

# Chung Hwa Pulp Corporation

## Procedures for Election of Directors

105.06.24

- Article 1 The Procedures are established in accordance with the Company Act and the Company's Articles of Incorporation. The elections of the Company's Directors shall be governed by these Procedures.
- Article 2 The shareholders' meeting shall adopt the candidate nomination system for the election of the Company's Directors and elect directors from the nominated candidates.
- Article 3 The Company's Directors are elected by an open ballot system. For the open ballot voting, the name of a voter may be replaced by the attendance number or shareholder number.
- Article 4 Each share shall be empowered with voting rights equal to the number of elected Directors in elections of Directors of the Company. The Board of Directors shall prepare the ballots equal to the number of Directors to be elected and distribute them to the shareholders in attendance.
- The aforementioned ballots may be concentrated on one candidate or separated across multiple candidates.
- Article 5 The voting rights for the Independent Directors and non-Independent Directors shall be calculated based on the number of Directors to be elected in accordance with the Company's Articles of Incorporation and the number of Directors established by the Board of Directors within the scope of the Articles of Incorporation. The candidates with more cumulative voting rights from the ballots shall be elected. In situations where there are two or more candidates with the same number of votes but exceed the number of available seats, the matter shall be decided by a drawing of lots by these equally-voted candidates and the chair shall draw lots on behalf of those who are not in attendance.
- Article 6 The Board of Directors shall fill out the attendance number or the shareholder number and fill out the number of voting rights when preparing ballots.
- Article 7 When the election begins, the chair appoints counting personnel who shall be in charge of vote counting.
- Article 8 The ballot boxes shall be prepared by the Board of Directors and publicly checked by the vote monitoring personnel before voting commences.
- Article 9 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 identity card number. However, when the shareholder 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 on the ballot.
- Article 10 A ballot is invalid under any of the following circumstances:
1. A ballot that does not meet requirements specified in the Procedures.
  2. A blank ballot that 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's 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. Two or more candidates are listed on the same ballot.
6. Other words or marks are entered in addition to the candidate's account name or shareholder's account number (or identity card number) and the number of voting rights allotted.
7. Any omission of the shareholder's account name (name) or shareholder's account number (national ID number).

Article 11 A ballot box shall be set up for the election of Directors and it shall be opened by the vote monitoring personnel after the votes are cast.

Article 12 The vote counting shall be monitored by the vote monitoring personnel and the results of the vote counting shall be announced by the chair on site.

Article 13 The Board of Directors shall issue notifications to the persons elected as Directors.

Article 14 These Procedures and any amendments hereto, shall be implemented after approval at a shareholders' meeting.