

Radium Life Tech. Co., Ltd.

Convention Rules for Meetings of Board of Directors

Article 1 (The basis for the Rules of Procedure)

In order to establish a good governance system for the Board of Directors of the Company, to improve the supervision function and to strengthen the management function, the Rules of Procedure have been established in accordance with Article 26-3, Paragraph 8 of the Securities and Exchange Act (hereinafter referred to as the "Securities and Exchange Act") and Article 2 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" promulgated by the competent authorities.

Article 2 (The scope of the Rules of Procedure)

The Company's Board of Directors shall follow the provisions of these Rules of Procedure in respect of the main contents of its proceedings, operating procedures, matters to be included in the minutes, announcements and other matters to be followed.

Article 3 (Convening of the Board Meetings and Notice of Meetings)

The Company shall convene the board meeting at least once a quarter.

A meeting of the Board of Directors shall be convened by giving seven days' notice in writing, by e-mail or by facsimile, stating the reason for the convening. However, in case of emergency, a meeting of the Board may also be convened in writing, by e-mail or by fax at any time.

Unless there is a sudden emergency or justifiable reason, the matters mentioned in Article 12, paragraph 1, of the Rules of Procedure shall be listed in the reasons for the convening of the meeting, and shall not be proposed as a provisional motion.

Article 4 (Notice of Meetings and Meeting Information)

The business unit designated by the Board of Directors for meetings of the Company is the Equity Affairs Department of the Finance Division.

The business unit of the meeting shall prepare the contents of the meeting of the Directors and provide sufficient information for the meeting and send it together with the notice of the meeting.

If the Directors consider that there is insufficient information at a meeting, they may request the business unit of the meeting to provide additional information. If they consider that the information contained in a motion is not sufficient, they may adjourn it by resolution of the Board.

Article 5 (Maintenance of signature books, etc. and attendance by proxy of

directors)

At meetings of the Board of Directors of the Company, there shall be kept a book for the signature of the Directors present for inspection.

A Director shall attend a meeting of the Board in person. A Director shall be deemed to be present in person if he participates in a meeting by means of a video conference. If a Director is unable to attend in person, he may appoint another Director to attend by proxy in accordance with the provisions of the Articles of Association, provided that such proxy shall be limited to the appointment of one person.

Whenever a Director appoints another Director to act for him at a meeting of the Board, he shall in each case issue a letter of proxy setting out the scope of authority for the purpose for which the meeting is called.

Article 6 **(Venue and time of the Board meeting)**

The meetings of the Board of Directors of the Company shall be held at such place and at such time as may be convenient for the Directors to attend and at such place and time as may be suitable for holding a meeting of the Board of Directors at the place and during the business hours of the Company.

Article 7 **(Chairman of the Board, and proxies present)**

If a meeting of the Board of Directors of the Company is convened by the Chairman, the Chairman shall be the Chairman. Provided that at the first meeting of the Board in each year the Director who receives the largest number of votes shall be the convener and the chairman of such meeting may also be the person entitled to convene. If there are more than two such persons, one of them shall be elected by and from among themselves.

In accordance with Article 203 (4) or Article 203 (1) (3) of the Companies Act, if the Board of Directors is convened by a majority of the Directors themselves, the Directors shall elect a person to be the Chairman.

If the Chairman is absent from office or is unable to act for any reason, the Deputy Chairman shall act for him/her. If there is no Deputy Chairman or if the Deputy Chairman is also absent from office or is unable to act for any reason, the Chairman shall appoint a Director to act for him/her; if the Chairman does not appoint a proxy, the Directors shall appoint one from among themselves to act for him/her.

Article 8 **(References provided for the Board of Directors and Attendees)**

When a meeting of the Board of Directors of the Company is convened, relevant information shall be made available to the Directors attending the

meeting for their inspection at any time.

When a meeting of the Board is convened, officers of the relevant department or subsidiary may be invited to attend, depending on the contents of the motion. Accountants, lawyers or other professionals may also be invited to attend and give explanations if necessary. However, they shall leave the meeting during discussions and voting.

The chairman of the Board shall declare a meeting open when a majority of the Directors are present at the time of the meeting. If half of the Directors are not present when a meeting is about to be held, the Chairman may adjourn the meeting for a maximum of two times. If the number of Directors is still insufficient after the second adjournment, the Chairman may reconvene the meeting in accordance with the procedure set forth in Article 3, paragraph 2.

In respect of the foregoing and of all the Directors referred to in Article 16(2)(2), the calculation shall be based on those who are actually in office.

Article 9 **(Audio or video recordings of board meetings)**

The proceedings of the meetings of the Board of Directors of the Company shall be audio or video recorded in their entirety and shall be kept for a period of at least five years and shall be retained in electronic form.

In the event of litigation relating to a resolution of the Board before the expiry of the retention period mentioned in the preceding paragraph, the relevant audio or video recordings shall be retained until the conclusion of the litigation. If a meeting is held by video conference, the video and audio recordings shall form part of the minutes of the meeting and shall be kept for the duration of the Company's existence.

Article 10 **(Contents of Proceedings)**

The business to be transacted at the regular meetings of the Board of Directors of the Company shall include at least the following:

1. Matters to be reported.
 - (1) Minutes of the last meeting and the status of implementation.
 - (2) Reports on significant financial operations.
 - (3) Report on internal audit activities.
 - (4) Other important matters to be reported.
2. Items for discussion:
 - (1) Items reserved for discussion at the last meeting.
 - (2) Items scheduled for discussion at this meeting.
3. Interim motions.

Article 11 **(Discussion of Motions)**

The Board of Directors of the Company shall conduct its business in accordance with the procedures set out in the notice of meeting. However, changes may be made by a majority of the Directors present.

The Chairman shall not adjourn the meeting without the consent of a majority of the Directors present.

If at any time during the proceedings of a meeting of the Directors less than a majority of the Directors present, the Chairman shall, on the proposal of the Directors present, suspend the meeting and apply the provisions of Article 8(3) accordingly.

Article 12 **(Matters to be Discussed by the Board of Directors)**

The following matters shall be brought before the Board of Directors of the Company for discussion.

- I. The Company's plan of operations.
- II. The annual financial report and the semi-annual financial report. Except for the semi-annual financial reports which are not subject to audit and certification by an accountant as required by law.
- III. The establishment or amendment of an internal control system in accordance with Article 14-1 of the Securities and Exchange Act, and the assessment of the effectiveness of the internal control system.
- IV. The following criteria for the conduct of significant financial operations are established or amended in accordance with Article 36-1 of the Securities and Exchange Act.
 - (一) Acquisition or disposal of assets.

- (二) Engagement in derivative transactions.
- (三) Lending of funds to others.
- (四) Endorsing or providing guarantees for others.
- V. Raising, issuing or private placement of marketable securities of an equity nature.
- VI. The appointment or removal of financial, accounting or internal audit officers.
- VII. Matters in which the directors have a personal interest.
- VIII. Significant asset or derivative transactions.
- IX. Significant loans, endorsements or guarantees of funds.
- X. The appointment, dismissal or remuneration of a certified accountant.
- XI. Donations to related parties or significant donations to unrelated parties. However, donations of a public nature for emergency relief due to a major natural disaster may be submitted to the next Board of Directors for ratification.
- XII. Other major matters that are required by law or the Articles of Incorporation to be resolved by the shareholders' meeting or submitted to the board of directors for resolution or prescribed by the competent authorities.

The term "related party" in Article 11 refers to a related party as defined in the "Guidelines Governing the Preparation of Financial Reports by Securities Issuers"; the term "significant donation to an unrelated party" refers to a donation of at least NT\$100 million per donation or an accumulation of donations to the same person within one year, or a donation of at least 1% of the net operating income or 5% of the paid-in capital of the most recent annual financial report certified by an accountant.

The reference to a period of one year in the preceding paragraph is based on the date of the current Board meeting and extrapolated back one year, with the exclusion of the part of the resolution passed by the Board.

At least one of the independent directors of the Company shall attend the Board meeting in person. In respect of matters required to be reported to the Board for resolution in paragraph 1 of this Article, all Independent Directors shall attend the Board meeting. □

If an Independent Director is unable to attend in person, he shall appoint another Independent Director to attend by proxy. If an Independent Director objects or has reservations, these shall be set out in the minutes of the Board meeting. If an Independent Director is unable to attend a Board meeting in

person to express his objection or reservation, he shall, unless there is a valid reason, give prior written advice, which shall be set out in the minutes of the Board meeting.

Article 13 **(Voting 1)**

The Chairman may declare a meeting of the Directors to be closed and put to the vote when he considers that the discussion of the proposal has reached a stage where a vote can be taken.

A resolution of a meeting of the Directors of the Company shall be deemed to have been passed if the Chairman consults all the Directors present and no dissenting voice is raised. If, after consultation with the Chairman, there is any dissenting voice, a vote shall be taken.

The Chairman shall choose a method of voting in accordance with the provisions of the following paragraphs, but in the event of dissenting views of those present, a majority vote shall be taken.

- I. By a show of hands or by a poll.
- II. A roll-call vote.
- III. Voting by poll.
- IV. A vote of the Company's choice.

Article 14 **(Voting 2, Vote Monitoring and Vote Counting)**

Except as otherwise provided in the Securities and Exchange Act and the Company Act, a resolution at a meeting of the Company's directors shall be made with the presence of a majority of the directors and the consent of a majority of the directors present.

If there are amendments or substitutions to the same motion, the Chairman shall determine the order of voting on them with the original motion, but if one of the motions has been passed, the other motions shall be deemed to be negatived and no further voting shall be required.

The Chairman shall appoint a scrutineer and a teller if necessary, but the scrutineer shall be a Director.

The result of the vote shall be reported on the spot and a record thereof shall be made.

Article 14-1 The reference to all Directors present in Article 13 shall not include Directors who are prohibited from exercising their voting rights under Article 15(1).

Article 15 **(Recusal of Directors Due to Conflicts of Interest)**

A director who has an interest in an issue at a meeting of the Board of Directors shall state the materiality of his or her interest at the current meeting

of the Board of Directors and shall not participate in the discussion or vote if it is detrimental to the interests of the Company, and shall recuse himself or herself from the discussion or vote and shall not exercise his or her voting rights on behalf of other directors.

A Director shall be deemed to be interested in the matters of the foregoing meeting if his spouse, a relative within the second degree of consanguinity, etc., or a company with which he has a controlling or subordinate relationship, is interested in such matters.

In the event of a resolution by the Board of Directors of the Company, the Directors who are prohibited from exercising their voting rights in accordance with the preceding paragraph shall not be counted towards the number of votes of the Directors present in accordance with the provisions of Article 180, paragraph 2, of Article 206, paragraph 4, of the Companies Act.

Article 16 (Minutes and signatures)

Minutes of the proceedings of the Board of Directors of the Company shall be made. The following particulars shall be entered therein:

- V. The date (or year) and time and place of the meeting.
- VI. The name of the Chairman.
- VII. The attendance of the Directors, including the names and numbers of those present, on a leave and absent from the meeting.
- VIII. The names and titles of those present.
- IX. The names of the recorder.
- X. Matters to be reported.
- XI. Matters to be discussed: The method and result of the resolution of each motion, the summary of the speeches of the independent directors, experts and other members, the names of the independent directors who are interested in accordance with Article 15, Paragraph 1, the description of the important content of the interest, the reasons for their recusal or non-recusal, the circumstances of their recusal, and their objections or reservations with records or written statements, and the written opinion of the independent directors as required by Article 12(4).
- XII. Provisional motion: The name of the proposer, the method and result of the resolution of the motion, summary of speeches by directors, experts and other personnel, the names of the directors who are interested in accordance with Article 15(1), the description of the important contents of the interest
the reasons for their recusal or non-recusal, the circumstances of their

recusal and the reasons for their objection or non-recusal, circumstances of recusal, and any objections or reservations thereto, and a record or written statement thereof.

XIII. Other matters to be recorded.

A resolution of a meeting of the Board of Directors shall, in addition to being recorded in the minutes of the meeting, be announced on the Market Observation Post System designated by the Financial Supervisory Commission within two days of the date of the meeting if:

1. The independent directors have an adverse or qualified opinion and there is a record or written statement to that effect.
2. Matters are not approved by the Audit Committee of the Company but approved by a two-thirds majority of all Directors.

The Board's attendance book shall form part of the minutes of proceedings and shall be kept in a safe place during the continuance of the Company.

The minutes shall be signed or sealed by the chairman and the recorder of the meeting and shall be circulated to the Directors within 20 days after the meeting and shall be included in the important records of the Company for safe custody during the continuance of the Company.

The minutes referred to in paragraph 1 may be prepared and distributed electronically.

Article 17 **(Principles of delegation by the Board of Directors)**

In addition to the matters referred to the Board of Directors for discussion in Article 12(1), if the Board of Directors authorizes another party to exercise the powers and functions of the Board of Directors by law or as provided in the Articles of Association of the Company, the level, content or subject matter of such authority shall be specific.

Article 18 **(Supplementary provisions)**

The formulation and amendment of these rules of procedure shall be approved by the board of directors of the Company and reported to the board of shareholders.

Article 19 The rules of procedure were established on December 27, 2006.

The first amendment to the rules of procedure was made on March 25, 2008.

The second amendment to the rules of procedure was made on March 25, 2013.

The third amendment to the rules of procedure was made on December 6, 2019.

The fourth amendment to the rules of procedure was made on 26 February 2020.

