

ThinTech Materials Technology Co., Ltd.

Governance best practice principles for company

Chapter 1 General Principles

Article 1. Purpose

The company has established this code in accordance with the "Corporate Governance Practice Code for Listed Companies" jointly formulated by the Taiwan Stock Exchange Co., Ltd. (hereinafter referred to as the Stock Exchange) and the Securities and Futures Institute of the Republic of China, in order to establish a sound corporate governance system and an effective corporate governance structure for compliance.

Article 2. Principles of Corporate Governance

The company establishes a corporate governance system, which, in addition to complying with the provisions of laws and regulations, as well as the contracts signed with the stock exchange and related regulatory matters, shall be based on the following principles:

1. Protecting shareholders' rights.
2. Strengthen the functions of the board of directors.
3. Respect the rights and interests of stakeholders.
4. Enhance information transparency.

Article 3. Establish the internal control system.

The company shall establish an internal control system in accordance with the regulations of the guidelines for publicly listed companies, taking into account the overall operational activities of the company and its subsidiaries. It shall design to effectively implement the internal control system, continuously review it to respond to changes in the internal and external environment of the company, ensuring that the design and execution of the system remain effective.

The company, in addition to conducting a self-assessment of its internal control system, should ensure that the board of directors and management review the self-assessment results of each department at least annually and examine the audit reports from the auditing unit on a quarterly basis, with the audit committee paying attention to and supervising this process. Directors and the audit committee should regularly hold discussions with internal auditors regarding deficiencies in the internal control system, and these discussions should be documented, tracked, and implemented for improvement, with reports submitted to the board of directors. It is advisable to establish communication channels and mechanisms between independent directors or the audit committee and the head of internal audit, to disclose relevant information on the company's website and in the annual report.

The management of the company should value the internal audit unit and personnel, granting them sufficient authority to effectively examine and assess the deficiencies in the internal control system and measure operational efficiency. This is to ensure that the system can be continuously and effectively implemented, and to assist the board of directors and management in fulfilling their responsibilities, thereby realizing the corporate governance system.

The appointment and dismissal of internal audit personnel in the company shall be approved by the chairman, and after obtaining the consent of the audit committee, shall be submitted to the board of directors for approval. Their evaluation and salary compensation shall be handled in accordance with the relevant internal regulations of the company.

Article 3-1. Personnel responsible for matters related to corporate governance.

The company shall establish a dedicated (or part-time) unit or personnel responsible for corporate governance-related matters, and shall designate one corporate governance officer as the highest supervisor responsible for corporate governance affairs. This officer should hold a legal or accounting professional qualification or have served in a supervisory position for at least three years in legal affairs, compliance, internal auditing, finance, shareholder services, accounting, or in a unit related to corporate governance as stipulated in Article 21, within securities, finance, futures-related institutions, or publicly listed companies.

The matters related to corporate governance mentioned above should at least include the following content:

1. Handle company registration and change of registration.
2. Handle matters related to the meetings of the board of directors and shareholders' meetings in accordance with the law, and prepare minutes for the board of directors and shareholders' meetings.
3. Assist the directors and independent directors in their appointments by providing relevant laws, necessary considerations, and company operation briefings.
4. Assist directors and independent directors in continuing education and compliance with laws and regulations.
5. Provide the necessary information for directors and independent directors to carry out their duties.
6. Report to the board of directors on the results of the review of whether the qualifications of independent directors meet the relevant laws and regulations during the nomination, election, and term of office.
7. Handle matters related to changes in the board of directors.

Chapter 2 Protection of Shareholders' Rights

Section 1: Encouraging Shareholder Participation in Corporate Governance

Article 4. Protecting Shareholder Rights

The company's corporate governance system should protect the rights of shareholders and treat all shareholders fairly. The company should establish a corporate governance system that ensures shareholders have the rights to be fully informed, participate in, and make decisions on significant matters concerning the company.

Article 5. The company convenes a shareholders' meeting and establishes comprehensive rules of procedure.

The company shall convene a shareholders' meeting in accordance with the provisions of the Company Law and relevant regulations, and establish comprehensive rules of procedure. Matters that require resolution by the shareholders' meeting must be executed in accordance with the rules of procedure.

The content of the resolutions made by the shareholders' meeting of this company shall comply with the laws and the provisions of the company's articles of association.

Article 6. The company's board of directors should properly arrange the agenda and procedures for the shareholders' meeting.

The company's board of directors should properly arrange the agenda and procedures for the shareholders' meeting, establish principles and operating procedures for shareholders to nominate directors, independent directors, and propose motions at the shareholders' meeting, and appropriately handle proposals submitted by shareholders in accordance with the law. The meeting should be held at a convenient location and should ideally be supplemented with video conferencing, allowing sufficient time and appointing adequately qualified personnel to handle the registration process. The documentation required for shareholders' attendance should not arbitrarily include additional proof beyond what is necessary. Reasonable discussion time should be allocated for each agenda item, and shareholders should be given appropriate opportunities to speak.

The shareholders' meeting convened by the board of directors should be personally chaired by the chairman, and it is advisable for more than half of the directors (including at least one independent director) and the chairperson of the audit committee to be present in person, as well as at least one representative from other functional committees. The attendance should be recorded in the minutes of the shareholders' meeting.

Article 7. The company should encourage shareholders to participate in corporate governance.

The company should encourage shareholders to participate in corporate governance and should appoint a professional shareholding agency to handle shareholder meeting affairs, ensuring that the meetings are held legally, effectively, and safely. The company should utilize various methods and channels to fully adopt technological means of information disclosure, simultaneously uploading both Chinese and English versions of the annual report, annual financial report, noticing of the shareholder meeting, meeting handbook, and supplementary meeting materials. Additionally, electronic voting should be implemented to increase the attendance rate of shareholders at the meetings and to ensure that shareholders can exercise their rights at the meetings in accordance with the law.

The company adopts a candidate nomination system for the election of directors and independent directors; it is advisable to avoid proposing ad hoc motions and amendments to original proposals at the shareholders' meeting.

The company should arrange for shareholders to vote on each proposal at the shareholders' meeting, and on the day of the meeting, input the results of shareholders' approvals, disapprovals, and abstentions into the public information observatory.

Article 8. Minutes of the Shareholders' Meeting

The company shall comply with the Company Law and relevant regulations, recording in the minutes of the shareholders' meeting the year, month, day, location, name of the chairperson, and method of resolution. It should also summarize the key points of the proceedings and their outcomes. The election of directors and independent directors must specify the voting method and the number of votes received by the elected directors and independent directors.

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

Article 9. The chairman of the shareholders' meeting should be fully aware of and comply with the company's established rules of procedure.

The chairman of the shareholders' meeting should be fully aware of and comply with the company's established rules of procedure, and maintain a smooth agenda without arbitrarily declaring the meeting adjourned.

To protect the rights of the majority shareholders, if the chairman violates the rules of procedure and announces the adjournment of the meeting, the other members of the board should promptly assist the attending shareholders in accordance with legal procedures to elect one person as chairman with the consent of more than half of the attending shareholders' voting rights, and continue the meeting.

Article 10. The company should value the rights of shareholders to know and prevent insider trading.

The company should value the rights of shareholders to know and strictly comply with relevant regulations on information disclosure. It will regularly and promptly provide information to shareholders regarding the company's financial status, business operations, insider shareholding, and corporate governance through public information observation platforms or the company's designated website.

To ensure equal treatment of shareholders, the release of the aforementioned types of information should be disclosed simultaneously in English.

To protect the rights of shareholders and ensure equal treatment of shareholders, the company shall establish internal regulations prohibiting insiders from trading securities based on non-public information in the market.

The previous regulations must include stock trading control measures for internal personnel of the company from the date they become aware of the company's financial reports or related performance content. This includes (but is not limited to) a closed trading period during which directors are prohibited from trading their stocks within thirty days prior to the announcement of the annual financial report and within fifteen days prior to the announcement of each quarterly financial report.

Article 10-1. Report on Director Compensation at the Shareholders' Annual Meeting

The company should report to the shareholders' meeting on the remuneration received by the directors, including the remuneration policy, details of individual remuneration, amounts, and their correlation with performance evaluation results.

Article 11. Shareholders should have the right to share in the company's profits.

Shareholders have the right to share in the company's profits. To ensure the investment rights of shareholders, the shareholders' meeting may, in accordance with Article 184 of the Company Act, examine the records prepared by the board of directors and the reports of the audit committee, and decide on the distribution of profits or the allocation of losses. When the shareholders' meeting conducts the aforementioned examination, they may appoint inspectors to carry it out.

Shareholders may apply to the court for the appointment of an inspector in accordance with the provisions of Article 245 of the Company Law to examine the company's business accounts, property status, specific matters, specific transaction documents, and records.

The board of directors, audit committee, and management of the company shall fully cooperate with the audit operations of the two inspectors mentioned above and shall not engage in any acts of evasion, obstruction, or refusal.

Article 12. Significant financial business activities and related procedures must be approved by the shareholders' meeting.

The company shall handle significant financial transactions such as acquiring or disposing of assets, lending funds, and providing endorsements and guarantees in accordance with relevant laws and regulations. It shall also establish related operating procedures to be submitted for approval at the shareholders' meeting in order to protect the rights and interests of shareholders.

When the company undergoes mergers or public acquisitions, in addition to complying with relevant legal regulations, it should pay attention to the fairness and reasonableness of the merger or public acquisition plans and transactions, as well as ensure proper information disclosure and the soundness of the company's financial structure thereafter.

The management or major shareholders of the company involved in the merger and acquisition must review whether the members of the audit committee for the aforementioned merger and acquisition matters comply with the provisions of Article 3 of the Regulations on the Establishment and Compliance of Independent Directors for Publicly Listed Companies. They must not have a relationship with the counterpart in the merger transaction or have a vested interest that could affect their independence. Additionally, the design and execution of related procedures must comply with relevant laws and regulations, and information must be adequately disclosed in accordance with relevant laws. A legal opinion letter must be issued by an independent lawyer.

The qualifications of the aforementioned lawyer shall comply with the regulations regarding the establishment and compliance matters of independent directors of publicly listed companies. The regulation states that one must not have a relationship with the counterpart in the merger and acquisition transaction, or have an interest that could influence independence.

The personnel of this company handling the aforementioned matters should be aware of conflicts of interest and avoid situations that may lead to them.

Article 13. The company should have dedicated personnel to properly handle shareholder suggestions.

To ensure the rights of shareholders, our company has designated personnel to properly handle shareholder suggestions, inquiries, and disputes.

If the resolutions of the company's shareholders' meeting or board of directors violate laws or the company's articles of association, or if its directors, audit committee, or managers violate laws or the provisions of the company's articles of association while performing their duties, resulting in

damage to shareholders' rights, the company should appropriately handle the situation regarding shareholders' legal actions.

The company shall establish internal operating procedures to properly handle the first two matters, maintain written records for reference, and incorporate them into the internal control system for management.

Section 2: Establish a mechanism for interaction with shareholders

Article 13-1. The board of directors has the responsibility to establish a mechanism for interaction with shareholders.

The board of directors of this company is responsible for establishing a mechanism for interaction with shareholders to enhance mutual understanding of the company's development goals.

Article 13-2. Communicate and connect with shareholders in an efficient manner to gain support.

The company's board of directors communicates with shareholders through shareholder meetings and encourages their participation. Additionally, they connect with shareholders in an efficient manner, working together with managers and independent directors to understand shareholders' opinions and concerns, and clearly explain the company's policies to gain shareholder support.

Section 3: Corporate governance relationships between the company and related parties

Article 14. Establish a firewall

The management objectives and responsibilities regarding personnel, assets, and finances between our company and its affiliated enterprises should be clearly defined, and risk assessments should be effectively carried out to establish appropriate firewalls.

Article 15. Managers should not hold concurrent positions with managers of affiliated enterprises.

The managers of this company shall not concurrently serve as managers of affiliated enterprises, unless otherwise stipulated by law.

Directors must explain the important details of their actions that fall within the scope of the company's business to the shareholders' meeting and obtain their approval for such actions, whether for themselves or for others.

Article 16. Establish and improve the financial, business, and accounting management systems.

The company shall establish sound financial, business, and accounting management objectives and systems in accordance with relevant laws and regulations. It shall also appropriately conduct comprehensive risk assessments with its related enterprises regarding major banks, customers, and suppliers, and implement necessary control mechanisms to reduce credit risk.

Article 17. The company and its related parties and shareholders engaged in financial business dealings or transactions should adhere to the principles of fairness and reasonableness.

The company and its related parties and shareholders that have financial business dealings or transactions should establish written regulations based on the principles of fairness and reasonableness regarding their financial business-related operations. For contractual matters, clear pricing conditions and payment methods should be specified, and any irregular transactions and improper benefit transfers should be eliminated.

The content of the aforementioned written regulations should include management procedures for transactions such as sales and purchases, acquisition or disposal of assets, lending of funds, and endorsement guarantees. Additionally, significant related transactions should be submitted for approval by the board of directors, agreed upon by the shareholders' meeting, or reported.

Article 18. Matters to be complied with by corporate shareholders with controlling power over the company.

1. Shareholders have a duty of good faith towards other shareholders and must not directly or indirectly cause the company to engage in operations that are inconsistent with normal business practices or other detrimental activities.
2. The representative should adhere to the relevant regulations established by the company regarding the exercise of rights and participation in decision-making. When attending the shareholders' meeting, they should exercise their voting rights based on the principles of good faith and in the best interest of all shareholders, while fulfilling their duties of loyalty and care as directors.
3. The nomination of directors for the company shall be conducted in accordance with relevant laws and the provisions of the company's articles of association, and shall not exceed the authority of the shareholders' meeting and the board of directors.
4. Can not interfere with company decisions or hinder business activities.
5. It is prohibited to restrict or hinder a company's production and operation through unfair competition methods such as monopolizing procurement or closing off sales channels.
6. For the corporate representative appointed due to their election as a director, they should meet the professional qualifications required by the company and should not be arbitrarily reassigned.

Article 19. List of Major Shareholders and Ultimate Controllers of Major Shareholders

The company should always keep track of the list of major shareholders who hold a significant proportion of shares and can actually control the company, as well as the ultimate controllers of these major shareholders.

The company shall regularly disclose important matters related to shareholders holding more than ten percent of shares, such as pledges, increases or decreases in company shares, or any other significant events that may lead to changes in shareholding, so that other shareholders can exercise supervision.

The term "major shareholder" mentioned in the first item refers to shareholders who hold more than 5% of the shares or are among the top ten shareholders by shareholding ratio.

Chapter 3: Strengthening the Functions of the Board of Directors

Section 1 Board Structure

Article 20. The overall capabilities that the board of directors should possess.

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

The structure of the board of directors of the company shall determine an appropriate number of director positions, which shall be no less than five, taking into account the scale of the company's operations and the shareholding situation of its major shareholders, as well as the practical operational needs.

The composition of the board of directors should consider diversity. In addition to the fact that directors who also serve as company managers should not exceed one-third of the board seats, appropriate diversity policies should be formulated based on the company's operations, operational model, and development needs. These policies should include, but are not limited to, the following two major aspects:

1. Basic conditions and values: gender, age, nationality, and culture, among which the ratio of directors of different genders should reach one-third of the board seats.
2. Professional knowledge and skills: Professional background (such as law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience, etc.

The composition of the Board of Directors should generally possess the knowledge, skills and qualities necessary for the performance of its duties. In order to achieve the desired objectives of corporate governance, the Board of Directors as a whole should possess the following competencies:

1. Operational judgment.
2. Accounting and financial analysis skills.
3. Operational management capacity
4. Crisis Management Capability
5. Industry Knowledge.
6. International Market View.
7. Leadership.
8. Decision-making ability.

Article 21. Establishment of a fair, just and open procedure for the election of directors.

In accordance with the principles of protection of shareholders' rights and interests and fairness to shareholders, the Company shall establish fair, just and open procedures for the election of directors and encourage shareholders to participate in the process. The Company shall adopt a cumulative voting system in accordance with the provisions of the ROC Company Law in order to adequately respond to the views of shareholders.

Unless otherwise approved by the competent authorities, directors shall have more than half of the seat in the board of directors and shall not be related to each other as spouses or as second cousins.

If the number of directors is less than five due to dismissal, the Company shall hold a by-election at the most recent shareholders' meeting. However, if the number of directors reaches one-third of the total number of seats stipulated in the Articles of Incorporation, the Company shall, within 60 days from the date of occurrence of the event, convene an extraordinary shareholders' meeting to hold a by-election to fill the vacancy.

The aggregate shareholding ratio of all directors on the Company's board of directors shall be in compliance with the laws and regulations, and the restrictions on transfer of each director's shares, the establishment or release of pledges, and changes in the circumstances of each director's shareholding shall be handled in accordance with the relevant regulations, and all information shall be fully disclosed.

Article 22. A candidate nomination system for the election of directors is set forth in the Bylaws.

In accordance with the laws and regulations of the competent authorities, the Company's Articles of Incorporation stipulate that the Company shall adopt a candidate nomination system for the election of directors, and shall carefully evaluate the qualifications of the nominees and whether there are any of the circumstances set forth in Article 30 of the Company Act, as well as comply with the provisions of Article 192-1 of the Company Act.

Article 23. A candidate nomination system for the election of directors is set forth in the Bylaws.

The duties of the Chairman and the President of the Company shall be clearly delineated.

It is not advisable for the Chairman and the President to be the same person.

When the Company establishes functional committees, their duties shall be clearly defined.

Section 2 Independent directorships

Article 24. Establishment of independent directors in accordance with the Articles of Association

In accordance with the Company's Articles of Incorporation, the Company shall have no fewer than three independent directors, with no less than one-third of the board of directors, and the term of office of the independent directors shall not exceed three consecutive terms.

Independent directors should possess professional knowledge and their shareholdings should be limited. In addition, they should not concurrently serve as directors (including independent directors) of more than five listed and over-the-counter companies, and they should be independent in the execution of their business and should not be directly or indirectly interested in the Company, except in accordance with the relevant laws and regulations.

In the event that the Company and its group companies and organizations and another company and its group companies and organizations have nominated each other's directors, supervisors, or managers as independent director candidates, the Company shall disclose this information when it accepts the nomination of an independent director candidate and explain the suitability of the independent director candidate. If elected as an independent director, the Company shall disclose his or her election rights.

The scope of application of the group enterprises and organizations referred to in the preceding paragraph includes the Company's subsidiaries, consortiums that contribute directly or indirectly more than 50% of the Company's funds, and other organizations or legal entities that have

substantive control over the Company.

Independent directors and non-independent directors are not allowed to change their status during their term of office.

The professional qualifications, limitations on shareholdings and concurrent positions, recognition of independence, method of nomination, and other compliance requirements for independent directors shall be handled in accordance with the Securities and Exchange Act, the Regulations Governing the Establishment of Independent Directors and Compliance Requirements for Public Companies, and the regulations of the Stock Exchange.

Article 25. Matters to be proposed to the Board for resolution

The following matters shall be submitted to the board of directors for resolution in accordance with the Securities and Exchange Act; any dissenting opinions or reservations expressed by the independent directors shall be set forth in the minutes of the board of directors' meeting:

1. Establish or amend the internal control system in accordance with Article 14-1 of the Securities and Exchange Act.
2. Establishes or amends the procedures for handling significant financial operations such as acquiring or disposing of assets, engaging in derivative transactions, lending funds to others, and endorsing or providing guarantees for others in accordance with Article 36-1 of the Securities and Exchange Act.
3. Matters in which a director has a personal interest.
4. Significant asset or derivative transactions.
5. Lend significant amounts of funds or endorsement Guarantee.
6. To raise, issue or privately place securities of an equity nature.
7. Appointment, dismissal or remuneration of certified public accountants.
8. Appointment or removal of the head of finance, accounting or internal audit.
9. Other significant matters as determined by the competent authorities.

Article 26. Areas of responsibility and remuneration of independent directors

Neither the Company nor any other member of the Board of Directors shall impede, reject, or circumvent an independent director in the performance of their duties.

The Company shall prescribe the remuneration of directors in accordance with relevant laws and regulations. The remuneration of directors shall adequately reflect their individual performance and the Company's long-term operating results, and shall take into account the Company's business risks. Independent directors are entitled to reasonable compensation that is different from that of ordinary directors.

Section 3 Functional Committee

Article 27. Functional Committee

The Board of Directors of the Company may establish audit, compensation, nomination, risk management, or other functional committees for the purpose of improving supervisory functions and strengthening management functions, taking into account the size of the Company, the nature of its business, the size of the Board of Directors and the number of independent directors, as well as environmental protection, corporate social responsibility, or other committees based on the concepts of corporate social responsibility and sustainable management, as specified in the Articles of Incorporation.

Functional committees shall be accountable to the Board of Directors and submit the motions they propose to the Board of Directors for resolution.

Functional committees shall establish organizational rules and regulations to be approved by the board of directors. The organizational rules shall include the number of members of the committee, the term of office of the committee, its terms of reference, the rules of procedure, and the resources to be provided by the Company when exercising its duties and responsibilities.

Article 28. Establishment of an Audit Committee

The Company has established an Audit Committee comprised of all independent directors, which shall consist of at least three members, one of whom shall be the convenor, and at least one of whom shall have accounting or financial expertise.

The exercise of the duties and responsibilities of the audit committee and its independent director members and related matters shall be handled in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Duties and Responsibilities of the Audit Committee of a Public Company, and the regulations of the stock exchange or over-the-counter trading center.

Article 28-1. Establishment of a Remuneration Committee

The Company has established a compensation committee with a majority of its members being independent directors. The professional qualifications of its members, the exercise of their duties and responsibilities, the establishment of its organizational procedures, and related matters shall be governed by the “Regulations Governing the Establishment and Exercise of Duties and Responsibilities of Compensation Committees of Companies Whose Stocks are Listed on the Stock Exchange or Traded on the Stock Exchange,” as well as the organizational procedures of the Company's Compensation Committee.

Article 29. Prosecution system

The Company shall set up and publicize internal and external reporting channels and establish a whistleblower protection system; the receiving unit shall be independent, encrypt the files provided by the whistleblower, appropriately restrict access rights, and establish internal operating procedures and incorporate them into the internal control system for control.

Article 30. Strengthening and enhancing the quality of financial reports

In order to improve the quality of financial reports, the Company shall establish a duty agent for the controller.

The agent of the aforementioned accounting officer should continue to study annually in order to strengthen the professional ability of the agent of the accounting officer, similar to that of the accounting officer.

The accounting personnel involved in the preparation of financial reports should also take at least six hours of professional related courses each year, either through in-house education and training or through professional courses organized by an institution for the accounting supervisor's further education.

The Company shall select professional, responsible and independent certified public accountants to conduct regular audits of the Company's financial condition and internal controls. The Company shall review and improve the irregularities or deficiencies discovered and disclosed by the certified public accountants in the course of the audits and the specific suggestions for improvement or prevention of fraud. It is advisable to establish a communication channel or mechanism between the independent directors or the Audit Committee and the certified public accountants, and to formulate internal operating procedures and incorporate them into the internal control system.

The Company shall periodically (at least once a year) evaluate the independence and suitability of the appointed accountants with reference to the Audit Quality Indicators (AQIs). If the Company has not changed its accountants for seven consecutive years, or if the accountants have been subject to disciplinary actions or circumstances that jeopardize their independence, the Company shall evaluate the necessity of changing the accountants and report the results of the evaluation to the Board of Directors.

Article 31. Provision of legal services for corporate fitness and properness

The Company is advised to appoint professional and appropriate lawyers to provide appropriate legal counseling services to the Company or to assist the Board of Directors, the Audit Committee and the management to enhance their legal literacy so as to prevent the Company and the related personnel from violating the laws and regulations, and to ensure that the corporate governance operations are operated under the relevant legal framework and statutory procedures.

In the event that directors, independent directors or management are involved in litigation or disputes with shareholders in the execution of their business in accordance with the law, the Company shall appoint lawyers to provide assistance as appropriate.

The Audit Committee or independent board members may, on behalf of the Company, appoint lawyers, accountants or other professionals to conduct necessary audits or provide advice on matters related to the exercise of their duties and responsibilities at the Company's expense.

Section 4 Rules of Procedure and Decision-Making Procedures for Meetings of the Board of Directors

Article 32. Convening of the board of directors

The Board of Directors of the Company shall be convened at least once every quarter, and may be convened at any time in the event of an emergency. The board of directors shall be convened by stating the reasons for the convening, giving seven days' notice to each director and independent director, and providing sufficient information for the meeting, which shall be sent together with the notice of convening. If there is insufficient information for a meeting, the Directors have the right to request for additional information or to postpone the meeting after the Board of Directors has resolved to do so.

The Company shall establish rules for board meetings; the main contents of the meetings, operating procedures, items to be included in the minutes, announcements and other matters to be complied with shall be in accordance with the Rules Governing the Conduct of Board Meetings of Public Companies.

Article 33. Directors should exercise a high degree of self-discipline

Directors should exercise a high degree of self-discipline and explain at the board of directors' meeting the important contents of the motions listed in the board of directors' meeting in which they have an interest or in which they represent a legal entity. If the motions are detrimental to the interests of the Company, the directors shall not participate in the discussion and vote on the motions and shall abstain from the discussion and vote on the motions and shall not act as a proxy for the other directors in the exercise of their right to vote.

The avoidance of directors shall be stipulated in the Rules of Procedure of the Board of Directors' Meetings.

Article 34. Independent Directors and Board of Directors

The independent directors of the Company shall attend the board meetings in person and shall not appoint non-independent directors to act on their behalf in matters that should be brought to the attention of the board of directors in accordance with Article 14-3 of the Securities and Exchange Act. If an independent director has any objections or reservations, they shall be set forth in the minutes of the Board of Directors' meetings. If an independent director is unable to attend the Board of Directors' meetings in person to express his/her objections or reservations, he/she shall, unless he/she has a justifiable reason, issue a written opinion in advance and have it set forth in the minutes of the Board of Directors' meetings.

Any resolution of the Board of Directors' meeting that falls under one of the following

circumstances shall be stated in the minutes of the Board of Directors' meeting and shall be announced and reported on Market Observation Post System (MOPS) two hours prior to the commencement of trading hours on the next business day following the date of the Board of Directors' meeting:

1. The independent directors have objections or reservations which are recorded or stated in writing.
2. Matters not approved by the Audit Committee shall be approved by at least two-thirds of all the Directors.

Depending on the content of the motion, the Board of Directors may notify the managers of the relevant departments who are not directors to attend the meeting to report on the current business situation of the Company and to answer the questions of the directors. If necessary, accountants, lawyers or other professionals may also be invited to attend the meeting to assist the directors to understand the current situation of the Company and make appropriate resolutions, but they should be absent from the meeting during the discussion and voting.

Article 35. Board of Directors' Meeting Minutes

The officers of the Board of Directors of the Company shall ensure that the reports of the meetings and the summaries of the proceedings, resolutions and results of each motion are recorded in detail in accordance with the relevant regulations.

The minutes of the Board of Directors' meetings shall be signed or sealed by the chairman of the meeting and the person who records the meeting, and shall be delivered to each director within 20 days after the meeting, and the signature book of the Board of Directors shall be a part of the minutes of the meeting and shall be included in the important files of the Company, and shall be permanently and appropriately preserved for the duration of the Company's existence.

The production, distribution and preservation of minutes may be done by electronic means.

The Company shall record or videotape the entire proceedings of the Board of Directors' meetings and keep them for at least five years by electronic means.

In the event that litigation occurs in relation to a resolution of the Board of Directors before the expiration of the retention period in the preceding paragraph, the relevant audio-recordings or video-recordings shall continue to be retained, and the provisions of the preceding paragraph shall not apply.

If a board meeting is convened by video conference, the audio and video recordings of the meeting are part of the minutes and shall be permanently preserved.

In the event that the Company is harmed by a resolution of the Board of Directors that violates the laws, the Articles of Incorporation, or the resolution of the shareholders' meeting, the directors who have expressed their dissenting opinions shall be exempted from liability for compensation if such dissenting opinions are supported by the records or written statements of the directors.

Article 36. Matters for discussion by the Board

The following matters should be brought to the attention of the Board of Directors:

1. The Company's operating plan.
2. Annual Financial Report and Quarterly Financial Reports.
3. Establishment or revision of the internal control system and evaluation of the effectiveness of the internal control system.
4. To establish or revise the procedures for significant financial operations such as acquiring or disposing of assets, engaging in derivative transactions, lending funds to others, and endorsing or providing guarantees for others.
5. To raise, issue or privately place securities of an equity nature.
6. If the Board of Directors does not have a Managing Director, the Chairman of the Board shall

be elected or dismissed.

7. The manager's performance appraisal and remuneration standard.

8. Directors' remuneration structure and system.

9. Appointment or removal of financial, accounting, or internal audit personnel.

10. Donations to related parties or significant donations to unrelated parties. However, donations of public welfare nature for emergency relief due to major natural disasters may be submitted to the board of directors for further approval.

11. In accordance with Article 14-3 of the Securities and Exchange Act, other laws and regulations, or the Articles of Incorporation, material matters should be resolved by the shareholders' meeting or submitted to the board of directors for resolution, or by the competent authorities.

In addition to the matters that should be brought up for discussion by the Board of Directors in the preceding paragraph, when the Board of Directors authorizes the exercise of the Board of Directors' powers and functions during the period when the Board of Directors is not in session, the level, content, or subject matter of the authorization shall be specifically defined by the Board of Directors in accordance with the provisions of the laws and ordinances or the Articles of Association of the Company and shall not be authorized in a general way.

Article 37. The resolutions of the Board of Directors shall be carried out with specific reference to the appropriate authority or person.

The Company shall clearly assign the board of directors' resolutions to the appropriate executive units or personnel and require them to be implemented in accordance with the planned schedules and objectives, and at the same time, include them in the tracking and management process to ensure that the implementation status is evaluated.

The Board of Directors shall fully grasp the progress of implementation and report to the Board of Directors in a timely manner in accordance with the progress of implementation so as to enable the Board of Directors to implement its business decisions.

Section 5 Directors' duty of loyalty and responsibility

Article 38. The members of the Board of Directors shall faithfully execute the business and fulfill the duty of care of a good steward.

The members of the Board of Directors shall faithfully execute their business and fulfill their duties as good stewards, and exercise their powers and duties with a high degree of self-discipline and prudence. In the execution of the Company's business, except for matters that should be resolved by the shareholders' meeting as stipulated by the law or the Company's Articles of Incorporation, such matters shall be resolved by the Board of Directors in accordance with the resolution of the Board of Directors.

Matters relating to the evaluation of the performance of the Company's Board of Directors shall be handled in accordance with the Board of Directors' Performance Evaluation Method formulated by the Company.

Article 38-1. Establishment of an Intelligent Property Management System

The Board of Directors shall evaluate and supervise the direction and performance of the Company's intellectual property operations with respect to the following components to ensure that the Company establishes an intellectual property management system based on the management cycle of Plan, Execute, Review and Act:

1. To develop policies, objectives and systems for the management of intellectual property in relation to operational strategies.

2. To establish, implement, and maintain a management system for the acquisition, protection, maintenance, and utilization of intellectual property in accordance with its size and type.
3. Determine and provide resources sufficient to effectively implement and maintain the IPS.
4. Observe and respond to internal and external risks or opportunities related to intellectual property management.
5. Planning and implementing a continuous improvement mechanism to ensure that the operation and effectiveness of the IPM system meets the Company's expectations.

Article 38-2. Establishment of Management Succession Planning

The Company shall establish a management succession plan, and the Board of Directors periodically evaluates the development and implementation of the plan to ensure sustainable operations.

Article 39. Requesting or notifying the Board of Directors to stop the execution of a resolution.

In the event that a resolution of the Board of Directors violates laws and regulations or the Company's Articles of Incorporation, and a shareholder who has held shares for more than one year or an independent director requests that the Board of Directors be notified to stop the execution of the resolution, the members of the Board of Directors shall appropriately deal with or stop the execution of the relevant resolution as soon as possible.

If a member of the Board of Directors discovers that the Company is in danger of sustaining significant damage, he or she shall act in accordance with the foregoing provisions and immediately report the matter to the Audit Committee or an independent board member of the Audit Committee.

Article 40. Directors' and Independent Directors' Liability Insurance

The Company shall take out liability insurance for directors and independent directors during their term of office in respect of their liabilities for damages arising from the execution of their business scope in accordance with the law, in order to minimize and diversify the risk of material damages to the Company and shareholders arising from the directors' wrongful or negligent acts.

After the Company has taken out or renewed liability insurance for its directors and independent directors, the Company shall submit a report to the most recent board of directors' meeting on the amount of liability insurance taken out, the scope of coverage, and the rate of insurance premium.

Article 41.

Board Members Attend Continuing Education Courses

Members of the Board of Directors are encouraged to attend continuing education courses in finance, risk management, business, commerce, accounting, law, or corporate social responsibility related to the subject of corporate governance organized by the institutions designated by the Key Points for the Implementation of Continuing Education for Directors and Supervisors of listed companies when they are new to the Board of Directors, or during their terms of office, and are responsible for the enhancement of professional and legal knowledge of their employees at all levels.

Chapter 4 Respect for the rights of stakeholders

Article 42. Communicate with and protect the interests of the Company's stakeholders.

The Company shall maintain open communication channels with banks and other creditors, employees, consumers, suppliers, communities, and other stakeholders of the Company, and shall respect and protect their legitimate rights and interests, and shall set up a special area for stakeholders on the Company's website.

When the legitimate rights and interests of stakeholders are violated, the Company shall handle the

matter appropriately in accordance with the principle of good faith.

Article 43. Adequate information should be provided to banks and other creditors.

Banks and other creditors should be provided with sufficient information to enable them to make judgments and decisions regarding the Company's operations and financial condition. When their legitimate rights and interests are violated, the Company should respond positively and act responsibly so that creditors can obtain compensation through appropriate channels.

Article 44. Employee communication channels should be established.

The Company shall establish employee communication channels to encourage employees to communicate directly with management and to appropriately reflect employees' views on the Company's operations and financial condition or major decisions involving employees' interests.

Article 45. Corporate Social Responsibility

While maintaining normal business development and maximizing shareholders' interests, the Company should pay attention to consumers' rights and interests, environmental protection and public welfare in the community, as well as its corporate social responsibility.

Chapter 5 Enhancement of Information Transparency

Section 1 Enhanced Information Disclosure

Article 46. Information Disclosure and Online Reporting System

Disclosure of information is an important responsibility of the Company, and the Company shall faithfully fulfill its obligations in accordance with relevant laws and regulations, stock exchanges, or over-the-counter trading centers.

The Company shall announce and report its annual financial statements within two months after the end of the fiscal year, and announce and report its financial statements for the first, second, and third quarters, as well as its operations for each month, well in advance of the prescribed deadlines.

The Company shall establish an online reporting system for public information, designate a person to be responsible for the collection and disclosure of corporate information, and establish a spokesperson system to ensure that information that may affect the decisions of shareholders and stakeholders is disclosed in a timely and appropriate manner.

Article 47. Setting up a Spokesperson

In order to enhance the accuracy and timeliness of the disclosure of material information, the Company shall have a general manager or vice president who has a comprehensive understanding of the Company's finances and operations, who is capable of coordinating the provision of relevant information by various units, and who is able to speak on behalf of the Company externally on his/her own, to serve as the Company's Spokesperson and the Acting Spokesperson.

The Company shall have one person as the acting spokesperson, who shall speak externally when the spokesperson is unable to perform his/her speaking duties.

In order to implement the spokesperson system, the Company has established the "Procedures for the Handling of Material Internal Information", which stipulates that the management and employees shall keep financial and business secrets and shall not arbitrarily disseminate information without authorization.

In the event of a change in the spokesperson or acting spokesperson, the Company shall immediately disclose the information.

Article 48. Setting up a Corporate Governance Website

The Company shall utilize the convenience of the Internet to set up a website to provide

information on the Company's financial operations and corporate governance for the benefit of shareholders and stakeholders, and shall provide English-language financial, corporate governance, or other relevant information.

The aforementioned website should be maintained by a person responsible for the maintenance of the website, and the information listed should be detailed, accurate, and promptly updated to avoid the risk of being misleading

Article 49. Manner of convening a Investor Conference

The Company shall hold a investor Conference of the corporation in accordance with the regulations of the stock exchange or over-the-counter trading center, and the meeting shall be preserved by means of audio or video recording. Financial and business information from the corporate briefing sessions shall be entered into the Market Observation Post System in accordance with the regulations of the stock exchange or the over-the-counter trading center, and shall be made available for inquiry through the Company's website or other appropriate channels.

Section 2 Corporate Governance Disclosure

Article 50. Exposing Corporate Governance Information

A special section of the Company's website shall be set up to disclose the following corporate governance-related information, which shall be keep to update:

1. Board of Directors: e.g., biographies of board members and their powers and responsibilities, board member diversity policy and its implementation.
2. Functional committees: e.g., biographies of the members of the functional committees and their powers and responsibilities.
3. Corporate governance related rules and regulations: such as the Articles of Association, the Rules of Procedure of the Board of Directors and the Organizational Procedures of the Functional Committee.
4. Important information related to corporate governance, such as the establishment of a corporate governance officer.

Chapter 6 Annex

Article 51. Implementation and Revision

This rule was adopted and implemented by the Board of Directors, and amended as well.

Date of establishment of the Code: March 15, 2009

First amendment: February 19, 2011

Second amendment: February 18, 2012

Third amendment: February 21, 2023

Fourth amendment: May 05, 2023

Fifth amendment: July 31, 2024.