

# **HOLTEK SEMICONDUCTOR INC.**

## **REGULATIONS GOVERNING THE ELECTION OF DIRECTORS**

Amended 27th May 2016

### Article 1

Election of directors shall be acted upon in accordance with these regulations.

### Article 2

The directors shall be elected pursuant to the candidate nomination system in Article 192-1 of the Company Law and executed in the shareholders' meeting.

### Article 3

The single open-ballot, registered voting method will be used for the election of directors of the Company. The shareholder account number or attendance card number printed on the ballots may substitute for the names of voters.

### Article 4

Election of directors, each voting share is entitled to have vote equivalent to the number of directors to be elected. The Board of Directors shall prepare ballots equal to the number of directors to be elected, each ballot shall bear an elector's attendance card number and number of votes for distribution to the attending shareholders. The total number of votes may be used to elect a single candidate or be allocated among several candidates.

### Article 5

The election of independent directors and non-independent directors shall be held together, but elections for these positions shall be calculated separately.

The directors and independent directors of the Company shall be elected, based on the seats stipulated in the Company's articles of incorporation, among the candidate list to make juridical acts in the shareholders' meeting. With voting rights separately calculated for independent, non-independent director and supervisor seats, those receiving ballots representing the highest numbers of voting rights will be elected as independent directors, non-independent directors, or supervisors sequentially according to their respective numbers of votes. When two or more candidates receive the same number of ballots, thus exceeding the specified seats, they shall draw lots to determine the winner. The chairman shall draw lots on behalf of the candidate not in attendance.

### Article 6

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### Article 7

The shareholders give their ballots to entrust other attending shareholders vote in his place when he/she

leaves in the session.

## Article 8

At the beginning of the election, the chairman shall appoint a certain number of scrutineers and ballot counters to carry out relevant duties; provided that the scrutineers shall be appointed among the shareholders in attendance.

## Article 9

The ballot box(s), prepared by the board of directors, shall be publicly opened and inspected by scrutineers prior to the casting of ballots.

## Article 10

In case a candidate is a shareholder, a voter shall fill in the candidate's account name and shareholder account number in the "candidate" column of the ballot and may fill in his/her shareholder account number or ID card number. For a non-shareholder candidate, a voter shall fill in the candidate's name and ID card number. If the candidate is a governmental organization or a legal entity shareholder, the name of the governmental organization or the legal entity or their representative shall be entered in the column for the candidate's account name of the ballot. When there are multiple representatives, the names of each individual representative shall be entered.

## Article 11

Ballots shall be deemed void under any of the following conditions:

- (1) Ballots not prepared in accordance with these Regulations;
- (2) Blank ballots not completed by the voters;
- (3) The writing is unclear and illegible or the alteration is made without sealing thereon as required by law;
- (4) If the candidate is a shareholder of the Company, the name or shareholder's number of the candidate filled in the ballot is inconsistent with the roster of shareholders. If the candidate is not a shareholder of the Company, the name or ID number of the candidate filled in the ballot is incorrect;
- (5) Two or more candidates are included in a single ballot;
- (6) Ballot with other written characters or symbols in addition to candidate's name and shareholder's number/ID number;
- (7) Any of the candidate's name or shareholder's number is failed to fill in the ballot.

## Article 12

After the casting of ballots is completed, the ballots shall be counted on the spot under the supervision of the inspector(s), and the results announced on the spot by the chairman.

## Article 13

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#### Article 14

The election of candidate who is disqualified by Paragraphs 3 and 4 of Article 26-3 of the Taiwan Securities and Exchange Act shall be ineffective.

#### Article 15

These regulations shall be in accordance with otherwise provided for in Company laws, the Company's articles of incorporation and related regulations.

#### Article 16

These Regulations and any revision thereof shall become effective after approval at the shareholders' meeting.