

AMICCOM Electronics Corporation (The “Company”)

Rules of Procedure for Board of Directors Meetings

Article 1 The “Rules of Procedure for Board of Directors Meetings” is stipulated form compliance in accordance with Article 2 of the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies” in order to establish a good board governance system, supervision functions, and enhance management functions of the company.

Article 2 The company shall adopt the rules of procedure for the Board of Directors meetings; the main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements for board meetings shall be handled in accordance with “Regulations”.

Article 3 The company’s board of directors meeting shall be convened at least quarterly.

The reasons for calling a board of directors meeting shall be notified to each director at least seven days in advance. However, in emergency circumstances, a board meeting may be called on shorter notice.

All matters set out in Article 12, paragraph 1, of the “Regulations” shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extemporary motion.

Except for the proposals in Article 12, paragraph 1, Section 1 and Section 6 of the “Regulations,” all other proposals should be submitted to the Audit Committee for review before being submitted to the board of directors for resolution.

Article 4 The board of directors of the company shall appoint the Finance Department as the agenda working group, which shall be specified in the rules of procedure.

The agenda working group shall prepare agenda items for the board meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.

A director of the opinion that the pre-meeting materials provided are insufficient may requests the agenda working group to supplement the materials. If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the board of directors.

Article 5 When a board meeting is held, an attendance book shall be made ready for signature by directors attending the meeting and thereafter made available for future reference.

All board directors shall attend board meetings in person; if attendance in person is not possible, they may, pursuant to the company’s articles of incorporation, appoint another director to attend as their proxy. Attendance via tele- or video-conference is deemed as

attendance in person.

A director appointing another director to attend a board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.

A proxy under paragraph 2 may accept a proxy from one person only.

Article 6 A board of directors meeting shall be held at the location and during the business hours of the company, or at a place and time convenient to all directors and suitable for holding a board of directors meeting.

Article 7 Where a meeting of the board of directors is called by the chairman of the board, the meeting shall be chaired by the chairman. However, where the first meeting of each newly elected board of directors is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.

Where a meeting of the board of directors is called by a majority of directors on their own initiative in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, the directors shall choose one person by and from among themselves to chair the meeting.

When the chairman of the board is on leave or for any reason is unable to exercise the powers of the chairman, the meeting should be chaired by a director designated, or, if the chairman does not make such a designation, the meeting should be chaired by a director elected by and from among themselves.

The company may have the meeting of the board of directors convened with all directors notified in writing, or via E-mail or fax.

Article 8 The company when holding a board meeting may, as necessary for the agenda items of the meeting, notify personnel of relevant departments to attend the meeting as nonvoting participants. When necessary, the company may also invite certified public accounts, attorneys, or other professionals to attend as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

When the time of a board meeting has arrived and one-half of all board directors are present, the chairman shall call the meeting to order.

When the time of a board meeting has arrived and one-half all board directors are not present, the chairman may announce postponement of the meeting time on that day, provided that only two postponements may be made. If the quorum is still not met after two such delays, the chairman shall re-call the meeting following the procedures provided in Article 3, paragraph

2. The term “all board directors” as used in the preceding paragraph shall be calculated as the number of incumbent directors.

Article 9 A company shall record on audio or video tape the entire proceedings of a board of directors meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of a board of directors meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

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 10 Agenda items for regular board of directors meeting 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. Extemporaneous motions.

Article 11 The company’s board of directors meeting shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.

The chairman may not declare the meeting closed without the approval of a majority of directors present at the meeting.

If at any time during the proceedings of a board meeting that the directors present are not more than one-half of the quorum, then upon motion by the directors present, the chairman shall declare a suspension of meeting, in which case Article 8, paragraph 3 of the preceding article shall apply 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 7, paragraph 3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.

Article 12 The company shall submit the following proposals to the board of directors for discussion:

1. The company’s business plan.
2. Annual financial report affixed with the signature or stamp of the chairman, managerial

officers, and accounting officer.

3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange 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.
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 next board meeting for retroactive ratification.
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.

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 any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NT\$100 million or more, or at an amount equal to or greater than 1% of net operating income or 5% of paid-in capital as stated in the financial report for the most recent year that has been audited by a CPA.

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 of directors are exempted from inclusion in the calculation.

The company’s board of directors meeting must be with the attendance of at least one independent director in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, all independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director who is unable to attend the meeting in person to express an objection or reservation shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 13 When the chairman at a board of directors meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chairman may announce the discussion closed and bring the matter to vote.

When a proposal comes to a vote at a board of directors meeting, if the chairman puts the matter before all directors present at the meeting and none voices an objection, the matter is deemed approved. If there is any objection after being consulted by the chairman, it shall be put to a vote.

The voting method shall be decided by the chairman according to the following alternatives. However, if there is any objection from the attendees, the decision shall be made based on the opinion of the majority:

1. Vote by show of hands or voting machines.
2. Roll-call vote.
3. Decided by a vote.
4. A voting method decided by the company.

The term “all directors present” as mentioned in paragraph 2 does not include directors who are prohibited from exercising voting rights in accordance with paragraph 1 of Article 15.

Article 14 Except as otherwise stated in the Securities and Exchange Act or in the Company Act, a resolution on a matter at a board of directors meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors.

When there is an amendment or an alternative to a proposal, the chairman 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; also, if one of them is passed, the other proposals will then be deemed rejected without the need of further voting.

The chairman shall appoint the vote monitoring and counting personnel for the voting on a proposal, provided that all monitoring personnel shall be directors of the Company.

The results of the voting shall be announced on-site at the meeting with a record made.

Article 15 If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director’s proxy to exercise voting rights on that matter.

Where the spouse or a blood relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relation with a director, is an interested party with respect to an agenda item as described in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

The provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, paragraph 4 of the Company Act, apply to resolutions of board of directors meetings when a director is prohibited by the preceding two paragraphs from exercising voting rights.

Article 16 Minutes shall be prepared for the discussions at board of directors meetings. The meeting minutes shall record the following:

1. Session (or year), time, and place of meeting.
2. Name of the meeting chairman.
3. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
4. Names and titles of those attending the meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported on.
7. Agenda 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 in paragraph 1 of the preceding article, 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 under Article 12, paragraph 4.
8. Extemporaneous motions: the name of the proposer; the method of resolution and the result for each motion; 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 in paragraph 1 of the preceding article, 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.
9. Other matters required to be recorded.

Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and published on an information reporting website designated by the competent authority within two days starting from the board meeting date:

1. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
2. Any matter that has not been passed by the Audit Committee, but has been adopted with the approval of two-thirds or more of all board directors without having been passed by the audit committee;

The attendance book forms a part of the minutes for each board meeting and shall be well preserved during the existence of the company.

The minutes of a board of directors meeting shall be affixed with the signature or seal of both the meeting chairman and the minutes taker; a copy of the minutes shall be distributed to each director within 20 days after the meeting and well preserved as important records of the company during the existence of the company.

The production and distribution of the meeting minutes referred to in paragraph 1 may be prepared in an electronic form.

Article 17 Apart from matters referred to in paragraph 1 of Article 12, during the recess of the board of directors, which are required to be submitted for discussion by the board of directors, when the board of directors delegates any exercise of its powers pursuant to laws or regulations or the company's articles of incorporation, matters such as the level and substance of the delegation shall be concretely and specifically set out.

- (1) According to the company's approval authority table.
- (2) According to the company's management regulations, systems, and rules.
- (3) Delegation of directors and supervisors to the invested companies.
- (4) Determination of the base date for capital increase or capital reduction and the base date for cash dividend distribution.

Article 18 The adoption and amendment of the "Regulations" shall be with the approval of the company's Board of Directors and should be reported in the shareholders meeting.

Notice to readers

This English-version rules is a translation of the Chinese version and is not an official document. If there is any discrepancy between the English and Chinese versions, the Chinese version shall prevail.