



Approved by the Ordinary Shareholders Meeting 02 June, 2015

HTC Corporation Bylaws for the Election of Directors and Supervisors

Article 1

Unless otherwise provided by the Company Act or the Articles of Incorporation of the Corporation, the election of the directors and supervisors of the Corporation shall be conducted in accordance with these Bylaws.

Article 2

The election of the directors and supervisors of the Corporation may be carried out separately or simultaneously at a shareholders meeting. Separate election ballots shall be prepared by the Corporation for directors and supervisors; the ballots shall note the number of election voting rights.

Article 3

In the election of the directors and supervisors of the Corporation, in recording the names of the voters, the shareholder attendance identification numbers may be used instead.

Article 4

The nomination of candidates for directors and supervisors of the Corporation shall adopt the candidate nomination system; the election of the directors and supervisors shall adopt the open-ballot, cumulative voting method. Each share confers election voting rights equal in number to the directors and supervisors to be elected; the votes may be cast for a single candidate or distributed among multiple candidates.

Article 5

In the election for the directors and supervisors of the Corporation, the candidates receiving ballots representing the highest number of voting rights sequentially shall be elected. A candidate simultaneously elected as a director and supervisor shall, at the candidate's own discretion, decide to serve as either director or supervisor. The position left vacant by such decision shall be filled by the candidate with the next most votes in the original election; the same shall apply to any vacancy arising upon review and confirmation that the personal data for an elected director or supervisor is inaccurate, or that such a person's election is invalid under the provisions of any applicable law or regulation. When two or more persons receive the same number of votes and the specified number of positions is exceeded, the two persons receiving the same number of votes shall draw lots to decide who shall serve; the chair shall draw lots on behalf of a non-attende.

Article 6

When voting commences, the chair shall appoint a certain number of scrutineers and ballot counters to carry out related duties. The scrutineers may be appointed from among the shareholders in attendance.



Article 7

The ballot box used for voting shall be prepared by the Corporation, and shall be publicly opened and inspected by a scrutineer before the casting of ballots

Article 8

If a candidate is a shareholder, a voter must fill in the candidate's account name and shareholder account number in the "Candidate" box of the ballot; for a non-shareholder, the voter shall fill in the candidate's full name and identification card number. However, when the candidate is a governmental organization or juristic person shareholder, the name of the governmental organization or juristic person shareholder shall be filled in the box for the candidate's account name on the ballot; or both the name of the governmental organization or juristic person shareholder and the name of their representative may also be filled in; when there are multiple representatives, the names of the representatives shall additionally be filled in separately.

Article 9

A ballot is invalid under any of the circumstances listed below, and the number of voting rights conferred therein may not be credited to that candidate:

1. The ballot was not cast in the ballot box.
2. A ballot prepared by the Corporation was not used.
3. A blank ballot that was not filled in by the voter.
4. Other words or marks are written in addition to the candidate name, shareholder account number, or ID card or government uniform invoice (GUI) number.
5. The handwriting is unclear and indecipherable.
6. Any element of the name, shareholder account number, or ID card or GUI number of the candidate that was already filled in has been altered.
7. The ballot has not been filled out in accordance with Article 8 of these Bylaws.
8. The candidate filled in on the ballot is a shareholder, but their identity and shareholder account number do not conform with the shareholders register; or where the candidate filled in on the ballot is not a shareholder, and a cross-check shows that their name and identity card number do not match.
9. Two or more candidates are filled in on the same ballot.

Article 10

After the casting of ballots is completed, the ballots shall be counted on the spot under the supervision of the scrutineer(s), and the results announced on the spot by the chair.

Article 11

Matters on which these Bylaws are silent shall be handled in accordance with the Articles of Incorporation of the Corporation, the Company Act, and applicable laws and regulations.

Article 12

These Bylaws, and any amendments hereto, shall be implemented after being approved by a shareholders meeting.