

Applied BioCode Corporation 董事會議事規則 Management of Operation of Board Meeting	Effective Date	9/30/2016
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第一條 Article 1 為使本公司董事會建立良好治理制度，健全監督功能及管理機制，本議事規則係依據台灣公開發行公司董事會議事辦法第 2 條規定所制訂。
To develop a good governance system, supervision capabilities and management mechanism of the Company's Board of Directors, these rules and procedures (hereinafter referred as "Rules") are established in accordance with Article 2 of the Taiwan "Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

第二條 Article 2 適用範圍 Scope
本公司董事會之議事規則，其主要議事內容、作業程序、議事錄應載明事項、公告及其他應遵行事項，應依本規則之規定辦理。
The meeting policy of the Company's Board of Directors, the meetings' main agendas, procedures, particulars to be specified in the minutes of meetings, public announcements, and other compliance matters shall be handled in accordance with the requirements of these Rules.

第三條 Article 3 董事會召集及會議通知 Convening a Board meeting and meeting notice
本公司董事會應至少每季召開一次。
The Company's Board meetings shall be convened at least once every quarter.
董事會之召集，應載明召集事由，於七日前通知所有董事；但遇有緊急情事時，得隨時召集之。該召集通知經個別董事同意者，得以電子方式為之。
A notice specifying the reason for convening a Board meeting shall be sent to all Directors seven (7) days before the scheduled meeting day; provided, however, that a Board meeting may be convened on short notice in the event of emergency. Upon the consent of each Director, such notice may be sent in electronic form.
本規則第 12 條第 1 項各款之事項，除有突發緊急情事或正當理由外，應在召集事由中列舉，且不得以臨時動議提出。
The matters described in the subparagraphs under Paragraph 1, Article 12 of these Rules shall be set out in the meeting notice and may not be raised by an extraordinary motion, except in an emergency or for good reason.

第四條 Article 4 會議通知及會議資料 Meeting notice and meeting materials
本公司董事會指定之議事事務單位為董事會秘書單位。
The Company's secretarial unit is designated to handle the administrative matters relating to the Company's Board meetings.

董事會議事事務單位應負責擬訂董事會議事內容，並提供充分之會議資料，於召集通知時一併寄送。

The secretarial unit is responsible for drafting the agenda for the Board meeting and preparing sufficient meeting materials to be mailed with the meeting notice.

董事如認為會議資料不充分，得向董事會議事事務單位請求補足。董事如認為議案資料不充足，得經董事會決議後延期審議之。

Where a Director finds the meeting materials insufficient, he or she may ask the Secretarial Unit to provide additional information. If a Director believes the agenda information is incomplete, discussion of the matters may be postponed upon approval of the Board.

第五條

Article 5

簽名簿等文件備置及董事之委託出席 Preparation of signature book and other documents and Director's attendance by a Director's proxy

召開本公司董事會時，應備置簽名簿供出席董事簽到，並供查考。若會議是以視訊方式召開，其視訊錄影（含影音）視為出席記錄。

When the Company's Board meeting is convened, a signature book should be prepared to record the signatures of the Directors present at the meeting for reference. If members attend the meeting via videoconferencing, the audio and video recording are deemed as the attendance record.

董事應親自出席董事會，如不能親自出席，得依本公司章程規定以視訊參與會議或委託其他董事代理出席；如以視訊參與會議者，視為親自出席。

A Director shall attend Board meetings in person. If he or she is unable to attend the meeting in person, he or she may attend the meeting via videoconferencing or appoint another Director to attend the meeting as his or her proxy in accordance with the Company's Articles. Attendance via videoconference is deemed to be attendance in person.

董事委託其他董事代理出席董事會時，應於每次出具委託書，並列舉召集事由之授權範圍。

When a Director appoints another Director to attend a Board meeting, he or she shall, each time, issue a written proxy. The proxy form shall state therein the scope of authority of such proxy with reference to the subject matters to be discussed as listed in the Board meeting notice.

第二項之代理人，以受一人之委託為限

A Director's proxy as described in the second paragraph may act as a proxy for only one other Director.

第六條

Article 6

董事會開會地點及時間之原則 Guidelines for the time and place of a Board meeting

本公司董事會召開之地點與時間，應於便於董事出席且適合董事會召開之地點及時間為之。

The time and place at which each of the Company's Board meetings are convened shall be convenient for Directors' attendance and shall be a suitable time and place for holding a Board meeting.

第七條

董事會主席及代理人 Chairperson of Board meeting and deputy

Article 7

本公司董事會應由董事長召集並擔任主席。但每屆第一次董事會，由股東會所得選票代表選舉權最多之董事召集，會議主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

The Company's Board meetings shall be convened by the Chairperson of the Board, who shall act as chairperson of the meeting, provided, however, that the first Board meeting of each term after an election of Directors shall be convened by the Director who received the ballots representing the highest number of votes at a general meeting, with that Director acting as the chairperson of the meeting. In the event that there is more than one Director who has the power to convene such meeting, such Directors shall agree among themselves as to who shall act as the chairperson of the meeting.

董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。

In the event that the Chairperson of the Board is unable to exercise his or her duties during his or her absence or for cause, the Chairperson shall appoint a Director to act in his or her stead. In the absence of such appointment, the chairperson of the meeting shall be elected by the Directors from among themselves.

第八條

董事會參考資料,列席人員與召開董事會 Board meeting reference materials, guests at the meeting and convening the Board meeting

Article 8

本公司董事會召開時，管理階層（或董事會指定之議事單位）應備妥相關資料供與會董事隨時查考。

Upon convening the Company's Board meeting, the management (or the secretary unit appointed by the Board) shall prepare relevant information readily available to Directors present at the meeting for reference.

召開董事會，得視議案內容通知相關部門或子公司之人員列席。必要時，得邀請會計師、律師或其他專業人士列席會議及說明。但討論及表決時應離席。

Upon convening a Board meeting, personnel of the relevant departments or subsidiaries may be asked to attend the meeting as guests depending on the details of the meeting agenda. If necessary, certified public accountants, lawyers or other professionals may be invited to attend the meeting as guests and to make explanatory statements. Provided, however, that they shall leave the meeting when discussion or voting takes place.

董事會之主席於已屆開會時間並有達過半數之董事出席時，應即宣布開會。已

屆開會時間，如全體董事有半數未出席時，主席得宣布延後開會，其延後次數以二次為限，延後二次仍不足額者，主席得依第3條第2項規定之程序重新召集。

A meeting shall be called to order by the Chairperson of the Board meeting when the scheduled meeting time has arrived and the majority of the Directors are present. If the majority of the Directors are not present at the schedule commencement time of the meeting, the chairperson of the meeting may announce the postponement of the meeting not more than twice. If a quorum has not been reached after the second postponement, the Chairperson may convene a new meeting in accordance with the procedure under Paragraph 2, Article 3 of these Rules.

前項及第 16 條第 2 項第 2 款所稱全體董事，以實際在任者計算之。

For purpose of the preceding paragraph and Subparagraph 2, Paragraph 2, Article 16, "all Directors" shall refer to the Directors actually in the office at the given time.

第九條
Article 9

董事會開會過程錄音或錄影之存證。 Audio recording or videotaping of the Board meeting as evidence

本公司董事會之開會過程，應全程錄音或錄影存證，並至少保存五年，其保存得以電子方式為之。

Any and all meetings of the Company's Board shall be audio recorded or videotaped from beginning to adjournment of the meeting as evidence and the files shall be kept for at least five (5) years. The files may be stored in the electronic form.

前項保存期限未屆滿前，發生關於董事會相關議決事項之訴訟時，相關錄音或錄影存證資料應續予保存至訴訟終結止。

If litigation relating to a resolution of the Board meeting commences before the end of the period in which the evidence shall be kept in accordance with the preceding paragraph, the relevant audio recorded or videotaped evidence shall continually be kept until the conclusion of the litigation.

以視訊會議召開董事會者，其視訊影音資料為議事錄之一部分，應於公司存續期間妥善保存。

For a meeting convened via videoconferencing, the audio-recorded and videotaped information shall be part of the proceedings of the minutes of the meeting and be properly kept during the existence of the Company.

第十條
Article 10

議事內容 Meeting agenda

本公司定期性董事會之議事內容，至少包括下列事項：

The agenda for the Company's regular Board meetings shall include at least the following matters:

一、 報告事項：

Matters to be reported

- (一) 上次會議紀錄及執行情形；
Minutes of the proceedings of the previous meeting and status of Implementation;
- (二) 重要財務業務報告；
Important financial and business reports;
- (三) 內部稽核業務報告；及
Internal audit reports; and
- (四) 其他重要報告事項。
Other important reports.

二、 討論事項:

Matters for discussion:

- (一) 上次會議保留之討論事項;及
Matters reserved for further discussion from the previous meeting;
and
- (二) 本次會議討論事項。
Matters to be discussed during the meeting.

三、 臨時動議。

Extraordinary Motions

第十一條

議案討論 Agenda discussion

Article 11

本公司董事會應依會議通知所排定之議事程序進行。但經出席董事過半數同意者，得變更之。

The Company's Board meeting shall be conducted in accordance with the scheduled procedure of the meeting and may be subject to change upon consent of a majority of the Directors present at the meeting.

非經出席董事過半數同意者，主席不得逕行宣布散會。

The Chairperson of the meeting may not declare an adjournment without the consent of a majority of the Directors present at the meeting.

董事會議事進行中，若在席董事未達出席董事過半數者，經在席董事提議，主席應宣布暫停開會，並準用第8條第3項規定。

During the Board meeting, if the number of Directors present at the meeting is not more than half of the Directors attending the meeting, upon a motion being proposed by a Director present in the meeting, the Chairperson shall declare suspension of the meeting and the provisions under Paragraph 3, Article 8 of these Rules may apply.

第十二條

應經董事會討論事項 Matters that must be discussed at the Board meeting

Article 12

下列事項應提本公司董事會討論：

The following matters shall be raised at the Company's Board meeting for discussion:

1. 本公司之營運計畫。
The Company's business plan;
2. 年度財務報告及半年度財務報告。但半年度財務報告依台灣法令規定無須經會計師查核簽證者，不在此限。
Annual financial report and semi-annual financial report, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant;
3. 依台灣證券交易法（下稱證交法）第十四條之一規定訂定或修訂內部控制制度。
Internal control system established or amended in accordance with the provisions under Article 14-1 of the Taiwan Securities and Exchange Act (hereinafter as the "Taiwan SEA");
4. 依證交法第三十六條之一規定訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。
Establishing or amending, in accordance with the provisions under Article 36-1 of the Taiwan SEA, procedures for handling important financial and business activities such as the acquisition or disposition of assets, derivative products transactions, lending of capital, endorsement for third parties, and provision of guarantees.;
5. 募集、發行或私募具有股權性質之有價證券。
Offering, issue or private placement of equity securities;
6. 財務、會計或內部稽核主管之任免。
Appointment and/or dismissal of financial, accounting or internal audit officers;
7. 對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救助之公益性質捐贈，得提下次董事會追認。
A donation to a related party or a substantial donation to a non-related party; provided, however, that a public-interest donation for the purpose of relieving a large-scale natural disaster may be submitted to the next Board meeting for ratification.
8. 依證交法第十四條之三、其他依台灣法令或章程規定應由股東會決議或董事會決議之事項或台灣主管機關規定之重大事項。
Matters to be resolved at general meeting or by the Board meeting under

Article 14-3 of the Taiwan SEA, other laws and regulations or the Articles of Association, or other important matters required by the competent Taiwan authority.

前項第七款所稱關係人指證券發行人財務報告編製準則所規範之關係人；所稱對非關係人之重大捐贈，指每筆捐贈金額或一年內累積對同一對象捐贈金額達新台幣一億元以上，或達最近年度經會計師簽證之財務報告營業收入淨額百分之一或實收資本額百分之五以上者。

The term "related party" in subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "substantial donation to a non-related party" means any donation or a series of donations within a one-year period to a single recipient that, on an individual basis or cumulatively, amount to NT\$ 100 million or more, or reach 1 percent of the net operating revenue or 5 percent of the paid-in capital as stated in the audited financial reports for the most recent fiscal year.

前項所稱一年內係以本次董事會召開日期為基準，往前追溯推算一年，已提董事會決議通過部分免再計入。

The term "within a one-year period" means the period between one year prior to the date of this Board meeting and the date of this Board meeting. Amount of the donations already approved by the Board should be excluded.

獨立董事對於證交法第十四條之三應經董事會決議事項，獨立董事應親自出席或委由其他獨立董事代理出席。獨立董事如有反對或保留意見，應於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

For matters to be resolved at a Board meeting under Article 14-3 of the Taiwan SEA, each independent Director shall attend the meeting in person or appoint another independent Director to attend the meeting on his or her behalf and may not appoint a proxy who is not an independent Director as his or her proxy. Any objection or reservation that an independent Director may have shall be specified in the minutes of proceedings of the Board meeting. If an Independent Director wishing to express his or her objection or reservation is unable to attend the Board meeting in person, he or she shall provide a written statement providing his view and opinions on the relevant matters for consideration at the Board meeting and his statement shall be included in the minutes of the Board meeting, unless there is some legitimate reason to do otherwise.

第十三條

Article 13

表決(1) Voting (1)

主席對於董事會議案之討論，認為已達可付表決之程度時，得宣布停止討論，提付表決。

The Chairperson may declare an end to discussion of a proposal in the agenda if he or she deems the proposal in discussion is ready for a vote and may then have the proposal voted on.

本公司董事會議案表決時，經主席徵詢出席董事全體無異議者，視為通過。如經主席徵詢而有異議者，即應提付表決。

When the Directors are deliberating a resolution to be adopted in a meeting of the Board, the resolution shall be deemed approved and voted on by the Board if all Directors present at the meeting consent to the passing of such resolution without raising any objection when the Chairperson puts forward the relevant resolutions for approval. If, upon the Chairperson proposing the relevant resolution for approval, a Director states his or her dissent, the resolution shall be voted on in the manner set out below.

表決方式由主席就下列各款規定擇一行之，但出席者有異議時，應徵求多數之意見決定之：

Formal votes may be cast in one of the following manners as determined by the Chairperson, provided, however, that when a person present at the meeting voices his or her objection, the decision shall be made according to a majority vote:

1. 舉手表決或投票器表決。
Vote by show of hands or a vote by voting machine;
2. 唱名表決。
Roll-call vote;
3. 投票表決。
Vote by ballots;
4. 董事會自行選用之表決方式。
Any other voting method as determined by the Board.

前述第二項所稱出席董事全體不包括依第15條第1項規定不得行使表決權之董事。

For purpose of the second paragraph, the phrase “all Directors present at the meeting” does not include Directors who may not exercise their voting rights in accordance with the provisions under Paragraph 1, Article 15 of these Rules.

第十四條
Article 14

表決(2) 及監票、計票方式 Vote (2) and Scrutinizing Ballots and How Ballots are counted

本公司董事會議案之決議，除證交法及台灣公司法另有規定外，應有過半數董事之出席，出席董事過半數之同意行之。

Unless a higher approval threshold is required under the Taiwan SEA and the Taiwan Company Law, a proposal to be resolved at the Company’s Board meeting shall be approved by consent of a majority of the Directors present at the meeting

attended by a majority of all Directors.

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。但如其中一案已獲通過時，其他議案即視為否決，無須再行表決。

In the case of an amendment or substitute to a proposal and to the extent that is permissible under applicable laws, the chairperson shall decide on the order of voting by combining the amendment or substitute with the same proposal. However, if one of the proposals has been approved, the others shall be deemed over-ruled and no further vote is required.

議案之表決如有設置監票及計票人員之必要者，由主席指定之，但監票人員應具董事身分。

If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.

議案表決之結果，應當場報告，並做成紀錄。

Results of the votes shall be announced on the spot and recorded.

第十五條

利益衝突之迴避 Avoidance of conflict of interest

Article 15

董事對於會議事項，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予以迴避，並不得代理其他董事行使其表決權。

For any proposal in which a Director or the legal person he or she represents is an interested party, the Director shall explain the important aspects of his/her interest at the Board meeting. When his/her interest is likely to compromise the interest of the Company, the Director shall not participate in the discussion and voting on the proposal and the Director shall abstain him or herself from discussion and voting on the proposal and cannot exercise the voting right for and on behalf of another Director.

本公司董事會之決議，對依前項規定不得行使表決權之董事，應依台灣公司法第二百零六條第三項準用第一百八十條第二項規定辦理。

Paragraph 3, Article 206 of the Taiwan Company Law, under which the provisions under Paragraph 2, Article 180 of the same law may apply, shall apply to Directors who may not exercise their voting rights in the process of resolving a proposal at the Company's Board meeting as provided in the preceding paragraph.

第十六條

會議紀錄及簽署事項 Meeting minutes and signature

Article 16

本公司董事會之議事，應作成議事錄，議事錄應詳實記載下列事項：

Proceedings of the Company's Board meetings shall be recorded in the meeting minutes, which shall specify the following matters in detail:

一、會議屆次（或年次）及時間地點。

Term (or year) of the meeting, and time and place;

二、主席之姓名。

Chairperson's name;

三、董事出席狀況,包括出席、請假及缺席者之姓名與人數。

Attendance of Directors, including names and numbers of Directors who are present at the meeting, on leave or absent from the meeting;

四、列席者之姓名及職稱。

Names and titles of the guests at the meeting;

五、記錄之姓名。

Name of the secretary of the meeting;

六、報告事項。

Matters to be reported;

七、討論事項：各議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見且有紀錄或書面聲明暨獨立董事依第十二條第四項規定出具之書面意見。

Matters for discussion: How a proposal is resolved and the result; summary of statement by Directors, experts and other persons; the name of any Director that is an interested party as referred to in paragraph 1 of the preceding article, the explanation of the important aspects of the interest, the reasons why the Director was required or not required to abstain, and whether the Director has abstained; objections and/or reservations with records or written statements; and written opinions issued by Independent Directors in accordance with the provisions under Paragraph 4, Article 12 of these Rules;

八、臨時動議：提案人姓名、議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形及反對或保留意見且有紀錄或書面聲明。

Extraordinary motion: Name of the person submitting a proposal; how a proposal is resolved and the result; summary of statement by Directors, experts and other persons; the name of any Director that is an interested party as referred to in paragraph 1 of the preceding article, the explanation of the important aspects of the interest, the reasons why the Director was required or not required to abstain, and whether the Director has abstained; and objections and/or reservations with records or written statements; and

九、其他應記載事項。

Other matters to be included.

本公司股份登錄興櫃或於台灣上市、櫃期間，董事會議決事項，如有下列情事之一者，除應於議事錄載明外，並應於董事會之日起二日內於台灣行政院金融監督管理委員會指定之公開資訊觀測站辦理公告申報：

For so long as the Company's shares are traded on the emerging stock market or listed on the Taipei Exchange (TPEX) or the Taiwan Stock Exchange in Taiwan, if either of the following happens to the resolution of the Board meeting, the fact should be specified in the meeting minutes and be published and reported on the Market Observation Post System designated by the Taiwan Financial Supervisory Commission within two (2) days of the Board meeting:

一、獨立董事有反對或保留意見且有紀錄或書面聲明。

If there is any opposition or reservation by any independent Director with a record or written statement.

二、未經本公司審計委員會通過之事項,而經全體董事三分之二以上同意通過之事項。

The Audit Committee of the Company does not approve any matter but the Board of Directors approves the matter with the votes of at least two-thirds of all of the Directors.

董事會簽到簿為議事錄之一部分，應於公司存續期間妥善保存；以視訊會議召開者，其視訊影音資料亦為議事錄之一部分。

The Board meeting attendance book is part of the minutes of the proceedings and shall be properly kept during the existence of the Company; if the meeting is held via videoconferencing, the audio and video recording also constitute part of the meeting minutes.

議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送各董事，並應列入本公司重要檔案，於本公司存續期間妥善保存。

Minutes of the proceedings shall be signed or sealed by the chairperson and the secretary of the meeting, and copies thereof shall be distributed to all Directors within twenty (20) days of the meeting. The minutes shall be deemed important files of the Company and be properly kept during the existence of the Company.

第一項議事錄之製作及分發得以電子方式為之。

Preparation and distribution of the minutes of the proceedings in the first paragraph may be done electronically.

第十七條

董事會之授權 Authorization by the Board

Article 17

除第十二條第一項應提本公司董事會討論事項外，在董事會休會期間，董事會依法令或本公司章程規定，得授權董事長行使董事會職權，授權內容如下：

1. 於本公司業務範圍內對外代表本公司。
2. 依本公司「核決權限表」及相關管理辦法規定之授權事項。
3. 經股東會或董事會通過，決議授權董事長依法辦理或全權處理之事項。

Except for the matters as set forth in Paragraph 1 of Article 12 of the Rules which shall be raised at the Company's Board meeting for discussion, subject to the applicable law and the Memorandum and Articles of Association, the matters to be

executed by the Chairpersons as authorized by the Board are specified as below:

1. All matters within the scope of business.
2. The matters shall be executed in accordance with the approved authority level, management policies and procedures.
3. All matters have been approved by resolution at a shareholders' meeting or board of directors to provide the authorized the Chairpersons with full power to execute in accordance with relevant law

董事長因故不能行使職權時，依本公司章程及公司法第二百零八條規定由其他董事代理之。

In the event that the Chairperson of the Board is unable to exercise his or her duties for a cause, the other director shall be appointed to act instead in accordance with Articles of Association and Article 208 of Corporate Law .

第十八條

Article 18

本議事規則以英文訂定。如本議事規則中、英版本不一致，應以英文版本為準。

These Rules are established in English. In case of any discrepancy between the English version and the Chinese version, the English version shall govern.

第十九條

Article 19

訂定條款 Establishment Provisions

本議事規則之訂定應經本公司董事會同意，並提股東會報告。未來如有修正得授權本公司董事會決議之。

Establishment of these Rules shall be subject to consent of the Board and raised to report at a Shareholders' Meeting. Any amendment to these Rules shall be authorized for resolution made by the Board of Directors.