

IKKA HOLDINGS(CAYMAN) LIMITED

Director selection process

Article 1

In order to select directors fairly, impartially and openly, this procedure is formulated in accordance with Article 21 of the "Code of Practice for the Governance of Listed Overseas Companies" of the Republic of China.

Article 2

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

Article 3

The selection of directors of the company should take into consideration the overall configuration of the board of directors. The composition of the board of directors should consider diversity and formulate appropriate diversity policies based on its own operations, operating types and development needs, which should include but not be limited to the following two major standards:

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.

Board members should generally possess the knowledge, skills and qualities necessary to perform their duties. Their overall abilities should be as follows:

1. Operational judgment ability.
2. Accounting and financial analysis skills.
3. Operation and management capabilities.
4. Crisis handling capabilities.
5. Industrial knowledge.
6. International market outlook.
7. Leadership skills.
8. Decision-making ability.

There should be more than half of the seats among the directors, and they should not be related to spouses or relatives within the second degree.

The company's board of directors should consider adjusting the composition of the board of directors based on the results of the performance evaluation.

Article 4

The qualifications of the company's independent directors shall comply with the provisions of Articles 2, 3 and 4 of the "Regulations on the Establishment and Matters

to be Observed of Independent Directors of Publicly Offering Companies" of the Republic of China.

The selection of independent directors of the company shall comply with the provisions of Article 5, Article 6, Article 7, Article 8 and Article 9 of the "Regulations on the Establishment and Matters to be Observed of Independent Directors of Publicly Offering Companies" of the Republic of China, and shall be based on "Article 24 of the "Code of Practice for the Governance of Listed Companies".

Article 5

The election of directors of the company shall be conducted in accordance with the candidate nomination system procedures stipulated in Article 192-1 of the Company Law of the Republic of China. The purpose is to review the qualifications, academic background, and whether the director candidates have the right to Regarding the various circumstances and other matters listed in Article 30 of the Company Law, no additional certification documents for other qualifications shall be arbitrarily added, and the review results shall be provided to shareholders for reference in order to select qualified directors.

If directors are dismissed for any reason and there are fewer than five directors, the company shall hold a by-election at the latest shareholders' meeting. However, if the vacancy of directors reaches one-third of the number of seats specified in the articles of association, the company shall convene an extraordinary meeting of shareholders for by-election within 60 days from the date of occurrence.

The number of independent directors falls short of the proviso to Article 14-2, Paragraph 1, of the Securities and Exchange Act of the Republic of China, the relevant provisions of the Listing Review Standards of the Taiwan Stock Exchange, or the "Review Standards of the Securities Dealers' Business Premises Transactions of Securities" of the Securities Over-the-Counter Trading Center of the Republic of China. Article 10, Paragraph 1, "The specific standards for determination that each item is not suitable to be listed on the OTC", Paragraph 8, shall be held at the latest shareholders' meeting; when all independent directors are dismissed, a by-election shall be held within 60 days from the date of the fact. A by-election will be held at an extraordinary meeting of shareholders.

Article 6

The election of directors of the company shall adopt a cumulative voting system. Each share has the same voting rights as the number of directors to be elected. One person may be elected centrally, or several persons shall be elected.

Article 7

The board of directors shall prepare electoral votes equal to the number of directors to be elected, add their weights, and distribute them to shareholders attending the

shareholders' meeting. The names of the electors may be replaced by the attendance certificate numbers printed on the electoral votes.

Article 8

The company's directors shall calculate the voting rights of independent directors and non-independent directors according to the quota specified in the company's articles of association. Those with the greater number of voting rights will be elected in sequence. If two or more people have the same number of votes and exceed the prescribed quota, The decision will be made by drawing lots among those with the same number of weights. For those who are not present, the chairman will draw lots on his behalf.

Article 9

Before the election begins, the chairman shall designate a number of scrutineers and vote counters with shareholder status to perform various relevant duties. Ballot boxes are prepared by the board of directors and open for inspection by the scrutineers in public before voting.

Article 10

If the electee is a shareholder, the elector must fill in the electee's account name and shareholder account number in the electee column of the election ticket; if the electee is not a shareholder, the elector must fill in the electee's name and identity document number. However, when a government or legal person shareholder is the electee, the name of the electee in the election ballot should be filled in with the name of the government or legal person, and the name of the government or legal person and the name of its representative may also be filled in; when there are several representatives, The name of the representative should be added separately.

Article 11

An electoral vote will be invalid if any of the following conditions apply:

1. No ballot papers prepared by the board of directors are used.
2. Putting a blank ballot into the ballot box.
3. The handwriting is illegible or has been altered.
4. If the electee filled in is a shareholder, his or her account name and shareholder account number do not match the shareholder list; if the elector filled in is not a shareholder, his or her name and identity document number do not match upon verification.
5. In addition to filling in the electee's account name (name) or shareholder account number (identity document number) and the number of allocated voting rights, other words are included.

6. The name of the elector filled in is the same as that of other shareholders but the shareholder account number or identity document number is not filled in for identification.

Article 12

After the voting is completed, the votes will be counted on the spot. The results of the voting shall be announced by the chairman on the spot, including the list of elected directors and their voting rights.

The electoral votes for the election matters mentioned in the preceding paragraph shall be sealed and signed by the scrutineers, and then properly kept for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Law of the Republic of China, it shall be preserved until the lawsuit is concluded.

Article 13

The elected directors will be issued a notice of election by the company's board of directors.

Article 14

After this procedure is approved by the board of directors, it will be sent to the shareholders' meeting for approval before being implemented. The same applies to amendments.