



GEM Services, Inc.
董事選任程序
Procedures for Election of Directors

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- 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。
To ensure a just, fair, and open election of directors, these Procedures for Election of Directors (“Procedures”) are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
- 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。
Except as otherwise provided by law, regulation or the Memorandum and Articles of Association (“MAA”) of GEM Services, Inc (“GEM”), elections of directors and supervisors shall be conducted in accordance with these Procedures.
- 第三條 本公司董事之選任及其整體配置應考量多元化，並就本身運作、營運型態及發展需求來擬訂多元化方針，方針宜包括但不限於以下二大面向之標準：
The selection and composition of GEM's Board of Directors (“BOD”) shall take into account diversification. The guidelines for diversification shall be based on the Company's operations and development needs and shall meet, but not be limited to the following criteria:
- 一、 基本條件：性別、年齡、國籍及文化等。
Fundamental conditions such as gender, age, nationality and cultural background.
 - 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。
Professional knowledge and skills: professional background (such as legal, accounting, industrial, financial, marketing or technical), professional skills and industrial experiences.
- 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：
The BOD members shall have the necessary knowledge, skills, and experiences to perform their duties. The abilities possessed by the BOD as a whole shall include the following:
- 一、 營運判斷能力。
To make judgments about operations
 - 二、 會計及財務分析能力。
Accounting and financial analysis abilities
 - 三、 經營管理能力。
Business management ability
 - 四、 危機處理能力。
Crisis management ability
 - 五、 產業知識。
Industry knowledge
 - 六、 國際市場觀。
An global market perspective

七、 領導能力。

Leadership

八、 決策能力。

Decision-making ability

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。

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

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。

GEM shall adjust its BOD composition based on the results of performance review on the BOD.

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即應遵循事項辦法」第二條、第三條以及第四條之規定。

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

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。

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

第五條

本公司董事之選舉，均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。除為審查董事候選人之資格條件所須提供之基本資料、學經歷背景及有無公司法第三十條所列各款情事等事項之外，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，俾選出適任之董事。

Elections of directors of GEM shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. Exception for documents required to verify the basic information and backgrounds of the nominees and to check if there is any incident fitting the Article 30 of the Company Act, no other documents to check other conditions of the nominees shall be required. Results of the reviews shall be disclosed to the shareholders to facilitate the election.

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 directors falls below five due to the dismissal of a director for any reason, GEM shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in GEM's MAA, GEM shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

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、臺灣證券交易所上市審查準則相關規定或中華民國證券櫃檯買賣中心「證券商營業處所買賣有價證券審查準則第 10 條第 1 項各款不宜上櫃規定之具體認定標準」第 8 款規定者，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。

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, or the related provisions of the Taiwan Stock Exchange Corporation rules governing the review of listings, or subparagraph 8 of the Standards for Determining Unsuitability for GTSM Listing under Article 10, Paragraph 1 of the GreTai Securities Market Rules Governing the Review of Securities for Trading on the GTSM, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

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。

The open-ballot, cumulative voting method will be used for election of the directors of GEM. Each share will have votes in number equal to the directors to be elected. The votes can be cast for a single candidate or split among multiple candidates.

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，股東之記名，得以在選舉票上所印出席證號碼代之。

The BOD shall prepare ballots for director election. Each ballot shall bear votes in the same number as the number of directors to be elected. The number of voting rights of each ballot shall be specified. The ballots shall then be distributed to the attending shareholders. Attendance card numbers printed on the ballots can be used instead of recording the names of the shareholders.

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。

The number of directors to be elected will be as specified in GEM's MAA, with votes separately counted for directors and independent director positions. Those candidates receiving the highest numbers of votes will be elected. When two or more candidates receive the same number of votes, thus exceeding the number of positions to be elected, the candidates shall draw lots to determine the winner, with the chair drawing lots on behalf of non-present candidate(s).

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。

Before the election begins, the chair shall appoint certain shareholders to perform the duties of monitoring voting process and votes counting. The ballot boxes shall be prepared by the BOD and publicly inspected before voting.

第十條 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。

If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot. If a candidate is a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, if the candidate is a governmental agency shareholder or non-person legal entity shareholder, the name of the governmental agency or legal entity shall be entered in the column for the candidate's account name in the ballot paper, or both the names of governmental agency or legal entity and the representatives' names may be entered. When there are multiple representatives, the names of each representative shall be entered.

第十一條 選舉票有左列情事之一者無效：

A ballot shall be invalid if any of the circumstances occurs:

一、 不用董事會製備之選票者。

The ballot was not prepared by the BOD.

二、 以空白之選票投入投票箱者。

A blank ballot is placed in the ballot box.

三、 字跡模糊無法辨認或經塗改者。

The writing is unclear and indecipherable or has been altered.

四、 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、身分證明文件編號經核對不符者。

The candidate's name is entered in the ballot as a shareholder, but the account name and shareholder account number do not match those in the shareholder register. The candidate's name is entered in the ballot as a non-shareholder, and a background check shows that the name and identity card number do not match.

五、 除填被選舉人之戶名(姓名)或股東戶號(身分證明文件編號)及分配選舉權數外，夾寫其他文字者。

Words or marks are entered in the ballot that are not the candidate's account name, or shareholder account number, identity card number, or and the number of voting rights allotted.

六、 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。

The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.

第十二條 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。

The votes shall be counted on site immediately after the voting period, and the chair shall announce on site the directors elected and the votes they get.

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。

第十三條 當選之董事由本公司董事會發給當選通知書。

The BOD of GEM shall issue notifications to directors elected.

第十四條 本程序由股東會通過後施行，修正時亦同。

These Procedures and any amendment shall be implemented after shareholders approval.