

Zig Sheng Industrial Co., Ltd.

Rules of Procedure for Board of Directors Meetings

Approved by the Board of Meeting on Mar. 8, 2024

- Article 1** Unless otherwise provided by laws and regulations or the Articles of Incorporation, the Board Meetings of this corporation shall be conducted in accordance with these rules.
- Article 2** If the board of directors is convened by the chairman of the board of directors, it shall be convened once a quarter. The reasons for convening the board of directors shall be clearly stated and each director shall be notified seven days in advance. However, in case of emergency, the chairman may convene the board of directors at any time. The notice of convening the board of directors may be given in writing, by e-mail or by fax.
- Article 3** When the board of directors is convened by the chairman, the chairman shall serve as the chairperson; When the chairman of the board of directors asks for leave or is unable to exercise his / her functions and powers for some reason, he / she shall appoint a director to act on his / her behalf. If no director is appointed, he / she shall elect another director to act on his / her behalf.
- The first board meeting of each session shall be convened by the director with the most voting rights represented by the votes obtained at the shareholders' meeting. The chairman of the meeting shall be the person with the right to convene the meeting. If there are two or more persons with the right to convene the meeting, one person shall be elected from each other.
- In accordance with paragraph 4 of article 203 or paragraph 3 of article 203-1 of the Company Act, if the board of directors is convened by more than half of the directors themselves, one of the directors shall elect from among themselves as the chairman.
- Article 4** Directors (including at least one independent director) shall attend the board of directors in person. For matters to be resolved by the board of directors in accordance with Article 7, all independent directors shall attend the board of directors. If a director is unable to attend for any reason, he may issue a power of attorney and list the scope of authorization for convening the meeting and entrust other directors to attend the meeting on his behalf. The entrusted agent can only be entrusted by one person. If an independent director is unable to attend in person, he shall entrust other independent directors to attend the meeting on his behalf.

Article 5 The directors of the company shall be provided with appropriate and timely information in a form and quality sufficient to enable the directors to make decisions with relevant data and to perform their duties as directors. The office of the Secretary of the board of directors shall be responsible for the business of the board of directors. The deliberative affairs unit shall draft the contents of the proceedings of the board meeting and provide sufficient meeting data to be sent together with the convening notice. If the directors consider that the meeting data are insufficient, they may request the discussion affairs unit to make up, and the discussion affairs unit shall provide it within three days.

If the directors consider that the data of the proposal is insufficient, the deliberation of the proposal may be postponed after the resolution of the board of directors.

The Finance Department of the company shall be responsible for handling the matters required by the directors and shall, in accordance with the principle of timely and effective assistance to the directors in performing their duties, handle them as soon as possible within seven days.

All directors of the company shall have access to the assistance of the finance department to ensure that the procedures of the board of directors and all applicable laws and regulations are complied with, and to ensure good information exchange between the members of the board of directors and the management department.

Article 6 Agenda items for regular board of directors meetings shall include at least the following:

1. Reports:

- (1) Minutes of the last meeting and actions arising.
- (2) Reporting on important financial and business matters.
- (3) Reporting on internal audit activities.
- (4) Other important matters to be reported.

2. Discussions:

- (1) Items discussed and continued from the last meeting.
- (2) Items for discussion at this meeting.

3. Extraordinary motions.

Article 7 A company shall submit the following items for discussion by the board of directors:

1. Corporate business plan.
2. The first, second, third quarter and annual financial reports.
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Act, and an assessment of the effectiveness of the internal

control system.

4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. The election or discharge of the chairman of the board of directors.
7. The appointment or discharge of a financial, accounting, or internal audit officer.
8. 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 of directors meeting for retroactive recognition.
9. Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.
10. Endorsement of appointment, dismissal or remuneration of Certified Public Accountants.
11. To enact or revise the organizational rules of the Remuneration Committee and the appointment of the Remuneration Committee in accordance with article 14-6 of the Securities and Exchange Act.
12. Discussion proposal submitted by the Remuneration Committee.

The matters referred to in subparagraphs 1 to 9 of the preceding paragraph shall be listed in the reasons for convening the meeting, and shall not be proposed by means of an interim motion.

The term "related party" in subparagraph 8 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 an 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 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

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 of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

If the independent directors who are required to attend the meeting in

person or appoint other independent directors to attend the meeting on their behalf have any objection or reservation to the matters that are required to be resolved by the board of directors in accordance with article 14-3 of the Securities Exchange Act, it shall be stated in the minutes of the meeting of directors; If an independent director is unable to attend the board meeting in person to express his objection or reservation, he shall, except for justified reasons, issue a written opinion in advance and record it in the minutes of the board meeting.

- Article 8** Except that the matters listed in paragraph 1 of Article 7 of these Rules shall be submitted to the board of directors for discussion and shall not authorize others to exercise the functions and powers of the board of directors, when the board of directors discusses a proposal or authorizes the exercise of the functions and powers of the board of directors, it shall specify the level and content of resolution authorization in accordance with laws and regulations or the articles of association.
- Article 9** When the board of directors is convened, a signature book shall be set up for the attending directors to sign in, and relevant data shall be prepared for the attending directors to check at any time. The attendance book of the board of directors shall be a part of the proceedings and shall be properly kept during the existence of the company.
- Article 10** The chairman of the board of directors may, as required by the contents of the meeting, designate personnel from relevant departments or subsidiaries to attend as nonvoting delegates to answer the questions raised by the directors, so as to assist the directors to understand the current situation of the company and make appropriate resolutions. If necessary, accountants, lawyers or other professionals may also be invited to attend the meeting and explain, but they shall leave the meeting during discussion and voting.
- Article 11** When the meeting time is due and one-half all board directors are not present, the meeting chair may announce that the meeting time will be postponed on the same day, provided that no more than two postponements are made. If the amount is still insufficient after two delays, the chairman may reconvene the meeting in accordance with the procedures set forth in Article 2 of these rules.
The term "all directors" as referred to in the preceding paragraph shall be calculated when they are actually in office.
- Article 12** The board of directors shall proceed in accordance with the contents of the proceedings set forth in the notice of the meeting. However, it may be changed with the consent of more than half of the directors present.

The chairman shall not announce the adjournment of the meeting without the consent of more than half of the directors present.

During the proceedings of the board meeting, if the number of directors present is less than half of the directors present, the chairman shall, upon the proposal of the directors present, announce the suspension of the meeting and apply the provisions of the preceding article *mutatis mutandis*.

During the proceedings of a board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided in paragraph 2, the provisions of Article 3, paragraph 1 shall apply *mutatis mutandis* to the selection of the deputy to act in place thereof.

Article 13 Except where otherwise provided by the Securities and Exchange Act and the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors meeting attended by a majority of all directors.

Article 14 The chairman of the board of directors shall exercise a high degree of self-discipline. If he has an interest in the proceedings of the meeting with himself or the legal person he represents, he shall explain the important contents of his interest at the current meeting of the board of directors. If it is likely to damage the interests of the company, he shall not participate in the discussion and voting, and shall avoid the discussion and voting, nor exercise his voting rights on behalf of other directors.

A director shall be deemed to have an interest in the matters of the meeting referred to in the preceding paragraph if the director's spouse, second degree internal relatives or a company with a controlling affiliation with the director has an interest in the matters.

The resolution of the board of directors shall not be counted into the total number of votes of the directors present who are unable to exercise their voting rights in accordance with the provisions of the preceding paragraph.

Article 15 When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.

When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. If any one among them is passed, the other proposals shall then be deemed rejected, and no further voting on them shall be required.

Article 16 If the chairman consults all the directors present and there is no objection to the voting of the proposal, it shall be deemed to be passed.

If the chairman consults with all the directors present and approves the resolution without objection, the chairman shall choose one of the following voting methods. However, if there is any objection from the attendees, a majority opinion shall be sought for a decision:

1. A show of hands or a vote by voting machine.
2. A roll call vote.
3. A vote by ballot.

"All directors present at the meeting" in the preceding two paragraphs does not include directors prohibited from exercising voting rights pursuant to Article 14 of these rules.

Article 17 Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form.

If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation, The provisions of the preceding paragraph shall not apply.

Where a board meeting is held by videoconference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be retained for the duration of the existence of this Corporation.

Where a board of directors meeting is held via tele- or 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.

Article 18 Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:

1. The meeting session (or year) and the time and place of the meeting.
2. The name of the chair.
3. The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Discussion items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to article 14, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or

reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to article 7, paragraph 5.

8. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, expert, or other person; the name of any director that is an interested party as referred to article 14, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements.

9. Other matters required to be recorded.

If the resolution of the board of directors has objections or reservations, has records or written statements, and has not been approved by the audit committee, but has been approved by more than two-thirds of all directors, in addition to being stated in the minutes of the proceedings, it shall be publicly announced and reported on the information reporting website designated by the competent authority within two days from the date of the board of directors.

The minutes shall be signed or sealed by the chairman of the meeting and the recorder, and shall be distributed to all directors within 20 days after the meeting, and shall be included in the important files of the company and properly kept during the existence of the company. The production and distribution of the proceedings may be made electronically.

Article 19 Matters not covered in these rules of procedure shall be handled in accordance with the Company Act, the Articles of Incorporation and other relevant laws and regulations.

Article 20 These Rules shall come into force after being adopted by the resolution of the board of directors, and the same shall apply after amendment.