

Gamania Digital Entertainment Co., Ltd.

Corporate Governance, Best-Practice Principles

One General Provisions

Article 1

In order to establish a sound corporate governance system, Gamania Digital Entertainment Co., Ltd. (hereinafter referred to as the "Company") has adopted the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies jointly formulated by the Taiwan Stock Exchange Co., Ltd. (hereinafter referred to as the TWSE) and the Taipei Exchange (hereinafter referred to as the TPEX), and formulates the Principles for compliance and disclosure on the Market Observation Post System.

Article 2

For the corporate governance system established, in addition to complying with the provisions of laws, regulations and its articles of association, as well as the contracts and related normative matters signed with the TWSE or TPEX, the Company shall follow the principles below:

- I Building an effective corporate governance framework.
- II Protecting shareholder rights and interests.
- III Strengthening the competence of the board of directors.
- IV Performing the function of independent directors.
- V Respecting the rights and interests of stakeholders.
- VI Improving information transparency.

Article 3

The Company shall examine the overall operational activities of the Company and its subsidiaries in accordance with the guidelines for establishing internal control systems for public companies, design and implement its internal control systems, and review them at any time to respond to changes in the internal and external environment of the Company, in order to ensure the continuing effectiveness of the design and implementation of such systems.

In addition to conducting self-evaluation on the internal control system, the board of directors and the management shall review the self-evaluation results of each department and quarterly audit reports of the audit unit at least annually. The Audit Committee shall also pay attention to and supervise them. Directors shall regularly hold discussions with internal auditors regarding the review of internal control system deficiencies, keep records to track and implement improvements, and submit a report to the board of directors. A TWSE or TPEX listed company is advised to

establish communication channels and mechanisms among independent directors, the audit committee and the internal audit supervisor, and the convener of the audit committee shall report to the shareholders' meeting on the communication between audit committee members or supervisors and the internal audit supervisor.

The management of the Company shall attach importance to the internal audit unit and its personnel, grant them sufficient authority, and urge them to inspect and evaluate the deficiencies of the internal control system and measure the efficiency of operations, in order to ensure the continuous and effective implementation of the system, and assist the board of directors and management in fulfilling their responsibilities, thereby implementing the Company's governance system.

The appointment and dismissal of the Company's internal audit supervisor shall be approved by the Audit Committee and submitted to a Board meeting for resolution. The appointment and dismissal, evaluation, salary, and remuneration of internal auditors shall be submitted to a Board meeting for approval.

Article 3-1

The Company shall allocate competent and an appropriate number of corporate governance personnel based on its size, business situation, and management needs. It shall also designate a corporate governance supervisor in accordance with the regulations of the competent authority, TWSE or TPEX to be the highest responsible person for corporate governance related affairs. The supervisor shall have obtained the qualification of a lawyer or CPA or been engaged in legal affairs, legal compliance, internal audit, finance, stock affairs, or corporate governance related unit of a securities, finance or futures related institution or a public company for at least three years. The corporate governance affairs described in the preceding paragraph shall cover at least the following:

- I Handling of matters relating to board meetings and shareholders' meetings in compliance with the law.
- II Preparation of minutes of board meetings and shareholders' meetings.
- III Assisting in the job assumption and continuing education of directors.
- IV Provision of information required for the directors' performance of duties.
- V Assisting the directors in legal compliance.
- VI Other matters stipulated in the Company's articles of association or contracts.

Two Protecting Shareholder Rights and Interests.

Section 1 Encouraging Shareholders to Participate in Corporate Governance

Article 4

The priority of the Company's implementation of a corporate governance system

shall be the protection of shareholder rights, and treating all shareholders fairly; a corporate governance system shall also be established to ensure that shareholders have full knowledge, participation, and decision-making rights regarding important matters of the Company.

Article 5

The Company shall convene a shareholders' meeting in accordance with the Company Act and relevant laws and regulations, and formulate complete rules of procedure. For matters that need to be resolved by the shareholders' meeting, the rules of procedure shall be strictly followed.

The content of the resolution of a shareholders' meeting shall comply with laws and regulations and the Company's articles of association.

Article 6

The board of directors of the Company shall properly arrange the topics and procedures for the shareholder meeting, establish the principles and procedures for shareholders' nomination of directors and shareholders' meeting proposals, and appropriately handle proposals submitted by shareholders in accordance with the law. The shareholders' meeting shall be held at a convenient meeting location, with sufficient time reserved and sufficient and qualified personnel appointed to handle the registration procedures. The documentary evidence required for shareholders' attendance shall not be arbitrarily added, and no other documentary evidence shall be required. Reasonable discussion time shall be allowed for each topic, and shareholders shall be given appropriate opportunities to speak.

The Chairman of the Board shall personally preside over the shareholders' meeting convened by the board of directors, and more than half of the board of directors (including at least one independent director) and the convener of the Audit Committee shall attend in person, with at least one representative from other functional committees attending. The attendance shall be recorded in the minutes of the shareholders' meeting.

Article 7

The Company shall encourage shareholders to participate in corporate governance, and appoint a professional stock affairs agency to handle the affairs of the shareholders' meeting, so that the shareholders' meeting can be held in a legal, effective and safe manner. The Company shall fully adopt technological information disclosure methods through various means and channels, and adopt electronic voting to increase the proportion of shareholders attending shareholders' meetings, and ensure that shareholders can exercise their shareholder rights in accordance with the law.

The Company shall avoid proposing temporary motions and amendments to the original motions at the shareholders' meeting.

The Company shall arrange for shareholders to vote on the proposals at the shareholders' meeting on a case by case basis, and on the day after the shareholders' meeting is held, input the results of shareholders' consent, opposition and waiver into the internet information reporting system designated by the TWSE or the TPEX.

Article 8

The Company shall, in accordance with the provisions of the Company Act and relevant laws and regulations, record in the minutes of the shareholders' meeting the year, month, day, place, name of the chairman and resolution method of the meeting, and shall record the essentials of the proceedings and their results. For the election of directors, the voting method and the number of voting rights won by elected directors shall be specified.

The minutes of shareholders' meetings shall be permanently and properly kept during the Company's existence, and fully disclosed on the Company's website if available.

Article 9

The chairman of the shareholders' meeting shall be fully aware of and comply with the rules of procedure set by the Company, and keep smooth progress of the agenda without arbitrarily announcing the closure of the meeting.

To protect the rights and interests of the majority of shareholders, if the chairman declares adjournment of the meeting in violation of the rules of procedure, other members of the board of directors shall promptly assist the attending shareholders in establishing procedures in accordance with the law, and elect a new chairman with the consent of the attending shareholders holding more than half of the voting rights to continue the meeting.

Article 10

The Company shall attach importance to shareholders' right to know, and firmly comply with relevant regulations on information disclosure to regularly and promptly provide information to shareholders regarding the Company's finances, business, insiders' shareholding and corporate governance on the Market Observation Post System or the website set up by the Company.

In order to treat shareholders equally, the timing for the release of various types of information referred to in the preceding paragraph and the simultaneous disclosure in English shall be based on the regulations of the competent authority.

To safeguard the rights and interests of shareholders and implement equal treatment

for shareholders, the Company has established internal regulations prohibiting insiders from using non-public information in the market to buy or sell securities. The preceding regulations include insiders' stock trading from the date they become aware of the Company's financial report or related performance content.

Article 11

Shareholders shall have the right to share the Company's earnings. To ensure the investment rights and interests of shareholders, the shareholders' meeting may, in accordance with Article 184 of the Company Act, audit the statements and reports prepared by the board of directors and the report by the Audit Committee, and decide to distribute earnings or make up losses. Before conducting the audit mentioned in the preceding paragraph, the shareholders' meeting may select and appoint inspectors as required.

Shareholders may, in accordance with Article 245 of the Company Act, request the court to appoint an inspector to inspect the Company's business accounts, assets, specific matters, specific transaction documents and records.

The board of directors, Audit Committee and managers of the Company shall fully cooperate with the inspector in the audit operations mentioned in the two paragraphs above, and shall not have any act of evasion, obstruction or refusal.

Article 12

The Company's acquisition or disposal of assets, loans to others, endorsements and guarantees, and other major financial business activities shall be handled in accordance with relevant laws and regulations, and relevant operating procedures shall be formulated and submitted to the shareholders' meeting for approval, in order to safeguard shareholders' rights and interests. When a management buyout (MBO) occurs in the Company, in addition to complying with relevant laws and regulations, an objective and independent review committee shall be formed to review the reasonableness of the acquisition price and plan, and attention shall be paid to information disclosure regulations.

Personnel handling the matters referred to in the preceding paragraph shall pay attention to conflicts and avoidance of interest.

Article 13

To ensure the rights and interests of shareholders, it is advised that the Company have dedicated personnel to properly handle shareholder suggestions, doubts and disputes. If the Company's shareholders' meeting or board resolution violates laws, regulations or the Company's articles of association, or if its directors or managers violate laws, regulations, or the Company's articles of association when performing their duties, thus resulting in damage to the rights and interests of shareholders, the

Company shall handle the situation where shareholders file a lawsuit in accordance with the law.

The Company shall establish internal operating procedures to properly handle the matters in the two paragraphs above, keep written records for future reference, and incorporate them into the internal control system for control purposes.

Section 2 Corporate Governance Relationship between the Company and Affiliated Enterprises

Article 14

The management objectives and responsibilities of personnel, assets and finance between the Company and its affiliated enterprises shall be clarified, risk assessments shall be carried out, and appropriate firewalls shall be established.

Article 15

Unless otherwise provided by laws and regulations, the manager of the Company shall not act concurrently as the manager of an affiliated enterprise. Directors who act for themselves or others within the scope of the Company's business shall explain to the shareholders' meeting the essential contents of such acts and obtain its approval.

Article 16

The Company shall establish sound financial, business and accounting management objectives and systems in accordance with relevant laws and regulations, and shall carry out comprehensive risk assessments with its affiliated enterprises regarding major banks, customers and suppliers, and implement necessary control mechanisms to reduce credit risk.

Article 17

If the Company has business dealings with its affiliated enterprises, written regulations shall be established based on the principle of fairness and reasonableness for financial and business-related operations between each other. For contract signing related matters, price conditions and payment methods shall be clearly defined, and unconventional transactions shall be avoided.

Transactions or contracts between the Company and its related parties and their shareholders shall also be handled in accordance with the principles in the preceding paragraph, and the transfer of benefits shall be strictly prohibited.

Article 18

Corporate shareholders with control over the Company shall comply with the following matters:

I They shall have an obligation of ethics towards other shareholders and not

- directly or indirectly cause the Company to engage in irregular business practices or other operations for illegal benefits.
- II When attending the shareholders' meeting, the representative shall, in compliance with the relevant standards set by the Company for exercising rights and participating in resolutions, exercise their voting rights based on the principle of ethics and in the best interests of all shareholders, and fulfill the director's duties of loyalty and care.
 - III The nomination of company directors shall be handled in accordance with relevant laws and regulations and the Company's articles of association, and shall not exceed the scope of authority of the shareholders' meeting or board meeting.
 - IV Shall not improperly intervene in company decisions or hinder business activities.
 - V Shall not restrict or hinder the Company's production and business through unfair competition such as monopolistic procurement or closed sales channels.
 - VI The legal representative appointed due to their election as a director shall meet the professional qualifications required by the Company, and shall not be arbitrarily reassigned.

Article 19

The Company shall always have a list of major shareholders who hold a significant proportion of the Company's shares and who can actually control the Company, as well as the ultimate controllers of major shareholders.

The Company shall regularly disclose the pledge, increase or decrease of the Company's shares held by shareholders holding more than 10% of the Company's shares, or other important matters that may cause changes in their shareholdings, in order to facilitate the supervision by other shareholders. The major shareholders referred to in the first paragraph refer to shareholders with an equity ratio of 5% or more, or those among the top ten in shareholding. However, the Company may set a lower shareholding ratio based on their actual shareholding.

Three Strengthening the Competence of the Board of Directors

Section 1 Structure of the Board of Directors

Article 20

The board of directors of the Company shall be responsible to the shareholders' meeting, and the various operations and arrangements of its corporate governance system shall ensure that the board of directors performs its duties in accordance with laws and regulations, the Company's articles of association, or resolutions of the shareholders' meeting.

The structure of the Company's board of directors shall determine an appropriate number of directors of five or more based on the Company's business development scale and the shareholdings of its major shareholders, while taking into account its practical operational needs.

Diversification shall be considered for the composition of the board of directors, and an appropriate diversification policy shall be formulated based on its own operations, operational mode and development needs; these are advised to include but not be limited to the following two major aspects:

- I Basic conditions and values: gender, age, nationality and culture.
- II Professional knowledge and skills: professional background (such as law, accounting, industry, finance, marketing or technology), professional skills and industry experience.

Board members shall generally possess the necessary knowledge, skills, and literacy to perform their duties. In order to achieve the ideal goals of corporate governance, the overall abilities that the board of directors shall possess are as follows:

- I Operational judgment ability.
- II Accounting and financial analysis ability.
- III Operational management ability.
- IV Crisis management ability.
- V Industrial knowledge.
- VI International market views.
- VII Leadership.
- VIII Decision-making ability

Article 21

The Company shall establish a fair, just and open procedure for selecting directors, and adopt a cumulative voting system in accordance with the Company Act to fully reflect the opinions of shareholders.

Except for those approved by the competent authority, no more than half of the directors of the Company shall have any spouse or family relationship within the second degree of kinship.

When the number of directors falls below five due to the dismissal of a director for any reason, the company shall hold a director by-election at the next following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the company shall convene a special shareholders meeting within 60 days of the occurrence of that fact to hold a director by-election.

The total shareholding ratio of all directors on the Company's board of directors shall comply with the requirement of laws and regulations. The restrictions on the transfer of shares, establishment or lifting of pledge rights, and changes in the ownership of each director's shares shall be handled in accordance with relevant

regulations, and all information shall be fully disclosed.

Article 22

The Company shall, in accordance with the laws and regulations of the competent authority, specify in its articles of association that a candidate nomination system shall be adopted for the election of directors, carefully evaluate the qualifications, academic background, and presence of any of the matters listed in Article 30 of the Company Act, and handle them in accordance with Article 192-1 of the Company Act.

Article 23

The authorization and responsibilities of functional committees, the Chairman and the President shall be clearly divided by the Company's board of directors. The Chairman and the President or equivalent positions shall not be held by the same person.

If it is necessary to establish functional committees, their responsibilities shall be clearly assigned.

Section 2 Independent Director System

Article 24

The Company shall establish two or more independent directors in accordance with the articles of association, and the number shall not be less than one-fifth of the total director number.

Independent directors shall possess professional knowledge, and their shareholding and part-time positions shall be limited. They shall maintain independence within the scope of their business operations, and shall not have direct or indirect interests in the Company.

If the Company and its group enterprises and organizations mutually nominate the other party's directors, supervisors or managers with another company and its group enterprises and organizations as independent director candidates, the Company shall disclose the fact when accepting the nomination of independent director candidates, and explain the suitability of the independent director candidates. For the independent directors elected, the voting rights they obtain shall be disclosed.

The scope of application of group enterprises and organizations referred to in the preceding paragraph applies to the subsidiaries of TWSE and TPEX listed companies, consortium legal persons who directly or indirectly contribute more than 50% of the capital, and other institutions or legal persons with substantial control capabilities.

Independent directors and non-independent directors shall not change their identities during their tenure.

The professional qualifications, shareholdings and part-time job restrictions, determination of independence, nomination methods, and other measures to be followed for independent directors shall be handled in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and the regulations of the TWSE or the TPEX.

Article 25 (Matters to Be Proposed to the Board Meeting for Resolution)

The Company shall submit the following matters to the board meeting for resolution in accordance with the provisions of the Securities and Exchange Act; if independent directors have objections or reservations, they shall specify them in the minutes of the board meeting:

- I Establish or amend the internal control system in accordance with Article 14-1 of the Securities and Exchange Act.
- II Establish or amend the procedures for handling major financial business activities such as acquisition or disposal of assets, engagement in derivative transactions, lending funds to others, and endorsements or guarantees for others in accordance with Article 36-1 of the Securities and Exchange Act.
- III Matters involving the interests of the directors or supervisors themselves.
- IV Significant asset or derivative transactions.
- V Significant fund lending, endorsements or guarantees provided.
- VI Offering, issuing or private placement of securities with equity nature.
- VII Appointment, dismissal or remuneration of the certifying accountant.
- VIII Appointment and dismissal of financial, accounting or internal audit supervisors.
- IX Other significant matters specified by the regulatory authority.

Article 26

The Company shall clearly define the scope of responsibilities of independent directors, and provide relevant manpower and material resources for performing their duties. The Company or other board members may not impede, refuse or evade the independent directors' performance of their duties.

The Company shall stipulate the remuneration of directors in the articles of association or in accordance with the resolutions of the shareholders' meeting. The remuneration of directors shall fully reflect their personal performance and the long-term operational performance of the Company, while comprehensively considering the Company's operational risks. For independent directors, reasonable remuneration may be set to be different from that of general directors.

Section 3 Audit Committee and Other Functional Committees

Article 27

In order to improve the supervision function and strengthen the management function, the board of directors of the Company may establish audit, nomination, risk management or other functional committees based on the size of the board of directors and the number of independent directors, and may establish environmental protection, corporate social responsibility or other committees based on the concept of corporate social responsibility and sustainable operation, with clear provisions in the articles of association.

Functional committees shall be responsible to the board of directors and submit their proposals to the board for resolution. However, this restriction does not apply to the exercise of supervisory authority by the audit committee in accordance with paragraph 4, Article 14-4 of the Securities and Exchange Act.

A functional committee shall establish its regulations of organization, subject to approval by resolution at the board of directors meeting. The regulations of organization shall provide for matters including the number of the committee members, term of office, powers and authorities, rules of procedure, and resources provided by the company to facilitate its exercise of powers.

Article 28

The Company shall establish an audit committee composed of all the independent directors, with the number no less than three; one of them shall be the convener, and at least one of them shall have accounting or financial expertise.

Article 28-1

The Company shall establish a remuneration committee with more than half of the members being independent directors. The professional qualifications and performance of duties of its members, establishment of organizational rules 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".

Article 28-2

The Company shall establish anonymous internal whistleblowing channels and establish a whistleblower protection system. The accepting unit shall have independence, encrypt and protect the files provided by whistleblowers and appropriately restrict the access, and establish internal operating procedures and incorporate them into the internal control system for control purposes.

Article 28-3

The Company shall establish a nomination committee and its rules of organization; the Committee shall be composed of four members, including the Chairman and three directors, with over half of the members being independent directors.

Article 29

In order to improve the quality of financial reports, the Company shall establish a deputy for the accounting supervisor.

The deputy of the accounting supervisor referred to in the preceding paragraph shall pursue continuing study annually as the accounting supervisor does, in order to strengthen his/her professional ability.

Accounting personnel involved in the preparation of financial reports shall also take professional courses for at least six hours each year. The training methods may include participating in internal training of the Company or professional courses organized by training institutions for accounting supervisors.

The Company shall choose a professional, responsible, and independent certifying accountant to conduct regular audits of the Company's financial condition and internal control. The Company shall truly review and improve any abnormalities or deficiencies discovered and disclosed by the accountant during the audit process, as well as provide specific improvement or fraud prevention suggestions. It is advised to establish a communication channel or mechanism between independent directors or the Audit Committee and the certifying accountant, and establish internal operating procedures and incorporate them into the internal control system for control purposes.

The Company shall regularly (at least once a year) evaluate the independence and suitability of the accountant hired. If the Company has not changed its accountant for seven consecutive years, or if its accountant has been subject to disciplinary action or has compromised its independence, the Company shall evaluate the necessity of changing its accountant and report the evaluation results to the board of directors.

Article 30

The Company shall appoint a professional and competent lawyer to provide appropriate legal consulting services for the Company, or assist the board of directors and management in improving their legal literacy, in order to prevent the Company and its related personnel from violating laws and regulations, and promote the operation of corporate governance within the relevant legal framework and legal procedures.

In the event that a director or the management is involved in litigation or disputes with shareholders when carrying out business in accordance with the law, the Company shall, depending on the situation, appoint a lawyer for assistance.

The Committee may appoint lawyers, accountants or other professionals to conduct necessary audits or provide advice on matters related to their performance of duties, and the relevant expenses shall be borne by the Company.

Section 4 Rules of Procedure and Decision Procedures of the Board of Directors

Article 31

The board meeting of the Company shall be convened at least once a quarter, and may be convened at any time in case of emergency. For the convening of the board meeting, the reasons for the convening shall be specified, all the directors shall be notified seven days in advance, and sufficient meeting data shall be sent together with the convening notice. If the meeting data is insufficient, the directors have the right to request supplementation or to postpone the review after a board resolution. The Company shall establish the rules of procedure for board meetings; the main agenda items, operational procedures, required content of meeting minutes, public announcements and other compliance requirements for the board meeting shall be handled in accordance with the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

Article 32

Directors shall uphold a high degree of self-discipline. If a meeting agenda item involves the interest of a director himself or the legal person he represents, the director shall explain the important content of the interest in the current board meeting; if it is harmful to the Company's interests, the director shall not join the discussion and voting and shall avoid the discussion and voting sessions, and may not represent any other director to exercise the voting rights. Matters for directors' self-avoidance shall be clearly defined in the rules of procedure for board meetings.

Article 33

Independent directors of the Company shall personally attend the meeting for matters required to be proposed to the board meeting under Article 14-3 of the Securities and Exchange Act, and shall not appoint non-independent directors to act as proxies. If independent directors have objections or reservations, they shall be stated in the minutes of the board meeting; if independent directors cannot express their objections or reservations in person at the board meeting, unless there are legitimate reasons, they shall issue written opinions in advance for inclusion in the minutes of the board meeting.

If any of the following circumstances is contained in the board resolutions, in

addition to having them recorded in the minutes, an announcement and filing shall be made on the Market Observation Post System as designated by the Financial Supervisory Commission two hours prior to the start of trading hours on the next business day following the date of the board meeting:

- I The independent directors' objections or reservations with records or written statements in place.
- II For a company with an audit committee set up, any item with the resolution not approved by the audit committee but approved by more than two-thirds of all directors.

During the process of the board meeting, relevant department managers who are not directors may be notified to attend the meeting with no voting rights based on the content of the proposals, report on the current business situation of the Company, and respond to questions raised by directors. When necessary, accountants, lawyers or other professionals may also be invited to attend the meeting to assist directors in understanding the current situation of the Company and making appropriate resolutions, but such personnel shall be excused from discussions and voting.

Article 34

The personnel of the Company's board meeting affairs shall truthfully and accurately record items reported in the meeting, as well as the summary, resolution method and results of each proposal in accordance with relevant regulations.

The meeting minutes must be signed or stamped by the meeting chairman and recorder of the meeting, and distributed to directors members within 20 days after the meeting. The sig-in book of the board meeting is a part of the meeting minutes, which shall be archived as the Company's important file, and properly kept during the Company's existence.

The production and distribution of the meeting minutes may be done electronically.

The entire process of the board meeting of the Company shall be audio or video recorded, and the recording shall be kept for at least five years; the recording may be kept in electronic form.

Before the expiry of the retention period mentioned in the preceding paragraph, if a lawsuit occurs on the matters discussed at the board meeting, the relevant audio or video recording evidence shall be kept until the end of the lawsuit.

If a board meeting is held via video conferencing, the audio and video data recorded at the meeting shall be a part of the meeting minutes and permanently kept.

If a board resolution violates the laws and regulations, the Company's articles of association, or resolutions of the shareholders' meeting, thereby causing losses to the Company, the directors who expressed objections with records or written statements in place as proof shall be exempted from the liabilities involved.

Article 35

The following matters shall be referred to the board meeting of the Company for discussion:

- I The Company's business plan.
- II Annual and semi-annual financial reports. However, this requirement does not apply to semi-annual financial reports that are not required by law and regulations to be audited and certified by a certified public accountant.
- III Establish or amend the internal control system in accordance with Article 14-1 of the Securities and Exchange Act, and assess the effectiveness of the internal control system.
- IV Establish or amend the procedures for handling major financial business activities such as acquisition or disposal of assets, engagement in derivative transactions, lending funds to others, and endorsements or guarantees for others in accordance with Article 36-1 of the Securities and Exchange Act.
- V Offering, issuing or private placement of securities with equity nature.
- VI Performance Evaluation and Remuneration Standards for Managers
- VI Remuneration structure and system for directors.
- VII Appointment and dismissal of financial, accounting or internal audit supervisors.
- VIII Donations to related parties or major donations to non-related parties. However, donations of a public welfare nature for emergency relief due to major disasters may be ratified at the next board meeting.
- IX Significant matters which are subject to the resolution of the shareholders' meeting or the board meeting in accordance with Article 14-3 of the Securities and Exchange Act or other laws and regulations or the articles of association, or are specified by the competent authority.

Except for the matters to be discussed at the board meeting as mentioned in the preceding paragraph, during the recess of the board meeting, if the board of directors authorizes the exercise of the powers of the board in accordance with laws and regulations or the Company's articles of association, the authorization level, content or matters shall be specific and clear, and no general authorization is allowed.

Article 36

The Company shall clearly deliver the board resolutions to the appropriate executing units or personnel and require them to be executed according to the planned schedule and objectives, and track the progress for management purposed and assessment of the execution status.

The board of directors shall fully grasp the progress of implementation, and report at the next meeting to ensure the implementation of the board's business decisions.

Section 5 Duty of Faithful Care and Responsibilities of Directors

Article 37

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

The Company shall establish performance evaluation methods and procedures for the board of directors. In addition to conducting self or peer evaluations of the board and individual directors on a regular basis every year, an external professional institution or other appropriate methods may be employed to conduct the performance evaluations. The evaluation of the performance of the board of directors shall include the following aspects, and appropriate evaluation indicators shall be determined based on the Company's needs:

- I Degree of involvement in corporate operations.
- II Improvement of the board's decision-making quality.
- III Composition and structure of the board.
- IV Election and continuing education of directors
- V Internal control.

Performance evaluation of the board members (on themselves or peers) should cover the following aspects and is subject to appropriate adjustments with the company's needs being taken into consideration:

- I Mastering of the goals and mission of the Company.
- II Awareness of the director's duties.
- III Degree of involvement in corporate operations.
- IV Management of internal relationship and communication.
- V Director's expertise and continuing education.
- VI Internal control.

The Company shall conduct a performance evaluation of the functional committees, with the evaluation content covering the following aspects and appropriate adjustments made based on the Company's needs:

- I Degree of involvement in corporate operations.
- II Awareness of the duties of the functional committee.
- III Enhancement of decision-making quality of the functional committee.
- IV Composition and election of members of the functional committee.
- V Internal control.

It is advised that the Company submit the performance evaluation results to the board meeting, and use them as a reference for individual directors' salaries and subsequent nominations.

Article 37-1

The Company shall establish a succession plan for the management, and the board of directors shall regularly evaluate the development and execution of this plan to ensure sustainable operation.

Article 37-2

For a TWSE or TPEX listed company, the board of directors shall evaluate and supervise the business direction and performance of the company's intellectual property in the following aspects to ensure that the company establishes an intellectual property management system through a management cycle of "planning, execution, inspection and action":

- I Develop intellectual property management policies, goals and systems related to operational strategies.
- II Establish, implement and maintain a management system for the acquisition, protection, maintenance and utilization of intellectual property based on its scale and form.
- III Determine and provide sufficient resources to effectively implement and maintain the intellectual property management system.
- IV Observe internal and external risks or opportunities related to intellectual property management and take countermeasures.
- V Plan and implement a continuous improvement mechanism to ensure that the operation and effectiveness of the intellectual property management system meet the Company's expectations.

Article 38

If a board resolution violates the laws and regulations or the Company's articles of association, and a shareholder or independent director who continues holding the Company's shares for more than one year requests notification to the board of directors to stop their execution of the resolution, the board members shall promptly and appropriately handle or stop the execution of the relevant resolution.

When the board members discover the possibility of significant damage to the Company, they shall comply with the provisions of the preceding paragraph and immediately report to the Audit Committee or its independent director members.

Article 39

The Company shall, during the directors' term of office, purchase liability insurance for the compensation that they are legally liable for within the scope of their business execution, in order to reduce and spread the risk of significant damage to the Company and shareholders caused by directors' mistakes or negligence.

The Company shall report the insured amount, coverage, premium rate, and other important contents of the liability insurance or insurance renewal for directors at the

most recent board meeting.

Article 40

Board members shall continue participating in advanced study courses related to corporate governance topics, such as finance, risk management, business, commerce, accounting, law, or corporate social responsibility that are organized by designated institutions according to the Directions for the Implementation of Continuing Education for Directors and Supervisors of TWSE Listed and TPEX Listed Companies after election or during their term of office, and shall instruct employees at all levels to strengthen their professional and legal knowledge.

Four Performing the Function of Independent Directors.

Section 1 Competence of Independent Directors

Article 41

The Company shall establish an audit committee, consisting of all independent directors who replace supervisors in the performance of their duties.

The Company shall establish a fair, just and open procedure for selecting directors, and adopt a cumulative voting system in accordance with the Company Act to fully reflect the opinions of shareholders.

The Company shall examine the overall operational needs and establish a minimum number of independent directors in accordance with the regulations of the TWSE or the TPEX.

Article 42

TWSE and TPEX listed companies shall refer to the regulations on the establishment of independent directors, and the matters to be followed by public companies regarding independence, and select appropriate independent directors to strengthen the Company's risk management and financial and operational control.

It is advised that independent directors have domestic residence to immediately exercise their supervisory function.

Section 2 Responsibilities and Obligations of Independent Directors

Article 43

Independent directors shall be familiar with relevant laws and regulations, understand the rights, obligations and responsibilities of company directors, as well as the division of responsibilities and work content of each department. They shall also attend the board meeting with no voting right to supervise its operation and timely state their opinions, in order to grasp or discover abnormal situations early.

The Company shall stipulate the remuneration of independent directors in its articles of association or through a resolution of the shareholders' meeting.

Article 44

Independent directors shall supervise the execution of the Company's business and the due diligence of directors and managers, and pay attention to the implementation of the Company's internal control system to reduce its financial crisis and operational risks.

When a director is engaged in trading, borrowing or other legal activities with the Company for him/herself or others, the independent director shall be the representative of the Company. If an audit committee is established, the independent director member of the audit committee shall be the representative of the Company.

Article 45

Independent directors may investigate the Company's business and financial situation at any time, and relevant departments of the Company shall cooperate in providing necessary books and documents for auditing, transcription or copying.

Independent directors may entrust lawyers or accountants on behalf of the Company to audit the Company's finances and operations, but the Company shall inform relevant personnel of their confidentiality obligations.

The board of directors or managers shall submit reports at the request of independent directors and shall not evade, obstruct or refuse the inspection of independent directors for any reason.

When independent directors perform their duties, the Company shall provide necessary assistance according to their needs, and the reasonable expenses required shall be borne by the Company.

Article 46

In order to facilitate independent directors to promptly identify potential drawbacks of the company, a TWSE or TPEX listed company shall establish communication channels for employees, shareholders and stakeholders with independent directors.

When independent directors discover drawbacks, they shall take appropriate measures in a timely manner to prevent the expansion of the drawbacks, and if necessary, report to relevant competent authorities or units.

If the President, finance, accounting, research and development, or internal audit department supervisors or certifying accountant of the Company resign or change their positions, independent directors shall have a thorough understanding of the reasons.

Independent directors who neglect their duties and cause damage to the Company shall be liable for compensation to the Company.

Article 47

When performing respective duties, if deemed necessary based on the overall rights of the Company and shareholders, independent director of the Company may hold a meeting to exchange opinions, but shall not hinder their independent performance of their duties.

Article 48

The Company shall, during the independent directors' term of office, purchase liability insurance for the compensation that they are legally liable for within the scope of their business execution, in order to reduce and spread the risk of significant damage to the Company and shareholders caused by independent directors' mistakes or negligence.

The Company shall report the insured amount, coverage, premium rate, and other important contents of the liability insurance or insurance renewal for independent directors at the most recent board meeting.

Article 49

Independent directors shall continue participating in advanced study courses related to corporate governance topics, such as finance, risk management, business, commerce, accounting, law, or corporate social responsibility that are organized by designated institutions according to the Directions for the Implementation of Continuing Education for Directors and Supervisors of TWSE Listed and TPEX Listed Companies after election or during their term of office, and shall instruct employees at all levels to strengthen their professional and legal knowledge.

Five Respecting the Rights and Interests of Stakeholders

Article 50

The Company shall maintain smooth communication channels with banks and other creditors, employees, consumers, suppliers, communities, or stakeholders of the Company, and respect and safeguard their legitimate rights and interests. It is appropriate to set up a stakeholder section on the Company's website.

When the Company undergoes a management buyout, attention shall be paid to the soundness of the Company's financial structure in the future. When the legitimate rights and interests of interested parties are infringed upon, the Company shall handle the situation properly in accordance with the principle of ethics.

Article 51

For banks and other creditors, sufficient information shall be provided to enable them to make judgments and decisions on the Company's operations and financial situation. When their legitimate rights and interests are infringed upon, the Company shall respond directly, and adopt a responsible attitude to allow creditors to have appropriate channels to obtain compensation.

Article 52

The Company shall establish communication channels for employees, encourage them to communicate directly with the management and directors, and appropriately reflect their opinions on the Company's operations and financial situation or major decisions involving employee interests.

Article 53

While maintaining normal business development and maximizing shareholder interests, the Company shall pay attention to issues such as consumer rights, community environmental protection and public welfare, and attach importance to the Company's social responsibility.

Six Improving Information Transparency.

Section 1 Strengthening Information Disclosure

Article 54

Information disclosure is an important responsibility of the Company, and the Company shall faithfully fulfill its obligations in accordance with relevant laws, and regulations of the TWSE or TPEX.

The Company shall establish a public information online reporting operation system, designate personnel to be responsible for the collection and disclosure of company information, and establish a spokesperson system to ensure that information that may affect the decision-making of shareholders and stakeholders can be disclosed promptly and appropriately.

Article 55

In order to improve the accuracy and timeliness of major information disclosure, the Company shall appoint personnel who have a comprehensive understanding of the Company's financial and business situation, or can coordinate with various departments for the supply of relevant data, and can represent the Company as speakers to external parties, to serve as the Company's spokesperson and acting spokespersons.

The Company shall have more than one acting spokesperson, and any acting spokesperson shall be able to independently represent another spokesperson when such spokesperson is unable to perform the speaking duties; however, the order of representation shall be confirmed to avoid confusion.

To implement the spokesperson system, the Company shall clearly establish a unified speaking procedure and require the management and employees to keep its financial and business secrets confidential, and not arbitrarily disseminate any information.

When there is a change in the spokesperson or acting spokespersons, the information shall be immediately disclosed.

Article 56

The Company shall use the convenience of the internet to establish a website and disclose financial and business-related information and corporate governance information for the reference of shareholders and stakeholders, and shall provide the English version of financial, corporate governance or other related information.

The website referred to in the preceding paragraph shall be maintained by dedicated personnel, and the data listed shall be detailed, accurate, and updated in a timely manner to avoid the risk of misleading.

Article 57

When the Company convenes a briefing to corporate investors, it shall comply with the regulations of the TWSE or the TPEX, and the process shall be audio or video recorded. The financial and business information for the briefing to corporate investors shall be input into the designated internet information reporting system in accordance with the regulations of the TWSE or the TPEX, and inquiries shall be allowed through the Company's website or other appropriate channels.

Section 2 Corporate Governance Information Disclosure

Article 58

The Company shall disclose relevant information on its corporate governance during the following years in accordance with relevant laws and regulations and the regulations of the TWSE or the TPEX:

- I Corporate governance structure and rules.
- II The Company's equity structure and shareholder's equity.
- III Board structure and independence.
- IV Responsibilities of the board and managers.
- V Composition, responsibilities and independence of the Audit Committee.
- VI Composition, responsibilities and operation status of the Remuneration Committee.
- VII Remuneration paid to directors, the President and Vice Presidents in the most recent year, analysis of the proportion of total remuneration to net profit after tax, remuneration payment policy, standards and combinations, procedures for setting remuneration, and the correlation with business performance. In certain special circumstances, the remuneration of individual directors shall be disclosed.
- VIII Continuing education of directors.
- IX Rights and relationships of stakeholders.

- X Details of handling information disclosure matters required by laws and regulations.
 - XI The operation status of corporate governance and the differences and reasons between the Company's own corporate governance regulations and the Regulations.
 - XII Other information related to corporate governance.
- It is advisable that the Company disclose its specific plans and measures for improving corporate governance in an appropriate manner based on the actual status of implementation of corporate governance.

Seven Supplementary Provisions

Article 59

The Company shall constantly pay attention to the development of domestic and international corporate governance systems to review and improve the corporate governance system established by the Company accordingly, in order to enhance the effectiveness of corporate governance.

Article 60

The Principles shall be implemented after the approval of the board meeting; the same procedure shall apply to the amendments.

The Principles were established on July 7, 2016.

The 1st amendment was made on January 31, 2019.

The 2nd amendment was made on March 12, 2020.

The 3rd amendment was made on August 3, 2020.

The 4th amendment was made on December 24, 2020.