

## ENNOSTAR Inc. Corporate Governance Best Practice Principles

Approved by a resolution of the Board of Directors' meeting on February 24, 2022.

### Chapter I General Principles

#### Article 1 (Principle)

To establish a good system of corporate governance and sound corporate management, reference Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies and the other regulations, and formulate its principles, establish the effective corporate governance framework and disclose on the Market Observation Post System and the Company's website.

#### Article 2 (Principle of Corporate Governance)

When setting up the corporate governance system, in addition to complying with relevant laws, regulations, articles of incorporation, contracts signed with the TWSE, and other relevant regulations, the Company shall follow the following principles:

1. Protect the rights and interests of shareholders.
2. Strengthen the powers of the board of directors.
3. Fulfill the function of supervisors.
4. Respect the rights and interests of stakeholders.
5. Enhance information transparency.

#### Article 3 (Establishment of Internal Control Systems)

The Company shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and its subsidiaries to design and fully implement an internal control system, and shall conduct continuing reviews of the system, in order to ensure the continued effectiveness of its design and implementation in light of changes in the Company's internal and external environment.

The adoption or amendment to its internal control system shall be subject to the consent of one-half or more of all audit committee members and be submitted to the board of directors for a resolution. When an independent director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the directors' meeting.

The Company shall perform full self-assessments of its internal control system. Its board of directors and management shall review the results of the self-assessment by each department at least annually and the reports of the internal audit department on a quarterly basis. The audit committee shall also attend to and supervise these matters. Directors shall periodically hold discussions with their internal auditors about reviews of internal control system deficiencies. A record of the discussions shall be kept, and the discussions shall be followed up, improvements implemented, and a report submitted to the board of directors. The Company is advised to establish channels and mechanisms of communication between their independent directors, audit committees, and chief internal auditors, and the audit committee convener shall report its communication with independent directors in the audit committee and with chief internal auditors at shareholders' meeting. The assessment of the effectiveness of the internal control system shall be subject to the consent of one-half or more of all audit committee members and submitted to the board of directors for approval.

The management of the Company shall pay special attention to the internal audit department and its personnel, fully empower them and urge them to conduct audits effectively, to evaluate problems of the internal control system and assess the efficiency of its operations to ensure that the system can operate effectively on an on-going basis, and to assist the board of directors and the management to perform their duties effectively so as to ensure a sound corporate governance system.

The appointment, dismissal, evaluation, salary and compensation of the internal auditors of the Company shall be submitted to the board of directors or submitted by the chief auditor to the chairman of the board of directors for approval.

To put the internal control system into effect, strengthen the professional abilities of the agent of the internal auditor and to further improve and maintain the quality and implementing result of the audit, the Company shall have a deputy in place for the internal auditing personnel. The qualification requirements on the internal auditor set out in the Criteria Governing Establishment of Internal Control System by Public Reporting Companies.

Article 3-1 (The o personnel responsible for matters related to corporate governance)

The Company shall set up the regular unit to appoint adequate personnel to be in charge of the matters related to corporate governance, and appoint one chief corporate governance officer for supervision under the regulation of the competent authority or TWSE . The said officer shall be a qualified for practice lawyer,

accountant or have worked in a managerial position in a security, financial or futures related institution or public company that engaged in legal, compliance related, internal audit, financial, stock or corporate governance affairs for more than three years.

The matters related to corporate governance including:

1. Conducting the related matters of board meeting and shareholders meeting according to the law.
2. Taking the meeting minutes of board meeting and shareholders meeting.
3. Assisting the directors in onboarding and continuous education.
4. Providing the directors with the information relating to perform the duties.
5. Assisting the directors to comply with the law and regulation.
6. Other matters listed in articles of incorporation or contracts.

The chief corporate governance officer is the company manager, and the regulations related with company manger in the Company Act and the Securities Exchange Act are applicable.

Unless otherwise provided by the laws and regulations, the chief corporate governance officer may be concurrently served by other positions in the Company, and shall ensure the effective execution of its own and concurrently served positions and shall not involve conflicts of interest and violations of internal control systems.

The Company arranges continuing professional education for the chief corporate governance officer. Except for a new appointed officer to complete a minimum of 18 hours within a year from the officer appointed, the chief corporate governance officer shall complete continuing professional education for a minimum of 12 hours in each year; the scope, system and other matters of continuing professional education shall be referred to the Directions for the Implementation of Continuing Education for Directors of TWSE Listed and TPEX Listed Companies.

If the chief corporate governance officer resigns or is dismissed, the Company shall complete the appointment within one month from the date of the fact.

## **Chapter II Protection of Shareholders' Rights and Interests**

### **Section 1 Encouraging Shareholders to Participate in Corporate Governance**

- Article 4 (Protection of shareholders' rights and interests)  
When implementing the corporate governance system, the Company shall take the protection of shareholders' rights and interests and treat all shareholders fairly.  
The Company shall establish a corporate governance system which ensures shareholders' rights of being fully informed of, participating in and making decisions over important matters of the Company.
- Article 5 (Convene shareholders meetings and provide comprehensive rules for such meetings.)  
The Company shall convene shareholders meetings in accordance with the Company Act and relevant laws and regulations, and provide comprehensive rules for such meetings. The Company shall faithfully implement resolutions adopted by shareholders meetings in accordance with the rules for the meetings.  
Resolutions adopted by shareholders meetings of the Companies shall comply with laws, regulations and articles of incorporation.
- Article 6 (The board of directors of the Company shall properly arrange the agenda items and procedures for shareholders meetings)  
The board of directors of the Company shall properly arrange the agenda items and procedures for shareholders meetings, and formulate the principles and procedures for shareholder in nominations of directors (including independent director) and submissions of shareholder proposals. The board shall also properly handle the proposals duly submitted by shareholders. Arrangements shall be made to hold shareholders meetings at a convenient location, with sufficient time allowed and sufficient numbers of suitable personnel assigned to handle attendance registrations. No arbitrary requirements shall be imposed on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. Shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements.  
For a shareholders meeting called by the board of directors, it is advisable that the board chairperson chair the meeting, that a majority of the directors , at least one independent director, and Audit committee convener attend in person, and that at least one member of each functional committee attend as representative. Attendance details should be recorded in the shareholders meeting minutes.
- Article 7 (Encourage Shareholders to Actively Participate in Corporate Governance)  
The Company shall encourage its shareholders to actively participate in corporate governance. It is advisable that the Company engage a professional shareholder

services agent to handle shareholders meeting matters, so that shareholders meetings can proceed on a legal, effective and secure basis. The Company shall seek all ways and means, including fully exploiting technologies for information disclosure and casting votes, upload the annual report and financial report , the notice, agenda and supplement in Chinese and English version and adopt electronic voting to enhance shareholders' attendance rates at shareholders meetings and ensure their exercise of rights at such meetings in accordance with law.

The Company is advised to avoid raising extraordinary motions and amendments to original proposals.

The Company is advised to arrange for their shareholders to vote on each separate proposal in the shareholders meeting agenda, and following conclusion of the meeting, to enter the voting results the same day, namely the numbers of votes cast for and against and the number of abstentions, through the Market Observation Post System.

Article 8 (Shareholders Meeting Minutes)

The Company, in accordance with the Company Act and other applicable laws and regulations, shall record in the shareholders meeting minutes the date and place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. With respect to the election of directors (including independent directors), the meeting minutes shall record the method of voting adopted therefore and the total number of votes for the elected directors.

The shareholders meeting minutes shall be properly and perpetually kept by the Company during its legal existence, and should be sufficiently disclosed on the Company's website.

Article 9 (The chairperson of the shareholders meetings shall be fully familiar and comply with the rules established by the Company.)

The chairperson of the shareholders meetings shall be fully familiar and comply with the rules governing the proceedings of the shareholders meetings established by the Company. The chairperson shall ensure the proper progress of the proceedings of the meetings and may not adjourn the meetings at will.

In order to protect the interests of most shareholders, if the chairperson declares the adjournment of the meeting in a manner in violation of rules governing the proceedings of the shareholders meetings, it is advisable for the members of the

board of directors other than the chairperson of the shareholders meeting to promptly assist the attending shareholders at the shareholders meeting in electing a new chairperson of the shareholders meeting to continue the proceedings of the meeting, by a resolution to be adopted by a majority of the votes represented by the shareholders attending the said meeting in accordance with the legal procedures.

Article 10 (The Company shall place high importance on the shareholder right to know)

The Company shall place high importance on the shareholder right to know, and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established by the Company.

To treat all shareholders equally, it is advisable that the Company concurrently disclose the information under the preceding paragraph in English.

To protect its shareholders' rights and interests and ensure their equal treatment, the Company shall adopt internal rules prohibiting company insiders from trading securities using information not disclosed to the market.

The preceding paragraph should include the company's insider control procedures for stock transactions from the date when they become aware of the company's financial report or related business performance. Directors shall not trade the Company's stocks, including but not limited to, 30 days prior to announcing the annual report and 15 days prior to announcing the quarterly report.

Article 11 (The shareholders shall be entitled to profit distributions by the Company.)

The shareholders shall be entitled to profit distributions by the Company. In order to ensure the investment interests of shareholders, the shareholders meeting may, pursuant to Article 184 of the Company Act, examine the statements and books prepared and submitted by the board of directors and the reports submitted by the audit committee, and may decide profit distributions and deficit off-setting plans by resolution. In order to proceed with the above examination, the shareholders meeting may appoint an inspector.

The shareholders may, pursuant to Article 245 of the Company Act, apply to the court to select an inspector in examining the accounting records, assets, specific items and specific documents and records of particular transaction of the Company.

The board of directors, audit committee, and managers of the Company shall fully cooperate in the examination conducted by the inspectors in the aforesaid two paragraphs without any obstruction, rejection or circumvention.

Article 12 (Material decision in financial and business transaction)

In entering into material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, the Company shall proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders meeting so as to protect the interests of the shareholders.

When the Company is involved in merger or public tender offer, in addition to proceeding in accordance with the applicable laws and/or regulations, the company shall review the fairness, rationality of the plan and transaction, as well as pay attention to the information disclosure and the soundness of the financial structure thereafter.

The relevant personnel of the Company handling the matters in the preceding paragraph shall pay attention to the occurrence of any conflicts of interest and the need for recusal.

Article 13 (The Company shall designate qualified personnel to properly handle shareholder proposals, inquiries, and disputes)

In order to protect the interests of the shareholders, it is advisable that the Company shall properly handle shareholder proposals, inquiries, and disputes.

The Company shall properly deal with any legal action duly instituted by shareholders in which it is claimed that shareholder rights and interests were damaged by a resolution adopted at a shareholders meeting or a board of directors meeting in violation of applicable laws, regulations, or the Company's articles of incorporation, or that such damage was caused by a breach of applicable laws, regulations or the Company's articles of incorporation by any directors or managers in performing their duties.

It is advisable the Company adopt internal procedures for appropriate handling of matters referred to in the preceding two paragraphs, and that it keep relevant written records for future reference and incorporate the procedures in its internal control system for management purposes.

## **Section 2 Establish the Interaction Mechanism With the Shareholders**

Article 13-1 (The board is responsible to establish an interaction mechanism with the shareholders)

The board is responsible to establish an interaction mechanism with the shareholders to enhance mutual understanding of the company's objectives.

Article 13-2 (Communicate with the shareholders in efficient way and obtain the support from shareholders)

In addition to communicate with the shareholders through the shareholders meeting and encourage shareholders participating the meetings, the board communicate with the shareholders in efficient way, understand the opinions and concerns from shareholders with the managers and independent director, and explain the policy of the company to obtain the support from the shareholders.

## **Section 3 Corporate Governance Relationships Between the Company and Its Affiliated Enterprises**

Article 14 (Establish Firewalls)

The Company shall clearly identify the objectives and the division of authority and responsibility between it and its affiliated enterprises with respect to management of personnel, assets, and financial matters, and shall properly carry out risk assessments and establish appropriate firewalls.

Article 15 (Manager of the Company may not serve as a manager of its affiliated enterprises, vice versa)

Unless otherwise provided by the laws and regulations, a manager of the Company may not serve as a manager of its affiliated enterprises.

A director who engages in any transaction for himself or on behalf of another person that is within the scope of the Company's operations shall explain the major content of such actions to the shareholders meeting and obtain its consent.

Article 16 (Establish sound system for management of finance, operations, and accounting)

The Company shall establish sound objectives and systems for management of finance, operations, and accounting in accordance with applicable laws and regulations. It shall further, together with its affiliated enterprises, properly conduct an overall risk assessment of major banks they deal with and customers and supplies



Article 17 (When the Company and its affiliated enterprises enter into inter-company business transactions shall be made in accordance with the principle of fair dealing and reasonableness)

When the Company and its affiliated enterprises enter into inter-company business transactions, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and any behavior which is contrary to normal business practice shall be prohibited.

All transactions or contracts made by and between the Company and its affiliated persons and shareholders shall follow the principles set forth in the preceding paragraph, and improper channeling of profits is strictly prohibited.

Article 18 (The provision that a corporate shareholder having controlling power over the Company shall comply with)

A corporate shareholder having controlling power over the Company shall comply with the following provisions:

1. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the Company to conduct any business which is contrary to normal business practice or not profitable.
2. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation of resolution, so that at a shareholders meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall exercise the fiduciary duty and duty of care of a director or supervisor.
3. It shall comply with relevant laws, regulations and the articles of incorporation of the Company in nominating directors and shall not act beyond the authority granted by the shareholders meeting or board meeting.
4. It shall not improperly intervene in corporate policy making or obstruct corporate management activities.
5. It shall not restrict or impede the management or production of the Company by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels.

6. The representative that is designated when a corporate shareholder has been elected as a director shall meet the Company's requirements for professional qualifications. Arbitrary replacement of the corporate shareholder's representative is inappropriate.

Article 19 (Major shareholders and of the persons with ultimate control over those major shareholders )

The Company shall retain at all times a register of major shareholders who own a relatively high percentage of shares and have controlling power, and of the persons with ultimate control over those major shareholders.

The Company shall disclose periodically important information about its shareholders holding more than 10 percent of the outstanding shares of the Company relating to the pledge, increase or decrease of share ownership, or other matters that may possibly trigger a change in the ownership of their shares.

The major shareholder indicated in the first paragraph refers to those who owns 5 percent or more of the outstanding shares of the Company or the shareholding stake thereof is on the top 10 list.

### **Chapter III Enhancing the Function of Board of Directors**

#### **Section 1 Structure of Board of Directors**

Article 20 (Overall ability required by the board of directors)

The board of directors of the Company shall guide the strategy, supervise the management and be responsible to the company and shareholders. The various procedures and arrangements of its corporate governance system shall ensure that, in exercising its authority, the board of directors complies with laws, regulations, its articles of incorporation, and the resolutions of its shareholders meetings.

The structure of the Company 's board of directors shall be determined by choosing an appropriate number of board members, not less than five, in consideration of its business scale, the shareholdings of its major shareholders, and practical operational needs.

The composition of the board of directors shall be determined by taking diversity into consideration (it is advised that the director who is also a manager of the company shall not be more than one-third of the board) and formulating an appropriate policy on diversity based on the Company's business operations, operating dynamics, and development needs. It is advisable that the policy include,

without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

All members of the board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the board of directors shall possess the following abilities:

1. Ability to make operational judgments.
2. Ability to perform accounting and financial analysis.
3. Ability to conduct management administration.
4. Ability to conduct crisis management.
5. Knowledge of the industry.
6. An international market perspective.
7. Ability to lead.
8. Ability to make policy decisions.

Article 21 (The Company shall establish a fair, just, and open procedure for the election of directors )

The Company shall establish a fair, just, and open procedure for the election of directors according to the principles of protection of shareholders' rights and interests and treat all shareholders fairly, encourage the shareholders involved and shall adopt the cumulative voting mechanism pursuant to the Company Act in order to fully reflect shareholders' views.

Unless the competent authority otherwise grants an approval, a spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors of the Company.

When the number of directors falls below five due to the discharge of a director for any reason, the Company shall hold a by-election for director at the following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the Company shall convene a special shareholders meeting within 60 days of the occurrence of that fact for a by-election for director(s).

The aggregate shareholding percentage of all of the directors of the Company shall comply with the laws and regulations. Restrictions on the share transfer of each director and the creation, release, or changes of any pledges over the shares held

by each director shall be subject to the relevant laws and regulations, and the relevant information shall be fully disclosed.

Article 22 (Expressly adopt the candidate nomination system for elections of directors in articles of incorporation)

The Company is advised to adopt the regulation from the competent authority on specify in its articles of incorporation that it adopts the candidate nomination system for elections of directors pursuant to the Company Act, 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 the Article 192-1 of the Company Act.

Article 23 (Clear distinctions shall be drawn between the responsibilities and duties of the board of director to functional committee , chairperson of the board, and those of its general manager of the Company)

Clear distinctions shall be drawn between the responsibilities and duties of the chairperson of the board of the Company and those of its general manager or other equivalent position ( the top manager).

Chairperson of the board of the Company, general manager or other equivalent position should be different persons; however, it is not applied while qualification and necessity of members of the Board of Directors and the general manager is considered.

If it is necessary to set up a functional committee, the responsibilities and duties of the committee shall be clearly defined.

## **Section 2 Independent Director System**

Article 24 The Company shall appoint independent directors in accordance with its articles of incorporation. They shall be not less than three in number and not less than one-fifth of the total number of directors. The independent director shall not serve for more than three consecutive terms. However, this provision does not apply while the directors still possess continuous and necessary independence to judge and to execute the duties and have no relationship built with management team that might influence the fair judgement to jeopardize the Company's benefit and the unbiased capability of execution.

Independent directors shall possess professional knowledge and there shall be restrictions on their shareholdings according to the law and regulations. It's advised that independent director shall not concurrently hold the position of

directors (including the independent director) in more than five listed company. They shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company.

If the Company and its group enterprises and organizations, and another company and its group enterprises and organizations nominate for each other any director 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 TWSE/GTSM listed company shall disclose the number of votes cast in favor of the elected independent director.

The "group enterprises and organizations" in the preceding paragraph comprise the subsidiaries of the Company, any foundation to which the TWSE/GTSM listed 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.

Change of status between independent directors and non-independent directors during their term of office is prohibited.

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 Securities Market.

Article 25 (Matters shall be approved by the resolution of the board of director)

The Company shall submit the following matters to the board of directors for approval by resolution as provided in the Securities and Exchange Act. When an independent director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the directors meeting:

1. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. 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, or endorsements or guarantees for others.

3. A matter bearing on the personal interest of a director.
4. A material asset or derivatives transaction.
5. A material monetary loan, endorsement, or provision of guarantee.
6. The offering, issuance, or private placement of any equity-type securities.
7. The hiring, discharge, or compensation of an attesting CPA.
8. The appointment or discharge of a financial, accounting, or internal auditing officer.
9. Any other material matter so required by the competent authority.

Article 26 (The Company shall stipulate the scope of duties of the independent directors)

The Company shall stipulate the scope of duties of the independent directors and empower them with manpower and physical support related to the exercise of their power according to the related law and regulations. The Company or other board members shall not obstruct , reject or circumvent the performance of duties by the independent directors.

The Company shall stipulate the remuneration of the directors in its articles of incorporation or approve the same in a shareholders meeting. The remuneration of the directors shall fully reflect the personal performance and the long-term management performance of the Company, and shall also take the overall operational risks of the Company into consideration. Different but reasonable remuneration from that of other directors may be set forth for the independent directors.

### **Section 3 Functional Committees**

Article 27 (Establish a functional committees)

For the purpose of developing supervisory functions and strengthening management mechanisms, the board of directors of the Company, in consideration of the size of the company, nature of the business and the number of its directors, may set up all kind functional committees, and based on concepts of corporate social responsibility and sustainable operation, may set up environmental protection, corporate social responsibility, or other committees, and expressly provide for them in the articles of incorporation.

Functional committees shall be responsible to the board of directors and submit their proposals to the board of directors for approval, provided that the

performance of supervisor's duties by the audit committee pursuant to Article 14-4, paragraph 4 of the Securities and Exchange Act, the Company Act and the other law shall be excluded.

Functional committees shall adopt an organizational charter to be approved by the board of directors. The organizational charter shall contain the numbers, terms of office, and powers of committee members, as well as the meeting rules and resources to be provided by the Company for exercise of power by the committee.

Article 28 (Establish an audit committee)

The Company shall establish an audit committee. The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.

The audit committee and its independent director members would exert their authority in accordance with the Securities and Exchange Act, the Company Act, Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, other laws and regulations of Taiwan Stock Exchange Corporation (TWSE).

The Company that has established an audit committee, the provisions regarding supervisors in the Securities and Exchange Act, the Company Act, other laws and regulations, and these Principles shall apply *mutatis mutandis* to the audit committee.

The Company that has established an audit committee, Article 25 herein does not apply to the following matters, which shall be subject to the consent of at least one half of all audit committee members and be submitted to the board of directors for a resolution:

1. Adoption or amendment of internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Assessment of the effectiveness of the internal control system.
3. 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, or endorsements or guarantees for others.
4. A matter bearing on the personal interest of a director.
5. A material asset or derivatives transaction.

6. A material monetary loan, endorsement, or provision of guarantee.
7. The offering, issuance, or private placement of any equity-type securities.
8. The hiring, discharge, or compensation of an attesting CPA.
9. The appointment or discharge of a financial, accounting, or internal auditing officer.
10. Annual report signed or stamped by the chairman, the managerial officer and the accounting manager and semi-annual financial report audited by the certified public accountant.
11. Any other material matter so required by the company or the competent authority.

The exercise of power by audit committee and independent directors and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules and regulations of the TWSE.

Article 28-1 (Establish a remuneration committee)

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.

The remuneration committee shall exercise the care of a good administrator in faithfully performing the official powers listed below, and shall submit its recommendations for deliberation by the board of directors:

1. Prescribing and periodically reviewing the policies, systems, standards, and structures for performance evaluation and remuneration for directors and managerial officers.
2. Periodically evaluating and prescribing the remuneration of directors and managerial officers.

When performing the official powers of the preceding paragraph, the remuneration committee shall follow the principles listed below:

1. With respect to the performance assessments and remuneration of directors and managerial personnel of the Company, it shall refer to the typical pay levels adopted by peer companies, and take into consideration the reasonableness of



the correlation between remuneration and individual performance, the Company's business performance, and future risk exposure.

2. It shall not produce an incentive for the directors or managerial officers to engage in activity to pursue remuneration exceeding the risks that the Company may tolerate.
3. It shall take into consideration the characteristics of the industry and the nature of the company's business when determining the ratio of remuneration for the short-term performance of its directors and senior management and the time at which the variable part of remuneration is paid.

Article 28-2 (establish a Nomination committee)

The company may set up a nomination committee and formulate organizational rules. More than half of its members should be served by independent directors, with independent directors as the chairman of the committee.

Article 28-3 (report mechanisms)

The Company is advised to establish and announce the report channels for internal and external and set up the protection mechanisms. The unit that handles complaints shall be independent, provide encrypted protection for the files furnished by the reporter, 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.

Article 29 (Enhance and improve the quality of financial reports)

To improve the quality of its financial reports, a TWSE/GTSM listed company shall establish the position of deputy to its principal accounting officer.

To enhance the professional abilities of the deputy accounting officer of the preceding paragraph, the deputy's continuing education shall proceed following the schedule of the principal accounting officer.

Accounting personnel handling the preparation of financial reports shall also participate in relevant professional development courses for 6 hours or more each year. Those courses may be company internal training activities or may be professional courses offered by professional development institutions for principal accounting officers.

The Company shall select as its external auditor a professional, responsible, and independent attesting CPA, who shall perform regular reviews of the financial conditions and internal control measures of the Company. With regard to any irregularity or deficiency discovered and disclosed in a timely manner by the

auditor during the review, and concrete measures for improvement or prevention suggested by the auditor, the Company shall faithfully implement improvement actions. It is advisable that the Company establish channels and mechanisms of communication between the independent directors or audit committee, and the attesting CPA, and incorporate procedures for that purpose into the Company's internal control system for management purposes.

The Company shall evaluate the independence and suitability of the CPA engaged by the Company regularly, and no less frequently than once annually. In the event that the Company engages the same CPA without replacement for 7 years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the Company shall evaluate the necessity of replacing the CPA and submit its conclusion to the board of directors.

**Article 30** (Provide adequate legal consultation services)

It is advisable the Company engage a professional and competent legal counsel to provide adequate legal consultation services to the Company, or to assist the directors and the management to improve their knowledge of the law, for the purposes of preventing any infraction of laws or regulations by the Company or its staff and ensuring that corporate governance matters proceed pursuant to the relevant legal framework and the prescribed procedures.

When, as a result of performing their lawful duties, directors or the management are involved in litigation or a dispute with shareholders, the Company shall retain a legal counsel to provide assistance as circumstances require.

The audit committee or an independent director may retain the service of legal counsel, CPA, or other professionals on behalf of the Company to conduct a necessary audit or provide consultation on matters in relation to the exercise of their power, at the expense of the Company.

**Section 4 Rules for the Proceedings of Board Meetings and the Decision-Making Procedures**

**Article 31** (Convene board of director)

The board of directors of the Company shall meet at least once every quarter, or convene at any time in case of emergency. To convene a board meeting, a meeting notice which specifies the purposes of the meeting shall be sent to each director and supervisor no later than 7 days before the scheduled date. Sufficient meeting materials shall also be prepared and enclosed in the meeting notice. If the meeting materials are deemed inadequate, a director may ask the unit in charge to provide

more information or request a postponement of the meeting with the consent of the board of directors.

But in case of emergency circumstances, the board of directors can be convened at any time.

The Company shall adopt rules of procedure for board meetings, which shall follow the Regulations Governing Procedure for Board of Directors Meetings of Public Companies with regard to the content of deliberations, procedures, matters to be recorded in the meeting minutes, public announcements, and other matters for compliance.

Article 32 (Directors shall exercise a high degree of self-discipline)

Company directors shall exercise a high degree of self-discipline. If a director or a juristic person represented by the director is an interested party with respect to any proposal for a board meeting, the director shall state the important aspects of the interested party relationship at the meeting. When the relationship is likely to prejudice the interests of the Company, the director may not participate in discussion or voting on that proposal and shall enter recusal during the discussion and voting. The director also may not act as another director's proxy to exercise voting rights on that matter.

The directors shall practice self-discipline and must not support one another in improper dealings.

Matters requiring the voluntary recusal of a director shall be clearly set forth in the rules of procedure for board meetings.

Article 33 (Independent director and board of director)

When a board meeting is convened to consider any matter submitted to it pursuant to Article 14-3 of the Securities and Exchange Act, an independent director of the Company shall attend the board meeting in person, and may not be represented by a non-independent director via proxy. When an independent director has a dissenting or qualified opinion, it shall be noted in the minutes of the board of directors meeting; if the independent director cannot attend the board meeting in person to voice his or her dissenting or qualified opinion, he or she should provide a written opinion before the board meeting unless there are justifiable reasons for failure to do so, and the opinion shall be noted in the minutes of the board of directors meeting.

In any of the following circumstances, decisions made by the board of directors shall be noted in the meeting minutes, and in addition, publicly announced and

filed on the MOPS two hours before the beginning of trading hours on the first business day after the date of the board meeting:

1. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.
2. The matter was not approved by the audit committee (if the Company has set up an audit committee), but had the consent of more than two-thirds of all directors.

During a board meeting, managers from relevant departments who are not directors may, in view of the meeting agenda, sit in at the meetings, make reports on the current business conditions of the Company and respond to inquiries raised by the directors. Where necessary, a CPA, legal counsel, or other professional may be invited to sit in at the meetings to assist the directors in understanding the conditions of the Company for the purpose of adopting an appropriate resolution, provided that they shall leave the meeting when deliberation or voting takes place.

Article 34 (The minutes of the board of directors meetings)

Staff personnel of the Company attending board meetings shall collect and correctly record the meeting minutes in detail, as well as a summary, the method of resolution, and voting results of all the proposals submitted to the board meeting in accordance with relevant regulations.

The minutes of the board of directors meetings shall be signed by the chairperson and secretary of the meeting and sent to each director and supervisor within 20 days after the meeting. The director attendance records shall be made part of the meeting minutes, treated as important corporate records, and kept safe permanently during the life of the Company.

Meeting minutes may be produced, distributed, and preserved by electronic means. A company shall record on audio or video tape the entire proceedings of a board of directors meeting and preserve the recordings for at least 5 years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph a lawsuit arises with respect to a resolution of a board of directors meeting, the relevant audio or video recordings shall be preserved for a further period, in which case the preceding paragraph does not apply.

Where a board of directors meeting is held via teleconference or video conference, the audio or video recordings of the meeting form a part of the meeting minutes and shall be preserved permanently.

When a resolution of the board of directors violates laws, regulations, the articles of incorporation, or resolutions adopted in the shareholders meeting, and thus causes an injury to the Company, dissenting directors whose dissent can be proven by minutes or written statements will not be liable for damages.

Article 35 (Matters shall be discussed by the board of directors)

The Company shall submit the following matters to its board of directors for discussion:

1. Corporate business plans.
2. Annual report signed or stamped by the chairman, the managerial officer and the accounting manager and semi-annual financial report audited by the certified public accountant.
3. Adoption or amendment to an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and the assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, to the 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 performance assessment and the standard of remuneration of the managerial officers.
7. The structure and system of director's remuneration.
8. The appointment or discharge of a financial, accounting, or internal audit officer.
9. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the next board meeting for retroactive recognition.
10. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders meeting or to be submitted to a meeting of the board of directors for resolution, or any such significant matter as may be prescribed by the competent authority.

Except for matters that must be submitted to the board of directors for discussion under the preceding paragraph, when the board of directors is in recess, it may delegate the exercise of its power to others in accordance with law, regulations, or

its articles of incorporation. However, the level of delegation or the content or matters to be delegated shall be clearly specified, and general authorization is not permitted.

Article 36 (The Company shall ask the appropriate corporate department or personnel to execute matters pursuant to board of directors' resolutions in a manner consistent with the planned schedule and objectives)

The Company shall ask the appropriate corporate department or personnel to execute matters pursuant to board of directors' resolutions in a manner consistent with the planned schedule and objectives. It shall also follow up on those matters and faithfully review their implementation.

The board of directors shall remain informed of the progress of implementation and receive reports in subsequent meetings to ensure the actual implementation of the board's management decisions.

### **Section 5 Fiduciary Duty, Duty of Care and Responsibility of Directors**

Article 37 (Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator)

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.

Any resolution of the board of directors that involves the Company's business development or a major policy direction shall be carefully considered and may not affect the implementation or effectiveness of corporate governance.

The Company may formulate performance assessments rules , procedures or policy for the board of directors or for functional committee , and that each year it conduct regularly scheduled performance assessments of the board of directors, functional committees, and individual directors through self-assessment, engaging outside professional institutions, or in any other appropriate manner. It is advisable that the performance assessment of the board of directors (functional committees) include the following aspects, and that appropriate assessment indicators be developed in consideration of the Company's needs:

1. The degree of participation in the Company's operations.
2. Improvement in the quality of decision making by the board of directors.
3. The composition and structure of the board of directors.
4. The election of the directors and their continuing professional education.
5. Internal controls.

It is advisable that performance assessments of board members (self-assessments) include the following aspects, with appropriate adjustments made on the basis of the Company's needs:

1. Their grasp of the Company's goals and missions.
2. Their recognition of director's duties.
3. Their degree of participation in the Company's operations.
4. Their management of internal relationships and communication.
5. Their professionalism and continuing professional education.
6. Internal controls.

The performance assessment of the functional committee is advised to include the following aspects and adjust appropriately by considering the Company's needs:

- a. The degree of participation in the operation of the company.
- b. The awareness of the functional committee's duty and responsibility.
- c. The improvement in the decision-making quality of the functional committee.
- d. The composition of functional committee and election and appointment of committee members.
- e. Internal control.

The results of the performance assessment are reported to the Board of Directors and used as reference for individual directors' compensation, remuneration and nominations and additional office term.

Article 37-1 (Establish a succession plan for the management)

The Company may to establish a succession plan for the management. The development and implementation of such plan shall be periodically evaluated by the board of directors to ensure sustainable operation.

Article 37-2 (report mechanisms)

The Company is advised to establish and announce the report channels for internal and external and set up the protection mechanisms. The unit that handles complaints shall be independent, provide encrypted protection for the files furnished by the reporter, 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. Establishing an intellectual property management system

The board of directors should evaluate and supervise the company's intellectual property business operations and performance on the following aspects to ensure that the company establishes an intellectual property management system with a management cycle of "Plan, Do, Check, and Action":

- a. Formulate intellectual property management policies, goals and systems related to operating strategies.
- b. Establish, implement, and maintain management systems for the acquisition, protection, maintenance, and use of intellectual property by scale and type.
- c. Determine and provide the resources necessary to effectively implement and maintain an intellectual property management system
- d. Observe internal and external risks or opportunities related to intellectual property management and take corresponding measures.
- e. Plan and implement a continuous improvement mechanism to ensure that the operation and effectiveness of the intellectual property management system meets the company's expectations

Article 38 (Resolution of the board of directors is requested to discontinue the implementation at the request and notice of a shareholders or independent director)  
If a resolution of the board of directors violates law, regulations or the Company's articles of incorporation, then at the request of shareholders holding shares continuously for a year or an independent director, or at the notice of a supervisor to discontinue the implementation of the resolution, members of the board shall take appropriate measures or discontinue the implementation of such resolution as soon as possible.

Upon discovering a likelihood that the Company would suffer material injury, members of the board of directors shall immediately report to the audit committee, an independent director member of the audit committee.

Article 39 (Liability insurance for directors)

The Company shall take out liability insurance for directors with respect to liabilities resulting from exercising their duties during their terms of occupancy so as to reduce and spread the risk of material harm to the Company and shareholders arising from the wrongdoings or negligence of a director.



After taking out or renewing D&O insurance for directors, the company shall report to the board the important content including the insured amount, coverage and premium.

Article 40 (Members of the board of directors participate in training courses)

Members of the board of directors shall participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of TWSE/GTSM Listed Companies, which cover subjects relating to corporate governance upon becoming directors and throughout their terms of occupancy. They shall also ensure that company employees at all levels will enhance their professionalism and knowledge of the law.

#### **Chapter IV Respecting Stakeholders' Rights**

Article 41 (The Company shall maintain channels of communication with related person and shall respect and safeguard their legal rights)

The Company shall maintain channels of communication with its banks, other creditors, employees, consumers, suppliers, community, or other stakeholders, and shall respect and safeguard their legal rights. The Company shall design a stakeholders section on its website.

When the Company is involved in a management buyout, it shall monitor the subsequent soundness of the Company's financial structure.

When any of a stakeholder's legal rights or interests is harmed, the Company shall handle the matter in a proper manner and in good faith.

Article 42 (The Company shall provide sufficient information to correspondent banks and creditors)

The Company shall provide sufficient information to banks and its other creditors to facilitate their evaluation of the operational and financial conditions of the Company and its decision-making process. When any of their legal rights or interest is harmed, the Company shall respond with a responsible attitude and assist creditors in obtaining compensation through proper means.

Article 43 (Establish channels of communication with employees)

The Company shall establish channels of communication with employees and encourage employees to communicate directly with the management and directors so as to reflect employees' opinions about the management, financial conditions, and material decisions of the Company concerning employee welfare.

Article 44 (Company's social responsibility)

In developing its normal business and maximizing the shareholders' interest, the Company shall pay attention to consumers' interests, environmental protection of the community, and public interest issues, and shall give serious regard to the Company's social responsibility.

## **Chapter V Improving Information Transparency**

### **Section 1 Enhancing Information Disclosure**

Article 45 (Publicly disclosing information and internet-based reporting system)

The Company shall perform its obligations faithfully in accordance with the relevant laws and the related TWSE rules.

The Company shall establish an Internet-based reporting system for public information, appoint personnel responsible for gathering and disclosing the information, and establish a spokesperson system so as to ensure the proper and timely disclosure of information about policies that might affect the decisions of shareholders and stakeholders.

Article 46 (The Company shall appoint a spokesperson)

In order to enhance the accuracy and timeliness of the material information disclosed, the Company shall appoint a spokesperson and acting spokesperson(s) who understand thoroughly the Company's financial and business conditions and who are capable of coordinating among departments for gathering relevant information and representing the Company in making statements independently.

The Company shall appoint one or more acting spokespersons who shall represent the Company, when the spokesperson cannot perform his/her duties, in making statements independently, provided that the order of authority is established to avoid any confusion.

In order to implement the spokesperson system, the Company shall unify the process of making external statements. It shall require the management and employees to maintain the confidentiality of financial and operational secrets and prohibit their disclosure of any such information at will.

The Company shall disclose the relevant information immediately whenever there is any change to the position of a spokesperson or acting spokesperson.

Article 47 (Set up a website regarding to corporate governance)

In order to keep shareholders and stakeholders fully informed, the Company shall utilize the convenience of the Internet and set up a website containing the information regarding the Company's finances, operations, and corporate governance. It is also advisable for the Company to furnish the financial, corporate governance, and other relevant information in English.

To avoid misleading information, the aforesaid website shall be maintained by specified personnel, and the recorded information shall be accurate, detailed and updated on a timely basis.

Article 48 (The ways to hold an investor conference)

The Company shall hold an investor conference in compliance with the regulations of the TWSE, and shall keep an audio or video record of the meeting. The financial and business information disclosed in the investor conference shall be disclosed on the Market Observation Post System and provided for inquiry through the website established by the Company, or through other channels, in accordance with the TWSE rules.

## **Section 2 Disclosure of Information on Corporate Governance**

Article 49 (Disclose the information regarding corporate governance)

The Company's office website shall set up the specific zone to disclose and continuously update the information of corporate governance:

1. Board of Directors: such as members' curriculum vitae and their responsibility and policy of member diversity and implementation progress.
2. Functional committee: such as members' curriculum vitae and their responsibility.
3. Policies of corporate governance: such as Articles of Incorporation, Rules for the Procedures of the Board of Directors' meeting, rules for the functional committee and related policies.

4. Essential information of corporate governance: such as Corporate Governance Officer.

## **Chapter VI Supplementary Provisions**

Article 50 (Monitor domestic and international developments)

The Company shall at all times monitor domestic and international developments in corporate governance as a basis for review and improvement of the Company's own corporate governance mechanisms, so as to enhance their effectiveness.

Article 51 (Implementation)

Any matters insufficiently address herein shall be subject to the Company Act, the Securities and Exchange Act, and the other regulations and general practice incorporations concerned.

This code of conduct was implemented after the board of directors resolved, the same when it is amended.