Array Inc. and its Subsidiaries
安瑞科技股份有限公司及子公司
Rules and Procedures of Board of Directors Meeting
董事會議事規則

(Adopted by Board Resolution passed on Augustn 24, 2021)

（經2021年8月24日董事會決議通過）

Article 1 (Scope of the Rules and Procedures)

Unless relevant laws and regulations or the Company's Articles of Incorporation provide otherwise, the Company and its subsidiaries' Board of Directors meetings ("Board Meetings") shall be conducted in accordance with the Rules and Procedures of Board of Directors Meetings (the "Rules and Procedures").

第 1 條 （規範之範圍）

本公司及子公司之董事會議事，除法令或章程另有規定者外，應依本議事規則之規定辦理。

Article 2 (Convention and Chairman of Board Meetings)

Board Meetings shall be held at least once every quarter but may be held at any time in case of urgent circumstances.

Where Board Meetings is called by the Chairman, the meeting shall be chaired by the Chairman of the Board of Directors. However, where the first meeting of every term of the newly elected Board of Directors shall be convened and presided over by the Director who has received the largest number of votes at the shareholders' meeting after such election; if there are two or more persons with such convening rights, they shall elect from amongst themselves one person to convene and preside over the meeting.

Where Board Meeting is called by a majority of Directors on their own initiative, the Directors shall choose one person by and from among themselves to chair the meeting.

In case the Chairman of the Board of Directors is on leave or unable to exercise his powers for any cause, the Chairman shall appoint a Director to act on his behalf. In the absence of such an appointee, the Directors shall elect from amongst themselves one person to act on the behalf of the Chairman.

第 2 條（董事會會議之召集及主席）

本公司董事會至少每季召開一次，但有緊急情事時，得隨時召集之。

董事會由董事長召集者，由董事長擔任主席。但每屆第一次董事會，由股東會所得選票代表選舉權最多之董事召集者，會議主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

董事會由過半數之董事自行召集者，由董事互推一人擔任主席。

董事長請假或因故不能行使職權時，由董事長指定一人代理之，董事長未指定代理人者，由董事互推一人擔任之。

Article 3 (Place and Time of Board Meetings)

Board Meetings shall be held at the head office and during the office hours of the Company or at any other appropriate place and time convenient for the Directors to attend.

第3條（董事會會議開會地點及時間）

董事會召開之地點與時間，應於本公司所在地及辦公時間內為之，或於便利董事出席且適合董事會召開之地點及時間為之。

Article 4 (Designated Secretariat, Meeting Notices, and Meeting Materials)

The Board of Directors appoints Board secretariat as the agenda working group of the Company, According to the Company's scale, business situations and management needs, the agenda working group shall deploy adequate and appropriate number of corporate governance personnel for the corporate governance related matters.

The subject matters of Board Meetings shall be decided by the Board of Directors or authorized Board secretariat. The Board secretariat shall conduct the drafting of meeting agendas and minutes, and handle other administrative matters related to Board Meetings, and reports to the Board of Directors. The Company's Board secretariat shall be appointed by the Board of Directors.

Board Meetings shall be convened upon written notices and such notices should be sent by way of electronic transmission sent to all Directors seven days prior to the date of the meeting, specifying the date and place of the meeting and attaching the meeting agenda and related materials. However, Board Meetings may be convened at any time without such prescribed notices in case of urgent circumstances. Any Director attending the meeting in person shall be deemed to have received such meeting notice.

The agenda working group shall prepare agenda items for Board of Directors meetings and provide comprehensive pre-meeting materials to be sent together with the notice of the meeting. A Director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the agenda working group to supplement the materials within three (3) days. If the Directors is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed upon a resolution of the Board of Directors.

Except for any urgent circumstances or legitimate reasons, the material matters listed below should be included in the meeting agenda in advance and may not be presented as special motions:

1. The Company's business plans;
2. Annual and semi-annual financial statements, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA);
3. Adoption or amendment of an internal control system, and assessment of the effectiveness of the internal control system;
4. Adoption or amendment of procedures for acquisition or disposal of assets, financial derivatives transactions, lending funds to other parties, or providing endorsement or guarantees for other parties;
5. Matters referred to the preceding procedures for transactions of assets or financial derivatives; monetary loans, endorsements or guarantees; which are required to be submitted for discussion by the board of directors,
6. Offering, issuance, or private placement of any equity-type securities;
7. Appointment or discharge of CFO, Controller, or head of internal auditor;
8. A matter bearing on the personal interest of a director or supervisor;
9. The hiring or dismissal of an attesting CPA, or the compensation given thereto;
10. 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; and
11. Any other matters that shall be resolved by the Shareholders' Meeting or Board Meeting as required by relevant laws and regulations or the Company's Articles of Association, or that are deemed to be material by the regulatory authorities.

The term "related party" in subparagraph 10 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.

In the case of a subsidiary whose stock has no par value or a par value other than NTD10, the "5 percent of paid-in capital" in paragraph 2 above shall be calculated instead as 2.5 percent of shareholder equity.

第4條（指定議事單位、會議通知及資料）

本公司董事會指定之議事事務單位為董事會秘書單位，並依公司規模、業務情況及管理需要，配置適任及適當人數之公司治理人員，負責公司治理相關事務。

董事會議事內容由董事會或其授權之董事會秘書單位決定，會議議程之擬訂、開會時之記錄及其他會議相關事項，由董事會秘書單位辦理，並向董事會負責。本公司董事會秘書單位由董事會指定。

董事會召集時應以書面或電子傳送函件，載明會議日期及地點，並檢附會議議程及相關資料，於七日前通知各董事出席；但遇有緊急情事時，得隨時召集之，無須前述通知。若董事親自出席會議，視為已接到通知。

議事事務單位應提供充分之會議資料，於召集通知時一併寄送。董事如認為會議資料不充分，得向議事事務單位請求補足，議事事務單位應於三日內提供。議事中董事如認為會議資料不充足，得經董事會決議後延期審議之。

下列重要事項除有突發緊急情事或正當理由外，必須事先列入議程，不得以臨時動議提出：

一、公司之營運計畫。

二、年度財務報告及半年度財務報告。但半年度財務報告依法令規定無須經會計師查核簽證者，不在此限。

三、訂定或修正內部控制制度，及內部控制制度有效性之考核。

四、訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之處理程序。

五、依據前項辦法辦理資產或衍生性商品交易、資金貸與、背書或提供保證而應取得董事會決議之情形。

六、募集、發行或私募具有股權性質之有價證券。

七、財務、會計或內部稽核主管之任免。

八、涉及董事或監察人自身利害關係之事項。

九、簽證會計師之委任、解任或報酬。

十、對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救助之公益性質捐贈，得提下次董事會追認。

十一、其他依法令或章程規定應由股東會決議或提董事會之事項或主管機關規定之重大事項。

前項第十款所稱關係人，指證券發行人財務報告編製準則所規範之關係人；所稱對非關係人之重大捐贈，指每筆捐贈金額或一年內累積對同一對象捐贈金額達新臺幣一億元以上，或達最近年度經會計師簽證之財務報告營業收入淨額百分之一或實收資本額百分之五以上者。

前項所稱一年內，係以本次董事會召開日期為基準，往前追溯推算一年，已提董事會決議通過部分免再計入。

子公司股票無面額或每股面額非屬新臺幣十元者，第二項有關實收資本額百分之五之金額，以股東權

益百分之二點五計算之。

Article 5 (Subject Matters of Board Meetings)

The agenda of regular Board Meetings shall include at least the following items:

1. Report items:
   (1) The meeting minutes of the preceding meeting;
   (2) Material business and financial reports;
   (3) Internal audit matters reports; and
   (4) Other important matters report, including the report on implementation status of previous resolutions.
2. Discussion items:
   (1) Discussion items reserved by the preceding meeting; and
   (2) Discussion items of the current meeting.
3. Special motions

第5條（議事內容）

定期性董事會之議事內容，至少包括下列事項：

一、報告事項：

（一）上次會議紀錄及執行情形。

（二）重要財務業務報告。

（三）內部稽核業務報告。

（四）其他重要報告事項。

二、討論事項：

(一）上次會議保留之討論事項。

(二）本次會議預定討論事項。

三、臨時動議。

Article 6 (Attendance Signing Booklet and Proxies)

A signing booklet shall be provided at every Board Meeting for the attending Directors to sign in. The Directors shall attend Board Meetings in person, and include one Independent Director at least. If Director is unable to attend, a Director may appoint another Director or Shareholder to attend on his behalf by proxy at every turn which specifies the scope of authorization; any appointee shall not act as proxy for more than one Director. Any Director attending the meeting via video conference shall be deemed to have attended the meeting in person but shall sign an attendance card. A Director may participate in any meeting of the Board of Directors, via video conference by way of which all Persons participating in such meeting can communicate with each other and such participation shall be deemed to constitute presence in person at the meeting.

With respect to the discussion of matters specified under Article 4 of the Rules and Procedures, All of Independent Directors shall attend the Board Meetings in person; if an Independent Director is unable to attend a Board Meeting in person, he/she can only delegate another Independent Director to attend on his/her behalf. Any dissenting opinion or abstention by Independent Directors shall be recorded in the Board Meetings minutes. If Independent Directors are unable to attend Board Meetings in person to express their dissenting opinion or abstention, except for legitimate reasons, they shall submit a written statement in advance to be recorded in the Board Meetings minutes.

第6條（簽名簿等文件備置及董事之委託出席）

召開董事會時，應設簽名簿供出席董事簽到。董事應親自出席董事會，應有至少一席獨立董事親自出席董事會，董事如不能親自出席，得於每次開會前出具委託書載明授權範圍委託其他董事或股東代理出席；前述代理人，以受一人之委託為限。董事得以所有與會者彼此均可溝通之視訊方式參加董事會，視為親自出席。

對於討論本議事規則第四條規定應提董事會決議之事項，應有全體獨立董事出席董事會，獨立董事如無法親自出席應委由其他獨立董事代理出席。獨立董事如有反對或保留意見，應於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

Article 7 (Convention of Board Meetings)

If half or more of the Directors are not yet present at the scheduled time for a Board Meeting, the Chairman may postpone the time of the meeting. The postponements shall be limited to twice at the most. If after two postponements no quorum can yet be constituted, the Chairman may reconvene the meeting pursuant to the procedures under Article 4 of the Rules and Procedures.

The term "all board directors" as used shall be calculated as the number of directors then in office.

第7條（董事會召開）

已屆開會時間，如全體董事有半數未出席時，主席得宣布延後開會，其延後次數以二次為限，延後二次仍不足額者，主席得依本議事規則第四條規定之程序重新召集。

所稱全體董事係以實際在任者計算之。

Article 8 (Other Attendants)

Depending on the subject matters of proposed resolutions, relevant departments or subsidiaries personnel may be invited to present at Board Meetings to assist the Directors in understanding the Company’s current conditions so that they can make appropriate resolutions. In addition, CPAs, legal counsels, or other professional personnel may be invited to attend the meetings and to make explanatory statements for the Board of Directors’ reference, provided that they shall leave the meeting when deliberation or voting takes place.

第8條（列席人員）

董事會議進行中，得視議案內容通知相關部門及子公司之人員列席，以協助董事瞭解公司現況，做出適當決議。另亦得邀請會計師、律師或其他專業人士列席會議及說明，以供董事會參考。但討論及表決時應離席。

Article 9 (Discussion of Proposed Resolutions)

In principle, the discussion of proposed resolutions at a Board Meeting shall proceed in accordance with the agenda attached to the meeting notice. However, if no objection is voiced by any Director present at the meeting or with more than half of the attending Directors’ consent, the Chairman may make changes. Unless otherwise resolved with more than half of the attending Directors’ consent, the Chairman cannot announce adjournment of the meeting before all the discussion items (including special motions) listed in the above agenda are resolved.

In the process of a Board Meeting, if the number of Directors present at the meeting become fewer than half of the Directors originally attending the meeting, the Chairman shall announce a temporary adjournment of the meeting upon a motion made by any Director present at the meeting, and Article 7 of the Rules and Procedures applies *mutatis mutandis* to such case.

During a meeting, the Chairman may, at his discretion, set time for intermission or negotiation.

第9條（議案討論）

董事會討論之議案，原則上應依會議通知所排定之議事程序進行，但如無出席董事反對或經出席董事過半數同意者，主席得變更之。前述排訂之議程於議事(含臨時動議)終結前，非經出席董事過半數決議，主席不得逕行宣布散會。

董事會議事進行中，若在席董事未達出席董事過半數者，經在席董事提議，主席應宣布暫停開會，並準用本議事規則第七條規定。

會議進行中，主席得酌定時間宣布休息或協商。

Article 10 (Voting)

The Chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it appropriate for voting.

Resolutions shall be deemed adopted if no objection is voiced by any of the attending Directors after solicitation by the Chairman. If objection is voiced after solicitation by the Chairman, such resolution shall be voted. Except otherwise specified in applicable laws and regulations or the Company's Articles of Incorporation, a resolution shall be adopted by a majority of those Directors present at a meeting attended by a majority of all Directors. If there is an amendment to or substitute for a proposed resolution, the Chairman shall decide the sequence of voting for such proposed resolution and the amendment or substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is required. The result of voting shall be announced at the meeting and placed on record.

The method of voting shall be one of the following as determined by the Chairman:

1. By showing of hands;
2. By voicing votes; or
3. By casting ballots. The Chairman shall appoint person(s) to monitor the voting process and person(s) to count the ballots; and the person(s) appointed to monitor the voting process should be a Director.

第10條（表決）

主席對於議案之討論，認為已達可付表決之程度時，得宣布停止討論，提付表決。

議案表決時，經主席徵詢出席董事全體無異議者，視為通過。如經主席徵詢而有異議者，即應提付表決。議案之表決，除相關法令或公司章程另有規定外，應有過半數董事之出席，出席董事過半數之同意行之。同一議案有修正案或替代案時，由主席併同原案定其表決之順序。但如其中一案已獲通過時，其他議案即視為否決，無須再行表決。表決之結果，應當場報告，並做成紀錄。

表決方式由主席就下列各款規定擇一行之：

一、舉手表決。

二、唱名表決。

三、投票表決。由主席指定監票及計票人員，但監票人員應具董事身分。

Article 11 (The Recusal of Conflict-Interested Directors)

If a Director or the judicial person the Director represents has a personal interest in the matter under discussion at the meeting, 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 shall not join the discussion and voting of such matter. The Director shall recuse himself/herself when the matter is being discussed and resolved; nor shall the Director exercise voting right on behalf of another Director. Where an interest exists with respect to the spouse of a Director, a person with a kinship to a Director within the second degree, or a company controlled by a Director (or where such Director is controlled by a company), such Director will be deemed to have an interest in such matter.

"All directors present at the meeting" does not include directors prohibited from exercising voting rights in the preceding paragraphs.

第11條（董事之利益迴避制度）

董事對於會議事項，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，得陳述意見及答詢，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。董事之配偶、二等親內血親，或與董事具有控制從屬關係之公司，就前述會議之事項有利害關係者，視為董事就該事項有自身利害關係。

前項不得行使表決權之董事，不算入已出席董事人數。

Article 12 (Meeting Items to be Recorded and Signed)

The resolutions of every Board Meeting shall be recorded in the meeting minutes. The meeting minutes shall accurately record the following items:

1. The term (or year), place, and time of the meeting;
2. The name of the chairman;
3. The attendance situation of the Directors, including the names and numbers of those who are present, on leave, and absent;
4. The names and titles of the other attendants;
5. The name of the recorder;
6. Report items;
7. Discussion items: the voting method and the result of each proposed resolution; the summary of opinion by the Directors, experts, and other personnel; 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; any dissenting opinion or abstention with a written statement; any written statement provided by the Independent Directors pursuant to Paragraph 2 of Articles 6 of the Rules and Procedures;
8. Special motions: the names of the persons proposing the special motions; the voting method and the result of each proposed resolution; the summary of opinion by the Directors, experts, and other personnel; 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; any dissenting opinion or abstention with a written statement; and
9. Other items that shall 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. 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.

Meeting minutes shall be signed or chopped by the chairman of the meeting and the recorder, distributed to each Director within twenty days after the meeting, and carefully kept as the Company's important file throughout the life of the Company. The attendance signing booklet of a Board Meeting shall be part of the meeting minutes and be permanently retained throughout the life of the Company. The recording and distribution of meeting minutes may be performed by means of electronic transmission.

第12條（會議記錄及簽署事項）

董事會之議事，應作成議事錄，議事錄應詳實記載下列事項：

一、會議屆次(或年次)及時間地點。

二、主席之姓名。

三、董事出席狀況，包括出席、請假及缺席者之姓名與人數。

四、列席者之姓名及職稱。

五、記錄之姓名。

六、報告事項。

七、討論事項：各議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見且有書面聲明、獨立董事依第六條第二段規定出具之書面意見。

八、臨時動議：提案人姓名、議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見且有書面聲明。

九、其他應記載事項。

董事會之議決事項，如有下列情事之一者，除應於議事錄載明外，並應於董事會之日起二日內於本公司相關主管機關指定之資訊申報網站辦理公告申報：

一、獨立董事有反對或保留意見且有紀錄或書面聲明。

二、如已設置審計委員會，未經審計委員會通過，而經全體董事三分之二以上同意通過。

議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送各董事，並應列入公司重要檔案，於本公司存續期間永久妥善保存。董事會簽到簿為議事錄之一部分，應於公司存續期間永久保存。議事錄之製作及分發，得以電子方式為之。

Article 13 (Tape-recording of Board Meeting Process)

The process of a Board Meeting shall be fully recorded on audio or video tape and retained for five years in a method that may be encrypted. If litigation occurs regarding any matter resolved by the Board of Directors before the above retention period expires, the relevant audio or video recordings shall continue to be retained until the litigation is concluded, and the above mentioned five-year rule shall not be applicable.

If a Board Meeting is held via video conference, the video and recording tapes shall be part of the meeting minutes and be permanently retained throughout the life of the Company.

第13條（董事會開會過程錄音之存證）

董事會之開會過程應全程錄音或錄影存證，並得以加密之方式保存五年。前述保存期限未屆滿前，發生關於董事會相關議決事項之訴訟時，相關錄音或錄影存證資料應續予保存，至訴訟終結止，不適用前述五年之規定。

以視訊召開會議者，其視訊影音資料為議事錄之一部分，應於公司存續期間永久保存。

Article 14 (Cancellation of Board Meetings)

In the case of special circumstances where a scheduled Board Meeting of the Company must be cancelled after meeting notices have been sent to the Directors, the meeting may be cancelled if the person with convening right notifies the Directors in writing at least three days prior to the scheduled meeting date. In the case of urgent circumstances where the scheduled Board Meeting must be cancelled and it is impossible to notify the Directors prior to the time specified above, the meeting may be cancelled if the person with convening right notifies the Directors by telephone or other means at least three hours prior to the scheduled meeting time and confirms that each Director has received such notice.

第14條（董事會會議之取消）

本公司董事會會議於召集通知寄出予各董事後，遇有特殊情況必須取消原訂會議時，得由召集人於原訂開會日期至少三日前以書面通知各董事。倘有突發事件致必須取消原訂董事會議而不克於上述時間內通知各董事時，得由召集人於原訂開會時間至少三個小時前以電話或其他方式通知各董事並確認各董事已接獲通知。

Article 15 (Delegation of the Board of Directors)

The Chairman of the Board of Directors shall act on behalf of the Board of Directors pursuant to the Company's objectives when the Board of Directors is not in session. In case the Chairman of the Board of Directors is unable to exercise his powers for any cause, another Director shall act for him according to the Company's Articles of Incorporation.

第15條（董事會之授權）

董事長於董事會休會期間，依本公司之目標代表董事會為一切行為。董事長因故不能行使職權時，依本公司章程規定指定其他董事代理之。

Article 16 (Standard operating procedures of Handling Directors' requests)

The adopt principles to be followed to assist the Company in establishing sound corporate governance system and assist the Directors in performing their duties and improve the effectiveness of the Board of Directors.

The Directors of the Company shall be provided with appropriate and timely information in such form and quality as to enable the Directors to make decisions and to perform their duties as Directors with the relevant information.

Where the Company has not set up the chief corporate governance officer, Board secretariat is responsible for handling the requested matters of the Directors within three day, based on the principle of effectively assisting the Directors in performing their duties in a timely manner.

It is required that the corporate governance affairs mentioned in the first paragraph of Article 4 include at least the following items:

1. Handling matters relating to board meetings and shareholders meetings according to laws.
2. Producing minutes of Board meetings and Shareholders meetings.
3. Assisting in onboarding and continuous development of Directors.
4. Furnishing information required for business execution by Directors.
5. Assisting Directors with legal compliance.
6. Other matters set out in the articles or corporation or contracts.

第16條（處理董事要求之標準作業程序）

為建立本公司良好之公司治理，協助董事執行職務並提升董事會效能，爰訂定本程序，以資遵循。

本公司董事應獲提供適當且適時之資訊，其形式及質量需足使董事能夠在掌握有關資料的情況下做出決定，並能履行其董事職責。

本公司未設置公司治理主管，爰由董事會秘書單位負責處理董事要求事項，並以及時有效協助董事執行職務之原則，於三日內儘速辦理。

前第四條第一項之公司治理相關事務，至少應包括下列內容：

一、依法辦理董事會及股東會之會議相關事宜。

二、製作董事會及股東會議事錄。

三、協助董事就任及持續進修。

四、提供董事執行業務所需之資料。

五、協助董事遵循法令。

六、其他依公司章程或契約所訂定之事項等。

Article 17 (Fiduciary Duty, Duty of Care and Responsibility of Directors)

Members of the Board of Directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the Company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the articles of incorporation, they shall ensure that all matters are handled according to the resolutions of Board of Directors.

For so long as shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall formulate rules and procedures for board of directors performance assessments, and that each year it conduct regularly scheduled performance assessments of the Board of Directors and individual Directors through self-assessment, peer-to-peer assessments, engaging outside professional institutions, or in any other appropriate manner. The result of the assessments shall be filed to Competent authority.

The performance assessments of the Board of Directors includes the following aspects, and that appropriate assessment indicators be developed in consideration of the Company's needs:

1. The degree of participation in the Company's operations.

2. Improvement in the quality of decision making by the Board of Directors.

3. The composition and structure of the Board of Directors.

4. The election of the Directors and their continuing professional education.

5. Internal controls.

The performance assessments of Board members (self-assessments or peer-to-peer assessments) include the following aspects, with appropriate adjustments made on the basis of the Company's needs:

1. Their grasp of the Company's goals and missions.

2. Their recognition of Director's duties.

3. Their degree of participation in the Company's operations.

4. Their management of internal relationships and communication.

5. Their professionalism and continuing professional education.

6. Internal controls.

第17條（董事會成員應忠實執行業務及盡善良管理人之注意義務）

董事會成員應忠實執行業務及盡善良管理人之注意義務，並以高度自律及審慎之態度行使職權，對於公司業務之執行，除依法律或公司章程規定應由股東會決議之事項外，應確實依董事會決議為之。

本公司股份在興櫃市場、證券櫃檯買賣中心或台灣證券交易所交易，應訂定董事會績效評估辦法及程序，每年定期就董事會及個別董事依自我評量、同儕評鑑、委任外部專業機構或其他適當方式進行績效評估，並向主管機關申報績效評估結果。

對董事會績效之評估內容應包含下列構面，並考量公司需求訂定適合之評估指標：

一、對公司營運之參與程度。

二、提升董事會決策品質。

三、董事會組成與結構。

四、董事之選任及持續進修。

五、內部控制。

對董事成員（自我或同儕）績效之評估內容應包含下列構面，並考量公司需求適當調整：

一、公司目標與任務之掌握。

二、董事職責認知。

三、對公司營運之參與程度。

四、內部關係經營與溝通。

五、董事之專業及持續進修。

六、內部控制。

Article 18 (Effective Date and Amendment)

These Rules and Procedures shall be effective from July 22, 2009. Any amendment to these Rules and Procedures shall be approved by the Board of Directors, and reported in the Shareholders' meeting.

第18條（本規則之生效及修訂）

本議事規則自2009年7月22日起生效，並提股東會報告。其修訂應經董事會同意。