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<b>Chapter One</b>	<b>General Provisions</b>
Article 1	To establish a good corporate governance system and promote healthy developments in the securities market, this company had referenced the "Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies" jointly established by the Taiwan Stock Exchange (hereafter "Stock Exchange") and the Gre Tai Securities Market (hereafter "Gre Tai Market") to formulate this its own corporate governance code of practices and to publish the code in the Market Observation Post System.
Article 2	In additional to compliance with the provisions provided by the laws, articles of association, the contracts signed with the Stock Exchange or Gre Tai Market, and other specifications; the corporate governance system established by this company shall conform to the following principles: 1) Build an effective corporate governance framework. 2) Protect the shareholders' rights and interests. 3) Strengthen the function of the Board. 4) Exert the supervision functions. 5) Respect the interests of the stakeholders. 6) Enhance information transparency.

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Article 3	<p>(Set up an internal control system)</p> <p>The company shall consider its overall business operation activities and those of its subsidiaries to design, practically implement, and constantly review its Internal Control System Processing Guideline Provisions in response to external environment changes and ensure sustainable system design and implementation. For companies with independent directors, the internal system formulation or revision shall be submitted to the Board of Directors for review and approval except for those already approved by the competent authority. Any oppositions or opinions by the independent board shall be recorded in the Board of Directors meeting notes. However, for companies that have already established an audit committed pursuant to the Securities Exchange Act, the system shall be approved by over 1/2 of the committee members and be submitted to the Board of Directors for review and approval. In addition to practically handle the self-assessment operations provided by the internal control system, the Board of Directors and the management level shall review the self-assessment results and quarterly audit reports issued by the audit unit each year, and the audit committee shall supervise the audit operations. The company shall establish communication channels and mechanisms between the independent directors, the audit committee, and the internal audit directors. The convener of the audit committee shall report to the shareholders meeting on the communication between the members of the audit committee and the head of internal audit department. The directors and the audit committee shall conduct regular discussion meetings with internal auditors regarding to internal control system shortcomings in order to record, track, and implement improvements; and a report shall be submitted to the directors accordingly. If an audit committee has already been established pursuant to the Securities Exchange Act, the assessment of the internal control system proficiency shall be approved by over 1/2 of the Audit Committee members, and the case shall be submitted to the Board of Directors for resolution. The company's management level shall provide full authority to the internal audit unit and personnel, and enable them to conduct thorough assessments and evaluate internal control system deficiencies.</p> <p>The appointment and dismissal of the company's internal audit supervisors shall be approved by the Audit Committee and a resolution of the Board of Director. The appointment, dismissal, assessment, and compensation of the internal auditors shall be signed by the audit supervisor and submitted to the Chairman for approval.</p>
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Article 3-1	<p>(Personnel responsible for corporate governance affairs)</p> <p>The company is advised to have an adequate number of corporate governance personnel with appropriate qualifications based on the size of the company, business situations and management needs, and shall appoint in accordance with the requirements of the competent authorities and TWSE a chief corporate governance officer as the most senior officer to be in charge of corporate governance affairs. Said officer shall be a qualified, practice-eligible lawyer or accountant or have been in a managerial position for at least three years in securities, financial, or futures related institution or a public company in handling legal affairs, legal compliance, internal audit, financial affairs, stock affairs, or corporate governance affairs.</p> <p>It is required that the corporate governance affairs mentioned in the preceding paragraph include at least the following items:</p> <ol style="list-style-type: none"> <li>1. Handling matters relating to board meetings and shareholders meetings according to laws</li> <li>2. Producing minutes of board meetings and shareholders meetings</li> <li>3. Assisting in onboarding and continuous development of directors and supervisors</li> <li>4. Furnishing information required for business execution by directors and supervisors</li> <li>5. Assisting directors and supervisors with legal compliance</li> <li>6. Other matters set out in the articles or corporation or contracts</li> </ol>
<b>Chapter Two</b>	<b>Protect Shareholder Rights and Interests</b>
<b>Section 1</b>	<b>Encourage Shareholder Participation in Corporate Governance</b>
Article 4	<p>The primary objective of the company's corporate governance system is to protect shareholder equity and fair treatment of all shareholders. The company shall establish a corporate governance system to ensure that the shareholders can enjoy the rights to receive full knowledge, to participate, and to determine major events of the company.</p>
Article 5	<p>The company shall hold shareholder meetings pursuant to the Company Act and other relevant laws, establish comprehensive procedural rules, and comply with the procedural rules for matters that must be determined by the shareholders. The contents of the company's shareholder resolutions shall comply with the Company Act and the articles of association.</p>

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Article 6	<p>The Board of Directors shall properly arrange the shareholder meeting topics and procedures, hold shareholder meetings at convenient locations, provide ample preparation time, and dispatch adequately qualified personnel to handle the registration procedures. Except for the shareholder attendance identification, no additional credentials shall arbitrarily be required from the shareholders. Adequate discussion time shall be provided for each topic, and the shareholders shall be given appropriate opportunities to speak. The chairperson of the board shall personally chair the shareholder meetings convened by the Board of Directors. Over half of the board members, at least one committee member, and at least one member for each functional committee shall attend the meeting. The meeting attendance conditions shall be recorded in the shareholder meeting notes.</p>
Article 7	<p>(Encouraging the shareholders to participate in corporate governance)</p> <p>This company encourages shareholders to participate in corporate governance, and has commissioned a profession shareholder services agency to handle shareholder meeting affairs and enable shareholder meetings to be held under the premise of legal, valid, and safe conditions. The company shall adopt the various methods, channels, and technologies for information disclosure and voting methods; improve shareholder meeting attendance rates; and enable shareholders to exercise their rights during shareholder meetings pursuant to law.</p> <p>The company shall refrain from making temporary motions and original motion amendments.</p> <p>The company shall arrange case-by-case shareholder votes during shareholder meetings, and enter the shareholder approval, opposition, and forfeiture results into MOPS.</p>
Article 8	<p>The company shall comply with the Company Act as well as the relevant laws and regulations to record the meeting year, month, date, facility, chairperson name, and resolution method in the shareholder meeting notes; and record the essentials and the results of the proceeding. The directors and independent directors shall be elected using the open vote method. the number of votes received by the elected directors and independent directors shall be recorded in the shareholder meeting notes, and the notes shall be retained by the company permanently. For companies with websites, said information shall be disclosed in such websites.</p>

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Article 9	<p>The chairperson of the shareholder meeting shall be fully aware of and observe the procedural rules established by the company, ensure that the meeting agenda proceeds smoothly, and shall not arbitrarily adjourn the meeting. To protect the interests of the majority shareholders, should the chairperson adjourn the meeting in violation of the procedural rules, other members of the Board of Directors shall immediately assist the attending shareholders to elect a new chairperson with the approval by more than 1/2 of the attending shareholders according to legal procedures, and continue the meeting.</p>
Article 10	<p>(Listed companies should place value on the shareholders right to know)  The company shall respect the shareholders' right to know, practically comply with the relevant public information disclosure provisions, and frequently and timely provide information to shareholders via the public market observation post systems or company websites.  To provide equal treatment of shareholders, the various information shall be published simultaneously in English.  To maintain the shareholders' rights and actually implement equal shareholder treatment, the company shall prohibit its internal personnel to conduct security trades based on information that are undisclosed to the market.  The foregoing regulation should include the stock trading control measures taken by the company insiders from the day when they learn of the company's financial report or related information of business performance.</p>
Article 11	<p>Shareholders shall enjoy the right to share company earnings. The company shall check the statistic tables formulated by the Board of Directors and decide the earning allotment or loss subsidization according to provisions provided by Article 184 of the Company Act. An examiner shall be elected before a shareholder meeting can implement the aforementioned checks. The shareholders shall request a court to appoint the examiner pursuant Article 245 of the Company Act in order to check the company's business accounts and financial conditions. The company's Board of Directors, audit committee, and managers shall fully collaborate with the audit operations of the two aforementioned examiners; and shall not obstruct, refuse, or avoid their requests.</p>

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Article 12	The company shall perform major financial business practices such as asset acquisitions or dispositions, loans, or assurance endorsements pursuant to the relevant laws and regulations; establish the relevant operation procedures; and pass such procedures in a shareholder meeting in order to protect the shareholders' rights. In case of company management buyout (MBO), the company shall establish objective independent review committees to review the buyout price, the reasonableness of the acquisition plan, and observe the information disclosure provisions in addition to complying with the relevant laws and regulations. The conflicts of interest and avoidance matters shall be observed for the aforementioned review personnel.
Article 13	To ensure the shareholders' rights and interests, the company shall establish dedicated staff to properly handle shareholder proposal, uncertainty, and dispute related matters. The company shall establish international operation procedures to adequately handle matters determined to have violated the laws or articles of association as determined by the company's shareholder or Board of Director resolution, or violated the laws or articles of association during implementation by the directors or managers and damaged the shareholders' interests. A written record of such matters shall be kept for future references, and be incorporate into the internal control system management.
<b>Section 2</b>	<b>Corporate Governance Relations between the Company and its Affiliates</b>
Article 14	The management goals and responsibilities for the personnel, assets, and finances of the company and its affiliates shall be explicit. The company shall practically implement risk assessments and establish appropriate firewalls.
Article 15	Unless otherwise provide by law, the company's manager positions shall not be held by a manager of its affiliates. Important contents or actions taken by a director for itself or on behalf of others that are within the scope of company business operations shall be explained in a shareholder meeting and shall receive approval by the shareholders.
Article 16	The company shall establish sound financial, operational, and accounting management objectives and systems according to the relevant laws; and implement the necessary risk assessments with its affiliated companies against the primary transaction banks, customers, and suppliers in order to implement the control mechanisms and reduce credit risks.


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Article 17	Business transactions between the company and its affiliates shall be fair and reasonable, and a written specification shall be established for the financial business related operations between the parties. Price conditions and payment methods shall be clearly established in contracts, and unconventional trades shall be prohibited. Transaction or contract items between the company and its affiliates or shareholders shall be conducted in accordance with the aforementioned principles, and any benefit transfer practices shall be strictly prohibited.
Article 18	Corporate shareholders that have control capacity over the company shall comply with the following: 1) Bear the fiduciary duty towards other shareholders and shall not directly or indirectly cause the company to operate in violation of the regular business practices or in a non-beneficial manner. 2) The representatives shall abide by the right to exercise and resolution participation related specifications establish by the company, enable the shareholders to exercise the right to vote under the principle of good faith, maximize the interests of the shareholders during shareholder meetings, and observe the fidelity and duty of care of the directors. 3) Observe the provisions provided by the relevant laws and articles of association for the company director nominations, and shall not overstep the scope of authorities for the shareholder meeting or Board of Directors. 4) Shall not intervene in company decisions or hinder business activities improperly. 5) Shall not restrict or impede company product operations through unfair competition method such as monopolistic purchases or sales through closed channels. 6) The legal representatives appointed by the properly elected directors shall conform to the professional qualifications set by the company and shall not be reassigned arbitrarily.
Article 19	The company shall have a full grasp of the main shareholders holding a larger proportion of shares who can practically control the other shareholders as well as the shareholders' final controller list. The company shall regularly disclose shareholders holding over 10% of the company shares as well as important matters such as pledges, company share increases or decreases, and other important matters that may cause major share changes in order to facilitate monitoring by other shareholders. The main shareholders mentioned in the first item shall mean shareholders holding over 5% of the company shares or one of the the top ten shareholders. However, the company shall establish lower shareholder proportions according to the actual shareholding and company control situation.
<b>Chapter Three</b>	<b>Strengthen the Functions of the Board of Directors</b>
<b>Section 1</b>	<b>Structure for the Board of Directors</b>


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Article 20	The Board of Directors shall be responsible for the shareholders, and ensure compliance with the law, the articles of association, or shareholder resolutions for the various operations and arrangements. The structure of the company's Board of Directors shall be established according to company development scale and the status of the major shareholders.
Article 21	The company shall establish fair, just, and open director selection procedures; and adopt the cumulative voting system pursuant to the Company Act in order to fully reflect shareholder opinions. Unless approved by the competent authority, the directors shall have more than half of the seats and shall not comprise spouses or second-degree relatives. If a director is dismissed for any reason and caused the number of directors to be less than five, the company shall elect a new director during the most recent shareholders' meeting. However, if one-third of the directors established by the articles of association is missing, the company shall hold a temporary shareholder meeting within 60 days after the fact. The proportion of the total shares held by the Board of Directors of the company shall comply with laws and regulations. The share transfer restrictions, pledge establishment or discharges, and changes shall be handled according to the relevant provisions; and the various information shall be fully disclosed.
Article 22	(Specification in the articles of incorporation the adoption of the candidate nomination system for elections of directors) The company shall specify in its articles of incorporation in accordance with the laws and regulations of the competent authorities that it adopts the candidate nomination system for elections of directors carefully review the qualifications of a nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act.
Article 23	(The board of directors of the company draws clear distinctions of the authorities and responsibilities of the functional committees, chairperson of the board and general manager) Clear distinctions shall be drawn between the responsibilities and duties of the chairperson of the board and general manager. It is inappropriate for the chairperson to also act as the general manager or an equivalent post. If functional committees are established, their responsibilities and duties of the committees shall be clearly defined.
<b>Section 2</b>	<b>Independent Director System</b>




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Article 24	<p>(The company should set up independent directors in accordance with the articles of incorporation)</p> <p>The company shall appoint independent directors in accordance with its articles of incorporation. They shall be not less than two in number and not less than one-fifth of the total number of directors.</p> <p>Independent directors shall possess professional knowledge and there shall be restrictions on their shareholdings. Applicable laws and regulations shall be observed and, in addition, it is not advisable for an independent director to hold office concurrently as a director (including independent director) or supervisor of more than five other TWSE/TPEX listed companies. Independent directors shall also maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the company.</p> <p>If the company and its group enterprises and organizations, and another company and its group enterprises and organizations nominate for each other any director, supervisor or managerial officer as a candidate for an independent director of the other, the company shall, at the time it receives the nominations for independent directors, disclose the fact and explain the suitability of the candidate for independent director. If the candidate is elected as an independent director, the company shall disclose the number of votes cast in favor of the elected independent director.</p> <p>The "group enterprises and organizations" in the preceding paragraph comprise the subsidiaries of the company, any foundation to which the company's cumulative direct or indirect contribution of funds exceeds 50 percent of its endowment, and other institutions or juristic persons that are effectively controlled by the company.</p> <p>Change of status between independent directors and non-independent directors during their term of office is prohibited.</p> <p>The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies, and the rules and regulations of the Taiwan Stock Exchange or Taipei Exchange.</p>
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Article 25	<p>The company shall submit the following items to the Board of Directors for resolution according to the provisions provided by the Securities and Exchange Act, and any oppositions or reservations by the independent directors shall be noted in the director meeting records:</p> <ol style="list-style-type: none"> <li>1. Formulate or modify internal control system pursuant to Article 14-1 of the Securities and Exchange Act.</li> <li>2. Formulate or modify major financial business handling procedures such as asset acquisition or disposal, derivative transaction engagement, loans to others, endorsements, or provide guarantee to others pursuant to Article 36-1 of the Securities and Exchange Act.</li> <li>3. Items that involve the interests of the directors or auditors.</li> <li>4. Major asset or derivative transactions.</li> <li>5. Major monetary loans, endorsements, or provide guarantees.</li> <li>6. Raise, issuance, or private placement of equity-type securities.</li> <li>7. Appointments, dismissals, or remunerations for Certified Public Accountants.</li> <li>8. Appointment of financial, accounting, or internal auditing officers.</li> <li>9. Other major matters prescribed by the competent authority.</li> </ol>
Article 26	<p>The Company shall clearly stipulate the scope of responsibilities and the application authorities of the human and material resources. The company or other Board of Director members shall not restrict or impede independent directors from performing their duties. The company shall expressly stipulate the directors' remunerations in the the articles of association or according to the shareholders' resolution. The directors' remunerations shall reflect personal and long-term company performances, and consider company operation risks. Reasonable remunerations different than those for the general directors shall be established for independent directors. Special surplus reserves listed pursuant to the articles of association, shareholder resolutions, or competent authority orders; the priority shall be after the statutory surplus reserve but before the director and supervisor remunerations as well as employee bonuses, and comply with the surplus allocation method when the special reserve set by the articles of association has turned into undistributed earnings.</p>
<b>Section 3</b>	<b>Audit Committee and other Functional Committee Members</b>

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Article 27	<p>To improve the supervision functions and strengthen the management functions, the Board of Directors shall consider the size of the Board of Directors and the number of independent directors when it establish the audit, nomination, remuneration, risk management, or other types of functional committees; and establish environmental protection, corporate social responsibility, or other committees based on the corporate social responsibility and sustainable development concepts. The functional committees shall be responsible for the Board of Directors and shall submit proposal cases to the Board of Directors for resolution unless the audit committee exercises the supervisory powers pursuant to Paragraph 4, Article 14-4 of the Securities and Exchange Act. The functional committees shall establish the organizational rules, which shall be adopted the Board of Directors resolution. The contents of organizational rules shall include the number of people in committees, terms of office, authority matters, procedural rules, and resources that should be provided by the company during the exercise of authorities.</p>
Article 28	<p>Audit committee established by this company.  The audit committee shall be composed of no less than independent directors, one of which shall be the convener, and at least one shall have accounting or financial expertise.  The audit committee and its independent board members that exercise authority related matters shall be handled pursuant to the Securities and Exchange Act, Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and Stock Exchange provisions.</p>
Article 28-1	<p>The company shall establish a remuneration committee, and it is advisable that more than half of the committee members be independent directors. The professional qualifications for the committee members, the exercise of their powers of office, the adoption of the organizational charter, and related matters shall be handled pursuant to the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter.</p>
Article 28-2	<p>(The company is advised to establish a nomination committee)  The company is advised to establish a nomination committee and its articles of association. It is advisable that over 50% of the members be independent directors, and the chairperson of the board must be an independent director.</p>

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Article 28-3	<p>(A whistleblowing system)</p> <p>The company should establish and announce channels for internal and external whistleblowers and have whistleblower protection mechanisms in place. The unit that handles whistleblowers' reporting shall be independent, provide encrypted protection for the files furnished by whistleblowers, and appropriately restrict access to such files. It shall also formulate internal procedures and incorporate those procedures into the company's internal control system for management purposes.</p>
Article 29	<p>(Strengthen and enhance the quality of financial reports)</p> <p>To enhance the quality of financial reports, the company shall establish accounting supervisor job position agents. Said accounting supervisor job position agents shall continue to receive training for accounting supervisors in order to strengthen their professional competences. Financial report formulation related accounting personnel shall receive over six hours of relevant profession courses per year. Said courses shall comprise participation in internal company education training or professional courses held by the accounting supervisor training institutions. The company shall select professional, responsible, and independent Certified Public Accountants to audit the company's financial situation and internal control measures. The company shall make practical reviews and improvements based on the specific anomaly or shortcoming improvement or preventative suggestions timely discovered or disclosed during the accountant audit process; establish communication channels or mechanisms between independent directors, audit committee, and Certified Public Accountants; and establish internal operating procedures and incorporate internal control system control mechanisms. The company shall regularly evaluate the independence and appropriateness of the appointed accountants (at least once a year). If the company has not changed the accountant for over seven years or the accountant has received disciplinary actions or jeopardized its independence, evaluation shall be conducted to assess whether the accountant should be changed, and the evaluation results shall be submitted to the Board of Directors.</p>
Article 30	<p>The company shall appoint professional competent attorneys to provide adequate legal advisory services or assist the Board of Directors and management level to enhance their legal knowledge, assist the relevant personnel to avoid legal violations, and enable corporate governance operations to operate under the relevant legal framework and lawful procedures. Should director or the management level operations involve in lawsuits or shareholder disputes, the company shall retain attorney assistance as needed. The audit committee or its independent board members shall retain attorneys, accountants, or other professionals on behalf of the company to audit or provide advises on the necessary matters relating to the exercise of powers; and the costs shall be borne by the company.</p>

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<b>Section 4</b>	<b>Rules of Procedure for the Board of Directors and the Decision-making Process</b>
Article 31	The company shall hold a Board of Directors meeting at least once a year or convene such meetings at any time during emergency circumstances. When a Board of Directors meeting is being convened, the reasons for the meeting shall be submitted to the various directors seven days in advance along with sufficient information and the meeting notice. If there is insufficient meeting information, the directors shall be entitled to request supplemental information or postpone the meeting after a Board of Directors resolution. The company shall establish the Board of Directors meeting procedural rules; and shall handle the primary meeting contents, operating procedures, proceeding record items, announcements, and other compliance items pursuant to the company's Board of Directors meeting procedural rules.
Article 32	Directors shall exercise a high degree of self-discipline. If a director has personal or corporate representative stake-relationships for a motion listed by the Board of Directors, said director shall explain the important contents of the stake-relationship during the Board of Director's hearing. If such stakes may damage the company's interests, said director shall not participate and shall avoid the discussions and votes, and shall not act for other directors to exercise their right to vote. The causes in which the directors shall recuse himself/herself shall be expressly specified in the Board of Directors meeting procedural rules.

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Article 33	<p>The company's independent directors shall personally attend the Board of Director meetings for items specified in Article 14-3 of the Securities and Exchange Act, and shall not have a non-independent director attend the meeting on its behalf. The independent directors' opposition or reservation opinions shall be recorded in the Board of Directors meeting notes. If a director cannot personally attend the Board of Directors meeting to express the opposition or reservation opinions, a written opinion shall be issued in advance and be recorded in the Board of Directors meeting notes unless there is proper cause for exceptions. If the Board of Directors resolution items involve any of the following circumstances, said circumstances shall be publicly announced in the Market Observation Post System before the next business day starts after the Board of Directors meeting in addition to being recorded in the meeting notes:</p> <ol style="list-style-type: none"> <li>1. Independent directors have opposition or reservation opinions, and there are records or written declarations.</li> <li>2. A company with an audit committee has obtained consent from over two-thirds of the directors without going through the audit committee.</li> </ol> <p>During a Board of Directors meeting, non-director managers from relevant units may be notified to attend the meeting as required by the motion contents to report on the company's current business conditions and answer questions from the directors. When necessary, accountants, attorneys, or other professional personnel may attend the meeting to assist the directors to understand the company's current conditions and make appropriate resolutions; but such personnel shall leave the meeting during the discussion and voting phases.</p>
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Article 34	<p>The procedural staff of the company shall record the meeting records, the procedural summary for the various motions, as well as the resolution methods and results in detail. The Board of Directors meeting notes shall be signed or stamped by the chairperson of the meeting and the recording personnel, and the records shall be delivered to the various directors and supervisors within 20 days after the meeting. The Board of Directors meeting attendance sheet shall be part of the record, and the record shall include various important company files that shall be stored by the company permanently. The meeting notes' production, distribution, and storage shall be done digitally. The company's Board of Directors meeting processes shall be recorded or video-taped for future reference, and digital copies of such records shall be retained for five years. Prior to the expiration of the retention periods mentioned above, if a Board of Directors resolution matter is involved in a lawsuit, the retention period for the video and audio records shall continue to be retained and the aforementioned deadline shall not apply. If a Board of Directors meeting is held via video conference, the audio and video information of the meeting shall be part of the meeting record and shall be retained permanently. When a Board of Director's resolution has violated the laws, articles of association, or shareholder resolution and caused the company to suffer damages; the directors who have expressed their objections and can provide prove with records or written statements shall be absolved of any liabilities.</p>
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Article 35	<p>The company shall submit the following items to the Board of Directors for resolution:</p> <ol style="list-style-type: none"> <li>1. The company's operating plan.</li> <li>2. Annual financial report and semi-annual financial report, except for semi-annual financial reports that do not require account certification pursuant to law.</li> <li>3. Formulation or revision of internal control system pursuant to Article 14-1 of the Securities and Exchange Act.</li> <li>4. Handling procedure for major financial business conducts such as formulation or revision of asset acquisition or disposal, engaging in derivative product trading, provide loans to others, or providing guarantee or endorsement to others pursuant to Article 36-1 of the Securities and Exchange Act.</li> <li>5. Raise, distribution, or private placement of equity-type securities.</li> <li>6. Manager performance appraisal and remuneration standards.</li> <li>7. Remuneration structure and system for directors.</li> <li>8. Appointment of financial, accounting, or internal audit supervisors.</li> <li>9. Donations to related parties or major donations to non-related parties. However, major natural disaster emergency relief fund donations shall be ratified by the Board of Directors.</li> <li>10. Items that must pass shareholders resolution or major items that must be submitted to the Board of Directors or competent authority pursuant to Article 14-3 of the Securities and Exchanges Act and other laws or articles of association.</li> </ol> <p>During the Board of Directors' intersession periods, the authorization levels, contents, or items for those authorized to exercise the powers of the Board pursuant to law or articles of association shall be clear or specific, and shall not be general authorizations except for the aforementioned items that must be submitted to the Board of Directors for discussion.</p>
Article 36	<p>The company shall deliver the Board of Directors resolution items to the appropriate implementation units or personnel to execute according to the planned schedule or targets, and the tracking management and reviews of the implementation shall be implemented. The Board of Directors shall fully grasp the implementation progress and provide a report during the next meeting so that the Board of Directors' implementation strategies can be implemented.</p>
<b>Section 5</b>	<b>Fiduciary Duty, Duty of Care and Responsibility of Directors</b>




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Article 37	<p>(Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator)</p> <p>Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the articles of incorporation, they shall ensure that all matters are handled according to the resolutions of board of directors.</p> <p>It is advisable that the company formulate rules and procedures for board of directors performance assessments. Each year, in respect of the board of directors and individual directors, it shall conduct regularly scheduled performance assessments through self-assessments or peer-to-peer assessments, and may also do so through outside professional institutions or in any other appropriate manner. A performance assessment of the board of directors shall include the following aspects, and appropriate assessment indicators shall be developed in consideration of the company's needs:</p> <ol style="list-style-type: none"> <li>1. The degree of participation in the company's operations.</li> <li>2. Improvement in the quality of decision making by the board of directors.</li> <li>3. The composition and structure of the board of directors.</li> <li>4. The election of the directors and their continuing education.</li> <li>5. Internal controls.</li> </ol> <p>The performance assessments of board members (self-assessments or peer-to-peer assessments) shall include the following aspects, with appropriate adjustments made on the basis of the company's needs:</p> <ol style="list-style-type: none"> <li>1. Their grasp of the company's goals and missions.</li> <li>2. Their recognition of director's duties.</li> <li>3. Their degree of participation in the company's operations.</li> <li>4. Their management of internal relationships and communication.</li> <li>5. Their professionalism and continuing professional education.</li> <li>6. Internal controls.</li> </ol> <p>It is advisable that the company conduct performance assessments of a functional committee, covering the following aspects, with appropriate adjustments made on the basis of the company's needs:</p> <ol style="list-style-type: none"> <li>1. Their degree of participation in the company's operations.</li> <li>2. Their recognition of the duties of the functional committee.</li> <li>3. Improvement in the quality of decision making by the functional committee.</li> <li>4. The composition of the functional committee, and election and appointment of committee members.</li> <li>5. Internal control.</li> </ol> <p>The company is advised to submit the results of performance assessments to the board of directors and use them as reference in determining compensation for individual directors, their nomination and additional office term.</p>
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Article 37-1	The company shall establish a management level succession plans, and the Board of Directors shall regularly evaluate the development and implementation of the plan in order to ensure sustainable development.
Article 37-2	<p>(Establishment of an intellectual property regulatory system)</p> <p>The board of directors is advised to evaluate and monitor the following aspects of the company's direction of operation and performance in connection with intellectual properties, to ensure the company develops an intellectual property regulatory system in accordance with the Plan-Do-Check-Act cycle:</p> <ol style="list-style-type: none"> <li>1. Formulate intellectual property regulatory policies, objectives and systems that are slightly associated with the operational strategies.</li> <li>2. Develop, implement and maintain on the basis of scale and form its regulatory systems governing the procurement, protection, maintenance and utilization of intellectual properties.</li> <li>3. Identify and provide the necessary resources sufficient to ensure effective implementation and maintenance of the intellectual property regulatory system.</li> <li>4. Observe internally and externally the risks and opportunities that intellectual property regulation may present and adopt corresponding measures.</li> <li>5. Plan for and implement a continuous improvement mechanism to ensure the operation and effects of the intellectual property regulatory regime meet the company's expectations.</li> </ol>
Article 38	If a Board of Directors resolution has violated laws or articles of association and shareholders holding shares for over one year or the independent directors have requested the Board to cease implementation of the resolution items, the Board members shall handle the case appropriately or stop implementation of the resolution as soon as possible. If the Board of Director members found that the company may suffer significant harm, the case shall be handled according to the provisions mentioned above and immediately report the situation to the audit committee or independent board members of the audit committee.
Article 39	The company shall purchase liability insurance to cover the liabilities within its scope of business operations and within the Board of Directors tenure according to the articles of association or shareholder resolution in order to reduce or disperse the risks of significant harm to the company and the shareholders due to director errors or negligences.
Article 40	The Board of Director members shall continue to participate in courses specified by the director or supervisor training implementation guideline of listed or over-the-counter companies, which shall cover corporate governance related finance, risk management, business, commerce, accounting, legal, or corporate social responsibilities and enable employees at all levels to strengthen their professional and legal knowledge.

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<b>Chapter 4</b>	<b>Respect the Rights and Interests of the Stakeholders</b>
Article 41	The company shall maintain smooth communication channels with its corresponding banks and other creditors, employees, consumers, suppliers, and other community or company stakeholders; respect and maintain their legal rights; and establish stakeholder dedicated areas in its website. The company shall consider the soundness of the subsequent company financial structure during management level acquisitions. When legitimate rights and interests of stakeholders have been infringed, the company shall handle the case appropriately under the principles of good faith.
Article 42	Sufficient information shall be provided to corresponding banks and other creditors to facilitate their judgments and decision-making strategies in terms of the company's operations and financial conditions. If the creditors' rights have been infringed, the company shall respond actively, take full responsibilities, and provide adequate channels for creditors to receive compensation.
Article 43	The company shall establish appropriate employee communication channels and encourage employees, managers, directors, or independent directors to conduct direct communications and properly reflect the employees' concerns over company operations or financial conditions, or opinions involve significant employee interests.
Article 44	While maintaining normal business developments and achieving shareholder benefit maximization, the company shall pay attention to consumer interests, community environment protection, and public welfare issues as well as the company's corporate social responsibilities.
<b>Chapter 5</b>	<b>Enhancement of Information Transparency</b>
<b>Section 1</b>	<b>Strengthen Information Disclosure</b>
Article 45	Information disclosure is one of the company's key responsibilities, and the company shall fulfill this obligation pursuant to the relevant laws or provisions provided by the Stock Exchange or Gre Tai Market. The company shall establish a public information Internet declaration operating system, designate dedicated personnel to take charge of the company information collection and disclosure operations, and establish a spokesperson system to ensure that policy information that may affect the interests of the shareholders or stakeholders can be disclosed in a timely manner.

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Article 46	To improve the accuracy and timeliness of critical information disclosure, the company shall appoint a person who has a full understand of the company's various finances, operations, or can coordinate the various units to provide the relevant information in order to serve as the company's spokesperson or agent for the spokesperson. The company shall have at least one spokesperson agent, and the agent shall be able to make public statements independently if the spokesperson cannot perform its duties. However, the duties of the agent shall be specified in order to prevent confusions. To practically implement the spokesperson system, the company shall expressly establish a unified statement procedure, require the management level and employees to observe confidentiality for business secrets and forbid them to disclose confidential information arbitrarily. In case of spokesperson or spokesperson agent alerts, such information shall be disclosed to the public immediately.
Article 47	The company shall use the convenience of the Internet to host websites that can provide the company's financial and corporate governance related information for reference by the shareholders and stakeholders. An English version of the financial, corporate governance, or other relevant information shall be provided. The aforementioned webpage shall be maintained by dedicated personnel, and the information disclosed shall be correct and updated to avoid any risks of misleading information.
Article 48	The company shall hold corporate briefings pursuant to the provisions provided by the Stock Exchange, and such briefings shall be recorded in video or audio formats. The financial and business information during corporate investor conferences shall be entered into the designated Internet Information Services Reporting System pursuant to the provisions provided by the Stock Exchange or Gre Tai Market, and appropriate information query methods shall be provided through company websites or other channels.
<b>Section 2</b>	<b>Corporate Governance Information Disclosure</b>

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Article 49	<p>The company shall disclose the following company's corporate governance related information for the following year pursuant to laws or provisions provided by the Stock Exchange or Gre Tai Market:</p> <ol style="list-style-type: none"> <li>1. Corporate governance structure and rules.</li> <li>2. Company ownership structure and shareholders' rights.</li> <li>3. Structural independence of the Board of Directors.</li> <li>4. Duties of the Board of Directors and managers.</li> <li>5. The composition, obligations, and independence of the audit committee.</li> <li>6. The composition, obligations, and operating conditions of the salary remuneration committee.</li> <li>7. Director, general manager, and deputy general manager remunerations for the most recent year; total remuneration and net income proportion analysis; remuneration payment policy, standards, and combinations; and remuneration setting procedures and its relevance to the operating performances. In addition, individual director remunerations shall be revealed under special circumstances.</li> <li>8. Directors' training statuses.</li> <li>9. Rights and relationships of stakeholders.</li> <li>10. Detailed handling condition for information disclosure items as required by law.</li> <li>11. Corporate governance operating status as well as reasons for the gaps between the corporate governance guideline established by the company and this code of practice.</li> <li>12. Other corporate governance related information.</li> </ol> <p>The company shall adopt the proper method to disclose the specific corporate governance improvement plans and measures according to the actual corporate governance implementation status.</p>
<b>Chapter 6</b>	<b>Bylaws</b>
Article 50	<p>The company shall always pay attention to domestic and international corporate governance system developments, and use them as reference to improve the corporate governance system established by the company in order to enhance the corporate governance performances.</p>
Article 51	<p>This code will be implemented after the approval of the board of directors, the same applies when revising.</p>