

DARWIN PRECISIONS CORPORATION

Rules for the Election of Directors (the “Rules”)

Adopted by the regular shareholders meeting resolution on June 4, 2010

Article1: Unless otherwise provided in applicable laws and regulations, the Rules specified herein shall govern the election of the Company’s directors.

Article2: The Company’s directors shall be elected at the Shareholders’ Meeting.

Article3: In election of the Company’s directors, each share is entitled to the voting rights equivalent to the number of directors to be elected. The voting rights may be concentrated to one candidate or be allocated among several candidates.

Article4: The election of Directors shall adopt a candidate nomination system, and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates, and such number shall be in compliance with the number of positions for director set forth in the Articles of Incorporation. The candidates who receive the most voting rights for the position of director shall win the election and the voting rights received shall be ranked separately to determine the Director-Elect and Independent Director-Elect.

If two or more candidates receive the same number of voting rights, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any candidate not in attendance.

If the elected director in accordance with the procedure above is confirmed that the personal information of an elected Director is not correct or that the election of an elected director shall be null pursuant to the Applicable Law, the candidate receiving second most voting rights to such director in the same Shareholders’ Meeting shall be elected to fill the vacancy.

Article 4-1: The election of independent directors and non-independent directors shall be held together, but the voting rights received shall be ranked separately to determine the Director-Elect and Independent Director-Elect.

Article 5: The board of directors shall prepare the voting ballots, which shall not only be stamped with the company’s seal, but also noted the number of electors’ voting rights.

Article 6: If the candidate is a shareholder of this Company, voters shall fill the candidate's name and shareholder's number in the "candidate" column of the ballot. If the candidate is not a shareholder of this Company, voters shall fill the candidate's name, the candidate's ID number. If the candidate is a government agency or a legal entity, the full name of the government agency or the legal entity or the name(s) of their representative(s) should be filled. In the event that several candidates represent a government agency or a legal entity, the names of the representatives shall be filled separately in the column.

Article7: At the beginning of the election, the chair shall appoint a number of monitoring persons with shareholder status and a number of counting persons to perform the respective duties of votes.

Article 8: The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 9: A ballot is invalid under any of the following circumstances:

1. is not provided under the Rules;
2. is placed into the ballot box blank;
3. contains illegible words or corrections;
4. If the candidate is a shareholder of this Company, the name or shareholder's number of the candidate filled in the ballot inconsistent with the shareholders' register. If the candidate is not a shareholder of this Company, the name or ID number of the candidate filled in the ballot is incorrect;
5. contains any words or marks in addition to candidate's name or shareholder's number (ID number) and the number of voting rights cast for the candidate;
6. is not filled in candidate's name or shareholder's number (ID number);
7. contains two or more candidates.

Article 10: When the total number of voting rights casted for the candidates is less than the number of voting rights held by the electors, the reduced number shall be regarded as abstention.

Article 11: The voting rights shall be calculated on site immediately after the end of the poll and the results of the election shall be announced by the chair.
The Company shall issue notifications to the persons elected as directors separately after the shareholders' meeting.

Article 11-1: When a person serving as director is in violation of the provisions of Article 26-3, paragraph 3 or paragraph 4 of the Securities and Exchange Act, the qualification of director becomes invalid.

Article 12: The Rules and any amendment thereof shall become effective after approval by the Shareholders' Meeting. The Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Any matters not specified in the Rules shall be handled in accordance with the Company Act and other relevant laws and regulations.