

Alexander Marine Co., Ltd.

Rules and Procedures for Board of Directors Meetings *(Translation)*

Article 1

To establish a strong governance system of the Company and sound supervisory capabilities of the board of directors, these Rules are adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

Article 2

The main agenda items, operational procedures, required content of meeting minutes, public announcements and other compliance requirements for board meetings shall be handled in accordance with the provisions of these Rules.

Article 3

A board of directors shall meet at least quarterly, which shall be set out in the rules of procedure.

The reasons for calling a board of directors meeting shall be notified to each director and supervisor at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.

The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.

All matters set out in the subparagraphs of Article 12, paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion.

Article 4

The designated unit responsible for the board meetings of the Company shall be the secretary of the board of directors. The secretary of the board is appointed by the chairman.

The secretary of the board shall draft the agenda and prepare sufficient meeting materials and deliver them together with the notice of the meeting.

A director who is of the opinion that the meeting materials provided are insufficient may request their supplementation by the secretary of the board. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.

Article 5

When a board meeting is held, an attendance book shall be provided for the signing-in by attending directors, which shall be made available for future reference.

Directors shall attend board meetings in person. A director unable to attend in person may appoint another director to attend the meeting on his behalf in accordance with the Articles of Association of the Company. Attendance by video conference shall be deemed attendance in person.

A director who appoints another director to attend a board meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting.

The director acting on proxy under the second paragraph shall represent no more than one other person.

Article 6

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

Article 7

Board meetings shall be convened and chaired by the chairman of the board of directors of the Company. However, with respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director who has received the most votes. If two or more directors are entitled to convene the meeting, they shall select one person from among themselves.

When the chairman of the board of directors is on leave or cannot exercise his duties due to any reason, the vice chairman shall act on his behalf. If there is no vice chairman or if the vice chairman is also on leave or cannot exercise his duties due to any reason, the chairman shall appoint one director to act on his behalf. If the chairman does not make such appointment, the directors shall elect one person from among themselves.

Article 8

When a board meeting is held, the management unit shall furnish the attending directors with relevant materials for ready reference.

As merited by the content of a proposal, members from the relevant department or subsidiary may be invited to attend the board meeting of the Company. As required, accountants, attorneys or other professionals may also be invited to attend the meeting and to make statements. However, such persons shall leave the meeting during discussion and voting.

The chairman shall call the board meeting to order at the designated meeting time and when a quorum of the majority of all directors has been met. If the majority of all directors is not present at the designated meeting time, the chairman may adjourn the meeting on the same day. A meeting may be adjourned no more than twice. If the quorum is still not met after two adjournments, the chairman may re-call the meeting in accordance with the procedure under second paragraph, Article 3.

“All directors” referred to in the previous paragraph and subparagraph 2, second paragraph, Article 16 mean those the directors actually in office.

Article 9

Proceedings of board meetings of the Company shall be recorded in audio or video in their entirety. Such recordings shall be maintained for at least 5 years. Such recordings may be maintained in an electronic manner.

Before the retention period under the previous paragraph expires, in case of litigation related to relevant

resolution of a board meeting, the relevant audio or video recording shall continue to be maintained until the end of the litigation.

When a board meeting is held through video conference, the audio-visual materials of the video conference shall be integral parts of the minutes of the meeting and shall be kept in due custody during the period of existence of the Company.

Article 10

The agenda of regular board meetings of the Company shall include at least the following:

1. Reported Matters:
 - (1) Minutes of last meeting and status of execution.
 - (2) Important financial and business reports.
 - (3) Business report on internal audit.
 - (4) Other important reports.
2. Discussion Matters
 - (1) Discussion matters unresolved from last meeting.
 - (2) Discussion matters contemplated for current meeting.
3. Extraordinary Motions

Article 11

Board meetings of the Company shall be carried out based on the agenda scheduled in the meeting notice. However, such agenda may be changed with the consent of the majority of all attending directors.

The chairman shall not declare the meeting closed without the consent of the majority of all attending directors.

During the proceeding of a board meeting, if the number of directors present in the meeting falls below the majority of all attending directors, pursuant to the proposal by the directors present in the meeting, the chairman shall declare a suspension of the meeting and the third paragraph, Article 8 shall apply mutatis mutandis.

During the proceedings of a board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided in paragraph 2, the provisions of Article 7, paragraph 3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.

Article 12

The following matters shall be submitted to the board of directors of the Company for discussion:

1. The Company's operation plan.
2. Annual and semi-annual financial reports.
3. Establishment or revision of the internal control system in accordance with Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system.
4. Establishment or revision of the procedures in accordance with Article 36-1 of Securities and Exchange Act for important financial or business acts such as acquisition or disposal of asset, derivatives trading, loaning of funds and provision of endorsements or guarantees.

5. Offering, issuance or private placement of equity securities.
6. Hiring and dismissal of financial, accounting or internal audit executives.
7. Donations to related parties or material donations to non-related parties. However, public-interest donations as emergency rescue in response to significant natural disaster may be submitted to the following board meeting for ratification.
8. Other matters subject to shareholder resolution or board resolution in accordance with Article 14-3 of the Securities and Exchange Act, other laws or the Articles of Association, or important matters prescribed by the competent authority.

A “related party” referred to under subparagraph 7 of the previous paragraph means a related party defined by the Regulations Governing the Preparation of Financial Reports by securities Issuers. A “material donation to non-related party” means the amount of a single donation, or accumulated amount of donations to the same party within a year, exceeds NT\$100 Million, or 1% of the net operating income in the latest accountant certified financial report, or 5% of the paid-in capital.

“Within one year” in the previous paragraph means the one-year period preceding the date of the current board meeting. Those already approved by board resolutions may be excluded from the calculation.

At least one independent director shall attend board meetings of the Company. To resolve a matter under the first paragraph, all independent directors shall attend the meeting. If any independent director cannot attend the meeting in person, he shall appoint another independent director to attend the meeting on his behalf. If any independent director voices any objection or reservation, such opinion shall be recorded in the minutes of the meeting.

If an independent director cannot attend a board meeting in person to express his objection or reservation, unless there is due justification, a prior written opinion shall be issued and recorded in the minutes of the meeting.

Article 13

When the chairman of the meeting deems that a proposal has been discussed sufficiently to put it to vote, he may announce the discussion closed and call a vote.

When a proposal is put to vote in a board meeting, if the chairman inquires all attending directors and none of them voices an objection, the proposal shall be deemed approved. If the chairman inquires the attending directors and if any objection is voiced, the proposal shall be put to vote.

The chairman shall select one of the following voting methods. However, if any attending director voices an objection, the voting method shall be determined by the majority of attending directors:

1. Vote by hand.
2. Vote by roll-call.
3. Vote by ballots.

“All attending directors” referred to in the second paragraph does not include directors who are not entitled to vote in accordance with the first paragraph of Article 15.

Article 14

Unless otherwise provided by law, resolutions by the board of directors of the Company shall be approved by the majority of directors attending a meeting that is attended by the majority of all directors. When there is an amendment or alternative to a proposal, the chairman shall determine the order of voting, including the original proposal. However, if one of the proposals is already approved, the other proposals shall be deemed denied and do not need to be put to vote again.

When the voting on a proposal requires vote monitors or vote counters, the chairman shall designate such persons, provided that the vote monitors shall be directors.

The result of voting shall be announced on site and recorded.

Article 15

If a director or a corporation represented in a board meeting is an interested party in relation to a subject matter in the meeting, the key aspects of the interest shall be explained in the current board meeting. If the interest of the Company may be jeopardized, such director or representative shall not participate in the discussion and voting and shall recuse themselves from discussion and voting. Their voting rights shall not be exercised by any other director.

In relation to the directors prevented from exercising their voting rights in relation to a board resolution in accordance with the previous paragraph, second paragraph, Article 180 of the Company Act applies mutatis mutandis in accordance with the third paragraph, Article 206 of the Company Act.

Article 16

The discussions in board meetings of the Company shall be recorded in meeting minutes.

The minutes shall duly record the following matters in detail:

1. Session (or year), time and location of the meeting.
2. Name of the chairman.
3. Director attendance, including the names and number of attendees, those on leave and those absent.
4. Names and titles of the attendees.
5. Names of the record keepers.
6. Reported matters.
7. Discussion matters: Resolution method and result for each proposal, summary of statements made by directors, experts and other persons, names of interested directors under the first paragraph of the previous Article, key aspects of the interest, grounds for recusal or non-recusal, whether the director recused himself, objections or reservations, recorded or written statements and written statements issued by independent directors in accordance with the fourth paragraph of Article 12.
8. Motions: Name of mover, Resolution method and result, summary of statements made by directors, experts and other persons, names of interested directors under the first paragraph of the previous Article, key aspects of the interest, grounds for recusal or non-recusal, whether the director recused himself, objections or reservations, recorded or written statements.
9. Other matters that should be recorded.

In case of any of the below events during board resolutions, in addition to recording the event in the

minutes of the meeting, a public filing shall also be made in the information filing website designated by the competent authority within 2 days from the board meeting:

1. Any independent director's objection or reservation, with records or written statements.
2. Approval by 2/3 or more of all directors after a proposal was rejected by the audit committee.

The board meeting attendance sheet is an integral part of the minutes and shall be kept in due custody during the period of existence of the Company.

The chairman and record keeper of the meeting shall affix their signatures or seals onto the minutes of the meeting. The minutes shall be sent to each director within 20 days from the meeting and shall be included as important files of the Company and be kept in due custody permanently during the period of existence of the Company.

The minutes under the first paragraph may be prepared and distributed in electronic manners.

Article 17

Other than matters that must be submitted to the board of directors of the Company for discussion under the first paragraph of Article 12, for which no authorization to other persons shall be allowed, the authorizations granted by the board of directors in accordance with the law or the Articles of Association of the Company shall be specific in terms of the levels and scopes of authorization.

Article 18

These Rules shall be implemented after the approval of the board of directors and shall be reported to the shareholders' meeting. If there are any amendments in the future, the board of directors shall be authorized for resolution of the amendments.