

AXIOMTEK CO., LTD.

Rules of Procedure for Governing the Scope of Powers of Independent Directors

Article 1 (The stipulation basis)

To ensure good corporate governance and establish a sound independent director system to make Independent directors have function for the Board of Directors and the Company Operation, these Rules are adopted for 『the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies』 and the 『the Corporate Governance Best-Practice Principles』 of the Company.

Article 2 (Scope of application for these rules)

Except as otherwise provided by law and regulation or by the articles of incorporation, matters concerning the duties of independent directors of the Company shall be as set out in these Rules.

Article 3 (The Scope of duties)

There shall be at least one (1) Independent Director attend to the boarding meeting in personal; Regarding to the following matters shall be submitted to the board of directors for resolution, any and all independent directors of the Company shall attend the meeting in person, Independent Director shall appoint another Independent Director to attend the meeting as proxy if he/she cannot attend the meeting in personal. When an Independent Director objects to or expresses reservations about any of the matters, it shall be recorded in the board meeting minutes. If an Independent Director intends to express an objection or reservations is but unable to attend the board meeting in person, then unless there is a legitimate reason to do otherwise, the Independent Director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes:

1. The Company's business plan.
2. Annual financial reports signed or stamped by the chairman, manager and head of accounting officer and second quarter financial reports that are required to be audited and attested by a certified public accountant (CPA).
3. Stipulation or amendments to the internal control system of the Company, and the effectiveness of internal control system in accordance with Article 14-1 of Securities Exchange Act.
4. Stipulation amendments to the procedures for handling material financial or business activities, such as acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others in accordance with Article 36-1 of Securities Exchange Act.
5. Matters in which a director is an interested party.
6. Asset transactions or derivatives trading of a material nature.
7. Loans of funds, endorsements, or provision of guarantees of a material nature.

8. The offering, issuance, or private placement of equity-type securities.
9. The hiring or dismissal of a certified public accountant and their compensation.
10. The appointment or discharge of a financial, accounting, or internal audit officer.
11. The important donation to the Related Parties or Non-related Parties. But the matter could be approved by the next board meeting because of the public welfare donations due to major natural disasters.
12. Other matters required by law, regulation, or the articles of incorporation to be approved by resolution at a shareholders meeting or a board meeting, or any matter of a material nature as prescribed by the competent authority.

The related party mentioned in Article 11 of the preceding paragraph refers to the person concerned by the standard for the preparation of the financial statements of the issuer of the securities; the major donation mentioned in the non-related person means the amount of each donation or the amount of donation to the same object within one year NT \$ 100 million or up to 1% of the net operating income of the financial report of the accountant's credit for the last year or more than 5% of the paid-up capital. (Where the amount of the foreign company's shares is not denominated or the denomination is not NT \$ 10, the amount of the relevant paid-up capital of 5% is calculated as 2.5% of the shareholders' equity)

The term of the year stated in the preceding paragraph shall be based on the date of this board meeting and shall be retrospectively estimated for a period of one year, the part has been approved by so the resolution of the board meeting could not be calculated again.

Article 4 (Liability insurance)

The Company shall insure liability insurance for all of its independent directors during their term for the execution of business scope legally liable for compensation.

After the Company has insured or renewed liability insurance for its independent directors, it shall submit important contents of the liability insurance such as the amount, coverage and insurance premium rates to the latest report of the Board of Directors.

Article 5 (Remuneration)

The Company shall set the remuneration of the independent directors in its articles of incorporation or by a resolution of a shareholders meeting, and may consider providing a reasonable level of remuneration different from that of ordinary directors.

Article 6 (Continuing education)

All independent directors of the Company shall pursue continuing education, including attending the relevant training courses as required.

Article 7 (To exercise the duties)

The Company shall not obstruct, refuse, or evade the actions of independent directors in the performance of their business. As they deem necessary to performing those business, independent directors may request the board to appoint relevant personnel or to hire professionals by themselves for assistance. Any related necessary expenses shall be borne by the Company.

Article 8 (Apply)

These Rules, and any amendments hereto, shall be implemented after adoption by the Board of Directors.