

同欣電子工業股份有限公司
董事會議事規則
Tone Hsing Electronic Industries, Ltd.
Rules of Procedure for Board of Directors Meetings

第一條：本規則依上市上櫃公司治理實務守則及公開發行公司董事會議事辦法訂定，本公司董事會議依本規則行之。

Article 1: The Rules are adopted pursuant to the “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies” and “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”. The Company’s board of directors meeting shall be conducted in accordance with the Rules.

第二條：本公司董事會之議事規則，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，悉依本規則辦理。

Article 2: With respect to rules of the of the Company’s board of directors meeting, including the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with the provisions of the Rules.

第三條：董事會應至少每季召開一次。

本公司董事會之召集，應於開會七日前通知各董事，並載明開會時間、地點、召集事由；但遇有緊急情事時，得隨時召集之。開會通知得以電子方式為之。
第七條第一項各款之事項，應在召集事由中列舉，不得以臨時動議提出。

Article 3: The board of directors shall meet at least quarterly.

A notice of the reasons for convening a board meeting shall be given to each director before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice. The notice can be given under by means of electronic transmission.

All matters set forth under Article 7, paragraph 1 of the Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion.

第四條：本公司董事會召開之地點與時間，應於本公司所在地及辦公時間或便於董事出席且適合董事會召開之地點及時間為之。

Article 4: 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 attendance by all directors and suitable for holding a board of directors meeting.

第五條：本公司董事會指定之辦理議事事務單位為財務處。議事單位應擬訂董事會議事內容，並提供充分之會議資料，於召集通知時一併寄送。董事如認為會議資料不充分，得向議事事務單位請求補足。

經由董事會討論之議案，如有二人以上董事認為相關資料不足，或經半數以上董事同意時得向董事會提出，要求延期審議該議案，董事會應予採納。

Article 5: The designated unit responsible for the board meetings of the Company shall be Division of Finance. The unit responsible for board meetings shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting.

If two or more directors who are of the opinion that the meeting materials provided are insufficient or with the approval of more than half of the directors, a proposal may be made to the board of directors to postpone the consideration of the proposal, and the board of directors shall adopt it.

第六條：本公司定期性董事會之議事內容，至少包括下列各事項：

一、報告事項。

(一)上次會議紀錄及執行情形。

(二)重要財務業務報告。

(三)內部稽核業務報告。

(四)其他重要報告事項。

二、討論事項。

(一)上次會議保留之討論事項。

(二)本次會議討論事項。

三、臨時動議。

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

I. 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.

II. Discussions:

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

III. Extraordinary motions.

第七條：下列事項應提本公司董事會討論：

一、本公司之營運計畫。

二、年度財務報告及半年度財務報告。但半年度財務報告依法令規定無須經會計師查核簽證者，不在此限。

三、依證券交易法（以下稱證交法）第十四條之一規定訂定或修正內部控制制度，及內部控制制度有效性之考核。

四、依證交法第三十六條之一規定訂定或修訂取得或處分資產、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。

五、募集、發行或私募具有股權性質之有價證券。

六、董事會未設常務董事者，董事長之選任或解任。

七、財務、會計或內部稽核主管之任免。

八、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。

九、依證交法第十四條之三、其他依法令或章程規定應由股東會決議或董事會決議之事項或主管機關規定之重大事項。

前項第八款所稱關係人，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。

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。

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。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 7: The Company shall submit the following items for discussion by the board of directors:
1. Corporate business plan.
 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA).
 3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the of the Securities and Exchange Act (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. If the board of directors does not have managing directors, 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.

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 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.

For foreign companies whose stock has no par value or a par value other than NTD10, the "5 percent of paid-in capital" in paragraph 2 above shall be calculated instead as 2.5 percent of shareholder equity.

At least one independent director of the Company shall attend each meeting 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, each 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 intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

第八條：除前條第一項應提董事會討論事項外，董事會依法令或公司章程規定，授權董事長行使董事會職權時，其授權內容或事項如下：

- 一、各項重要契約之核定。
- 二、依內控制度所定金額權限範圍內之公司一般財產及不動產購置與處分之核定。
- 三、轉投資公司董事及經理人之指派。
- 四、其他依照法令章程及股東會、董事會之決議執行本公司一切事務。

Article 8: With the exception of matters required to be discussed at a board meeting under Article 7, paragraph 1, the board of directors appoints the chairperson to exercise the powers of the board in accordance with applicable laws and regulations or the Company's "Articles of Incorporation", the levels of such delegation and the content or matters it covers shall be carried out in accordance with the principles below:

1. Approval of important contracts.
2. Approval of the purchase and disposal of the Company's general property and real estate within the amount of authority specified in the internal control system.
3. Designation of directors and managers of the Company's subsidiaries.
4. Other execution of all affairs of the Company in accordance with laws, "Articles of Incorporation" and resolutions of the shareholders' meeting and the board of directors.

第九條：董事會開會應備置簽名簿，由出席董事簽到，以供查考；

董事應親自出席，如不能親自出席者，得依本公司章程規定委託其他董事代理出席。董事會開會時，如以視訊會議為之，其董事以視訊參與會議者，視為親自出席。董事委託其他董事代理出席董事會時，應於每次出具委託書，並列舉召集事由之授權範圍。前項代理人，以受一人之委託為限。

Article 9: When a meeting of the board of directors 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.

第十條：董事會由董事長召集者，由董事長並擔任主席，但若有緊急情事，得隨時召集之；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召集者，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。

依公司法第二百零三條第四項或第二百零三條之一第三項規定董事會由過半數之董事自行召集者，由董事互推一人擔任主席。

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，由董事長指董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。

Article 10: Where a meeting of the board of directors is called by the chairperson of the board, the meeting shall be chaired by the chairperson. In emergency circumstances, however, a board meeting may be called on shorter notice

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 chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson, or, if there is no vice chairperson or the vice chairperson also is on leave or for any reason is unable to act, by a director designated by the chairperson, or if the chairperson does not make such a designation, by a director elected by and from among themselves.

第十一條：召開董事會，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。

Article 11: When holding a meeting of the board of directors, The Company may, as necessary for the agenda items of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting as nonvoting participants. When necessary, the Company may also invite certificated 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.

第十二條：董事會之主席於已屆開會時間並有過半數之董事出席時，應即宣佈開會。已屆開會時間，如全體董事有半數未出席時，主席得宣佈於當日延後開會，其延後次數以二次為限。延後二次仍不足額者，主席得依第三條第二項規定之程序重新召集。前項及第十七條第二項第二款所稱全體董事，以實際在任者計算之。

Article 12: The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance.

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 quorum is still not met after two postponements, the chair may re-convene the meeting following the procedures provided in Article 3, paragraph 2.

The term "all board directors " as used in the preceding paragraph and in Article 17, paragraph 2, subparagraph 2 shall be calculated as the number of directors then in office.

第十三條：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。

非經出席董事過半數同意者，主席不得逕行宣布散會。

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，並準用前條第一項規定。

董事會議事進行中，主席因故無法主持會議或未依第二項規定逕行宣布散會，其代理人之選任準用第十條第三項規定。

Article 13: A 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 meeting chair 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 of directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of the meeting, in which case paragraph 1 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 10, paragraph 3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.

第十四條：董事會所提議案如有爭議，應經董事間充分討論，主席始得提付表決。

主席對於議案之討論，認為已達可付表決之程度時，得宣佈停止討論，提付表決。董事會就所提議案之表決，董事所提反對之理由得提書面聲明，並於議事錄中載明。

本公司董事會議案表決時，經主席徵詢出席董事全體無異議者，視為通過。如經主席徵詢而有異議者，即應提付表決。

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：

- 一、舉手表決或投票器表決。
- 二、唱名表決。
- 三、投票表決。
- 四、公司自行選用之其他表決方式。

本條所稱出席董事全體不包括依第十六條規定不得行使表決權之董事。

Article 14: If a proposal proposed by the board of directors is controversial, it must be fully discussed among the directors before the chair can put it to a vote.

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 a proposal comes to a vote at a board meeting, if no attending director voices an objection following an inquiry by the chair, the proposal will be deemed approved. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote.

One voting method for proposals at a board meeting shall be selected by the chair from among those below, provided that when an attending director has an objection, the chair shall seek the opinion of the majority to make a decision:

1. A show of hands or a vote by voting machine.
2. A roll call vote.
3. A vote by ballot.
4. A vote by a method selected at this Corporation's discretion.

"Attending directors," as used in the preceding two paragraphs, does not include directors that may not exercise voting rights pursuant to Article 16.

第十五條：董事一席有一表決權；董事會議案之決議，除證交法及公司法有規定外，應有過半數董事之出席，出席董事過半數之同意行之。

同一議案有修訂案或替代案時，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。

董事會議案之表決，主席得指定計票人員統計，並由全體出席董事為監票人員。表決之結果，應當場報告，並做成紀錄。

Article 15: Each director has one vote. Except where otherwise provided by the 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.

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.

If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.

Voting results shall be made known on-site immediately and recorded in writing.

第十六條：董事對於會議事項，與其自身或其代表之法人有利害關係者，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，不得加入討論及表決，且討論及表決時應予迴避，亦不得代理其他董事行使其表決權；

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。

本公司董事會之決議，對依前二項規定不得行使表決權之董事，依公司法第二百零六條第四項準用第一百八十條第二項規定辦理。

Article 16: If a director or a juristic person that the director represents is an interested party in relation to an 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 interest of the Company, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the

discussion or the voting on the item, and may not exercise voting rights as proxy for another director.

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.

Where a director is prohibited by the preceding paragraph from exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, paragraph 3 of the same Act.

第十七條：本公司董事會之議事，應作成議事錄，議事錄應詳實記載下列事項：

- 一、會議屆次（或年次）及時間地點。
- 二、主席之姓名。
- 三、董事出席狀況，包括出席、請假及缺席者之姓名與人數。
- 四、列席者之姓名及職稱。
- 五、記錄之姓名。
- 六、報告事項。
- 七、討論事項：各議案之決議方法與結果、董事、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七條第五項規定出具之書面意見。
- 八、臨時動議：提案人姓名、議案之決議方法與結果、董事、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。
- 九、其他應記載事項。

董事會之議決事項，如有下列情事之一者，除應於議事錄載明外，並應於董事會之日起二日內於主管機關指定之資訊申報網站辦理公告申報：

- 一、獨立董事有反對或保留意見且有紀錄或書面聲明。
 - 二、未經審計委員會通過，而經全體董事三分之二以上同意通過。
- 董事會簽到簿為議事錄之一部分，應於公司存續期間內妥善保存。
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。並應列入本公司重要檔案，於本公司存續期間妥善保存。
第一項議事錄之製作及分發，得以電子方式為之。

Article 17: Minutes shall be prepared of the discussions at board of directors meetings. The meeting minutes shall record the following:

1. Term (or year), time, and place of meeting.
2. Name of the meeting chair.
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, supervisors, 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 7, paragraph 5.

8. Extraordinary motions:

The name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, supervisors, 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 within two days of the meeting be published on an information reporting website designated by the competent authority:

1. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
2. If the Company has an audit committee, 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 of directors meeting and shall be well preserved during the existence of the Company.

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

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

第十八條：本公司董事會之開會過程，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。

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，不適用前項之規定。

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

Article 18: The 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.

第十九條：董事長之選任或解任準用第三條規定，不得以臨時動議提出。

Article 19: Article 3 shall apply mutatis mutandis to the election or discharge of the chairman of the board of directors. The matters cannot be raised by an extraordinary motion.

第二十條：本規則之訂定及修訂應經本公司董事會同意。

Article 20: The Rules of Procedure shall be adopted and amended by the approval of meeting of the board of directors.

第二十一條：附則：

本規則訂定於中華民國九十二年三月二十六日。

第一次修訂於中華民國九十五年十月二十六日。

第二次修訂於中華民國九十六年七月九日。

第三次修訂於中華民國九十七年三月二十八日。

第四次修訂於中華民國九十九年三月十八日。

第五次修訂於中華民國一〇二年二月七日。

第六次修訂於中華民國一〇六年十一月十日。

第七次修訂於中華民國一〇八年三月十五日。

第八次修訂於中華民國一〇九年三月十八日。

第九次修訂於中華民國一一一年八月十一日。

第十次修訂於中華民國一一三年二月二十九日。

Article 21: Supplementary Provisions

The Rules shall come into force from the March 26, 2003.

The first amendment was made on October 26, 2006.

The second amendment was made on July 9, 2007.

The third amendment was made on March 28, 2008.

The fourth amendment was made on March 18, 2010.

The fifth amendment was made on February 7, 2013.

The sixth amendment was made on November 10, 2017.

The seventh amendment was made on March 15, 2019.

The eighth amendment was made on March 18, 2020.

The ninth amendment was made on August 11, 2022.

The tenth amendment was made on February 29, 2024.