

The responsibility, diversity and biographies of the board members

■ The authority and responsibility of the board members

The company’s board of directors is composed of directors with outstanding professional background and rich experience in the fields of engineering, commerce and management. The first duty of the board of directors is supervision. It must supervise the company’s legal compliance, financial transparency, timely disclosure of important information, free from internal dishonesty. The second duty is to lead the operations team. The board of directors listens to reports from the operations team regularly and provides appropriate suggestions and guidance. The third duty of the board of directors is to hire and dismiss managers and assess the performance of the operations team. There is good communication between the company’s operations staff and the board of directors. They concentrate and dedicate themselves to the execution of the instructions of the board of directors and business operations, creating the highest interest for the shareholders.

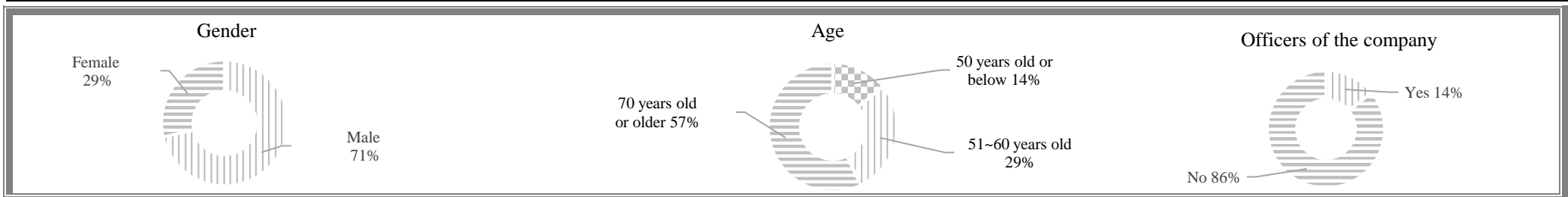
■ Diversity of the board members

The company has established “Corporate Governance Practical Rules” to formulate the composition of the board of directors. Diversity should be considered, and the board of directors shall possess ability to make operational judgments, ability to perform accounting and financial analysis, ability to conduct management administration, ability to conduct crisis management, knowledge of the industry, an international market perspective, ability to lead, ability to make policy decisions...etc. Besides, an appropriate policy on diversity based on the company’s business operations, operating dynamics, and development needs be formulated, including gender, age, professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience. In addition, the company has set up the Nominating Committee. Members of the committee will review the number and conditions of directors before the expiry of each term and will find, review, and nominate candidates based on standards of independence and a diversified background covering the expertise, skills, experience, gender, etc.

The company’s specific diversification goals and achievement status are as follows:

| Policy on diversity | Goal | Achievement |
|-------------------------------|---|--|
| Expertise, skills, experience | The board members shall possess professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience | Achieved, the board members are professionals in the fields of engineering, accounting, law and operation management, with professional capabilities and relevant experience |
| Gender | Increase the number of female directors by one directorship | Achieved, the company has two female directors, an increase of one female director over the previous term. |

| Policy on diversity | Goal | Achievement |
|---------------------------|--|--|
| Age | Average age of all directors not exceed 65 years old | Achieved, average age of all directors is 63 years old. |
| Standards of independence | Directors concurrently serve as company officers not exceed one-third of the total directorships, independent directors shall exceed one-third of the total directorships, and the consecutive terms for independent directors shall not exceed three terms. | Achieved, only one director concurrently serves as the company's officers; the directorship for independent directors is four-sevenths and none of the independent directors has served for more than three consecutive terms. |



| Item Name | Gender | The session of independent director | Officers of the company | Age | Experience | | | | Ability | | | | | |
|---------------------------------------|--------|-------------------------------------|-------------------------|-----------------------|---------------------------|----------------------|---------------------|----------------------|---------------------------|-----------------------------------|------------------|---|--|----------------------|
| | | | | | management administration | Financial accounting | Industry experience | Corporate Governance | Knowledge of the industry | Knowledge of Financial accounting | Knowledge of law | Ability to lead and make policy decisions | Ability to conduct management administration | Corporate Governance |
| Liang, Chin-Li | Male | - | ✓ | 51~60 years old | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | - | ✓ | ✓ | ✓ |
| Yang, Jung-Tang | Male | - | - | 70 years old or older | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | - | ✓ | ✓ | ✓ |
| Hu, Tai-Tsen | Male | - | - | 70 years old or older | ✓ | - | ✓ | ✓ | ✓ | - | - | ✓ | ✓ | ✓ |
| Yeh, Hui-Hsin (Independent director) | Female | 3 | - | 51~60 years old | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | - | ✓ | ✓ | ✓ |
| Wang, Mao-Rong (Independent director) | Male | 3 | - | 70 years old or older | ✓ | - | ✓ | ✓ | ✓ | - | - | ✓ | ✓ | ✓ |
| Yang, Qian (Independent director) | Male | 3 | - | 70 years old or older | ✓ | - | - | ✓ | ✓ | - | - | ✓ | ✓ | ✓ |
| Huang, Tzu-Pei (Independent director) | Female | 1 | - | 50 years old or below | - | - | ✓ | ✓ | ✓ | - | ✓ | ✓ | - | ✓ |

The board is comprised of members from a variety of backgrounds, genders and skills. Members have been chosen based on the development needs

of the company. All directors have the academic background and experience necessary to enable the board's decision and supervisory capacity.

■ **Biographies of Director**

| Title / Name | Experience (Education) | Other Position |
|--|--|--|
| <p style="text-align: center;">Chairman Liang, Chin-Li</p> | <ul style="list-style-type: none"> • EMBA, National Chiao Tung University • Department of Electrical Engineering - Refrigerating and Air-conditioning, Taipei Tech | <ul style="list-style-type: none"> • CEO, ACTER GROUP CORPORATION LIMITED • Chairman, Her Suo Eng., Co., Ltd. (a non-public company) • Chairman, Nova Technology Corp. • Chairman, Acter Technology Integration Group Co., Ltd. • Director, Sheng Huei (Shenzhen) Engineering Co., Ltd. (a non-public company) • Director, Shenzhen Dingmao Trade Co., Ltd. (a non-public company) • Director, Sheng Huei International Co. Ltd. (a non-public company) • Director, Acter International Limited (a non-public company) • Director, New Point Group Limited (a non-public company) • Director, Acter Technology Singapore Pte. Ltd. (a non-public company) • Director, Acter Technology Malaysia Sdn. Bhd. (a non-public company) • Chairman, Winmax Technology Corp. (a non-public company) • Director and CEO, Enrich Tech Co., Ltd. (a non-public company) • Chairman, Winmega Technology Corp. (a non-public company) • Chairman, Suzhou Winmax Technology Corp. (a non-public company) • Director, Novatech Engineering & Construction Pte. Ltd. (a non-public company) • Director, Sheng Huei Engineering Technology Company Limited (a non-public company) • Chairman, Acter Technology Co., Ltd. (a non-public company) • Director, Waste Recovery Technology Inc. • Chairman, Rayzher Industrial Co., Ltd. |

| Title / Name | Experience (Education) | Other Position |
|---|--|--|
| | | <ul style="list-style-type: none"> • Chairman, Hengji Construction Corporation Limited (a non-public company) • Chairman, PT Acter Integration Technology Indonesia (a non-public company) |
| <p style="text-align: center;">Director Yang, Jung-Tang</p> | <ul style="list-style-type: none"> • EMBA, Tunghai University • Department of Electrical Engineering - Refrigerating and Air-conditioning, Taipei Tech • President, ACTER GROUP CORPORATION LIMITED • Assistant engineer, Carrier Engineering Corporation | <ul style="list-style-type: none"> • Director, Xiang-Hui Development Co., Ltd. (a non-public company) • Chairman, Johnwell Airconditioning Enterprise Co., Ltd. (a non-public company) • Director, Sheng Huei International Co. Ltd. (a non-public company) • Director, New Point Group Limited (a non-public company) • Director, Season Arts Education Foundation. (a non-public company) • Supervisor, Suzuka Chemical Co., Ltd. (a non-public company) |
| <p style="text-align: center;">Director Hu, Tai-Tsen</p> | <ul style="list-style-type: none"> • EMBA, Tunghai University • Department of Electrical Engineering - Refrigerating and Air-conditioning, Taipei Tech • Honorary Member, The Phi Tau Phi Scholastic Honor Society of the Republic of China • Lecturer, Department of Electrical Engineering, National Chin-Yi University of Technology • Executive Director. Taiwan Refrigerator and Air-Conditioning Association of Republic of China • Jury for Technical Examination of Refrigeration and Air Conditioning Repair Technician by the Ministry of Internal Affairs • President, Gongshan Air-conditioning and Refrigerating Co., Ltd. | <ul style="list-style-type: none"> • Director, Sheng Huei International Co. Ltd. (a non-public company) • Director, New Point Group Limited (a non-public company) • Director, Lishan Hotel Corporation (a non-public company) |
| <p style="text-align: center;">Independent Director Yeh, Hui-Hsin</p> | <ul style="list-style-type: none"> • Bachelor Degree in Accounting, Tunghai University • Partner CPA, Ernst & Young Global Limited | <ul style="list-style-type: none"> • Representative, Wei Chin CPAs & Co. • Independent Director, Data Image Corporation • Independent Director, Simula Technology Inc. • Director, Wei Xin Financial Consultancy Co., Ltd. (a non-public |

| Title / Name | Experience (Education) | Other Position |
|--|--|--|
| <p>Independent Director Yang, Qian</p> | <ul style="list-style-type: none"> • Doctor of Computer Science, Washington University, USA • Master of Computer Science, Georgia Institute of Technology, USA • Master of Management Science, National Chiao Tung University • Bachelor of Electronics Engineering, National Chiao Tung University • Professor and Dean, Institute of Business and Management, National Chiao Tung University • Consultant, Chairman Office, Hon Hai Precision Inc. Co., Ltd. • Member, Endowment Fund Committee, National Chiao Tung University • Member, Operation Fund Committee, National Chiao Tung University | <p>company)</p> <ul style="list-style-type: none"> • Honorary Professor, Institute of Business and Management, National Chiao Tung University • Member, Employee Complaint Deliberation Committee, Industrial Technology Research Institute • Director, Chia Chang Co., Ltd. • Independent Director, Aspeed Technology Inc. • Independent Director, Associated Industries China, Inc. • Independent Director, Mars Semiconductor Corp. |
| <p>Independent Director Wang, Mao-Rong</p> | <ul style="list-style-type: none"> • Master, Institute of Management of Technology, National Chiao Tung University • Refrigerating Air-conditioning Division, College of Mechanical Electrical Engineering, National Taipei University of Technology • Consultant of Energy-saving Department and Senior Manager, Gigatek Inc., J-POWER SYSTEM ENGINEERING, Compresses Air Energy Saving, FRMSL, DELTA, TAIRONE, and YC • Industrial Technology Research Institute Laboratory Director and Promotion Manager • Great United Technicians Firm, Person in Charge • Adjunct Lecturer, National Chin-Yi University of Technology and Ming Chi University Of Technology • Top 10 Outstanding Engineer Award (Year 1996) • Executive Director, Carl Duisberg Association in Taiwan and TAESCO • Refrigeration and air-conditioning engineer (Senior Examinations) | <ul style="list-style-type: none"> • Person in Charge, MJ Energy Master (a non-public company) • Supervisor, Compresses Air Energy Saving Co., Ltd. (a non-public company) • Supervisor, Sancai Technology Co., Ltd. (a non-public company) |

| Title / Name | Experience (Education) | Other Position |
|--|--|---|
| Independent Director Huang, Tzu-Pei | <ul style="list-style-type: none"> • Master, School of Law, National Chiao Tung University • Bachelor of Financial Law, College of Law, National Taiwan University • Consultant lawyer, Taipei City Government • Consultant lawyer, Taiwan Union of Nurses Association • Consultant lawyer, labor unions of Cheng Hsin General Hospital • Arbitrator, Chinese Arbitration Association, Taipei • Committee member, Parliament Coordination Committee of Taiwan Bar Association | <ul style="list-style-type: none"> • Lawyer, Meridian Attorneys-at-Law |