

Rules for the Conduct of Board of Directors' Meeting
Princeton Technology Corp.
(Translation)

Article 1 To establish a strong governance system and sound supervisory capabilities for this Corporation's board of directors and to strengthen management capabilities, these Rules are adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

Article 2: The regular board of directors' meeting shall be held at least once every quarter. In calling a regular board of directors' meeting, a notice setting forth therein the time, place and purpose of the meeting shall be given to each director and attendee no later than 7 days prior to the scheduled meeting date. However, in the case of emergency, a special board of directors' meeting may be convened at any time and notified by phone, fax or e-mail in lieu of written notice.

The notice set forth in the preceding paragraph may be effected by means of electronic or fax transmission, after obtaining prior consent from the recipients thereof.

All matters set out in the subparagraphs of Article 4, paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.

Article 3: The Chairman's Office shall handle the affairs of the board of directors' meeting, in charge of preparing the agenda items and providing sufficient agenda information for the attendee's reference.

If a director reckons that the agenda information is inadequate, he/she may ask the in-charge unit to provide more information to which the in-charge unit may not refuse. If a director holds that the agenda information is still inadequate, he/she may request a postponement of the meeting subject to the consent of the board of directors.

Article 3-1: Agenda items for regular board of directors meetings shall include at least the following:

1. Status Reports:

- (1) Minutes of the last meeting and actions arising.
- (2) Report on important financial and business items.
- (3) Report on internal audit activities.
- (4) Other important items to be reported.

2. Items of Discussions:

- (1) Items discussed and continued from the last meeting.
- (2) Items for discussion at this meeting.

3. Extraordinary motions.

Article 4: The matters listed below as they relate to this Corporation shall be raised for discussion at a board meeting:

1. The Corporation's business plan.
2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA).
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities Exchange Act.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities 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, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. The appointment or discharge of a financial, accounting, or internal audit officer.
7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
8. Any matter required by Article 14-3 of the Securities Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or to be submitted to a meeting of the board of directors, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

For foreign companies whose stock has no par value or a par value other than NTD10, the "5 percent of paid-in capital" in paragraph 2 above shall be calculated instead as 2.5 percent of shareholder equity.

The company should have at least one independent director personally attending the board meeting. All independent directors should attend the board meeting for the first item that should be mentioned by the board of directors. If independent directors cannot attend in person, they should be represented by other independent directors. If a company has an independent director or directors, each

independent director shall attend in person any meeting concerning a matter that requires a resolution by the board of directors under Article 14-3 of the Act, or shall appoint another independent director to attend as his or her proxy. If an independent director objects to or expresses reservations about the matter, it shall be recorded in the board meeting minutes; an independent director intending to express objection or reservations but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes

Article 5: The board of directors of the company is convened and chaired by the chairman of the board of directors; however, the chairman of the meeting convened by the director with the most voting rights at the first board of directors of each session of the board of directors shall be the chairman of the meeting. Push one person to do it.

According to Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Law, if half of the directors convene on their own, the directors shall recommend one person to be the chairman.

When the chairman requests leave or is unable to exercise his powers for some reason, the chairman shall designate a director to act as his agent. If the chairman does not designate an agent, the directors shall recommend one person to act as his agent.

Article 6: The meeting place and time of the board of directors of the company shall be at the place and office hours of the company or at a place and time that is convenient for directors to attend and suitable for the meeting of the board of directors.

When the board meeting is held, a signature book shall be prepared for the attendance of directors to sign.

When meeting of the board of directors, directors should attend in person, but if they are unable to attend in person due to business reasons, they must issue a power of attorney listing the scope of authorization and entrust other directors to attend the meeting on their behalf.

The agent referred to in the preceding paragraph is limited to the entrustment of one person.

Article 7: In case a meeting of the board of directors proceeds via video conference, directors taking part in such a video conferencing shall be deemed to have attended the meeting in person. The audio or video tape recorded the contents of the meeting shall be a part of the meeting minutes and preserved on a permanent basis.

Article 8: When the board of directors of the company is convened, the management department (or the discussion unit designated by the board of directors) shall prepare relevant materials for the directors attending the meeting to check at any time.

Depending on the content of the meeting, the chairman of the board may designate personnel from relevant departments or subsidiaries to attend the

meeting to report and answer the inquiries raised by the directors. When necessary, accountants, lawyers or other professionals may also be invited to attend the meeting and make explanations, but they should leave the meeting during discussion and voting. To facilitate the board of directors to make appropriate resolutions.

Article 9: The chairman of the board of directors shall call the meeting open when more than half of the directors are present.

If half of all directors are not present at the meeting time, the chairman may announce that the meeting will be postponed. The number of postponements is limited to two times. If the number of postponements is still insufficient, the chairman may follow the provisions of Paragraph 2 of Article 2. The procedure was reconvened.

The board of directors shall proceed in accordance with the procedures set out in the notice of the meeting. However, it may be changed with the consent of more than half of the directors present.

The chairman shall not declare the meeting adjourned without the consent of more than half of the directors present.

During the proceedings of the board of directors, if the directors present do not reach more than half of the directors present, upon the proposal of the directors present, the chairman shall announce the suspension of the meeting, and the provisions of Paragraph 2 of this article shall apply *mutatis mutandis*.

Article 10: When the chairman considers that the discussion of the board of directors has reached the level that can be voted, he may announce that the discussion will be stopped and put forward for voting.

When voting on the resolutions of the Board of Directors of the Company, if all the directors present have no objection after consultation by the chairman, it will be deemed as passed. If there is any objection after consultation by the chairman, it shall be put to a vote.

The method of voting shall be chosen by the chairman in accordance with the provisions of the following subparagraphs, but if there is any objection from the attendees, it shall be decided by a majority of opinions:

1. Voting by show of hands or voting by means of a voting machine.
2. Roll-call voting.
3. Voting.
4. Voting at the discretion of the company.

All directors present in the preceding two paragraphs do not include directors who are not allowed to exercise voting rights in accordance with Paragraph 1 of Article 12.

Article 11: Unless otherwise stipulated by the Company Law, the Securities and Exchange Law and the Articles of Association of the company, the resolution of the board of

directors shall be passed by more than half of the directors present and approved by more than half of the directors present.

When there are amendments or alternatives to the same motion, the chairman shall determine the order of voting on the same motion as the original motion. However, if one of the motions has been passed, the other motions are deemed to be rejected and no further voting is required.

If it is necessary to set up scrutineers and vote-counters for voting on a resolution, the chairman shall appoint them, but the scrutineers should be directors.

The results of the voting shall be reported on the spot and recorded.

Article 12: Directors should uphold a high degree of self-discipline, and when the resolutions listed by the board of directors involve the directors themselves or the legal person represented by them have an interest in the company's interests, they should explain the important content of their interest at the current board of directors, if they are harmful to the company's interests. When the interests of the company are at risk, they shall not participate in the discussion and voting, and shall abstain from the discussion and voting, and shall not exercise their voting rights on behalf of other directors.

The director's spouse, second-degree relative by blood, or a company that has a controlling affiliation with the director, shall be subject to the meeting.

If there is an interest in the matter, the director shall be deemed to have his own interest in the matter.

The resolution of the board of directors shall be handled in accordance with the provisions of Paragraph 4 of Article 206 of the Company Act for directors who are not allowed to exercise the right to vote in accordance with the provisions of the preceding paragraph.

Article 13: The whole process of the meeting of the board of directors shall be recorded by audio or video recording, and shall be kept for at least five years.

Before the expiration of the retention period mentioned in the preceding paragraph, in the event of a lawsuit concerning matters related to the resolutions of the board of directors, the relevant audio or video recording materials shall continue to be kept until the end of the lawsuit.

The board of directors of the company shall be made into minutes, and the minutes shall record the following matters in detail:

1. The session (or year), time and place of the meeting.
2. The name of the chairman.
3. The attendance status of directors, including the names and numbers of those

present, requesting leave and absent.

4. Names and titles of attendees.

5. The name of the record.

6. Report matters.

7. Matters to be discussed: resolution methods and results of each proposal, summaries of speeches made by directors, supervisors, experts and other personnel, names of directors who have interests in accordance with Paragraph 1 of the preceding article, explanations of important content of interests, who should be recused or There are no reasons for recusal, reasons for recusal, objections or reservations, and there are records or written statements and written opinions issued by independent directors in accordance with Article 4, Paragraph 5.

8. Temporary motion: name of the proposer, resolution method and result of the motion, summary of speeches made by directors, supervisors, experts and other personnel, names of directors with interests in accordance with Paragraph 1 of the preceding article, explanations of important content of interests, other Reasons for recusal or non-rejection, circumstance of recusal and objection or reservation, and there is a record or written statement.

9. Other matters to be recorded.

In the case of any of the following matters, in addition to being stated in the minutes of the board of directors, the resolutions of the board of directors shall be announced and reported at the public information observatory designated by the Financial Supervisory Commission within two days from the date of the board of directors:

1. Independent directors have objections or reservations and have records or written statements.

2. Matters that have not been approved by the audit committee of the company have been approved by more than two-thirds of all directors.

The sign-in book of the board of directors is part of the minutes and should be properly kept during the existence of the company.

The minutes must be signed or sealed by the chairman of the meeting and the recorder, and distributed to all directors within 20 days after the meeting. It should be included in the company's important files and properly preserved during the company's existence.

The production and distribution of minutes can be done electronically.

Article 14: These Rules shall apply mutatis mutandis to rules for the conduct of managing

directors' meeting.

Article 15: For items not provided in the Rules, the Company Act, Securities Exchange Act, the Company's Articles of Incorporation, and other relevant laws and regulations shall govern.

Article 16: These Rules shall come into effect after being approved by the board of directors' meeting, as shall any revisions hereto.

Article 17: The Rules were drawn up on June 6, 2003 in compliance with the ordinance promulgated by the Securities and Futures Commission on December 10, 2002 and underwent the

First amended on June 1, 2004,

Second amended on April 27, 2006,

Third amended on March 22, 2007,

Forth amended on February 25, 2008,

Fifth amended on February 24, 2012, and

Sixth amendment on February 25, 2013

Seventh amendment on November 09, 2017

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