

Applied BioCode Corporation 董事選任程序 Procedures for Election of Directors	Effective Date	9/30/2016
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第一條 Article 1 為公平、公正、公開選任董事，爰依「上市上櫃公司治理實務守則」第二十一條及第四十一條規定訂定本程序。除台灣法令或章程另有規定者外，應依本程序辦理。

To ensure a just, fair, and open election of directors these Procedures are adopted pursuant to Articles 21 and 41 of the Taiwan Corporate Governance Best-Practice Principles for TWSE/Taipei Exchange Listed Companies. Except as otherwise provided by law and regulation or by the Company's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

第二條 Article 2 2.1 本公司董事之選任，應考量董事會之整體配置。董事會成員組成應考量多元化，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，宜包括但不限於以下二大面向之標準：

The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. 基本條件與價值：性別、年齡、國籍及文化等。

Basic requirements and values: Gender, age, nationality, and culture.

2. 專業知識技能：專業背景（如法律、會計、產業、財務、行銷或科技）、專業技能及產業經驗等。

Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

2.2 董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下：

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

1. 營運判斷能力。 The ability to make judgments about operations.
2. 會計及財務分析能力。 Accounting and financial analysis ability.
3. 經營管理能力。 Business management ability.
4. 危機處理能力。 Crisis management ability.
5. 產業知識。 Knowledge of the industry.
6. 國際市場觀。 An international market perspective.

7. 領導能力。Leadership ability.
8. 決策能力。Decision-making ability.

2.3 董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

2.4 本公司董事會應依據績效評估之結果，考量調整董事會成員組成。

The board of directors of the Company shall consider adjusting its composition based on the results of performance evaluation

第三條
Article 3

3.1 本公司獨立董事之資格，應符合台灣「公開發行公司獨立董事設置及應遵循事項辦法」第二條、第三條以及第四條之規定。

The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies of Taiwan.

3.2 本公司獨立董事之選任，應符合台灣「公開發行公司獨立董事設置及應遵循事項辦法」第五條、第六條、第七條、第八條以及第九條之規定，並應依據「上市上櫃公司治理實務守則」第二十四條規定辦理。

The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies of Taiwan, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/Taipei Exchange Listed Companies of Taiwan.

第四條
Article 4

4.1 本公司董事之選舉，均應依照台灣公司法第一百九十二條之一所規定之候選人提名制度程序為之，董事之選票依獨立董事與非獨立董事一併選舉分別計票分別當選。

Elections of both directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Taiwan Company Act., and Independent Directors and non-Independent Directors shall be elected in the same election, but the respective votes shall be separately calculated to determine the elected Independent Directors and non-Independent Directors.

4.2 為審查董事候選人之資格條件、學經歷背景及有無台灣公司法第三十條所列各款情事等事項，不得任意增列其他資格條件之證明文件，並應將審查結果提供股東參考，俾選出適任之董事。

The Company shall review the qualifications, education, working experience, background, and the existence of any other matters set forth in Article 30 of the Taiwan Company Act with respect to nominee directors and may not arbitrarily add requirements for documentation of other qualifications. It shall further provide the results of the review to shareholders for their reference, so that qualified directors and supervisors will be elected

4.3 董事因故解任，致不足五人者，公司應於最近一次股東會補選之。但董事缺額達章程所定席次三分之一者，公司應自事實發生之日起六十日內，召開股東臨時會

補選之。

When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company's articles of incorporation, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

4.4 獨立董事之人數不足證券交易法第十四條之二第一項但書、臺灣證券交易所上市審查準則相關規定或中華民國證券櫃檯買賣中心「證券商營業處所買賣有價證券審查準則第 10 條第 1 項各款不宜上櫃規定之具體認定標準」第 8 款規定者，應於最近一次股東會補選之；獨立董事均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, or the related provisions of the Taiwan Stock Exchange Corporation rules governing the review of listings, or subparagraph 8 of the Standards for Determining Unsuitability for Taipei Exchange Listing under Article 10, Paragraph 1 of the Taipei Exchange Rules Governing the Review of Securities for Trading on the Taipei Exchange, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

第五條
Article 5 本公司董事之選舉應採用累積投票制，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分配選舉數人。

The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

第六條
Article 6 董事會應製備與應選出董事人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。

The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

第七條
Article 7 7.1 本公司董事依公司章程所定之名額，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權數較多者分別依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

The number of directors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will

be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

7.2 當選之董事經查核確認其個人資料不符或依相關法令規定當選失其效力者，其缺額由原選次多數之被選舉人於當次股東會中宣佈遞充。

Where, upon further verification, it is confirmed that the personal information of an elected Director is not correct or that the election of an elected Director shall be null pursuant to the Applicable Law, the candidate receiving second most votes to such Director in the same general Shareholder Meeting shall be elected to fill the vacancy.

第八條 Article 8 選舉開始前，應由主席指定具有股東身分之監票員、計票員各若干人，執行各項有關職務。投票箱由董事會製備之，於投票前由監票員當眾開驗。

Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

第九條 Article 9 9.1 被選舉人如為股東身分者，選舉人須在選舉票被選舉人欄填明被選舉人戶名及股東戶號；如非股東身分者，應填明被選舉人姓名及身分證明文件編號。

If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number.

9.2 惟政府或法人股東為被選舉人時，選舉票之被選舉人戶名欄應填列該政府或法人名稱，亦得填列該政府或法人名稱及其代表人姓名；代表人有數人時，應分別加填代表人姓名。

However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

第十條 Article 10 選舉票有左列情事之一者無效：

A ballot is invalid under any of the following circumstances:

1. 不用董事會製備之選票者。

The ballot was not prepared by the board of directors

2. 以空白之選票投入投票箱者。

A blank ballot is placed in the ballot box

3. 字跡模糊無法辨認或經塗改者。

The writing is unclear and indecipherable or has been altered

4. 所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身分證明文件編號經核對不符者。

The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match

5. 除填被選舉人之戶名（姓名）或股東戶號（身分證明文件編號）及分配選舉權數外，夾寫其他文字者。

Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.

6. 所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。

The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual

第十一條 Article 11 投票完畢後當場開票，開票結果應由主席當場宣布，包含董事當選名單與其當選權數。前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依台灣公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Taiwan Company Act, the ballots shall be retained until the conclusion of the litigation.

第十二條 Article 12 12.1 本公司董事之當選人不符第二條第二項或第四條第二項規定時，應依下列規定決定當選之董事：

When the Company convenes a Shareholders Meeting for the election of Directors and the original selectees do not meet the conditions of Paragraph 2, Article 2 and Paragraph 2, Article 4, determination of which Directors is elected shall be made according to the following provision:

董事間不符規定者，不符規定之董事中所得選票代表選舉權較低者，其當選失其效力。

When there are some among the Directors who do not meet the conditions, the election

of the Director receiving the lowest number of votes among those not meeting the conditions shall be deemed invalid.

12.2 已充任董事違反第二條第二項或第四條第二項規定者，準用前項規定當然解任。

When a person serving as Director is in violation of Paragraph 2, Article 2 and Paragraph 2, Article 4, that person shall be subject to dismissal through the application of the provisions of the preceding paragraph.

第十三條 當選之董事由本公司董事會發給當選通知書。

Article 13 The board of directors of the Company shall issue notifications to the persons elected as directors or supervisors.

第十四條 本規範以英文訂定。如本規範中、英版本不一致，應以英文版本為準。

Article 14 These Guidelines are established in English. In case of any discrepancy between the English version and the Chinese version, the English version shall govern

第十五條 本程序由股東會通過後施行，修正時亦同。

Article 15 These Procedures, and any amendments hereto, shall implemented after approval by a shareholders meeting.