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## BOARD OF COMMISSIONERS' MEETING

The General Policy on the Board of Commissioners' Meeting is as follows:

### 1. Meeting Frequency

- a. The Board of Commissioners' meeting shall be held regularly at least 1 (one) time in 2 (two) months.
- b. The Board of Commissioners shall hold a joint meeting with the Board of Directors on a regular basis at least 1 (one) time in 4 (four) months.
- c. The Board of Commissioners' meeting must be attended by all members of the Board of Commissioners in person at least 2 (two) times in a year. If Non Independent Commissioners are unable to attend the meeting in person, they may participate in the meeting through teleconference technologies.

### 2. Meeting Schedule and Materials

- a. The Board of Commissioners shall set the schedule for the following year before the end of the financial year.
- b. For each of the scheduled meetings, the materials for discussion at the meeting shall be provided to the participants of the meeting no later than 5 (five) working days before the date of the meeting.
- c. If the meeting is not held at the scheduled time, the materials for discussion at the meeting shall be provided to the participants of the meeting no later than the date of the meeting.

### 3. Quorum

The Board of Commissioners' Meeting shall be valid and entitled to adopt binding resolutions if more than  $\frac{1}{2}$  (one half) of all the incumbent members of the Board of Commissioners are present or represented in the meeting.

### 4. Meeting Resolutions

- a. Resolutions of the Board of Commissioners' meeting shall be adopted by deliberation for a consensus.
- b. If such consensus cannot be reached, the resolutions shall be adopted on the affirmative votes of more than  $\frac{1}{2}$  (one half) of the total valid votes cast in the relevant meeting.
- c. Any dissenting opinion, if any, shall be expressly set out in the minutes of Board of Commissioners' meeting as well as the reasons for such dissenting opinion.
- d. The Board of Commissioners may also adopt valid resolutions without holding the Board of Commissioners' Meeting, provided that all members of the Board of Commissioners have been notified in writing and give their approval for the proposals and sign such approval. Any resolutions adopted in such manner shall have the same force and effect as those validly adopted in the Board of Commissioners' Meeting.
- e. All resolutions adopted by the Board of Commissioners shall be binding on and shall become the responsibility of all members of the Board of Commissioners.
- f. Further procedure for the mechanism of the Board of Commissioners' Meeting shall be stipulated in the Company's Articles of Association.

### 5. Minutes of Board of Commissioners' Meeting

- a. The outcomes of the Board of Commissioners' meeting must be incorporated in the minutes of meeting, which shall be signed by all members of the Board of Commissioners present and circulated to all members of the Board of Commissioners.

- b. The outcomes of the joint meeting between the Board of Commissioners and the Board of Directors must be incorporated in the minutes of meeting, which shall be signed by all members of the Board of Commissioners and all members of the Board of Directors present and circulated to all members of the Board of Commissioners and all members of the Board of Directors.
- c. The minutes of meeting must be properly documented according to the applicable law.
- d. If the meeting is held via teleconference technologies, the meeting must be recorded, and the minutes of the meeting shall be made and signed by all members of the teleconference and the minutes shall also set out the reasons for holding the meeting via teleconference.
- e. Any other provisions for the minutes of meeting shall be as stipulated in the Company's Articles of Association and the Corporate Governance Manual of the Company.

## **BOARD OF DIRECTORS' MEETING**

The provisions for the Board of Directors' Meeting shall include the following:

### **1. Meeting Frequency**

- a. The Board of Directors' meeting shall be held regularly at least 1 (one) time in a month.
- b. The Board of Directors shall hold a joint meeting with the Board of Commissioners on a regular basis at least 1 (one) time in 4 (four) months.
- c. The Board of Directors' meeting may be held at any time if deemed necessary.

### **2. Meeting Schedule and Materials**

- a. The Board of Directors shall set the schedule for the following year before the end of the financial year.
- b. For each of the scheduled meetings, the materials for discussion at the meeting shall be provided to the participants of the meeting no later than 5 (five) working days before the date of the meeting. If the meeting is not held at the scheduled time, the materials for discussion at the meeting shall be provided to the participants of the meeting no later than the date of the meeting.

### **3. Quorum**

The Board of Directors' Meeting shall be valid and entitled to adopt binding resolutions if more than  $\frac{1}{2}$  (one half) of all the incumbent members of the Board of Directors are present or represented in the meeting.

### **4. Meeting Resolutions**

- a. Any strategic policy and resolution must be adopted in the board of directors' meeting, subject to the supervision by the Board of Commissioners according to its duties and responsibilities.
- b. Resolutions of the Board of Directors' meeting shall be adopted by deliberation for a consensus.
- c. If such consensus cannot be reached, the resolutions shall be adopted on the affirmative votes of more than  $\frac{1}{2}$  (one half) of the total valid votes cast in the relevant meeting.
- d. Any dissenting opinion, if any, shall be expressly set out in the minutes of Board of Directors' meeting as well as the reasons for such dissenting opinion.
- e. The Board of Directors may also adopt valid resolutions without holding the Board of Directors' Meeting, provided that all members of the Board of Directors have been notified in writing and give their approval for the proposals and sign such approval. Any resolutions adopted in such manner shall have the same force and effect as those validly adopted in the Board of Directors' Meeting.
- f. All resolutions adopted by the Board of Directors shall be binding on and shall become the responsibility of all members of the Board of Directors.

- g. Further procedure for the mechanism of the Board of Directors' Meeting shall be stipulated in the Company's Articles of Association.

#### **5. Minutes of Meeting**

- a. The outcomes of the Board of Directors' meeting must be incorporated in the minutes of meeting, which shall be signed by all members of the Board of Directors present and circulated to all members of the Board of Directors.
- b. The outcomes of the joint meeting between the Board of Directors and the Board of Commissioners must be incorporated in the minutes of meeting, which shall be signed by all members of the Board of Directors and all members of the Board of Commissioners present and circulated to all members of the Board of Directors and all members of the Board of Commissioners.
- c. Any dissenting opinion, if any, shall be expressly set out in the minutes of Board of Directors' meeting as well as the reasons for such dissenting opinion.
- d. The minutes of Board of Directors' meeting must be properly documented according to the applicable law.
- e. Other provisions for the minutes of meeting shall conform with the Company's Articles of Association.