

Giant Manufacturing Co., Ltd.

Rules of Procedure for Board of Directors' Meetings

Amended on December 16, 2022

I. Purpose

To establish a sound governance system for the Board of Directors (the "Board"), enhance its oversight capabilities, and improve its management functions, the Rules are established pursuant to Article 2 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" for compliance.

II. Scope of application

With regards to the Board meetings of the Company, the main agenda items, procedures, matters to be recorded in the meeting minutes, public disclosures and other compliance requirements shall be conducted in accordance with provisions of the Rules.

III. Rules governing the proceedings

Article 1 (Convention and notice of Board meeting)

1. Board meeting shall be convened at least once every quarter.
2. To convene the Board meeting, a meeting notice specifying the reasons for the meeting shall be sent to each director seven days in advance. However, in case of emergencies, the Board meeting may be convened at any time.

The notice referred to in the preceding paragraph may be delivered in writing, by fax, or electronically.

Matters specified in Article 10 of the Rules shall be listed in the reasons for convening the Board meetings. They shall not be raised as special motions.

Article 2 (Meeting notice and materials)

1. The Strategic Planning Office (the "Office") is the designated unit responsible for Board proceedings.
2. The Office shall prepare agenda items for the Board meeting. Sufficient meeting materials shall be provided and enclosed in the meeting notice.
3. If the meeting materials are deemed insufficient by the directors, they may request supplementary information from the Office or, by resolution of the Board, postpone the discussion.

Article 3 (Provision of an attendance book and other related documents, and attendance by proxy)

1. When convening the Board meeting, an attendance book shall be provided for the attending directors to sign in and be available for future reference.
2. Directors shall attend the Board meeting in person. Director who is unable to attend in person shall appoint another director to attend the meeting on his/her behalf as proxy in accordance with Company's Articles of Incorporation. Attendance by video conference shall be deemed as attendance in person.
3. The director who appoints other director to attend the Board meetings shall submit a proxy form each time, specifying the scope of authorization with respect to the reasons for convening the meeting.
4. A proxy referred to in the preceding two paragraphs shall be authorized by one person only.

Article 4 (Principles for determining the place and time of Board meeting)

The Company's Board meetings shall be convened at the premises of the Company during office hours, or at a place and time convenient for the directors to attend and appropriate for such events.

Article 5 (Chair and proxy for the Board meeting)

1. Board meeting convened by the Chairperson of the Board shall be chaired by the Chairperson. However, the first Board meeting of each term shall be convened and chaired by the director whose ballots represent the most voting rights at the shareholders' meeting. When there are two or more persons with the right to convene, they shall elect one person from among themselves.
2. Where a Board meeting is convened by the majority of directors on their own initiative in accordance with Paragraph 4, Article 203 or Paragraph 3, Article 203-1 of the Company Act, the directors shall elect one person among themselves to chair the meeting.
3. When the Chairperson of the Board is on leave or unable to exercise power, the Vice Chairperson of the Board shall stand proxy. If there is no Vice Chairperson or the Vice Chairperson is also on leave or unable to exercise power, the Chairperson may appoint one of managing directors to stand proxy. If there is no managing director, the Chairperson may appoint one director to stand proxy. If the Chairperson does not appoint a proxy, the managing directors or directors shall elect one person from among themselves to chair the meeting.

Article 6 (Reference materials, non-voting participants and convening of the Board meeting)

1. For the Company's Board meetings, the Strategic Planning Office shall prepare relevant materials for attending directors to review at any time.
2. The Company may notify personnel of relevant departments or subsidiaries to attend the Board meetings depending on the agenda items. When necessary, the certified public accountants, lawyers or other professionals may also be invited to present at the meeting and provide explanations. However, they shall leave the meeting during discussion and voting.
3. If the majority of directors were present at the Board meeting at the scheduled time, the

chair may announce the commencement of the meeting.

4. If the majority of all directors were absent from the Board meeting at the scheduled time, the chair may announce to postpone the meeting. The postponement is limited to two times. If the number of directors still fails to meet the quorum after two postponements, the chair shall reconvene the meeting in accordance with the procedures specified in Paragraph 2, Article 1.
5. The term “all directors” in the preceding paragraph refers to ones that are currently holding the positions.

Article 7 (Audio or video recording of the Board meetings)

1. The entire process of the Board meeting shall be recorded via audio or video and retained for at least five years. Such recordings may be kept in electronic form.
2. Before the aforementioned retention period expires, if litigation arises in relation to the Board resolutions, relevant audio or video recordings shall be retained until the conclusion of the litigation.
3. Where the Board meeting is held by video conference, the audio or video recordings of the meeting are part of meeting minutes and shall be retained throughout the life of the Company.

Article 8 (Agenda items)

The agenda for the Company’s regular Board meetings shall include at least the following items:

1. Report items:
 - 1-1 Minutes of the last meeting and implementation status.
 - 1-2 Reporting on important financial and business matters.
 - 1-3 Reporting on internal audit activities.
 - 1-4 Reporting of other important matters.
2. Discussion items:
 - 2-1 Discussion items reserved from the last meeting.
 - 2-2 Discussion items scheduled for the current meeting.
3. Special motions

Article 9 (Proposal discussion)

1. The Board meetings shall proceed in accordance with the agenda items set forth in the meeting notice. However, changes may be made with the consent of a majority of attending directors.
2. Regarding the scheduled agenda items referred to in the preceding paragraph and special motions, the chair shall not adjourn the meeting without the consent of a majority of attending directors.
3. During Board meetings, if the number of directors present were less than the majority of attending directors, the chair shall announce a temporary suspension of the meeting upon a motion by the directors present and Paragraph 4, Article 6 shall apply mutatis mutandis.

Article 10 (Discussion items of Board meeting)

The following items shall be proposed to be discussed at the Board meeting:

1. Business plans of the Company.
2. Annual financial reports and semi-annual financial reports, with the latter being audited by certified public accountants.
3. Adoption or amendment of the internal control system in accordance with Article 14-1 of the Securities and Exchange Act and the evaluation of effectiveness of the internal control system.
4. Adoption or amendment of procedures for significant financial or business transactions, such as acquisition or disposal of assets, financial derivatives transactions, lending funds to other parties, and endorsement and guarantee to other parties, in accordance with Article 36-1 of the Securities and Exchange Act.
5. Offering, issuance, or private placement of equity-type marketable securities.
6. The election or discharge of the Chairperson.
7. Appointment or discharge of a financial, accounting, or internal audit officer.
8. A donation to a related party or a material donation to a non-related party. However, donations of a charitable nature for disaster relief due to major natural disasters may be submitted to the next Board meeting for ratification.
9. Matters required by Article 14-3 of the Securities and Exchange Act, other laws and regulations or the Articles of Incorporation to be approved by the shareholders' meeting or the Board meeting; or significant matters stipulated by the competent authority.

The term "related party" in Subparagraph 8 of the preceding paragraph is as defined in the "Regulations Governing the Preparation of Financial Reports by Securities Issuers." The term "material donation to a non-related party" refers to individual or aggregate amount of donations to the same party within one year exceeding NT\$100,000,000, or one percent of net operating revenue or five percent of paid-in capital in the audited financial report of the most recent year. (For foreign companies whose shares have no par value or the par value does not equal NT\$10, the five percent of paid-in capital referred to in the paragraph would be calculated as 2.5% of shareholders' equity.)

The term "within one year" in the preceding paragraph means one year calculated retrospectively from the Board meeting date. Parts already approved in the Board meeting are excluded from the calculation.

At least one independent director shall attend the Board meeting in person. All independent directors shall attend the Board meeting for matters to be submitted to the Board as outlined in Paragraph 1. Independent directors who are unable to attend the meeting in person shall appoint another independent director as proxy. Any objection or reservation of the independent directors shall be recorded in the Board meeting minutes. If the independent directors are unable to attend the meeting in person to express their objections or reservations, they shall submit written statements in advance and be recorded in the Board meeting minutes, unless there is a legitimate reason to do otherwise.

Except for items that shall be presented to the Board for discussion as specified in Paragraph 1 of this Article, during the Board's recess period, those authorized to exercise the Board's powers according to relevant laws, regulations, or the

Company's Articles of Incorporation shall act in line with the authorization defined in the Company's approval matrix for the Group.

Article 11 (Voting (I))

1. When the chair is of the opinion that a proposal has been discussed sufficiently to be put to a vote, he/she may announce the discussion closed and call for a vote.
2. The proposal shall be deemed adopted if no objection is voiced by any of the attending directors upon inquiry by the chair. It shall have the same validity as resolutions adopted via voting. If objection is voiced upon inquiry by the chair, the proposal shall be put to a vote.
3. The chair shall select one of the following voting methods, unless objections arise from the attending directors, in which case the method shall be determined by a majority of attending directors:
 - 3-1 By a show of hands or the adoption of voting machine.
 - 3-2 By a roll-call vote.
 - 3-3 By casting ballots.
 - 3-4 The Company's own chosen method of voting.

Article 12 (Voting (II) with supervision and counting methods)

1. Unless otherwise stipulated in the Securities and Exchange Act and the Company Act, resolutions of the Board meetings require approvals from the majority of attending directors which constitutes a majority of all directors.
2. When there is an amendment or an alternative to a proposed resolution, the chair shall present the amendment or alternative together with the original proposal and decide their voting orders. If one proposal among them has been adopted, the others shall be deemed overruled and no further voting is required.
3. Where ballot examiners and tellers are required for the vote on proposals, they shall be appointed by the chair, provided that ballot examiners are directors of the Company.
4. The voting results shall be announced on-site at the meeting and recorded in the meeting minutes.

Article 13 (System of director recusal due to conflict of interest)

1. For agenda items of which the directors, or the juridical persons they represented, have a personal interest, they shall state the key aspects of the interest in the Board meeting. If the interest may prejudice the interest of the Company, the directors shall not participate in the discussion and voting of those items. They shall not stand proxy for other directors to exercise voting rights on those items.
2. Where the spouse or 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 agenda items specified in the preceding paragraph, such director shall be deemed to have a personal interest in the items.
3. With respect to Board resolutions, when a director is prohibited from exercising the voting right by the provisions in the preceding two paragraph, the provisions of Paragraph 2, Article 180 of the Company Act apply mutatis mutandis pursuant to Paragraph 4, Article

Article 14 (Meeting minutes and matters requiring signatures)

1. The proceedings of the Board meeting shall be recorded in the minutes, which shall comprehensively document the following matters:
 - 1-1 The term (or year), time and place of the meeting.
 - 1-2 Name of the chair.
 - 1-3 Attendance of directors, including the names and numbers of those who are present, on leave, and absent.
 - 1-4 Names and positions of non-voting participants.
 - 1-5 Name of the recorder.
 - 1-6 Report items.
 - 1-7 Discussion items: The voting method and result of each agenda item; a summary of comments made by directors, experts and other persons; names of directors having a personal interest pursuant to Paragraph 1 of the preceding article; description of major aspects of the interest; the reasons for recusal or non-recusal; the status of recusal; objections or reservations with records or written statements; and written opinions issued by independent directors pursuant to Paragraph 4, Article 10.
 - 1-8 Special motions: Name of proposer; the voting method and result of each agenda item; a summary of comments made by directors, experts and other persons; names of directors having a personal interest pursuant to Paragraph 1 of the preceding article; description of major aspects of the interest; the reasons for recusal or non-recusal; the status of recusal; and objections or reservations with records or written statements.
 - 1-9 Other matters that shall be recorded:

Board resolutions involving one of the following circumstances shall be recorded in the Board meeting minutes and reported to the designated Market Observation Post System within the period specified by laws and regulations:

 - (1) Objections or reservations of the independent directors with records or written statements.
 - (2) Matter not approved by the Company's Audit Committee are approved by more than two-thirds of all directors.
2. The signing booklet of the Board meeting is part of the meeting minutes. It shall be retained properly throughout the life of the Company.
3. The Board meeting minutes shall be signed or sealed by the meeting chair and the recorder, and be sent to each director within twenty days after the meeting. They shall be classified as important files of the Company and retained properly throughout the life of the Company.
4. Meeting minutes specified in Paragraph 1 may be prepared and distributed in electronic form.

Article 15 (Supplementary provisions)

The Rules and any amendments thereto require only the Board's approval to take effect.