

Sinyi Realty Inc.
Rules and Regulations of Board of Directors Meetings

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2017.10.27(5th amendment)

Article 1

The Rules and Regulations of Board of Directors Meetings (hereinafter, “the Rules”) are adopted pursuant to the Regulations Governing Procedures for Board of Directors Meetings of Public Companies announced by the competent authority.

Unless relevant laws and regulations or the Articles of Incorporation of Sinyi Realty Inc. (hereinafter, “the Company”) provide otherwise, the Company’s Board of Directors meetings (hereinafter, “Board Meetings”) shall be conducted in accordance with the Rules.

Article 2

The procedures and manners to call Board Meetings shall be as follows:

1. Board Meetings shall be called and chaired by the chairperson of the board of directors (hereinafter, “the Board”). However, the first meeting of each newly elected board of directors shall be called and chaired by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to do so. When it fails to choose in these ways, the chairperson is decided by a draw.
When the number of the directors attending the first board meetings does not meet the official attendance number of electing the chairperson of the Board, the person entitled to call the meeting shall call the meeting again in 15 days to elect the chairperson.
2. When the chairperson of the Board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson, or, if there is no vice chairperson or the vice chairperson also is on leave or for any reason is unable to act, by a managing director designated by the chairperson, or, if there is no managing director, by a director designated thereby, or, if the chairperson does not make such a designation, by a managing director or director elected by and from among themselves.
3. The Company’s financial division is appointed as the Board’s agenda

working group, responsible for the preparing of agenda items for Board Meetings and providing comprehensive pre-meeting materials, to be sent together with the notice of the meeting.

The directors may ask the Board's agenda working group to provide the supplementary information when information when the meeting materials is insufficient. If the supplementary information is not provided in time, the Board may postpone to call the meeting to examine the agenda.

4. Board Meetings shall be held at the head office and during the business hours of the Company, or at a place and time convenient to all directors and suitable for holding Board Meetings.
5. Board Meetings shall be held by the chairperson of the Board at least once every quarter.
6. The reasons for calling Board Meetings shall be notified to each director and nonvoting participants at least seven days in advance. In emergency circumstances, however, Board Meetings may be called on shorter notice.
7. The notice set forth in the preceding paragraph may be effective by means of electronic transmission, after obtaining prior consent from the recipients thereof.
8. The term " a majority of directors " and "two-thirds or more of all board directors" as used in the Rules shall be calculated as the number of directors then in office.
9. Any board directors prohibited from exercising voting rights in the Rules is not included in the number of directors present at the meeting when voting.

Article 3

When attending Board Meetings, directors shall have their signatures in the attendance books to calculate the attendance number. The attendance book form a part of the minutes and shall be well preserved during the existence of the company.

All board directors shall attend a Board Meeting in person; if attendance in person is not possible, they may, pursuant to the related regulations, appoint another director to attend as their proxy. However, attendance via tele- or video-conference is deemed as attendance 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 may accept a proxy from one person only.

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 7 of the Act, or shall appoint another independent director to attend as his or her proxy.

Article 4

The chairperson shall declare to start a Board Meeting upon more than half of the directors attending the meeting.

If half or more of the directors are not yet present at the scheduled time for a Board Meeting, the chairperson may postpone the time of the meeting. If after two postponements no quorum can yet be constituted, the chairperson may reconvene the meeting pursuant to the procedures under Article 4 of the Rules.

Article 5

The subject matters of Board Meetings shall be decided by the Board's chairperson. In principle, the discussion of proposed resolutions at a Board Meeting shall proceed in accordance with the agenda attached to the meeting notice. However, if no objection is voiced by any director present at the meeting or with more than half of the attending directors' consent, the chairperson may make changes.

Depending on the subject matters of proposed resolutions, the agenda working group shall invite relevant managerial personnel to present at Board Meetings to assist the directors in understanding the Company's current conditions so that they can make appropriate resolutions. In addition, the agenda working group may also invite certificated public accounts (CPA), attorneys, or other professionals to attend as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

The Board's chairperson may not declare to cut the meeting short without the approval of a majority of directors present at the meeting.

Article 6

The agenda of regular Board Meetings shall include at least the following

items:

1. Report items: the meeting minutes and the report on implementation status of resolutions of the preceding meeting, material business and financial reports, internal audit matters reports; and other important matters report.
2. Discussion items: discussion items reserved by the preceding meeting; and discussion items of the current meeting.
3. Extraordinary motions

Article 7

Except for any urgent circumstances or legitimate reasons, the material matters listed below should be included in the meeting agenda in advance and may not be presented as extraordinary motions:

1. The Company's business plans.
2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a CPA.
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and an assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and 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 Meetings for retroactive recognition.
8. Any matter required by Article 14-3 of the Securities and Exchange Act.
9. Any such significant matter as may be prescribed by the competent authority.
10. Any other law, the Company's Articles of Incorporation, or bylaw to be approved by resolution at a shareholders' meeting or Board Meetings.

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 Meeting is convened. Amounts already submitted to and passed by a resolution of the Board are exempted from inclusion in the calculation.

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.

Apart from matters referred to in the preceding paragraph 1, which are required to be submitted for discussion by the Board, when the Board delegates any exercise of its powers without any violation of laws or regulations or the Company's Articles of Incorporation, matters such as the level and substance of the delegation shall be concretely and specifically set out.

Article 8

The directors shall raise their hands to appeal for speaking and the order in which the directors speak will be set by the chairperson. If the director gives a speech exceeding the scope of the agenda item or filibusters, the chairperson may terminate the speech.

Article 9

When the chairperson at a Board Meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chairperson may announce the discussion closed and bring the matter to vote.

Except as otherwise stated in other laws or in the Company's Articles of

Incorporation, a resolution on a matter at a Board Meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors. The result of resolution shall be announced at the meeting and placed on record.

When a proposal comes to a vote at a Board Meeting, if the chairperson puts the matter before all directors present at the meeting and none voices an objection, the matter is deemed approved. If any objection arises, such resolution shall be voted. The method of voting shall be either by showing of hands or by casting ballots, which is determined by the chairperson. However, if the objection is voiced, the chairperson shall solicit the approval of a majority of the directors present at the meeting.

When there is an amendment or an alternative to a proposal, the chairperson 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. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

The chairperson shall appoint person(s) to monitor the voting process and person(s) to count the ballots; and the person(s) appointed to monitor the voting process should be a director of the Board.

Article 10

Minutes shall be prepared of the discussions at Board Meetings. The meeting minutes shall record the following:

1. Session (or year), time, and place of meeting.
2. Name of the meeting chairperson.
3. Attendance of directors at the meeting including attendance via telecommunications or proxy, 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, supervisors, experts, or other persons; the name of any director that is an interested party, 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.

8. Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party, 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.
9. Other matters required to be recorded.

The minutes of a Board Meeting shall bear the signature or seal of both the meeting chairperson and the minutes taker; a copy of the minutes shall be distributed to each director within 20 days after the meeting and well preserved as important company records during the existence of the company.

The meeting minutes may be produced, distributed and preserved in electronic form.

Article 11

If a resolution passed at a Board Meeting with any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing, or any matter that has not been passed by the audit committee, but has been adopted with the approval of two-thirds or more of all board directors without having been passed by the audit committee, the Company 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.

Article 12

If any director or a juristic person represented by a director is an interested party with respect to any 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 interests of the company, the director

may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.

Article 13

In the process of a Board Meeting, the chairperson may, at his discretion, set time for intermission. The meeting shall be suspended when an air raid warning is sounded and shall continue in one hour after the all-clear is sounded.

In the process of a Board Meeting, if the number of Directors present at the meeting become fewer than half of the Directors originally attending the meeting, the chairperson shall announce a temporary adjournment of the meeting upon a motion made by any director present at the meeting, and the paragraph 2 in the Article 4 of the Rules applies *mutatis mutandis* to such case.

Article 14

The entire proceedings of Board Meetings shall be recorded on audio or video tape the, and the recordings shall be preserved for at least five years, in electronic form.

If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of Board Meetings, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Where a board of directors meeting is held via tele- or video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be well preserved during the existence of the company.

Article 15

The Board shall conduct performance evaluation by the internal evaluation of the Committee, peer evaluation, and evaluation by appointed external professional institutions or other appropriate methods.

Article 16

Any matter not provided in these Rules shall be conducted in accordance with the Company Act, the Company's Articles of Incorporation, the Rules of Organizing the Board of Directors, other relevant laws and regulations.

Article 17

The Rules, and any amendments hereto, shall be proposed by the Board and shall be implemented after adoption by shareholders meetings.