

Chlitina Holding Limited

Regulations for the Operation of Board of Directors Meetings

I. Objectives

In order to fulfill the responsibilities of the Board of Directors and comply with relevant legal requirements, these operating procedures are established in accordance with the company's articles of association.

II. Scope

These regulations govern the convening and operation of the Board of Directors, including the main agenda items of the Board meetings, operating procedures, required content of meeting minutes, public announcements, and other compliance requirements.

III. Responsible Parties

The members of the Company's Board of Directors, the designated units for handling Board matters, and relevant participants.

IV. Operation Details

- i. The board of directors of the company shall act in accordance with these rules, unless otherwise provided by listing regulations or the Company's articles of association.
- ii. The Board of Directors shall meet at least once per quarter. The Chairman shall convene and chair the meetings. However, the first meeting of each newly elected Board of Directors shall be convened and chaired by the director who has received the most votes representing voting rights at the shareholders meeting; if two or more directors are entitled to convene the meeting, they shall select from among themselves one director to serve as the chair.
According to Paragraph 4, Article 203 and Paragraph 3, Article 203-1 of the Company Act, if the Board of Directors is convened by more than half of the directors, they shall select one director among themselves to serve as the chair.
- iii. When the Chairman is on leave or for any reason unable to exercise their duties, the Chairman shall designate a director to act as their proxy; if the Chairman does not designate a proxy, the directors shall appoint one person to act as a proxy.
- iv. The Company's Board of Directors shall notify each director of the meeting at least seven days in advance, specifying the time, location, and agenda. Notifications may be sent via fax, email, or other electronic means instead of written notice. In case of emergencies,

meetings may be convened at any time, and directors may not object to the notification period being less than seven days. The aforementioned notifications may be sent electronically with the consent of the recipient. The items listed in Section (viii) shall be included in the agenda and may not be proposed as last-minute motions.

- v. The location and time of the Board of Directors meetings shall be convenient for directors to attend and suitable for holding the meeting, typically at the Company's premises during office hours.
- vi. The Company's Board of Directors shall designate a secretariat to handle Board affairs, responsible for drafting the agenda for Board meetings and providing sufficient meeting materials. These materials shall be sent along with the meeting notification. If a director finds the meeting materials insufficient, they may request additional information from the secretariat. If a director finds the agenda materials insufficient, the Board may decide to postpone the discussion after a resolution.
- vii. The agenda for regular Board of Directors meetings shall at least include the following items:
 - 1. Reporting items
 - a. Minutes and Execution Status of the Previous Meeting
 - b. Significant Financial Business Reports
 - c. Internal Audit Reports
 - d. Other Significant Reports
 - 2. Discussion Items
 - a. Pending Discussion Items from the Previous Meeting
 - b. Predefined Discussion Items for the Current Meeting
 - 3. Emergency Motions
- viii. Matters Requiring Board of Directors Discussion
 - 1. The Company's operational plans.
 - 2. Annual financial reports and semi-annual financial reports. However, semi-annual financial reports that do not require auditing by an accountant according to Taiwanese regulations are exempt from this requirement.
 - 3. The establishment or revision of internal control systems, and the evaluation of the effectiveness of internal control systems, in accordance with Article 14-1 of the Taiwan Securities and Exchange Act.
 - 4. The procedures for handling major financial transactions, including the acquisition or disposition of assets, engaging in derivative transactions, lending funds to others, endorsing or providing guarantees for others, in accordance with Article 36-1 of the Taiwan Securities and Exchange Act.

5. The issuance, offering, or private placement of securities with equity characteristics
6. The appointment or removal of the Chairman of the Board.
7. The appointment or removal of financial, accounting, or internal audit managers.
8. Donations to related parties or significant donations to non-related parties. However, donations made for public welfare in response to major natural disasters may be ratified at the next Board meeting.
9. Matters that require a resolution by the shareholders meeting or the Board of Directors, as stipulated by Article 14-3 of the Taiwan Securities and Exchange Act, other Taiwanese regulations, or the Company's articles of association, as well as major matters specified by the competent authorities in Taiwan.

For the purposes of item 7, "related parties" refer to those defined in the financial reporting standards for securities issuers; "significant donations to non-related parties" refer to donations where the amount of each donation or the cumulative amount of donations to the same recipient reaches NTD 100 million, or 1% of the net operating revenue or 5% of the paid-in capital as shown in the most recent financial report audited by an accountant.

The term "within one year" refers to the period calculated backward from the date of the current Board meeting. Any matters already approved by the Board of Directors within this period do not need to be recalculated.

For foreign companies with non-par value stocks or par value not equal to NTD 10 per share, the amount related to 5% of the paid-in capital shall be calculated as 2.5% of the shareholders' equity.

- ix. The Company shall have at least one independent director attending each Board meeting in person. For matters requiring a Board resolution as outlined in item (viii), all independent directors shall attend the Board meeting. If an independent director cannot personally attend, they shall delegate another independent director to attend on their behalf. If an independent director has any objections or reservations, these shall be recorded in the "Minutes of the Board Meeting." If an independent director cannot personally attend the Board meeting to express their objections or reservations, they shall provide a written opinion in advance, which shall be recorded in the minutes, except for justified reasons.
- x. An "Attendance Register" shall be prepared for Board meetings, which shall be signed by the attending directors and made available for inspection
- xi. Directors of the Company shall personally attend Board meetings. If a director cannot personally attend, they may, in accordance with the Company's articles of association, delegate another director to attend on their behalf. Attendance via video conference shall be considered personal attendance.

- xii. When a director delegates another director to attend the Board meeting on their behalf, a “Letter of Proxy” shall be issued for each meeting, specifying the scope of authorization for the agenda items.
- xiii. The proxy mentioned in item (xi) shall be limited to representing one person.
- xiv. When convening a Board meeting, the Company may, depending on the content of the agenda, notify relevant department or subsidiary personnel to attend and report, as well as respond to inquiries from directors, to assist the Board in making appropriate decisions. When necessary, accountants, lawyers, or other professionals may also be invited to attend the meeting and provide explanations. However, they shall leave the meeting during discussions and voting.
- xv. If, at the scheduled meeting time, more than half of the directors are not present, the Chairman may announce a delay in the meeting. The meeting may be delayed up to two times. If the quorum is still not met after two delays, the Chairman may reconvene the meeting following the procedures outlined in item (iv.).
The term “all directors” in the preceding paragraph and item (xxvi.) refers to the directors actually in office.
- xvi. The Board meeting shall proceed according to the agenda outlined in the meeting notice. However, the agenda may be changed with the consent of more than half of the directors present. Without the consent of more than half of the directors present, the Chairman shall not unilaterally adjourn the meeting.
- xvii. During the Board meeting, if the number of directors present falls below half of the quorum, any director present may propose a temporary suspension of the meeting. The Chairman shall then apply the provisions of item (xxv.).
- xviii. The Chairman may, upon determining that a motion has been sufficiently discussed, declare an end to the discussion and call for a vote.
- xix. The resolutions of the Company’s Board of Directors shall, unless otherwise provided by the Taiwan Securities and Exchange Act, the Taiwan Company Act, or the Company’s articles of association, require the presence of more than half of the directors and the approval of more than half of the directors present.
- xx. During the voting on a motion, if the Chairman consults with all directors present and there are no objections, the motion shall be considered passed.
- xxi. If there are objections after the Chairman has consulted, the matter shall be put to a vote. The voting method shall be chosen by the Chairman from the following options, but if there are objections from those present, the majority’s opinion shall be sought to decide:
 - 1. Raising hands or using a voting device.
 - 2. Roll call voting.

3. Ballot voting.
4. Any other voting method chosen by the Company.

The term “all directors present” in the preceding paragraph and item (xx.) does not include directors who, according to item (xxii.), may not exercise their voting rights.

When there are amendments or alternative motions to the same proposal, the Chairman shall determine the order of voting for the original and alternative motions together. However, if one of the motions is passed, the other motions shall be considered rejected and no further voting is required.

- xxii. If a director has a conflict of interest with the agenda items, either personally or through a legal entity they represent, they must explain the significant aspects of their conflict of interest at the Board meeting. If there is a potential harm to the Company’s interests, they shall not participate in the discussion and voting, and shall recuse themselves from the discussion and voting process. Additionally, they shall not act as a proxy for other directors to exercise their voting rights.

The spouse, blood relatives within the second degree of kinship, or companies having a controlling relationship with a director, shall be considered to have a personal interest in the agenda items if they have a conflict of interest with the meeting agenda.

- xxiii. For resolutions of the Board of Directors, directors who, according to the preceding paragraph, may not exercise their voting rights shall be handled in accordance with Article 206, Paragraph 4 of the Taiwan Company Act, which applies the provisions of Article 180, Paragraph 2.

- xxiv. If there is a need to appoint scrutineers and vote counters for the voting on a proposal, they shall be designated by the Chairman. However, scrutineers must be directors. The results of the vote shall be reported on the spot and recorded.

- xxv. Minutes shall be taken of the proceedings of the Board of Directors. The minutes shall accurately record the following items:

1. The session (or year) and time and location of the meeting.
2. The name of the Chairman.
3. The attendance status of directors, including the names and number of those present, on leave, and absent.
4. The names and titles of attendees.
5. The name of the recorder.
6. Report items.
7. Discussion items: the decision-making methods and results for each proposal, summaries of speeches by directors, experts, and other personnel, the names of directors with conflicts of interest as stipulated in item (xxii.), explanations of the significant

aspects of the conflict of interest, reasons for recusal or non-recusal, recusal situations, objections or reservations with records or written statements, and written opinions provided by independent directors in accordance with item (ix.).

8. Emergency Motions: The name of the proposer, the decision-making methods and results for the proposal, summaries of speeches by attending directors (including independent directors), experts, and other personnel, the names of directors with conflicts of interest as stipulated in item (xxii), explanations of the significant aspects of the conflict of interest, reasons for recusal or non-recusal, recusal situations, and objections or reservations with records or written statements.
9. Other matters that should be recorded.

xxvi. If any of the following situations occur in the resolutions of the Board of Directors, they shall be recorded in the minutes of the Board meeting. Additionally, within two days of the Board meeting, a public announcement shall be made on the information disclosure website designated by the Taiwanese securities regulatory authority after public issuance:

1. If an independent director has objections or reservations, and these are recorder in writing.
2. If a company with an audit committee has not obtained the audit committee's approval, but the resolution is passed with the consent of more than two thirds of all directors.

xxvii. The "Board of Directors Attendance Register" is part of the minutes and shall be properly preserved for the duration of the company's existence.

xxviii. The minutes of the Board of Directors meeting shall be signed or stamped by the meeting chairman and the recorder. Within 20 days after the meeting, the minutes shall be distributed to all directors and included in the company's important files, to be properly preserved for the duration of the company's existence. The preparation and distribution of the minutes may be done electronically.

xxix. The company shall record the entire process of the Board of Directors meeting and preserve the recording for at least five years. The preservation may be done electronically.

xxx. If a lawsuit related to the resolutions of the Board of Directors arises before the preservation period expires, the relevant audio or video recording shall be preserved until the lawsuit is concluded.

xxxi. For Board of Directors meetings held via video conference, the video and audio data shall be part of the minutes and properly preserved for the duration of the company's existence.

xxxii. The audit unit shall include the compliance process of these "Regulations for the Operation of Board of Directors Meetings" in the annual audit plan as an audit item.

xxxiii. Matters not covered by these meeting procedures shall be handled in accordance with

the Taiwan Company Act, the company's articles of association, and other relevant laws and regulations.

xxxiv. These rules shall be implemented upon approval by the Board of Directors and reported to the shareholders' meeting. The same procedure shall be followed for any amendments.

V. Related Documents

- i. Regulations Governing the Procedure of Board of Directors Meetings of Public Companies in Taiwan.
- ii. Taiwan Securities and Exchange Act.
- iii. Taiwan Company Act.

VI. Related Forms

- i. Minutes of the Board of Directors Meeting
- ii. Board of Directors Attendance Register
- ii. Letter of Proxy

VII. Version record

These Procedures came into force after they were approved by the special shareholders meeting on August 23, 2012.

The first amendment of these Procedures came into force after it was approved by the shareholders meeting on June 5, 2018.

The second amendment of these Procedures came into force after it was approved by the Board of Directors meeting on March 12, 2020, and was submitted in a report to the shareholders meeting on June 5, 2020.

The third amendment of these Procedures came into force after it was approved by the Board of Directors meeting on November 11, 2022.

Version	Brief description of change	Date
1	Addition	2012.08
2	Editing	2018.06
3	Editing	2020.03
4	Editing	2022.11