

### **Qualifications of Independent Directors**

The independent directors must have the complete qualifications as follows.

1. Hold the shares of no more than 0.5 % of the paid-up capital of the company, subsidiaries, or related companies and shall count the shares held by the related persons.

2. - Be the directors who do not participate in the management of the company, subsidiaries, related companies or the company's major shareholders.

- Be the directors who are not the employees, officers, or advisors who obtain the permanent salaries from the company, subsidiaries, related companies or the company's major shareholders.

3. Be the directors who do not have any benefits, or direct or indirect conflict of interest regarding the financial condition or management of the company, subsidiaries, related companies or the company's major shareholders.

4. Be the directors who do not have any benefits, or direct or indirect conflict of interest abovementioned for the past 1 year before being appointed to be the independent director.

5. Be the directors who are not the related persons or close relatives of the company's executives or major shareholders.

6. Be the directors who are not appointed to be the agent who maintains the benefits of the company's directors, major shareholders, or shareholders who are the persons related to the company's major shareholders.

7. Able to perform the duties, express the opinions or report the performance according to the duties assigned by the company's Board of Directors without being controlled by the executives or company's major shareholders, and related persons or close relatives of such persons.

**Related persons** means persons who have the relationship or are related to company until they are not able to perform the duties with freedom or flexibility such as suppliers, customers, creditors, debtors or persons who have significant business relationship, etc.

### **Scope of Duties and Responsibilities of the Sub-Committee**

#### **1. Audit Committee**

- Duties and Responsibilities of the Audit Committee on the following details.

1. To review the Company's financial reporting process to ensure that it is accurate and adequate.
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit.
3. To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business.
4. To consider, select and nominate an independent person to be the Company's auditor, and to propose

such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year.

5. To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the company.
6. To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information:
  - a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
  - b) an opinion on the adequacy of the Company's internal control system,
  - c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
  - d) an opinion on the suitability of an auditor,
  - e) an opinion on the transactions that may lead to conflicts of interests,
  - f) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
  - g) an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
  - h) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and
7. to perform any other act as assigned by the Company's board of directors, with the approval of the audit committee.

## **2. Nominating Committee**

- Scope of Duties and Responsibilities of the Nominating Committee

1. Select persons who shall be deserved to be proposed to be the new directors or high-ranking executives.
2. Identify the procedures and criteria for recruiting and selecting the company's directors and high-ranking executives.

## **3. Remuneration Committee**

- Scope of Duties and Responsibilities of the Remuneration Committee

1. Consider the guideline for specifying the directors' remuneration, etc.
2. Identify the procedures and criteria for identifying the fair and reasonable directors' remuneration and propose to the shareholders' meeting for approval.