

GIANTPLUS TECHNOLOGY CO., LTD.
Rules of Procedure of Board of Directors Meetings

Article 1

To establish a good governance system of the Company's board of directors, improve the supervision function, and strengthen the management function, these rules of procedure are formulated in accordance with Article 2 of the "Regulations Governing Procedure for the Board of Directors Meetings of Public Companies" for compliance.

Article 2

With respect to the rules of procedure of the board of Directors meetings of the Company, main agenda content, operating procedures, required content of the meeting minutes, announcements and other matters to be complied shall be handled in accordance with the provisions of the Rules.

Article 3

The board meeting of the Company shall be held at least once a quarter. The reason for the convening of the board meeting shall be stated, and the directors shall be notified in writing, email or fax seven days in advance. However, in case of emergency, the board meeting may be convened at any time and the directors shall be notified by email or fax. All matters set forth under Article 12, Paragraph 1 of the Rules of Procedure of Board of Directors Meetings shall be specified in the notice of the reasons for the convening, and none of those matters may be raised by an ad hoc motion.

Article 4:

The Corporate Governance Officer is the unit designated by the board of directors of the Company to take charge of arrangements. The office of President shall prepare the agenda items of the board meeting and provide comprehensive meeting materials, which shall be sent together with the convening notice. If a director is of opinion that the meeting materials are insufficiently comprehensive, he may request supplementary information from the office of President, and the office of President shall provide them within three days. If the directors is of opinion that the materials for the proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.

Article 5

When the Company's board meeting is convened, an attendance book should be set up for directors to sign in for reference. Directors shall attend the board meeting in person. If they are unable to

attend in person, they may appoint another director to attend as their proxy in accordance with the Company's articles of incorporation. Those who participate in the meeting through video conference shall be deemed to be present in person.

A director appointing another director to attend a board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.

A proxy under paragraph 2 may accept a proxy from one person only.

Article 6

A board meeting shall be held at the premises and during the business hours of the Company, or a place and time that is convenient for all directors to attend and suitable for holding board meetings.

Article 7

Board meetings of the Company shall be convened and chaired by the chairman. However, with respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chair.

When the board of directors is convened by more than half of the directors in accordance with Article 203, paragraph 4 or Article 203(1), paragraph 3 of the Company Law, the directors shall elect one of them as chairman.

When the chairman of the board is on leave or is unable to exercise his powers for some reason, the vice chairman of the board shall act as the acting chairman; when there is no vice chairman of the board or the vice chairman of the board is also on leave or is unable to exercise his powers for some reason, the chairman of the board shall designate a director to act as the acting chairman. If the chairman of the board does not designate a proxy, the directors shall elect a person to act as the acting chairman.

Article 8

When a board meeting is held, the office of President shall furnish the attending directors with relevant materials for ready reference.

As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants. When necessary, certified public accountants, attorneys, or other professionals retained by the Company may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

The chair shall call the board meeting to order for that day at the appointed meeting time and when more than one-half of all the directors are in attendance. If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the Rules in Article 3, paragraph 2. The term "all directors," as used in the preceding paragraph shall be calculated as the number of directors then actually in office.

Article 9

Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form.

If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation.

Where a board meeting is held by videoconference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be retained for the duration of the existence of the Company.

Article 10

Agenda items for regular board meetings of the Company shall include at least the following:

1. Reports:
 - A. Minutes of the last meeting and action taken.
 - B. Important financial and business matters.
 - C. Internal audit activities.
 - D. Other important matters to be reported.
2. Discussions:
 - A. Items for continued discussion from the last meeting.
 - B. Items for discussion at this meeting.
3. Ad hoc motions.

Article 11

A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.

The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.

At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair

shall declare a suspension of the meeting, in which case Article 8, paragraph 4 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 7 shall apply mutatis mutandis to the selection and appointment of his agent.

Article 12

The matters listed below as they relate to the Company shall be raised for discussion at a board meeting:

1. The Company's business plan.
2. Annual and semi-annual financial statements, with the exception of semi-annual financial statements which, under relevant laws and regulations, need not be audited by a certified public accountant (CPA).
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and the evaluation of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of equity-type securities.
6. Election or discharge of Chairman of the board, if the board of directors does not have managing directors.
7. The appointment or discharge of a financial, accounting, or internal audit officer.
8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
9. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders' meeting or board meeting, or any material matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 8 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 an 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-audited financial statements for

the most recent year. (In the case of a foreign issuer whose shares have no par value or a par value other than NT\$10, 2.5 percent of shareholders' equity shall be substituted for the calculation of the amount equal to 5 percent of paid-in capital required under this paragraph.)

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.

Independent Director must be approved by resolution at a board meeting, any and all independent directors of the Company shall attend the meeting in person or entrust another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.

Article 13

When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote. When a proposal comes to a vote at a board meeting, if no attending director voices an objection following an inquiry by the chair, the proposal will be deemed approved. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote. One voting method for proposals at a board meeting shall be selected by the chair from among those below, provided that when an attending director has an objection, the chair shall seek the opinion of the majority to make a decision:

1. A show of hands or a vote by voting machine.
2. A roll call vote.
3. A vote by ballot.

"Attending directors," as used in the preceding two paragraphs, does not include directors that may not exercise voting rights pursuant to Article 15, paragraph 1.

Article 14

Except where otherwise provided by the Securities and Exchange Act and the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors meeting attended by a majority of all directors.

When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original

proposal and decide the order in which they will be put to a vote. If anyone among them is passed, the other proposals shall then be deemed rejected, and no further voting on them shall be required.

If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.

Voting results shall be made known on-site immediately and recorded in writing.

Article 15

If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of the Company, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director.

Where the spouse of a director, a second blood relative or a company having a controlling affiliation with the director has an interest in the matters of the meeting, the director shall be deemed to have an interest in the matter.

Where a director is prohibited by the exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, paragraph 4 of the same Act.

Article 16

Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:

1. Session (or year), time, and place of meeting.
2. Name of the meeting chair.
3. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
4. Names and titles of those attending the meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported on.
7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by

an independent director pursuant to Article 12, paragraph 5.

8. Ad hoc motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, expert, or other person; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements.

9. Other matters required to be record.

Any of the following matters in relation to a resolution passed at a meeting of the board of directors 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:

1. Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.
2. A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the audit committee of the Company.

The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of the Company. The minutes of a board meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company. The meeting minutes of paragraph 1 may produce and distributed in electronic form.

Article 17

During the adjournment period of the board of directors of the Company, other personnel are not authorized to exercise the functions and powers of the board of directors.

Article 18

In order to establish good corporate governance of the Company, assist directors to perform their duties and improve the effectiveness of the board of directors, the standard operating procedures for dealing with directors' requests are formulated to follow:

1. The Company shall follow the provisions of the Procedure in handling matters related to the request of the directors, unless otherwise stipulated by laws or the articles of incorporation.
2. The directors of the Company shall be provided with appropriate and timely information in a form and quality sufficient to enable the directors to make

- informed decisions and to perform their duties as directors.
3. The Company appoints a corporate governance supervisor to be responsible for handling matters requested by the directors, and to promptly and effectively assist the directors in performing their duties within fifteen working days.

Article 19

The formulation and amendment of these rules of procedure shall be implemented after the approval of the board of directors of the Company.