

**TaiGen Biopharmaceuticals Holdings Limited**  
**太景醫藥研發控股股份有限公司**  
**Guidelines Governing Election of Directors**  
**董事選舉規範**

Article 1  
第一條 To establish a well-functioning election system for the Directors of the Company, these Guidelines are established in accordance with the applicable laws, rules, and regulations for compliance.

為建立本公司良好董事選舉制度，爰依相關法令訂定本規範，以資遵循。

Unless otherwise defined in these Guidelines, any capital letters as used in these Guidelines shall have the same meanings as defined in the Articles of Association of the Company (as amended or substituted from time to time; hereinafter "**Articles**"). 除本規範另有定義外，本規範所使用任何英文字首大寫之詞彙，其意義應與本公司公司章程(包括其隨時修改或被取代之版本；下稱「**本章程**」)中之定義相同。

Article 2  
第二條 The election of the Directors of the Company shall take the overall deployment of the Board of the Directors into consideration. Diversification in the background of the Directors shall be considered and an appropriate principle of diversification shall be set forth by taking into consideration the operation, type of business and developmental needs of the Company, which is advisable to include but not limited to the following two aspect of standards:

1. Fundamental qualifications and values: gender, age, nationality and culture.
2. Professional knowledge and skills: professional background, such as legal, accounting, industry, finance, marketing or technology.

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：

- 一、基本條件與價值：性別、年齡、國籍及文化等。
- 二、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。

The members of the Board of the Directors shall in general have the following knowledge, skill and attainment necessary for performing the duties:

1. Ability to make operational judgment;
2. Ability to make accounting and financial analysis;
3. Operating and management ability;
4. Crisis management ability;
5. Industrial knowledge;
6. Outlook to the international market;
7. Leadership; and
8. Decision-making capacity.

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：

- 一、營運判斷能力。
- 二、會計及財務分析能力。

- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。

More than half of the Directors shall not have spousal relationship or familial relationship within the second degree of kinship.

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。

The qualifications of the Independent Director 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.

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2條、第3條以及第4條之規定。

The election of the Independent Director of the Company shall comply with Articles 5, 6, 8 and 9 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies” of Taiwan and conduct in accordance with Article 24 of the “Guidelines Governing the Corporate Governance of A Company Listed on the Taiwan Stock Exchange or GreTai Securities Markets” of Taiwan.

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5條、第6條、第8條及第9條之規定，並應依據台灣「上市上櫃公司治理實務守則」第24條規定辦理。

Article 3 [Deleted]  
第三條 [刪除]

Article 4 In the election of Directors of the Company, except as otherwise specified in the Articles, the number of votes exercisable in respect of one Share shall be the same as the number of Directors to be elected, and the total number of votes per Share may be consolidated for election of one candidate or may be split for election of two or more candidates.

本公司董事之選舉，除本章程另有規定外，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。

If the Company adopts the candidate nomination mechanism pursuant to the Articles and the Applicable Law, 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.

如本公司依據本章程及適用法令採取候選人提名制度，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。

As to the evaluation of the qualification requirements and education and business background of the candidates and whether any of the subparagraphs of Article 30 of

the ROC Companies Law is identified, no evidentiary documents regarding the qualification requirements other than the aforesaid shall be asked for and the evaluation results shall be disclosed to the Members for them to elect qualified candidates.

為審查候選人之資格條件、學經歷背景及有無中華民國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，俾選出適任之人選。

Article 5 The Board of Directors shall prepare the number of ballots equal to the number of  
第五條 Directors to be elected and shall fill in the number of votes to be distributed to the attending Members in a general meeting.

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。

Article 6 Prior to the commencement of an election, the chairman shall appoint several ballot  
第六條 examiners, who are also Members of the Company, and ballot counters to perform related duties. The Board of Directors shall set up a ballot box for the election of Directors to be inspected by the ballot examiners prior to the casting of ballots.

選舉開始前，應由主席指定監票員、計票員各若干人，執行各項有關職務，但監票人員應具有股東身分。董事之選舉，由董事會設置投票箱，於投票前由監票員當眾開驗。

Article 7 Where a candidate is also a Member, the person casting the vote shall specify the  
第七條 account name and the Member number on the ballot in the column entitled "Candidate". If the candidate is not a Member, the person casting the vote shall specify the name and identification number of the candidate in the said column. Provided, however, if the candidate is a Member and a government entity or a juristic person, the person casting the vote shall specify the name of the government entity or jurisdiction person and may in addition specify the name of the representative of the government entity or juristic person. Where there are multiple representatives, the name of each representative shall be indicated.

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。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。

Article 8 When the number of Directors falls below five (5) due to the dismissal of a Director  
第八條 or any Director ceases to be a Director of the Company for any reason, the Company shall hold an election to elect new Director(s) at the next following general meeting. When the number of Directors falls short by one-third (1/3) of the number prescribed by the Articles, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of the fact to hold a by-election of Directors. 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 Independent Directors falls below two (2), the vacancy of such

Independent Director shall be filled and elected at the next following general meeting. When all of the Independent Directors have been dismissed or cease to be Directors, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to hold a by-election of Independent Directors.

獨立董事之人數不足二人時，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。

Article 9 The ballot shall be null and invalid upon occurrence of one of the following:  
第九條 選舉票有下列情事之一者無效：

1. Ballots which are not in compliance with these Guidelines.  
不用本規範規定之選票。
2. Blank ballots which are cast into the ballot box;  
以空白之選舉票投入投票箱者。
3. Scribbled and unidentifiable writing or writing which has been altered;  
字跡模糊無法辨認或經塗改者。
4. A candidate who is also a Member whose account name and Member number are inconsistent with the information recorded in the Register of Members; where a candidate who is not a Member, the name and identification number provided are inconsistent upon further verification.  
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、身份證明文件編號經核對不符者。
5. Writing other than the name of the candidate or Member number (identification number) and the number of votes entitled.  
除填被選舉人之戶名(姓名)或股東戶號(身份證明文件編號)及分配選舉權數外，夾寫其它文字者。
6. The name of the candidate is the same with other Member but no Member number or identification number is provided for identification.  
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。

Article 10 The Directors of the Company shall be persons of legal ability elected in the general meeting. The number of Directors will be as specified in the Articles, with voting rights separately calculated for independent and non-independent Director positions. If two or more candidates receive an equal number of votes, a draw shall take place between these candidates to determine who shall be elected. Where a candidate is not present, the chairman shall draw on behalf of the candidate.

第十條

本公司董事由股東會就有行為能力之人選任之。本公司董事依本章程所定之名額，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，如有二人或二人以上所得權數相同而超過規定名額時，由得權數相同者抽籤決定，未到場者由主席代為抽籤。

Article 11 Ballots shall be counted upon completion of the voting procedures and the result of the ballot counting shall be announced by the chairman, including the names of the Directors-elect and the votes for their election.

第十一條

The ballots for the said election shall be sealed with the signatures of the ballot examiners and well kept for at least one year after the election; provided, however

that in case any Member files any lawsuit under the applicable law, the ballots shall be kept to until the litigation process is closed.

投票完畢後當場開票，開票結果應由主席當場宣佈，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。但經股東依中華民國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。

Article 12 When the Company convenes a shareholders meeting for the election of Directors  
第十二條 and the Directors-elect do not meet the condition set forth in Paragraph 3, Article 2, and if there are some among the Directors-elect who do not meet that condition, the election of the Director-elect who receives the lowest number of votes among those not meeting the condition shall be deemed invalid.

本公司股東會選任董事，如當選人不符第2條第3項規定時，如董事間不符規定者，不符規定之當選人中所得選票代表選舉權較低者，其當選失其效力。

When a person serving as a Director is in violation of Paragraph 3, Article 2, that person shall be subject to ipso facto dismissal through the mutatis mutandis application of the provisions of the preceding paragraph.

已充任董事違反第2條第3項規定者，準用前項規定當然解任。

Article 13 The Board of Directors shall send each elected Director a notice of appointment.  
第十三條 當選之董事由本公司董事會分別發給當選通知書。

Article 14 Establishment and amendment to these Guidelines shall be subject to approval of the  
第十四條 Board of Directors, which shall be further approved by Ordinary Resolution at a general meeting. The same applied in case of revision.

本規範之訂定及修正應經本公司董事會同意，並經股東會之普通決議通過。修正時亦同。