

# **Global Unichip Corp.**

## **Rules for Election of Directors**

1. The directors of this Company shall be elected in accordance with the rules specified herein.
2. Election of directors of this Company shall be held at the shareholders' meeting.
3. All persons with the ability to act may be elected as directors of the Company in accordance with the rules specified herein.
- 3-1. The election of the Company's directors shall be conducted in accordance with the candidate nomination system specified in Article 192-1 of the Company Act. Among which, the election of independent directors shall be handled in accordance with the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies".
4. In the election of the Company's directors, each voter will be identified by his/her attendance card number as printed on his/her ballot. In the election of the Company's directors, each share shall have voting rights equivalent to the number of directors to be elected; such voting rights may be exercised to collectively elect a single candidate or may be distributed among several candidates. Independent directors and non-independent directors shall be held together; provided, however, that the number of independent directors and non-independent directors elected shall be calculated separately.
5. In the election of the Company's directors, candidates who acquire more votes shall win the seats of non-independent directors or independent directors. If two or more persons acquire the same number of votes and the number of such persons exceeds the specified seats available, such persons acquiring the same votes shall draw lots to decide who should win the seats available, and the chair shall draw lots on behalf of the candidate who is not present.
6. At the beginning of the election, the chair shall appoint several persons each to check and record the ballots.

7. The ballot box used for voting shall be prepared by the Board of Directors and checked in public by the person who checks the ballots before voting.
8. The ballots shall be distributed according to the attendance card number of the shareholder. Each ballot shall contain the votes that the shareholder is entitled to in the election.
9. If the candidate is a shareholder of this Company, voters shall fill in the “candidate” column the candidate’s name and shareholder’s number. If the candidate is not a shareholder of this Company, voters shall fill in the “candidate” column with the candidate's name and the candidate’s ID number. For domestic natural persons, the identification document is their original National ID card. For foreign natural persons, the identification document is their original passport. The number of their identification document is the ID number of their ballot. If the candidate is a government agency or a legal entity, the full name of the government agency or the legal entity or the name(s) of their representative(s) shall be filled in the column. If there are several representatives, each of the representatives’ names must be filled in.
10. Ballots shall be deemed void under the following conditions:
  - (1) Ballots not prepared in accordance with the rules specified herein;
  - (2) Those who put a blank ballot into the ballot box;
  - (3) The handwriting on the ballots is too illegible as to be identified;
  - (4) If the candidate is a shareholder of this Company, any one of the name, the shareholder’s number of the candidate and the number of voting rights filled in the ballot is missing or altered, or the name or shareholder’s number of the candidate filled in the ballot is inconsistent with the shareholders’ register; If the candidate is not a shareholder of this Company, any one of the name, the ID number of the candidate, and the number of voting rights filled in the ballot is missing or altered, or the name or ID number of the candidate filled in the ballot is incorrect;

- (5) Ballots with other written characters or symbols in addition to the name, shareholder's number or ID number of the candidate and the number of voting rights.
11. The ballots shall be counted immediately when the voting is completed and the results of the election shall be announced by the chair at the meeting.
12. Matters not stipulated in the rules herein shall be handled in accordance with the Articles of Incorporation of the Company, the Company Act and relevant laws and regulations.
13. The Rules for Election of Directors shall take effect after approval by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.