

The Board of Directors (BOD) is the top management and highest decision-making body of the company. Its duties and functions include: appoint and supervise the upper management of the company, supervise operational performance, prevent conflicts of interest and assure legal compliance of the company, establish the articles of incorporation or carry out resolutions made by the general meeting of shareholders, and maximize the rights and benefits of shareholders.

Currently, the BOD holds at least one board meeting each quarter for the upper management to report operational performance. The BOD also resolves the future operational direction and important policies of the company.

Position	Name	Education & Experience	Major Current Positions
Director	Kuei-Hsiu Sung	EMBA, National Chiao Tung University President, Chia Chang Co., Ltd.	Chairman, Chia Chang Co., Ltd.
Director	Yung Hsiang Investment CO., LTD. (Chang-Hai Chen)	Master, Business Administration, China University of Technology Founder and President, Chia Chang Co., Ltd.	Director, Chia Chang Co., Ltd.
Director	Tsai-Ho Lu	Mechanical Engineering, Taipei Municipal Daan Vocational High School President, Guan-Yung Enterprise Co., Ltd President, Chia Chang Technology (Suzhou) Co., Ltd.	Director, Chia Chang Co., Ltd.
Director	Tz-Shiuan Chen	Master, Eastern Michigan University Manager and assistant manager, Chia Chang Co., Ltd.	Director, Chia Chang Co., Ltd. Vice President, Chia Chang Co., Ltd.
Director	Chyan Yang	Ph.D. in Computer Science & Engineering, University of Washington CEO, EMBA, National Chiao Tung University Director, Institute of Business and Management, National Chiao Tung University Dean, College of Management, National Chiao Tung University	Director, Chia Chang Co., Ltd. Independent Director, ASPEED TECHNOLOGY INC. Independent Director, ACTER GROUP CORPORATION LIMITED Independent Director, Associated Industries China, Inc. Independent Director, MARS SEMICONDUCTOR CORP.

Independent Director	Jui-Hsin Lin	BS, Accounting, Tung Hai University Vice President, SOFTSTAR ENTERTAINMENT INC. CFO, G.M.I Technology Inc. Independent Director, HLJ Technology Co., Ltd.	Independent Director, Chia Chang Co., Ltd. Partner CPA, Cheng Yang Certified Public Accountants Representative, Cheng Yang Management Company Limited Independent Director, ETREND Hightech Corp.
Independent Director	Teh-Jung Kao	BS, Accounting, Cheng Kung University Finance & Accounting Manager, Philips Taiwan Ltd. Senior Vice President and CFO, Primax Electronics Ltd. Chairman, PreVision Technology Ltd. Senior Vice President and Group CFO, Taiwan Cement Corp. Independent Director, CoAdna Holdings, Inc. Compensation Committee Member of Microlife Corporation Independent Director, LuxNet Corporation Independent Director, CONTINENTAL HOLDINGS CORP.	Independent Director, Chia Chang Co., Ltd. Consultant, AQUSEN Technology Co., Ltd.
Independent Director	Ping-Kuen Chen	BS, Mechanical Engineering, Tamkang University Chairman, Huan Hower Enterprise Co., Ltd	Independent Director, Chia Chang Co., Ltd Chairman, Huan Hower Enterprise Co., Ltd Director, Tien Liang Biotech Co., Ltd.
Independent Director	Chia-Hsiang Chu	MBA, National Cheng Kung University Manager, Assistant manager, Vice President and President, WK Technology Fund Ltd. Manager, HP Taiwan	Chairman and President, WK Innovation Ltd. Chairman and President, WK Technology Fund IX Ltd. Director, Foxfortune Technology Ventures Limited Independent Director, Chicony Electronics Co., Ltd.

		<p>Supervisor, Googol Technology (TWN) Limited</p> <p>Supervisor, eTouch Medical Inc.</p> <p>Chairman, MinYun Investment Co., Ltd.</p> <p>Chairman, Sunny Ventures Limited</p> <p>Independent Non-executive Director, Q Technology (Group) Company Limited</p> <p>Director, Beken Corporation</p> <p>Supervisor, Googol Technology Co., Ltd.</p> <p>Director, SmartSens Technology</p> <p>Director, SPINTROL Company Ltd.</p> <p>Executive Director and President, Shanghai Hongyi Enterprise Management Consulting Co., Ltd.</p> <p>Director, ESSENTIAL INVESTMENTS LIMITED</p> <p>Chairman and President, Guangxi Hongzhiyi Investment Co., Ltd.</p> <p>Director, Wealth Guard Ventures Limited</p> <p>Director, Excellence Wealthy Limited</p> <p>Director, North Star Ventures Limited</p> <p>Independent Director, Chia Chang Co., Ltd.</p>
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✕ Election of Directors

(1) Method of Directors (Including Independent Directors) Election :

According to Chia Chang's Articles of Incorporation, directors (including independent directors) shall be elected pursuant to the Candidate Nomination System. The professional qualifications, restrictions on the shareholdings and concurrent positions held, method of nomination and election, and other matters with respect to independent directors shall be in compliance with applicable laws and regulations of the ROC Company Act and Securities and Exchange Act.

(2) Process of Directors (Including Independent Directors) Election :

Prior to the expiration of the tenure of Chia Chang's Board of Directors, the Board of Directors resolved, according to Chia Chang's Articles of Incorporation, that nine directors should be reelected (including four independent directors) at Chia Chang's 2022 Annual General Shareholders' Meeting. The Board of Directors also approved the submission period for the nomination of director candidates is from April 15, 2022 to April 25, 2022.

According to the Article 192-1 of the ROC Company Act, Chia Chang announced on March 22, 2022 the period for accepting the nomination of director candidates, the number of directors to be elected, the place designated for accepting the roster of director nominees, and other necessary matters. Any shareholder holding 1% or more of the outstanding shares of the Company may nominate candidate(s) for directors in writing, provided that the total number of director nominees shall not exceed the number of the directors to be elected. Any shareholder qualified to so nominate may submit to the Company the name(s) of the director nominee(s), and shall send, during the nomination time period from April 15, 2022 to April 25 2022, the name, education background and past work experience of the nominee(s), a letter signed by each nominee of independent director consenting to act as independent director if elected, a written statement issued by each nominee of independent director assuring that he/she is not prohibited from so acting under any of the circumstances set forth in Article 30 of the ROC Company Act, and other relevant documents signed and provided by each nominee to Chia Chang via registered post.

During the above-mentioned nomination period, the Company doesn't received the list of director nominees sent from the qualified shareholder.

Therefore, the Board of Director of Chia Chang nominated nine candidates, Mr. Kuei-Hsiu Sung, Yung Hsiang Investment CO., LTD., Mr. Tsai-Ho Lu, Mr. Tz-Shiuan Chen, Mr. Chyan Yang, Mr. Jui-Hsin Lin (independent director), Mr. Teh-Jung Kao (independent director), Mr. Ping-Kuen Chen (independent director) and Mr. Chia-Hsiang Chu (independent director). The Board of Directors appointed the above nominated candidates to stand for election at Chia Chang's 2022 Annual General Shareholders' Meeting.

Chia Chang's Board of Directors was elected at Chia Chang's 2022 Annual Shareholders' Meeting. The nine Directors (including four Independent Directors) are: Mr. Kuei-Hsiu Sung, Yung Hsiang Investment CO., LTD., Mr. Tsai-Ho Lu, Mr. Tz-Shiuan Chen, Mr. Chyan Yang, Mr. Jui-Hsin Lin (independent director), Mr. Teh-Jung Kao (independent director), Mr. Ping-Kuen Chen (independent director) and Mr. Chia-Hsiang Chu (independent director).

✖ Board Diversity Policy

Pursuant to the Company's "Corporate Governance Principles," the composition of the Board of Directors should take into consideration the policy of diversity. Directors who serve concurrently as the Company's managers should not exceed one third of all Directors and appropriate diversification guidelines have been established based on Company operations, its business model, and development requirements. These guidelines stipulate that Directors should be assessed by standards including but not limited to the following two aspects:

- ① Basic qualification and value : gender 、 age 、 nationality, culture etc.
- ② Professional knowledge and skills : professional background (e.g. law, accounting, industry, finance, marketing or technology) 、 professional skill and industry experience etc.

The Company's management objective and the goal achieved regarding the diversity policy is listed below:

Management objective	Implementation
Experienced in different industries	Achievement

The Company's diversification of members of the Board of Directors in 2022 is as follows:

Title	Name	Nationality	Gender	Employee position	Age				Seniority Of Independent Director			Professional knowledge and skills		Major experience		
					40~50 years old	51~60 years old	61~70 years old	> 71 years old	Below 3 years	6-9 years	> 9 years	Industry or technology	Legal, finance or accounting	Technology industry	Financial investment	Technical research
Director	Kuei-Hsiu Sung	Republic of China	M	V			V					V		V		
Director	Chang-Hai Chen	Republic of China	M	V				V				V		V		
Director	Tsai-Ho Lu	Republic of China	M	V			V					V		V		V
Director	Tz-Shuan Chen	Republic of China	M	V	V							V		V		
Director	Chyan Yang	Republic of China	M					V				V		V		
Independent Director	Jui-Hsin Lin	Republic of China	M				V				V		V		V	
Independent Director	Teh-Jung Kao	Republic of China	M				V				V		V	V		
Independent Director	Ping-Kuen Chen	Republic of China	M				V			V		V				V
Independent Director	Chia-Hsiang Chu	Republic of China	M			V			V			V		V	V	

✖ Communications between independent directors/ internal auditors / external auditors (CPAs)

A. The channels of the communications between the independent directors, the internal auditors and external auditors (CPAs)

- (1) Independent directors and CPAs meet at least twice a year for a regular meeting. CPAs report on the results of financial statement reviews or verifications and other communication requirements required by relevant laws and regulations. Communications will be made on whether there are any significant adjustment entries or legal amendments affecting the accounting situation and they also regularly update laws and ordinances to independent directors every year. If there are major events, a meeting can be convened at any time.

The head of internal auditor prepares monthly reports for review to independent directors.

- (2) The head of internal auditor and independent directors meet at least once a quarter for a regular meeting to discuss on the company's internal audit execution status and internal control operations.

The head of internal auditor prepares monthly reports for review to independent directors. Meetings can be convened at any time if there are major events.

- (3) Independent directors may communicate separately (without Director and management team) and respectively with CPAs and the head of internal auditor at least once a year.

- B. The major matters of the communications between the independent directors and external auditors (CPAs)
The communication between the independent directors and external auditors (CPAs) works well. The major matters of these communications in 2022 are as follows:

Meeting Date	Descriptions of the major matters	Communication status and implementation results
2022.3.22 Meeting	1. The findings of the audits on the Company' s financial results for FY 2021 2. Important revisions of laws	All independent directors have no objections
2022.3.22 Meeting (separate meeting)	1. Audit committee 2.Key Audit Matters (KAM) 3.CFC	All independent directors have no objections
2022.8.10 Meeting	The findings of the review on the Company' s financial results for the six months ending on June 30, 2022	All independent directors have no objections

- C. The major matters of the communications between the independent directors and the internal auditors
The communication between the independent directors and the internal auditors works well. The major matters of these communications in 2022 are as follows:

Meeting Date	Descriptions of the major matters	Communication status and implementation results
2022.1.26 Board of Directors	The findings of the internal audit reports	All independent directors have no objections
2022.3.22 Board of Directors	1. The findings of the internal audit reports 2. Statement of Internal Control System for FY 2021	All independent directors have no objections
2022.3.22 Meeting (separate meeting)	Communication and discussion on the matters of subsidiaries supervision	All independent directors have no objections
2022.5.10 Board of Directors	The findings of the internal audit reports	All independent directors have no objections
2022.8.10 Board of Directors	The findings of the internal audit reports	All independent directors have no objections