

Meeting Rules of Board of Directors for Oriental Union Chemical Corporation (the “Company”)

Last update: 2019/05/09

- Article 1 Unless otherwise provided by law or by the Company’s Articles of Incorporation, the meeting of Board of Directors shall be conducted according to the rules herein.
- Article 2 A meeting of Board of Directors shall be convened quarterly. The Directors shall be notified with the subjects seven days before the meeting, however, in the case of emergency, the meeting may be convened at any time.
A notice to convene a Board meeting shall be sent to all Directors via postal mail, email or fax.
- Article 3 Should the Chairman of the Board of Directors convene the meeting, the Chairman himself shall preside the meeting. Except for the first meeting of each term of the Board of Directors to be convened and presided by the Director who received a ballot representing the largest number of votes at the election of Directors at the stockholders’ meeting. Should there be two or more person having the convening right, the chairperson of the meeting shall be elected from among themselves.

If the Board of Directors meeting is called by the majority of more of the Directors according to the Company Act, Directors shall choose one person by and from among themselves to act as convener.
- Article 4 If the Chairman of the Board of Directors is on leave or unable to exert the rights, the Vice Chairman shall preside instead. If the Vice Chairman is on leave or unable to exert the rights, the Chairman shall designate a Director to preside at the meeting. If no Director is so designated, one of Board members of Directors shall be chosen from among themselves to preside at the meeting.
- Article 5 The Board of Directors shall be provided with appropriate and timely information which is sufficient for them to make decisions and to perform Director functions.

The HR & Administration Center shall prepare for the agendas and provide sufficient information for the meeting of Board of Directors. All the written information shall be sent along with the meeting notification to the Directors. The

Director may ask for complement if considers the information received is insufficient, the HR & Administration Center shall respond within 3 days. The meeting shall be postponed based on the resolution from the Board of Directors if the Directors consider the information insufficient for meeting.

The Company shall appoint the HR & Administration Center to handle information requested by Directors and to respond within 7 days, in an attempt to timely and effectively facilitate the Board of Directors to exert their proper functions.

All Directors of the Company are provided with support from the HR & Administration Center, so as to ensure the compliance with procedures of Board of Directors meeting and regulatory requirements, and the sound communication of information among Directors and between Directors and managerial divisions.

Article5-1 The content of the periodic meeting shall include at least the following:

1. Items to be reported:
 - Minutes and execution status of last meeting
 - Report of important financial business
 - Report of internal audit business
 - Other important reporting items
2. Items to be discussed:
 - Items remaining for discussion over the last meeting
 - Items to be discussed at this meeting
3. Extemporary Motions

Article5-2 The following items shall be submitted for discussion over the meeting of Board of Directors:

1. Operation plans of the company
2. Annual and biannual financial statement reports
3. Adoption or amendment of internal control system pursuant to article 14-1 of the Securities and Exchange Act.
4. Adoption or amendment pursuant to article 36-1 of the Securities and Exchange 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, endorsements or guarantees for others.
5. The offering, issuance or private placement of any equity-type securities.
6. Employment and discharge of a financial, accounting or internal audit

officer.

7. Major donation to the related or non-related party. Yet, the donation to the public welfare on account of the relief of emergency caused by natural disaster may be submitted for recognition in the next meeting.
8. Pursuant to article 14-3 of the Securities and Exchange Act, other governing laws or articles of incorporations, important items which shall be effective by resolutions of the stockholders' meeting, be submitted to the Board of Directors or regulated by competent authority.

The related party stated in preceding paragraph 7 refers to the party stipulated by the Norms of Financial Report for securities issuers. Major donation to the non-related party refers to each or every receiving amount to the same party accumulating within a year totaling NTD100M and above, and/or the party with 1% net sales income or 5% capital stock and above pursuant to the financial statement of the latest year by CPA.

The aforementioned 'a year' dates back effectively from the date of current Directors meeting, within which period of time, the donation once approved in the previous Directors meeting will not be accumulated at the end of the year.

The Board meetings shall have at least one Independent Director attend in person. With respect to the discussion matters specified under paragraph 1, all Independent Directors shall attend the Board meetings in person; if an Independent Director is unable to attend a Board meeting in person and wishes to delegate his/her rights, he/she can only delegate another Independent Director to attend on his/her behalf. Any dissenting opinion or abstention by Independent Directors shall be recorded in the Board meeting minutes. If Independent Directors are unable to attend Board meetings in person to express their dissenting opinion or abstention, except for legitimate reasons, they shall submit a written statement in advance to be recorded in the Board meetings minutes.

All items set out in the preceding paragraph shall be listed along with meeting notification and shall not be raised as extemporary motion except in the case of emergency or with good cause shown.

Article5-3 Except the matters which shall be discussed by the Board of Directors under paragraph one of the preceding article, with respect to the level and content of delegation by the Board of Directors in accordance with laws and regulations or the Company's Articles of Incorporation, shall be concrete and specific.

Article 6 The attendance book shall be provided for signing by the attending Directors and all the related documents shall be made available for the Directors' reference during the Board meetings.

- Article 7 The Director shall attend the meeting in person, a Director not able to attend in person may appoint another Director to attend in his/her behalf. The Director attending the meeting through video conference shall be deemed present in person.
- Article 8 In case a Director appoints another Director to attend the meeting in his/her behalf, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. Each Director is limited to accept one appointment to act as a proxy for the other Director.
- Article 9 The Chairman may appoint relevant department managers for attendance, based on requirements of the meeting content, to assist the Directors to understand the company status and make appropriate decisions.
If required, accountants, lawyers or other competent professionals may also be invited for statement delivery, yet to take leave upon discussion and voting.
- Article9-1 Upon the designated meeting time, if the Directors present do not constitute a majority of the Directors, the Chairperson may announce postponing the meeting. The postponement shall be limited to two times. If quorum is still not present after a second postponement, the Chairperson shall re-convene the meeting according to the procedures set out in article 2 herein.
- Article9-2 The meeting shall proceed in accordance with the agenda set out in the meeting notification. However, the agenda may be amended by a resolution adopted by a majority vote of the attending Directors. Except with a resolution adopted by a majority vote of the attending Directors, the Chairperson shall not declare adjourning of the meeting before the preceding designated agendas and extemporary motions are concluded. In the progress of the meeting, the Chairperson shall announce adjournment of the meeting at the proposal of the Directors present if the number of the Directors present does not reach half the attending Directors.
- Article 10 For proposal discussion, the Chairperson may announce conclusion of the discussion and submit the proposal for voting at his/her discretion.
- Article 11 The Directors shall uphold high discipline such that a Director shall not join discussion, vote nor exercise the voting right on behalf of another Director for matter which he/she has a personal interest or concerns interest of which he/she represents for other legal entity which may impair the interest of the company, and shall explain the critical part of personal interest matter at the Board meeting.

Where a spouse, a lineage relative with the second degree of kinship of a Director, or any company who has a controlling or subordinate relation with a Director has interests in the matters under discussion in the meeting of the preceding paragraph, such Director shall be deemed to have a personal interest in the matter.

In passing a resolution at the Directors meeting, the Directors who cannot exert the voting rights pursuant to the preceding regulation, their votes shall not be counted in the number of votes of Directors present at the meeting.

Article 12 Each Director has one vote. Unless otherwise provided by law or by the Company's Articles of Incorporation, the resolution of Board of Directors shall be adopted by a majority of the Directors at a meeting attended by a majority of the Directors.

Article 13 Regarding the resolution of proposals, it will be deemed approved if the Chairperson inquires and received no objection, the validity of such approval has the same effect as if the resolution has been put to vote. Should there be any objections after the Chairperson's inquiry, the proposal shall be submitted for voting. The Chairperson can choose one of the following methods for voting. If there are any objections from the attending Directors, the method shall then be decided by the majority.

- Hand raising or voting devices
- Roll call
- Ballot casting

Aforementioned attending Directors do not include those who should not vote according to the paragraph one of Article 11.

Article 14 If there are amendments or substitute proposals for the same proposal, the sequence of voting shall be decided by the Chairperson with the original proposal. If one of the two proposals has been approved, the other proposal shall be deemed as rejected without requirement to put to vote.

Article 15 If there is necessity to set up the personnel of vote-overseeing and –counting for resolution, the Chairperson shall assign the vote-counting personnel and all the attending Directors shall serve as the vote-overseeing personnel.

Article 16 Resolutions adopted at a Directors' meeting shall be recorded in the minutes of the meeting and shall contain detailed description of the followings:

1. Meeting number (or year), time and location of meeting

2. Name of Chairperson
3. Attendance status of Directors (including the numbers and names of Directors that are, present, absent and on leave)
4. Names and Titles of the attendees
5. Name of record keeper
6. Items reported
7. Items discussed: including the resolution method and result of each proposal, the brief statements of the Directors, experts and others, name of Director involved in the matter regarding his/her personal interest, explanation of the critical part of personal interest matter, the reason why the Director was required or not required to enter recusal, and the status of recusal in accordance with the first paragraph of article 11, and any records or written statement of any objection or reservation, including but not limited to those are submitted by Independent Directors in accordance with the fourth paragraph of article 5-2.
8. Extemporary Motions: including the name of proponent, the resolution method and result of each proposal, the brief statements of the Directors, experts and others, name of Director involved in the matter regarding his/her personal interest, explanation of the critical part of personal interest matter, the reason why the Director was required or not required to enter recusal, and the status of recusal in accordance with the first paragraph of article 11, and any records or written statement of any objection or reservation.
9. Other items required to be recorded

Any matter about which an Independent Director expresses an objection or reservation that has been included in records or stated in writing 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.

The meeting minutes shall consist of the attendance book. The minutes shall be signed or sealed by the Chairperson and record keeper. The minutes shall be sent, within 20 days of meeting, to all the Directors and other attendees. The minutes shall also be kept as important files for as long as the Company remains in existence. The creation and distribution of the minutes can be done in the electronic format.

Article 17 The complete process of the meeting of Board of Directors shall be kept by video or voice recorders. The records shall be kept for at least 5 years. The preservation of such records can be done in the electronic format.

If there is any lawsuit related to the resolution of the meeting before expiry of the

preceding time period, the relevant voice or video records shall be maintained and the preceding time period shall not apply.

If a video conference is held for the Directors' meeting, the voice and video records are part of the minutes and shall to be kept forever.

Article 18 For matters not governed by the rules specified herein shall be governed according to Company Act, the Company's Articles of Incorporation and the other relevant decrees and regulations.

Article 19 The rules herein take effect after approval at the Directors' meeting and shall be submitted to the stockholders' meeting. The same apply for any amendments.

** In case of any discrepancy between this English translation and the Chinese text of this document, the Chinese text shall prevail.*