CTCI CORPORATION

RULES GOVERNING PROCEDURE FOR BOARD OF DIRECTORS' MEETINGS

Adopted on March 28, 2007
1st Amended on March 25, 2008
2nd Amended on December 20, 2012
3rd Amended on August 8, 2014
4th Amended on November 2, 2017
5th Amended on November 1, 2019
6th Amended on November 2, 2022
7th Amended on March 6, 2024

Article 1 (Basis for the Enactment of the Rules)

In order to establish good governance regime of the board of directors with complete supervisory and enhanced management functions, the Rules are adopted pursuant to Article 26-3, Paragraph 8 of the Securities and Exchange Act (the "Act") and the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies."

Article 2 (Scope of the Rules)

The rules governing the board of directors' meeting, the content of its main agenda, operational procedures, issues that are required to be included on the meeting minutes, public announcements and other compliance requirements shall comply with the Rules.

Article 3 (Convening the Board of Directors' Meeting and Notice of Meeting)

The board of directors shall convene a meet on a quarterly basis.

The reason(s) for convening a board of directors' meeting shall be notified to each director 7 days before the meeting. However, in case of emergency, a board meeting may be convened at anytime.

The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.

All matters set out in Subparagraph 1 of Article 12 of the Rules shall be listed in the notice of meeting and cannot be raised during the board of directors' meeting as an extempore motion.

Article 4 (Notice of Meeting and Meeting Materials)

The agenda working group in charge of matters related to the preparation of board of directors meeting as designated by the board of directors shall be the Secretariat of the board of directors.

The agenda working group shall draw up the content of the meeting agenda and provide sufficient meeting materials to be sent out together with the notice of meeting.

If a director is of the opinion that the meeting materials are insufficient, such director may request the agenda working group to supplement the materials. If a director is of the opinion that the materials concerning any proposal are insufficient, the decision regarding the said proposal may be postponed by the board of directors' resolution.

Article 5 (Attendance Sheet and Attendance by Proxy)

When the board of directors' meeting is convened, an attendance sheet shall be prepared for the signature of the attending directors for future reference.

All directors shall attend the board of directors' meeting in person. In the event where a director is unable to attend the board of directors' meeting in person, he or she may appoint another director to attend the board of directors' meeting on his or her behalf in accordance with the Articles of Incorporation. Attendance via video conference shall be deemed as attendance in person.

A director appointing another director to attend the board of directors' meeting on his or her behalf shall in each case provide a written proxy stating the scope of authorization.

A director acting in proxy under Paragraph 2 of this Article may only accept the proxy from one person.

Article 6 (Time and Place of the Board of Directors' Meeting)

The board of directors' meeting shall be held at the location and during business hours of the Company or at the time and place that are convenient for the directors to attend and appropriate for convening board of directors' meeting thereat.

Article 7 (Chair of the Board of Directors' Meeting and Representative)

The board of directors' meeting which is convened by the chairperson shall be chaired by the chairperson. However, the first meeting of each newly elected board of directors shall be convened and chaired by the director who has received the largest number of ballots for exercising voting rights at the shareholders' meeting in which the directors were elected. Where there are two or more directors so entitled to convene the meeting, they shall choose one person among themselves to do so.

The board of directors' meeting which is convened by the majority or more of the directors pursuant to Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, shall be chaired by a director who is elected by and from among themselves.

When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson, or, if there is no vice chairperson or the vice chairperson also is on leave or for any reason is unable to act, by a director designated by the chairperson, or, if the chairperson does not make such a designation, by a director elected by and from among themselves.

Article 8 (Reference Materials of the Board of Directors' Meeting, Attendance by Non-Directors and the Convening of the Board of Directors' Meeting)

When convening the board of directors' meeting, the managers (or the agenda working group designated by the board of directors) shall prepare the relevant materials for the reference of the participating directors.

Depending on the content of the agenda, personnel of relevant departments or subsidiaries may be notified to attend the board of directors' meeting as nonvoting participants. Where necessary, certificated public accounts, attorneys or other professionals may be invited to attend the board of directors' meeting as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

The chair of the board of directors' meeting shall immediately announce the commencement of the board of directors' meeting when it is time to commence and more than half of the directors are present.

Where there are more than half of the directors absent when it is time to commence the board of directors' meeting, the chair may announce the postponement of the board of directors' meeting on the same day. However, the board of directors' meeting can only be postponed twice. In the event where the board of directors' meeting has already been postponed twice and the numbers of attending directors are still less than half of the total directors, the chair may reconvene the board of directors' meeting according to the procedure under Paragraph 2 of Article 3.

"Total directors" mentioned in the above paragraph refers to the directors actually holding such position.

Article 9 (Recorded Evidence: Audio- or Video-taping of the Board of Directors' Meeting)

The entire proceedings of the board of directors' meeting shall be recorded on audio or video tape. Such audio or video recordings shall be kept for at least 5 years and may be kept in electronic form.

If before the preservation period mentioned in the preceding paragraph expires, any litigation arises in connection with a resolution of the board of directors' meeting, the relevant audio or video recordings shall continue to be kept until the conclusion of the litigation.

Where a board of directors' meeting is held via video conference, the audio and visual materials shall be part of the meeting minutes and shall be preserved during the continuing existence of the company.

Article 10 (Content of the Agenda)

Content of agenda for the regular board of directors' meeting shall include at least the followings:

1. Reports
   (1) Minutes of the last board of directors' meeting and the status of the execution thereof
   (2) Important financial and business reports
   (3) Internal auditing reports
   (4) Other important matters to be reported
2. Discussions
   (1) Issues raised during the last board of directors' meeting and to be discussed at this board of directors' meeting
   (2) Issues to be discussed at this board of directors' meeting
3. Extempore motions

Article 11 (Discussion of the Agenda)

A board of directors' meeting shall proceed in the order of the proposed agenda as specified in the notice of meeting. However, such order may be changed with the approval of a majority of the attending directors.

The chair may not announce the adjournment of the board of directors' meeting without the approval of a majority of the attending directors.

If at any time during the proceeding of the board of directors' meeting, the numbers of the directors present did not reach half of the attending directors, upon a motion by a director present at the board of directors' meeting, the chair shall announce the suspension of the board of directors' meeting, in which case Paragraph 4 of Article 8 shall apply mutatis mutandis.

During the proceedings of a board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided in paragraph 2, the provisions of Article 10, paragraph 3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.

Article 12 (Matters that Must be Submitted to the Board of Directors)

The following matters shall be submitted to the board of directors for discussion:

1. Corporate business plan
2. Annual financial reports
3. Adoption or amendment of the internal control regime pursuant to Article 14-1 of the Securities and Exchange Act , and an assessment of the effectiveness of the internal control system
4. Adoption or amendment of procedures regarding material financial or operational activities, such as the acquisition or disposal of assets, derivatives transactions, loaning of funds to others and endorsement or guarantees for others, in accordance with Article 36-1 of the Securities and Exchange Act
5. Offering, issuance or private placement of equity-type securities
6. Election or dismissal of chairperson of the board.
7. Appointment or discharge of a financial, accounting or internal audit officer
8. 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 following board of directors meeting for retroactive recognition.
9. Any material matters that need to be approved by a resolution of the shareholders' meeting or by the board of directors' meeting pursuant to

Article 14-3 of the Securities and Exchange Act, other laws and regulations or the Articles of Incorporation, or any material matters as prescribed by the competent authority

The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. Where an independent director expresses objection or reservation about the matter, such objection or reservation must be clearly recorded in the meeting minutes. If an independent director intending to express objection or reservation but cannot attend the board of directors' meeting in person, unless there is a legitimate reason, he or she shall issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 13 (Voting (I))

If the chair of the board of directors' meeting is of the opinion that a matter has been sufficiently discussed to the extent that a vote may proceed, he or she may conclude the discussion and bring the matter to vote.

When voting a proposal, if the chair puts the matter before all attending directors and no one expresses any objection, the matter shall be deemed to be approved. If chair puts the matter before all attending directors and someone expresses objection, then the matter shall be subject to vote.

The method of vote shall be selected by the chair from the following options. However, where an attendee expresses objection to the method of vote selected, the method of vote shall be decided by the majority of the attendees:

1. Show of hands or voting machine
2. Roll-call votes

3. Vote by ballot

4. Votes by methods elected by the Company

"All attending directors" mentioned in the preceding two paragraphs does not include directors who are prohibited from exercising their voting rights pursuant to Paragraph 1 of Article 15.

Article 14 (Voting (II) and Vote Supervision and Method of Vote Count)

Except otherwise provided by the Securities and Exchange Act or the Company Act, a resolution of a proposal at the board of directors' meeting must be approved by a majority of the attending directors, representing more than half of the total directors.

Where there is an amendment or alternative proposal for the same issue, the chair shall determine the order of voting of such proposals together with the original proposal for the same issue. However, if any of such proposals has been approved, the other proposals shall be deemed to have been vetoed and need not be voted again.

Where it is necessary to have people supervise and count the votes for the voting of a proposal, such persons shall be appointed by the chair of the board of directors' meeting, provided that the person supervising the vote shall be a director of the Company. The result of the vote shall be announced on site and shall be recorded in the meeting minutes.

Article 15 (Conflict of Interests)

If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.

Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.

With respect to directors who are prohibited from the exercise of their voting right according to the preceding two paragraphs, Paragraph 2 of Article 180 of the Company Act, as applied mutatis mutandis under Paragraph 4 of Article 206 of the Company Act shall apply to the resolution of the board of directors' meeting.

Article 16 (Meeting Minutes and Signature)

The proceeding of the board of directors' meeting shall be made into meeting minutes and the meeting minutes shall record the followings:

1. Session, time and place of the board of directors' meeting
2. Name of the meeting chair
3. Attendance of the directors at the board of directors' meeting, including the names and numbers of directors present, excused and absent
4. Names and titles of those attending the meeting as nonvoting participants
5. Name of the minute taker
6. Matters reported on
7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 12, paragraph 4.
8. Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing
9. Other matters required to be recorded

Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:

1. If the Company has an independent director or directors, any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
2. If the company has an audit committee, any matter that has not been passed by the audit committee, but has been adopted with the approval of two-thirds or more of all board directors without having been passed by the audit committee.

The attendance book forms a part of the minutes for each board of directors meeting and shall be well preserved during the existence of the Company.

The minutes of a board of directors meeting shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director within 20 days after the meeting and well preserved as important company records during the existence of the Company.

The production and distribution of the meeting minutes referred to in paragraph 1 may be done in electronic form.

Article 17 (Deleted)

Article 18 (Principles of Authorization of the Board of Directors)

Except for matters that must be submitted to the board of directors for discussion under Paragraph 1 of Article 12, the board of directors may delegate exercise of its powers pursuant to laws, regulations or the Articles of Incorporation, provided that matters such as the level and content of the delegation shall be concretely and specifically set out.

Article 19 (Miscellaneous)

The adoption and amendment of the Rules shall be approved by the board of directors' meeting.