



DELPHA CONSTRUCTION CO., LTD.

Corporate Governance Code of Conduct

Chapter 1 – General Provisions

Article 1.

To establish a sound corporate governance system and promote the sound development of the securities market, these Codes are adopted with reference to the Taiwan Stock Exchange Corporation (hereinafter referred to as the “TWSE”) and the Company’s “Regulations and Rules Management Procedures.” An effective corporate governance framework is hereby established for compliance and shall be disclosed on the Market Observation Post System (MOPS).

Article 2.

The Company’s corporate governance system shall be established in compliance with applicable laws, regulations, the Articles of Incorporation, contractual obligations with the TWSE, and related standards, and shall adhere to the following Codes:

1. Protection of shareholders’ rights and interests.
2. Strengthening of the functions of the Board of Directors.
3. Respect for the rights and interests of stakeholders.
4. Enhancement of information transparency.

Article 3.

In accordance with the “Regulations Governing Establishment of Internal Control Systems by Public Companies,” the Company shall design and implement an internal control system based on the overall operations of the Company and its subsidiaries and conduct timely reviews to adapt to internal and external environmental changes, thereby ensuring continuous effectiveness in its design and execution.

In addition to properly conducting internal assessments of the internal control system, the Board of Directors and management shall review the self-assessment results from each department at least annually, as well as the quarterly audit reports prepared by the audit unit. The Audit



Committee shall pay attention to and supervise such matters.

The Company shall establish communication channels and mechanisms between the independent directors, the Audit Committee, and the head of internal audit.

Management shall attach importance to the internal audit unit and its personnel, granting sufficient authority to ensure thorough inspections, evaluations of internal control deficiencies, and measurements of operational efficiency, in order to facilitate the continuous and effective implementation of the internal control system, assist the Board and management in fulfilling their responsibilities, and effectively implement corporate governance.

Appointments, evaluations, and remuneration of internal audit personnel shall be submitted by the Chief Audit Officer and approved by the Chairperson.

Article 3-1.

In accordance with regulatory requirements, the Company shall, based on its scale, business activities, and management needs, allocate appropriate and adequate personnel for corporate governance affairs. The Company shall designate one person as the Chief Corporate Governance Officer in accordance with regulations issued by the competent authority and the TWSE. The person so designated shall hold a license to practice as a lawyer or certified public accountant, or have held a managerial position in legal affairs, compliance, internal audit, finance, stock affairs, or corporate governance at a security, financial, or futures institution, or at a public company, for more than three years.

The scope of corporate governance affairs mentioned above shall at minimum include the following:

1. Handling matters relating to the meetings of the Board of Directors and shareholders' meetings in accordance with the law.
2. Preparing minutes for meetings of the Board and shareholders.
3. Assisting directors with onboarding and continuing education.
4. Providing directors with the information necessary to execute their duties.
5. Assisting directors in complying with applicable laws and regulations.
6. Other matters as stipulated in the Company's Articles of Incorporation or contracts.

Chapter 2 – Protection of Shareholders' Rights and Interests



Section 1 – Encouraging Shareholder Participation in Corporate Governance

Article 4.

The Company's corporate governance system shall safeguard shareholders' rights and ensure fair treatment of all shareholders.

The Company shall establish a governance framework that ensures shareholders are well informed of, able to participate in, and entitled to decide on material matters concerning the Company.

Article 5.

The Company shall convene shareholders' meetings in accordance with the Company Act and relevant laws and regulations and shall establish comprehensive rules of procedure.

All matters requiring resolutions of the shareholders' meeting shall be handled in accordance with such procedures.

Resolutions passed at the shareholders' meeting must comply with laws, regulations, and the Articles of Incorporation.

Article 6.

The Board of Directors shall properly arrange the agenda and procedures for shareholders' meetings, formulate principles and procedures for the nomination of directors and the submission of proposals by shareholders, and appropriately handle such proposals submitted in accordance with the law.

Shareholders' meetings shall be held at accessible venues with sufficient time allocated for proceedings. Adequate and competent personnel shall be assigned to assist with the registration process. Shareholders shall not be required to provide any documents beyond those lawfully required for attendance.

Each proposal shall be granted a reasonable amount of discussion time, and shareholders shall be afforded an appropriate opportunity to speak.

The shareholders' meetings convened by the Board shall preferably be chaired by the Chairperson of the Board. A majority of directors (including at least one independent director), the convener of the Audit Committee, and at least one member of other functional committees shall attend in person. Attendance shall be recorded in the meeting minutes.

**Article 7.**

The Company shall encourage shareholder participation in corporate governance and may appoint a professional shareholder services agency to handle matters relating to shareholders' meetings to ensure such meetings are convened lawfully, effectively, and securely.

The Company shall adopt various means of communication and utilize technological methods to disclose information, including uploading both Chinese and English versions of annual reports, annual financial statements, shareholders' meeting notices, handbooks, and supplementary meeting materials.

Electronic voting shall be implemented to increase shareholder participation and ensure shareholders can exercise their rights at the shareholders' meeting in accordance with the law.

The Company should avoid proposing ad hoc motions or amending original proposals during the shareholders' meeting.

Voting on each agenda item shall be conducted separately, and voting results—indicating approval, disapproval, and abstention—shall be reported to the Market Observation Post System (MOPS) on the day of the meeting.

Article 8.

The Company shall, in accordance with the Company Act and relevant laws and regulations, record in the shareholders' meeting minutes the date, venue, name of the meeting chair, method of resolution, a summary of proceedings, and results of resolutions.

For director elections, the minutes shall specify the voting method used and the number of votes each elected director received.

The minutes shall be properly maintained throughout the life of the Company. If the Company maintains a website, the minutes should be disclosed accordingly.

Article 9.

The Chairperson of the shareholders' meeting shall be well-versed in and comply with the Company's rules of procedure and ensure that the meeting proceeds smoothly.

To protect the rights of the majority shareholders, in the event that the Chairperson arbitrarily declares the meeting adjourned in violation of the rules of procedure, other members of the Board shall promptly assist the attending shareholders in selecting, by a majority of the voting



rights represented, another person to serve as the meeting chair and continue the meeting.

Article 10.

The Company shall value shareholders' right to know and strictly comply with information disclosure regulations.

The Company shall regularly and promptly disclose financial conditions, business operations, insider shareholdings, and corporate governance matters via the Market Observation Post System (MOPS) or the Company's own website.

To ensure equal treatment of shareholders, all such information should also be disclosed in English simultaneously.

To protect shareholders' rights and implement equal treatment, the Company shall establish internal rules prohibiting insiders from trading securities based on material non-public information.

Such internal rules should include control measures for stock trading by insiders starting from the date they become aware of the Company's financial reports or performance-related information. This includes, but is not limited to, prohibiting directors from trading shares during the 30-day period before the announcement of the annual financial report and the 15-day period before the announcement of each quarterly financial report.

Article 10-1.

At the annual shareholders' meeting, the Company is encouraged to disclose information regarding the remuneration received by directors, including the remuneration policy, the details and amounts of individual remuneration, and its correlation with performance evaluation results.

Article 11.

Shareholders shall have the right to share in the Company's earnings. To safeguard shareholders' investment interests, the shareholders' meeting may, pursuant to Article 184 of the Company Act, inspect the books prepared by the Board of Directors and the reports of the Audit Committee, and resolve on the distribution of earnings or the offsetting of losses.

When conducting such inspection, the shareholders' meeting may appoint inspectors.

In accordance with Article 245 of the Company Act, shareholders may petition the court to appoint inspectors to examine the Company's accounts, property status, specific matters, or



documentation and records of specific transactions.

The Board of Directors, Audit Committee, and managerial officers shall fully cooperate with the inspection work conducted by the inspectors appointed as above, and shall not obstruct, interfere with, or refuse cooperation.

Article 12.

The acquisition or disposal of assets, lending of funds, and provision of endorsements or guarantees, and other major financial transactions shall be conducted in accordance with relevant laws and regulations. Related operating procedures shall be established and submitted to the shareholders' meeting for approval to protect shareholders' rights.

In cases of mergers or public tender offers, in addition to complying with applicable laws and regulations, the Company shall ensure fairness and reasonableness in the planning and execution of the transaction, ensure transparency of information disclosure, and maintain a sound post-transaction financial structure.

Personnel involved in the aforementioned transactions shall be alert to conflicts of interest and implement recusal where appropriate.

Section 2 – Establishing Mechanisms for Shareholder Engagement

Article 13.

To ensure the protection of shareholders' rights, the Company is encouraged to assign dedicated personnel to handle shareholder proposals, inquiries, and disputes appropriately.

If resolutions of the shareholders' meeting or the Board of Directors violate the law or the Company's Articles of Incorporation, or if directors or managerial officers violate laws or the Articles in the performance of their duties resulting in harm to shareholders' rights, the Company shall properly handle any lawsuits initiated by shareholders pursuant to the law.

The Company is advised to establish internal procedures to handle the aforementioned matters, maintain written records for reference, and include them within its internal control system.

Article 13-1.

The Board of Directors shall be responsible for establishing mechanisms for shareholder engagement to enhance mutual understanding regarding the Company's goals and development.

**Article 13-2.**

In addition to communication through the shareholders' meeting and encouraging shareholder participation, the Board shall engage with shareholders through efficient channels. It shall work together with management and independent directors to understand shareholders' opinions and concerns, clearly explain Company policies, and obtain shareholder support.

Section 3 – Corporate Governance Relationship Between the Company and Affiliated Enterprises**Article 14.**

The Company shall clearly define the objectives and responsibilities regarding the management of personnel, assets, and finances between the Company and its affiliated enterprises, implement risk assessments, and establish appropriate firewalls.

Article 15.

Where a director engages in conduct, either for their own benefit or on behalf of others, that falls within the scope of the Company's business, the director shall explain the material aspects of such conduct to the shareholders' meeting and obtain its approval.

Article 16.

The Company shall, in accordance with relevant laws and regulations, establish sound objectives and systems for the management of finance, business operations, and accounting. The Company shall also collaborate with affiliated enterprises to conduct comprehensive risk assessments regarding major correspondent banks, clients, and suppliers, and implement necessary control mechanisms to reduce credit risk.

Article 17.

Where there are business transactions between the Company and its affiliated enterprises, written operational standards for financial and business matters shall be established based on the principles of fairness and reasonableness. The terms of contracts shall specify pricing and payment conditions, and non-arm's-length transactions shall be strictly avoided.

Transactions or contract arrangements between the Company and related parties or their shareholders shall also adhere to the aforementioned Codes, and any transfer of improper



benefits shall be strictly prohibited.

Article 18.

Legal entity shareholders that have control over the Company shall comply with the following obligations:

1. They shall owe a duty of good faith to other shareholders and shall not cause the Company to engage in business operations that are contrary to normal commercial practice or involve undue benefit, whether directly or indirectly.
2. Their representatives shall comply with the Company's rules on the exercise of rights and participation in resolutions and, when attending shareholders' meetings, shall act in good faith and in the best interests of all shareholders, and faithfully fulfill their fiduciary and duty of care obligations as directors.
3. The nomination of directors shall comply with relevant laws and the Company's Articles of Incorporation and shall not exceed the authority of the shareholders' meeting or the Board of Directors.
4. They shall not unduly interfere with the Company's decision-making or hinder its business operations.
5. They shall not restrict or hinder the Company's production or business by means of monopolized procurement, closed sales channels, or other unfair competitive practices.
6. Any corporate representative appointed due to the election of the legal entity as a director shall possess the professional qualifications required by the Company and shall not be arbitrarily replaced.

Article 19.

The Company shall identify shareholders holding a substantial proportion of shares or having actual control over the Company, including the ultimate controlling parties of such major shareholders.

The Company shall regularly disclose important matters relating to shareholders holding more than ten percent of shares, including the pledge, increase, or decrease of shares or any other events that may lead to changes in shareholding, to enable oversight by other shareholders.

The term "major shareholders" as referred to in the preceding paragraph refers to shareholders



who hold more than five percent of the shares or who rank among the top ten shareholders by shareholding ratio. However, the Company may adopt a lower shareholding threshold based on actual control circumstances.

Chapter 3 – Strengthening the Functions of the Board of Directors

Section 1 – Structure of the Board

Article 20.

The Board of Directors shall guide the Company's strategy, supervise management, and be accountable to the Company and its shareholders. All operations and arrangements of the corporate governance system shall ensure that the Board exercises its powers in accordance with applicable laws and regulations, the Articles of Incorporation, and resolutions of the shareholders' meeting.

The structure of the Board should take into consideration the scale of the Company's business development, the shareholding of major shareholders, and practical operational needs, and shall comprise not fewer than five directors.

Board composition shall reflect diversity. Except for directors concurrently serving as managers of the Company—whose number should not exceed one-third of total Board seats, the Company shall develop and implement appropriate diversity policies based on its operational characteristics and developmental needs. These may include, but are not limited to, the following dimensions:

1. **Basic attributes and values:** such as gender, age, nationality, and cultural background. The proportion of female directors is encouraged to reach one-third of the total number of Board seats.
2. **Professional knowledge and skills:** including professional background (e.g., law, accounting, industry, finance, marketing, or technology), expertise, and industry experience.

All Board members shall generally possess the knowledge, skills, and character necessary for performing their duties. To achieve the ideals of corporate governance, the Board as a whole shall have the following capabilities:

1. Operational judgment.
2. Accounting and financial analysis.



3. Business management.
4. Crisis management.
5. Industry knowledge.
6. Global market perspective.
7. Leadership.
8. Decision-making ability.

Article 21.

To protect shareholders' rights and ensure equitable treatment, the Company shall establish a fair, impartial, and open procedure for the election of directors and encourage shareholder participation. The cumulative voting system shall be adopted in accordance with the Company Act to fully reflect shareholder intent.

Except with prior approval from the competent authority, more than half of the Company's directors shall not have spousal or second-degree kinship relationships with one another.

If a director is dismissed and the number of directors falls below five, a by-election shall be held at the next shareholders' meeting. If the vacancies reach one-third of the number of directors prescribed in the Articles of Incorporation, an extraordinary shareholders' meeting shall be convened within sixty days from the occurrence of the fact to conduct a by-election.

The total shareholding ratio of all directors of the Board shall comply with legal requirements. Restrictions on share transfers, the establishment or release of pledges, and other changes in shareholding by individual directors shall be handled in accordance with applicable regulations and fully disclosed.

Article 22.

In accordance with applicable regulations issued by the competent authority, the Company shall include in its Articles of Incorporation a requirement that the election of directors be conducted using a candidate nomination system. The Company shall carefully evaluate the qualifications and eligibility of nominees, including any disqualifying circumstances listed under Article 30 of the Company Act, and handle the election in accordance with Article 192-1 of the Company Act.

Article 23.



The responsibilities of the Chairperson and the General Manager shall be clearly delineated.

The Chairperson and the General Manager, or any other equivalent executive position, shall not be held by the same individual.

Where the Company has established functional committees, their duties and responsibilities shall be clearly defined.

Section 2 – Independent Director System

Article 24.

The Company shall appoint at least two independent directors as specified in its Articles of Incorporation, and the number of independent directors shall not be less than one-third of the total number of Board seats. The continuous tenure of independent directors should not exceed three terms.

Independent directors shall possess professional knowledge and are subject to shareholding restrictions. In addition to complying with relevant legal requirements, they should not concurrently serve as a director (including as an independent director) in more than five listed or OTC-listed companies. They shall maintain independence in the performance of their duties and shall not have any direct or indirect interest in the Company.

If the Company or any enterprise or organization within its group and another company or group mutually nominates each other's directors, supervisors, or managerial officers as candidates for independent director, such facts shall be disclosed when the nomination is accepted. The Company shall also explain the suitability of the candidate. If elected, the number of votes the independent director received shall also be disclosed.

The term "enterprise or organization within the group" as used in the preceding paragraph includes subsidiaries of the Company, foundations to which the Company directly or indirectly contributes more than 50% of the funds, and other institutions or legal persons over which the Company exercises substantive control.

Independent directors and non-independent directors shall not convert their identity during their term of office.

The qualifications, shareholding and concurrent position limitations, independence criteria, nomination methods, and other relevant rules for independent directors shall comply with the



Securities and Exchange Act, the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies,” and TWSE regulations.

Article 25.

In accordance with the Securities and Exchange Act, the Company shall submit the following matters for resolution by the Board of Directors. If any independent director expresses an objection or reservation, it shall be recorded in the minutes of the Board meeting:

1. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Adoption or amendment of handling procedures for major financial or business actions such as acquisition or disposal of assets, derivative transactions, lending of funds to others, and endorsements or guarantees, pursuant to Article 36-1 of the Securities and Exchange Act.
3. Matters involving a director’s own interest.
4. Major asset or derivative transactions.
5. Significant loans, endorsements, or guarantees.
6. Offerings, issuances, or private placements of equity-related securities.
7. Appointment, dismissal, or compensation of the certified public accountant.
8. Appointment or dismissal of the head of finance, accounting, or internal audit.
9. Other major matters as prescribed by the competent authority.

Article 26.

The Company shall clearly define the scope of duties of independent directors and provide them with adequate human and material resources to exercise their powers. The Company or other members of the Board shall not obstruct, reject, or evade the execution of duties by independent directors.

The Company shall, in accordance with applicable laws and regulations, stipulate the compensation of directors. Director’s compensation shall appropriately reflect individual performance, the Company’s long-term operating results, and overall operational risks.

Independent directors may be granted reasonable compensation different from that of regular directors.



Section 3 – Establishment of Functional Committees

Article 27.

To enhance its supervisory and management functions, the Company's Board of Directors should take the Company's size, business nature, and number of Board members, establish functional committees such as audit, remuneration, nomination, risk management, or other committees into consideration. It may also establish environmental protection, corporate social responsibility, or other committees based on principles of corporate social responsibility and sustainable operations, with such provisions included in the Articles of Incorporation.

Functional committees shall be accountable to the Board of Directors, and their proposals shall be submitted to the Board for resolution.

However, where the Audit Committee exercises the authority of supervisors pursuant to Article 14-4, paragraph 4 of the Securities and Exchange Act, this requirement shall not apply.

Functional committees shall adopt organizational rules, which must be approved by the resolution of the Board of Directors. Such rules shall include the number of committee members, their term of office, duties and responsibilities, meeting procedures, and the resources the Company must provide for the exercise of their duties.

Article 28.

The Company has established an Audit Committee composed entirely of independent directors, with no fewer than three members. One member shall serve as the convener, and at least one member must possess expertise in accounting or finance.

The exercise of authority by the Audit Committee and its independent director members, as well as related matters, shall be governed by the Securities and Exchange Act, the "Regulations Governing the Exercise of Powers by Audit Committees of Public Companies," and the regulations of the Taiwan Stock Exchange.

Article 28-1.

The Company has established a Remuneration Committee, with a majority of the members preferably being independent directors. The qualifications of its members, exercise of powers, establishment of its organizational charter, and related matters shall comply with the "Regulations Governing the Establishment and Exercise of Powers of Compensation



Committees by TWSE/GTSM Listed Companies.”

Article 28-2.

The Company is advised to establish a Nomination Committee and adopt its organizational charter. A majority of the members should be independent directors, and the chairperson of the committee should be an independent director.

Article 28-3.

The Company is advised to establish and publicly disclose internal and external whistleblowing channels and to implement a whistleblower protection mechanism. The designated receiving unit shall be independent, encrypt the files provided by whistleblowers, appropriately restrict access permissions, and formulate internal procedures that are integrated into the internal control system.

Article 29.

To improve the quality of financial reporting, the Company shall appoint a deputy for the chief accounting officer.

The deputy shall complete annual continuing education in the same manner as the chief accounting officer to strengthen professional competence.

Personnel involved in the preparation of financial reports shall complete more than six hours of relevant professional training each year, which may include internal training or external courses provided by professional institutions recognized by the accounting supervisor.

The Company shall engage professional, responsible, and independent certified public accountants (CPAs) to conduct periodic audits of the Company's financial condition and internal control systems.

The Company shall properly review and improve upon any irregularities or deficiencies identified by the CPA during the audit and disclosed in a timely manner, as well as address the CPA's concrete recommendations for improvement or fraud prevention. The Company is also advised to establish communication channels or mechanisms between the Audit Committee and the CPA, and to integrate these into internal procedures and control systems.

The Company shall evaluate the independence and suitability of the appointed CPA at least



once a year. If the Company has retained the same CPA for seven consecutive years, or if the CPA has been sanctioned or is otherwise deemed to have compromised independence, the Company shall assess whether replacement is necessary and submit the evaluation results to the Board of Directors.

Article 30.

The Company is encouraged to engage professional and qualified legal counsel to provide appropriate legal advisory services, assist the Board of Directors and management in enhancing their legal literacy, and prevent the Company and its personnel from violating the law. Such counsel shall also ensure that the Company's governance operations function within a lawful framework and follow statutory procedures.

In cases where directors or members of management become involved in litigation due to lawful execution of their duties or in disputes with shareholders, the Company shall, as appropriate, engage legal counsel to assist.

The Audit Committee or its independent director members may, on behalf of the Company, retain legal counsel, accountants, or other professionals to conduct necessary audits or provide consultations regarding matters related to the exercise of their duties. Fees incurred shall be borne by the Company.

Article 31.

The Board of Directors shall convene at least once per quarter and may convene at any time in case of emergency. The notice of a Board meeting shall state the purpose of the meeting and be delivered to each director at least seven days in advance, along with sufficient meeting materials.

If the materials provided are inadequate, directors have the right to request supplementary information or propose that the meeting be postponed by resolution of the Board.

The Company shall adopt rules of procedure for Board meetings. The main topics, operational procedures, required content of meeting minutes, disclosure requirements, and other compliance matters shall be handled in accordance with the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies."

Article 32.

Directors shall exercise a high degree of self-discipline. For matters listed on the Board agenda



in which a director or the juristic person represented by the director has an interest, the director shall explain the material nature of the interest at that Board meeting.

If the matter may be detrimental to the interests of the Company, the director shall neither participate in discussion or voting nor act as proxy for another director in voting.

Matters requiring directors to recuse themselves shall be clearly stipulated in the rules of procedure for Board meetings.

Article 33.

Independent directors shall personally attend Board meetings when the matters required by Article 14-3 of the Securities and Exchange Act are submitted for resolution; they shall not appoint non-independent directors as their proxy.

If any independent director expresses an objection or reservation, it shall be recorded in the minutes of the Board meeting. If an independent director is unable to attend in person to express such objection or reservation, a written opinion shall be submitted in advance, with justification provided, and included in the meeting minutes.

Where any of the following situations apply to resolutions passed by the Board of Directors, such matters shall be noted in the meeting minutes and disclosed via the Market Observation Post System (MOPS) by no later than two hours after the opening of trading hours on the business day following the Board meeting:

1. An independent director has expressed an objection or reservation, and such opinion has been recorded or provided in writing.
2. A matter not approved by the Audit Committee is approved by at least two-thirds of all directors of a company that has established an Audit Committee.

Depending on the content of agenda items, the Board may notify relevant managerial officers who are not directors to attend the meeting and report on the current status of Company operations or respond to inquiries from directors. Where necessary, accountants, legal counsel, or other professionals may be invited to attend the meeting to assist directors in understanding the Company's operations and making appropriate decisions; however, such professionals shall leave the meeting during deliberation and voting.

Article 34.

The personnel responsible for recording the Board meetings shall accurately and thoroughly



record the reports and discussion summaries of all agenda items, as well as the methods and outcomes of the resolutions, in accordance with applicable rules and regulations.

The minutes of Board meetings shall be signed or stamped by the chairperson and the recording person and distributed to all directors within 20 days after the meeting. The sign-in sheet for the meeting is part of the meeting minutes and shall be archived as an important corporate record and properly preserved throughout the duration of the Company's existence.

The preparation, distribution, and preservation of meeting minutes may be done electronically.

The entire process of Board meetings shall be recorded via audio or video for archival purposes and kept for at least five years. Such recordings may also be stored electronically.

If legal proceedings arise concerning Board resolutions before the expiration of the aforementioned retention period, the relevant audio or video records must be retained until the litigation is concluded, and the five-year limit shall not apply.

For Board meetings convened via video conferencing, the audio and video recordings are part of the meeting minutes and shall be preserved permanently.

If a Board resolution violates laws, the Articles of Incorporation, or resolutions of the shareholders' meeting and causes damage to the Company, any dissenting director who had such dissent recorded or submitted in writing shall not be held liable for compensation.

Article 35.

The Company shall submit the following matters to the Board of Directors for discussion:

1. The Company's operational plans.
2. Annual financial reports and second-quarter financial reports that require CPA audit and attestation.
3. Adoption or amendment of the internal control system, and assessment of its effectiveness, pursuant to Article 14-1 of the Securities and Exchange Act.
4. Adoption or amendment of handling procedures for major financial or business actions such as acquisition or disposal of assets, derivative transactions, lending of funds to others, and endorsements or guarantees, pursuant to Article 36-1 of the Securities and Exchange Act.
5. Fundraising, issuance, or private placement of equity-related securities.



6. Performance evaluations and compensation standards for managerial officers.
7. Structure and system of directors' compensation.
8. Appointment or dismissal of the heads of finance, accounting, or internal audit.
9. Donations to related parties or significant donations to non-related parties; however, donations made for emergency relief due to major natural disasters may be ratified at the next Board meeting.
10. Other material matters as required under Article 14-3 of the Securities and Exchange Act, or as stipulated by law, the Articles of Incorporation, or competent authority.

In addition to the matters that must be discussed by the Board of Directors, the Board may, during recess, authorize the exercise of certain powers in accordance with law or the Articles of Incorporation. Such authorization shall be specific in terms of level, content, and scope, and may not be general or blanket.

Article 36.

Resolutions of the Board shall be clearly assigned to the appropriate execution units or personnel, with implementation required in accordance with scheduled timelines and targets. These tasks shall be incorporated into a tracking and management system and subject to assessment.

The Board shall maintain adequate oversight of implementation progress and receive progress reports at subsequent meetings to ensure proper execution of management decisions.

Section 5 – Fiduciary Duties and Responsibilities of Directors

Article 37.

Members of the Board shall faithfully perform their duties with the care of a good administrator and shall exercise their powers with a high degree of self-discipline and prudence. Except for matters required by law or the Articles of Incorporation to be resolved by the shareholders' meeting, execution of Company affairs shall be in accordance with Board resolutions.

The Company is advised to establish rules and procedures for performance evaluation of the Board. In addition to conducting periodic annual self-assessments or peer reviews of the Board, its functional committees, and individual directors, the Company may also engage external



professional institutions or adopt other appropriate methods to conduct evaluations.

The performance evaluation of the Board shall cover the following dimensions, with assessment criteria tailored to Company needs:

1. Participation in Company operations.
2. Improvement in quality of Board decisions.
3. Composition and structure of the Board.
4. Selection and ongoing education of directors.
5. Internal control.

Performance evaluations of Board members (self or peer) should cover the following dimensions and may be adjusted as needed:

1. Understanding of Company goals and missions.
2. Awareness of directors' responsibilities.
3. Participation in Company operations.
4. Management of internal relationships and communication.
5. Professional qualifications and continuing education of directors.
6. Internal control.

Performance evaluations of functional committees shall cover the following aspects and be adjusted based on Company needs:

1. Participation in Company operations.
2. Understanding of responsibilities by committee members.
3. Improvement in quality of committee decisions.
4. Composition and member selection.
5. Internal control.

The results of performance evaluations are advised to be reported to the Board of Directors and used as reference for setting compensation and determining the reappointment of individual directors.

**Article 37-1.**

The Company is advised to establish a succession plan for its management team, and the Board of Directors shall periodically evaluate the development and implementation of such plan to ensure the sustainability of operations.

Article 38.

If a resolution of the Board of Directors is found to violate laws or the Company's Articles of Incorporation, and shareholders who have held shares continuously for over one year or independent directors request that the Board cease implementation of such resolution, the Board members shall promptly and appropriately address the issue or discontinue execution of the relevant resolution.

If a Board member becomes aware that the Company is at risk of significant harm, they shall act in accordance with the preceding paragraph and immediately report to the Audit Committee or its independent director members.

Article 39.

During their term of office, the Company shall obtain liability insurance for its directors to cover the compensation responsibility they may legally bear for acts performed in the scope of their duties. This measure aims to mitigate and disperse the risk of major damage to the Company and its shareholders due to the director's error or negligence.

After obtaining or renewing directors' liability insurance, the Company shall report the insurance amount, scope of coverage, and premium terms at the next Board meeting.

Article 40.

Board members are encouraged to attend courses related to corporate governance—such as finance, risk management, business, commerce, accounting, law, or corporate social responsibility—offered by institutions designated under the “Directions for the Continuing Education of Directors and Supervisors of TWSE/TPEX Listed Companies,” either upon appointment or throughout their term. The Company shall also require employees at all levels to enhance their professional and legal knowledge.

Chapter 4 – Respect for Stakeholders' Rights and Interests**Article 41.**



The Company shall maintain open lines of communication with banks and other creditors, employees, consumers, suppliers, local communities, and other stakeholders, and shall respect and safeguard their lawful rights and interests. A dedicated stakeholder section shall be established on the Company's website.

When the legal rights or interests of stakeholders are infringed upon, the Company shall handle the matter appropriately in accordance with principles of integrity.

Article 42.

When dealing with banks and other creditors, the Company shall provide sufficient information to enable them to assess its operational and financial status and make informed decisions.

If their lawful rights or interests are infringed, the Company shall respond promptly and responsibly, ensuring appropriate channels are available for redress and compensation.

Article 43.

The Company shall establish communication channels for employees and encourage them to communicate directly with management and the Board of Directors, enabling employees to express their views regarding the Company's operations, financial performance, or any material decisions affecting their interests.

Article 44.

While pursuing stable business development and maximizing shareholder value, the Company shall also pay attention to consumer rights, environmental protection, public interest, and shall place importance on fulfilling its corporate social responsibility.

Chapter 5 – Enhancing Information Transparency

Section 1 – Strengthening Information Disclosure

Article 45.

Information disclosure is a critical responsibility of listed and OTC-listed companies. The Company shall faithfully fulfill its disclosure obligations in accordance with relevant laws, and the regulations of the Taiwan Stock Exchange or the Taipei Exchange.



The Company shall establish an electronic reporting system for public information, designate personnel responsible for collecting and disclosing corporate information, and implement a spokesperson system to ensure timely and proper disclosure of information that may influence decisions by shareholders and stakeholders.

Article 46.

To improve the accuracy and timeliness of material information disclosure, the Company shall appoint a spokesperson and deputy spokesperson(s) who possess comprehensive knowledge of the Company's financial and business affairs, can coordinate internally to obtain relevant information, and are authorized to speak on behalf of the Company externally.

The Company shall designate more than one deputy spokesperson. Any deputy spokesperson shall be able to act independently in the spokesperson's absence, and the order of delegation must be clearly defined to avoid confusion.

To implement the spokesperson system effectively, the Company shall establish standardized speaking procedures and require all management and employees to maintain confidentiality regarding financial and business matters and refrain from unauthorized disclosure.

Any changes in the spokesperson or deputy spokesperson shall be disclosed publicly without delay.

Article 47.

The Company shall utilize the internet to establish a website providing financial, business, and corporate governance information to facilitate access for shareholders and stakeholders. An English version of financial, governance, or other relevant information is also advised.

A designated person shall be responsible for maintaining the website, ensuring that all information is accurate, complete, and updated in a timely manner to prevent misinformation.

Article 48.

When the Company holds investor conferences, it shall comply with the relevant regulations of the Taiwan Stock Exchange and shall record the proceedings by audio or video.

The financial and operational information disclosed during investor conferences shall be reported to the Market Observation Post System in accordance with TWSE regulations and made available via the Company's website or other appropriate channels.



Section 2 – Disclosure of Corporate Governance Information

Article 49.

The Company's website shall include a dedicated section disclosing the following corporate governance information, which shall be regularly updated:

1. **Board of Directors:** Including resumes of members, their duties and responsibilities, policies on Board diversity, and implementation status.
2. **Functional Committees:** Including resumes of committee members and their duties.
3. **Corporate Governance Regulations:** Including the Articles of Incorporation, rules of procedure for Board meetings, and organizational rules for functional committees.

Key Governance Information: Such as the designation and contact details of the Corporate Governance Officer.

Chapter 6 – Supplementary Provisions

Article 50.

The Company shall continuously monitor the development of corporate governance practices both domestically and internationally, and review and improve its own corporate governance framework accordingly to enhance governance effectiveness.

Article 51.

These Codes shall take effect upon resolution of the Board of Directors. Any amendments shall be subject to the same procedure.

These Codes were originally enacted on March 9, 2017, and implemented on June 1, 2017.

The first amendment was made on May 10, 2019.

The second amendment was made on November 11, 2020.

The third amendment was made on May 12, 2022.