

 直濤科技股份有限公司 CHIEFTEK PRECISION CO.,LTD.	Document Name	Board meeting regulations	Version	5
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### Article 1: Basis for Establishment

These regulations are established in accordance with the provisions stipulated in Article 2 of the "Procedures for Board Meetings of Publicly Traded Companies.

### Article 2: Scope of Regulation

The regulations governing the proceedings of the company's board meetings, including the main agenda items, operational procedures, details to be recorded in the minutes, announcements, and other compliance requirements, shall be conducted in accordance with the provisions of these regulations.

### Article 3: Convening of the Board and Meeting Notice

The board of directors shall convene at least once every quarter.

The notice convening a board meeting shall specify the purpose of the meeting and shall be sent to each director and supervisor at least seven days in advance. However, in the event of an emergency, the meeting may be called at any time. For the aforementioned notice, if mutually agreed upon, electronic means may be utilized.

Agenda items as stipulated in Article 7, Section 1, shall be listed in the notice of the meeting and shall not be proposed as an ad-hoc motion.

### Article 4: Principles Regarding the Venue and Time of Board Meetings

The location and timing of board meetings shall be arranged at the company's registered office or during office hours, or at a venue and time suitable for the attendance of directors and appropriate for conducting the board meeting.

### Article 5: Meeting Notices and Meeting Materials

The office of the General Manager is designated as the entity responsible for handling the board meetings. This entity shall draft the agenda for the board meetings and provide comprehensive meeting materials, which shall be sent together with the meeting notices.

Directors who deem the meeting materials insufficient may request additional information from the designated entity. If directors find the information on agenda items insufficient, they may postpone the review after a resolution is passed by the board of directors.

### Article 6: Agenda Items

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The agenda for regularly scheduled board meetings shall include at least the following items:

1. Reports:
  - (a) Review of the minutes from the previous meeting and status of implementations.
  - (b) Significant financial business reports.
  - (c) Internal audit business reports.
  - (d) Other important reporting matters.
2. Discussion Items:
  - (a) Matters carried over from the previous meeting for discussion.
  - (b) Matters designated for discussion during the current meeting.
3. Ad-Hoc Motions.

#### **Article 7: Matters Requiring Board Discussion**

The company shall bring the following matters for discussion before the board of directors:

1. Company operational plans.
2. Annual financial reports and semi-annual financial reports. However, this does not apply to semi-annual financial reports that, according to legal provisions, do not require certification by an auditor.
3. Establishment or amendment, pursuant to Article 14-1 of the Securities and Exchange Act, of internal control systems, and assessment of the effectiveness of internal control systems.
4. Procedures for dealing with significant financial business activities as stipulated in Article 36-1 of the Securities and Exchange Act, involving acquisition or disposal of assets, engaging in derivative trading, lending funds to others, endorsing for others, or providing guarantees.
5. Fundraising, issuance, or private placement of equity securities.
6. Appointment or dismissal of financial, accounting, or internal audit supervisors.
7. Donations to related parties or significant donations to non-related parties. However, in the case of donations for urgent and essential public purposes due to major natural disasters, they may be ratified at the next board meeting.
8. Matters specified in Article 14-3 of the Securities and Exchange Act, other matters to be resolved by the shareholders' meeting or the board of directors

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as stipulated by laws or the articles of incorporation, or significant matters designated by the competent authority.

The term "related party" referred to in the preceding paragraph (item seven) pertains to related parties stipulated in the financial report preparation standards for securities issuers. The phrase "significant donations to non-related parties" refers to donations where either the donation amount for each instance or the cumulative donations to the same recipient within one year exceed NT\$100 million, or such donations reach one percent of the audited net operating income or five percent of the paid-in capital as per the latest fiscal year's financial report certified by an auditor.

The term "within one year" referred to in the preceding paragraph is calculated retroactively from the date of the current board meeting as the reference point, looking back one year. Donations that have already been approved by the board of directors in previous resolutions are not included in the calculation.

For companies with independent directors, concerning matters that require board resolutions according to Article 14-3 of the Securities and Exchange Act, at least one independent director must attend the board meeting in person.

Regarding matters that require resolutions from the board as specified in the first clause, all independent directors should attend the board meeting. If an independent director is unable to attend in person, another independent director should be designated to act as a proxy and attend the meeting.

If an independent director holds dissenting or reserved opinions, it should be explicitly documented in the minutes of the board meeting. In cases where an independent director is unable to attend the board meeting to express dissenting or reserved opinions, unless there are justifiable reasons, they should provide written opinions in advance, and this should be specified in the minutes of the board meeting.

#### **Article 8: Principles of Authorization During Board Recess**

Apart from matters that must be brought for discussion at the company's board of directors as specified in the first clause, the delegation of levels and specifics concerning the exercise of the board of directors' authority according to legal regulations or the company's articles of incorporation should be explicitly detailed and defined.

#### **Article 9: Maintenance of Sign-In Records and Director's Proxy Attendance**

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During the convening of a board meeting, a sign-in book should be provided for attending directors to sign in, enabling the accumulation of attendance rates and for reference purposes.

Directors are expected to attend board meetings in person. If unable to attend in person, they may delegate another director as a proxy in accordance with the company's articles of incorporation. Participation via video conference is considered as being present in person.

When a director appoints another director as a proxy to attend the board meeting, a proxy authorization letter must be issued each time, specifying the scope of authorization concerning the agenda items.

In the second clause, the proxy is limited to representing only one individual

#### **Article 10: Chairman and Proxy of the Board of Directors**

If the board meeting is convened by the Chairman of the Board, the Chairman shall act as the meeting's chairperson. However, for the first board meeting of each term, if the meeting is convened by a director who obtained the highest number of voting rights representing the shareholders, the meeting's chairperson shall be assumed by that convening individual. If there are two or more convening individuals, they shall mutually elect one individual to serve as the chairperson.

In cases where the board is convened by a majority of directors according to Article 203, Paragraph 4, or Article 203-1, Paragraph 3 of the Company Act, the directors shall mutually elect one person to act as the chairperson.

When the Chairman is on leave or unable to exercise duties due to unforeseen circumstances, the duties shall be delegated to the Vice Chairman. In the absence of a Vice Chairman or if the Vice Chairman is also on leave or unable to exercise duties, the Chairman shall designate one Executive Director to act as the proxy. If there is no designated Executive Director, one Director shall be appointed by the Chairman to act as the proxy. If the Chairman does not designate a proxy, the Executive Directors or Directors shall mutually elect one person to act as the proxy.

#### **Article 11: Attendees**

During company board meetings, relevant personnel from departments or subsidiaries may attend based on the agenda content. When necessary, accountants, lawyers, or other professionals may be invited to attend the meeting for explanations. However, they should leave the meeting room during discussions and voting.

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**Article 12: Convening of the Board of Directors**

If at the scheduled meeting time, less than half of the directors are present, the Chairman may announce a postponement of the meeting. This postponement can be done twice at maximum. If after the second postponement there is still an insufficient quorum, the Chairman should reconvene the meeting according to the procedures specified in Article 3, Paragraph 2. The term "all directors" mentioned in the preceding paragraph and in Article 17, Paragraph 2 refers to the actual serving directors.

**Article 13: Discussion of Agenda Items**

The Board of Directors should proceed with the agenda as outlined in the meeting notice. However, changes can be made with the consent of over half of the attending directors. Without the agreement of over half of the attending directors, the Chairman cannot adjourn the meeting directly. During the proceedings of the board meeting, if the number of present directors fails to reach over half of the total directors, and a proposal is made by the present directors, the Chairman shall announce a temporary adjournment and apply the provisions of the preceding article, Paragraph 1.

**Article 14: Voting (Part One)**

When the Chairman deems that the discussion on an agenda item in the board meeting has reached a stage where it can be put to a vote, the Chairman may announce the cessation of discussion and proceed to the vote. During the voting on board meeting agenda items, if the Chairman, after consulting all attending directors, finds no objections, it will be considered as passed. Unless approved unanimously by all attending directors, the method of ballot and counting should be explicitly stated. The method of voting on board meeting agenda items shall be chosen by the Chairman from the following options. However, if there are objections from attendees, a decision shall be made by seeking the majority opinion:

- (1) Voting by show of hands or using a voting device.
- (2) Voting by roll call.
- (3) Voting by ballot.
- (4) Voting method chosen by the company.

For the voting on board meeting agenda items, the Chairman may appoint personnel to count the votes, and all attending directors shall act as supervisors. The term "all attending directors" in the first three clauses does not include directors who, according to Article 16, Paragraph 1, are not entitled to exercise voting rights.

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### **Article 15: Voting (Part Two)**

For resolutions passed during board meetings, unless otherwise specified by the Securities and Exchange Act or the Company Act, more than half of the directors must be present, and the approval of more than half of the attending directors is required.

### **Article 16: System of Avoidance of Conflicts of Interest for Directors**

Directors who have conflicts of interest with agenda items at board meetings, either personally or through legal entities they represent, should disclose the essential details of their conflicts of interest during that board meeting. If there is a risk of harming the interests of the company, they are not allowed to participate in discussions or voting. Moreover, they should abstain from discussions and voting, and they cannot delegate other directors to exercise their voting rights.

The spouse, relatives within the second degree of kinship, or companies with controlling or subordinate relationships with the director that have conflicts of interest with the aforementioned meeting agenda items are considered as having conflicts of interest similar to those of the director.

Regarding resolutions passed by the board of directors, for directors who are not allowed to exercise their voting rights according to the preceding two clauses, Article 180, Paragraph 2 of the Company Act, as applied by Article 206, Paragraph 4, shall be followed.

### **Article 17: Meeting Records**

The proceedings of the board of directors should be documented in meeting records. These records should comprehensively document the following:

- (1) Meeting session (or year) and time and location.
- (2) Name of the Chairman.
- (3) Attendance status of directors, including names and numbers of attendees, those on leave, and absentees.
- (4) Names and positions of attendees.
- (5) Name of the recorder.
- (6) Matters reported.
- (7) Discussion items: Methods and results of resolutions for each proposal, summaries of speeches by directors, supervisors, experts, and other personnel, names of directors involved in conflicts of interest as per the preceding article with explanations of significant content, reasons for abstention or non-abstention, instances of abstention, recorded objections or reservations, and written statements provided by independent directors as per Article 7, Paragraph 5.

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(8) Ad-hoc motions: Name of the proposer, methods, and results of resolutions for each proposal, summaries of speeches by directors, supervisors, experts, and other personnel, names of directors involved in conflicts of interest as per the preceding article with explanations of significant content, reasons for abstention or non-abstention, instances of abstention, recorded objections or reservations, and written statements provided by independent directors.

(9) Other items that should be recorded.

The resolutions made by the board of directors, if there are recorded objections or reservations from independent directors with written statements, or if it hasn't gained approval from more than half of the total members of the audit committee, can be executed with the consent of more than two-thirds of all directors. Besides being recorded in the minutes, it should be announced and reported on the designated information disclosure website of the competent authority within two days from the board meeting date.

The sign-in book of the board meeting is considered a part of the meeting records and should be properly preserved during the company's existence.

The meeting minutes must be signed or stamped by the meeting chairman and the recording personnel, distributed to each director and supervisor within twenty days after the meeting, included in the important records of the company, and properly preserved during the company's existence.

The production and distribution of the minutes in the first clause may be conducted electronically.

#### **Article 18: Recording or Filming of the Board of Directors Meeting Proceedings**

The entire proceedings of the board of directors' meetings should be recorded or filmed for evidential purposes and retained for at least five years. Such records can be electronically stored.

If the expiration of the aforementioned storage period occurs during ongoing litigation related to the board of directors' decisions, the relevant recorded or filmed evidence should continue to be preserved until the litigation concludes.

For board meetings conducted via video conferencing, the audio-visual records are considered a part of the meeting minutes and should be properly preserved throughout the company's existence.

#### **Article 19: Supplementary Provisions**

The establishment and amendment of these meeting rules should be approved by the board of directors of this company and reported to the shareholders' meeting.