

EVERGREEN STEEL CORPORATION

Rules of Procedure for Board of Directors Meetings

Article 1

These Rules are adopted pursuant to Article 26-3, paragraph 8 of the Securities and Exchange Act.

Article 2

The board of directors meeting (hereinafter referred to as “board meeting”) shall be convened at least once per quarter. The notice of the reasons for convening a board meeting (hereinafter referred to as “meeting notice”) shall be given to each director at least seven days in advance. In emergency circumstances, however, a board meeting may be called on shorter notice.

The meeting notice set forth in the preceding paragraph may be conducted in the form of writing or by way of e-mail or fax.

All matters set out in the Article 6, paragraph 1 of these Rules shall be specified in the meeting notice and none of them can be raised by an extraordinary motion.

Article 3

A board meeting shall be held at the location and during the business hours of the Company, or at a place and time convenient to attendance by all directors and suitable for holding a board meeting.

Article 4

When convening a board meeting, the Corporate Government Department, the designated unit responsible for board meetings affairs, shall draft the agenda items for board meetings and prepare sufficient meeting materials, which shall be sent together with the meeting notice.

A director of the opinion that the meeting materials provided are insufficient may request the unit responsible for board meetings affairs to supplement the materials. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.

Article 5

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

1. Report Items:

- (1) Minutes of the last meeting and actions arising.
- (2) Reporting on important financial and business matters.
- (3) Reporting on internal audit activities.
- (4) Other important matters to be reported.

2. Discussion Items:

- (1) Items discussed and continued from the last meeting.
- (2) Items for discussion at this meeting.

3. Extraordinary motions.

Article 6

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

- 1. The Corporate business plan.
- 2. Annual and Quarterly financial reports signed or sealed by the chairman, managerial officer and Principal Accounting Officer.
- 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and any assessment of the effectiveness of the internal control system.
- 4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or operational acts, such as acquisition or disposal of assets, engaging in derivatives trading, lending funds to other parties, or providing endorsements or guarantees for other parties.
- 5. Matters in which a Director is an interested party.
- 6. Material transactions for assets or derivative products.
- 7. Material fund lending , endorsements, or guarantees.

8. Offering, issuance, or private placement of any equity-type securities.
9. Election or dismissal of the chairman of the board of directors.
10. Appointment, discharge, or remuneration of a Certified Public Accountants
11. Appointment or discharge of a financial officer, accounting officer, or internal audit officer.
12. 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.
13. A proposal proposed by shareholder(s) in accordance with Article 172-1 of the Company Act.
14. Any matter required by law, regulations, or Articles of Incorporation to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.

The term “related party” in subparagraph 12 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 meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

Article 6-1

When the Company holds the board meeting, at least one independent director shall attend in person. In the case of a meeting concerning any matter required to be submitted for approval by the board of directors under the Article 7, paragraph 1 of “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”, all

independent directors shall attend such meetings; 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.

If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 7

When a board meeting is held, an attendance book shall be made ready for signature by directors attending the meeting and thereafter made available for future reference.

All directors shall attend board meetings in person; if attendance in person is not possible, they may, pursuant to the Company's articles of incorporation, appoint another director to attend as their proxy. Attendance via video-conference is deemed as attendance in person.

A director appointing another director to attend a board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.

The proxy under paragraph 2 shall accept a proxy from one person only.

Article 8

Where a board meeting is called by the chairperson of the board of directors, the meeting shall be chaired by the chairperson. However, where the first meeting of each newly elected board of directors shall be called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, and the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.

Where a board meeting is called by a majority of directors on their own initiative in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company

Act, the directors shall choose one person by and from among themselves to chair the meeting.

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 of the board 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 managing director designated by the chairperson, or, if there is no managing director, by a director designated thereby, or, if the chairperson does not make such a designation, by a managing director or director elected by and from among themselves.

Article 9

When holding a board meeting, the Company may, as necessary for the agenda items of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting as nonvoting participants. When necessary, the certificated public accounts, attorneys, or other professionals may also be invited to attend as nonvoting participants and to make explanatory statements, but they shall leave the meeting when deliberation or voting takes place.

Article 10

When the meeting time is due and one-half all board directors are not present, the meeting chair may announce that the meeting time will be postponed on the same day, provided that no more than two postponements are made. If the quorum is still not met after two postponements, the chair may re-convene the meeting following the procedures provided in Article 2.

The term “all board directors” as used in the preceding paragraph shall be calculated as the number of directors then in office.

Article 11

A board meeting shall be proceeded in accordance with the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of the directors in attendance at the board meeting.

Unless otherwise approved by a majority of the directors in attendance at the board meeting, the meeting chair may not close the meeting before all the items (including extraordinary motions) listed in the agenda are resolved.

If at any time during the proceedings of a board meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of the meeting, in which case paragraph 1 of the preceding article shall apply mutatis mutandis.

During the proceedings of a board meeting, if the chair is unable to chair the meeting, or declares the meeting closed in violation of the provisions of paragraph 2, the provisions of Article 8, paragraph 3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.

Article 12

When the chair at a board meeting is of the opinion that a proposal has been sufficiently discussed to a degree of putting to a vote, the chair may announce the discussion closed and bring the proposal to vote.

When a proposal comes to a vote at a board meeting, if no attending director voices an objection following an inquiry by the chair, the proposal is deemed approved; otherwise, the proposal shall be brought to a vote by show of hands.

The “attending director” in the preceding paragraph does not include directors prohibited from exercising voting rights pursuant to Article 14 of these Rules.

Article 13

Unless otherwise provided by Company Act, Securities and Exchange Act, the Company’s Articles of Incorporation, or other relevant laws and regulations, resolutions of the board of directors shall be adopted by a majority of the directors present at the board meeting that shall be attended by a majority of all directors.

When there are amendments or substitutions to the agenda item, the chair at the board meeting shall determine the sequence of voting for the amendment or the substitute, together with the original agenda item. And, if one of them has been adopted, the others shall be deemed to be rejected and no need to be voted.

The voting results shall be reported on the spot and recorded on the meeting minutes.

Article 14

If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important content of the interested party relationship at the respective board meeting. When the relationship is likely to prejudice the interest of the Company, that director may not participate in discussion and voting on that agenda item and shall recuse himself or herself from the discussion and the voting on the item, and may not exercise voting rights as proxy for another director.

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, is an interested party in relation to the agenda item stated in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

The provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, paragraph 4 of that Act, shall apply to resolutions of board of directors when a director is prohibited by the preceding two paragraphs from exercising voting rights.

Article 15

The resolutions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:

1. Session (or year), time, and place of meeting.
2. Name of the meeting chair.
3. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
4. Names and titles of those attending the meeting as nonvoting participants.
5. Name of minutes taker.
6. Report Items.
7. Discussion 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 the preceding article, an

explanation of the important content of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; objections or reservation opinions at the meeting that were included in records or stated in writing; and the written opinions issued by an independent director under Article 6-1, paragraph 2 of these Rules.

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 the preceding article, an explanation of the important content of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; objections or reservation opinions at the meeting that were included in records or stated in writing.

9. Other matters required to be recorded.

The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes and shall be publicly announced and filed on the website of the Market Observation Post System designated by the Financial Supervisory Commission, within 2 days from the date of the meeting:

1. Any objection or reservation opinions expressed by an independent director that were included in records or stated in writing.
2. Any remuneration proposal approved by the board of directors is superior to the recommendation of the remuneration committee.
3. A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the audit committee.

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

The minutes of a board 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 16

The Company shall record on audio or video tape the entire proceedings of board meetings, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of a board meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Where a board meeting is held via video conference, the audio and video recordings of the meeting form a part of the meeting minutes and shall be well preserved during the existence of the Company.

Article 17

The deliberations of the Company's board of directors should be conducted in accordance with the provisions of these rules. If there are any outstanding matters, they will be handled in accordance with the Company Act, the Securities and Exchange Act, the Company's Articles of Incorporation and other relevant laws and regulations.

Article 18

These Rules shall take effect once they are approved by the Board of Directors. The same shall apply to any amendments.

The History of "Rules of Procedure for Board of Directors Meetings"

1. The 1st amendment was made on May 2, 2019;
2. The 2nd amendment was made on October 3, 2019;
3. The 3rd amendment was made on March 16, 2020;
4. The 4th amendment was made on November 10, 2020;
5. The 5th amendment was made on May 13, 2021;
6. The 6th amendment was made on November 9, 2022;
7. The 7th amendment was made on March 13, 2024.