

# ShunSin Technology Holdings Limited

訊芯科技控股股份有限公司

Rules for Election of Directors

ShunSin Technology Holdings Limited

(the "Company")

Rules for Election of Directors

(these "Rules")

June 19, 2014 First Edition

- Article 1. Directors of the Company ("Directors") shall be elected in accordance with these Rules, and the matters not provided herein shall be conducted reference to the Company Act of the jurisdiction where the Company is listed and other related laws and regulations.
- Article 2. The election of Directors shall be held at the shareholders' meeting of the Company.
- Article 3. Directors shall be elected by open and cumulative voting and, in the election, the name of a voter may be represented by his/her attendance card number or shareholder account number as printed on his/her ballots.
- Article 4. In the election of Directors, each share shall be entitled to the voting rights equivalent to the number of seats to be elected and each shareholder may cast such voting rights, collectively or separately, for a single or multiple candidates.
- Article 5. In the election of Directors, the number of candidates shall consist with the number of the seats of directors set forth in the Articles of Incorporation of the Company, and those candidates receiving highest number of votes shall be appointed. If two or more candidates receive the same number of votes and as a result the total number of new Directors intended to be appointed is exceeded, such candidates receiving the same number of votes shall draw lots to decide who shall be appointed, and the chairperson of the shareholders' meeting shall draw lots on behalf of the candidate who is not present.
- Article 6. The board of directors of the Company ("Board") shall prepare the ballots and print therein the number of voting rights the respective shareholder is entitled to. The account number of such shareholder may be specified in the ballot if necessary.
- Article 7. At the beginning of the election, the chairperson shall appoint several shareholders for supervising the casting of votes ("Supervising Personnel" ) and the counting thereof ("Counting Personnel").
- Article 8. If the voter determines to cast his vote(s) on any candidate who is a shareholder of the Company, the voters shall fill in the "candidate" column in the ballot the

candidate's name and his/her shareholder account number. If the voter determines to cast his vote(s) on a candidate who is not a shareholder of the Company, the voters shall fill in the "candidate" column in the ballot the candidate's name and his/her ID number. If the voter determines to cast his vote(s) on any government agency or corporate shareholder of the Company, the voters shall fill in the "candidate" column in the ballot the name of such government agency or corporate shareholder pursuant to Paragraph 1 of Article 27 of the Company Act, or the name of such government or corporate shareholder together with the names of its representatives pursuant to Paragraph 2 of the same Article.

- Article 9. A Ballot shall be deemed null and void under any of the following conditions:
1. Using ballots not provided herein;
  2. Placing blank ballots into the ballot box;
  3. The handwriting on the ballots is too illegible to be identified;
  4. The name of candidate filled in the ballots cannot be identified;
  5. Ballots being with other written characters or symbols in addition to candidate's name and shareholder account number (or ID number);
  6. The name of the candidates filled in the ballots being the same as another shareholder's name and the respective shareholder account number not being indicated to distinguish them; or
  7. Ballots is not completed in compliance with the requirements set forth in the column of "Notes" therein.
- Article 10. The ballot box used for election of Directors shall be prepared by the Board and checked in public by the Supervising Personnel. After the voting ends, the ballot box shall be opened by the Supervising Personnel together with the Counting Personnel.
- Article 11. During the counting of votes, the Supervising Personnel shall be present to supervise the whole process. The results of the election shall be announced by the chairperson at the meeting.
- Article 12. The Company shall issue notifications to the directors elected.
- Article 13. When the number of vacancies in the Board of the Company equals to one third of the total number of Directors, the Board shall call, within 30 days, a special shareholders' meeting to elect succeeding directors to fill the vacancies for the remaining term. Once the Company's shares are issued to the public, the special

shareholders' meeting for electing succeeding directors shall be convened by the Board within 60 days.

Article 14. When the number of independent directors falls below the number required under Paragraph 1 of Article 14-2 of the Securities and Exchange Act or the Rules Governing Review of Securities Listings, a by-election for independent director shall be held at the next following shareholders' meeting. When all independent directors have been discharged, the Company shall convene a special shareholders' meeting to hold a by-election within 60 days from the date on which the situation arose.

Article 15. If the elected Director fails to meet the requirements provided in Article 26-3 of the Securities and Exchange Act, the non-qualifying Director receiving the fewest number of votes among those not meeting the requirements shall be deemed not to have been elected.

Article 16. The election of independent directors and non-independent directors shall be held together; provided, however, that the number of votes received by independent directors and non-independent directors shall be calculated separately in compliance with the number of the seats set forth in the Articles of Incorporation of the Company. Independent directors or non-independent directors candidates receiving the higher votes should be appointed as independent directors or non-independent directors respectively.

Article 16-1. The election and qualification of the independent directors shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and Article 24 of the Corporate Governance Principles of Listed and Gre-Tai Listed Companies of the jurisdiction where the Company is listed.

Article 17. The Company adopts a candidates nomination system for election of the independent directors of the Company. The Board or any shareholder holding 1% or more of the total number of outstanding shares issued by the Company may submit to the Company in writing a roster of independent director candidates. After evaluation by the Board that all candidates so nominated are qualified independent director candidates, the Board shall submit the roster of independent director candidates to the shareholders' meeting for election. The shareholders then shall elect the independent directors from among the nominees listed in the roster of independent director candidates. Other related matters in connection with the method of receiving nomination of independent director candidates and the announcement shall be conducted in accordance with the Company Act, the Securities and Exchange Act and other relevant laws and

regulations.

Article 18. These Rules and any revisions thereof shall, after agreed by the Board, take effect upon approval by the shareholders' meeting.