

凌巨科技股份有限公司
GIANTPLUS TECHNOLOGY CO., LTD.

Code of Ethical Conduct

Article 1 (Purpose of and basis for adoption)

In recognition of the necessity to assist the Company and its subsidiary to act in line with ethical standards, and to help interested parties better understand that all employees must comply with the ethical standards, the Company establishes a Code of Ethical Conduct with reference to these Guidelines.

Article 2 (Applicable personnel)

For the purposes of the Code, the term "employees of the Company" shall refer to any director and managerial officer (as regulated by the Securities and Exchange Act) of the Company and its subsidiaries.

Article 3 (Principle of integrity)

The Company's directors and managerial officer shall have a proactive and responsible attitude when performing duties and abandon any individualism to focus on teamwork, as well as abiding by the principle of honesty and integrity.

Article 4 (Prevention of conflicts of interest)

The Company's directors and managerial officer shall handle the business affairs objectively and effectively, and shall avoid any conflict of interest when they and/or their spouses, parents, children, or relatives up to the second degree of kinship, would gain any unjustified benefit because of the position of the aforementioned Company's directors and managerial officer within the Company.

In addition, whenever the Company and its subsidiaries offers financial loans, provides guarantees, makes significant asset deals, or trades goods or services with companies affiliated to the parties referred above, the Company's directors and managerial officer shall inform the Company that there is no potential conflict of interest.

Article 5 (Pursuit of personal gain is prohibited)

The Company's directors and managerial officer shall not engage in the following:

1. Make or gain any personal profit by taking advantage of the Company's property or information, or because of their positions at the Company.
2. Moreover, the directors and managerial officer shall not engage in competition with the Company, unless it is consented by the Company at the shareholder's meeting or approved at the board meeting. Should an opportunity arise to increase the Company's profit, the Company's directors and managerial officer are encouraged to seize all the duly legal profit that's possible.

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Article 6 (Confidentiality)

The Company's directors and managerial officer shall keep private any information, affairs or client data which is considered confidential, unless such information is required to be disclosed by means of a legal warrant. It shall also keep private any previously undisclosed information that might impair the Company or any of its clients if it is used or divulged by any competitor.

Article 7 (Fair Trade)

The directors and managerial officers shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, conceal, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.

Directors and managerial officers, when performing job duties, shall not request, agrees to accept, deliver or accept any form of gratuity, entertainment, rebate, bribe, or any undue profit. However, the restriction is not applicable if gratuity or entertainment conforms to social norms or is allowed by the Company's policy.

Article 8 (Safeguarding and proper use of company assets)

Directors and managerial officers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes.

Article 9 (Legal compliance)

Directors and managerial officers shall comply with the Company Act, the Securities and Exchange Act and other applicable laws, regulations, and bylaws, and raise awareness about moral behavior.

The Company and subsidiaries shall raise awareness of ethics internally and encourage employees to report to a director, managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the Code of Ethical Conduct and provide sufficient information for the Company to take appropriate actions later on.

To encourage employees to report illegal conduct, the Company shall establish a concrete whistle-blowing system and make employees aware that the Company will use its best efforts to ensure the safety of informants and protect them from reprisals.

Article 10 (Disciplinary measures)

Should any directors or managerial officers violate the Code of Ethical Conduct, the Company will respond according to any applicable rules and regulations.

The Company shall establish an appeal procedure that the violator of the Code of Ethical Conduct can adhere to, should they wish to defend themselves against the proposed sanctions.

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Article 11 (Procedures for exemption)

The Code of Ethical Conduct adopted by the Company must require that any exemption from compliance with the Code be adopted by a resolution of the board of directors, and that information on the date on which the board of directors adopted the resolution for exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of the exemption be disclosed without delay to the directors of the Company, any other individual prescribed by law or the TWSE securities listing regulations.

Any request for exemption or review shall be conducted by the Company's Board of Directors.

Article 12 (Method of disclosure)

The Company shall disclose the details of the Code on the official website, in the annual reports and prospectuses and in the Market Observation Post System (MOPS). This also applies to any of its amendments.

Article 13

The Code of Ethical Conduct, and any amendments hereto, shall obtain consent from the audit committee before being implemented by resolution of the board of directors, and shall be reported to the shareholders' meeting. The same shall apply for any amendments thereafter.

Article 14

1. The Code of Ethical Conduct was enacted on December 24, 2012.
2. The 1st Amendment was made on March 6, 2014.
3. The 2nd Amendment was made on March 17, 2016.
4. The 3rd Amendment was made on March 23, 2021.