

## **Board of Directors**

### I. Directors Overview

The Company currently has seven (7) directors, each serving a three-year term. Directors are nominated in accordance with Article 192-1 of the Company Act and elected by the shareholders from the list of nominated candidates. The Board of Directors convenes at least once every quarter and may hold additional meetings as needed in response to urgent matters.

#### 1. Competencies of Board Members:

According to Article 20 of the Company's Corporate Governance Best Practice Principles, the composition of the Board of Directors shall take diversity into consideration and shall not be restricted by gender, race, or nationality. In addition to possessing the knowledge, skills, and character required to perform their duties, all directors are required to participate in continuing education programs each year, fully meeting the prescribed training hours.

To achieve the Company's corporate governance objectives, the overall competencies of the Board of Directors include the following:

- (1) Operational judgment
- (2) Accounting and financial analysis skills
- (3) Business management capabilities
- (4) Crisis management ability
- (5) Industry knowledge
- (6) Global market perspective
- (7) Leadership
- (8) Decision-making capability and diverse professional backgrounds

#### 2. Board Diversity Policy

##### (1) Independence Distribution:

Among the seven (7) directors, four (4) are independent directors, accounting for approximately 57% of the entire Board. All independent directors hold no company shares and do not serve as employees of the Company. The remaining three (3) directors, representing approximately 43% of the Board, are non-independent directors.

(2) Gender Distribution:

The Board consists of four (4) female directors (approximately 57%) and three (3) male directors (approximately 43%).

(3) Employment Status:

Two (2) directors are employees of the Company, representing approximately 29% of the Board, while five (5) directors (approximately 71%) are not concurrently employed by the Company.

(4) Family Relationships:

Among the seven (7) members of the Board, Chairman Yang Ming-Shun and Director Chen Hui-Lan are spouses, and Director Lin Ju-Guei is a second-degree relative of Chairman Yang Ming-Shun. The remaining four (4) directors (more than half of the Board) have no spousal or second-degree familial relationships with other members.

The composition of the Board of Directors complies with Paragraph 3, Article 26-3 of the Securities and Exchange Act. All independent directors meet the independence requirements set forth by the Financial Supervisory Commission's Securities and Futures Bureau, fully satisfying the qualifications for independence.

3. The current members of the Board of Directors are presented below, along with their educational backgrounds, gender, professional qualifications, work experience, and diversity profiles:

No.	Name	Nationality	Gender	Director/ Independent Director	Age	Education	Employee Status	Experience / Career Background
1	楊明舜	R.O.C.	male	director	61-70	High school	✓	Director , General Manager
2	陳惠蘭	R.O.C.	female	director	61-70	University	✓	Director, Secretary
3	林如貴	R.O.C.	female	director	61-70	High school	—	Manager

No.	Name	Nationality	Gender	Director/ Independent Director	Age	Education	Employee Status	Experience / Career Background
4	陳群志	R.O.C.	male	Independent Director	41-50	Master	—	CPA, Lawyer, Director, Deputy General Manager
5	陳維莉	R.O.C.	female	Independent Director	51-60	Master	—	Advisor, Director, Vice President, Manager
6	石邁	R.O.C.	male	Independent Director	31-40	Master	—	Lawyer
7	吳秀倫	R.O.C.	female	Independent Director	51-60	Master	—	Assistant Professor, Advisor, University lecturer, General Manager, Chairman, Chief Marketing Officer

## II. Duties and Powers of the Board of Directors

1. Approving the annual business plan.
2. Approving the audit plan.
3. Approving the annual budget.
4. Approving the business report, financial statements, and consolidated financial statements.
5. Approving proposals for earnings distribution.
6. Amending the Articles of Incorporation.

7. Approving the “Statement on Internal Control System.”
8. Approving the internal control system (including relevant regulations), internal audit system, and accounting system.
9. Approving the Company’s “Self-Prepared Financial Statement Capability Plan.”
10. Electing the Chairperson of the Board.
11. Approving or ratifying the appointment of the General Manager.
12. Approving or ratifying the appointment of the Chief Financial Officer, Chief Audit Officer, and Chief Corporate Governance Officer.
13. Assessing the independence of the appointed certified public accountant (CPA).
14. Approving the engagement and remuneration of the certified public accountant (CPA).
15. Appointing members of the Remuneration Committee.
16. Approving managerial promotions and salary adjustments.
17. Electing or re-electing directors and independent directors.
18. Approving the release of non-competition restrictions for newly appointed directors (and their representatives).
19. Approving matters related to the convening of regular and extraordinary shareholders’ meetings.
20. Approving performance evaluation and remuneration standards for managerial officers.
21. Other matters requiring Board approval.

### **III. Operation of the Board of Directors**

1. The Board of Directors is the highest governance body within the Company’s corporate governance structure and serves as the core of business decision-making. In carrying out its duties, the Board operates in compliance with all relevant laws and regulations, including the Company Act, Securities and Exchange Act, and the Rules of Procedure for Board of Directors Meetings, and also implements the resolutions of the Shareholders’ Meeting.

In fiscal year 2025, the Board of Directors convened five (5) meetings in total, achieving an overall attendance rate of 94%. All meetings were conducted in accordance with the Rules of Procedure for Board of Directors Meetings.

2. For details regarding the key resolutions of the Board of Directors in

fiscal year 2025, please refer to the “Latest Announcements” section under Company Website / Investor Relations / Major Announcements.