



# **Sino-American Silicon Products Inc.**

## **Directions for the Implementation of Continuing Education for Directors**

### **Article 1 (Basis and Purpose for Adoption)**

These Directions are specially adopted pursuant to Articles 40 and 50 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies ("the Principles") to encourage TWSE/GTSM listed companies to arrange for newly appointed or re-appointed directors (including independent directors) to enrich and update their knowledge on a ongoing basis, and to fulfill the following purposes:

1. To urge corporate directors to enhance their professional expertise and legal knowledge.
2. To assist corporate directors to develop their exceptional qualities and decision-making abilities.
3. To lead corporate directors to step up exchanges of their experience and mutual communication and interaction.
4. To promote the effective implementation by corporate directors of the corporate governance system.

Except as otherwise provided by laws and regulations, continuing education for directors of this Corporation shall be governed by these Directions.

### **Article 2 (Purpose of Implementation)**

This Corporation shall integrate all resources for corporate governance, and establish mechanisms and methods for continuing education for directors, so that they can have easy access to relevant information, and maintain their core values and professional edge and ability.

To enliven the continuing education environment for directors, this Corporation shall encourage interaction between directors of different companies through international organizations or private institutions promoting and advocating corporate governance.

This Corporation shall, through systematic promotion and implementation, enable its directors to achieve maximize actual effectiveness out of continuing education, with the help of a curriculum design that is computerized, diversified, user-friendly, and flexible.



### Article 3 (Continuing Education Measures)

Applicable Subjects:

1. This Corporation shall make plans and arrangements for the persons on the list of elected directors (including independent directors) for each term, and if there is any change to the list of directors, shall make corresponding additions, deletions, and adjustments to the plans and arrangements.
2. “Newly appointed” directors in these Directions means those serving for the first time as a director of a TWSE or GTSM listed company.
3. “Re-appointed” directors in these Directions means those serving another term as a director of a TWSE or GTSM listed company.
4. Temporal continuity or continuous appointment at the same TWSE or GTSM listed company across terms of service is not required for a determination of being “re-appointed” under the preceding paragraph. However, if the company at which the appointed person previously served becomes TWSE or GTSM listed only after the person has completed his or her term of service has been dismissed for any reason, that term may not be deemed as a first term.

### Article 4 (Continuing Education Hours)

Continuing professional education (CPE) hours for directors of this Corporation are as follows:

1. It is advisable for a newly appointed person to complete a minimum of 12 CPE hours in the year the person is appointed, and a minimum of 6 hours per year in each following year.
2. It is advisable for a re-appointed person to complete a minimum of 6 CPE hours per year during the term of appointment. Those who offers corporate governance related lectures at training institutions of the “learning system” in Article 6 during the current year conforming to education hours of 12 hours in the current year as in the preceding article can get an offset by one hour for each lecture to a total of three hours at the maximum.
3. CPE hours shall be calculated on a progressive basis, counting, in principle, from 1 January to 31 December for the given year. In the event of peculiar circumstances or where cross-year calculation is necessitated by the curriculum design, the reasons shall be stated together with the disclosure of the status of continuing education required under Point III, paragraph 5.

### Article 5 (Continuing Education Scope)

To assist each director in gaining, through continuing education, the abilities under all subparagraphs of Article 20, paragraph 4, and Article 43 of the Principles, it is advisable for this Corporation to consider topics extending beyond the scope of the professional expertise of the directors, and to select courses encompassing corporate governance related topics such as finance, risk management, business, commerce, legal affairs, accounting, and corporate social responsibility, or courses relating to internal control systems or liability for financial reports.



## Article 6 (Continuing Education System)

This Corporation shall, in principle, turn to the following institutions when arranging continuing education for directors:

1. Professional training institutions such as the Securities and Futures Institute, ROC, Accounting Research and Development Foundation in Taiwan, Institute of Internal Auditors, ROC, Taiwan Development & Research Academia of Economic & Technology, Computer Audit Association, Taiwan Academy of Banking and Finance, Taiwan Corporate Governance Association.
2. Lectures, seminars, symposiums, and educational courses organized by the following institutions (whether as the host or a co-host) and in line with the Continuing Education Scope under Point III, paragraph 3.
  - I. The regulatory authority in charge of a relevant industry, the competent authority, the TWSE, GTSM, Taiwan Depository and Clearing Corporation, and other institutions recognized by the TWSE or GTSM.
  - II. Taiwan Securities Association, CPA Associations, and Bar Associations.
3. Seminars, symposiums, and internal training sessions organized by this Corporation or its affiliated enterprises, and in line with the Continuing Education Scope under Point III, paragraph 3, provided that the hours thereof that may be recognized for continuing education are limited to one-third of the minimum CPE hours that a person is advised to complete per year under these Directions.
4. Special lectures, seminars, and symposiums organized by international organizations such as OECD or by major securities markets around the world, attended by directors, where the topic is in line with the Continuing Education Scope under Point III, paragraph 3.
5. When this Corporation engages a foreign national to serve as a director, the company shall, in addition to having a clear understanding of the substantive content of the person's continuing education undertaken abroad, provide a translation in English or the foreign national's native language of Taiwan's major laws and regulations related to economics, securities, TWSE or GTSM listing, and relevant industries for reference.

## Article 7 (Continuing Education Arrangements and Information Disclosure)

1. This Corporation shall have an understanding of the educational background, work experience, and professional expertise of all of its directors, and make appropriate arrangements for the times and contents of continuing education for each person, taking into consideration the company's main operational focus and main directions of business development.
2. The directors and supervisors of this Corporation shall regularly file with the company documentary proof of their continuing education. This Corporation shall regularly review the status of the continuing education of its directors.
3. This Corporation shall disclose in its prospectuses, annual reports, on the Market Observation Post System, and on the company website information on the continuing education status of



中美矽晶製品股份有限公司  
SINO-AMERICAN SILICON PRODUCTS INC.

its directors pursuant to the Regulations Governing Information to be Published in Public Offering and Issuance Prospectuses, Regulations Governing Information to be Published in Annual Reports of Public Companies, and Corporate Governance Best-Practice Principles for TWSE or GTSM Listed Companies.

#### **Article 8**

These Directions and any amendments hereto, shall be implemented after adoption by the board of directors.

#### **Article 9**

The Directions were enacted on August 12, 2014.

[The Directions were first amended on March 24, 2015.](#)