

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

Article 1
第一條

Purpose 目的

To develop a desirable governance system, perfect the supervision functions, and strengthen the management mechanism of the Company's Board of Directors, the Rules are established in accordance with the Applicable Listing Rules for compliance. 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，爰依上市法令訂定本規範，以資遵循。

Unless otherwise defined in the Rules, any capital letters as used in the Rules shall have the same meanings as defined in the Articles of Association of the Company (as amended or substituted from time to time; hereinafter "**Articles**").

除本規範另有定義外，本規範所使用任何英文字首大寫之詞彙，其意義應與本公司公司章程(包括其隨時修改或被取代之版本；下稱「**本章程**」)中之定義相同。

Article 2
第二條

Applicable Scope 適用範圍

The Board meeting procedures, main agenda, procedure, particulars to be specified in the minutes of proceedings of meeting, public notice, and other matters for compliance shall be handled in accordance with the requirements of the Rules.

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，應依本規範之規定辦理。

Article 3
第三條

Meeting Notice and Meeting Materials 會議通知及會議資料

The Board of Directors shall meet at least once quarterly.

董事會每季至少召集一次。

The reasons for calling a Board of Directors meeting shall be notified to each director and supervisor (if there is any) at least seven days in advance. In the case of emergency, a meeting of the Board of Directors may be convened at any time. The notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof.

董事會之召集，應載明召集事由，於七日前通知各董事及監察人，但遇有緊急情事時，董事會之召集得隨時為之。前項召集之通知，經相對人同意者，得以電子方式為之。

All matters set out in subparagraphs of Article 11, paragraph 1, shall be specified in the notice of the reasons for calling a Board of Directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.

本規範第十一條第一項各款之事項，除有突發緊急情事或正當理由外，應於召集事由中列舉，不得以臨時動議提出。

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

The financial affairs department is designated by the Board of Directors as the meeting administrative office to handle the administrative matters of the Board meetings.

董事會指定之辦理議事事務單位為財務。

The meeting administrative office is responsible to draft agenda for the Board meeting and prepare sufficient meeting materials to be mailed with the meeting notice.

議事單位應擬訂董事會議事內容，並提供足夠之會議資料，於召集通知時一併寄送。

Where a Director finds the meeting materials insufficient, he or she may ask the meeting administrative office to provide additional information. If a Director believes the agenda information is incomplete, discussion of the matters may be postponed upon approval of the Board of Directors.

董事如認為會議資料不充分，得向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審議之。

Article 4
第四條

Preparation of Signature Book and Other Documents and Director's Attendance by Proxy 簽名簿等文件備置及董事之委託出席

When the Board meeting is convened, a signature book shall be available to record the signature of the Directors present at the Board meeting for reference.

召開董事會時，應設簽名簿供出席董事簽到，以供查考。

A Director shall attend a Board meeting in person. If he or she is unable to attend the Board meeting in person, he or she may attend the Board meeting via videoconferencing or appoint another Director to attend the Board meeting as his or her proxy in accordance with Articles 87 and 88 of the Articles. Attendance via videoconference is deemed as attendance in person.

董事應親自出席董事會，如不能親自出席，得採用視訊或依本章程第 87 條與第 88 條規定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。

A Director appointing another Director to attend a Board meeting as his or her proxy shall issue a proxy every time such proxy is to be used or first used, prior to the commencement of the Board meeting, valid only for the appointment, describing the authorization granted to the proxy agent regarding the reason for convening the Board meeting.

董事委託其他董事代理出席董事會時，應於每次預計使用或首次使用代理人之會議開始前出具委託書，並列舉召集事由之授權範圍。

A proxy as described in the preceding two paragraphs may act as the agent for one person only.

前二項代理人，以受一人之委託為限。

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

Article 5 **Guidelines for Time and Place of a Board Meeting 董事會開會地點及時間之原則**
第五條

The time and place of the Board meeting to be convened shall be convenient for Directors' attendance and shall be an opportune time and place for holding a Board meeting.

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。

Article 6 **Chairman of Board Meetings and Agent 董事長及代理人**
第六條

Except as otherwise provided in the Articles, when the Board meeting convened by the Chairman, the Chairman shall act as chairman of Board meetings. However, the first Board meeting of a new term shall be convened within 15 days after the re-election by the Director who has received the ballots representing most voting rights at a general meeting with the Director with power to convene the Board meeting to act as chairman of the Board meeting. In case there are two Directors having the power to convene such Board meeting, the chairman of the Board meeting shall be elected from among the two Directors by themselves. In case the Director elect receiving the a ballot representing the largest number of votes fails to convene the meeting of the Board of Directors within the time limit, then the majority or more of the Directors elect may convene the meeting on their own and the chairman of the Board meeting shall be elected from among these Directors by themselves.

除本章程另有規定外，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於改選後十五日內召開之，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。得選票代表選舉權最多之董事，未在期限內召開董事會時，得由過半數當選之董事，自行召集之，並由董事互推一人擔任主席。

In case the Chairman is unable to exercise his or her duties during his or her absence or for cause, the vice Chairman shall act as his or her agent. In the absence of the vice Chairman or if the vice Chairman is unable to exercise his or her duties during his or her absence or for cause, the Chairman shall appoint a managing director to act as his or her agent. If the Company has no managing Directors, a Director shall be appointed as agent. In the absence of such appointment, the agent shall be elected from among the managing Directors or Directors by themselves.

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。

The majority or more of the Directors may, by filing a written proposal setting forth therein the subjects for discussions and the reasons, request the Chairman of the

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

Board of Directors to convene a meeting of the Board of Directors.
過半數之董事得以書面記明提議事項及理由，請求董事長召集董事會。

If the Chairman of the Board of Directors fails to convene a meeting of Board of Directors within 15 days after the filing of the request under the preceding paragraph, the proposing Directors may convene a meeting of Board of Directors on their own and the chairman of the Board meeting shall be elected from among these Directors by themselves.

前項請求提出後十五日內，董事長不為召開時，過半數之董事得自行召集，並由董事互推一人擔任主席。

Article 7
第七條

Board Meeting Reference Materials, Guests to the Meeting and Convening the Board Meeting **董事會參考資料、列席人員與董事會召開**

Upon convening the Board meeting, the managerial department (or the meeting administrative office appointed by the Board) shall prepare relevant information readily available to Directors present at the Board meeting for reference.

召開董事會時，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。

Upon convening a Board meeting, employees of the relevant departments or subsidiaries who are not Directors may be notified to attend a Board meeting as guest depending on the details of the meeting agenda. If necessary, accountants, lawyers or other professionals may be invited to attend a Board meeting as guest for subject illustration, but shall excuse themselves when discussion and voting.

召開董事會時，得視議案內容通知相關部門或子公司之人員列席。必要時，亦得邀請會計師、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。

A Board meeting shall be called to order by the Chairman of the Board meeting when the scheduled meeting time has arrived and a majority of Directors are present at the Board meeting.

董事會主席於已屆開會時間並有過半數之董事出席時，應即宣布開會。

If less than a majority of all Directors are present at the Board meeting when the scheduled meeting time has arrived, the Chairman may announce to postpone the meeting with the postponement not more than twice. If a quorum is not constituted after the second postponement, the Chairman may reconvene the meeting in accordance with the procedure under the Articles.

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，主席得依本章程規定之程序重新召集。

For purpose of the preceding paragraph and Subparagraph 2, Paragraph 2, Article 15 of the Rules, all Directors shall refer to the incumbent Directors at that time.

前項及第十五條第二項第二款所稱全體董事，以實際在任者計算之。

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

Article 8 **Audio Recording or Videotaping of the Board Meeting as Evidence** **董事會開會**
第八條 **過程錄音或錄影之存證**

Any and all of Board meetings shall be audio recorded or videotaped from beginning to adjournment of the meeting as evidence and the files shall be kept for at least five years. The files may be stored in the electronic form.

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。

If a litigation relating to a resolution of Board meetings commences before the end of the period in which the evidence shall be kept in the preceding paragraph, the relevant audio recorded or videotaped evidence shall continually be kept until the conclusion of the litigation.

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。

For a meeting convened via videoconferencing, the audio recorded and videotaped information shall be part of the proceedings of minutes of the Board meeting and be properly kept during existence of the Company.

以視訊會議召開者，其視訊影音資料為會議紀錄之一部分，應於本公司存續期間妥善保存。

Article 9 **Meeting Agenda** **議事內容**
第九條

The agenda for the regular Board meetings shall include the following matters for the least:

定期性董事會之議事內容，至少包括下列各事項：

1. Matters to be reported:
報告事項：

- (1) Minutes of proceedings of former meeting and status of implementation;
- (2) Important financial and business reports;
- (3) Internal audit reports; and
- (4) Other important reports.

- (1)前次會議紀錄及執行情形。
- (2)重要財務業務報告。
- (3)內部稽核業務報告。
- (4)其他重要報告事項。

2. Matters for discussion:
討論事項：

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

- (1) Matters reserved for further discussion from former meeting; and
- (2) Matters to be discussed during the meeting.

- (1) 前次會議保留之討論事項。
- (2) 本次會議預定討論事項。

3. Extempore Motion.
臨時動議。

Article 10
第十條

Proposal Discussion 議案討論

Board meetings shall be conducted in accordance with the procedure of the meeting as scheduled in the meeting notice, which may be subject to change upon consent of a majority of the Directors present at the Board meeting.

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。

The Chairman may not declare adjournment without the consent of a majority of the Directors present at the meeting.

非經出席董事過半數同意者，主席不得逕行宣布散會。

During a Board meeting, if the Directors present in the meeting do not exceed half of the Directors attendance at the meeting, upon motion filed by the Directors present in the meeting, the Chairman shall declare suspension of the meeting and the provisions under Paragraph 4, Article 7 of the Rules may apply mutatis mutandis.

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，並準用第七條第四項規定。

Article 11
第十一條

Matters that Must be Discussed at the Board Meeting 應經董事會討論事項

The following matters shall be brought to a Board meeting for discussion:

下列事項應提董事會討論：

1. The Company's business plan;
本公司之營運計畫。
2. Annual financial report and second quarter financial reports that must be audited and attested by a CPA.
年度財務報告及須經會計師查核簽證之第二季財務報告。
3. Internal control system established or amended in accordance with the Applicable Listing Rules, and assessment of the efficacy of internal control system;
依上市法令規定訂定或修訂之內部控制制度，及內部控制制度有效性之考

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

核。

4. Procedure for handling important financial and business activities such as the acquisition or disposition of assets, derivative products transactions, lending of capital, endorsement for third party, provision of guarantee, established or amended in accordance with the Applicable Listing Rules;
依上市法令訂定或修正之取得或處分資產、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重大財務業務行為之處理程序。
5. Offering, issue or private placement of securities of the nature of equity;
募集、發行或私募具有股權性質之有價證券。
6. Appointment and/or dismissal of a financial, accounting or internal audit officers; and
財務、會計或內部稽核主管之任免。
7. endowment to related party or material endowment to non-related party; however, emergency relief donations for public service nature due to material natural disaster may be submitted to the next Board meeting for ratification.
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。
8. Matters to be resolved at general meetings or by the Board meeting in accordance with the Applicable Listing Rules, Law or the Articles, or any such significant matters as may be prescribed by the Commission.
依上市法令、法律或本章程規定應由股東會決議或董事會決議事項或主管機關(金管會)規定之重大事項。

The term “related party” as used in subparagraph 7 of the preceding paragraph is the related party in the provisions of Regulations Governing the Preparation of Financial Report; the term “material endowment to non-related party” means that the amount of each endowment or the accumulated amount of endowments to the same party within 1 year reaches NTD 1 hundred million or 1 percent of the revenue or 5 percent of the paid-in capital of the most recent year CPA-certified financial report or more.

The term “within 1 year” in the preceding paragraph refers to the year preceding the date of the Board meeting. Items for which the Board has approved need not be counted toward the accumulated amount.

In the case of a foreign company whose shares have no par value or a par value other than NT\$10, for the accumulated amounts of 5 percent of paid-in capital as the second item in the preceding paragraph, 2.5 percent of shareholders’ equity shall be substituted.

前項第七款所稱關係人，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實收資本額百分之五以上者。

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

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。

外國公司股票無面額或每股面額非屬新臺幣十元者，第二項有關實收資本額百分之五之金額，以股東權益百分之二點五計算之。

Each Board meeting shall have at least one Independent Director attending in person. For matters to be submitted to the Board meeting in the first paragraph, all the Independent Directors shall attend a Board meeting in person. If they cannot, they shall appoint another Independent Director to attend the Board meeting on his or her behalf and may not appoint an agent who is not an Independent Director as his or her agent. Any objection or reservation that an Independent Director may have shall be specified in the minutes of proceedings of the Board meeting. If an Independent Director wishing to express his or her objection or reservation is unable to attend the Board meeting in person, he or she shall issue a written opinion beforehand and such objection or reservation shall be specified in the minutes of proceedings of the Board meeting, unless there is good cause.

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，不得委由非獨立董事代理。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。

Article 12
第十二條

Voting (1) 表決(1)

The Chairman may declare end of discussion of a proposal in the agenda and have the proposal voted on if he or she deems the proposal in discussion is ready for a vote. A proposal being put to vote at a Board meeting shall be deemed approved in the absence of objection voiced by the attending Directors upon consultation by the chairman and effective as if approved by a vote; such proposal shall immediately be put to vote if objection is voiced upon consultation by the chairman.

主席對於議案之討論，認為已達可付表決之程度時，得宣布停止討論，提付表決。董事會議案表決時，經主席徵詢出席董事無異議者，視為通過，其效力與表決通過同。如經主席徵詢而有異議者，應即付表決。

Votes shall be cast for the proposal in the agenda of the Board meeting.

表決時應就董事會議案內容所載之事由為之。

For purpose of the preceding two paragraphs, all Directors present at the meeting do not include Directors who may not exercise their voting rights in accordance with the provisions under Article 14 of the Rules.

前二項所稱出席董事全體不包括依第十四條規定不得行使表決權之董事。

Votes may be cast in one of the following manners as determined by the Chairman; provided, however, that when a person present at the meeting files an objection, the

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

decision shall be made according to majority votes:

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：

1. Vote by show of hands or by voting system;
2. Roll-call vote;
3. Vote by ballots; or
4. Any other voting method as determined by the Company.

1. 舉手表決或投票器表決。
2. 唱名表決。
3. 投票表決。
4. 其他本公司自行選用之表決。

Article 13
第十三條

Vote (2) and Scrutinizing Ballots and How Ballots are Counted 表決(2)及監票及計票方式

Unless otherwise provided for under the Applicable Listing Rules or the Articles, a proposal to be resolved at the Board meeting shall be approved by consent of a majority of the Directors present at the meeting attended by a majority of all Directors.

董事會議案之決議，除上市法令或本章程另有規定外，應有過半數董事之出席，出席董事過半數之同意行之。

In case of an amendment or substitute to a proposal and to the extent that is permissible under the Applicable Listing Rules or Law, the Chairman shall decide on the order of vote by combining the amendment or substitute with the same proposal. However, if one of the proposals has been approved, the others shall be deemed overruled and no further vote is required.

同一議案有修正案或替代案時，於上市法令許可之範圍內，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。

If certain persons shall be designated to scrutinize balloting and count ballots for voting on proposals, these persons shall be appointed by the Chairman. The persons responsible for scrutinizing balloting shall be Directors.

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。

Results of the votes shall be announced on the spot and recorded.

表決之結果，應當場報告，並做成紀錄。

Article 14
第十四條

Director's Avoidance of Conflict of Interest 董事之利益迴避制度

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

To the extent required by Applicable Listing Rules, a Director who bears a personal interest (whether directly or indirectly) in respect to any matter, including but not limited to any contract or proposed contract or arrangement or contemplated transaction of the Company, shall notify the important factors of such personal interest during the Board meeting. Such Director cannot participate in the discussion or vote in respect of the matter, shall excuse him or herself during discussion and voting, and cannot exercise voting rights on behalf of other Directors. Any votes cast by or on behalf of such Director in contravention of the foregoing shall not be counted by the Company, but such Director shall be counted in the quorum for purposes of convening such meeting.

如上市法令有所要求，董事對於董事會之事項，包括但不限於契約或契約之提案或協議或本公司擬進行之交易，有自身利害關係者(無論直接或間接)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，不得加入表決或參與討論，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。董事違反前述規定親自或由代理人行使之表決權，本公司應不予計算，但該董事仍應計入該次會議之法定出席數。

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.

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。

Article 15
第十五條

Meeting Minutes and Signature 會議記錄及簽署事項

Proceedings of Board meetings shall be recorded in the meeting minutes, which shall specify the following matter in detail:

董事會之議事，應作成議事錄，議事錄應詳實記載下列事項：

1. Term (or year) of the meeting, and time and place;
會議屆次(或年次)及時間地點。
2. Name of Chairman;
主席之姓名。
3. Attendance of Directors, including names and numbers of Directors who are present at the meeting, on leave or absent from the meeting;
董事出席狀況，包括出席、請假及缺席者之姓名與人數。
4. Names and titles of the guests to the Board meeting;
列席者之姓名及職稱。
5. Name of the secretary of the Board meeting;

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

記錄之姓名。

6. Matters to be reported;
報告事項。
7. Matters for discussion: How a proposal is resolved and the result; summary of statement by Director, Supervisor (if there is any), expert and other persons; the name of the Director who bears a personal interest in respect to the discussion matter in accordance with paragraph 1 of the preceding article, the important factors of the personal interest, reasons of excusing/not excusing him or herself during the discussion and voting, and how the Director excuses him or herself during discussion and voting; objections and/or reservations with record or written statement; and written opinion issued by Independent Director in accordance with the provisions under Paragraph 2, Article 11 of the Rules;
討論事項：各議案之決議方法與結果、董事、監察人(如有設置)、專家及其他人員發言摘要、依前條第一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及獨立董事依第十一條第二項規定出具之書面意見。
8. Extempore Motion: Name of the person submitting a proposal; how a proposal is resolved and the result; summary of statement by Director, Supervisor (if there is any), expert and other persons; the name of the Director who bears a personal interest in respect to the discussion matter in accordance with paragraph 1 of the preceding article, the important factors of the personal interest, reasons of excusing/not excusing him or herself during the discussion and voting, and how the Director excuses him or herself during discussion and voting; objections and/or reservations with record or written statement; and
臨時動議：提案人姓名、議案之決議方法與結果、董事、監察人(如有設置)、專家及其他人員發言摘要、依前條第一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。
9. Other matters to be included.
其他應記載事項。

In either of the following circumstances, matters resolved at Board meetings, in addition to being specified in the meeting minutes, shall also be published on the website designated by the Commission and GreTai Securities Market or TSE within two days of the Board meetings pursuant to the Applicable Listing Rules:

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，並應依上市法令於董事會之日起二日內於金管會及興櫃或證交所指定之網站辦理公告申報：

1. Opposition or reservation by any Independent Director with record or written statement; or
獨立董事有反對或保留意見且有紀錄或書面聲明。

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

2. Matters not approved by the Audit Committee (if there is any), subject to consent by more than two thirds (2/3) of all Directors.
未經本公司審計委員會(若有設置)通過之事項，如經全體董事三分之二以上同意。

Board meeting attendance book is part of the meeting minutes of proceedings and shall be properly kept during existence of the Company.
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。

Meeting minutes of proceedings shall be signed or sealed by the Chairman and secretary of the Board meeting and copies thereof shall be distributed to all Directors and Supervisors (if there is any) within twenty days of the Board meeting. The meeting minutes shall be deemed as important files of the Company and be properly kept during existence of the Company.
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及監察人(如有設置)。並應列入本公司重要檔案，於本公司存續期間妥善保存。

Preparation and distribution of the meeting minutes of proceedings in the first paragraph may be done electronically.
第一項議事錄之製作及分發得以電子方式為之。

Article 16
第十六條

Guidelines for Authorization by the Board of Directors 董事會之授權原則

According to the Applicable Listing Rules and the Articles, the Board of Directors authorizes the Chairman to exercise the powers and authorities on behalf of the Board during the recess of the Board. Unless otherwise required to be resolved at the Board meeting under the Applicable Listing Rules and the Articles, the Chairman is authorized to handle the following matters:
董事會依上市法令及本章程規定，授權董事長在董事會休會期間行使董事會職權時，除依上市法令及本章程規定應由董事會決議之事項外，其授權內容或事項如下：

- (1) Representing the Company in its dealings with others for operation of the Company;
於本公司業務範圍內對外代表本公司。
- (2) Handling matters the Chairman is authorized under the Company's "Regulations Governing Authorization of Duties and Authority to Approval" and applicable management rules;
依本公司「職務授權及核決權限管理辦法」及相關管理辦法規定之授權事項。
- (3) Examining the corporate accounting system, financial position and financial report procedure;

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

檢查本公司會計制度、財務狀況及財務報告程序。

- (4) Examining and approving procedure for handling important financial and business activities such as the acquisition or disposition of assets, derivative products transactions, lending of capital, endorsement for third party, and provision of guarantee;
審核取得或處分資產、從事衍生性商品交易、資金貸與他人及為他人背書或提供保證等重大財務業務行為之處理程序。
- (5) Communicating with the CPA of the Company;
與本公司簽證會計師進行交流。
- (6) Reviewing and evaluating internal audit staff and relevant performance;
對內部稽核人員及其工作進行考核。
- (7) Reviewing and evaluating the internal control of the Company;
對本公司之內部控制進行考核。
- (8) Evaluating, inspecting and supervising various existing or potential risks in the Company;
評估、檢查、監督本公司存在或潛在之各種風險。
- (9) Supervising the legal compliance of the Company;
檢查本公司遵守法律規範之情形。
- (10) Reviewing and examining transactions involving avoidance of exercise of voting right due to Director's conflict of interest as described in Article 14 of the Rules, inter alias significant transactions with affiliated person, acquisition or disposition of assets, derivative products transactions, lending of capital, endorsement for third party, or provision of guarantee, and establishment of a company for purpose of investing, etc.
審核第十四條所述涉及董事利益衝突應迴避表決權行使之交易，特別是重大關係人交易、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及成立以投資為目的投資公司等。
- (11) Per the Company's funding requirement, handling with full powers the terms and amount of loans and other relevant matters with financial institutes, and reporting the status to the Board of Directors;
視本公司資金需要，全權處理與各往來金融機構貸款額度、條件等相關事宜，並將執行情形提報董事會。
- (12) Per the Company's funding requirement, handling matters of endorsement and guarantee within the amount permitted by the loaning, endorsement and guarantee regulations, conducting transactions within the amount permitted by the asset acquisition and disposition regulations, and reporting the status to

Koja (Cayman) Co., Ltd.
科嘉(開曼)股份有限公司
PROCEDURAL RULES OF BOARD MEETINGS
董事會議事規範

the Board of Directors;

視本公司資金需求，依據資金貸與及背書保證作業程序規定之額度內進行背書保證處理事宜，及依據取得或處分資產處理程序規定之額度進行交易，並將執行情形提報董事會。

- (13) Appointing the director(s), Supervisor(s) (if there is any) and representative(s) of subsidiaries (including overseas branches);

子公司(含海外分支機構)董事、監察人(若有設置)及代表人之選派。

- (14) Restructuring the Company and amending its organization bylaws;

本公司組織調整及組織規章之修正。

- (15) Evaluating and reviewing the qualification of CPA and nominate appropriate candidates; and

評核會計師之資格並提名適任人選。

- (16) Other powers and duties authorized and granted to the Chairman by the Board of Directors.

其他董事會授權董事長之職權。

Article 17
第十七條

Supplementary Provisions 附則

The establishment to the Rules shall be subject to approval of the Board of Directors, which shall be further approved by an Ordinary Resolution at a general meeting. The amendment to the Rules shall be subject to approval of the Board of Directors, which shall be further reported in a general meeting.

本規範之訂定應經本公司董事會決議通過，並經股東會之普通決議通過。本規範之修訂應經本公司董事會決議通過，並於股東會中報告。