

Document Title	<b>Measures for the Deliberation and Operation of the Meetings of the Audit Committee</b>			No.	T-GM-3-004-B
Formulated by	Business Operations Dept.	Amendment Date	Mar. 30, 2020	Page	1/3

1. **Purpose:** In order to establish a good corporate governance system of the Company and improve the management of the operation of the Audit Committee, these Measures are hereby formulated in accordance with the relevant regulations of “[T-6-201707-047] **Regulations Governing the Exercise of Powers by Audit Committees of Public Companies**”.
2. **Scope:** All the Company’s management operations regarding the operation of the Audit Committee shall be handled in accordance with the specifications stated in this Document.
3. **Duties:** The Business Operations Department is the authority and responsible unit for formulating and implementing these Measures.
4. **Definitions:** N/A.
5. **Operation Procedures:** N/A.
6. **Operation Content:**
  - 6.1. The composition, number and term of office of members of the Audit Committee, matters of authority, rules of procedures, and the resources that the Company shall provide when exercising its functions and powers shall be stipulated in the organizational rules of the Audit Committee.
  - 6.2. The composition, number and professional qualifications of the committee members shall meet the qualification requirements of “[T-6-201707-047] **Regulations Governing the Exercise of Powers by Audit Committees of Public Companies**”.
  - 6.3. The meeting of the Audit Committee shall be convened at least quarterly. It shall notify the directors and supervisors seven days in advance of the reasons for the convening, unless there is an emergency.
  - 6.4. Please refer to the **Charter of the Audit Committee** for the details of its duties.
  - 6.5. The Committee’s resolution shall be approved by more than half of all members, and shall be submitted to the board of directors for further resolution. Except for matters stated in Subparagraph 10 of Paragraph 1 of Article 14-5 of “[T-6-201707-029] **Securities and Exchange Act**”, all resolutions not approved by more than one-half of all members of the Audit Committee may be carried out with the consent of more than two-thirds of all directors.
  - 6.6. All members of the Committee shall mutually recommend one of themselves to be the convener and chairman of the meeting. When the convener asks for leave or is unable to convene the meeting for any reason, he/she shall designate another member of the independent directors to act as the proxy; if the convener does not designate a proxy, the independent directors of the committee shall recommend one of themselves to act as the proxy.
  - 6.7. The Company shall provide an attendance book for the independent directors present to sign in. Independent directors of the committee shall attend in person. Any of them unable to do so may entrust other independent directors to attend the meeting on his/her behalf. Anyone who attended the meeting via video conference shall be deemed to have attended the meeting in person.
  - 6.8. The independent directors of the Committee shall explain the important aspects of the interested party relationship in matters of the meeting, and shall not participate in the discussion and voting if it is harmful to the interests of the Company, and shall recuse themselves from the

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Formulated by	Business Operations Dept.	Amendment Date	Mar. 30, 2020	Page	2/3

discussion and voting. Further, these independent directors may not exercise voting rights on behalf of other independent directors.

If the spouse or any blood relative within the second degree of kinship of any independent director has any interest in the matter of the meeting as specified in the preceding Paragraph, such interest shall be deemed to be the interest of such independent director.

If the Committee is unable to make a resolution due to the provisions of Paragraph 1, it shall report to the board of directors, and the board of directors shall make reach a resolution.

- 6.9. The Audit Committee may decide to request the relevant department managers, internal auditors, accountants, legal advisers, or other company personnel to provide the relevant necessary information.
- 6.10. The Audit Committee or its independent directors may appoint lawyers, accountants or other professionals on behalf of the Company to conduct necessary audits or provide consultations on matters related to the exercise of its functions and powers, all at the expense of the Company.
- 6.11. Production and distribution of minutes of meetings:
  - 6.11.1. The proceedings of the meetings of the Audit Committee shall be made into minutes, which shall record the following matters in detail:
    - A. Session, time, and place of the meeting.
    - B. Name of the Chairman.
    - C. The attendance status of independent directors, including the names and numbers of those present, asking for leave and those absent.
    - D. Names and titles of attendees.
    - E. Name of the minute taker.
    - F. Reports.
    - G. Matters to be discussed: Resolution methods and results of each proposal, summary of speeches, objections or reservations made by independent directors of the Committee, experts and other personnel.
    - H. Extempore motion: Names of proposers, summary of speeches, objections or reservations made by independent directors of the Committee, experts and other personnel.
    - I. Other matters to be recorded.
  - 6.11.2. The signature book of the Audit Committee shall consist of part of the minutes and shall be preserved permanently.
  - 6.11.3. The minutes shall be signed or affixed with seal by the chairman of the meeting and the minute taker, and distributed to all independent directors of the Committee within 20 days after the meeting. The minutes shall be included in the Company's important files and properly preserved during the Company's existence.
  - 6.11.4. The production and distribution of minutes of meetings may be conducted electronically.

Document Title	<b>Measures for the Deliberation and Operation of the Meetings of the Audit Committee</b>			No.	T-GM-3-004-B
Formulated by	Business Operations Dept.	Amendment Date	Mar. 30, 2020	Page	3/3

6.12. Audio or video recording: The entire process of the meeting of the Audit Committee shall be fully recorded to serve as the evidence, and be preserved for at least five years. The preservation of the recorded files can be conducted electronically. Before the expiration of the preservation period, in the event of any lawsuit concerning the relevant resolutions of the Audit Committee, the relevant audio or video recording materials shall be retained until the end of such lawsuit. If the meeting of the board of directors is convened via the approach of video conference, the video and audio data shall be part of the minutes of the meeting and shall be properly preserved during the existence of the Company.

## **7. Reference:**

### **7.1. Reference Documents:**

7.1.1. [T-6-201707-029] Securities and Exchange Act.

7.1.2. [T-6-201707-047] Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.

### **7.2. Reference Forms and Lists: N/A.**

**8. Supplementary Provisions:** These Measures shall be promulgated and implemented after being approved by the resolution of the board of directors, and shall also be implemented after being approved by the resolution of the board of directors when revised or abolished.

## **9. Control Points:**

- 9.1. Do relevant measures have been formulated for the operation of the Committee in accordance with the laws and regulations?
- 9.2. Is the operation of the Committee carried out in accordance with the regulations?
- 9.3. Does the membership of the Committee comply with the relevant laws and regulations?
- 9.4. For matters that must be announced and reported, the announcement and report are made on the information reporting website designated by the competent authority.