

Jia Jie Biomedical Company Limited
(Formerly: Murad Jia Jie Biomedical Co., Ltd.)
Corporate Governance Best Practice Principles

Approved by the Board of Directors on March 18, 2019

Chapter I General Provisions

Article 1 (Purpose of Enactment)

To establish a sound corporate governance system and to promote the healthy development of the securities market, these Best Practice Principles are adopted for compliance.

Article 2 (Principles of Corporate Governance)

In establishing its corporate governance system, Jia Jie Biomedical Co., Ltd. (the “Company”) shall, in addition to complying with applicable laws, regulations, its Articles of Incorporation, and the rules and requirements of the stock exchange or the Taipei Exchange, adhere to the following principles:

1. Protecting shareholders’ rights and interests.
2. Strengthening the functions of the Board of Directors.
3. Enhancing the effectiveness of the Audit Committee.
4. Respecting the rights and interests of stakeholders.
5. Improving information transparency.

Article 3 (Establishment of the Internal Control System)

The Company shall, in accordance with the *Regulations Governing Establishment of Internal Control Systems by Public Companies*, design and effectively implement an internal control system based on the overall operations of the Company and its subsidiaries. The Company shall also review such system from time to time in response to changes in its internal and external environment to ensure its continued effectiveness in design and operation.

In addition to faithfully carrying out self-evaluations of the internal control system, the Board of Directors and the management team shall, at least annually, review the self-evaluation results of each department and, on a quarterly basis, review the audit reports issued by the Internal Audit Department. The Audit Committee shall supervise and pay close attention to such matters. Directors and the Audit Committee shall meet periodically with internal auditors to review deficiencies in the internal control system, make records of the discussions, follow up on and ensure the implementation of improvements, and report the results to the Board of Directors.

The Company is advised to establish communication channels and mechanisms among independent directors, the Audit Committee, and the Chief Internal Auditor, and the convener of the Audit Committee shall report the communication status between the independent directors and the Chief Internal Auditor at the shareholders' meeting.

Directors shall periodically meet with the internal auditors to review internal control deficiencies, keep written records, track and ensure improvement, and report to the Board of Directors.

Management shall place great importance on the Internal Audit Department and its personnel, granting them sufficient authority to conduct thorough inspections and evaluations of internal control deficiencies and assess operational efficiency. This will ensure the continuous and effective implementation of the internal control system and assist the Board of Directors and management in fulfilling their responsibilities, thereby enhancing the Company's corporate governance.

The appointment, dismissal, performance evaluation, and compensation of internal audit personnel shall be submitted to the Board of Directors for approval or be approved by the Chairman upon recommendation by the Chief Internal Auditor.

Article 3-1 (Personnel Responsible for Corporate Governance Affairs)

Based on its size, business operations, and management needs, the Company shall appoint competent and sufficient corporate governance personnel and designate one senior officer as the Chief Corporate Governance Officer, who shall be the highest-ranking officer responsible for corporate governance affairs. Such officer shall hold a lawyer or CPA license, or shall have served in a managerial position for at least three years in legal, financial, stock affairs, or corporate governance functions at a public company or at a securities, financial, or futures institution.

Corporate governance affairs referred to in the preceding paragraph shall include, at a minimum, the following:

1. Handling matters relating to meetings of the Board of Directors and shareholders' meetings in accordance with law.
2. Preparing minutes of Board and shareholders' meetings.
3. Assisting directors with onboarding and ongoing training.
4. Providing directors with necessary information to perform their duties.
5. Assisting directors in complying with laws and regulations.
6. Any other matters specified in the Articles of Incorporation or relevant agreements.

Chapter II Protection of Shareholders' Rights and Interests

Section 1 Encouraging Shareholder Participation in Corporate Governance

Article 4 (Protection of Shareholders' Rights and Interests)

The Company's corporate governance system shall protect shareholders' rights and interests and ensure the fair treatment of all shareholders.

The Company shall establish a corporate governance framework that ensures shareholders' full rights to be informed of, to participate in, and to make decisions regarding material matters of the Company.

Article 5 (Convening Shareholders' Meetings and Establishing Comprehensive Rules of Procedure)

The Company shall convene shareholders' meetings in accordance with the Company Act and relevant laws and regulations, and shall establish comprehensive rules of procedure to ensure proper handling of all matters that require resolutions of the shareholders' meeting in accordance with such rules.

The resolutions adopted by the shareholders' meeting shall comply with applicable laws, regulations, and the Articles of Incorporation of the Company.

Article 6 (The Board of Directors Shall Appropriately Arrange the Agenda and Procedures of Shareholders' Meetings)

The Board of Directors shall appropriately arrange the agenda and procedures of shareholders' meetings, establish principles and procedures for shareholder nomination of directors and for shareholder proposals, and properly handle proposals submitted by shareholders in accordance with the law.

Shareholders' meetings shall be held at a convenient location with adequate time reserved, and appropriate and competent personnel shall be assigned to handle the check-in process. The Company shall not arbitrarily request shareholders to provide additional proof of identity beyond what is required by law for attendance. Reasonable time shall be allotted for discussion of each proposal, and shareholders shall be given appropriate opportunities to express their views.

For shareholders' meetings convened by the Board of Directors, the Chairman of the Board is advised to preside in person. A majority of the directors (including at least one independent director) and the convener of the Audit Committee are advised to attend in person, and at least one member from each functional committee shall attend as a

representative. The attendance of such individuals shall be recorded in the minutes of the shareholders' meeting.

Article 7 (Shareholder Participation in Corporate Governance)

The Company shall encourage shareholders to participate in corporate governance and is advised to engage a professional stock affairs agent to handle matters relating to shareholders' meetings, so that such meetings may be convened legally, effectively, and safely.

The Company shall, through various means and channels, make full use of technology-based information disclosure by simultaneously uploading the Chinese and English versions of the annual report, annual financial statements, shareholders' meeting notice, agenda handbook, and supplemental materials. The Company shall also adopt electronic voting in order to increase shareholder attendance at shareholders' meetings and ensure that shareholders may exercise their rights in accordance with the law.

The Company is advised to avoid proposing extempore motions or amendments to original proposals at shareholders' meetings. When director elections are held during the year, the candidate nomination system is advised to be adopted.

The Company is further advised to arrange for shareholders to vote on each proposal item-by-item, and shall input the results of shareholders' votes—consent, dissent, and abstention—into the Market Observation Post System (MOPS) on the same day the shareholders' meeting is convened.

Article 8 (Minutes of Shareholders' Meetings)

The Company shall prepare minutes of shareholders' meetings in accordance with the Company Act and applicable laws and regulations. The minutes shall record the year, month, day, and place of the meeting, the name of the chairperson, the method of resolution, and a summary of the proceedings and their results. For director elections, the voting method and the number of votes received by each elected director shall be recorded.

The minutes of shareholders' meetings shall be properly retained permanently during the existence of the Company. If the Company maintains a website, it is advisable to fully disclose such minutes on the website.

Article 9 (The Chairperson Shall Fully Understand and Comply with the Rules of Procedure)

The chairperson of the shareholders' meeting shall fully understand and comply with the rules of procedure adopted by the Company and shall ensure the smooth progression of the meeting. The chairperson shall not arbitrarily declare adjournment.

To safeguard the rights and interests of the majority of shareholders, if the chairperson violates the rules of procedure and declares the meeting adjourned without proper cause, the other members of the Board of Directors are advised to promptly assist the attending shareholders in following statutory procedures to elect, by a majority vote of the shareholders present, one person to serve as chairperson to continue the meeting.

Article 10 (Emphasis on Shareholders' Right to Know)

The Company shall place great importance on shareholders' right to know and shall fully comply with information disclosure requirements. The Company's financial condition, business operations, insider shareholdings, and corporate governance practices shall be disclosed regularly and in a timely manner through the Market Observation Post System (MOPS) or the Company's website for shareholders' reference.

To ensure equal treatment of all shareholders, the information described in the preceding paragraph is advised to be disclosed simultaneously in English.

To protect shareholders' rights and ensure equal treatment, the Company shall establish **Insider Trading Prevention Procedures** to prohibit the Company's insiders from trading securities by using material nonpublic information obtained from the market.

The foregoing procedures are advised to include control measures governing the trading of shares by insiders of TWSE/TPEX-listed companies upon becoming aware of the Company's financial reports or operating results, including, but not limited to, the prohibition on directors trading the Company's shares during blackout periods—namely, thirty (30) days prior to the announcement of the annual financial report and fifteen (15) days prior to the announcement of each quarterly financial report.

Article 11 (Shareholders' Right to Share in the Company's Profits)

Shareholders shall have the right to share in the profits of the Company. To safeguard shareholders' investment rights, the shareholders' meeting may, in accordance with Article 184 of the Company Act, examine the statements and reports prepared by the Board of Directors and the Audit Committee, and resolve on the distribution of earnings or the offsetting of losses. In conducting such examinations, the shareholders' meeting may appoint inspectors to carry out the review.

Shareholders may also petition the court, pursuant to Article 245 of the Company Act, to appoint an inspector to examine the Company's business, accounts, assets, specific matters, or specific transaction documents and records.

The Board of Directors, Audit Committee, and managerial officers of the Company shall fully cooperate with the inspectors in the execution of the examinations described in the preceding paragraphs and shall not evade, obstruct, or refuse such inspections.

Article 12 (Material Financial and Business Transactions Requiring Shareholders' Approval)

The Company's material financial and business transactions—including the acquisition or disposal of assets, lending of funds, and provision of endorsements and guarantees—shall be conducted in accordance with applicable laws and regulations. The Company shall establish relevant operating procedures and submit them to the shareholders' meeting for approval to safeguard shareholders' rights and interests.

When the Company is involved in a merger, acquisition, or tender offer, it shall, in addition to complying with applicable laws and regulations, ensure the fairness and reasonableness of the merger, acquisition, or tender offer plan and transactions, as well as pay attention to information disclosure and the soundness of the Company's financial structure after the transaction.

Personnel handling the matters described in the preceding paragraph shall pay close attention to conflicts of interest and recusal requirements.

Article 13 (Designated Personnel to Properly Handle Shareholder Suggestions and Disputes)

To safeguard shareholders' rights and interests, the Company is advised to assign designated personnel to properly handle shareholders' suggestions, inquiries, and disputes.

If resolutions of the shareholders' meeting or the Board of Directors violate laws or the Articles of Incorporation, or if directors or managerial officers violate laws or the Articles of Incorporation in the performance of their duties, thereby damaging shareholders' rights and interests, the Company shall properly handle any lawsuits lawfully filed by shareholders with respect to such matters.

The Company is advised to establish internal procedures to properly handle the matters described in the preceding paragraphs, maintain written records for future reference, and incorporate such procedures into its internal control system.

Section 2 Establishment of Mechanisms for Shareholder Engagement

Article 13-1 (The Board of Directors Shall Establish Mechanisms for Shareholder Engagement)

The Board of Directors shall be responsible for establishing mechanisms for shareholder engagement to enhance mutual understanding between the Company and its shareholders regarding the Company's development goals.

Article 13-2 (Communication with Shareholders in an Effective Manner to Obtain Their Support)

In addition to communicating with shareholders through shareholders' meetings and encouraging shareholders to participate in such meetings, the Board of Directors shall communicate with shareholders in an efficient manner. Together with managerial officers and independent directors, the Board shall understand shareholders' opinions and concerns, clearly explain the Company's policies, and seek shareholders' support.

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

Article 14 (Establishment of Firewalls)

The Company shall clearly define and separate the management objectives, responsibilities, and authorities relating to personnel, assets, and financial matters between the Company and its affiliated enterprises. The Company shall conduct thorough risk assessments and establish appropriate firewalls.

Article 15 (Managerial Officers Shall Not Concurrently Serve as Managers of Affiliated Enterprises)

Unless otherwise provided by laws or regulations, managerial officers of the Company shall not concurrently serve as managerial officers of its affiliated enterprises.

If a director engages in business within the scope of the Company's operations for themselves or for others, the director shall explain the material aspects of such conduct to the shareholders' meeting and obtain its approval.

Article 16 (Establishment of Sound Financial, Business, and Accounting Management Systems)

The Company shall establish sound management objectives and systems for financial, business, and accounting matters in accordance with applicable laws and regulations. The Company and its affiliated enterprises shall conduct comprehensive risk assessments regarding major correspondent banks, customers, and suppliers, and implement necessary control mechanisms to reduce credit risk.

Article 17 (Transactions Between the Company and Its Affiliated Enterprises Shall Follow Fair and Reasonable Principles)

Transactions between the Company and its affiliated enterprises shall be conducted on the basis of fairness and reasonableness. Written regulations shall be established to govern financial and business-related transactions. Contract terms shall clearly specify pricing conditions and payment methods, and non-arm's-length transactions shall be strictly prohibited.

Transactions or contractual arrangements between the Company and related parties or their shareholders shall also comply with the aforementioned principles, and any transfer of benefits shall be strictly prohibited.

Article 18 (Matters to Be Observed by Corporate Shareholders with Controlling Influence over the Company)

A corporate shareholder that has controlling influence over the Company shall observe the following:

1. It shall owe a duty of good faith to other shareholders and shall not directly or indirectly cause the Company to engage in business activities that violate normal business practices or are detrimental to the Company.
2. Its representatives shall comply with the Company's relevant rules governing the exercise of rights and participation in decision-making. When attending shareholders' meetings, such representatives shall exercise voting rights based on the principles of good faith and in the best interests of all shareholders, and shall fulfill the fiduciary duty and duty of care of a director.
3. In nominating directors, it shall comply with applicable laws, regulations, and the Company's Articles of Incorporation, and shall not exceed the powers vested in shareholders' meetings or the Board of Directors.
4. It shall not improperly interfere with the Company's decision-making or obstruct its business operations.
5. It shall not restrict or impede the Company's business operations through unfair competition, such as monopolizing procurement or blocking sales channels.

6. Its corporate representatives appointed as directors shall possess the professional qualifications required by the Company and shall not be replaced arbitrarily.

Article 19 (List of Major Shareholders and Ultimate Controllers)

The Company shall maintain up-to-date information on major shareholders who hold a relatively high percentage of shares or who exercise actual control over the Company, as well as on the ultimate controllers of such major shareholders.

The Company shall periodically disclose important matters relating to shareholders who hold more than ten percent (10%) of the Company's shares, including pledges of shares, increases or decreases in shareholdings, or other events that may affect share ownership, so that other shareholders may monitor such developments.

For purposes of this Article, "major shareholders" refers to shareholders who hold five percent (5%) or more of the Company's shares, or shareholders ranking among the top ten in shareholdings. However, based on actual control needs, the Company may adopt a lower threshold for determining major shareholders.

Chapter III Enhancing the Functions of the Board of Directors

Section 1 Structure of the Board of Directors

Article 20 (Overall Capabilities Required of the Board of Directors)

The Board of Directors shall guide the Company's strategic direction, supervise managerial officers, and be accountable to the Company and its shareholders. All corporate governance practices and arrangements shall ensure that the Board exercises its powers in accordance with laws and regulations, the Articles of Incorporation, and resolutions of the shareholders' meeting.

The structure of the Board shall be determined based on the scale of the Company's business operations and the shareholding of major shareholders, and shall consist of **not fewer than five directors**.

Board composition shall take diversity into consideration. The number of directors concurrently serving as managerial officers shall not exceed **one-third** of the total seats. The Board shall adopt appropriate diversity policies based on its operational model and development needs, including but not limited to:

1. **Basic attributes and values:** gender, age, nationality, and cultural background.

2. **Professional knowledge and skills:** legal, accounting, industry expertise, finance, marketing, technology, professional competencies, and industry experience.

Board members shall generally possess the knowledge, skills, and character required for performing their duties. To achieve the objectives of corporate governance, the Board as a whole shall possess the following capabilities:

1. Business judgment
2. Accounting and financial analysis
3. Management expertise
4. Crisis management
5. Industry knowledge
6. Global market perspective
7. Leadership
8. Decision-making capability

Article 21 (Establishment of a Fair, Just, and Open Procedure for Electing Directors)

The Company shall establish fair, just, and open procedures for electing directors based on the principles of protecting shareholders' rights and equitable treatment of shareholders. The cumulative voting system prescribed under the Company Act shall be adopted to fully reflect shareholders' opinions.

Unless otherwise approved by the competent authority, more than half of the directors shall not be related to each other as spouses or within the second degree of kinship.

If a director is discharged for any reason and the number of directors falls below five, a by-election shall be held at the next shareholders' meeting. If vacancies reach one-third of the total number of seats prescribed in the Articles of Incorporation, an extraordinary shareholders' meeting shall be convened within sixty days to conduct a by-election.

The aggregate shareholding ratio of all directors shall comply with regulatory requirements. Restrictions on transfer, creation or release of pledges, and shareholding changes shall be handled in accordance with applicable laws and regulations and fully disclosed.

Article 22 (Adoption of a Candidate Nomination System for Director Elections)

The Company shall, in accordance with the Company Act, adopt a candidate nomination system for electing directors, as specified in its Articles of Incorporation. The qualifications of nominees and their compliance with Article 30 of the Company Act shall be prudently reviewed, and procedures shall be conducted in accordance with Article 192-1 of the Company Act.

Article 23 (Clear Division of Authority Among Functional Committees, the Chairperson, and the General Manager)

The responsibilities of the Chairperson and the General Manager shall be clearly defined.

The Chairperson and the General Manager (or other equivalent senior executives) should not be the same person. If they are the same person, or if they are spouses or first-degree relatives, the Company shall increase the number of independent directors, and a majority of all directors shall not concurrently serve as employees or managerial officers.

Where functional committees are established, their duties shall be clearly defined.

Section 2 Independent Directors

Article 24 (Establishment of Independent Directors)

The Company shall appoint no fewer than two independent directors, and independent directors shall not comprise less than one-fifth of the total number of directors.

Independent directors shall possess professional expertise. Their shareholdings shall be restricted, and unless otherwise required by law, independent directors shall not concurrently serve as directors (including independent directors) or supervisors of more than five other companies. Independent directors shall maintain independence and shall not have any direct or indirect interests in the Company.

If the Company and its group enterprises and organizations mutually nominate each other's directors, supervisors, or managerial officers as independent director candidates, such information shall be disclosed when accepting nominations, along with an explanation of the nominee's suitability. If elected, the number of votes received shall also be disclosed.

Independent and non-independent directors shall not change their status during their term of office.

The qualifications, shareholding and concurrent service restrictions, independence criteria, nomination methods, and other matters regarding independent directors shall be handled in accordance with the Securities and Exchange Act and related regulations.

Article 25 (Matters Requiring Board Resolutions and Independent Directors' Opinions)

The following matters shall be submitted to the Board of Directors for resolution in accordance with the Securities and Exchange Act. If an independent director expresses dissent or reservation, such opinion shall be recorded in the minutes:

1. Adoption or amendment of the internal control system under Article 14-1 of the Securities and Exchange Act
2. Adoption or amendment of procedures related to asset acquisitions and disposals, derivatives transactions, lending of funds to others, and endorsements/guarantees under Article 36-1
3. Matters involving directors' own interests
4. Significant asset or derivatives transactions
5. Significant lending of funds, endorsements, or guarantees
6. Issuance of equity-type securities, including private placements
7. Appointment, dismissal, or remuneration of the certified public accountant
8. Appointment or dismissal of financial, accounting, or internal audit officers
9. Other major matters as required by the competent authority

Article 26 (Responsibilities and Remuneration of Independent Directors)

The Company shall clearly define the scope of responsibilities of independent directors and provide necessary resources for them to exercise their powers. The Company or any Board member shall not obstruct, refuse, or circumvent independent directors in performing their duties.

Director remuneration shall be determined in accordance with applicable laws and shall reflect individual performance, the Company's long-term operating results, and associated risks. Reasonable remuneration standards distinct from those of other directors may be established for independent directors.

Section 3 Functional Committees

Article 27 (Establishment of the Audit Committee)

The Company shall establish an Audit Committee consisting entirely of independent directors, numbering no fewer than **three members**, with one serving as the convener

and at least one possessing accounting or financial expertise. Provisions applicable to supervisors under the Company Act and the Securities and Exchange Act shall apply mutatis mutandis to the Audit Committee.

The following matters require approval by at least one-half of all members of the Audit Committee, and shall then be submitted to the Board of Directors for resolution:

1. Adoption or amendment of the internal control system under Article 14-1
2. Assessment of internal control system effectiveness
3. Adoption or amendment of major financial and operational procedures under Article 36-1
4. Matters involving directors' personal interests
5. Significant asset or derivatives transactions
6. Significant lending of funds, endorsements, or guarantees
7. Issuance or private placement of equity-type securities
8. Appointment, dismissal, or remuneration of the certified public accountant
9. Appointment or dismissal of financial, accounting, or internal audit officers
10. Annual and semi-annual financial reports
11. Other major matters as required by the Company or the competent authority

Audit Committee powers and related matters shall be conducted in accordance with the Securities and Exchange Act and relevant regulations governing audit committees of public companies.

Article 28 (Establishment of the Remuneration Committee)

The Company shall establish a Remuneration Committee. Its qualifications, authority, organizational charter, and other matters shall comply with the Regulations Governing the Establishment and Exercise of Powers of Remuneration Committees by Public Companies.

The Remuneration Committee shall faithfully discharge the following duties:

1. Establishing and periodically reviewing policies, systems, standards, and structures for evaluating the performance and remuneration of directors and managerial officers
2. Periodically assessing and determining remuneration for directors and managerial officers

In performing its duties, the Committee shall adhere to the following principles:

1. Remuneration shall reference industry standards and consider individual performance, Company performance, and future risks
2. Remuneration systems shall not incentivize directors or managerial officers to assume risks exceeding the Company's risk appetite
3. Bonus allocation for short-term performance of directors and senior executives, and the timing for payment of variable compensation, shall take into account industry characteristics and the nature of the Company's business

Article 28-1 (Whistleblower Mechanism)

The Company shall establish and publicly disclose internal and external whistleblowing channels and develop a whistleblower protection system. The unit responsible for handling such reports shall maintain independence, encrypt and safeguard all related files, restrict access rights, and establish internal procedures incorporated into the internal control system.

Article 29 (Enhancing the Quality of Financial Reporting)

The Company shall appoint a deputy for the chief accounting officer.

The deputy shall receive annual continuing professional training comparable to that of the chief accounting officer to enhance competence. Personnel involved in preparing financial reports shall complete at least six hours of professional training per year, either through internal programs or external courses.

The Company shall engage professional, responsible, and independent certified public accountants to conduct regular audits of financial conditions and internal controls. The Company shall thoroughly evaluate and improve upon deficiencies or recommendations identified during the audit, establish communication channels between independent directors, the Audit Committee, and the CPA, and incorporate relevant procedures into the internal control system.

The Company shall periodically (at least annually) assess the independence and suitability of the CPA. If the same CPA has been engaged for seven consecutive years or has been subject to disciplinary actions or issues affecting independence, the Company shall evaluate whether replacement is necessary and report the assessment results to the Board of Directors.

Article 30 (Provision of Adequate Legal Services)

The Company should engage competent and professional attorneys to provide legal consultation services, assist the Board and management in enhancing legal literacy, prevent violations of laws and regulations, and ensure that corporate governance practices operate within legal and procedural frameworks.

In the event of litigation involving directors or managerial officers performing their duties, or disputes arising between the Company and shareholders, the Company shall engage legal counsel as necessary.

The Audit Committee or its independent directors may, on behalf of the Company, engage attorneys, CPAs, or other professionals to conduct necessary investigations or consultations related to their powers, with fees borne by the Company.

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

Article 31 (Convening of Board Meetings)

The Board of Directors shall meet at least once every quarter and may be convened at any time in case of emergencies.

Notices of Board meetings shall specify the reasons for convening the meeting and be given to all directors at least seven (7) days in advance, together with sufficient meeting materials. If the meeting materials are inadequate, directors are entitled to request supplementary information, or the discussion of the relevant agenda items may be postponed by resolution of the Board.

The Company shall adopt Rules of Procedure for Board of Directors Meetings. The main agenda items, operational procedures, matters required to be recorded in the minutes, disclosure requirements, and other compliance matters shall be handled in accordance with the *Regulations Governing Procedure for Board of Directors Meetings of Public Companies*.

Article 32 (Directors' Self-Discipline and Recusal)

Directors shall exercise a high degree of self-discipline. With respect to any agenda item submitted to the Board in which a director or the legal entity the director represents has a personal interest, the director shall explain the material aspects of such interest at that Board meeting. Where there is a likelihood that the director's interest may be detrimental to the interests of the Company, the director shall refrain from participating in discussion and voting on that item and shall recuse themselves during discussion and

voting. The director shall not act as proxy for any other director in exercising their voting rights on that matter.

Matters requiring directors' recusal shall be clearly stipulated in the Company's Rules of Procedure for Board Meetings.

Article 33 (Independent Directors and the Board of Directors)

Independent directors shall attend in person the Board meetings at which matters required under Article 14-3 of the Securities and Exchange Act to be submitted to the Board are discussed, and shall not appoint non-independent directors to attend on their behalf. If an independent director has a dissenting or qualified opinion, such opinion shall be specified in the minutes of the Board meeting. If an independent director is unable to attend in person to express a dissenting or qualified opinion, the director shall, except for just cause, provide a written opinion in advance, which shall be recorded in the minutes of the Board meeting.

Where any of the following circumstances occurs with respect to a Board resolution, such circumstance shall be specified in the minutes and shall also be disclosed on the Market Observation Post System (MOPS) no later than two hours before the commencement of trading hours on the business day following the date of the Board meeting:

1. An independent director has a dissenting or qualified opinion which is recorded or stated in writing.
2. For companies that have established an Audit Committee, a matter not approved by the Audit Committee is nevertheless approved by a resolution of at least two-thirds of all directors.

During Board meetings, depending on the agenda, managers who are not directors may be requested to attend to report on the current status of the Company's operations and respond to questions raised by directors. When necessary, certified public accountants, legal counsel, or other professionals may also be invited to attend to assist directors in understanding the Company's status and making appropriate decisions; however, they shall leave the meeting during discussion and voting.

Article 34 (Minutes of Board Meetings)

The personnel responsible for the proceedings of Board meetings shall accurately record, in accordance with applicable regulations, the reports presented at the meeting as well as the essential points of the discussions and the results of each resolution.

The minutes of Board meetings shall be signed or sealed by the chairperson of the meeting and the minute taker and distributed to all directors within twenty (20) days after the meeting. The attendance register for the Board meeting shall form part of the minutes. The minutes shall be included among the Company's important records and preserved properly and permanently during the existence of the Company.

The preparation, distribution, and storage of the minutes may be conducted electronically.

The Company shall make an audio or video recording of the entire process of each Board meeting and preserve such recordings for at least five (5) years, which may be done electronically. If, before the end of the retention period, litigation arises in connection with a Board resolution, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded, and the aforesaid retention period shall not apply.

Where a Board meeting is convened by video conference, the audio or video recordings shall form part of the meeting minutes and shall be permanently preserved.

If a Board resolution violates laws, regulations, the Articles of Incorporation, or a shareholders' meeting resolution, thereby causing damage to the Company, any director who has expressed dissent and has such dissent recorded in the minutes or stated in writing shall not be liable for compensation.

Article 35 (Matters to Be Submitted to the Board of Directors for Discussion)

The following matters shall be submitted to the Board of Directors for discussion:

1. The Company's business plan.
2. Annual and semi-annual financial reports. (This excludes semi-annual financial reports that are not required by law or regulations to be audited and attested by a CPA.)
3. Adoption or amendment of the internal control system and assessment of the effectiveness of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.

4. Adoption or amendment of procedures for material financial and operational acts such as acquisition or disposal of assets, derivatives transactions, lending of funds to others, and provision of endorsements or guarantees pursuant to Article 36-1 of the Securities and Exchange Act.
5. The raising, issuance, or private placement of equity-type securities.
6. Performance evaluation and remuneration standards for managerial officers.
7. Remuneration structure and system for directors.
8. Appointment or dismissal of financial, accounting, or internal audit officers.
9. Donations to related parties, or material donations to non-related parties.
However, public-interest donations for emergency relief in response to major natural disasters may be submitted to the next Board meeting for ratification.
10. Matters required under Article 14-3 of the Securities and Exchange Act, and other matters required by laws, regulations, the Articles of Incorporation, or the competent authority to be resolved by the shareholders' meeting or submitted to the Board of Directors.

In addition to the matters required to be submitted to the Board of Directors under the preceding paragraph, where the Board, during recess, authorizes others to exercise its powers pursuant to laws, regulations, or the Articles of Incorporation, the level of authorization, scope, and content of such delegation shall be specific and clear and shall not constitute a blanket authorization.

Article 36 (Assignment and Follow-Up of Implementation of Board Resolutions)

The Company shall assign matters resolved by the Board of Directors to appropriate execution units or personnel and require implementation in accordance with the planned schedule and objectives. Such matters shall be included in tracking and management mechanisms to ensure proper assessment of implementation status.

The Board of Directors shall keep itself fully informed of the implementation progress and shall require a report at the next Board meeting so that its business decisions may be properly carried out.

Section 5 Duty of Loyalty and Responsibilities of Directors

Article 37 (Duty of Loyalty and Duty of Care of Directors)

Members of the Board of Directors shall faithfully perform their duties and exercise the care of a good administrator, exercising their powers with a high degree of self-discipline and prudence. Except for matters required by law or the Articles of

Incorporation to be resolved by the shareholders' meeting, the execution of the Company's business shall be carried out in accordance with Board resolutions.

The Company is advised to adopt procedures and methods for the performance evaluation of the Board of Directors. Evaluations of the Board, functional committees, and individual directors shall be conducted at least annually through self-evaluation, peer review, engagement of external professional institutions, or other appropriate methods. The evaluation of Board performance is advised to include, at a minimum, the following aspects, with appropriate indicators developed based on the Company's needs:

1. Participation in the Company's operations.
2. Improvement in the quality of Board decision-making.
3. Composition and structure of the Board.
4. Election of directors and their ongoing training.
5. Internal control.

The performance evaluation of individual directors (self-evaluation or peer evaluation) is advised to include the following aspects, with adjustment as appropriate based on the Company's needs:

1. Understanding of the Company's goals and missions.
2. Understanding of directors' duties.
3. Participation in the Company's operations.
4. Internal relationships and communication.
5. Professional expertise and ongoing training.
6. Internal control.

The performance evaluation of functional committees is advised to include the following aspects:

1. Participation in the Company's operations.
2. Understanding of the duties of the functional committee.
3. Improvement in the quality of the functional committee's decision-making.
4. Composition of the functional committee and selection of its members.
5. Internal control.

The Company is advised to submit the results of performance evaluations to the Board of Directors and use them as a reference for determining the remuneration of individual directors and for their renomination.

Article 37-1 (Establishment of a Succession Plan for Managerial Officers)

The Company is advised to establish a succession plan for managerial officers. The Board of Directors shall periodically assess the development and implementation of such plan to ensure the sustainability of the Company's operations.

Article 38 (Requests by Shareholders or Independent Directors to Cease Implementation of Board Resolutions)

If a Board resolution violates laws, regulations, or the Articles of Incorporation, and shareholders who have continuously held shares for at least one year or independent directors so request, members of the Board shall promptly and appropriately address the matter or cease implementation of the relevant resolution.

If Board members discover that there is a likelihood of the Company suffering material damage, they shall act in accordance with the preceding paragraph and immediately report the matter to the Audit Committee or the independent directors serving on the Audit Committee.

Article 39 (Directors' Liability Insurance)

During the term of office of the directors, the Company shall purchase liability insurance for them in respect of the compensation liability they may bear under law in the course of performing their duties, so as to reduce and disperse the risk of material damage to the Company and its shareholders arising from acts or omissions of the directors.

After the Company has taken out or renewed such directors' liability insurance, the key terms of the insurance, including coverage amount, scope of coverage, and premiums, shall be reported at the next Board meeting.

Article 40 (Training for Members of the Board of Directors)

Members of the Board of Directors are advised, upon their initial appointment and throughout their term of office, to attend training courses on corporate governance-related topics—such as finance, risk management, operations, commerce, accounting, law, or corporate social responsibility—offered by institutions designated under the Company's Guidelines for Director Training.

The Company shall also require employees at all levels to strengthen their professional and legal knowledge.

Chapter IV Respecting the Rights and Interests of Stakeholders

Article 41 (Communication With Stakeholders and Protection of Their Rights)

The Company shall maintain smooth communication channels with its stakeholders, including banks and other creditors, employees, consumers, suppliers, communities, and any other stakeholders of the Company. The Company shall respect and protect their legitimate rights and interests, and shall establish a "Stakeholder Section" on its corporate website.

When the legitimate rights or interests of stakeholders are infringed, the Company shall handle such matters appropriately and in good faith.

Article 42 (Providing Sufficient Information to Banks and Creditors)

The Company shall provide adequate information to banks and other creditors, enabling them to assess and make decisions regarding the Company's business and financial position.

When their legitimate rights or interests are impaired, the Company shall respond proactively and responsibly, ensuring that creditors have appropriate avenues for seeking compensation.

Article 43 (Establishing Employee Communication Channels)

The Company shall establish communication channels for employees and encourage them to communicate directly with management, the Board of Directors, or the Audit Committee to express their views on the Company's operations, financial conditions, or decisions materially affecting employee interests.

Article 44 (Corporate Social Responsibility)

While maintaining normal business operations and maximizing shareholder value, the Company shall also place emphasis on consumer rights, environmental protection, public welfare, and other social responsibility issues.

Chapter V Enhancing Information Transparency

Section 1 Strengthening Information Disclosure

Article 45 (Information Disclosure and Online Reporting System)

Information disclosure is a key responsibility of the Company. The Company shall faithfully comply with relevant laws, regulations, and the rules of the Taiwan Stock

Exchange or the Taipei Exchange in fulfilling its disclosure obligations.

The Company is advised to announce and file its annual financial reports within two months after the end of each fiscal year, and to announce and file its first, second, and third quarter financial reports and monthly operating results ahead of statutory deadlines.

The Company shall establish an online information reporting system, designate personnel responsible for collecting and disclosing corporate information, and implement a spokesperson system to ensure timely and proper disclosure of information that may influence the decisions of shareholders and stakeholders.

Article 46 (Designation of Spokespersons)

To enhance the accuracy and timeliness of material information disclosure, the Company shall appoint a spokesperson and deputy spokesperson(s) who have comprehensive knowledge of the Company's financial and business affairs, are capable of coordinating internal information, and are authorized to speak externally on behalf of the Company.

The Company shall appoint one or more deputy spokespersons. When the spokesperson is unable to perform their duties, any deputy spokesperson shall independently act on behalf of the spokesperson in accordance with the designated order to avoid confusion.

To implement the spokesperson system, the Company shall establish unified speaking procedures and require management and employees to keep business and financial information confidential and refrain from unauthorized disclosure.

Changes in the spokesperson or deputy spokesperson shall be disclosed immediately.

Article 47 (Establishing a Corporate Governance Website)

The Company shall utilize the convenience of the internet to establish a corporate website containing financial and business information as well as details related to corporate governance for the reference of shareholders and stakeholders.

An English version of financial, governance, or other relevant information is recommended.

The Company shall assign dedicated personnel to maintain the website, and all information posted shall be accurate, complete, and updated in a timely manner to avoid any risk of misleading users.

Article 48 (Method of Holding Investor Conferences)

When holding investor conferences, the Company shall follow the rules prescribed by the Taiwan Stock Exchange or the Taipei Exchange and maintain audio or video records of such events.

Financial and business information disclosed during investor conferences shall be filed on the Market Observation Post System (MOPS) in accordance with regulations and made available on the Company's website or other appropriate channels.

Section 2 Disclosure of Corporate Governance Information

Article 49 (Disclosure of Corporate Governance Information)

The Company shall disclose, and continually update, corporate governance information in accordance with applicable laws and the rules of the Taiwan Stock Exchange or Taipei Exchange, including:

1. Corporate governance framework and rules.
2. Shareholding structure and shareholders' rights (including clear dividend policy).
3. Structure of the Board of Directors and members' professionalism and independence.
4. Duties of the Board and management.
5. Composition, duties, and independence of the Audit Committee.
6. Composition, duties, and operation of the Remuneration Committee and other functional committees.
7. Remuneration of directors, the President, and Vice Presidents for the past two years; analysis of total remuneration as a percentage of profit after tax; remuneration policies, standards, and structure; procedures for setting remuneration; and its correlation with business performance and long-term risks. Under special circumstances, remuneration of individual directors shall also be disclosed.
8. Directors' continuing education.
9. Stakeholder rights, relationships, complaint channels, concerns, and response mechanisms.
10. Detailed compliance with statutory information disclosure requirements.
11. Implementation status of corporate governance and any gaps between the Company's practices and the Corporate Governance Best Practice Principles, including reasons for such differences.
12. Other corporate governance-related information.

The Company is encouraged to disclose its concrete plans and measures for improving corporate governance based on its implementation status.

Chapter VI Supplementary Provisions

Article 50 (Attention to Domestic and International Developments)

The Company shall monitor domestic and international developments in corporate governance and review and improve its corporate governance system accordingly to enhance governance effectiveness.