

GEM TERMINAL INDUSTRY CO.,LTD

11th 6th Board of Director resolutions

Date Resolution Unit.	Cause Of Action	Resolution Result	Matters listed in Article 14-3 of the Securities and Exchange Act.	Independent directors holding opposing or reservation opinions	Company's handling of independent directors' opinions
March 23, 2022 11th, 6th	1. The business report, individual financial report and consolidate financial report has been complied and submitted for review.	The case was approved by the vote according to the original proposal		none	none
	2. The 2021 financial statements including the annual report, individual financial statements, and consolidated financial statements have been completed and are now submitted for review.	The case was approved by the vote according to the original proposal		none	none
	3. The 2021 proposal of allocating employee compensation and director remuneration is submitted for approval and to be reported at the shareholders' meeting.	The case was approved by the vote according to the original proposal		none	none
	4. The proposal to adjust the monthly salary structure and payment amount of Vice Chairman Su, hung-Hong and Corporate Director Representative Su, Hsing-Hsien is submitted for discussion.	The proposal relates to the personal interest of attending member, Vice Chairman Su, Chung-Hong and Corporate Director Representative Su, Hsing-Hsien who has recused from the meeting according to the law. The case was approved by the vote according to the original proposal	V	none	none

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	5. The proposal of adjusting the monthly salary structure and payment amount for the company's general manager and officers whose level is higher than managers is submitted for discussion.	The proposal discusses adjusting the monthly salary structure and payment amount for the company's general manager and officers whose level is higher than managers relates to the personal interest of attending member, General Manager Ho, Yi-Lin and Accounting Manager Chen, Li-Yi who has recused from the meeting according to the law. The case was approved by the vote according to the original proposal		none	none
	6. the remuneration of Gu Heng-chang, the newly appointed Chairman of GEM subsidiary Suzhou GEM Opto-electronics Terminal Co., Ltd. is submitted for discussion.	The proposal discusses remuneration of Gu Heng-chang, the newly appointed Chairman of GEM subsidiary Suzhou Buildex Optoelectronics Technology Co., Ltd, relates to the personal interest of attending member, Gu Heng-chang who has recused from the meeting according to the law. The case was approved by the vote according to the original proposal		none	none
	7. The promotion of Lin, Yu-Min, the acting manager of the R&D Technology Department, to the manager of the R&D Technology	The case was approved by the vote according to the original proposal		none	none

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	Department and the adjustment of monthly salary structure and remuneration are submitted for discussion.				
	8.The discussion of amending the articles of incorporation of the company is submitted for resolutionand report to the shareholders' meeting for resolution.	The case was approved by the vote according to the original proposal	V	none	none
	9.Proposal to provide compensation to the members of the "Remuneration Committee" of the company and is submitted for resolution.	The case was approved by the vote according to the original proposal		none	none
	10.To comply with the legal revisions, proposal to amend the "Procedure for Acquisition or Disposition of Assets" of the company is submitted for resolution and report to the shareholders' meeting for resolution.	The case was approved by the vote according to the original proposal	V	none	none
	11.The 2022 financial forecast of the consolidated company has been completed and is proposed for resolution.	The case was approved by the vote according to the original proposal		none	none
	12.According to the corporate governance practice code Article 29, companies should choose a professional and independent certified public	Since the proposal is to discuss the independence and suitability of the appointed accountant, which relates to the personal interest of	V	none	none

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	<p>accountant, and regularly evaluate their independence and competence (at least once a year). Due to the internal rotation mechanism of Deloitte, the certified public accountant was changed to Ms. Chiang, Jia-Ling, and Wu Chiou-Yan starting from the first quarter of 2022. A statement has been issued regarding their independence and competence, and the evaluation results of the certified public accountant's independence and is submitted for resolution.</p>	<p>attending member, accountant Chiang, Jia-Ling, who has recused herself from the meeting according to the law. The case was approved by the vote according to the original proposal</p>			
	<p>13. The company has completed the self-inspection of the internal control system for the year 2021, and is submitted for resolution.</p>	<p>The case was approved by the vote according to the original proposal</p>		<p>none</p>	<p>none</p>
	<p>14. The proposed time and location for the company's 2022 annual general meeting of shareholders is submitted for resolution.</p>	<p>The case was approved by the vote according to the original proposal</p>		<p>none</p>	<p>none</p>
	<p>15. Matters related to shareholders' right to propose at the company's 2022 annual general meeting of shareholders are submitted for resolution.</p>	<p>The case was approved by the vote according to the original proposal</p>		<p>none</p>	<p>none</p>

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	16. In response to the operational needs of the group, the company proposes to provide a loan of USD 3 million (or equivalent in foreign currency) to its subsidiary, Vietnam GEM Electronics and Metal Co., Ltd., and is submitted for resolution.	The case was approved by the vote according to the original proposal	V	none	none
	17. In response to the operational needs of the group, the company proposes to provide a loan of USD 5 million (or equivalent in foreign currency) to its subsidiary, Genius Terminal (HK) Ltd. and is submitted for resolution.	The case was approved by the vote according to the original proposal	V	none	none
	18. Vietnam GEM Electronics and Metal Co., Ltd. plans to apply for a financing facility from Hua Nan Commercial Bank, Ltd., and the company proposes to issue a letter of support to express its support for the shareholding and operation of Vietnam GEM Electronics and Metal Co., Ltd., and is submitted for resolution.	The case was approved by the vote according to the original proposal		none	none
	19. The company proposes to apply for financing from various banks and is submitted for resolution.	The case was approved by the vote according to the original proposal		none	none