



Procedures Governing Board of Directors Meetings

董事會議事規範

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I. Basis for the adoption of the Procedures

In order to help the Company to establish quality corporate governance and sound supervisory capabilities on the part of the Board of Directors of the Company, and to strengthen management capabilities, the Procedures governing Board of Directors Meetings (“Procedures”) are made pursuant to the Regulations Governing Establishment of Internal Control Systems by Public Companies of the Republic of China (“Regulation”).

II. Scope of the Procedures

The Procedures apply to the main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements for Board Meetings.

III. Risk

Material events may be executed without the approval of the Board of Directors if the Company does not convene a Meeting of the Board of Directors.

IV. Control objective

1. Board Meetings shall be convened according to applicable regulations and the operational needs of the Company at least quarterly and an attendance book shall be made ready to be signed by Directors attending the meeting and thereafter made available for future reference. Any Director who appoints another Director to attend the Board Meeting should issue a proxy stating the scope of authorization in each instance.
2. The Board Meeting notice shall include the reasons for convening such meeting and shall be sent to each Director at least seven days in advance.
3. Minutes shall be prepared of the discussions at Board of Directors Meetings; the meeting minutes shall be retained in the Company’s files.
4. A copy of the minutes shall be distributed to each Director within 20 days of the meeting.

V. Policy

1. Convening and notice of Board Meetings

- (1) A Board Meeting shall be convened at least quarterly.
- (2) The Board Meeting notice shall include the reasons for convening such meeting and shall be sent to each Director at least seven days in advance. In emergency circumstances, however, a Board Meeting may be convened on shorter notice. The notice may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.
- (3) All matters set out in the subparagraphs of Article 7, paragraph 1, of “The Regulations Governing Procedures for Board of Directors Meetings of Public Companies”, which are stated in paragraph 1 of Point 5 in the Procedures, shall be specified in the notice of the reasons for convening a Board Meeting; none of them may be raised by an ad hoc motion except in the case of an emergency or a legitimate reason.

2. Principles for determining the place and time of a Board Meeting



A Board Meeting shall be held at a place and time convenient to all Directors and suitable for holding such a meeting.

3. Meeting Secretary

- (1) The Board of Directors of the Company shall appoint a designated group of people as the Meeting Secretary for the Board Meetings.
- (2) The Meeting Secretary shall prepare agenda items for Board Meetings and provide comprehensive materials, to be sent together with the notice of the meeting.
- (3) A Director who is of the opinion that the materials provided are insufficiently comprehensive may request that the Meeting Secretary supplement the materials. If a Director is of the opinion that materials concerning any agenda items are insufficient in content, the deliberation of such agenda item may be postponed by a resolution of the Board.

4. Agenda items

Agenda items for regular Board Meetings shall include at least the following:

- (1) Reports:
 - a. Minutes of the previous meeting and actions arising;
 - b. Report on important financial and business matters;
 - c. Report on internal audit activities; and
 - d. Other important matters to be reported.
- (2) Discussions:
 - a. Items discussed and continued from the previous meeting; and
 - b. Items for discussion at this meeting.
- (3) Ad Hoc motions.

5. Matters requiring discussion at a Board Meeting

- (1) The following items shall be included in the agenda items of the Board Meeting and shall not be raised in an ad hoc motion. A company shall submit the following items for discussion by the Board of Directors:
 - a. Corporate business plan.
 - b. Annual and semi-annual financial reports.
 - c. Adoption of or amendment to an internal control system pursuant to Article 14-1 of the Act, and an assessment of the effectiveness of the internal control system.
 - d. Adoption of or amendment to the procedures for Acquisition or Disposal of Assets, Derivatives Transactions, Making Loans to Others or Endorsements and Guarantees.
 - e. The offering, issuance, or private placement of any equity-type securities.



- f. The appointment or discharge of a financial, accounting, or internal audit officer.
 - g. Appointment, dismissal or remuneration of the CPA.
 - h. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following Board Meeting for retroactive recognition.
 - i. Any matter required by any other law, regulation, or the Memorandum and Articles of Association of the Company (the "M&A") to be approved by resolution at a Shareholders' Meeting or Board Meeting, or any such significant matter as may be prescribed by the Financial Supervisory Commission (the "FSC").
- (2) The term "related party" in subparagraph h of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 2.5 percent of shareholder equity.
- (3) The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current Board Meeting is convened. Amounts already submitted to and passed by a resolution of the Board is exempted from inclusion in the calculation.
- (4) At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under Article 14-3 , each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an Independent Director objects to or expresses reservations about the matter, it shall be recorded in the Board Meeting minutes; an Independent Director intending to express objection or reservations but unable to attend the Board Meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the Board Meeting minutes.

6. Principles with respect to the delegation of powers by the Board

With the exception of matters required to be discussed at a Board Meeting under Point 5, paragraph 1 of the Procedure, when the Board of Directors appoints a party to exercise the powers of the Board of Directors in accordance with applicable laws and regulations or the M&A, the levels of such delegation and the content or matters it covers shall be definite and specific.

7. Preparation of attendance book and other documents; attendance by proxy

- (1) When a Board Meeting is held, an attendance book shall be made ready for signature by Directors attending the meeting and thereafter made available for future reference.



- (2) All Directors shall attend Board Meetings in person; if attendance in person is not possible, they may, pursuant to the M&A, appoint another Director to attend as their proxy, or attend such meeting via video-conference. Attendance via video-conference is deemed as attendance in person.
- (3) A Director appointing another Director to attend a Board Meeting in his or her place shall in each case give to that Director a written proxy stating the scope of authorization with respect to the reasons for the meeting.
- (4) A proxy under paragraph 2 of this point 7 may accept a proxy from one person only.

8. Chairperson and acting Chairperson of a Board Meeting

- (1) If a Board Meeting is convened by the Chairperson of the Board, the meeting shall be chaired by the chairperson. However, the first meeting of each newly elected Board of Directors shall be convened and chaired by the Director who received votes representing the largest share of voting rights at the Shareholders' Meeting in which the Directors were elected; if there are two or more Directors so entitled to convene the meeting, they shall choose one person by and from among themselves to do so.
- (2) According to Article 203, paragraph 4, or Article 203-1, paragraph 3 of the Company Act, if a meeting of the board of directors is convened by the majority or more of the directors on their own, the directors shall elect from among themselves a chairman of the board of directors.
- (3) When the Chairperson of the Board is on leave or for any reason is unable to exercise the powers of the Chairperson, the Vice Chairperson shall do so in place of the Chairperson, or, if there is no Vice Chairperson or the Vice Chairperson also is on leave or for any reason is unable to exercise the powers, by a Managing Director designated by the Chairperson, or, if there is no Managing Director, by a Director designated thereby, or, if the Chairperson does not make such a designation, by a Managing Director or Director elected by and from among themselves.

9. The reference materials, nonvoting participants, and conducting of Board Meetings

- (1) The management (or the Meeting Secretary designated by the Board of Directors) shall prepare relevant materials for attending Directors' reference. When holding a Board Meeting, the Company may, as necessary for the agenda items of the meeting, notify non-director officers from relevant departments or subsidiaries to attend the meeting as nonvoting participants.
- (2) When necessary, the Company may invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants. Such nonvoting participants shall leave the meeting place when deliberation or voting takes place.
- (3) Chairperson of the Board Meeting shall declare commencement of the meeting when it is time for meeting and over half of the Directors are present. When it is time for the meeting, but fewer than half of all Directors have shown up, the Chairperson may declare postponement of the meeting. Two postponements are allowed, and if number of Directors present is still fewer than half of all Directors



after two postponements, the Chairperson may re-convene the meeting according to Point 1, paragraph 2 of the Procedures.

- (4) The term "all Directors" as used in the preceding paragraph shall mean all Directors then in office.

10. Discussion of agenda items

- (1) A Board Meeting shall be conducted in accordance with the order of the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of Directors present at the meeting.
- (2) The Chairperson may not declare the meeting closed without the approval of a majority of Directors present at the meeting.
- (3) If at any time during the course of a Board Meeting the number of Directors actually participating in the meeting is fewer than half of the Directors attending the meeting, then upon motion by the Directors actually participating in the meeting, the Chairperson shall declare a suspension of the meeting, in which case Point 9, paragraph 3 of the Procedures shall apply mutatis mutandis.

11. Voting

- (1) When the Chairperson of the Board Meeting is of the opinion that an agenda item has been sufficiently discussed to the point where it can be put to a vote, the Chairperson may announce the discussion closed and bring the agenda item to a vote.
- (2) When an agenda item comes to a vote at a Board Meeting, if the Chairperson puts the agenda item before all Directors present at the meeting and none voices an objection, the agenda item is deemed approved.
- (3) Voting may be done in one of the following at the Chairperson's discretion, however, if attending Director objects to the voting method, the voting method shall be decided by a majority of the attending Directors:
 - a. Show of hands or vote by voting machine;
 - b. Vote by roll call;
 - c. Vote by ballot; or
 - d. A voting method chosen at the discretion of the Board of Directors.
- (4) The term "all Directors present" as mentioned in the paragraph 2 does not include Directors who should not exercise their voting rights pursuant to Point 12, paragraph 2 of the Procedures.
- (5) For a vote on an agenda item, over half of the Directors shall be present at the meeting, and over half of the Directors present must vote for the agenda item, unless otherwise stipulated by the M&A or applicable regulations.
- (6) When there is an amendment or alternative to the original agenda item, the Chairperson may set the order of votes to be held on the alternative(s) and the original agenda item. If any one of these agenda items is adopted, the others are deemed rejected, and no voting is needed.



- (7) Results of the voting shall be reported on the spot, and shall be kept in the Company's records.
- (8) If a vote on an agenda item requires monitoring and counting personnel, the Chairperson shall appoint such personnel, provided that all monitoring personnel shall be Directors.

12. Conflict of interests

- (1) If an interested party relationship exists between any Director, or a juristic person the Director represents, and any agenda item, and such relationship is likely to prejudice the interests of the Company, the Director may state opinions and answer questions but may not participate in discussion of or voting on that agenda item, and shall recuse themselves during discussion of and voting on that item, and may not act as proxy of another Director to exercise voting rights on that agenda item. Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.
- (2) In the event that a Director is not entitled to exercise his/her voting right, such Director shall not be counted among the attending Directors.

13. Meeting minutes and sign-in matters

- (1) Minutes shall be prepared of the discussions at Board of Directors Meetings; the meeting minutes shall record the following:
 - a. Session (or year), time, and place of meeting.
 - b. Chairperson's name.
 - c. Attendance of Directors at the meeting, specifying the names and number of Directors present, excused, and absent.
 - d. Names and titles of those attending the meeting as nonvoting participants.
 - e. Name of minute taker.
 - f. Matters to report.
 - g. Agenda items: specify the resolution method and result for each agenda item, and summarize the comments made by, and specify any objections or reservations expressed by, Directors, experts, or any others at the meeting that have been included in records or stated in writing, conflicts of interests, and any opinion issued in writing by an Independent Director under Point 5, paragraph 5 of the Procedure.
 - h. Ad Hoc motions: specify the name of the mover, the resolution method and result for each motion, conflicts of interests pursuant to Point 12, paragraph 1 of the Procedures, and summarize the comments made by, and specify any objections or reservations expressed by, Directors, experts, or any others at the meeting that has been included in records or stated in writing.



- i. Other matters required to be recorded.
 - (2) Any of the following matters in relation to a resolution passed at a meeting of the Board of Directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the FSC:
 - a. Any matter about which an Independent Director expresses an objection or reservation that has been included in the records or stated in writing.
 - b. If the Company has an Audit Committee, any matter that has not been passed by the Audit Committee, but has been adopted with the approval of two-thirds or more of all Directors. "All Directors" as used in this paragraph shall mean the Directors actually in office at the given time.
 - (3) The attendance book forms a part of the minutes for each Board Meeting and shall be well preserved during the existence of the Company.
 - (4) The minutes of a Board Meeting shall bear the signature or seal of both the Chairperson and the minute taker; a copy of the minutes shall be distributed to each Director within 20 days of the meeting and well preserved as important Company records during the existence of the Company.
 - (5) The production and distribution of the meeting minutes referred to in paragraph 1 may be done in electronic form.

14. Documentation of a Board Meeting by audio or video

- (1) The Company shall record on audio or video tape the entire proceedings of a Board Meeting, and preserve the recordings for at least five years, in electronic form or otherwise.
- (2) If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution decided at a Board Meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.
- (3) Where a Board Meeting is held via video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be well preserved during the existence of the Company.

15. Compliance with Cayman Islands Laws

Notwithstanding any provision to the contrary herein, any laws and regulations of any jurisdiction other than the laws of the Cayman Islands and any procedural rule set out herein shall apply to the maximum extent permitted under the laws of the Cayman Islands and other applicable laws.

16. Supplementary provisions

Formulation of the Procedures shall be approved by the Company's Board of Directors, and be reported to the Shareholders' Meeting. Any future amendments will become effective upon approval by the Board of Directors.

一、目的

為建立本公司良好董事會治理制度、健全監督功能及強化管理機能，援依中華民國公開發行公司建立內部控制制度處理準則訂定董事會議事規範（以下簡稱「本規範」），以資遵循。

二、適用範圍

本規範適用於本公司董事會之議事規範，其主要議事內容、作業程序、議事錄應載明事項、公告及其他應遵循事項。

三、風險評估

公司未召開董事會議，恐有重大事項未經董事會議同意即被執行之風險。

四、控制重點

1. 公司董事會應依法規定及視業務需要召集，至少每季召開一次，並設有簽名簿，累計出席率；董事如委託其他董事代理出席時，應於每次出具委託書，並列舉授權範圍。
2. 非臨時召開時，應於七日前通知相關董事。
3. 董事會議事錄應依規定詳實記載並適當保存於本公司。
4. 董事會議事錄應於會議後二十日內分送各董事。

五、作業辦法

1. 董事會召集及會議通知

- (1) 本公司董事會應至少每季召開一次。
- (2) 本公司董事會之召集，應載明召集事由，於七日前通知所有董事；但有緊急情事時，得隨時召集之。該召集通知經個別董事同意者，得以電子方式為之。
- (3) 中華民國「公開發行公司董事會議事辦法」第七條第一項各款之事項（列述於本規範第 5 點第(1)項），除有突發緊急情事或正當理由外，應在召集事由中列舉，且不得以臨時動議提出。

2. 董事會開會地點及時間之原則

本公司董事會召開之地點與時間，應於便於董事出席且適合董事會召開之地點及時間為之。

3. 議事事務單位

- (1) 本公司董事會應指定辦理議事事務單位。
- (2) 本公司董事會議事事務單位應負責擬訂董事會議事內容，並提供充分之會議資料，於召集通知時一併寄送。
- (3) 董事如認為會議資料不充分，得向董事會議事事務單位請求補足。董事如認為議案資料不充足，得經董事會決議後延期討論。

4. 議事內容

本公司定期性董事會之議事內容，至少包括下列事項：

- (1) 報告事項：
 - a. 上次會議紀錄及執行情形；
 - b. 重要財務業務報告；
 - c. 內部稽核業務報告；及
 - d. 其他重要報告事項。
- (2) 討論事項：
 - a. 上次會議保留之討論事項；及
 - b. 本次會議預定討論事項。
- (3) 臨時動議。

5. 應經董事會討論事項

- (1) 下列重要事項除有突發緊急情事或正當理由外，必須事先列入議程，不得以臨時動議提出：
 - a. 公司之營運計畫。
 - b. 年度財務報告。
 - c. 依本法第十四條之一規定訂定或修正內部控制制度，及內部控制制度有效性之考核。
 - d. 訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之處理程序。
 - e. 募集、發行或私募具有股權性質之有價證券。
 - f. 財務、會計或內部稽核主管之任免。
 - g. 簽證會計師之委任、解任或報酬。
 - h. 對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救助之公益性質捐贈，得提下次董事會追認。
 - i. 其他依法令或本公司章程規定應由股東會決議或提董事會之事項或主管機關(如中華民國金融監督管理委員會)規定之重大事項。
- (2) 前項第 h 款所稱關係人指證券發行人財務報告編製準則所規範之關係人；所稱對非關係人之重大捐贈，指每筆捐贈金額或一年內累積對同一對象捐贈金額達新臺幣一億元以上，或達最近年度經會計師簽證之財務報告營業收入淨額百分之一或股東權益百分之二點五以上者。
- (3) 前項所稱一年內係以本次董事會召開日期為基準，往前追溯推算一年，已提董事會決議通過部分免再計入。
- (4) 公司設有獨立董事者，應有至少一席獨立董事親自出席董事會；對於第一項應提董事會決議事項，應有全體獨立董事出席董事會，獨立董事如無法親自出席，應委由其他獨立董事代理出席。獨立董事如有反對或保留意見，應於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

6. 董事會之授權

除本規範第 5 點第(1)項應提本公司董事會討論事項外，董事會依適用之掛牌規則或本公司章程規定，授權執行之層級、內容等事項，應具體明確。

7. 簽名簿等文件備置及董事之委託出席

- (1) 召開本公司董事會時，應備置簽名簿供出席董事簽到，以供查考。
- (2) 董事應親自出席董事會，如不能親自出席，得依本公司章程規定以視訊參與會議或委託其他董事代理出席；如以視訊參與會議者，視為親自出席。
- (3) 董事委託其他董事代理出席董事會時，應於每次出具委託書，並列舉召集事由之授權範圍。
- (4) 第 7 點第(2)項之代理人，以受一人之委託為限。

8. 董事會主席及代理人

- (1) 本公司董事會由董事長召集者，由董事長擔任主席。但每屆第一次董事會，由股東會所得選票代表選舉權最多之董事召集，會議主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。
- (2) 依公司法第二百零三條第四項或第二百零三條之一第三項規定董事會由過半數之董事自行召集者，由董事互推一人擔任主席。
- (3) 董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

9. 董事會參考資料，列席人員與召開董事會

- (1) 本公司董事會召開時，經理部門（或董事會指定之議事單位）應備妥相關資料供與會董事隨時查考。召開董事會，得視議案內容通知相關部門或子公司之人員列席。
- (2) 必要時，得邀請會計師、律師或其他專業人士列席會議及說明。但討論及表決時應離席。
- (3) 董事會之主席於已屆開會時間並有達過半數之董事出席時，應即宣布開會。已屆開會時間，如全體董事有半數未出席時，主席得宣布延後開會，其延後次數以二次為限，延後二次仍不足額者，主席得依第 1 點第(2)項規定之程序重新召集。
- (4) 此所稱全體董事，以實際在任者計算之。

10. 議案討論

- (1) 本公司董事會應依會議通知所排定之議事程序進行。但經出席董事過半數同意者，得變更之。
- (2) 非經出席董事過半數同意者，主席不得逕行宣布散會。
- (3) 董事會議事進行中，若在席董事未達出席董事過半數者，經在席董事提議，主席應宣布暫停開會，並準用第 9 點第(3)項規定之程序。

11. 表決

- (1) 主席對於董事會議案之討論，認為已達可付表決之程度時，得宣布停止討論，提付表決。
- (2) 本公司董事會議案表決時，經主席徵詢出席董事全體無異議者，視為通過。如經主席徵詢而有異議者，即應提付表決。
- (3) 表決方式由主席就下列各款規定擇一行之，但出席者有異議時，應徵求多數之意見決定之：
 - a. 舉手表決或投票器表決；
 - b. 唱名表決；
 - c. 投票表決；或
 - d. 董事會自行選用之表決方式。
- (4) 前述第 2 項所稱出席董事全體不包括依第 12 點第 2 項規定不得行使表決權之董事。
- (5) 本公司董事會議案之決議，除本公司章程或適用之掛牌規則另有規定外，應有過半數董事之出席，出席董事過半數之同意行之。
- (6) 同一議案有修正案或替代案時，由主席併同原案定其表決之順序。但如其中一案已獲通過時，其他議案即視為否決，無須再行表決。
- (7) 表決之結果，應當場報告，並做成紀錄。
- (8) 議案之表決如有設置監票及計票人員之必要者，由主席指定之，但監票人員應具董事身分。

12. 董事利益衝突之迴避

- (1) 董事對於會議事項，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予以迴避，並不得代理其他董事行使其表決權。董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就前項會議之事項有利害關係者，視為董事就該事項有自身利害關係。
- (2) 前項不得行使表決權之董事，不算入已出席董事人數。

13. 會議紀錄及簽署事項

- (1) 本公司董事會之議事，應作成議事錄，議事錄應詳實記載下列事項：
 - a. 會議屆次（或年次）及時間地點。
 - b. 主席之姓名。
 - c. 董事出席狀況，包括出席、請假及缺席者之姓名與人數。
 - d. 列席者之姓名及職稱。
 - e. 記錄之姓名。
 - f. 報告事項。

- g. 討論事項：各議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第 1 項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見且有紀錄或書面聲明暨獨立董事依本規則第 5 點第(5)項規定出具之書面意見。
 - h. 臨時動議：提案人姓名、議案之決議方法與結果、董事、專家及其他人員發言摘要、依第 12 點第(1)項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形及反對或保留意見且有紀錄或書面聲明。
 - i. 其他應記載事項。
- (2) 本公司股票辦理公開發行後，董事會議決事項，如有下列情事之一者，除應於議事錄載明外，並應於董事會之日起二日內於中華民國金融監督管理委員會指定之公開資訊觀測站辦理公告申報：
- a. 獨立董事有反對或保留意見且有紀錄或書面聲明。
 - b. 未經審計委員會通過之事項，而經全體董事三分之二以上同意通過。此所稱全體董事，以實際在任者計算之。
- (3) 董事會簽到簿為議事錄之一部分，應於公司存續期間妥善保存。
- (4) 議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送各董事，並應列入本公司重要檔案，於本公司存續期間妥善保存。
- (5) 第(1)項議事錄之製作及分發得以電子方式為之。

14. 董事會開會過程錄音或錄影之存證

- (1) 本公司董事會之開會過程，應全程錄音或錄影存證，並至少保存五年，其保存得以電子方式為之。
- (2) 前項保存期限未屆滿前，發生關於董事會相關議決事項之訴訟時，相關錄音或錄影存證資料應續予保存至訴訟終結止。
- (3) 以視訊會議召開董事會者，其視訊影音資料為議事錄之一部分，應於公司存續期間妥善保存。

15. 遵守開曼群島法令

儘管本規範有任何相反之規定，任何開曼群島以外司法管轄區為之法令或規定，及本規範中之任何議事程序規範，於開曼群島公司法及其他法令最大範圍之許可下，應有適用。

16. 增補條款

本規範之訂定應經本公司董事會同意，並提股東會報告。未來如有修正應經本公司董事會同意後施行。