

# Chicony Power Technology Co., Ltd.

## Corporate Governance Code of Practice

### No. one Chapter General Provisions

Article 1 In order to establish a good corporate governance system, the Company has formulated the Company Governance Practice Guidelines to build an effective corporate governance system.

Management framework to follow.

Article 2 The Company shall establish a corporate governance system that shall comply with the provisions of laws and regulations and the Articles of Association, as well as the contract signed with the stock exchange.

In addition to the relevant provisions of the Agreement, the following principles shall apply:

1. Protect the rights and interests of shareholders.
2. Strengthen the functions of the board of directors.
3. Give full play to the functions of the Audit Committee.
4. Respect the rights and interests of stakeholders.
5. Improve information transparency.

Article 3 The Company shall consider the following matters in accordance with the provisions of the Internal Control System Procedures for Public Companies:

The company shall design and implement an internal control system for its overall operational activities, and shall review it at any time to respond to changes in the company's internal and external environment to ensure that the design and implementation of the system remain effective.

In addition to conducting self-assessment of the internal control system, the company's board of directors and management should review the self-assessment results of each department at least annually and review the audit reports of the audit unit on a quarterly basis. The audit committee should also pay attention to and supervise. The company should establish a communication channel and mechanism between independent directors, the audit committee and the internal audit supervisor. Directors should hold regular meetings with internal auditors to review deficiencies in the internal control system and keep records.

The management of the Company shall attach importance to the internal audit unit and personnel, grant them sufficient authority, and encourage them to accurately inspect and evaluate the deficiencies of the internal control system and measure the efficiency of operations to ensure that the system can be implemented continuously and effectively, and assist the board of directors and management to accurately perform their responsibilities and implement the corporate governance system.

The appointment, dismissal, evaluation, and remuneration of the company's internal auditors shall be submitted to the board of directors or signed by the audit supervisor and approved by the chairman.

### Article 3-1

The Company shall deploy appropriate and appropriate number of corporate governance personnel according to the size of the Company, business conditions and management needs, and shall designate a corporate governance supervisor in accordance with the regulations of the competent authority, stock exchange or over-the-counter trading center, who shall be the highest supervisor in charge of corporate governance-related matters. Such supervisor shall have obtained the qualification of a lawyer or accountant or have worked as a supervisor in the legal, compliance, internal audit, finance, stock affairs or corporate governance-related departments of securities, finance, futures-related institutions or public companies for more than three years.

The corporate governance-related matters referred to in the preceding paragraph shall at least include the following:

1. Handle matters related to the meetings of the board of directors and shareholders in accordance with the law.
2. Prepare minutes of board of directors and shareholders meetings.
3. Assist directors in taking office and continuing their studies.
4. Provide information necessary for directors to perform their duties.
5. Assist directors to comply with laws and regulations.

**6. Report to the Board of Directors on whether the qualifications of independent directors at the time of nomination, election and during their term of office comply with relevant laws and regulations.**

**The results of the review of the regulations.**

**7. Handle matters related to changes in directors.**

**eight.** Other matters stipulated in the company's articles of association or contract.

## No. two Chapter 10: Protecting Shareholders' Rights

## No. one Encourage shareholders to participate in corporate governance

Article 4 The company's corporate governance system shall protect the rights and interests of shareholders and treat all shareholders fairly.

The Company shall establish a corporate governance system that ensures that shareholders have the right to fully understand, participate in and decide on major company matters.

Article 5 The Company shall convene shareholders' meetings in accordance with the Company Law and relevant laws and regulations and formulate complete rules of procedure.

Matters that should be resolved by shareholders' meetings must be strictly implemented in accordance with the rules of procedure.

The resolutions of the shareholders' meeting of the Company shall comply with the provisions of laws and regulations and the Articles of Association.

Article 6 The board of directors of the company shall properly arrange the agenda and procedures of the shareholders' meeting, determine the principles for shareholders to nominate directors and propose resolutions at the shareholders' meeting.

The company shall establish rules and procedures for the holding of shareholders' meetings, and shall properly handle the motions proposed by shareholders in accordance with the law. The company shall arrange a convenient meeting place, reserve sufficient time, and assign suitably qualified personnel to handle the registration procedures. The company shall not arbitrarily add other certification documents to the certification documents relied upon for shareholders' attendance. The company shall also allow reasonable discussion time for each issue and give shareholders appropriate opportunities to speak.

The shareholders' meeting convened by the board of directors shall be presided over by the chairman in person, and more than half of the directors of the board of directors (including at least one independent director) shall be present in person, and the attendance record shall be recorded in the minutes of the shareholders' meeting.

Article 7 The Company shall encourage shareholders to participate in corporate governance and shall appoint a professional shareholder affairs agency to handle shareholder affairs so that

The shareholders' meeting shall be held under the premise of legality, effectiveness and safety. The company shall make full use of technological information disclosure methods through various means and channels, and it is advisable to upload the Chinese and English versions of the annual report, annual financial report, shareholders' meeting notice, meeting manual and meeting supplementary materials simultaneously, and shall adopt electronic voting to increase the rate of shareholders attending the shareholders' meeting and ensure that shareholders can exercise their shareholder rights in accordance with the law at the shareholders' meeting.

The Company should avoid proposing ad hoc motions and amendments to original proposals at shareholders' meetings.

The Company shall arrange for shareholders to vote on each shareholder meeting proposal, and on the day after the shareholders' meeting is held, the results of shareholders' approval, opposition and abstention shall be entered into the public information observation station.

If a company distributes shareholders' meeting souvenirs to shareholders, it shall not engage in differential treatment or discrimination.

Article 8 The Company shall, in accordance with the Company Law and other relevant laws and regulations, record the year, month, day, and venue of the meeting in the minutes of the shareholders' meeting.

The name of the chairman and the method of decision-making shall be recorded, and the main points and results of the meeting shall be recorded. The election of directors shall state the voting method and the number of votes for the elected directors.

The minutes of shareholders' meetings should be properly preserved permanently during the company's existence and should be fully disclosed on the company's website.

Article 9 The chairman of the shareholders' meeting shall be fully aware of and abide by the company's rules of procedure and maintain a smooth agenda.

The meeting is adjourned.

In order to protect the interests of the majority of shareholders, if the chairman of the board of directors violates the rules of procedure and announces the adjournment of the meeting, the other members of the board of directors shall promptly assist the shareholders present to elect a chairman in accordance with legal procedures with the consent of more than half of the voting rights of the shareholders present and continue the meeting.

Article 10 The Company shall attach great importance to the shareholders' right to know and strictly abide by the relevant provisions on information disclosure.

Insider shareholding and corporate governance information is provided to shareholders regularly and in real time using public information observatories or company-established websites.

In order to treat shareholders equally, the release of the various types of information referred to in the preceding paragraph shall be disclosed simultaneously in English.

In order to protect the interests of shareholders and ensure equal treatment of shareholders, the company should establish internal regulations to prohibit company insiders from using undisclosed information in the market to buy and sell securities.

The regulations in the preceding paragraph should include stock trading control measures for company insiders from the date they become aware of the company's financial report or related performance content, including (but not limited to) directors not trading their own stocks during the closed period of thirty days prior to the announcement of the annual financial report and fifteen days prior to the announcement of each quarterly financial report.

## Article 11

Shareholders shall have the right to share in the company's profits. In order to ensure the investment rights of shareholders, the shareholders' meeting may review the list prepared by the board of directors and the report of the audit committee in accordance with Article 184 of the Company Law, and decide on profit distribution or loss compensation. When the shareholders' meeting conducts a pre-audit, it may elect an inspector to do so.

Shareholders may request the court to appoint an inspector in accordance with Article 245 of the Company Act to inspect the company's business accounts, property status, specific matters, and specific transaction documents and records.

The Company's Board of Directors, Audit Committee and managers shall fully cooperate with the audit work of the inspectors referred to in the preceding two paragraphs and shall not evade, obstruct or refuse such work.

## Article 12

The Company's acquisition or disposal of assets, capital loans, endorsements and guarantees and other major financial and business activities shall be handled in accordance with relevant laws and regulations, and relevant operating procedures shall be formulated and submitted to the shareholders' meeting for approval in order to protect the interests of shareholders.

When a merger or public acquisition occurs, the Company shall not only comply with relevant laws and regulations, but also pay attention to the fairness and rationality of the merger or public acquisition plan and transaction, and pay attention to information disclosure and the soundness of the subsequent company's financial structure.

Where the management or major shareholders of this company participate in a merger and acquisition, whether the members of the audit committee reviewing the merger and acquisition matters in the preceding paragraph meet the requirements of the establishment of independent directors of public companies and the provisions of Article 3 of the Regulations Governing the Matters, and shall not be related persons or have interests that could affect the independence of the counterparties of the merger and acquisition transaction, and whether the design and execution of relevant procedures comply with relevant laws and regulations and whether information is fully disclosed in accordance with

The qualifications of the lawyers referred to in the preceding paragraph shall comply with the provisions of Article 3 of the Rules Governing the Establishment of Independent Directors of Public Companies and the provisions of Article 3 of the Rules Governing the Establishment of Independent Directors of Public Companies, and shall not be related persons

Our company handles Mergers and acquisitions Personnel involved in related matters should pay attention to

second conflicts of interest and avoidance.

## Article 13

To protect the interests of shareholders, the Company should have dedicated personnel to properly handle shareholders' suggestions, doubts and disputes.

If the resolutions of the shareholders' meeting or the board of directors of the company violate laws or the company's articles of association, or if the directors or managers violate laws or the company's articles of association when performing their duties, causing damage to the rights and interests of shareholders, the company shall appropriately handle the lawsuits filed by shareholders in accordance with the law.

## Article 13-1

The Board of Directors of the Company is responsible for establishing an interaction mechanism with shareholders to enhance mutual understanding of the Company's development objectives.

## Article 13-2

In addition to communicating with shareholders through shareholders' meetings and encouraging shareholders to participate in shareholders' meetings, the Company's Board of Directors also communicates with shareholders in an efficient manner, working with managers and independent directors to understand shareholders' opinions and issues of concern, and clearly explain the Company's policies to gain shareholder support.

## third

Company and Relationships people Corporate Governance

Relationship between The management objectives and responsibilities of personnel, assets and finances between the Company and its affiliated companies shall be clearly defined, and risk assessments shall be conducted and appropriate firewalls shall be established.

## Article 15

Unless otherwise provided by law, managers of this company shall not hold concurrent positions with managers of affiliated companies.

When a director engages in conduct for himself or others that is within the scope of the company's business, he or she shall explain the important details of his or her conduct to the shareholders' meeting and obtain their approval.

## Article 16

The Company shall establish sound financial, business and accounting management objectives and systems in accordance with relevant laws and regulations, and shall properly conduct comprehensive risk assessments with its affiliated companies regarding major banks, customers and suppliers, and implement necessary control mechanisms to reduce credit risks.

## Article 17

Our Company and Relationships People and shareholders There are Finance Business dealings or trade The parties should establish written rules for their financial and business operations based on the principle of fairness and reasonableness. The price conditions and payment methods should be clearly defined in the contract, and irregular transactions should be avoided. and improper transfer of benefits Love affairs.

The written regulations referred to in the preceding paragraph shall include the management procedures for purchase and sale transactions, acquisition or disposal of assets, capital loans and endorsements, etc., and relevant major transactions shall be submitted to the board of directors for approval, shareholders' meeting for approval or report.

## Article 18

A corporate shareholder with control over the company shall comply with the following matters:

1. They shall have a duty of good faith towards other shareholders and shall not directly or indirectly cause the company to do anything that is not in accordance with business practices or other improper Profit management.

2. Its representative shall abide by the relevant regulations set by the company for exercising rights and participating in resolutions.

When voting, he/she shall exercise his/her voting rights in good faith and in the best interests of all shareholders and shall fulfill the duties of a director

and duty of care.

3. The nomination of company directors shall be conducted in compliance with relevant laws and regulations and the company's articles of association and shall not exceed the approval of the shareholder

Scope of the Board of Directors' Terms of Reference.

4. Do not improperly interfere with company decisions or disrupt business operations.

5. Do not restrict or hinder the company's production and operation by means of unfair competition such as monopolizing procurement or closing sales channels.

camp.

6. The legal representative appointed by the person elected as a director shall meet the professional qualifications required by the company and shall not be appointed arbitrarily.

Reassignment.

## Article 19

The Company shall always keep track of the list of major shareholders who hold a relatively large proportion of shares and can actually control the Company and the ultimate controllers of the major shareholders.

The Company shall regularly disclose information on pledges, increases or decreases in the Company's shares, or other important matters that may cause changes in the shares by shareholders holding more than 10% of the shares, so that other shareholders can monitor the situation.

The term "major shareholder" as used in the first paragraph refers to a shareholder whose shareholding ratio is 5% or more or who ranks among the top ten shareholders in terms of shareholding ratio. However, the company may set a lower shareholding ratio based on the shareholder's actual control over the company.

### Chapter 3 Strengthening the Functions of the Board of Directors

#### Section 1 Board of Directors Structure

## Article 20

The board of directors of this company shall guide the company's strategy, supervise the management, and be responsible to the company and shareholders. The various operations and arrangements of its corporate governance system shall ensure that the board of directors exercises its powers in accordance with the provisions of laws, the company's articles of association or the resolutions of the shareholders' meeting.

The structure of the board of directors of the Company shall be determined based on the scale of the Company's business development and the shareholding of its major shareholders, and in consideration of practical operational needs, with an appropriate number of five or more directors.

The composition of the board of directors should take diversity into consideration and formulate appropriate diversity policies based on its own operations, business model and development needs, which should include but not be limited to the following two major aspects:

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  
Professional skills and industry experience, etc.

Members of the board of directors should generally possess the knowledge, skills and qualities necessary to perform their duties. In order to achieve the ideal goal of corporate governance, the board of directors as a whole should have the following capabilities:

1. Operational judgment ability.

2. Accounting and financial analysis capabilities.

3. Operational and management capabilities.

4. Crisis handling capabilities.

5. Industry knowledge.

6. International market perspective.

7. Leadership ability.

8. Decision-making ability.

## Article 21

The Company shall, in accordance with the principles of protecting the interests of shareholders and treating shareholders fairly, formulate fair, just, and open procedures for selecting directors, encourage shareholder participation, and adopt a cumulative voting system in accordance with the provisions of the Company Act to fully reflect the opinions of shareholders.

Except as approved by the competent authority, directors of this company shall have a majority of seats among themselves and shall not be spouses or relatives within the second degree of kinship.

If the number of directors is less than five due to the dismissal of directors for any reason, the company shall elect new directors at the most recent shareholders' meeting. However, if the number of directors missing reaches one-third of the seats stipulated in the articles of association, the company shall hold an extraordinary shareholders' meeting to elect new directors within sixty days from the date of the occurrence of the fact.

The total shareholding ratio of all directors on the board of directors of the Company shall comply with the provisions of laws and regulations. The restrictions on the transfer of shares of each director, the establishment or cancellation of pledge rights and changes shall be handled in accordance with relevant regulations, and all information shall be fully disclosed.

## Article 22

The Company shall, in accordance with the provisions of the laws and regulations of the competent authority, specify in its articles of association that the election of directors shall adopt a candidate nomination system, carefully evaluate the qualifications of the nominees and whether they fall under the circumstances listed in Article 30 of the Company Act, and handle the matter in accordance with the provisions of Article 192-1 of the Company Act.

## Article 23

The responsibilities of the company's chairman and general manager should be clearly defined.

Chairman and The general manager or equivalent position should not be held by the same person.

When the company sets up a functional committee, its responsibilities should be clearly assigned.

### Section 2 Independent Director System

## Article 24

The company shall have two or more independent directors in accordance with the provisions of its articles of association, and the number of independent directors shall not be less than one-fifth of the total number of directors.

Independent directors should have professional knowledge, their shareholdings should be limited, and they should maintain independence within the scope of their business operations and should not have any direct or indirect interests in the company.

If the Company and its group companies and organizations nominate directors, supervisors or managers of other companies and their group companies and organizations as independent director candidates, the Company shall disclose such information when accepting the nomination of independent director candidates and explain the suitability of the independent director candidate. If the independent director is elected, the number of election rights shall be disclosed.

The scope of application of the group enterprises and organizations referred to in the preceding paragraph includes the subsidiaries of this company, foundations that directly or indirectly donate more than 50% of the funds, and other institutions or legal persons with substantial control.

Independent directors and non-independent directors may not change their identities during their term of office.

The professional qualifications, shareholding and concurrent employment restrictions, independence determination, nomination method and other compliance matters of independent directors shall be handled in accordance with the Securities and Exchange Act, the Rules on the Establishment and Compliance of Independent Directors of Public Companies and the regulations of the stock exchange.

Article 25 The Company shall, in accordance with the provisions of the Securities and Exchange Act, submit the following matters to the Board of Directors for approval; if the independent directors have any objection,

If a board of directors holds a meeting with a view to reserving an opinion or reserving an opinion, the following shall be recorded in the minutes of the board of directors' meeting:

### 1. The company's operating plan.

### 2. Annual and semi-annual financial reports. However, semi-annual financial reports do not need to be audited by an accountant according to laws and regulations.

This does not apply to applicants for visa verification.

### 3. Establishing or revising the internal control system in accordance with Article 14-1 of the Securities and Exchange Act, and ensuring that the internal control system is effective.

Sexual examination.

### 4. To establish or amend the acquisition or disposal of assets or to engage in derivative products pursuant to Article 36-1 of the Securities and Exchange Act.

The procedures for handling major financial business activities such as transactions, loaning funds to others, endorsing or guaranteeing others.

### 5. Matters involving the directors' personal interests.

### 6. Significant asset or derivative transactions.

### 7. Major capital loans, endorsements, or guarantees.

### 8. Offering, issuing or private placement of securities that have equity characteristics.

### 9. Appointment, dismissal or remuneration of certified public accountants.

### 10. Appointment and removal of the chief financial, accounting or internal auditing officers.

### 11. Donations to related persons or major donations to unrelated persons. However, emergency relief due to major natural disasters

Donations of a charitable nature must be submitted for approval at the next board meeting.

### 12. Other matters that should be resolved by the shareholders' meeting or submitted to the board of directors according to laws, regulations, and articles of association, or as required by the competent authority.

Important matters.

Article 26 The company shall clearly define the scope of duties of independent directors and the human and material resources required to exercise their duties.

Other members shall not hinder, refuse or evade independent directors from performing their duties.

The company shall clearly stipulate the remuneration of directors in accordance with relevant laws and regulations. The remuneration of directors shall fully reflect personal performance and the company's long-term operating performance, and shall comprehensively consider the company's operating risks. Reasonable remuneration different from that of general directors may be set for independent directors.

### Section 3 Other Functional Committees

## Article 27

In order to improve the supervisory function and strengthen the management function, the board of directors of this company may consider the company's scale, business nature, and the number of directors to establish audit, compensation, nomination, risk management or other functional committees. Based on the concept of corporate social responsibility and sustainable management, it may establish environmental protection, corporate social responsibility or other committees, and clearly stipulate them in the articles of association.

The functional committee shall be accountable to the board of directors and shall submit its proposals to the board of directors for resolution. However, this does not apply to the Audit Committee exercising the supervisory powers pursuant to Article 14-4, Paragraph 4 of the Securities and Exchange Act.

Functional committees shall formulate organizational charters, which shall be approved by the board of directors. The contents of the organizational charter shall include the number of committee members, term of office, authority, rules of procedure, and resources that the company shall provide when exercising authority.

## Article 28

The Company shall establish an Audit Committee, which shall be composed of all independent directors, with no less than three members, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise.

The exercise of powers by the Audit Committee and its independent directors and related matters shall be handled in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the regulations of the stock exchange.

## Article 28-1

The Company shall establish a Remuneration Committee, with a majority of its members being independent directors. The professional qualifications of its members, the exercise of their powers, the formulation of its organizational charter and related matters shall be handled in accordance with the provisions of the "Regulations on the Establishment and Exercise of Powers of Remuneration Committees of Companies with Listed or Traded Shares on Securities Exchanges".

## Article 29

In order to improve the quality of financial reports, the company shall appoint a deputy to serve as the chief accountant.

The agent of the accounting supervisor referred to in the preceding paragraph shall continue to receive training every year in accordance with the accounting supervisor to enhance the professional competence of the agent of the accounting supervisor.

Accounting personnel involved in the preparation of financial reports shall also take professional courses for more than six hours each year. Such courses may be taken through internal training courses of the company or professional courses held by accounting training institutions.

The company should select a professional, responsible and independent certified public accountant to regularly audit the company's financial status and internal control. The company should review and improve the abnormalities or deficiencies discovered and disclosed by the accountant in the audit process, as well as the specific improvement or fraud prevention suggestions.

The Company shall regularly (at least once a year) **Reference Audit Quality Indicators (AQIs)** ,Assessing the independence of hired accountants  
If a company has not changed its accountants for seven consecutive years or has been disciplined or its independence has been damaged, it shall assess whether it is necessary to change its accountants and submit the assessment results to the board of directors.

Article 30 The Company shall appoint a professional and qualified lawyer to provide the Company with appropriate legal consulting services or to assist the Board of Directors and Management.

Improve the legal literacy of all levels, prevent companies and related personnel from violating laws, and promote corporate governance operations to operate within the relevant legal framework and statutory procedures.

If a director or management is involved in litigation or a dispute with shareholders in the performance of business in accordance with the law, the company should appoint a lawyer to assist according to the circumstances.

The Audit Committee or its independent directors may appoint lawyers, accountants or other professionals on behalf of the Company to conduct necessary audits or provide consultations on matters related to the exercise of its powers, and the expenses shall be borne by the Company.

### Section 4 Rules of Procedure and Decision-making Procedures for Board

#### Meetings Article 31

The Company's Board of Directors shall be convened at least once a quarter and may be convened at any time in case of emergency. The reason for the convening of a Board of Directors meeting shall be clearly stated and the directors shall be notified 7 days in advance. Sufficient meeting materials shall be provided and sent together with the convening notice. If the meeting materials are insufficient, the directors shall have the right to request supplementation or postpone the deliberation after the resolution of the Board of Directors.

The Company shall establish rules of procedure for board meetings; the main contents of the meeting, operating procedures, matters that should be recorded in the minutes, announcements, and other matters that should be followed shall be handled in accordance with the rules of procedure for board meetings of public companies.

## Article 32

Directors shall exercise high self-discipline and shall explain the important details of their interests at the board meeting if the proposals listed in the board meeting have any interest in themselves or the legal person they represent. If there is a possibility that the proposals may harm the interests of the company, they shall not

Directors shall not participate in discussions and votes, but shall abstain from such discussions and votes and shall not exercise voting rights on behalf of other directors. Matters on which directors may abstain from voting on their own shall be clearly stated in the Rules of Procedure for Board Meetings.

## Article 33

The independent directors of the Company shall personally attend the board of directors meetings for matters that require the submission of the Board of Directors pursuant to Article 14-3 of the Securities and Exchange Act and may not delegate such submission to non-independent directors. If an independent director expresses his/her objection or reservation, such objection or reservation shall be recorded in the minutes of the board of directors meeting. If an independent director cannot personally attend the board of directors meeting to express his/her objection or reservation, he/she shall provide a written opinion in advance and record it in the minutes of the board of directors meeting unless there is a legitimate reason.

If any of the following circumstances occur in a board of directors meeting, in addition to being recorded in the minutes, the meeting shall also be announced and reported on the public information monitoring station two hours before the start of trading on the next business day following the date of the board of directors meeting:

1. The independent director has objections or reservations and has a record or written statement. 2. Matters that have not been approved by the Audit Committee, if agreed by more than two-thirds of all directors.

During the meeting, the Board of Directors may notify the relevant department's non-director managers to attend the meeting to report on the current business situation of the company and answer questions from the directors, depending on the content of the proposal. If necessary, accountants, lawyers or other professionals may be invited to attend the meeting to help the directors understand the current situation of the company and make appropriate resolutions, but they should be absent during discussions and voting.

## Article 34

The meeting directors of the Company's Board of Directors shall record the meeting report and the summary of each proposal, the resolution method and the results in detail in accordance with the relevant regulations.

The minutes of the board of directors' meeting must be signed or stamped by the chairman of the meeting and the recorder, and distributed to all directors within 20 days after the meeting. The board of directors' meeting attendance book is part of the minutes and should be included in the company's important files and properly preserved permanently during the company's existence.

The preparation, distribution and preservation of minutes may be done in electronic form.

The company shall record the entire process of the board of directors' meeting in audio or video format and preserve it for at least five years. Such preservation may be done in electronic form.

If a lawsuit regarding a resolution of a board of directors meeting occurs before the expiration of the preservation period in the preceding paragraph, the relevant audio or video recording evidence shall continue to be preserved and the provisions of the preceding paragraph shall not apply.

If a board of directors meeting is held via video conference, the audio and video recordings of the meeting shall be part of the minutes and shall be permanently preserved.

When a resolution of the board of directors violates laws, the articles of association or a resolution of a shareholders' meeting, causing damage to the company, the directors who have expressed their dissent shall be exempted from liability for compensation if there is a record or a written statement to prove it.

## Article 35

The Company shall bring the following matters to the Board of Directors for discussion:

1. The company's operating plan.

2. Annual and semi-annual financial reports. However, semi-annual financial reports do not need to be approved by an accountant according to laws and regulations.

This does not apply to those checking visas.

3. Establishment or revision of internal control systems in accordance with Article 14-1 of the Securities and Exchange Act and the effectiveness of internal control systems  
Sexual examination.

4. To establish or amend the acquisition or disposal of assets, or to engage in derivative business transactions pursuant to Article 36-1 of the Securities and Exchange Act.

The procedures for handling major financial business activities such as commodity transactions, loaning funds to others, endorsing or providing guarantees for others.

5. Offering, issuing, or private placement of securities that have equity characteristics.

6. Appointment and removal of the chief financial, accounting or internal auditing officers.

7. Donations to related persons or major donations to unrelated persons. However, emergency relief due to major natural disasters

Donations of a charitable nature must be submitted for approval at the next board meeting.

8. If the Board of Directors does not adopt or amend the recommendations of the Remuneration Committee regarding the remuneration of directors and managers,

In the event of a resolution, the meeting shall be attended by more than two-thirds of all directors and approved by more than half of the directors present. The resolution shall comprehensively consider the amount of remuneration, payment method and future risks of the company, and specifically explain whether the remuneration approved is better than the recommendation of the Remuneration Committee.

IX. Pursuant to Article 14-3 of the Securities and Exchange Act, or any other resolution that must be passed by a shareholders' meeting or

Matters resolved by the board of directors or major matters stipulated by the competent authority.

In addition to the matters that should be submitted to the board of directors for discussion as mentioned in the preceding paragraph, during the recess of the board of directors, the board of directors may authorize the exercise of the board of directors' powers in accordance with laws or regulations or the company's articles of association. The level, content or matters of authorization shall be determined by the board of directors.

## Article 36

The Company shall clearly assign the matters resolved by the Board of Directors to appropriate executive units or personnel, requiring them to be implemented according to the planned schedule and goals, and at the same time include them in tracking management to ensure that their implementation is properly evaluated.

The board of directors should fully understand the implementation progress and report it at the next meeting so that the board's management decisions can be implemented.

## Section 5 Directors' Duties of Loyalty and

### Responsibilities Article 37

Members of the board of directors shall faithfully perform their duties and fulfill their obligations as good managers, and exercise their powers with a high degree of self-discipline and prudence. With respect to the execution of the company's business, they shall strictly follow the resolutions of the board of directors, except for matters that shall be resolved by the shareholders' meeting as required by law or the company's articles of association.

The Company shall establish methods and procedures for evaluating the performance of the Board of Directors and conduct performance evaluations of the Board of Directors, functional committees and individual directors on a regular basis each year through self-evaluation, peer evaluation, appointment of external professional organizations or other appropriate means.

## Article 38

The Company should establish a management succession plan and have the Board of Directors regularly evaluate the development and implementation of the plan to ensure sustainable operation.

## Article 39

If a resolution of the board of directors violates laws or the company's articles of association, and shareholders who have held shares for more than one year or independent directors request the board of directors to stop the implementation of the resolution, the board of directors shall promptly and appropriately handle or stop the implementation of the relevant resolution.

When a member of the board of directors discovers that the company is in danger of suffering a major loss, he or she shall proceed in accordance with the provisions of the preceding paragraph and immediately report the matter to the Audit Committee or an independent director of the Audit Committee.

## Article 40

The Company shall purchase liability insurance for directors during their term of office for the compensation liabilities that they are legally responsible for in the performance of their business scope, so as to reduce and disperse the risk of directors causing significant losses to the Company and shareholders due to errors or negligence.

After the Company purchases or renews directors' liability insurance, it shall submit important details such as the insured amount, coverage, and premium rate of the liability insurance to the most recent board of directors meeting.

## Article 41

Board members are advised to participate in continuing education courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility related to corporate governance topics held by designated institutions when they are newly appointed or during their term of office, and are responsible for employees at all levels to enhance their professional and legal knowledge.

## Chapter 4 Respecting the Rights and Interests of Stakeholders

## Article 42

The Company shall maintain smooth communication channels with its banks and other creditors, employees, consumers, suppliers, communities or other stakeholders of the Company, and respect and safeguard their legitimate rights and interests. A special area for stakeholders shall be set up on the Company's website.

When the legitimate rights and interests of stakeholders are infringed, the company should handle it appropriately in good faith.

## Article 43

Sufficient information should be provided to bankers and other creditors so that they can make judgments and decisions on the company's operations and financial status. When their legitimate rights and interests are infringed, the company should respond positively and take responsibility to allow creditors to obtain compensation through appropriate channels.

## Article 44

The company should establish employee communication channels to encourage employees to communicate directly with management and directors and appropriately reflect employees' opinions on the company's operations and financial conditions or major decisions involving employee interests.

## Article 45

While maintaining normal business development and maximizing shareholder interests, the Company should also pay attention to issues such as consumer rights, community environmental protection and public welfare, and attach importance to the company's social responsibility.

## Chapter 5 Improving Information Transparency

### Section 1. Strengthening Information Disclosure

## Article 46

Information disclosure is an important responsibility of the Company. The Company shall faithfully perform its obligations in accordance with relevant laws and regulations and the regulations of the stock exchange.

The Company is advised to announce and submit its annual financial report within two months after the end of the fiscal year, and announce and submit its first, second and third quarter financial reports and monthly operating conditions in advance of the prescribed deadlines.



The company shall establish an online reporting system for public information, designate a dedicated person to be responsible for the collection and disclosure of company information, and establish a spokesperson system to ensure that information that may affect the decision-making of shareholders and stakeholders can be disclosed in a timely and appropriate manner.

## Article 47

In order to improve the accuracy and timeliness of the disclosure of important information, the company should select a person who has a comprehensive understanding of the company's various financial and business matters or can coordinate various departments to provide relevant information and can speak independently on behalf of the company to serve as the company's spokesperson or deputy spokesperson.

The company should have one or more proxy spokespersons, and any proxy spokesperson should be able to speak on behalf of the spokesperson when the spokesperson is unable to perform his or her speaking duties. However, the order of proxy should be confirmed to avoid confusion.

To implement the spokesperson system, the company should clearly define a unified speaking procedure and require management and employees to keep financial and business secrets and not disseminate information without authorization.

When there is a change in the spokesperson or deputy spokesperson, the information should be disclosed immediately.

## Article 48

The Company shall utilize the convenience of the Internet to build a website to provide the Company's financial and business-related information and corporate governance information for the reference of shareholders and stakeholders, and shall provide English versions of financial, corporate governance or other related information.

The website referred to in the preceding paragraph shall be maintained by a dedicated person, and the information listed shall be detailed, accurate and updated in a timely manner to avoid the risk of mis

## Article 49

The Company shall hold corporate briefings in accordance with the regulations of the stock exchange and shall keep them in audio or video recording form. The financial and business information of corporate briefings shall be entered into the public information observatory in accordance with the regulations of the stock exchange and made available for inquiry through the company's website or other appropriate channels.

### Section 2 Disclosure of Corporate Governance Information

## Article 50

- The company's website should set up a special area to disclose the following corporate governance related information and continuously update it: 1. Board of Directors: such as the resumes of board members and their responsibilities, the board member diversity policy and implementation status. 2. Functional Committees: such as the resumes of each functional committee member and their responsibilities.
3. Corporate governance regulations: such as company articles of association, board of directors meeting procedures, and functional committee organizational rules, etc.
- Regulations related to corporate governance.
4. Important information related to corporate governance: such as information on the person in charge of corporate governance.

### Chapter VI Supplementary Provisions

## Article 51

The Company shall always pay attention to the development of domestic and international corporate governance systems and review and improve the corporate governance system established by the Company accordingly to enhance the effectiveness of corporate governance.

## Article 52

This Code shall be implemented after approval by the Board of Directors, and the same shall apply when it is revised.