

Chicony Power Technology Co., Ltd.

Regulations Governing Procedure for Board of Directors Meetings

- Article 1. To establish a strong governance system and sound supervisory capabilities for the Company's board of directors and to strengthen management capabilities, specially set the Regulations and provided for follow.
- Article 2. The Rules of Procedure for Board of Directors Meetings shall be duly handled in accordance with the Regulations unless otherwise prescribed in laws or Articles of Incorporation.
- Article 3. The reasons for calling a board of directors meeting shall be notified to each director and supervisor at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.
The notice set forth in the preceding paragraph may be effected by means of electronic transmission (E-mail or fax), after obtaining prior consent from the recipients thereof.
- Article 4. The designated unit responsible for the board meetings of this Company shall be Financial Center. The unit responsible for board meetings shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting.
A director who is of the opinion that the meeting materials provided are insufficient may request their supplementation by the unit responsible for board meetings. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.
- Article 5. Agenda items for regular board meetings of the Company shall include at least the following:
1. Matters to be reported:
 - (1) Minutes of the last meeting and action taken.
 - (2) Important financial and business matters.
 - (3) Internal audit activities.
 - (4) Other important matters to be reported.
 2. Issue to be discussed:
 - (1) Items for continued discussion from the last meeting.
 - (2) Items for discussion at this meeting.
 3. Occasional (extemporaneous) motions
- Article 6. The following items shall submit for discussion by the board of directors:
1. Corporate business plan.
 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a Certified Public Accountant (CPA).
 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, **and an assessment of the effectiveness of the internal control system.**
 4. **Adoption or amendment,** pursuant to Article 36-1 of the Securities and Exchange Act, **of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.**
 5. The offering, issuance, or private placement of equity-type securities.
 6. The appointment or discharge of a financial, accounting, or internal audit officer.
 7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
 8. If the board of directors will decline to adopt, or will modify suggestions on the remuneration of directors and managers proposed by the compensation committee, a recommendation of the remuneration committee, it shall require the consent of a majority with the directors in attendance at a meeting attended by two-thirds or more of the entire board. In its resolution, it shall give the comprehensive consideration of remuneration amount, payment methods and future risks of the Company and shall specifically explain whether the remuneration passed by it exceeds in any way the recommendation of the remuneration committee.
 9. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent

authority.

The term “related party” in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term “major donation to a non-related party” means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NT\$50 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term “within a 1-year period” in the preceding paragraph means a period of one year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

For foreign companies whose stock has no par value or a par value other than NT\$10, the “5 percent of paid-in capital” in Paragraph 2 above shall be calculated instead as 2.5 percent of shareholder equity.

After the Company have the independent directors, **at least one independent director shall attend each meeting in person.** In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under **Paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person,** he or she **shall** appoint another independent directors to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

All matters set out in the subparagraphs, Paragraph 1 of this Article, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.

Article 7. Except for matters that must be submitted to the board of directors for discussion under the preceding paragraph, when the board of directors is in recess, it may delegate the exercise of its power to others in accordance with law, regulations, or the Company's Articles of Incorporation. However, the level of delegation or the content or matters to be delegated shall be clearly specified, and general authorization is not permitted.

Article 8. When a board meeting is held, an attendance book shall be provided for signing-in by attending directors, which shall be made available for future reference.
Directors shall attend board meetings in person. A director unable to attend in person may appoint another director to attend the meeting in his or her place in accordance with the Company's articles of incorporation. Attendance by videoconference will be deemed attendance in person.
A director who appoints another director to attend a board meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting. The proxy referred to in Paragraph 2 may be the appointed proxy of only one person.
A director who resides abroad shall commission in writing another shareholder who resides domestically to act as his or her regular proxy to attend the board of directors meeting. The proxy mentioned in the preceding paragraph shall be duly registered with the competent authority, this same provision is applicable mutatis mutandis to an event of change.

Article 9. A board meeting shall be held at the premises and during the business hours of the Company, or at a place and time convenient for all directors to attend and suitable for holding board meetings.

Article 10. The board of directors shall meet at least quarterly, and shall be convened and chaired by the chairman of the board. However, with respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chairperson.

In the absence of the chairman or if the chairman is unable to perform its duties, the vice chairman shall act on behalf and in the name of the chairman in the meeting. In the absence of the vice chairman or the vice chairman is unable to perform its duties, the chairman shall appoint one director to preside over the meeting. If no such appointment is made, one director shall be nominated among all other directors to preside over the meeting.

Article 11. When holding a meeting of the board of directors, the Company may, as necessary for the agenda items of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting

as nonvoting participants. When necessary, the company may also invited certificated public accounts, attorneys, or other professionals to attend as nonvoting participants **and to make explanatory statements**, provided that they shall leave the meeting when deliberation or voting takes place.

Auditors should attend the most recent Board meeting after the end of each season, and reported of the previous quarter's internal audit business report to the board of directors.

- Article 12. The chairman shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance.
If one-half of all the directors are not in attendance at the appointed meeting time, the chairperson may announce postponement of the meeting time, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chairperson shall reconvene the meeting in accordance with the procedures in Article 3.
The number of "all directors," in the preceding paragraph, shall be counted as the number of directors then actually in office.

- Article 13. A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.
The agenda and extemporaneous motions in the preceding paragraph without the approval of a majority of the directors in attendance at the meeting, the chairperson may not declare the meeting closed.

At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chairperson shall declare a suspension of the meeting, in which case Paragraph 2, Article 12, shall apply mutatis mutandis.

- Article 14. A dispute in an issue submitted to the board of directors, if any, should be put into adequate discussions among directors. Where the discussion about an issue is considered up to the extent for voting process, the chairperson may announce discontinuity from discussion and refer that issue into voting process. The negative reasons voiced by a director shall be expressly remarked in the minutes of the board of directors.

When a proposal comes to a vote at a board meeting, if no attending director voices an objection following an inquiry by the chairperson, the proposal will be deemed approved and the effectiveness is equal to vote. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote.

One voting method for proposals at a board meeting shall be selected by the chairperson from among those below, provided that when an attending director has an objection, the chair shall seek the opinion of the majority to make a decision:

1. A show of hands or a vote by voting machine.
2. A roll call vote.
3. A vote by ballot.
4. A vote by a method selected at the Company's discretion.

"Attending directors," as used in the preceding two paragraphs, does not include directors that may not exercise voting rights pursuant to Article 16.

- Article 15. One director has one vote rights. Except where otherwise provided by the laws and regulations, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors meeting attended by a majority of all directors.

Where a same issue is accompanied with an amendment or a substitute, the chairperson shall resolve the order of voting along with the initial issue. In the event that one among them is satisfactorily resolved, other issues are deemed to have been vetoed and calling for no voting process any more.

If a vote on a proposal requires monitoring and counting personnel, the chairperson shall appoint such personnel, providing that all monitoring personnel shall be directors.

Voting results shall be made known on-site immediately and recorded in writing.

- Article 16. Directors shall exercise a high degree of self-discipline. If a director or a juristic person represented by the director is an interested party with respect to any proposal for a board meeting, the director shall state the important aspects of the interested party relationship at the meeting.

When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that proposal and shall enter recusal during the discussion and voting. The director also may not act as another director's proxy to exercise voting rights on that matter.

In the event that a director breaches the rule in withdrawal from conflict involvement (recusal) and joins the voting process, he or she vote shall not be counted into the voting weights.

- Article 17. The Company's minutes shall be prepared of the discussions at board of directors meetings, and shall bear the signature or seal of both the meeting chairperson and the minutes taker. One copy of the minutes shall be distributed to each director within twenty days after the meeting, and well preserved as important company records during the existence of the Company.
- The meeting minutes shall record the following:
1. Session (or year), time, and place of meeting.
 2. Name of the meeting chairperson.
 3. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
 4. Names and titles of those attending the meeting as nonvoting participants.
 5. Name of minutes taker.
 6. Matters reported on.
 7. Issue to be discussed:
The method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons. The name of any director that is an interested party as referred to Paragraph 1 and Paragraph 2 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal. Opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Paragraph 5, Article 6.
 8. Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to Paragraph 1 and Paragraph 2 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.
 9. Other matters required to be recorded.
The minutes of Paragraph 1 may be produced and distributed in electronic means.
Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:
 1. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
 2. **After the Company setting up the audit committee**, any matter that has not been passed by the audit committee, but has been adopted with the approval of two-thirds or more of all board directors without having been **passed** by the audit committee.
 3. The board of directors approved the remuneration of directors and managers better than the recommendations proposed by the Compensation Committee.
- Article 18. Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form. If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation.
- Where a board meeting is held by videoconference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be retained for the duration of the existence of the Company.
- Article 19. The Regulations shall be implemented after the board of directors grants the approval. The same procedure shall be followed when the principles have been amended.