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Article 1

This method has been established to build a good board of directors' governance system, comprehensive supervision function, and strengthen management function based on Article 2 of the Regulations Governing Procedure for Board of Director Meetings of Public Companies.

Article 2

This company's board of directors shall convene at least once each quarter and the directors shall be notified of the agenda seven days prior to the meeting. In case of emergencies, a meeting can be convened at any time.

The aforementioned notification shall be in the form of fax, email, or other electronic methods.

Items listed in Article 7-1 shall not be proposed in emergency meetings unless there is an emergency or if there is an appropriate reason.

Article 3

When the board of directors convenes the directors shall personally attend the board meeting. If the director cannot personally attend the meeting, the director must entrust another director to attend according to company regulations. The board of directors shall have an attendance log for directors attending the meeting to log in. Directors that participate in the meeting via video conferencing shall be viewed as attending the meeting in person.

When a director entrust another director as a substitute in attending the board meeting, a power of attorney shall be provided that lists the scope of authorization regarding the meeting agenda.

The agent in the two aforementioned cases shall be limited to one proxy.

Article 4


The board of directors shall meet at the company location and within company work hours in general. However, the meeting can convene in other locations and at other times for the convenience of directors.

Article 5

The chairman of the board shall convene this company's board of directors and act as the chairman of the meeting. However, the first board meeting of each session shall be convened by the director with the most shareholders' votes. The meeting chairman shall be the responsibility of the convener. If there is more than one convener, one convener shall be nominated as the chairman.

If a director is on leave or cannot uphold his/her duties, that director's proxy shall proceed according to Article 208-3 of the Company Act.

The designated procedure affairs unit of this company's board of directors is the Director's Office, which shall draft meeting contents and provide sufficient meeting data. This information shall be sent along with the meeting notifications.

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When the board of directors convenes, personnel from relevant departments or subsidiary companies can be invited to attend the meeting depending on the meeting content.

If a director believes that the meeting data is insufficient, the director can request supplements from the procedure affairs unit. If a director believes the meeting data is insufficient, then the meeting can be postponed after decision by the board of directors.

Meeting contents of the board of directors shall include at least the following items:

1. Report items:

- (1) Report on the implementation status of resolutions from the previous meeting.
- (2) Important financial business reports.
- (3) Internal audit report.
- (4) Other important report items.

2. Discussion items:


- (1) Discussion items reserved from the previous meeting.
- (2) Discussion items from this meeting.

3. Provisional motions.

Article 6

This company's board of directors shall discuss the following items:

1. This company's operating plan.
2. Annual and semi-annual financial reports. However, semi-annual financial reports that do not need to be audited and signed by accountants according to regulations are not within these limits.
3. Set or revise internal control system and the effective assessment of it according to Article 14 of the Securities and Exchange Act
4. Set or revise acquisition or disposal of assets, engagement in derivative transactions, loans to others, endorsement of others, or provide guarantee for major financial business according to Article 36-1 of the Securities and Exchange Act.
5. Raise, issue, or privately raise equity-type securities.
6. Dismissal of financial, accounting, or internal audit supervisors.
7. Donations of stakeholders or major donations of non-stakeholders. However, charity donations for emergency relief of major natural disasters shall be tracked and confirmed in the following board of directors meeting.
8. Items that require shareholders' meeting resolution, board of directors' resolution, or major items related to regulations of competent authorities

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according to Article 14-3 of the Securities and Exchange Act or other laws and regulations.

The stakeholder in item seven of Article 6 refers to stakeholders as defined in the security issuer's financial report preparation guidelines. The major donation of non-stakeholders refers to one-time donation or accumulated donation toward the same subject within one year that amounts to NTD 100 million, donation that has reached 1% of the most recent financial report net income as certified by the accountant, or donation that has exceeded 5% of the paid-up capital.

The one year stated in previous articles shall use the date this board of directors convened for the current year as the benchmark, then traced forward one year. Board of director resolutions that have been passed shall not be included in the calculation.

There should be at least one independent director attending the board of directors in person; for the first paragraph which should be proposed to the board of directors, all independent directors should attend the board of directors. In case any independent director cannot attend in person, they should be represented by other independent director.


If the independent director opposes or has an opinion, the board of directors meeting record shall reflect as such. If any independent directors cannot personally attend the board meeting to express opposition or opinion, the director shall issue a written opinion and have it recorded in the board meeting records unless there is an appropriate reason to do otherwise.

During the board meeting, personnel from related departments or subsidiary companies can attend the meeting to report on current company business status, answer the directors' questions, and assist the directors in understanding the company situation and make the appropriate decisions. Accountants, lawyers, and other professional personnel can attend the board meeting to provide the board with expert opinion as a reference. However, they shall not be present during the discussion and resolution process.

Article 6-1

The directors', supervisors', and managers' remuneration shall be based on remuneration committee recommendations, and shall be approved by the board of directors.

If the board of directors do not accept the recommendation of the remuneration committee regarding the director', supervisors', and managers' remuneration, or makes amendments, the decision must be agreed to by a board meeting where two-thirds of directors are in attendance, and half of the attending directors must consent. The resolution must make clear how the remuneration passed by the board of directors is superior to that recommended by the remuneration

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committee.

If the board of directors' remuneration is superior to the recommendation from the remuneration committee, the difference and reason shall be recorded in the board meeting records. The resolution shall be announced and reported within two days from the passing of the resolution by the board.

Article 7

The board meeting process shall be made into records and the entire process shall be voice or video recorded as proof. The record shall be kept for at least five years in electronic form.

If litigation occurs regarding board resolution items prior to the end of the storage period for the aforementioned records, the relevant audio or video records shall be kept until the litigation has ended.

For directors attending the board meeting via video conferencing, the director's video/audio data shall be part of the records and shall be safely stored by the company during the storage period.

Article 8

The chairman of the board meeting shall announce the start of the meeting when the set time has been reached and over half of directors are present. However, if less than half of directors are in attendance, the chairman can announce the postponement of the meeting. Postponement shall be limited to two times. If insufficient number of directors is present after two postponements, the chairman shall restart the convening process according to Article 2.

Article 9

The items discussed by the board of directors shall be according to the meeting notice agenda in principle. However, this can be changed with the consent of more than half of the directors present at the meeting.

The meeting chairman shall not adjourn the meeting without the consent of over half of the directors present at the meeting.


During the meeting, if the number of directors present number less than half of attending directors, then present directors can propose the chairman announce suspension of meeting and use prior regulations.

Article 10

If the chairman believes that discussion for a certain item has been sufficient for a resolution, the chairman shall end the discussion and motion for resolution.

When the chairman motions for resolution and there are no objections from present directors, the resolution is deemed as passed. The validity of this resolution is the same as passed by decision. If there are oppositions during the resolution process, the resolution shall be put to a vote.

The chairman shall select one of the following voting processes. However, if any

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present directors disagree, then decision shall be made by majority vote:

- (1) Show of hands or by voting machine.
- (2) Roll-call vote.
- (3) By voting.

The aforementioned present director in item two does not include directors that do not have voting rights as stipulated in Article 13.

Article 11

Resolution can only be passed with consent by a board with half the directors present, and with the consent of half of the present directors, unless otherwise stipulated by the Company Act or company regulations.

If the same item has an amendment case or an alternative case, the chairman shall combine the items with the original item and set its voting sequence. However, if one of the items has been passed, the other motions are viewed as invalid and further voting is not required.

If a scrutineer or counting staff is required for the voting, the chairman shall designate these personnel. However, the scrutineer shall have director status.

The voting results shall be announced on site and made into records.

Article 12

If the board of directors' resolutions involve major items that should be revealed according to laws or relevant competent authority regulations, this company shall announce the content on the market observation post within the regulated time.

Article 13

Directors shall maintain high discipline. If a director him/herself or if person legally represented by the director is a stakeholder in motions proposed by the board of directors, the director shall state the stake relationship during the board meeting. If the stake involved is detrimental to company benefits, the director shall state opinion and answer inquiries, and shall not participate in discussion or voting. The director shall be excused during the discussion and voting, and shall not represent other directors in the use of voting rights. Directors shall maintain their respective discipline, and shall not inappropriately support each other.


The resolution of this company's board of directors shall follow Article 206-3 of the Company Act and in accordance to Article 180-2 in regards to director with no voting rights.

Any directors that vote in violation of aforementioned regulations will have their vote invalidated.

Article 14

Board of directors' resolutions shall be made into meeting records. The records shall truthfully record the following items:

1. Meeting session (or year), time, and location.

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2. Name of the chairman.
3. Directors' attendance situation, including the name of directors who are present and who are absent, and the number of directors who are absent.
4. The name and title of persons attending the meeting.
5. Record the name.
6. Report items: name of person giving the report, title, and important opinions voiced by directors and other personnel.
7. Discussion items: the resolution result and method of each motion, summary of opinions voiced by experts, director, and other personnel, the name of director with a stake relationship (as stated in first item of Article 13), the content of the stake relationship, the reason for being excused or not excused, the excuse status, opposition opinion or reservation of opinion (with records or written documentation), and written opinion of independent directors as per Article 6 regulations.
8. Provisional motions: the name of person who made the motion, summary of opinions voiced by experts, director, and other personnel, the name of director with a stake relationship (as stated in first item of Article 13), the content of the stake relationship, the reason for being excused or not excused, the excuse status, and opposition opinion or reservation of opinion (with records or written documentation).
9. Other items that should be recorded.
10. Board resolutions that have been passed by two-third of directors, but that are opposed or have opinions reserved in records or in writing by independent directors, or have not been approved by the review committee, shall be reported on the market observation post designated by the financial supervision management committee within two days after the board meeting (in addition to recording on the meeting record).

Board meeting records shall be listed as important company files. The board meeting sign in log is part of the meeting record and shall be safely kept for the duration of the storage period. Records shall be signed or stamped by the meeting chairman and recorder and be distributed to directors within 20 days after the meeting. The report shall be made and distributed in electronic format.

Article 15

When authorized by the board of directors, the chairman of the board shall provide information to the board according to Article 6 of this regulation. The content of the chairman's authorization is as follows:

1. Setup effective and appropriate internal control system, and conduct assessment.
2. Appoint and supervise managers.

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3. Review company management decisions and operational plans.
4. Review and set company financial objectives.
5. Supervise company operating results.
6. Evaluate, check, supervise, and handle various risks encountered by the company.
7. Ensure that the company follows relevant regulations.
8. Plan the company's future development direction.
9. Build and maintain the company's image and fulfill social responsibility.
10. Appoint and interact with accountants, lawyers, and other professionals.
11. Other relevant items.

Article 16

The procedure standard for this company's board of directors shall be handled according to this regulation. For other outstanding issues, process according to the Company Act, this company's regulations, and other relevant laws and regulations.

Article 17

The establishment of this regulation shall be approved by the board of directors and announced in the shareholders' meeting report. Future revisions must be authorized by the board of directors to be valid.

Article 18

This regulation was established on September 22, 2005.

This regulation was revised for the first time on April 25, 2006, and went into effect on January 1, 2007.

This regulation was revised for the second time on November 29, 2006.

This regulation was revised for the third time on January 31, 2008.

This regulation was revised for the fourth time on April 24, 2009.

This regulation was revised for the fifth time on March 16, 2012.

This regulation was revised for the sixth time on May 3, 2012.

This regulation was revised for the seventh time on December 17, 2012.

This regulation was revised for the eighth time on March 28, 2013.

This regulation was revised for the ninth time on May 10, 2013.

This regulation was revised for the tenth time on February 26th, 2018.