

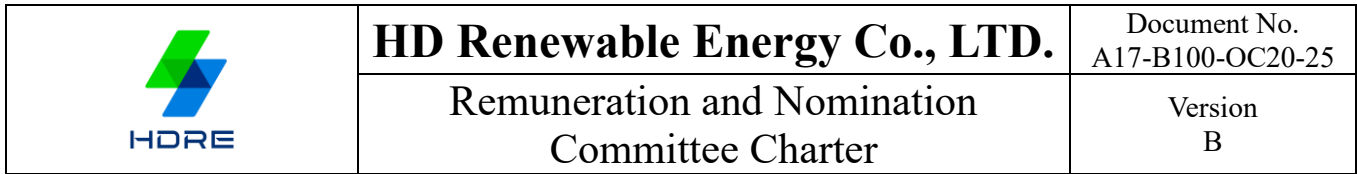
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		Version B

Remuneration and Nomination Committee Charter

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Establishment / Revision

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- Article 1 : To enhance corporate governance, strengthen the functions of the Board of Directors and management mechanisms, and establish a sound remuneration system for the Directors and managerial officers of the Company, these Remuneration and Nomination Committee Charter (hereinafter referred to as the "Charter") are adopted pursuant to Article 3 of the Regulations Governing the Appointment and Exercise of Powers of the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter (hereinafter referred to as the "Regulations Governing the Powers of the Remuneration Committee") and Article 27, Paragraph 3 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
- Article 2 : Matters relating to the powers and duties of the Company's Remuneration and Nomination Committee (hereinafter referred to as the "Committee") shall be governed by this Charter, except as otherwise provided by applicable laws and regulations or the Articles of Incorporation.
- Article 3 : The Company shall publish the contents of this Charter on its corporate website and the Market Observation Post System for public reference.
- Article 4 : The function of the Committee is to evaluate, in a professional and objective manner, the selection, performance, remuneration policies, and other matters relating to the Company's Directors and managerial officers, and to submit recommendations to the Board of Directors for reference in its decision-making.
- Article 5 : The Committee shall consist of no fewer than three members, who shall be appointed by resolution of the Board of Directors. More than one-half of the members shall be Independent Directors.
The professional qualifications and independence of the Committee members shall comply with Articles 5 and 6 of the Regulations Governing the Powers of the Remuneration Committee.
- Article 6 : The term of office of the Committee members shall be the same as that of the Board of Directors that appointed them.
Where a Committee member is dismissed for any reason, resulting in the number of members falling below three, the Board of Directors shall appoint a replacement within three months from the date of occurrence. However, if an Independent Director member is dismissed and no other

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Independent Director is available, the Company may appoint a person who is not qualified as an Independent Director to serve as a member of the Remuneration and Nomination Committee before the by-election of an Independent Director is completed, and shall reappoint a qualified member after the Independent Director has been elected.

Article 7 : The Committee shall exercise the following powers and duties with the care of a good administrator and in good faith, and shall submit its recommendations to the Board of Directors for discussion :

1. To periodically review this Charter and the Corporate Governance Best Practice Principles and propose amendments thereto.
2. To establish and periodically review the performance evaluation standards, annual and long-term performance goals, and the remuneration policies, systems, standards, and structures for the Directors and managerial officers of the Company, and to disclose the contents of the performance evaluation standards in the annual report.
3. To periodically evaluate the achievement of performance goals by the Directors and managerial officers of the Company and, based on the evaluation results derived from the performance evaluation standards, determine the content and amount of their individual remuneration. The annual report shall disclose the individual performance evaluation results of Directors and managerial officers, as well as the relevance and reasonableness of the content and amount of their remuneration in relation to the evaluation results, and such matters shall be reported at the shareholders' meeting.
4. To formulate selection criteria regarding the composition and qualifications required for Board members and senior managerial officers, and to identify and review candidates for Directors and senior managerial officers.
5. To plan and implement performance evaluations of the



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Board of Directors, each functional committee,
Directors, and senior managerial officers.

6. To plan and implement continuing education programs for Directors.

In performing the powers and duties set forth in the preceding paragraph, the Committee shall adhere to the following principles :

1. To ensure that the Company's remuneration arrangements comply with applicable laws and regulations and are sufficient to attract outstanding talent.
2. The performance evaluation and remuneration of Directors and managerial officers shall be determined with reference to prevailing industry standards and shall take into consideration individual performance evaluation results, time devoted, responsibilities undertaken, achievement of individual goals, performance in other positions, remuneration granted to persons holding equivalent positions in recent years, as well as the reasonableness of the relationship among the achievement of the Company's short-term and long-term business objectives, the Company's financial condition, individual performance, operating performance, and future risks.
3. The Committee shall not encourage Directors and managerial officers to engage in conduct that exceeds the Company's risk appetite for the purpose of pursuing remuneration.
4. The proportion of remuneration based on short-term performance and the timing of payment of certain variable remuneration for Directors and senior managerial officers shall be determined with consideration given to industry characteristics and the nature of the Company's business.
5. The content and amount of remuneration for Directors and managerial officers shall be determined with due regard to reasonableness. The determination of such

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remuneration should not materially deviate from financial performance. Where profits have significantly declined or long-term losses have occurred, remuneration should not exceed that of the preceding year. If remuneration remains higher than that of the preceding year, the Company shall disclose an explanation of its reasonableness in the annual report and report the same at the shareholders' meeting.

6. Committee members shall not participate in discussion or voting regarding the determination of their own remuneration.
7. Based on the Company's scale and business needs, the Committee shall identify suitable candidates for Directors and senior managerial officers and evaluate such candidates. Evaluation criteria shall include various aspects such as business management, crisis management, industry knowledge, and international market perspective, in order to promote diversity in the composition of the Board of Directors and management.
8. When nominating candidates for Independent Directors, attention shall be given to the nominee's qualifications, expertise, integrity, and concurrent positions held, and such nominee shall meet the independence standards established by the securities exchange.

The remuneration referred to in the preceding two paragraphs includes cash compensation, stock options, stock bonuses, retirement benefits or severance payments, various allowances, and other incentive measures of substantive value. Its scope shall be consistent with the remuneration of Directors and managerial officers as prescribed under the Regulations Governing Information to be Published in Annual Reports of Public Companies.

Where matters relating to the remuneration of Directors and managerial officers of the Company's subsidiaries are, pursuant to

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the subsidiaries' delegated authority framework, required to be approved by the Company's Board of Directors, the Committee shall first provide recommendations before such matters are submitted to the Board for discussion.

Article 8 : The Committee shall convene at least twice each year. A meeting notice stating the purpose of the meeting shall be given to Committee members at least seven days in advance. In the event of an emergency, this requirement shall not apply.

The Committee shall elect an Independent Director from among all members to serve as convener and chairperson of the meeting. If the convener is unable to convene a meeting due to leave or any other reason, the convener shall designate another Independent Director member of the Committee to act as proxy. If there is no other Independent Director on the Committee, the convener shall designate another Committee member to act as proxy. If the convener fails to designate a proxy, one member shall be elected by and from among the remaining Committee members to act as proxy.

Article 9 : The meeting agenda of the Committee shall be determined by the convener. Other members may also submit proposals for discussion by the Committee. The meeting agenda shall be provided to Committee members in advance.

When the Committee convenes a meeting, the Company shall prepare an attendance register for the signatures of attending members and for future reference.

Committee members shall attend meetings in person. If a member is unable to attend in person, such member may appoint another Committee member as proxy. Members attending by video conference shall be deemed to have attended in person.

A Committee member appointing another member as proxy shall issue a proxy form for each meeting and specify the scope of authorization regarding the matters stated in the meeting notice.

The proxy referred to in the preceding paragraph may accept the appointment of one member only.

Article 10 : Resolutions of the Committee shall require the approval of more than one-half of all members. Where no objection is raised after inquiry by the chairperson of the Committee, the matter shall be deemed approved,

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and such approval shall have the same effect as a vote.

The result of voting referred to in the preceding paragraph shall be announced on the spot and recorded.

Article 11 : Where the Remuneration Committee discusses remuneration matters relating to one of its members at a meeting, such member shall explain the matter at the meeting. If there is a likelihood of prejudice to the interests of the Company, that member shall not participate in the discussion or voting, shall recuse himself or herself during discussion and voting, and shall not act as proxy for another member of the Remuneration Committee in exercising voting rights.

Article 12 : Proceedings of the Committee shall be recorded in meeting minutes, which shall accurately record the following matters :

1. The session and the time and place of the meeting.
2. The name of the chairperson.
3. The attendance status of the members, including the names and number of members present, on leave, and absent.
4. The names and titles of attendees present at the meeting.
5. The name of the recorder.
6. Matters reported.
7. Discussion items: the method and result of the resolution of each proposal; the names of members involved in matters relating to their own remuneration pursuant to the preceding Article and the content of such remuneration; recusal circumstances; and members' objections or reservations.
8. Extraordinary motions: the name of the proposer; the method and result of the resolution of the proposal; summaries of statements made by members, experts, and other personnel; the names of members involved in matters relating to their own remuneration pursuant to the preceding Article and the content of such remuneration; recusal circumstances; and members' objections or reservations.
9. Other matters required to be recorded.

The attendance register of the Committee shall constitute part of

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the meeting minutes. Where a meeting is held by video conference, the audio and video recordings shall also constitute part of the meeting minutes.

The meeting minutes shall be signed or affixed with a seal by the meeting chairperson and the recorder, and distributed to Committee members within twenty days after the meeting. The meeting minutes shall also be submitted to the Board of Directors and included among the Company's important records, and shall be retained for five years. The preparation and distribution of meeting minutes may be made electronically.

Where any litigation arises in relation to matters concerning the Committee before expiration of the retention period referred to in the preceding paragraph, the relevant records shall be retained until the conclusion of such litigation.

Article 13 : The Committee may authorize the convener or other Committee members to carry out follow-up matters relating to resolutions adopted pursuant to Article 7, or the engagement of professional personnel resolved pursuant to Article 14, Paragraph 2, and shall require a written report to be submitted to the Committee during the execution period. Where necessary, such matters shall be submitted to the Committee at the next meeting for ratification or reporting.

Article 14 : When the Committee convenes a meeting, it may invite the Company's Directors, managers of relevant departments, internal auditors, certified public accountants, legal counsel, or other personnel to attend the meeting and provide necessary information. However, such persons shall leave the meeting during discussion and voting.

The Committee may, by resolution, engage attorneys, certified public accountants, or other professionals to conduct necessary reviews or provide consultation on matters relating to the exercise of its powers and duties, and the related expenses shall be borne by the Company.

Article 15 : This Charter shall be implemented upon approval by the Board of Directors. The same shall apply to any amendments hereto.