

# Responsibility of the Board of Directors

The board of directors of the Company shall direct company strategies, supervise the management, and be responsible to the company and shareholders. The various procedures and arrangements of its corporate governance system shall ensure that, in exercising its authority, the board of directors complies with laws, regulations, its articles of incorporation, and the resolutions of its shareholders meetings.

## Board Members

### **Yu-Heng Chiao** Chairman

#### Key Education/Work Experience

- ✓ MBA, Golden Gate University, USA
- ✓ Vice Chairman, Walsin Lihwa Corporation

### **Chin-Hui Chen** Director

#### Key Education/Work Experience

- ✓ MBA, University of East Anglia, UK
- ✓ Manager, Director of Walsin Technology Corporation

### **Tom Soong** Director

#### Key Education/Work Experience

- ✓ International Business Program Attendance, NTU-FUDAN EMBA
- ✓ Electrical Engineering, University of South California, USA
- ✓ Special Assistant to Chairman & Vice Chairman, LITEON
- ✓ CEO, LITEON Smart Life and Applications Business Group
- ✓ General Manager, LITEON Shanghai Operational Center
- ✓ CEO, LITEON New Mechanical Competence Business Group
- ✓ General Manager, LITEON Mechanical Competence Business Group
- ✓ General Manager, LITEON Networking Access Business Unit
- ✓ General Manager, China Bridge Express Trading Co., Ltd

### **Anson Chiu** Director

#### Key Education/Work Experience

- ✓ Bachelor of Industrial Management, Lunghwa University of Science and Technology
- ✓ CEO, LITE-ON Technology Power Conversion Business Group
- ✓ General Manager, LITEON Technology Power Conversion Business Group
- ✓ Director, NB Business Unit, LITEON Technology Power Conversion Business Group

## **Tien-Chun Tsai Independent Director**

### **Key Education/Work Experience**

- ✓ EMBA, Peking University Guanghai
- ✓ Master of Accounting, National Taiwan University
- ✓ Independent Director of Wellstech optical Co., Ltd
- ✓ CFO of Nature Beauty Group
- ✓ Financial Dept.manager of Yulon Motor Co., Ltd.
- ✓ Senior Manager of Ta-Yung Shin Yeh Co., Ltd.
- ✓ Head of 13th Auditing Department, Deloitte & Touche CPA Firm

### **Current Position**

- ✓ Chairman of Hi-Trust CPA Firm

## **Ben Chi Independent Director**

### **Key Education/Work Experience**

- ✓ Electrical Engineering, National Taipei University of Technology
- ✓ Supervisor, representative of HannsTouch Solution Incorporated
- ✓ General Manager of Cable BG, Walsin Lihwa Corporation
- ✓ Chairman and General Manager of Hannspree (Shanghai), Inc.
- ✓ Deputy General Manager of InfoVision Optoelectronics (Kunshan) Co.,Ltd
- ✓ COO of Hannspree Inc.
- ✓ Deputy General Manager of Hannstar Display Corp.
- ✓ General Manager of Walsin Development Ltd.
- ✓ General Manager of Joint Venture Wuhan Walsin Wire & Cable Co., Ltd.
- ✓ Deputy General Manager of PT. INTAI INDUSTRIES

## **Te-Chen Chiu Independent Director**

### **Key Education/Work Experience**

- ✓ MBA, National Cheng-Chi University
- ✓ Vice Chairman, Taiwan Life Insurance Co., Ltd.

### **Current Position**

- ✓ Director, Elan Microelectronics Corporation
- ✓ Director, Sinbon Electronics Co., Ltd.
- ✓ Director, T-Conn Precision Corporation
- ✓ Director, representative of Depo Auto Parts Industrial Co., Ltd.
- ✓ Director, representative of Amicom Electronics Corporation.
- ✓ Director, representative of Shin Kong Financial Holding Co., LTD.
- ✓ Vice Chairman, representative of Shin Kong Life Insurance Co., Ltd.

# Board Diversity Policy and Status

In accordance with Article 20 of the “Corporate Governance Best Practice Principles”, the members of the board of directors should generally possess the knowledge, skills and experience necessary to perform their duties. In order to achieve the ideal goals of corporate governance, the board of directors should have the following capabilities:

1. Ability to make sound business judgments.
2. Ability to perform accounting and financial analysis.
3. Ability to manage a business.
4. Ability to handle crisis management.
5. Knowledge of the industry.
6. International market perspective.
7. Leadership ability.
8. Decision-making ability.

Based on the Company's medium- and long-term development strategy and effectiveness of resolution function of the board, the Company has stated explicitly its board diversity policy in the Corporate Governance Best Practice Principles. The implementation status of current directors: Mr. Yu-Heng Chiao, Ms. Chin-Hui Chen, Mr. Tom Soong and Mr. Anson Chiu are experts in leadership, business judgment, business management, crisis management, and have industry knowledge and international market perspective; Mr. Tien-Chun Tsai is good at financial, accounting and corporate governance fields; Mr. Ben Chi has extensive industry experience; Mr. Te-Chen Chiu is good at industry analysis and business management.

The current board of directors is composed of seven directors, including four directors and three independent directors. None of the directors is employee; independent directors account for 43%; one independent director's tenure is over 9 years, and two independent directors' tenure is less than 3 years; two director is between 61 and 70 years old, and five directors are between 51 and 60 years old. The current seven directors include one female director, representing 14% of total directors.

The specific management goals and achievement of the board members diversity policy:

1. Management goal: Having different professional backgrounds or work experience.

Achievement: All directors have work experiences required for the Company's business.

As for professional fields, 57% of all directors have both business and corporate management background, 29% of all directors have electrical engineering background, 14% of all directors have Industrial management background.

2. Management goal: The ages and qualifications of the board members are diversified, more than one third of the board seats are under 60 years old (inclusive).

Achievement: There are currently 7 directors, of which 6 directors are under the age of 60 (inclusive), representing 86% of total directors

Diversity achievement as follows:

Diversity Items  Name	Gender	Age		Independent Directors' Tenure		Professional Background	Ability to Make Sound Business Judgments	Ability to Perform Accounting and Financial Analysis	Ability to Manage a Business	Ability to Handle Crisis Management	Knowledge of the Industry	International Market Perspective	Leadership Ability	Decision- Making Ability
		51   60	61   70	Less than 3 Years	Over 9 Years									
Yu-Heng Chiao	Male		v			Corporate management	v	v	v	v	v	v	v	v
Chin-Hui Chen	Female	v				Business management	v	v	v	v	v	v	v	v
Tom Soong	Male	v				Electrical engineering	v		v	v	v	v	v	v
Anson Chiu	Male	v				Industrial management	v		v	v	v	v	v	v
Tien-Chun Tsai	Male	v		v		Corporate management	v	v	v	v	v	v	v	v
Ben Chi	Male		v	v		Electrical engineering	v		v	v	v	v	v	v
Te-Chen Chiu	Male	v			v	Corporate management	v	v	v	v	v	v	v	v