

# **IKKA HOLDINGS (CAYMAN) LIMITED**

## **Board of Directors Rules of Procedure**

Article 1 In order to establish a good board of directors governance system, improve the supervision function and strengthen the management function of the company, these regulations are formulated in accordance with Article 2 of the "Measures for Board Meetings of Publicly Offering Companies" of the Republic of China for compliance.

Article 2 The procedures of the company's board of directors, including the main content of the proceedings, operating procedures, matters that should be stated in the minutes, announcements and other matters that should be followed, should be handled in accordance with the provisions of this code. If there are any matters not covered in this specification or if subsequent laws and regulations change, all matters will be handled in accordance with the relevant laws and regulations currently in effect.

Article 3 The company's board of directors shall convene at least once every quarter.

When convening the board of directors, the reasons for the convening shall be stated, and all directors (including independent directors) shall be notified seven days in advance. However, in the event of an emergency, the convening may be carried out at any time.

The notification of the summons mentioned in the preceding paragraph may be made electronically with the consent of the counterparty.

The matters in each paragraph of Article 7, Paragraph 1 of this Code shall be listed in the reasons for convening and shall not be raised by temporary motion.

Article 4 The place and time for the company's board of directors meeting shall be at the company's location and during office hours, or at a place and time that is convenient for the directors to attend and suitable for the board of directors' meeting.

Article 5 The unit designated by the company's board of directors to handle discussion matters is the management department.

The discussion unit should formulate the contents of the board meeting, provide sufficient meeting materials, and send them together with the convening notice.

If the director believes that the meeting materials are insufficient, he may request the meeting affairs department to make up for them. If the directors believe that the information on the proposal is insufficient, they may postpone the review upon resolution of the board of directors.

Article 6 The contents of regular board meetings shall at least include the

following matters:

1. Reporting matters:

- (1) Minutes of the last meeting and execution status.
- (2) Important financial business reports.
- (3) Internal audit business report.
- (4) Other important reporting matters.

2. Matters discussed:

- (1) Discussion items retained from the previous meeting.
- (2) Matters discussed at this meeting.

3. Temporary motion.

Article 7 The company shall bring the following matters to the board of directors for discussion:

- 1. The company's operating plan.
- 2. Annual financial report and semi-annual financial report. However, this does not apply if the semi-annual financial report does not need to be verified and certified by an accountant in accordance with the laws of the Republic of China.
- 3. Establish or amend the internal control system in accordance with Article 14-1 of the Securities and Exchange Law of the Republic of China, and assess the effectiveness of the internal control system.
- 4. In accordance with Article 36-1 of the Securities and Exchange Law of the Republic of China, stipulate or amend the treatment of major financial business activities such as acquiring or disposing of assets, engaging in derivatives transactions, lending funds to others, endorsing guarantees or providing guarantees for others program.
- 5. Raising, issuing or privately placing securities of an equity nature.
- 6. If the board of directors does not have a managing director, the chairman shall be elected or dismissed.
- 7. Appointment and removal of financial, accounting or internal audit supervisors.
- 8. Donations to related parties or major donations to non-related parties. However, public welfare donations for emergency relief due to major natural disasters may be submitted to the next board of directors for ratification.
- 9. In accordance with Article 14-3 of the Securities and Exchange Law of the Republic of China, other major matters that should be resolved by resolutions of the shareholders' meeting or the board of directors in accordance with laws or articles of association of the Republic of China, or matters stipulated by the competent authorities of the Republic of China.

The related party mentioned in paragraph 8 of the preceding paragraph refers to

the related person regulated by the financial reporting standards of the securities issuer; the so-called major donation to a non-related person refers to the amount of each donation or the cumulative amount of donations to the same object within one year. More than NT\$100 million, or more than 1% of the net operating income or more than 5% of the paid-in capital in the latest year's financial report certified by an accountant.

The term "within one year" mentioned in the preceding paragraph is based on the date of the current board meeting and is calculated retrospectively for one year. Parts that have been approved by the board of directors are not included in the calculation.

When the company's board of directors is convened, at least one independent director should attend the board of directors in person; for the first matter that should be submitted to the board of directors for resolution, all independent directors should attend the board of directors. If an independent director is unable to attend in person, he should appoint other independent directors to attend on his behalf. If an independent director has objections or reservations, they should be stated in the minutes of the board of directors meeting; if an independent director is unable to attend the board of directors in person to express objections or reservations, unless there are legitimate reasons, he should issue a written opinion in advance and record it in the minutes of the board of directors meeting.

Article 8 In addition to the matters that should be brought to the board of directors for discussion in Paragraph 1 of the preceding article, if the board of directors authorizes the exercise of the board of directors' powers in accordance with the laws of the Republic of China or the company's articles of association, the level, content and other matters of the authorized execution shall be specifically clear.

Article 9 When the company's board of directors is convened, a signature book shall be set up for attendance of directors to sign in for inspection.

Directors shall attend the board of directors in person. If they are unable to attend in person, they may entrust another director to attend as a proxy in accordance with the provisions of the company's articles of association. Those who participate in the meeting via video conference shall be deemed to have attended in person.

When a director entrusts another director to attend the board of directors as a proxy, he should issue a power of attorney each time and list the scope of authorization for the reasons for the convening.

The agents mentioned in the preceding two paragraphs are limited to being

entrusted by one person.

Article 10 The company's board of directors is convened by the chairman of the board of directors, who serves as the chairman. However, when the first board meeting of each session is convened by the director with the most voting rights represented by the votes received at the shareholders' meeting, the meeting chairperson shall be the person with the right to convene the meeting. If there are two or more persons with the right to convene, one person shall be elected from each other to serve.

If the board of directors is convened by more than half of the directors in accordance with Paragraph 4 of Article 23 or Paragraph 3 of Article 23-1 of the Company Law of the Republic of China, the directors shall elect one person from each other to serve as chairman.

When the chairman of the board of directors takes leave or is unable to exercise his powers for any reason, the vice chairman shall act on his behalf. If there is no vice chairman or if the vice chairman also takes leave or is unable to exercise his powers for any reason, the chairman of the board shall designate a managing director to act on his behalf; if there is no standing director In the case of a director, a director shall be appointed to act as his agent. If the chairman of the board of directors fails to appoint an agent, the managing director or directors shall nominate one person to act as his agent.

Article 11 When the company convenes a board of directors meeting, the discussion unit designated by the board of directors shall prepare relevant information for the attending directors to check at any time.

Depending on the content of the motion, personnel from relevant departments or subsidiaries may be notified to attend the meeting, report on the company's current business profile and answer questions raised by the directors, in order to help the directors understand the current situation of the company and make appropriate resolutions.

When necessary, accountants, lawyers or other professionals may also be invited to attend the meeting to provide expert opinions for the board of directors' reference, but they should leave during discussions and voting.

Article 12 The chairman of the company's board of directors shall declare a meeting to be held when the meeting time has expired and 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 on that day, and the number of postponements is limited to two times. If the meeting is still insufficient after two postponements, the chairman shall reconvene the meeting in accordance with the procedures stipulated in Paragraph 2 of Article 3.

The total number of directors referred to in the preceding paragraph and Article 17, Paragraph 2, Paragraph 2, shall be calculated based on those who are actually in office.

Article 13 The board of directors shall conduct proceedings in accordance with the procedures scheduled in the meeting notice. However, it may be changed with the consent of more than half of the directors present.

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

During a board meeting, if the number of directors present does not constitute more than half of the directors present, upon the proposal of the directors present, the chairman shall declare the meeting to be suspended, and the provisions of Paragraph 1 of the preceding article shall apply mutatis mutandis. If the chairman of the board of directors is unable to preside over the meeting for some reason or fails to declare the adjournment of the meeting in accordance with the provisions of paragraph 2, the provisions of paragraph 3 of Article 10 shall apply mutatis mutandis to the selection and appointment of his agent.

Article 14 When the chairman considers that the discussion of a proposal of the board of directors has reached a point where it can be put to a vote, he may announce the cessation of discussion and submit it to a vote.

When voting on a resolution of the board of directors, if all directors present have no objection after consulting the chairman, it will be deemed to be passed.

The term "all directors present" as mentioned in the preceding paragraph does not include directors who are not allowed to exercise voting rights in accordance with the provisions of Paragraph 1 of Article 16.

The voting method shall be decided by the chairman according to the following provisions. However, if there is any objection from the attendees, the decision shall be made by seeking the opinion of the majority:

1. Voting by show of hands or voting machine.
2. Roll call voting.
3. Voting.
4. Voting at the company's discretion.

Article 15 Resolutions of the board of directors must be attended by more than half of the directors, unless otherwise provided by the Securities and Exchange Law of the Republic of China and the Company Law of the Republic of China, and must be agreed upon by more than half of the directors present.

Article 16 If a director has an interest in a meeting matter, or the legal person he represents, he shall explain the important contents of his interest to the current board meeting. If it is likely to be harmful to the interests of the company, he

shall not participate in the discussion or vote, and They should abstain from discussions and voting, and are not allowed to exercise their voting rights on behalf of other directors.

If a director's spouse, second degree of consanguinity, or a company that has a controlling or subordinate relationship with the director has an interest in the matter of the meeting referred to in the preceding paragraph, the director shall be deemed to have his or her own interest in the matter.

Regarding the resolution of the board of directors, directors who are not allowed to exercise voting rights in accordance with the provisions of the preceding two paragraphs shall be handled in accordance with Paragraph 4 of Article 26 of the Company Law of the Republic of China and the provisions of Paragraph 2 of Article 180 of the same law shall apply *mutatis mutandis*.

Article 17 The proceedings of the company's board of directors shall be kept in 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. Directors' attendance status, including the names and number of those present, on leave and absent.
4. Names and professional titles of those present.
5. Name recorded.
6. Reporting matters.
7. Matters to be discussed: resolution methods and results of each proposal, summaries of speeches made by directors, experts and other personnel, names of directors involved in interests as stipulated in Paragraph 1 of the preceding article, explanation of important contents of interests, reasons why they should recuse themselves or not, Recusal, objection or reservation with records or written statements and written opinions issued by independent directors in accordance with Paragraph 4 of Article 7.
8. The name of the proposer, the method and result of the resolution of the motion, the summary of the speeches of directors, supervisors, experts and other personnel, the name of the directors involved in the interest in accordance with the provisions of Paragraph 1 of the preceding article, the explanation of the important contents of the interest, and whether they should recuse themselves or not. Reasons for recusal, circumstances of recusal, objections or reservations and records or written statements.
9. Other matters that should be recorded.

If any of the following matters are resolved by the board of directors, in addition to being recorded in the minutes, an announcement must be made on the

information reporting website designated by the competent authority of the Republic of China within two days from the date of the board of directors:

1. The independent directors have objections or reservations and have records or written statements.
2. Matters that have not been approved by the company's audit committee but have been approved by more than two-thirds of all directors.

The board of directors sign-in book 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 record-keeper, distributed to all directors within 20 days after the meeting, and included in the company's important files, and shall be properly kept during the existence of the company.

The production and distribution of the proceedings mentioned in Paragraph 1 may be done electronically.

Article 18 The company shall record or videotape the entire meeting of the board of directors as evidence and keep it for at least five years. The preservation shall be done electronically.

Before the retention period in the preceding paragraph expires, if a lawsuit occurs regarding relevant resolutions of the board of directors, the relevant audio or video evidence materials shall continue to be preserved until the conclusion of the litigation.

If the board of directors is convened by video conference, the video and audio data shall be part of the minutes and shall be properly preserved during the existence of the company.

Article 19 If the board of directors has a managing director, the provisions of Article 2, Article 3, Paragraph 2, Article 4 to Article 6, Article 9 and Article 11 to the preceding Article shall apply mutatis mutandis to the matters of the Executive Director; The provisions of Paragraph 4 of Article 3 shall apply mutatis mutandis to the selection or dismissal of appointments. However, if the executive board of directors convenes regularly within seven days, each executive director may be notified two days in advance.

Article 20 The formulation and amendment of these regulations shall be approved by the company's board of directors and submitted to the shareholders' meeting report.

Article 21 This specification is established on March 20, 2020.

This specification was first revised on December 20, 2022.

This specification was revised for the second time on May 8, 2024.