

EVERGREEN STEEL CORPORATION

CORPORATE GOVERNANCE PRINCIPLES

Chapter 1 General Principles

Article 1

To establish sound corporate governance systems, to formulate an effective corporate governance framework, and in accordance with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, the Company formulates these Principles.

Article 2

In establishing the corporate governance system, the Company shall comply with the law, regulations, Articles of Incorporation, and contracts signed with the competent authority. In addition, the Company shall follow the following principles:

1. Protect the rights and interests of shareholders.
2. Strengthen the powers of the board of directors.
3. Respect the rights and interests of stakeholders.
4. Enhance information transparency.

Article 3

The Company shall follow the Regulations Governing Establishment of Internal Control Systems by Public Companies and take into consideration the overall operational activities of itself and its subsidiaries to design and fully implement an internal control system, and shall conduct continuing reviews of the system, in order to ensure the continued effectiveness of its design and implementation in light of changes in the Company's internal and external environment.

The Company shall perform full self-assessments of the internal control system. The Board of Directors and management shall review the results of all departments' self-assessments at least annually, and shall review reports from the audit department on a regular basis. The Audit Committee shall also attend to and supervise these matters. Internal auditing personnel shall periodically report to the Directors about internal

control system deficiencies and improvement plans, and shall make records of such reports. The Company shall establish channels and mechanisms for communication between the independent directors, the Audit Committee, and the Internal Audit Officer; and when necessary, the Audit Committee convener shall report to the Shareholders' Meeting on the status of communications between members of the Audit Committee and the Internal Audit Officer.

The Company's management shall pay attention to the internal audit department and its personnel, fully empower them, and urge them to conduct audits effectively, evaluate problems of the internal control system and assess the efficiency of its operations to ensure that the system can operate effectively on an ongoing basis, and to assist the Board of Directors and the management to perform their duties effectively so as to ensure a sound corporate governance system.

The appointment, dismissal, evaluation, review, salary, and compensation of the Company's internal auditing personnel shall be submitted by the Internal Audit Officer to the Chairman for approval.

Article 3-1

The department in charge of corporate governance affairs shall be the Corporate Governance Department. The highest supervisor of said Department shall be the Company's Chief Corporate Governance Officer.

"Corporate governance affairs" mentioned in the preceding paragraph shall include the following:

1. Handling matters relating to Board meetings and Shareholders' Meetings in accordance with the 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. Reporting to the board of directors the results of examination as to whether the

qualifications of independent directors at the time of their nomination and election and during their term of office conform to applicable laws and regulations;

7. Handling matters related to director changes; and

8. Other matters set out in the articles of incorporation or contracts.

Chapter 2 Protection of Shareholders' Rights and Interests

Section 1 Encouraging Shareholders to Participate in Corporate Governance

Article 4

The Company's corporate governance system shall be designed to protect shareholders' rights and interests, and shall treat all shareholders equitably.

The Company shall establish a corporate governance system that ensures shareholders' rights of being fully informed of, participating in and making decisions over material matters of the Company.

Article 5

The Company shall convene Shareholders' Meetings in accordance with the Company Act and relevant laws and regulations, and shall formulate comprehensive Rules and Procedures for such meetings (below, "Rules and Procedures"). For matters that must be resolved upon by Shareholders' Meetings, the Company shall faithfully implement them in accordance with said Rules and Procedures.

Resolutions adopted by Shareholders' Meetings shall comply with the laws, regulations, and the Company's Articles of Incorporation.

Article 6

The Board of Directors shall properly arrange agenda items and procedures for Shareholders' Meetings, and shall properly handle proposals legally submitted by shareholders. Arrangements shall be made to hold each Shareholders' Meeting at a convenient location, with sufficient time allowed and a sufficient number of competent personnel assigned to handle attendance registrations. No arbitrary requirements shall be imposed on shareholders to provide additional evidentiary documents beyond those

showing eligibility to attend. Shareholders shall be granted reasonable time to deliberate each proposal and appropriate opportunities to make statements.

For a Shareholders' Meeting called by the Board of Directors, the Chairman shall chair the meeting, unless he/she is absent from the meeting for cause. When needed, a majority of the Directors (including at least one Independent Director) and convener of the Audit Committee shall attend in person, and at least one member of other functional committees shall attend as a representative. Attendance status shall be recorded in the Shareholders' Meeting minutes.

Article 7

The Company shall encourage shareholders to actively participate in corporate governance. The Company shall engage a professional shareholder service agent to handle shareholders' meeting matters, so that Shareholders' Meetings can proceed on a legal, effective, and secure basis. The Company shall seek all ways and means, including fully exploiting technologies for information disclosure to upload annual reports, annual financial statements, and Shareholders' Meeting notices, agendas, and supplementary information. The Company shall also adopt electronic voting, in order to enhance shareholders' attendance rates at Shareholders' Meetings and ensure their exercise of rights at such meetings in accordance with the law.

For Shareholders' Meetings held by the Company, shareholders may exercise their rights by either voting in person or via electronic voting.

The Company may arrange shareholders to vote on each separate proposal in the shareholders meeting agenda; following conclusion of the meeting, the Company may enter the voting results, namely the numbers of votes cast for and against and the number of abstentions, the same day on the Market Observation Post System (MOPS).

Article 8

In accordance with the Company Act and other applicable laws and regulations, the Company shall record in the Shareholders' Meeting minutes the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the proceedings and the meeting results. For election of Directors, the meeting

minutes shall record the method of voting adopted therefore and the total number of votes for the elected Directors.

The Shareholders' Meeting minutes shall be properly and perpetually kept during the legal existence of the Company, and shall be sufficiently disclosed on the Company's website.

Article 9

The chairman of a Shareholders' Meeting shall be fully familiar and comply with the Company's Rules and Procedures. The chairman shall ensure the proper progress of the proceedings of the meeting and shall not adjourn the meeting at will.

In order to protect the interests of most shareholders, if the chairman declares an adjournment of the meeting in a manner that violates the Rules and Procedures, the members of the Board of Directors other than the Shareholders' Meeting chairman shall, if needed, promptly assist the attending shareholders at the Shareholders' Meeting in electing a new Shareholders' Meeting chairman to continue the meeting, by a resolution to be adopted by a majority of votes represented by the shareholders in attendance in accordance with legal procedures.

Article 10

The Company shall place high importance on the shareholder right to know, and shall faithfully comply with regulations regarding information disclosure to provide shareholders with regular and timely information on the Company's financial status, operations, insider shareholding, and corporate governance status through the MOPS or the website established by the Company.

To treat all shareholders equally, the Company may concurrently disclose the information under the preceding paragraph in English as needed.

To protect shareholders' rights and interests and to ensure their equal treatment, the Company shall adopt internal rules prohibiting the Company's insiders from trading securities using information that has not been disclosed to the market.

The rules mentioned in the preceding paragraph shall include stock trading control measures prohibiting directors of the Company from trading their equity-type securities

during the closed period of 30 days prior to the publication of the annual financial reports and 15 days prior to the publication of the quarterly financial reports.

Article 11

The shareholders shall be entitled to profit distributions by the Company. In order to ensure shareholders' investment interests, the Shareholders' Meeting may, in accordance with Article 184 of the Company Act, examine statements and books produced by the Board of Directors and Audit Committee reports, and may decide profit distributions and deficit off-setting plans via resolution. To implement the above examinations, the Shareholders' Meeting may appoint an inspector.

The shareholders may, in accordance with Article 245 of the Company Act, petition the court to appoint an inspector in examining the Company's accounting records, assets, particulars, documents and records of specific transactions.

The Company's Board of Directors, Audit Committee, and managers shall fully cooperate in examinations conducted by the inspectors in the aforesaid two paragraphs without any circumvention, obstruction, or rejection.

Article 12

In entering into material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, the Company shall proceed in accordance with the laws and regulations. The Company shall also establish related operating procedures and submit them to the Shareholders' Meeting for approval, so as to protect the interests of the shareholders.

When the Company is involved in a merger, acquisition, or public tender offer, in addition to proceeding in accordance with the laws and regulations, it shall not only pay attention to the fairness, rationality, etc. of the plan and transaction of the merger/acquisition/public tender offer, but shall also pay attention to information disclosure and the soundness of the Company's subsequent financial structure.

When the management or a major shareholder of the Company is involved in a merger or acquisition, a legal opinion by independent lawyer should be issued to review if members of the audit committee to review the merger and acquisition in the preceding paragraph have met the regulations of Article 3 of the Regulations Governing

Appointment of Independent Directors and Compliance Matters for Public Companies, to ensure they are not a related party to a counterparty of the merger and acquisition transaction or do not have such interest that would influence their independence, whether the design and implementation of the relevant procedure meet the applicable laws, and if a full disclosure has been made in accordance with the applicable laws.

Qualifications of the lawyer in the preceding paragraph shall meet the requirements in Article 3 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies; such lawyer shall not be a related party to any counterparty in the merger/acquisition transaction, nor have any interest that would influence their independence.

The Company's personnel handling matters in a merger, acquisition, or public tender offer shall pay attention to the occurrence of any conflicts of interest and the need for recusal.

Article 13

In order to protect shareholders' interests, the Company shall, as needed, designate personnel exclusively dedicated to handling shareholder proposals, inquiries, and disputes.

The Company shall properly deal with any action brought in accordance with the law by a shareholder in which it is claimed that shareholder's rights and interests were damaged by a resolution adopted at a Shareholders' Meeting or a Board of Directors meeting in violation of the law or the Company's Articles of Incorporation, or that such damage was caused by a breach of the law or the Company's Articles of Incorporation by any Directors or managers in performing their duties.

Section 2

Establishing a Mechanism for Interaction with Shareholders

Article 13-1

The Company's Board of Directors is responsible for establishing a mechanism for interaction with shareholders to enhance mutual understanding of the development of the Company's objectives.

Article 13-2

In addition to communicating with shareholders through Shareholders' Meetings and encouraging shareholders to participate in such meetings, the Company's Board of Directors together with officers and Independent Directors shall engage with shareholders in an efficient manner to ascertain shareholders' views and concerns, and clearly explain the Company's policies, in order to gain shareholders' support.

Section 3

Corporate Governance Relationships Between the Company and Related Parties

Article 14

The Company shall clearly identify the division of authority and responsibility between the Company and its affiliated enterprises with respect to management of personnel, assets, and financial matters, and shall properly carry out risk assessments and establish appropriate firewalls.

Article 15

Except where required by the laws and regulations or the Company's business needs, a manager of the Company shall not serve as a manager of affiliated enterprises.

A Director who engages in any transaction for himself or on behalf of another person that is within the scope of the Company's operations shall explain the major content of such actions to the Shareholders' Meeting and obtain its consent.

Article 16

The Company shall establish sound systems for management of finance, operations, and accounting in accordance with the laws and regulations and implement the necessary control mechanisms to reduce credit risk.

Article 17

When the Company and its affiliated enterprises enter into business dealings or transactions, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing

and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and non-arm's length transactions shall be prohibited.

Matters related to transactions and contracts between the Company and related parties or their shareholders shall be carried out in accordance with the principles in the preceding paragraph, improper channeling of interests shall be prohibited as well.

Article 18

A corporate shareholder having controlling power over the Company shall comply with the following provisions:

1. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the Company to conduct any business which is contrary to normal business practice or not profitable.
2. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation of resolution, so that at a shareholders Meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall exercise the fiduciary duty and duty of care of a director.
3. It shall comply with the laws, regulations and the Company's Articles of Incorporation in nominating Directors, and shall not act beyond the authority granted by the Shareholders' Meeting or Board Meeting.
4. It shall not improperly intervene in corporate policy making or obstruct corporate management activities.
5. It shall not restrict or impede the Company's management or production by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels.
6. A representative that is designated when a corporate shareholder has been elected as a Director shall meet the Company's requirements for professional qualifications. Arbitrary replacement of the corporate shareholder's representative is inappropriate.

Article 19

The Company shall retain at all times a register of major shareholders who own a relatively high percentage of shares and have controlling power, and of the persons with ultimate control over those major shareholders.

The Company shall disclose periodically important information about its shareholders holding more than 10 percent of the outstanding shares of the Company relating to the pledge, increase or decrease of share ownership, or other matters that may possibly trigger a change in the ownership of their shares.

A major shareholder indicated in the first paragraph refers to the shareholder who owns 5 percent or more of the Company's outstanding shares or whose shareholding stake thereof is on the top ten list. However, the Company may set a lower shareholding threshold according to the actual shareholding stake that may control the Company.

Chapter 3 Enhancing the Functions of the Board of Directors

Section 1 Structure of the Board of Directors

Article 20

The Company's Board of Directors shall direct company strategies, supervise the management, and be responsible to the Company and its shareholders. The various procedures and arrangements of the corporate governance system shall ensure that, in exercising its authority, the Board of Directors complies with laws, regulations, the Articles of Incorporation, and Shareholders' Meeting resolutions.

The structure of the Company's Board of Directors shall be determined by choosing an appropriate number of Board members, not less than seven, in consideration of business scale, the shareholdings of major shareholders, and practical operational needs.

The composition of the Board of Directors shall be determined by taking diversity into consideration. The Directors concurrently serving as the Company's managers shall not exceed one-third of the total number of the Board members, and an appropriate diversity policy based on the Company's business operations, operating dynamics, and

development needs to be formulated and include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, race or ethnicity and culture. And the Board of Directors must have at least one Director of different gender.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

All members of the Board shall pay attention to gender equality and shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goals of corporate governance, the Board of Directors shall possess the following abilities:

1. Ability to make operational judgments.
2. Ability to perform accounting and financial analysis.
3. Ability to conduct management administration.
4. Ability to conduct crisis management.
5. Knowledge of the industry.
6. An international market perspective.
7. Ability to lead.
8. Ability to make policy decisions.

Article 21

The Company shall, according to the principles for the protection of shareholder rights and interests and equitable treatment of shareholders, establish a fair, just, and open procedure for the election of directors, encourage shareholder participation, and adopt the cumulative voting mechanism pursuant to the Company Act in order to fully reflect shareholders' views.

A spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the Directors of the Company.

When the number of empty Director seats reaches one-third of the total number prescribed by the Company's Articles of Incorporation, the Board of Directors shall convene a Shareholders' Meeting within sixty days of the day this occurs for a Director by-election. The term of office for Directors so elected shall be until the end of the original term.

The aggregate shareholding percentage of all the Company's Directors shall comply with the laws and regulations. Restrictions on share transfer of each Director and the creation, release, or change of any pledges over the shares held by each Director shall be subject to the laws and regulations, and the relevant information shall be fully disclosed.

Article 22

The Company shall specify in the Article of Corporation in accordance with the Company Act that the Company adopts the candidate nomination system for election of Directors stipulated in Article 192-1 of the Company Act.

Article 23

Clear distinctions shall be drawn between the responsibilities and duties of the Company's Chairman of the Board and those of the Company's President.

In principle, the Chairman shall not also act as the President or any equivalent post. If the Chairman and the President (or an equivalent post) are the same person or there exists between them a spousal relationship or familial relationship of the first degree of kinship, the number of Independent Directors shall not be less than four, and a majority of Directors shall not possess status as the Company's employee or manager.

If the Company has functional committees, their responsibilities and duties shall be clearly specified.

Section 2

Independent Director System

Article 24

In accordance with the Articles of Incorporation, the Company shall have three Independent Directors, and the number of Independent Directors shall be no less than one-third of the total number of Directors.

Independent Directors shall possess professional knowledge and there shall be restrictions on their shareholdings. In addition to abiding by laws and regulations, Independent Directors shall not hold office concurrently as a Director (including as an Independent Director) of more than five other TWSE/TPEX listed companies, nor as an Independent Director of more than four public companies. Independent Directors shall also maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interest relationship with the Company.

Change of status between independent directors and non-independent directors during a term of office is prohibited.

The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination, and other requirements for Independent Directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and the rules and regulations of the Taiwan Stock Exchange Corporation (TWSE).

Article 25

(Deleted)

Article 26

The Company shall stipulate Independent Directors' scope of duties, and empower them with manpower and physical support related to the exercise of their power. The Company and other Board members shall not obstruct, reject, or circumvent Independent Directors in the performance of their duties.

The Company shall stipulate Director's remuneration in accordance with the laws and regulations. Director's remuneration shall fully reflect their personal performance and the Company's long-term management performance, and shall also take the overall operational risks of the Company into consideration. Remuneration that is reasonable but different from that of other Directors may be set forth for the Independent Directors.

Section 3

Functional Committees

Article 27

For the purpose of developing supervisory functions and strengthening management mechanisms, the Board of Directors, in consideration of the Company's scale and type of operations and the number of Board members, may establish functional committees.

Functional committees shall be responsible to the Board of Directors, and shall submit their proposals to the Board of Directors for approval. However, the performance of supervisory duties by the Audit Committee in accordance with Article 14-4, paragraph 4 of the Securities and Exchange Act shall be excluded from this.

Each functional committee shall adopt an organizational charter that must be approved by the Board of Directors. The organizational charter shall contain the numbers, terms of office, and powers of committee's members, as well as the meeting rules and resources to be provided by the Company for exercise of power by the committee.

Article 28

The Company's Audit Committee shall be composed of the entire number of Independent Directors. It shall not be fewer than three persons in number, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise.

The Audit Committee's and Independent Directors' exercise of power and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules and regulations of the TWSE.

Article 29

The Company shall establish a Remuneration Committee with no fewer than three members. The Committee members shall be appointed by resolution of the Board of Directors and a majority of them shall be Independent Directors. The professional qualifications of committee members, exercise of powers, adoption of the organizational charter, and related matters shall be handled in accordance with the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange.

The Remuneration Committee's powers and principles for implementation of powers shall be handled in accordance with the Remuneration Committee's charter.

Article 29-1

The Company establishes and announces channels for internal and external whistleblowers and have whistleblower protection mechanisms in place. The unit that handles whistleblowers' reporting shall be independent, provide encrypted protection for the files furnished by whistleblowers and appropriately restrict access to such files. It shall also formulate internal procedures and incorporate those procedures into the Company's internal control system for management purposes.

Article 30

To improve the quality of its financial reports, the Company shall establish the position of Deputy Accounting Officer.

To enhance the professional abilities of the Deputy Accounting Officer in the preceding paragraph, the Deputy's ongoing annual training shall follow the schedule of the Accounting Officer.

Accounting personnel handling preparation of financial reports shall also participate in relevant professional development courses for at least six hours per year. Those courses may be the Company's internal training activities or may be professional courses offered by professional training institutions for principal accounting officers.

The Company shall select a professional, responsible, and independent CPA to perform regular reviews of the Company's financial status and internal control measures. With regard to any irregularity or deficiency discovered and disclosed in a timely manner by the CPA during the review, and concrete measures for improvement or prevention suggested by the CPA, the Company shall faithfully implement improvement actions. The Company shall establish communication channels and mechanisms between the Independent Directors, Audit Committee, and the CPA.

The Company shall, with reference to the audit quality indicators (AQIs), regularly evaluate the independence and suitability of the CPA engaged by the Company, no less than once per year. In the event that the Company engages the same CPA without replacement for seven years in a row, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the Company shall evaluate the necessity of replacing the CPA and submit the evaluation results to the Board of Directors.

Article 31

The Company may engage a professional and competent legal counsel to provide appropriate legal consultation services to the Company, or to assist the Board of Directors and the management to improve their knowledge of the law, for the purposes of preventing any infraction of the law or regulations by the Company or its staff and ensuring that corporate governance matters proceed in accordance with the related legal frameworks and prescribed procedures.

When, as a result of performing their lawful duties, Directors or management are involved in litigation or a dispute with shareholders, the Company shall, as circumstances require, retain legal counsel to provide assistance.

The Audit Committee or an Independent Director may retain the legal counsel, CPAs, or other professionals on behalf of the Company to conduct necessary audits and to provide consultation on matters in relation to exercise of their power at the expenses of the Company.

Section 4

Rules for the Proceedings and Decision-Making Procedures of Board Meetings

Article 32

The Board of Directors shall meet at least once every quarter, or convene at any time in case of an emergency. To convene a Board Meeting, a meeting notice that specifies the purposes of the meeting shall be sent to each Director no later than seven days before the scheduled date. Sufficient meeting materials shall also be prepared and enclosed in the meeting notice. If the meeting materials are deemed inadequate, a Director may request more information or the deliberation of such proposal may be postponed by a resolution of the Board of Directors.

The Company shall adopt rules of procedure for Board Meetings, which shall follow the Regulations Governing Procedure for Board of Directors Meetings of Public Companies with regard to the content of deliberations, procedures, matters to be recorded in the meeting minutes, public announcements, and other matters for compliance.

Article 33

Directors shall exercise a high degree of self-discipline. If a Director or a juristic person represented by the Director is an interested party with respect to any proposal for a Board Meeting, the Director shall state the material aspects of the interested party relationship at the meeting. If such interest may prejudice the interest of the Company, the Director shall not participate in discussion and voting on that proposal and shall recuse him/herself during the discussion and voting. And the Director shall also not act as another Director's proxy to exercise voting rights on that matter.

Matters requiring the voluntary recusal of a Director shall be clearly set forth in the rules of procedure for Board Meetings.

Article 34

When a Board Meeting is convened, at least one Independent Director shall attend in person. When considering any matter submitted to the Board Meeting in accordance with Article 7, paragraph 1 of the Regulations Governing Procedure for Board of

Directors Meetings of Public Companies, all Independent Directors shall attend the Board Meeting; if an Independent Director cannot attend the Board Meeting in person, he/she shall be represented by other Independent Director via proxy. When an Independent Director has a dissenting or qualified opinion, such shall be noted in the minutes of the Board of Directors meeting; if the Independent Director cannot attend the Board Meeting in person to voice his or her dissenting or qualified opinion, he/she shall provide a written opinion before the Board Meeting unless there are justifiable reasons for failure to do so, and the opinion shall be noted in the minutes of the Board of Directors meeting.

If the resolution of the Board of Directors involves any of the following circumstances, it shall be noted in the meeting minutes and publicly announced and filed on the MOPS within the time limits set by the competent authority:

1. An Independent Director has a dissenting or qualified opinion which is on record or stated in a written statement.
2. A matter was not approved by the Audit Committee, but had consent of two-thirds or more of all Directors.
3. Any remuneration proposal passed by the Board of Directors that is more favorable than the suggestion by the Remuneration Committee.

During a Board Meeting, department managers who are not Directors may, as required by the meeting agenda, sit in at said meetings, make reports on the Company's current business conditions, and respond to inquiries raised by the Directors. Where necessary, CPAs, legal counsel, and other experts may be invited to sit in at the meetings to assist the Directors in understanding the Company's conditions for the purpose of adopting an appropriate resolution, but they shall leave the Meeting when deliberation or voting takes place.

Article 35

The Company's staff personnel attending Board Meetings shall collect and correctly record the meeting minutes in detail, as well as a summary, the method of resolution,

and voting results of all the proposals submitted to the Board Meeting in accordance with relevant regulations.

Board of Directors meeting minutes shall bear a signature or seal by the meeting chairman and secretary, and shall be sent to each Director within twenty days after the meeting. The Director attendance records shall be made part of the meeting minutes, treated as important corporate records, and kept safe permanently during the existence of the Company.

Meeting minutes may be produced, distributed, and preserved by electronic means.

The Company shall make audio or video recordings of the entire proceedings of each Board of Directors meeting, and shall preserve such 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, a lawsuit arises with respect to a resolution of Board of Directors meeting, the audio or video recordings shall be continuously preserved, in which case the preceding paragraph does not apply.

Where a Board of Directors meeting is held via teleconference or video conference, the audio or video recordings shall form a part of the meeting minutes and shall be preserved permanently.

When a resolution of the Board of Directors violates laws, regulations, the Articles of Incorporation, or resolutions adopted in the Shareholders' Meeting, and thus causes an injury to the Company, dissenting Directors whose dissent can be proven by minutes or written statements will not be liable for damages.

Article 36

Any matter listed below shall be raised for discussion at a Board Meeting:

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 in accordance with Article 14-1 of the Securities and Exchange Act; and any assessment of the effectiveness of the internal control system.
4. Adoption or amendment, in accordance with 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 accountant.
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.

Except for matters that must be submitted to the Board of Directors for discussion under the preceding paragraph, when the Board of Directors is in recess, it may delegate the exercise of its power to others in accordance with law, regulations, and the Articles of

Incorporation. However, the level of delegation and the content or matters to be delegated shall be clearly specified and general authorizations are not permitted.

Article 37

The Company shall, in accordance with Board of Directors' resolutions, ask the appropriate corporate department/personnel to execute such matters in a manner consistent with the planned schedule and objectives. The Company shall also follow up on such matters and faithfully review their implementation.

The Board of Directors shall remain informed on implementation progress, and shall receive reports at following meetings to ensure the actual implementation of the Board's management decisions.

Section 5

Directors' Fiduciary Duty, Duty of Care, and Responsibilities

Article 38

Members of the Board of Directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the Company's affairs, 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 in accordance with resolutions of the Board of Directors.

If a director of the Company resigns, or is reassigned by the corporate shareholder according to the paragraph 3 of Article 27 of the Company Act, the resigning director or corporate shareholder shall notice the Company and the Corporate Governance Officer immediately.

Pursuant to the Company's "Rules of Performance Evaluation of Board of Directors", the Company shall conduct the performance evaluation of the Board of Directors (including functional committees) and individual Directors every year by the way of self-evaluations, evaluations by outside professional institutions or in any other appropriate manner.

The Company shall report the results of such performance evaluations to the Board of Directors, and may use the individual Directors' self-evaluation result as reference for Director nominations.

Article 39

If a resolution of the Board of Directors violates the law, regulations or the Company's Articles of Incorporation, then at the request of shareholders holding shares continuously for a year or an Independent Director to discontinue the implementation of the resolution, members of the Board shall take appropriate measures or discontinue the implementation of such resolution as soon as possible.

Upon discovering a concern that the Company may suffer material damages, members of the Board of Directors shall proceed in accordance with the previous paragraph and immediately report to the Audit Committee or an Independent Director member of the Audit Committee.

Article 40

The Company shall take out Director liability insurance with regard to liabilities resulting from Directors exercising their duties during their terms of office so as to reduce and spread the risk of material harm to the Company and shareholders arising from Director's wrongdoings or negligence.

The Company shall report the insured amount, coverage, premium rate, and other material contents of liability insurance that it has taken out or renewed for Directors at the next Board Meeting.

Article 41

Members of the Board of Directors shall, as needed, participate in training courses on subjects relating to corporate governance including finance, risk management, business, commerce, accounting, law and corporate social responsibility offered by institutions designated in the "Directions for the Implementation of Continuing Education for Directors of TWSE Listed and TPEx Listed Companies", upon becoming Directors and throughout their terms of office. In addition, Directors shall take at least three hours

training courses in the year in which they are elected to the Board, and shall ensure the Company's employees at all levels enhance their expertise and legal knowledge.

Chapter 4 Respecting Stakeholders' Rights

Article 42

The Company shall maintain channels of communication with banks, other creditors, employees, consumers, suppliers, community, and other stakeholders of the Company, respect and safeguard their legal rights and interests; and designate a stakeholders' section on the Company's website.

When any stakeholder legal rights or interests is harmed, the Company shall handle the matter in a proper manner and in good faith.

Article 43

The Company shall provide sufficient information to banks and other creditors to facilitate their evaluation of the Company's operational and financial status and its decision-making process. When any of their legal rights or interest is harmed, the Company shall respond with a responsible attitude and assist creditors in obtaining compensation through proper means.

Article 44

The Company shall establish channels of communication with employees and encourage employees to communicate directly with the management or Directors, so as to reflect employees' opinions about the Company's management, financial conditions, and material decisions that concern employee welfare.

Article 45

While maintaining normal business development and maximizing shareholders' interests, the Company shall pay attention to consumers' interests, community environmental protection, and public interest issues, and shall give serious regard to the Company's social responsibility.

Chapter 5 Improving Information Transparency

Section 1

Enhancing Information Disclosure

Article 46

The Company shall perform its information disclosure obligations faithfully in accordance with the law and TWSE regulations.

The Company shall establish an Internet-based reporting system for public information, appoint personnel responsible for gathering and disclosing the information, and establish a spokesperson system so as to ensure the proper and timely disclosure of information about policies that might affect the decisions of shareholders and stakeholders.

Article 47

In order to enhance the accuracy and timeliness of disclosure of material information, the Company shall appoint a spokesperson and acting spokesperson(s) who thoroughly understand the Company's financial and business status, and who are capable of coordinating among departments to gather relevant information and representing the Company on their own in making statements.

The Company shall appoint one or more acting spokespersons. When the spokesperson cannot perform his/her duties, such acting spokespersons shall represent the Company in making statements on their own. However, an order of authority shall be established to avoid any confusion.

In order to implement the spokesperson system, the Company shall unify the process of making external statements. It shall require the management and employees maintain confidentiality of financial and operational secrets and shall prohibit their disclosure of any such information at will.

Whenever there is any change to the position of a spokesperson or acting spokesperson, the Company shall disclose the relevant information immediately.

Article 48

In order to keep shareholders and stakeholders fully informed, the Company shall utilize the convenience of the Internet and establish a website containing information regarding the Company's finances, operations, and corporate governance. The Company may furnish the financial, corporate governance, and other relevant information in English.

To avoid misleading information, the abovementioned website shall be maintained by dedicated personnel, and the recorded information shall be accurate, detailed, and updated on a timely basis.

Article 49

The Company shall hold an investor conference in compliance with TWSE regulations and shall keep an audio or video record of the meeting. The financial and business information disclosed in the investor conference shall be disclosed on the MOPS and inquired via the Company's website, or through other channels.

Section 2

Disclosure of Information on Corporate Governance

Article 50

In accordance with the law and TWSE regulations, the Company shall disclose and update from time to time the following information regarding corporate governance in the fiscal year:

1. The corporate governance framework and rules.
2. Ownership structure and the rights and interests of shareholders, including specific and explicit dividend policy.
3. The structure of the Board of Directors, and the professionalism and independence of the board members.
4. Authorities and responsibilities of the Board of Directors and managers.
5. The composition, authority and responsibilities, and independence of the Audit Committee.

6. The composition, authorities and responsibilities, and implementation status of the Remuneration Committee and other functional committee.
7. The remuneration paid to the directors, general manager and vice general manager in the last two fiscal years, the analysis of the percentage of total remuneration to net profit after tax in the parent company only financial reports or individual financial reports, the policy, standard and package of remuneration payment, the procedure for determination of remuneration and the connection with the operation performance and future risk. Under special individual circumstances, remuneration of individual directors shall be disclosed.
8. The progress of directors' training.
9. The rights, relationships, avenues for complaint, concerns, and appropriate response mechanism regarding stakeholders.
10. Details of the events subject to information disclosure required by law and regulations.
11. The enforcement of corporate governance, differences between the corporate governance principles implemented by the Company and "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies", and the reason for the differences.
12. Other information regarding Corporate Governance

The Company may, depending on its corporate governance implementation status, disclose the plans and measures for improving the Company's corporate governance through appropriate mechanisms.

Chapter 6 Supplementary Provisions

Article 51

The Company shall, on a constant basis, monitor domestic and international developments in corporate governance as a basis for review and improvement of the Company's corporate governance mechanisms, so as to enhance their effectiveness.

Article 52

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

The History of “CORPORATE GOVERNANCE PRINCIPLES”

1. These Principles were enacted on March 16, 2020;
2. The 1st amendment was made on November 10, 2020;
3. The 2nd amendment was made on December 21, 2020;
4. The 3rd amendment was made on May 13, 2021, the amendment of Article 3-1 shall be effective from July 1, 2021;
5. The 4th amendment was made on December 22, 2022;
6. The 5th amendment was made on May 13, 2024.