

Andes Technology Corporation

Rules for Election of Directors

[English translation for reference only]

Article 1

Unless otherwise provided for in the Company Act, Securities and Exchange Act or the Articles of Incorporation of the Company, the Directors of the Company shall be elected in accordance with the Rules specified herein.

Article 2

Election of Directors of the Company shall be held at the shareholders' meeting.

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.

Article 3

In the election of Directors of the Company, the single recorded cumulative voting system is implemented. Each share shall have voting rights equivalent to the number of seats to be elected, and such voting rights can be combined to vote for one person, or be divided to vote for several persons.

Article 4

The number of directors will be as specified in this Corporation'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 Chairman drawing lots on behalf of any person not in attendance.

Article 5

At the beginning of the election, the Chairman shall appoint several persons each to check and record the ballots. The persons to check the ballots have to be appointed from among the shareholders present

Article 6

The ballot box used for voting shall be prepared by the Company and be checked in public before voting by the person responsible for checking ballots.

Article 7

If the candidate is a shareholder of the Company, voters shall fill in the "candidate" column the candidate's name and the candidate's shareholder's number. If the candidate is a government 54 agency or a legal entity, the full name of the government agency or the legal entity and the name(s) of their representative(s) shall be filled in the "candidate" column. If there are multiple representatives, these representatives' names shall be filled in separately. If the candidate is not a shareholder of the Company, voters shall fill in the "candidate" column with the candidate's name and the candidate's ID number.

Article 8

Ballots shall be deemed void in either one of the following conditions:

- (1) Ballots not placed in the ballot box.
- (2) Ballots not prepared by the Company.
- (3) Blank ballots not completed by the voter.
- (4) If the candidate is a shareholder of the Company, the name or the shareholder's number of the candidate filled in the ballot inconsistent with the shareholder's register. 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) Ballots with other written characters or symbols in addition to candidate's name, shareholder's number (ID number) and the number of votes cast for the candidate.
- (6) Illegible writing or being erased or changed.
- (7) The name of the candidates filled in the ballots being the same as another candidate's name and the respective shareholder's numbers (ID numbers) not being indicated to distinguish them.

Article 9

The voting rights shall be calculated during the meeting immediately after the vote casting and the results of the election, 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 Chairman at the meeting.

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 Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 10

The Rules and any revision thereof shall become effective after approval at the shareholder's meeting.