

The Company's definition on independent director

The definition of Independent director of the company is same as those defined by the SEC as mentioned below

- a. Holds shares not exceeding 1% of total share with voting right of the company, its parent company, subsidiaries, associated company or any corporate which may have conflict of interest, provided that the shares held by the related parties of such independent director shall be included.
- b. Is not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling parties of the company, its parent company, subsidiaries, associates, same-level subsidiaries, or any corporate which may have conflict of interest for company, unless the foregoing status ended at least 2 years prior to the date of submitting the application to the Securities and Exchange Commission (SEC)
- c. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of management, major shareholders, controlling party or the person who in the process of nomination to be the management or controlling party of the company or its subsidiary.
- d. Have no or never had business relationship with the company, its parent company, subsidiaries, associates or any corporate which may have conflict of interest in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholder, or executive director or management of any person having business relationship with the company, its parent company, subsidiaries, associates or any corporate which may have conflict of interest unless the foregoing status ended at least 2 years prior to the date of submitting the application to the Securities and Exchange Commission (SEC)
- e. Is not or has never the auditor of the company , its parent company, subsidiaries, associates or any corporate which may have conflict of interest, and is not the significant shareholder, executive director management or partner of the auditing firm which employs such auditor of the company, its parent company, subsidiaries, associates or any corporate which may have conflict of interest unless the foregoing status ended at least 2 years prior to the date of submitting the application to the Securities and Exchange Commission (SEC)

- f. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor with received the service fee more than 2 million per year for the company, , its parent company, subsidiaries, associates or any corporate which may have conflict of interest, and is not the significant shareholder, controlling parties, or partner of the above mentioned service firms unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
- g. Is not the director who is nominated to be the representative of directors of the company, major shareholder or any other shareholder related to the major shareholders.
- h. Is not any otherwise which is unable to have the independent opinion regarding the business operation of the company