

# Advanced Optoelectronic Technology Inc. Rules for Election of Directors

#### Article 1

These Rules are adopted in accordance with the Company Act and the Articles of Incorporation of the Company. The Directors of the Company shall be elected in accordance with the Rules specified herein.

#### **Article 2**

The Company's directors shall be elected at the Shareholders' Meeting.

#### **Article 3**

Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders in the election of directors. The Company's Directors should be elected through single-named cumulative voting. Each share is entitled to the voting rights equivalent to the number of directors to be elected and the voting rights may be concentrated to one candidate or be allocated among several candidates.

The election of the Company's Directors shall be conducted in accordance with Article 192-1 of the Company Act under the system of nomination of candidates.

The independent and non-independent directors shall be elected at the same time, but votes received shall be calculated respectively.

#### Article 4

The election of Directors of the Company shall be made based on the number of seats stipulated in the Article of Incorporation of the Company. Further, votes received by Directors and Independent Directors shall be calculated separately, and candidates who receive more votes will win the seat of Directors or Independent Directors respectively. If two or more candidates 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 Chairman shall draw lots on behalf of the candidate who is not present.

#### Article 5

At the beginning of the election, the Chairman shall appoint several persons to perform the respective duties of counting personnel and vote monitoring personnel, and the latter should own the shareholder status.

The ballot boxes shall be prepared by the person having the convening right and be checked in public by the vote monitoring personnel before voting.

# Article 6

Election ballots shall be issued by the person having the convening right. According to the attendance card number, one person is entitled to one ballot, and number of voting ballots should represent seats being elected. Each ballot proportionately reflects the voting rights of each

shareholder. The ballots shall then be distributed to the attending shareholders at the shareholders' meeting.

## Article 7

Electors may select one from the list of "candidates" compiled by the company in the "elected" column of each ballot paper. The shareholder voting through electronic voting is not limited by this clause.

## **Article 8**

A ballot is invalid under any of the following circumstances:

- 1. The ballot was not prepared by a person with the right to convene.
- 2. A blank ballot is placed in the ballot box.
- 3. The writing is unclear and indecipherable or has been altered.
- 4. The number of selected candidates is two or more.
- 5. Other words or marks are written in addition to filling in the list of "candidates" compiled by the Company.
- 6. The ballot was not placed in the ballot box.

## Article 9

The voting rights shall be calculated on site immediately after the end of the poll, and the result of the name list of persons elected as directors shall be announced by the chairman on the site.

## Article 10

Vote monitoring personnel should verify the validity of the ballots in question and invalid ballots should be affixed with a "void" mark and a signature or seal at the end of the counting votes.

## **Article 11**

If the total number of shares owned by the new elected directors is less than the percentage regulated by the Laws, the whole directors other than independent directors shall rectify the situation.

## Article 12

The half seats of the company's directors should not exist with a spousal relationship or a familial relationship within the second degree of kinship.

## Article 12-1

The qualifications and election for the independent directors of the Company shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

## **Article 13**

The matters not provided in this rule shall be subject to the Company Act and related regulations.

# Article 14

These Rules shall become effective after being approved by a shareholders' meeting. Subsequent amendments therefore shall be effected in the same procedure.

## **Article 15**

These Rules for Election of Directors were resolved on August 23, 2002.

The first amendment was made on June 29, 2007.

The second amendment was made on June 22, 2010.

The third amendment was made on June 26, 2012.

The fourth amendment was made on September 25, 2013.

The fifth amendment was made on June 12, 2014.

The sixth amendment was made on June 22, 2018.

The seventh amendment was made on July 20, 2021.

# ----Disclaimer----

THIS IS A TRANSLATION OF RULES FOR ELECTION OF DIRECTORS OF ADVANCED OPTOELECTRONICS TECHNOLOGY INC. THE TRANSLATION IS FOR REFERENCE ONLY. IF THERE IS ANY DISCREPANCY BETWEEN THE ENGLISH VERSION AND CHINESE VERSION, THE CHINESE VERSION SHALL PREVAIL.