

# 富旺國際開發股份有限公司

## 董事選任程序

第一條 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。

第二條 本公司董事之選任，除法令或章程另有規定者外，應依本程序辦理。

第三條 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。

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。

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。

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。

第四條 本公司獨立董事之資格，應符合「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。

本公司獨立董事之選任，應符合「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。

第五條 本公司董事之選舉，應依照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。

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。

第六條 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。

第七條 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。

第八條 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。

第九條 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。

第十條 選舉票有左列情事之一者無效：

一、不用有召集權人製備之選票者。

二、以空白之選票投入投票箱者。

三、字跡模糊無法辨認或經塗改者。

四、所填被選舉人與董事候選人名單經核對不符者。

五、除填分配選舉權數外，夾寫其他文字者。

第十一條 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。

第十二條 當選之董事由本公司董事會發給當選通知書。

第十三條 本程序由股東會通過後施行，修正時亦同。

# FULL WANG INTERNATIONAL DEVELOPMENT COMPANY LIMITED

## Procedures for the selection of directors

### Article 1.

In order to elect directors in a fair, impartial and open manner, this procedure is formulated in accordance with Articles 21 and 41 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies".

### Article 2.

The election of directors of the Company shall be in accordance with these procedures, unless otherwise provided by laws and regulations or the Articles of Association.

### Article 3.

The selection of directors of the Company shall take into account the overall configuration of the Board of Directors. The composition of the Board of Directors should take into account diversity and formulate appropriate diversity policies based on their own operations, operating styles and development needs, which should include but are not limited to the following two criteria:

1. Basic conditions and values: gender, age, nationality and culture, etc.
2. Professional knowledge and skills: professional background (such as law, accounting, industry, finance, marketing or technology), professional skills and industrial experience, etc.

The members of the board of directors shall generally possess the necessary knowledge, skills and accomplishments to perform their duties, and their overall abilities shall be as follows:

1. Ability to make operational judgments.
2. Accounting and financial analysis skills.
3. Management ability.
4. Crisis management capabilities.
5. Industrial knowledge.
6. International market view.
7. Leadership.
8. Decision-making ability.

There shall be more than half of the seats among the directors, and there shall be no spouse or family relationship within the second degree of kinship.

The Board of Directors of the Company shall consider adjusting the composition of the Board of Directors based on the results of the performance evaluation.

### Article 4.

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

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

### Article 5.

The election of directors of the Company shall be carried out in accordance with the procedures of the candidate nomination system stipulated in Article 192-1 of the Company Law.

If the director is dismissed for any reason, resulting in less than five directors, the company shall hold a by-election at the latest shareholders' meeting. However, if the number of directors vacancies reaches one-third of the seats specified in the articles of association, the company shall convene an extraordinary general meeting of shareholders to elect them within 60 days from the date of occurrence of the fact. If the number of independent directors is less than the proviso to Paragraph 1 of Article 14-2 of the Securities and Exchange Act, a by-election shall be held at the most recent shareholders' meeting; When all independent directors are dismissed, an extraordinary shareholders' meeting shall be convened for by-election within 60

days from the date of the fact.

Article 6.

The election of directors of the Company shall be based on a cumulative voting system, and each share shall have the same voting rights as the number of directors to be elected, and may be elected by one person or by allocation of several persons.

Article 7.

The Board of Directors shall prepare a ballot paper equal to the number of directors to be elected, and fill in the number of weights thereof, and distribute it to the shareholders attending the shareholders' meeting, and the names of the electors may be replaced by the number of the attendance card printed on the ballot paper.

Article 8.

The number of directors of the Company shall be calculated separately according to the number of seats specified in the Articles of Association, and the election rights of the independent directors and non-independent directors shall be calculated separately, and the candidates with the largest number of votes shall be elected in turn.

Article 9.

Before the commencement of the election, the chairman shall designate a number of scrutineers and tellers who have the status of shareholders to perform various relevant duties. Ballot boxes are prepared by the Board of Directors and opened in public by scrutineers before voting.

Article 10.

An electoral ballot paper is invalid if it falls under one of the circumstances listed on the left:

1. Those who do not need to have the ballot papers prepared by the convener.
2. Those who drop blank ballot papers into the ballot box.
3. The handwriting is illegible or has been altered.
4. The list of candidates for election and director is inconsistent after verification.
5. Those who fill in the number of voting rights and write other words.

Article 11.

After the completion of voting, the ballot shall be issued on the spot, and the result of the ballot shall be announced by the chairman on the spot, including the list of directors elected and the number of elected directors.

Article 12.

Elected Directors shall be notified of their election by the Board of Directors of the Company.

Article 13.

This procedure shall be implemented after the approval of the shareholders' meeting, and the same shall apply when amended.

