

 宜得科技股份有限公司 CHIEFTEK PRECISION CO., LTD.	Document Name	The Rules of Procedure for Board Meetings	Version	6
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Article 1: Basis for Establishment

These rules are established in accordance with Article 2 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies."

Article 2: Scope of Regulations

The procedural guidelines for the board meetings of this company, including key agenda items, operational procedures, matters to be recorded in the minutes, announcements, and other compliance matters, shall be handled in accordance with these regulations.

Article 3: Convening and Notification of Board Meetings

The board of directors shall convene at least once every quarter.
When convening a board meeting, the agenda must be specified, and all directors and supervisors must be notified seven days in advance. However, in case of emergencies, meetings may be convened at any time.
The notification mentioned in the preceding paragraph may be sent electronically with the consent of the recipient.
The matters listed in Article 7, Paragraph 1, must be included in the meeting agenda and may not be proposed as extempore motions.

Article 4: Principles for Location and Time of Board Meetings

The location and time for convening board meetings should generally be at the company's headquarters and during office hours, or at a place and time convenient for the directors to attend and suitable for holding the board meeting.

Article 5: Meeting Notices and Materials

The company's board of directors designates the Office of the General Manager as the unit responsible for handling meeting affairs. This unit drafts the board meeting agenda and provides adequate meeting materials, which shall be sent together with the meeting notice.
If a director finds the meeting materials insufficient, they may request additional information from the meeting affairs unit. If a director considers the agenda materials insufficient, the board may resolve to postpone the discussion of the agenda item.

Article 6: Agenda Content

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

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- 一、Reporting Matters:
 - (1) Minutes and execution of resolutions from the previous meeting.
 - (2) Important financial and business reports.
 - (3) Internal audit reports.
 - (4) Other important reporting matters.
- 二、**Discussion Matters:**
 - (1) Discussion items reserved from the previous meeting.
 - (2) Discussion items for the current meeting.
- 三、**Extempore Motions.**

Article 7: Matters to Be Discussed by the Board of Directors

The company must submit the following matters for discussion by the board of directors:

- 一、The company's operational plan.
- 二、Annual financial reports and semi-annual financial reports, except where semi-annual financial reports are not required to be audited and certified by a CPA in accordance with the law.
- 三、Establishment or amendment of the internal control system as required by Article 14-1 of the Securities and Exchange Act, as well as the assessment of the effectiveness of the internal control system.
- 四、Procedures for handling major financial and business actions such as the acquisition or disposal of assets, derivative transactions, loans to others, endorsements or guarantees, as required by Article 36-1 of the Securities and Exchange Act.
- 五、The raising, issuance, or private placement of securities with equity characteristics.
- 六、The appointment or dismissal of financial, accounting, or internal audit officers. °
- 七、Donations to related parties or major donations to non-related parties. However, in the case of donations made for emergency relief due to a major natural disaster, they may be submitted for ratification at the next board meeting.
- 八、Matters required by Article 14-3 of the Securities and Exchange Act, or other matters required by law, the company's articles of incorporation, or decisions of the shareholders' meeting or board of directors, as well as major matters stipulated by the competent authority.

In the preceding Paragraph 1, Item 7, the term "related parties" refers to the related parties defined in the Guidelines for the Preparation of Financial Reports by Securities Issuers. The term "major donations to non-related parties" refers to any individual donation, or cumulative donations within a year to the same

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recipient, amounting to NT\$100 million or more, or 1% or more of the net revenue from operating income shown in the most recent CPA-audited financial report, or 5% or more of the paid-in capital.

The term "within a year" mentioned in the preceding paragraph is calculated as one year retroactively from the date of the current board meeting. Donations that have already been approved by the board need not be counted again. If the company has independent directors, at least one independent director must attend the board meeting in person for matters specified in Article 14-3 of the Securities and Exchange Act. For matters in Paragraph 1 that require a board resolution, all independent directors must attend the meeting. If an independent director cannot attend in person, they must appoint another independent director to attend on their behalf. If an independent director has objections or reservations, these must be recorded in the meeting minutes. If an independent director cannot attend the meeting to express objections or reservations in person, they must submit a written opinion in advance, except in cases of legitimate reasons, and the written opinion must be included in the meeting minutes.

Article 8: Principles for Delegation of Authority During Board Recesses

Except for the matters specified in Paragraph 1 of the preceding article that must be submitted to the board for discussion, the delegation of the board's authority, as stipulated by law or the company's articles of incorporation, including the level of delegation and the scope of authority, must be specific and clear.

Article 9: Attendance Register and Proxy Attendance for Directors

When convening a board meeting, an attendance register must be provided for directors to sign in, and the attendance rate must be recorded for reference. Directors should attend board meetings in person. If a director cannot attend in person, they may appoint another director as a proxy in accordance with the company's articles of incorporation. Directors participating via video conference shall be deemed to have attended in person.

When a director appoints another director as a proxy, a proxy form must be issued for each meeting, specifying the scope of authorization for the agenda items.

A proxy can only accept one director's delegation at a time.

Article 10: Chairman of the Board and Proxy

When the board of directors is convened by the chairman, the chairman shall act as the chair of the meeting. However, for the first meeting of each new

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board term, if the meeting is convened by the director who receives the most votes at the shareholders' meeting, that director shall act as the chair. If there are multiple conveners, they shall select one person among themselves to serve as chair.

If the board is convened by a majority of the directors in accordance with Article 203, Paragraph 4, or Article 203-1, Paragraph 3 of the Company Act, the directors shall elect one among them to serve as chair.

If the chairman is on leave or unable to perform their duties, the vice chairman shall act as proxy. If there is no vice chairman, or if the vice chairman is also on leave or unable to perform their duties, the chairman shall designate one of the executive directors to act as proxy. If there are no executive directors, the chairman shall designate one of the directors to act as proxy. If the chairman does not designate a proxy, the executive directors or directors shall elect one among themselves to act as proxy.

Article 11: Attendees

When the company convenes a board meeting, personnel from relevant departments or subsidiaries may be invited to attend, depending on the content of the agenda. If necessary, accountants, lawyers, or other professionals may also be invited to attend and provide explanations. However, they must leave the meeting during discussions and voting.

Article 12: Convening of Board Meetings

If, by the scheduled meeting time, less than half of the directors are present, the chair may announce a postponement of the meeting for that day, with a limit of two postponements. If after two postponements the quorum is still not met, the chair must reconvene the meeting in accordance with the procedures set out in Article 3, Paragraph 2.

The term "all directors" in the preceding paragraph and Article 17, Paragraph 2, refers to the actual number of directors currently in office.

Article 13: Discussion of Proposals

The board of directors shall proceed according to the agenda specified in the meeting notice. However, changes may be made with the approval of a majority of the attending directors.

Unless a majority of the attending directors agree, the chair shall not unilaterally declare the meeting adjourned.

If, during the meeting, the number of attending directors falls below half of those present at the start, and a proposal is made by the remaining directors, the chair shall announce a temporary suspension of the meeting and apply the provisions of the first paragraph of the previous article.

If the chair is unable to preside over the meeting during the proceedings or fails to declare the meeting adjourned as stipulated in Paragraph 2, the selection of a proxy shall be governed by the provisions of Article 10, Paragraph 3.

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Article 14: Voting (1)

When the chair considers that a proposal has been sufficiently discussed, they may declare the discussion closed and submit the proposal for a vote.

When voting on a proposal, if the chair has inquired and none of the attending directors raise objections, the proposal shall be deemed approved. If no objections are raised, the method for supervising and counting votes shall also be specified.

The chair may choose one of the following methods for voting on proposals, but if there is any objection from those present, the chair shall follow the opinion of the majority:

- (一) Voting by raising hands or using electronic voting devices.
- (二) Voting by roll call.
- (三) Voting by ballot.
- (四) Voting by any method selected by the company.

The chair may designate vote counters, and all attending directors shall act as vote supervisors.

The term "all attending directors" in the preceding three paragraphs does not include directors who are prohibited from voting in accordance with Article 16, Paragraph 1.

Article 15: Voting (2)

Resolutions of the board of directors, unless otherwise stipulated by the Securities and Exchange Act or the Company Act, shall require the attendance of more than half of the directors and the approval of more than half of the attending directors.

Article 16: Recusal System for Directors with Conflicts of Interest

If a director has a personal interest or represents a legal entity with an interest in a matter under discussion, they must explain the nature of their interest at the board meeting. If such interest is likely to harm the company's interests, the director shall not participate in the discussion or voting and must recuse themselves. They also cannot act as a proxy for another director in the voting process.

If a director's spouse, relative within the second degree of kinship, or a company with a subordinate relationship to the director has an interest in a matter discussed at the meeting, the director shall be deemed to have a personal interest in that matter.

Resolutions of the board of directors shall be handled in accordance with Article 206, Paragraph 4, and Article 180, Paragraph 2 of the Company Act for directors who are prohibited from exercising voting rights according to the preceding two

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paragraphs.

Article 17: Meeting Minutes

The proceedings of the board of directors shall be recorded in minutes, which must include the following details:

- 一、The session (or annual meeting) number, time, and place of the meeting.
- 二、The name of the chair.
- 三、The attendance status of the directors, including names and numbers of those present, on leave, or absent.
- 四、The names and titles of attendees.
- 五、The name of the minute taker.
- 六、Reporting matters.
- 七、Discussion matters: the resolution methods and results of each proposal, a summary of the speeches made by directors, supervisors, experts, and other attendees, the names of directors with conflicts of interest as stipulated in the previous article, explanations of the important aspects of their conflicts of interest, whether they recused themselves, reasons for not recusing if applicable, as well as any objections or reservations expressed and recorded or issued in writing by independent directors in accordance with Article 7, Paragraph 5.
- 八、Extempore motions: the name of the proposer, the resolution methods and results of the motion, a summary of the speeches made by directors, supervisors, experts, and other attendees, the names of directors with conflicts of interest as stipulated in the previous article, explanations of the important aspects of their conflicts of interest, whether they recused themselves, reasons for not recusing if applicable, and any objections or reservations expressed and recorded or issued in writing.
- 九、Other matters that should be recorded.

If there is any objection or reservation expressed by an independent director, and it is recorded or issued in writing, or if a proposal is not approved by more than half of the members of the audit committee, it may still be passed with the approval of more than two-thirds of all directors. This must be noted in the minutes, and a public announcement must be made on the information reporting website designated by the competent authority within two days of the board meeting.

The attendance register of the board of directors is part of the minutes and must be properly preserved during the company's existence.

The minutes must be signed or sealed by both the chair and the minute taker and must be distributed to all directors and supervisors within 20 days after the meeting. They must also be included as part of the company's important files and properly preserved for the duration of the company's existence.

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The production and distribution of the minutes, as mentioned in the first paragraph, may be done electronically.

Article 18: Audio or Video Recordings of Board Meetings

The entire process of the board of directors' meetings shall be recorded or videotaped as a record and kept for at least five years. These records may be preserved electronically.

If, before the end of the retention period, any litigation arises related to the resolutions of the board of directors, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

For board meetings held via video conferencing, the video and audio recordings are considered part of the meeting minutes and must be properly preserved for the duration of the company's existence.

Article 19: Supplementary Provisions

The establishment and amendment of these Rules of Procedure must be approved by the company's board of directors and reported to the shareholders' meeting.