

ThinTech Materials Technology Co., Ltd.

Rules of the Procedure for Board of Directors Meetings

Article 1 Basis

To establish an excellent governance system for the board of directors, improve the supervisory function, and enhance the management functions, these Rules are formulated in accordance with Article 26-3, paragraph 8 of the Securities and Exchange Act (hereinafter referred to as the “Act”).

Article 2 Scope of Application

A public company shall formulate the rules of procedure for the board of directors: The main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements for board meetings shall be handled in accordance with these Rules.

Article 3 Meeting notification

The Board of Directors shall notify all directors no later than seven days before a board meeting is held, with the meeting notice containing time, location, and notice to convene; however, a board meeting may be called at any time in case of emergency, and the directors may not raise objections only because the notification fails to be conducted no later than seven days before the board meeting.

The board of directors shall designate the finance department as the unit in charge of board meetings. It shall set out a board meeting agenda, provide sufficient meeting materials, and send them together with the meeting notice.

A director of the opinion that the materials provided are insufficient may request the unit, finance department, to supplement the materials. A director of the opinion that the materials provided are insufficient may request to postpone the meeting after the resolution of the board of directors.

With the consent of the addressees, the meeting notice in the preceding paragraph may be sent by electronic means.

Article 4 Convening of meetings

1. Board meetings shall be convened by the Chairman. However, the first meeting of each term of the board of directors shall be convened by the director who received votes representing the largest number of voting rights at the election held at a shareholders' meeting.
2. The first meeting of each term of the board of directors shall be convened within 15 days after an election of new directors. However, if the new directors are elected before the end of the term of office of the directors of the preceding term, who are decided to be dismissed upon the end of the term of office, the first meeting shall be held within 15 days after the end of the term of office of the directors of the preceding term.
3. A board meeting shall be held at least quarterly and may be called at any time in case of emergency.
4. The items under Article 12, paragraph 1 of these Rules shall be set out in the notice of the shareholders' meeting. None of the above matters may be raised by an Extraordinary Motion.

Article 5 Meeting location and time

The location of a shareholders' meeting shall be the premises of the Company during the business hours or a place easily accessible to shareholders and time suitable for shareholders to attend, unless for a board meeting by video conference.

Article 6 Attendance deputy

1. All directors shall attend board meetings in person; if attendance in person is not possible, they may appoint in writing another director to attend as their deputy. Attendance by video conference is deemed as attendance in person.
2. In case a director appoints another director to attend a board meeting as a deputy, they shall, in each time, issue a written deputy and state therein the scope of authority with reference to the subjects to be discussed at the meeting.
3. A member appointed as deputy may accept a deputy from one person only.

Article 7 The Chair and attendees in a non-voting capacity

1. Where a board meeting is called by the Chairman, he shall chair the meeting. However, where the first meeting of each term of the board of directors is called by the director who received votes representing the most voting rights at the shareholders' meeting in which the directors were elected, the meeting shall be chaired by that director; if there are two or more directors so entitled to call such a meeting, they shall select one person by and from among themselves to chair the meeting.
Where a board meeting is called by a majority of directors on their own initiative in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, the directors shall elect one person by and from among themselves to chair the meeting.
2. The board meeting shall be chaired by the Chairman. When the Chairman is on leave or unable to exercise the powers for any reason, the Chairman shall appoint one director to serve as the acting chair. Where the Chairman fails to make such a designation, the directors shall elect one performer from among themselves to serve as the acting chair.
3. When a board meeting is in progress, personnel from relevant departments or subsidiaries may be notified depending on the contents of the proposals to attend the meeting to report on their company's business situation and answer questions raised by directors, to help them stay informed of the Company's latest situation and make appropriate resolutions. The Company may invite certified public accountants (CPAs), attorneys, or other professionals to attend the meeting in a non-voting capacity and make explanatory statements and provide professional advice as a reference for the board. However, they shall leave the meeting in the event of discussion or voting.

Article 8 Failure to meet a quorum for a meeting to be called to order

Upon the time of a meeting, when more than half of all directors are not present, the chair may announce on the same day postponement of the meeting time, provided that only two postponements may be made. If the quorum is still not met after two such postponements, the chair shall re-call the meeting in accordance with the procedures under Article 3. The term "all directors " in the preceding paragraph and in Article 16, paragraph 2 of these Rules shall refer to the directors then in office.

Article 9 Change of meeting contents

A board meeting shall proceed in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.
Regarding the order of business on the agenda in the preceding paragraph, the chair may not declare the meeting adjourned without the approval of a majority of directors present at the meeting.

If, at any time during the proceeding of a board meeting, the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare the meeting suspended, in which case

the preceding paragraph shall apply mutatis mutandis.

If, during a meeting of the Board of Directors, the Chairman is unable to preside over the meeting for any reason or does not adjourn the meeting in accordance with Paragraph 2, the appointment of his/her proxy shall be governed by the provisions of Article 7, Paragraph 2.

Article 10 Preparation of meeting documents

1. The board of directors shall prepare an attendance book for directors to sign in. Attendance by video conference is deemed as attendance in person.
2. The board of directors shall plan and set out a meeting agenda in advance, prepare sufficient meeting materials, and send them with a meeting notice.

Article 11 Meeting contents

The agenda of regular board meetings shall at least include the following items:

1. Reports:
 - (1) Minutes of the last meeting and the implementation of the resolutions adopted.
 - (2) Important financial business reports.
 - (3) Internal audit business report.
 - (4) Other important matters to be reported.
2. Discussions:
 - (1) Discussions not yet concluded from the last meeting.
 - (2) Discussions for this meeting.
3. Extraordinary Motions.

Article 12 Matters to be submitted by the board of directors for discussion:

1. The Company's business plan.
2. Annual and quarterly financial statements.
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 any equity-type securities.
6. The election or dismissal of the Chairman where no managing director is in place.
7. The appointment or dismissal of a financial, accounting, or internal auditing officer.
8. A donation to a related party or a major donation to a non-related party. However, a public-interest donation of disaster relief for a major natural disaster may be submitted to the recently board meeting for retroactive recognition.
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 of a shareholders' meeting or board meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 8 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 one-year period to a single recipient in an amount of NT\$100 million or more or in an amount equal to or greater than 1% of net operating revenue or 5% of paid-in capital as stated in the CPA-attested financial statements for the most recent year.

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

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

If the Company has independent directors in place, at least one independent director shall attend each board meeting in person. In the case of a meeting concerning any of the above-listed matters required to be submitted for resolution by the board of directors, each independent director shall attend in person. If an independent director is unable to attend in person, they shall appoint another independent director to attend as their deputy. 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.

Article 13 Proposal discussion and speeches:

1. When a director present at a board meeting is to give a speech speak, they should raise their hands first, and the chair will decide the order of their speech.
2. Where there is any dispute over a proposal made by the board of directors, it shall be fully discussed by the directors before the chair proceeds to put it for a vote.
3. When a proposal is discussed, the chair may declare the discussion ended or stopped at an appropriate time and immediately put it for a vote.
4. The chair may not declare the meeting adjourned prior to completion of deliberation about the meeting agenda of the preceding paragraph (including Extraordinary Motions), except by a resolution of the shareholders' meeting.
5. When a meeting is in progress, the chair may announce a break or a negotiation session based on time considerations.
6. If a director makes repeated speeches on the same proposal, or their speech exceeds the scope of the agenda, thereby affecting other directors' speeches or hindering the progress of the discussion, the chair may stop the speech.

Article 14 Methods for voting, vote monitoring, and vote counting

1. Each directorship is entitled to one vote. Unless otherwise provided by the Company Act or other laws and regulations, a resolution by the Board of Directors shall be adopted with the approval of more than half of all directors at a board meeting attended by more than half of all directors; however, if the chair puts a matter before all directors present at the meeting and none voices an objection, the matter is deemed approved with the same effect as voting. The voting methods, including a show of hands, a vote by roll call, voting, or a voting method chosen by the Company, shall be chosen by the chair.
2. The chair may designate vote counting personnel to count votes on resolutions by the Board of Directors, and all the directors present shall serve as the scrutineers. The outcome of a vote shall be reported on-site and be recorded accordingly.
3. When the Board of Directors votes on a proposal, the reasons for objection raised by the directors may be stated in writing and recorded in the meeting minutes.

Article 15 A recusal policy

Directors or other representatives of the juridical persons shall explain the important content of their interest or the interest of the juridical persons they represent involved in any proposal at a board meeting and shall be recused from the deliberation of the matters below and from the discussion and voting on the motion; shall not exercise their voting rights on behalf of other directors:

1. Where those whose interest or the interest of the juridical persons they represent involved may be detrimental to the Company's interest.
2. Where directors believe that they should recuse themselves.
3. Where directors should be recused by the resolution of the Board of Directors.

If a director's spouse, lineal relatives within the second degree of kinship, or a company with which the director has a controlling or subordinate relation, has its own interest involved in any proposal at the meeting in the preceding paragraph, the director shall be deemed to have their personal interest involved in the motion.

For directors who are not allowed to exercise their voting rights in accordance with the preceding two paragraphs, Article 180, paragraph 2 of the Company Act shall apply mutatis mutandis in accordance with Article 206, paragraph 4 of the Company Act, and such directors shall not be counted toward the number of directors present.

Article 16 Meeting records and retention

The proceedings of board meetings shall be recorded in minutes, and the minutes shall contain the following items in detail:

1. Session and time and place of each meeting.
2. Name of the chair.
3. Directors' attendance, including the names and number of those present, on leave, and absent.
4. Names and titles of attendees.
5. Name of the minute taker.
6. Reports: Names and titles of those who give reports and important opinions from directors, experts, or other personnel.
7. Discussions: Resolution method and result of each proposal; important opinions from directors, experts, or other personnel; names of directors whose interest is involved in accordance with the first paragraph of the preceding article; explanation of the important content of the interest involved; reasons for recusal or non-recusal; situation of recusal; objection or reservation with records or written statements and written statements issued by independent directors in accordance with Article 12, paragraph 5 of these Rules.
8. Extraordinary Motions: Names of proposers; resolution, resolution method, and resolution result of each motion; important opinions from directors, experts, or other personnel; names of directors whose interest is involved in accordance with the first paragraph of the preceding article; explanation of the important content of the interest involved; reasons for recusal or non-recusal; situation of recusal; objection or reservation with records or written statements.
9. Additional information

In the event of any of the following circumstances concerning the resolution by the Board of Directors, it shall be stated in the meeting minutes and shall make an announcement and report on the information reporting website designated by the competent authority within two days from the date of a board meeting:

- (1) Independent directors express objections or reservations with records or written statements.
- (2) Where the Company has an audit committee in place, a resolution is approved by two-thirds or more of all directors without being approved by the audit committee.

The board meeting attendance book is part of the meeting minutes and shall be properly kept during the Company's existence.

The summary of each proposal, objections voiced by directors, and resolution methods and results at board meetings shall be recorded in detail and completely in accordance with applicable regulations. The meeting minutes shall be signed or sealed by the chair of the meeting and the minute taker, and the minutes will be distributed to all directors within 20 days after the meeting. The meeting minutes shall be properly kept during the Company's existence.

The meeting minutes may be produced and distributed in electronic form.

Article 17 Delegation principles:

1. When the Board of Directors is in recess, the Chairman shall exercise the powers of the Board of Directors in accordance with the rules of delegation in the Articles of Incorporation. Where personnel is delegated to exercise the powers of the board of directors, the level of delegation or the content or matters to be delegated shall be clearly specified, and general delegation is not permitted. The implementation situation shall be reported to the board of directors, and matters involving the Company's material interest shall still be approved by resolution of the Board of Directors.
2. The Company shall assign the tasks related to resolutions by the Board of Directors to an appropriate department or personnel to execute the tasks and follow up on the execution, to ensure that the business decisions made by the Board of Directors are duly implemented.

Article 18 The Company shall make an audio or video recording of the entire proceedings of a board meeting and retain the recordings for at least five years, in electronic form or otherwise. During the retention period, when a lawsuit concerning a resolution by the board of directors occurs, such recordings shall be kept continuously. Where a board meeting is held by video conference, the audio or video recording of the meeting shall be permanently retained.

Article 19 Unspecified matters

The matters unspecified in these Rules shall be handled in accordance with the Company Act, the Company's Articles of Incorporation, and other applicable laws and regulations.

Article 20 These Rules and any amendments thereto, shall be approved by the Board of Directors and reported to the shareholders' meeting.

Article 21 Supplementary Provisions

Date of formulation: June 19, 2008

The first amendment: November 13, 2012.

The second amendment: June 24, 2014.

The third amendment: November 04, 2016.

The fourth amendment: November 07, 2017.

The fifth amendments: March 6, 2020.

The sixth amendment: December 8, 2022.

The seventh amendment: June 19, 2025.