

董事會運作情形資訊

最近(113)年度董事會開會 6 次(A)，董事出席席情形如下：

職稱	姓名(註 1)	實際出席次數 B	委託出席次數	實際出席率(%) 【B/A】(註 2)	備註
董事長	林正雄	4	2	67%	
董事	張育端	3	3	50%	
董事	林宗毅	5	1	83%	
董事	寶鉅投資股份有限公司 法人代表：林祐任	6	0	100%	
董事	寶鉅投資股份有限公司 法人代表：林玉真	6	0	100%	
獨立董事	王日春	5	1	83%	
獨立董事	張國雄	5	1	83%	
獨立董事	李元恕	5	1	83%	
獨立董事	詹家昌	4	2	67%	
其他應記載事項：					
一、董事會之運作如有下列情形之一者，應敘明董事會日期、期別、議案內容、所有獨立董事意見及公司對獨立董事意見之處理：					
(一)證券交易法第 14 條之 3 所列事項：本公司已設置審計委員會，依證券交易法第 14 條之 5 規定，不適用證券交易法第 14 條之 3 規定					
(二)除前開事項外，其他經獨立董事反對或保留意見且有紀錄或書面聲明之董事會議決事項：					
二、董事對利害關係議案迴避之執行情形，應敘明董事姓名、議案內容、應利益迴避原因以及參與表決情形：本公司於 113 年度董事會討論議案無此情事。					
三、當年度及最近年度加強董事會職能之目標(例如設立審計委員會、提昇資訊透明度等)與執行情形評估：					
(一)本公司於 111 年 6 月 16 日股東常會全面改選董事，設置審計委員會以取代監察人。					
(二)本公司於 112 年 11 月 16 日股東臨時會補選 1 席獨立董事，以符合主管機關規定。					
(三)本公司每年進行董事會績效評估。					

Information on the operations of the Board of Directors

The Board of Directors held 6 meetings (A) in the most recent year (2024), and the attendance of directors is as follows:

Position	Name (Note 1)	Attendance in Person (B)	Attendance by Proxy	Actual Attendance (%) 【B/A】(Note 2)	Remarks
Chairman	Lin, Cheng-Hsiung	4	2	67%	
Directors	Chang, Yu-Tuan	3	3	50%	
Directors	Lin, Tsung-Yi	5	1	83%	
Directors	PAO CHU Investment Co., Ltd. deputy : Lin, Yu-Jen	6	0	100%	
Directors	PAO CHU Investment Co., Ltd. deputy : Lin, Yu-Chen	6	0	100%	
Independent Director	Wang, Jin-Chun	5	1	83%	
Independent Director	Chang, Kuo-Hsiung	5	1	83%	
Independent Director	Lii, Yuan-shuh	5	1	83%	
Independent Director	Chan, Chia Chang	4	2	67%	

Other matters to be recorded:

- I. If the operation of the Board of Directors is under any of the following circumstances, the date, period, proposal content, all independent directors' opinions and the Company's handling of their opinions should be described:
 - (I) Matters listed in Article 14-3 of the Securities and Exchange Act: The Company has established an Audit Committee, which is not subject to Article 14-3 of the Securities and Exchange Act in accordance with Article 14-5 of the Securities and Exchange Act.
 - (II) In addition to the previous matters, other board meeting resolutions that have been opposed or reserved by independent directors with records or written statements:None.
- II. In the implementation of a director's recusal for being an interested party in a proposal, the director's name, the proposal content, the recusal reasons and his or her participation in voting should be stated: There is no such thing in the discussion of the Board of Directors of the Company in 2024.
- III. Assessment of the objectives of strengthening the functions of the Board of Directors (such as establishing an audit committee, enhancing information transparency, etc.) and their implementation during the current and most recent years.
 - (I) On June 16, 2022 the Company re-elected all the Directors at the regular meeting of shareholders and established an audit committee to replace the Supervisors.
 - (II) On November 16, 2023, the Company by-elected one independent director at the extraordinary general meeting of shareholders to comply with the requirements of the competent authority.
 - (III) The Company conducts an annual performance evaluation of the Board of Directors.

Note 1: If the director or supervisor is a corporation, the name of the corporate shareholder and its representative should be filled in.

Note 2: (1). If a director or supervisor vacates his or her position before the end of the year, the date of vacating the position should be indicated in the Remarks column, and the actual attendance rate (%) should be calculated based on the number of meetings of the Board of Directors and the actual number of attendance during his or her employment.

(2). If a director or supervisor is re-elected before the end of the year, the new or existing director or supervisor should be listed and the date of re-election should be indicated in the Remarks column. The actual attendance rate (%) is calculated based on the number of meetings of the Board of Directors and the actual number of attendance during the term of his or her employment.