

Election Procedures of Director for Far Eastern New Century Corporation (the “Company”)

Last Updated: 2015/06/26

- 1) The election of Directors shall be pursued in accordance with the procedures herein.
- 2) The election of Directors adopts the method of accumulated vote-counts.

The attendance card number of the voters shall be used on the ballot instead of the name of the voters. The ballots shall be prepared by the Board of Directors, numbered according to the attendance card numbers and noted with share number represented for voting.

- 3) The election of Directors and Independent Directors shall be pursued according to the number of position required and shall be held together; provided, however, that the Independent and non-Independent Directors elected shall be calculated separately. The candidates that obtain more number of votes shall be elected. If there are more than two candidates obtaining the same number of vote but the number of position offered is limited, a draw shall be made amongst the two candidates to determine. The chairperson shall conduct the drawing for the candidate who is absent.

Directors shall be elected by adopting the candidate nomination system specified in Article 192-1 of Company Act. Moreover, the professional qualifications, the assessment of independence and other matters of the Independent Directors shall be in compliance with the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies” or other relevant regulations of ROC.

- 4) In the beginning of the election, the chairperson shall assign two personnel for vote overseeing and vote counting respectively. The personnel for vote overseeing shall be of the stockholder status.
- 5) The responsibility of the vote-overseeing personnel’s responsibility shall be as follows:
 - i. Check and seal the ballot box in public before ballot casting.
 - ii. Maintain the order and check for any negligence and illegality for voting.
 - iii. Unseal the ballot box and check the ballot number after ballot casting.
 - iv. Check for any invalid ballots and hand in the valid ballots to the vote-counting personnel.

- v. Oversee the vote-counting personnel recording the ballot numbers received by each candidate.
- 6) If the candidate is a natural person with the stockholder status, the voters shall fill out the ballot with the name and stockholder number of the candidate. If the candidate is not of the stockholder status, the ballot shall be filled out with the name and the number of identity document of the candidate. If the candidate is the government or juristic stockholder, the ballot shall be filled out with the number, the name of government or juristic person and the representative name. If there are more than one representative, all the representative names shall be listed.
 - 7) The ballot shall be considered invalid in any of the following situations:
 - i. Not the ballot provided under the rules herein
 - ii. One ballot with more than two candidate names listed
 - iii. Blank ballot
 - iv. Ballot not filled out according to article 6 or ballot with unrelated writing to this election
 - v. Written characters blurred and not legible
 - vi. Incorrect candidate information on the ballot
 - 8) The ballot box is prepared by the Company, and examined publicly by the scrutineers before voting.
 - 9) When all the ballots are cast in the box, the personnel of vote overseeing and counting shall simultaneously unseal the ballot boxes.
 - 10) The vote-overseeing personnel shall be present for vote counting.
 - 11) If there is any question about the ballot, the vote-overseeing personnel shall check whether it is invalid. The invalid ballots shall be collected and kept separately. The vote-overseeing personnel shall designate them as the invalid with signature and seal after ballot counting.
 - 12) For the results of ballot counting, the vote-overseeing personnel shall make sure of correctness of the total ballot number after combining the numbers of the valid and invalid ballots. The numbers of the valid and invalid ballots shall be recorded separately and the chairperson shall announce the elected.
 - 13) The elected Directors shall be given the election notification by the Board of Directors.

14) The rules herein take effect after approval at the stockholders' meeting. The same apply for any amendments.

**In case of any discrepancy between this English translation and the Chinese text of this document, the Chinese text shall prevail.*