided by law and regulation or by the Company's articles of association, elections of directors shall be conducted in accordance with these Procedures.

Article 2 The overall composition of the board of directors shall be taken into consideration in the selection 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. The ability to make judgments about operations.
2. Accounting and financial analysis ability.
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.


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

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

If the Company has independent directors, the election of such independent directors 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 3 The qualifications of independent directors of the company shall comply with Articles 2, 3 and 4 of "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies". The selection of independent directors of the company shall comply with Articles 5, 6, 7, 8 and 9 of "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and shall be based on "Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies" Article 24.

Article 4 The cumulative voting method shall be used for election of the directors of 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. The number of elected persons shall be separately calculated for independent and non-independent director positions.

 Dynamic Holdings Co., Ltd.	Management Regulation	No.	
		Version	Version 2
	Procedures for Election of Directors	Page	Page 2 Total 3
		Revision Date	18 May 2023

Election of directors and independent 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.

- Article 5      The board of directors shall prepare separate ballots in numbers corresponding to the directors 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 card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- Article 6      The number of directors will be as specified in the Company's articles of association. 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 7      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 8      When a candidate is a shareholder, the voter shall fill out the candidate's account name and shareholder number in the candidate's column on the ballot. When a candidate is not a shareholder, the candidate's name and ID number shall be filled out. However, if a candidate is a government or corporate shareholder, the name of the government or corporation shall be filled out in the column for candidate's account name on the ballot, or the name of the government or corporation and the name of its representative may be filled out. If there are multiple representatives, the respective representative's name shall be filled out.
- Article 9      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. When the candidate is a shareholder, its account name or shareholder number entered in the ballot is inconsistent with the shareholder register; when the candidate is not a shareholder, its name or ID number is inconsistent following verification.
  5. Other words or marks are entered in addition to the candidate's account name (name) or shareholder number (ID number) and the number of voting rights allotted.
  6. The name of the candidate filled in is the same as that of other shareholders, but the shareholder account number or identity document number is not filled in for identification.
- Article 10      The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the

 Dynamic Holdings Co., Ltd.	Management Regulation	No.	
		Version	Version 2
	Procedures for Election of Directors	Page	Page 3 Total 3
		Revision Date	18 May 2023

numbers of votes with which they were elected, shall be announced by the chair on the site.

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 one 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 11      These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders' meeting.

Article 12      These Procedures were established on 20 May 2022.  
The first revision was on 18 May 2023.