



橙的電子股份有限公司

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第一章 總則

Chapter I General Principles

第一條 本公司為建立良好之公司治理制度，茲參照「上市上櫃公司治理實務守則」相關規定，訂定本守則，以資遵循。

Article 1 : The Company adopts these Principles to establish sound corporate governance systems in accordance with related regulations of Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies.

第二條 本公司建立公司治理制度，除應遵守法令及章程之規定，暨與主管機關所簽訂之契約及相關規範事項外，應依下列原則為之：

- 一、保障股東權益。
- 二、強化董事會職能。
- 三、發揮審計委員會功能。
- 四、尊重利害關係人權益。
- 五、提昇資訊透明度。


Article 2 : When setting up the corporate governance system, in addition to complying with relevant laws, regulations, articles of incorporation, contracts signed with the competent authorities, and other relevant regulations, the Company shall follow the following principles:

1. Protect the rights and interests of shareholders.
2. Strengthen the powers of the board of directors.
3. Fulfill the function of the audit committee.
4. Respect the rights and interests of stakeholders.
5. Enhance information transparency.

第三條 本公司應依公開發行公司建立內部控制制度處理準則之規定，考量本公司及其子公司整體之營運活動，設計並確實執行其內部控制制度，且應隨時檢討，以因應公司內外環境之變遷，俾確保該制度之設計及執行持續有效。

除經主管機關核准者外，內部控制制度之訂定或修正應經審計委員會全體成員二分之一以上同意，並提董事會決議通過；獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

本公司除應確實辦理內部控制制度之自行檢查作業外，董事會及管理階層應至少每年檢討各部門自行檢查結果及按季檢核稽核單位之稽核報告。本公司得建立獨立董事、審計委員會與內部稽核主管間之溝通管道與機制。董事就內部控制制度缺失檢討應定期與內部稽核人員座談，並應作成紀錄，追蹤及落實改善，並提董事會報告。內部控

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制制度有效性之考核應經審計委員會全體成員二分之一以上同意，並提董事會決議通過。

本公司管理階層應重視內部稽核單位與人員，賦予充分權限，促其確實檢查、評估內部控制制度之缺失及衡量營運之效率，以確保該制度得以持續有效實施，並協助董事會及管理階層確實履行其責任，進而落實公司治理制度。

為落實內部控制制度，強化內部稽核人員代理人之專業能力，以提昇及維持稽核品質及執行效果，公司應設置內部稽核人員之職務代理人。


公開發行公司建立內部控制制度處理準則有關內部稽核人員應具備條件及規定，於前項職務代理人準用之。

Article 3 : The Company shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and its subsidiaries to design and fully implement an internal control system, and shall conduct continuing reviews of the system, in order to ensure the continued effectiveness of its design and implementation in light of changes in the Company's internal and external environment.

The adoption or amendment of its internal control system shall be subject to the consent of one-half or more of all audit committee members and submitted to the board of directors for approval by resolution unless an approval has been obtained from the competent authority; when an independent director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the directors meeting;

The company shall perform full self-assessments of its internal control system. Its board of directors and management shall review the results of the self-assessments by each department at least annually and the reports of the internal audit department on a quarterly basis. The audit committee shall also attend to these matters. The companies are advised to establish channels and mechanisms of communication between their independent directors, audit committees, and chief internal auditors. Directors shall periodically hold discussions with their internal auditors about reviews of internal control system deficiencies. A record of the discussions shall be kept, and the discussions shall be followed up, improvements implemented, and a report submitted to the board of directors. If the company has established an audit committee in accordance with the Securities and Exchange Act, the assessment of the effectiveness of the internal control system shall be subject to the consent of one-half or more of all audit committee members and submitted to the board of directors for approval.

The management of the Company shall pay special attention to the internal audit department and its personnel, fully empower them and urge them to conduct audits effectively, to evaluate problems of the internal control system and assess the efficiency of its operations to ensure that the system can operate effectively on an on-going basis, and to assist the board of directors and the management to

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perform their duties effectively so as to ensure a sound corporate governance system.

To put the internal control system into effect, strengthen the professional abilities of the agent of the internal auditor and to further improve and maintain the quality and implementing result of the audit, the Company shall have a deputy in place for the internal auditing personnel.

The qualification requirements on the internal auditor set out in related regulations of the Criteria Governing Establishment of Internal Control System by Public Reporting Companies shall apply mutatis mutandis to the deputy as referred to in the preceding paragraph.

第二章 保障股東權益

Chapter II Protection of Shareholders' Rights and Interests

第一節 鼓勵股東參與公司治理

Section 1 Encouraging Shareholders to Participate in Corporate Governance

第四條 本公司執行公司治理制度應以保障股東權益為其目標，並公平對待所有股東，依法確保股東對公司重大事項享有知悉、參與及決定等權利。


Article 4 : When implementing the corporate governance system, the Company shall take the protection of shareholders' rights and interests as its foremost goal and treat all shareholders fairly and establish a corporate governance system which ensures shareholders' rights of being fully informed of, participating in and making decisions over important matters of the Company.

第五條 本公司應依照公司法及相關法令之規定召集股東會，並制定完備之議事規則，對於應經由股東會決議之事項，須按議事規則確實執行。股東會決議內容應符合法令及公司章程規定。

Article 5: The Company shall convene shareholders meetings in accordance with the Company Act and relevant laws and regulations, and provide comprehensive rules for such meetings. The Company shall faithfully implement resolutions adopted by shareholders meetings in accordance with the rules for the meetings. Resolutions adopted by shareholders meetings of the Company shall comply with laws, regulations and articles of incorporation.

第六條 本公司董事會應妥善安排股東會議題及程序，訂定股東提名董事及股東會提案之原則及作業流程，並對股東依法提出之議案為妥適處理；股東會開會應安排便利之開會地點、預留充足之時間及派任適足適任人員辦理報到程序，對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件；並應就各議題之進行酌予合理之討論時間，及給予股東適當之發言機會。

董事會所召集之股東會，董事長宜親自主持，且宜有董事會過半數董事（含至少一席獨立董事）及至少一席獨立董事親自出席，及各類功能性委員會成員至少一人代表出席，並將出席情形記載於股東會議事錄。

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Article 6 : The board of directors of the Company shall properly arrange the agenda items and procedures for shareholders meetings, and formulate the principles and procedures for shareholder nominations of directors and submissions of shareholder proposals. The board shall also properly handle the proposals duly submitted by shareholders. Arrangements shall be made to hold shareholders meetings at a convenient location, with sufficient time allowed and sufficient numbers of suitable personnel assigned to handle attendance registrations. No arbitrary requirements shall be imposed on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. Shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements.

For a shareholders meeting called by the board of directors, it is advisable that the board chairperson chair the meeting, that a majority of the directors (including at least one independent director) and at least one independent director attend in person, and that at least one member of each functional committee attend as representative. Attendance details should be recorded in the shareholders meeting minutes.

第七條 本公司應鼓勵股東參與公司治理，並使股東會在合法、有效、安全之前提下召開。透過各種合理的方式及途徑，並採用科技化之訊息揭露與投票方式，以便股東出席股東會，暨使股東依法得於股東會行使其股東權。

本公司於股東會採用電子投票及候選人提名制度選舉董事。

公司就股東會議案逐案進行投票表決，並於股東會召開後當日，將股東同意、反對或棄權結果輸入公開資訊觀測站。


公司如有發放股東會紀念品予股東時，不得有差別待遇或歧視之情形。

Article 7 : The Company shall encourage its shareholders to actively participate in corporate governance. It is advisable that the Company engage a professional shareholder services agent to handle shareholders meeting matters, so that shareholders meetings can proceed on a legal, effective and secure basis. The Company shall seek all ways and means, including fully exploiting technologies for information disclosure and casting votes, to enhance shareholders' attendance rates at shareholders meetings and ensure their exercise of rights at such meetings in accordance with law.

The Company that employs electronic voting at a shareholders meeting is advised to avoid raising extraordinary motions and amendments to original proposals.

The Company is advised to arrange for their shareholders to vote on each separate proposal in the shareholders meeting agenda, and following conclusion of the meeting, to enter the voting results the same day, namely the numbers of votes cast for and against and the number of abstentions, through the Internet information reporting system designated by the Company.

If the company distributes souvenirs at its shareholders meeting, it shall not practice differential treatment or discrimination.

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第八條 本公司應依照公司法及相關法令規定，將股東會之議決事項作成議事錄，並記載議事經過之要領及其結果。董事之選舉，應載明採票決方式及當選董事之當選權數。股東會議事錄在公司存續期間應永久妥善保存，並揭露於公司網站上。

Article 8 : The Company, in accordance with the Company Act and other applicable laws and regulations, shall record in the shareholders meeting minutes the date and place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. With respect to the election of directors, the meeting minutes shall record the method of voting adopted therefore and the total number of votes for the elected directors. The shareholders meeting minutes shall be properly and perpetually kept by the Company during its legal existence, and should be sufficiently disclosed on the Company's website.

第九條 股東會主席應充分知悉及遵守公司所訂議事規則，並維持議程順暢，不得恣意違法宣布散會。

為保障多數股東權益，遇有主席違反議事規則宣布散會之情事者，董事會其他成員宜迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人為主席，繼續開會。

Article 9 : The chairperson of the shareholders meetings shall be fully familiar and comply with the rules governing the proceedings of the shareholders meetings established by the Company. The chairperson shall ensure the proper progress of the proceedings of the meetings and may not adjourn the meetings at will.


In order to protect the interests of most shareholders, if the chairperson declares the adjournment of the meeting in a manner in violation of rules governing the proceedings of the shareholders meetings, it is advisable for the members of the board of directors other than the chairperson of the shareholders meeting to promptly assist the attending shareholders at the shareholders meeting in electing a new chairperson of the shareholders meeting to continue the proceedings of the meeting, by a resolution to be adopted by a majority of the votes represented by the shareholders attending the said meeting in accordance with the legal procedures.

第十條 本公司應重視股東知的權利，並確實遵守資訊公開之相關規定，將公司財務、業務、內部人持股及公司治理情形，依法經常且即時利用公開資訊觀測站或公司設置之網站提供訊息予股東。

為平等對待股東，前項各類資訊之發布得同步以英文揭露之。

為維護股東權益，落實股東平等對待，本公司應訂定內部規範，禁止公司內部人利用市場上未公開資訊買賣有價證券。

Article 10 : The Company shall place high importance on the shareholder right to know, and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established by

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the Company.

To treat all shareholders equally, it is advisable that the company concurrently disclose the information under the preceding paragraph in English.

To protect its shareholders' rights and interests and ensure their equal treatment, the Company shall adopt internal rules prohibiting company insiders from trading securities using information not disclosed to the market.

第十一條 股東應有依法分享公司盈餘之權利。為確保股東之投資權益，股東會得依公司法第一百八十四條之規定查核董事會造具之表冊、審計委員會之報告，並決議盈餘分派或虧損撥補。股東會執行前揭查核時，得選任檢查人為之。

股東得依公司法第二百四十五條之規定聲請法院選派檢查人，檢查公司業務帳目及財產情形。

董事會、審計委員會及經理人對於前二項檢查人之查核作業不得有妨礙、拒絕或規避行為。

Article 11 : The shareholders shall be entitled to profit distributions by the Company. In order to ensure the investment interests of shareholders, the shareholders meeting may, pursuant to Article 184 of the Company Act, examine the statements and books prepared and submitted by the board of directors and the reports submitted by the audit committee, and may decide profit distributions and deficit off-setting plans by resolution. In order to proceed with the above examination, the shareholders meeting may appoint an inspector.

The shareholders may, pursuant to Article 245 of the Company Act, apply with the court to select an inspector in examining the accounting records and assets of the Company.

The board of directors, audit committee, and managers of the Company shall fully cooperate in the examination conducted by the inspectors in the aforesaid two paragraphs without any obstruction, rejection or circumvention.


第十二條 本公司取得或處分資產、資金貸與及背書保證等重大財務業務行為，應依相關法令規定辦理，並訂定相關作業程序提報股東會通過，以維護股東權益。

本公司發生併購或公開收購事項時，除應依相關法令規定辦理外，應注意併購或公開收購計畫與交易之公平性、合理性等，並注意資訊公開及嗣後公司財務結構之健全性。

本公司處理前項相關事宜之人員，應注意利益衝突及迴避情事。

Article 12 : In entering into material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, the Company shall proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders meeting so as to protect the interests of the shareholders.

When the Company is involved in a merger, acquisition or public tender offer, in addition to

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proceeding in accordance with the applicable laws and/or regulations, it shall not only pay attention to the fairness, rationality, etc. of the plan and transaction of the merger, acquisition or public tender offer, but information disclosure and the soundness of the company's financial structure thereafter.

The relevant personnel of the Company handling the matters in the preceding paragraph shall pay attention to the occurrence of any conflicts of interest and the need for recusal.

第十三條 為確保股東權益，宜設股務專責人員妥善處理股東建議、疑義及糾紛事項。股東會、董事會決議違反法令或公司章程，或其董事、經理人執行職務時違反法令或公司章程之規定，致股東權益受損者，公司對於股東依法提起訴訟情事，應依法處理。

Article 13 : In order to protect the interests of the shareholders, it is advisable that the Company designate stock personnel exclusively dedicated to handling shareholder proposals, inquiries, and disputes.

The Company shall properly deal with any legal action duly instituted by shareholders in which it is claimed that shareholder rights and interests were damaged by a resolution adopted at a shareholders meeting or a board of directors meeting in violation of applicable laws, regulations, or the Company's articles of incorporation, or that such damage was caused by a breach of applicable laws, regulations or the Company's articles of incorporation by any directors or managers in performing their duties.

第十三之一條 本公司之董事會有責任建立與股東之互動機制，以增進雙方對於公司目標發展之共同瞭解。

Article 13-1 : The board of directors of the Company is responsible for establishing a mechanism for interaction with shareholders to enhance mutual understanding of the development of company's objectives.

第十三之二條 本公司之董事會除透過股東會與股東溝通，鼓勵股東參與股東會外，並以有效率之方式與股東聯繫，與經理人、獨立董事共同瞭解股東之意見及關注之議題、明確解釋公司之政策，以取得股東支持。


Article 13-2 : In addition to communicating with shareholders through shareholders meetings and encouraging shareholders to participate in such meetings, the board of directors of a TWSE/TPEX listed company together with officers and independent directors shall engage with shareholders in an efficient manner to ascertain shareholders' views and concerns, and expound company policies explicitly, in order to gain shareholders' support.

第二節 公司與關係企業間之公司治理關係

Section 2 Corporate Governance Relationships between the Company and Its Affiliated Enterprises

第十四條 本公司與關係企業間之人員、資產及財務之管理權責應予明確化，並確實辦理風險評估及建立適當之防火牆。

Article 14 : The Company shall clearly identify the objectives and the division of authority and responsibility between it and its affiliated enterprises with respect to management of personnel, assets, and

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financial matters, and shall properly carry out risk assessments and establish appropriate firewalls.

第十五條 本公司之經理人除法令另有規定外，不應與關係企業之經理人互為兼任。董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容，並取得其許可。

Article 15 : Unless otherwise provided by the laws and regulations, a manager of the Company may not serve as a manager of its affiliated enterprises.

A director who engages in any transaction for himself or on behalf of another person that is within the scope of the Company's operations shall explain the major content of such actions to the shareholders meeting and obtain its consent.

第十六條 本公司應按照相關法令規範建立健全之財務、業務及會計管理制度，並應與其關係企業就主要往來銀行、客戶及供應商妥適辦理綜合之風險評估，實施必要之控管機制，以降低信用風險。

Article 16 : The Company shall establish sound objectives and systems for management of finance, operations, and accounting in accordance with applicable laws and regulations. It shall further, together with its affiliated enterprises, properly conduct an overall risk assessment of major banks they deal with and customers and suppliers, and implement the necessary control mechanisms to reduce credit risk.

第十七條 本公司與其關係企業間有業務往來者，應本於公平合理之原則，就相互間之財務業務相關作業訂定書面規範，並杜絕非常規交易情事。

本公司與關係人及其股東間之交易或簽約事項，亦應依照前項原則辦理，並嚴禁利益輸送情事。

Article 17 : When the Company and its affiliated enterprises enter into inter-company business transactions, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. Non-arm's length transactions shall be prohibited.

All transactions or contracts made by and between the Company and its affiliated persons and shareholders shall follow the principles set forth in the preceding paragraph, and improper channeling of profits is strictly prohibited.


第十八條 對本公司具控制能力之法人股東，應遵守下列事項：

一、對其他股東應負有誠信義務，不得直接或間接使公司為不合營業常規或其他不利益之經營。

二、其代表人應遵循本公司所訂定行使權利及參與議決之相關規範，於參加股東會時，本於誠信原則及所有股東最大利益，行使其投票權，並能善盡董事之忠實與注意義務。

三、對公司董事之提名，應遵循相關法令及公司章程規定辦理，不得逾越股東會、董事會之職權範圍。

四、不得當干預公司決策或妨礙經營活動。

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五、不得以壟斷採購或封閉銷售管道等不公平競爭之方式限制或妨礙公司之生產經營。

六、對於因其當選董事而指派之法人代表，應符合公司所需之專業資格，不宜任意改派。

Article 18 : A corporate shareholder having controlling power over the Company shall comply with the following provisions:

1. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the company to conduct any business which is contrary to normal business practice or not profitable.
2. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation of resolution, so that at a shareholders meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall exercise the fiduciary duty and duty of care of a director.
3. It shall comply with relevant laws, regulations and the articles of incorporation of the company in nominating directors and shall not act beyond the authority granted by the shareholders meeting or board meeting.
4. It shall not improperly intervene in corporate policy making or obstruct corporate management activities.
5. It shall not restrict or impede the management or production of the company by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels.
6. The representative that is designated when a corporate shareholder has been elected as a director shall meet the company's requirements for professional qualifications. Arbitrary replacement of the corporate shareholder's representative is inappropriate.

第十九條 本公司應隨時掌握持有股份比例較大以及可以實際控制公司之主要股東及主要股東之最終控制者名單。


本公司應定期揭露持有股份超過百分之十之股東有關質押、增加或減少公司股份，或發生其他可能引起股份變動之重要事項，俾其他股東進行監督。

第一項所稱主要股東，係指股權比例達百分之五以上或股權比例占前十名之股東。

Article 19 : The Company shall retain at all times a register of major shareholders who own a relatively high percentage of shares and have controlling power, and of the persons with ultimate control over those major shareholders.

The Company shall disclose periodically important information about its shareholders holding more than 10 percent of the outstanding shares of the Company relating to the pledge, increase or decrease of share ownership, or other matters that may possibly trigger a change in the ownership of their shares.

The major shareholder indicated in the first paragraph refers to those who owns 5 percent or more

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of the outstanding shares of the Company or the shareholding stake thereof is on the top 10 list.

第三章 強化董事會職能

Chapter III Enhancing the Function of Board of Directors

第一節 董事會結構

Section 1 Structure of Board of Directors

第二十條 本公司董事會應向股東會負責，其公司治理制度之各項作業與安排，應確保董事會依照法令、公司章程之規定或股東會決議行使職權。

董事會成員應普遍具備執行職務所必須之知識、技能及素養。為達到公司治理之理想目標，董事會整體應具備之能力如下：


- 一、營運判斷能力。
- 二、會計及財務分析能力。
- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。

Article 20 : The board of directors of the Company shall be responsible to the shareholders meetings. 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.

All members of the board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the board of directors shall possess the following abilities:

1. Ability to make operational judgments.
2. Ability to perform accounting and financial analysis.
3. Ability to conduct management administration.
4. Ability to conduct crisis management.
5. Knowledge of the industry.
6. An international market perspective.
7. Ability to lead.
8. Ability to make policy decisions.

第二十一條 本公司應制定公平、公正、公開之董事選任程序，並應依公司法之規定採用累積

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投票制度以充分反應股東意見。

除經主管機關核准者外，董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。

董事因故解任，致不足五人者，公司應於最近一次股東會補選之。董事缺額達章程所定席次三分之一者，公司應自事實發生之日起六十日內，召開股東臨時會補選之。

公司董事會之全體董事合計持股比例應符合法令規定，各董事股份轉讓之限制、質權之設定或解除及變動情形均應依相關規定辦理，各項資訊並應依法充分揭露。

Article 21 : The Company shall establish a fair, just, and open procedure for the election of directors, and shall adopt the cumulative voting mechanism pursuant to the Company Act in order to fully reflect shareholders' views.

Unless the competent authority otherwise grants an approval, a spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors of the Company.

When the number of directors falls below five due to the discharge of a director for any reason, the company shall hold a by-election for director at the following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the Company shall convene a special shareholders meeting within 60 days of the occurrence of that fact for a by-election for director(s).


The aggregate shareholding percentage of all of the directors of the Company shall comply with the laws and regulations. Restrictions on the share transfer of each director and the creation, release, or changes of any pledges over the shares held by each director shall be subject to the relevant laws and regulations, and the relevant information shall be fully disclosed.

第二十二條 本公司在召開股東會進行董事改選之前，宜就股東或董事推薦之董事候選人之資格條件、學經歷背景及有無公司法第三十條所列各款情事等事項，進行事先審查，並將審查結果提供股東參考，俾選出適任之董事。

Article 22 : It is advisable that before the Company convenes the meeting of shareholders for election of directors, the Company shall review in advance the qualifications, education, working experience, background, and the existence of any other matters set forth in Article 30 of the Company Act with respect to the director candidates recommended by shareholders or directors. It is advised to provide the results of the review to shareholders for their reference, so that qualified directors will be elected.

第二十三條 本公司董事長及總經理之職責應明確劃分。

Article 23 : Clear distinctions shall be drawn between the responsibilities and duties of the chairperson of the board of the Company and those of its general manager.

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第二節 獨立董事制度
Section 2 Independent Director System

第二十四條本公司應依章程規定設置二人以上之獨立董事，且不得少於董事席次五分之一。

獨立董事應具備專業知識，其持股及兼職應予限制，且於執行業務範圍內應保持獨立性，不得與公司有直接或間接之利害關係。

獨立董事選舉應依公司法第一百九十二條之一規定採候選人提名制度，並載明於章程，股東應就獨立董事候選人名單選任之。獨立董事與非獨立董事應依公司法第一百九十八條規定一併進行選舉，分別計算當選名額。

獨立董事及非獨立董事於任職期間不得轉換其身分。

獨立董事因故解任，致人數不足章程規定者，應於最近一次股東會補選之。獨立董事均解任時，公司應自事實發生之日起六十日內，召開股東臨時會補選之。

獨立董事之專業資格、持股與兼職限制、獨立性之認定、提名方式及其他應遵行事項之辦法等事項，應依證券交易法、公開發行公司獨立董事設置及遵循事項辦法、證券交易所規定辦理。

Article 24 : The Company shall appoint independent directors in accordance with its articles of incorporation. They shall be not less than two in number and not less than one-fifth of the total number of directors.

Independent directors shall possess professional knowledge and there shall be restrictions on their shareholdings and the positions they may concurrently hold. They shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company.

The Company shall, in accordance with Article 192-1 of the Company Act, adopt a candidate nomination system for election of the independent directors and expressly stipulate such system in the articles of incorporation; and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates. Independent and non-independent directors shall be elected at the same time but on separate ballots pursuant to Article 198 of the Company Act.

Change of status between independent directors and non-independent directors during their term of office is prohibited.

If an independent director is discharged for any reason, resulting in a number of directors lower than that required under paragraph 1 or the articles of incorporation, a by-election for independent director shall be held at the next shareholders meeting. In the event that all the independent directors have been discharged, the Company shall convene a special shareholders meeting to



hold a by-election within 60 days from the date on which the vacancies arose.

The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies, and the rules and regulations of the Taiwan Stock Exchange.


第二十五條 下列事項應提董事會決議通過；且應有至少一席獨立董事親自出席董事會；對於應提董事會決議事項，應有全體獨立董事出席董事會，獨立董事如無法親自出席，應委由其他獨立董事代理出席，獨立董事如有反對意見或保留意見，應於董事會議事錄載明：

- 一、依證券交易法第十四條之一規定訂定或修正內部控制制度。
- 二、依證券交易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。
- 三、涉及董事或審計委員會自身利害關係之事項。
- 四、重大之資產或衍生性商品交易。
- 五、重大之資金貸與、背書或提供保證。
- 六、募集、發行或私募具有股權性質之有價證券。
- 七、簽證會計師之委任、解任或報酬。
- 八、財務、會計或內部稽核主管之任免。
- 九、其他經主管機關規定之重大事項。

Article 25 : The Company shall submit the following matters to the board of directors for approval by resolution.

An independent director of the Company shall attend the board meeting in person, and may not be represented by a non-independent director via proxy. At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. When an independent director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the directors meeting:

1. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
3. A matter bearing on the personal interest of a director or an audit committee.

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4. A material asset or derivatives transaction.
5. A material monetary loan, endorsement, or provision of guarantee.
6. The offering, issuance, or private placement of any equity-type securities.
7. The hiring, discharge, or compensation of an attesting CPA.
8. The appointment or discharge of a financial, accounting, or internal auditing officer.
9. Any other material matter so required by the competent authority.

第二十六條 公司或董事會其他成員，不得限制或妨礙獨立董事執行職務。公司應於章程明訂董事之報酬，董事之報酬應充分反映個人表現及公司長期經營績效，並應綜合考量公司經營風險。

本公司以章程訂定、以股東會議決或依主管機關之命令另行提列特別盈餘公積者，其順序應於提列法定盈餘公積之後，分配董事酬勞及員工紅利之前，並應於章程訂定特別盈餘公積迴轉併入未分配盈餘時之盈餘分派方法。

Article 26 : The Company or other board members shall not restrict or obstruct the performance of duties by the independent directors.

The Company shall stipulate the remuneration of the directors in its articles of incorporation or approve the same in a shareholders meeting. The remuneration of the directors shall fully reflect the personal performance and the long-term management performance of the Company, and shall also take the overall operational risks of the Company into consideration.

When the Company, under its articles of incorporation, or by resolution of its shareholders meeting, or by order of the competent authority, sets aside a certain proportion of earnings as special reserve, such allocation shall be made after the allocation of legal reserve and before the distribution of director and supervisor compensation and employee bonuses, and the Company shall provide in the articles of incorporation the method to be adopted for distributing earnings when reversal of the special reserve is added into the undistributed earnings.

第三節 審計委員會及其他功能性委員會

Section 3 Audit Committee and Other Functional Committees

第二十七條 董事會為健全監督功能及強化管理機能，得考量董事會規模及獨立董事人數，設置審計、薪酬或其他各類功能性委員會。

功能性委員會應對董事會負責，並將所提議案交由董事會決議。但審計委員會依證券交易法第 14 條之 4 第 4 項規定行使監察人職權者，不在此限。

功能性委員會應訂定組織規程，經由董事會決議通過。組織規程之內容應包括委員會之人數、任期、職權事項、議事規則、行使職權時公司應提供之資源等事項。

Article 27 : For the purpose of developing supervisory functions and strengthening management mechanisms, the board of directors of the Company, in consideration of the size of its board and the number of its



independent directors, may set up functional committees for auditing, nomination, risk management or any other functions.

Functional committees shall be responsible to the board of directors and submit their proposals to the board of directors for approval, provided that the performance of supervisor's duties by the audit committee pursuant to Article 14-4, paragraph 4 of the Securities and Exchange Act shall be excluded.

Functional committees shall adopt an organizational charter to be approved by the board of directors. The organizational charter shall contain the numbers, terms of office, and powers of committee members, as well as the meeting rules and resources to be provided by the Company for exercise of power by the audit committee.

第二十八條 本公司設置審計委員會；審計委員會成員由全體獨立董事組成，人數不得少於三人，其中一人為召集人，且至少一人應具備會計或財務專長。

關於證券交易法、公司法及其他法令對於監察人之規定，於審計委員會準用之。

下列事項應經審計委員會全體成員二分之一以上同意，並提董事會決議：

一、依證券交易法第十四條之一規定訂定或修正內部控制制度。

二、內部控制制度有效性之考核。

三、依證券交易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。

四、涉及董事自身利害關係之事項。

五、重大之資產或衍生性商品交易。

六、重大之資金貸與、背書或提供保證。

七、募集、發行或私募具有股權性質之有價證券。

八、簽證會計師之委任、解任或報酬。

九、財務、會計或內部稽核主管之任免。

十、年度財務報告及半年度財務報告。

十一、其他公司或主管機關規定之重大事項。

審計委員會及其獨立董事成員職權之行使及相關事項，應依證券交易法、公開發行公司審計委員會行使職權辦法、證券交易所規定辦理。

Article 28 : The Company establishes an audit committee. The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.

The provisions regarding supervisors in the Securities and Exchange Act, the Company Act, other laws and regulations, and these Principles shall apply mutatis mutandis to the audit committee.

The following matters shall be subject to the consent of at least one half of all audit committee members and be submitted to the board of directors for a resolution :



1. Adoption or amendment of internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Assessment of the effectiveness of the internal control system.
3. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
4. A matter bearing on the personal interest of a director.
5. A material asset or derivatives transaction.
6. A material monetary loan, endorsement, or provision of guarantee.
7. The offering, issuance, or private placement of any equity-type securities.
8. The hiring, discharge, or compensation of an attesting CPA.
9. The appointment or discharge of a financial, accounting, or internal auditing officer.
10. Annual and semi-annual financial reports.
11. Any other material matter so required by the Company or the competent authority.

The exercise of power by audit committee and independent directors and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules and regulations of the TWSE.

第二十九條 本公司設置薪資報酬委員會；其成員專業資格、職權之行使、組織規程之訂定及相關事項應依「股票上市或於證券商營業處所買賣公司薪資報酬委員會設置及行使職權辦法」之規定辦理。

薪資報酬委員會應以善良管理人之注意，忠實履行下列職權，並將所提建議提交董事會討論：

一、訂定並定期檢討董事及經理人績效評估標準、年度及長期績效目標，與薪資報酬之政策、制度、標準與結構，並於年報中揭露績效評估標準之內容。

二、定期評估並訂定董事及經理人之績效目標達成情形，並依據績效評估標準所得之評估結果，訂定薪資報酬之內容及數額。年報中應揭露董事及經理人之個別績效評估結果，及個別薪資報酬之內容及數額與績效評估結果之關聯性及合理性，並於股東會報告。

薪資報酬委員會履行前項職權時，應依下列原則為之：

一、董事及經理人之績效評估及薪資報酬應參考同業通常水準支給情形，並考量與個人績效評估結果、所投入之時間、所擔負之職責、達成個人目標情形、擔任其他職位表現、公司近年給予同等職位者之薪資報酬，暨由公司短期及長期業務目標之達成、公司財務狀況等評估個人表現與公司經營績效及未來風險之關連合理性。



二、不應引導董事及經理人為追求薪資報酬而從事逾越公司風險胃納之行為。

三、針對董事及高階經理人短期績效發放酬勞之比例及部分變動薪資報酬支付時間應考量行業特性及公司業務性質予以決定。

四、訂定董事及經理人薪資報酬之內容及數額應考量其合理性，董事及經理人薪資報酬之決定不宜與財務績效表現重大悖離，如有獲利重大衰退或長期虧損，則其薪資報酬不宜高於前一年度，若仍高於前一年度，應於年報中揭露合理性說明，並於股東會報告。

五、本委員會成員對於其個人薪資報酬之決定，不得加入討論及表決。


Article 29 : The Company shall establish a remuneration committee. The professional qualifications for the audit committee members, the exercise of their powers of office, the adoption of the organizational charter, and related matters shall be handled pursuant to the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter.

The remuneration committee shall exercise the care of a good administrator in faithfully performing the official powers listed below, and shall submit its recommendations for deliberation by the board of directors :

1. Establishing and periodically reviewing the annual and long-term performance goals for the directors, supervisors, and managerial officers of this Corporation and the policies, systems, standards, and structure for their compensation.
2. Periodically assessing the degree to which performance goals for the directors, supervisors, and managerial officers of this Corporation have been achieved, and setting the types and amounts of their individual compensation.

When performing the official powers of the preceding paragraph, the remuneration committee shall follow the principles listed below :

1. With respect to the performance assessments and remuneration of directors and managerial personnel of the Company, it shall refer to the typical pay levels adopted by peer companies, and take into consideration the reasonableness of the correlation between remuneration and individual performance, the Company's business performance, and future risk exposure.
2. It shall not produce an incentive for the directors or managerial officers to engage in activity to pursue remuneration exceeding the risks that the Company may tolerate.
3. It shall take into consideration the characteristics of the industry and the nature of the Company's business when determining the ratio of bonuses for the short-term performance of its directors and senior management and the time at which the variable part of remuneration is paid.
4. For directors and senior managerial officers, the percentage of bonus to be distributed based on their short-term performance and the time for payment of any variable compensation shall be decided with regard to the characteristics of the industry and the nature of this Corporation's

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business.

5. No member of the Committee may participate in discussion and voting when the Committee is deciding on that member's individual compensation.

第三十條 本公司宜設置並公告內部及外部人員檢舉管道，並建立檢舉人保護制度；其受理單位應具有獨立性，對檢舉人提供之檔案予以加密保護，妥適限制存取權限，並訂定內部作業程序及納入內部控制制度控管。

Article 30: The company is advised to establish and announce channels for internal and external whistleblowers and have whistleblower protection mechanisms in place. The unit that handles whistleblowers' reporting shall be independent, provide encrypted protection for the files furnished by whistleblowers, and appropriately restrict access to such files. It shall also formulate internal procedures and incorporate those procedures into the company's internal control system for management purposes.

第三十一條 為提升財務報告品質，公司應設置會計主管之職務代理人。

前項會計主管之代理人應比照會計主管每年持續進修，以強化會計主管代理人專業能力。

編製財務報告相關會計人員每年亦應進修專業相關課程六小時以上，其進修方式得參加公司內部教育訓練或會計主管進修機構所舉辦專業課程。

公司應選擇專業、負責且具獨立性之簽證會計師，定期對公司之財務狀況及內部控制實施查核。公司針對會計師於查核過程中適時發現及揭露之異常或缺失事項，及所提具體改善或防弊意見，應確實檢討改進。


公司應定期（至少一年一次）評估聘任會計師之獨立性。公司連續七年未更換會計師或其受有處分或有損及獨立性之情事者，應考量有無更換會計師之必要，並就結果提報董事會。

Article 31: To improve the quality of its financial reports, the Company shall establish the position of deputy to its principal accounting officer.

To enhance the professional abilities of the deputy accounting officer of the preceding paragraph, the deputy's continuing education shall proceed following the schedule of the principal accounting officer.

Accounting personnel handling the preparation of financial reports shall also participate in relevant professional development courses for 6 hours or more each year. Those courses may be company internal training activities or may be professional courses offered by professional development institutions for principal accounting officers.

The Company shall select as its external auditor a professional, responsible, and independent attesting CPA, who shall perform regular reviews of the financial conditions and internal control measures of the Company. With regard to any irregularity or deficiency discovered and disclosed in a timely manner by the auditor during the review, and concrete measures for improvement or prevention suggested by the auditor, the Company shall faithfully implement improvement actions.

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The Company shall evaluate the independence of the CPA engaged by the Company regularly, and no less frequently than once annually. In the event that the Company engages the same CPA without replacement for 7 years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the Company shall evaluate the necessity of replacing the CPA and submit its conclusion to the board of directors.

第三十二條 本公司宜委任專業適任之律師或法務主管，提供公司適當之法律諮詢服務，或協助董事會及管理階層提昇其法律素養，避免公司及相關人員觸犯法令，促使公司治理作業在相關法律架構及法定程序下運作。

遇有董事或管理階層依法執行業務涉有訴訟或與股東之間發生糾紛情事者，公司應視狀況委請律師予以協助。

審計委員會或獨立董事得代表公司委任律師、會計師或其他專業人員就行使職權有關之事項為必要之查核或提供諮詢，其費用由公司負擔之。

Article 32 : It is advisable that the Company engage a professional and competent legal counsel or supervisor to provide adequate legal consultation services to the Company, or to assist the directors and the management to improve their knowledge of the law, for the purposes of preventing any infraction of laws or regulations by the Company or its staff and ensuring that corporate governance matters proceed pursuant to the relevant legal framework and the prescribed procedures.

When, as a result of performing their lawful duties, directors or the management are involved in litigation or a dispute with shareholders, the Company shall retain a legal counsel to provide assistance as circumstances require.

The audit committee or an independent director may retain the service of legal counsel, CPA, or other professionals on behalf of the Company to conduct a necessary audit or provide consultation on matters in relation to the exercise of their power, at the expense of the Company.

第四節 董事會議事規則及決策程序

Section 4 Rules for the Proceedings of Board Meetings and the Decision-Making Procedures

第三十三條 本公司董事會應每季至少召開一次，遇有緊急情事時並得隨時召集之。董事會之召集，應載明召集事由，於七日前通知各董事，並提供足夠之會議資料，於召集通知時一併寄送。會議資料如有不足，董事有權請求補足或經董事會決議後延期審議。

公司應訂定董事會議事規則；其主要議事內容、作業程序、議事錄應載明事項、及其他應遵行事項之辦法，應依公開發行公司董事會議事辦法辦理。

Article 33: The board of directors of the Company shall meet at least once every quarter, or convene at any time in case of emergency. To convene a board meeting, a meeting notice which specifies the purposes of the meeting shall be sent to each director and supervisor no later than 7 days before



the scheduled date. Sufficient meeting materials shall also be prepared and enclosed in the meeting notice. If the meeting materials are deemed inadequate, a director may ask the unit in charge to provide more information or request a postponement of the meeting with the consent of the board of directors.

The Company shall adopt rules of procedure for board meetings, which shall follow the Regulations Governing Procedure for Board of Directors Meetings of Public Companies with regard to the content of deliberations, procedures, matters to be recorded in the meeting minutes, public announcements, and other matters for compliance.

第三十四條 本公司董事應秉持高度之自律，對董事會所列議案如涉有董事本身利害關係致損及公司利益之虞時，即應自行迴避，不得加入討論及表決，亦不得代理其他董事行使其表決權。董事間亦應自律，不得當相互支援。
董事自行迴避事項，明訂於董事會議事規則。

Article 34 : The Company's directors shall exercise a high degree of self-discipline. If a director is an interested party with respect to any proposal for a board meeting, and the relationship is likely to prejudice the interests of the Company, the director may not participate in discussion or voting on that proposal and shall enter recusal during the discussion and voting. The director also may not act as another director's proxy to exercise voting rights on that matter.

Matters requiring the voluntary recusal of a director shall be clearly set forth in the rules of procedure for board meetings.

第三十五條 本公司設有獨立董事，對於證券交易法第十四條之三應提董事會之事項，獨立董事應親自出席，不得委由非獨立董事代理，且應有至少一席獨立董事親自出席董事會；對於應提董事會決議事項，應有全體獨立董事出席董事會，獨立董事如無法親自出席，應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。


董事會之議決事項，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主管機關指定之資訊申報網站辦理公告申報：

一、獨立董事有反對或保留意見且有紀錄或書面聲明。

二、設置審計委員會之公司，未經審計委員會通過之事項，如經全體董事三分之二以上同意。

董事會進行中得視議案內容通知相關部門非擔任董事之經理人員列席會議，報告目前公司業務概況及答覆董事提問事項。必要時，亦得邀請會計師、律師或其他專業人士列席會議，以協助董事瞭解公司現況，作出適當決議。

Article 35 : When a board meeting is convened to consider any matter submitted to it pursuant to Article 14-3 of the Securities and Exchange Act, an independent director of the Company shall attend the board

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meeting in person, and may not be represented by a non-independent director via proxy. At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. When an independent director has a dissenting or qualified opinion, it shall be noted in the minutes of the board of directors meeting; if the independent director cannot attend the board meeting in person to voice his or her dissenting or qualified opinion, he or she should provide a written opinion before the board meeting unless there are justifiable reasons for failure to do so, and the opinion shall be noted in the minutes of the board of directors meeting.

In any of the following circumstances, decisions made by the board of directors shall be noted in the meeting minutes, and in addition, publicly announced and filed on the Internet information reporting system designated by the competent authority within two (2) days from the date of the board meeting:

1. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.
2. The matter was not approved by the audit committee (if the Company has set up an audit committee), but had the consent of more than two-thirds of all directors.

During a board meeting, managers from relevant departments who are not directors may, in view of the meeting agenda, sit in at the meetings, make reports on the current business conditions of the Company and respond to inquiries raised by the directors. Where necessary, a CPA, legal counsel, or other professional may be invited to sit in at the meetings to assist the directors in understanding the conditions of the Company for the purpose of adopting an appropriate resolution.

第三十六條 本公司董事會之議事人員應確實依相關規定詳實記錄會議報告及各議案之議事摘要、決議方法與結果。


董事會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，董事會簽到簿為議事錄之一部分，並應列入公司重要檔案，在公司存續期間妥善保存。

議事錄之製作、分發及保存，得以電子方式為之。

公司應將董事會之開會過程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。

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，不適用前項之規定。

以視訊會議召開董事會者，其會議錄音、錄影資料為議事錄之一部分，應在公司存續期間妥善保存。

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董事會之決議違反法令、章程或股東會決議，致公司受損害時，經表示異議之董事，有紀錄或書面聲明可證者，免其賠償之責任。

Article 36 : Staff personnel of the Company attending board meetings shall collect and correctly record the meeting minutes in detail, as well as a summary, the method of resolution, and voting results of all the proposals submitted to the board meeting in accordance with relevant regulations.

The minutes of the board of directors meetings shall be signed by the chairperson and secretary of the meeting and sent to each director and supervisor within 20 days after the meeting. The director attendance records shall be made part of the meeting minutes, treated as important corporate records, and kept safe permanently during the life of the Company.

Meeting minutes may be produced, distributed, and preserved by electronic means.

A company shall record on audio or video tape the entire proceedings of a board of directors meeting and preserve the recordings for at least 5 years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph a lawsuit arises with respect to a resolution of a board of directors meeting, the relevant audio or video recordings shall be preserved for a further period, in which case the preceding paragraph does not apply.

Where a board of directors meeting is held via video conference, the audio or video recordings of the meeting form a part of the meeting minutes and shall be preserved permanently.

When a resolution of the board of directors violates laws, regulations, the articles of incorporation, or resolutions adopted in the shareholders meeting, and thus causes an injury to the Company, dissenting directors whose dissent can be proven by minutes or written statements will not be liable for damages.

第三十七條 本公司對於下列事項應提董事會討論：

- 一、本公司之營運計畫。
- 二、年度財務報告及半年度財務報告。但半年度財務報告依法令規定無須經會計師查核簽證者不在此限。
- 三、依證券交易法第十四條之一規定訂定或修正內部控制制度，及內部控制制度有效性之考核。
- 四、依證券交易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。
- 五、募集、發行或私募具有股權性質之有價證券。
- 六、經理人之績效考核及酬金標準。
- 七、董事之酬金結構與制度。
- 八、財務、會計或內部稽核主管之任免。
- 九、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



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之公益性質捐贈，得提下次董事會追認。

十、依證券交易法第十四條之三、其他依法令或章程規定應由股東會決議或提董事會之事項或主管機關規定之重大事項。

前項第九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臺幣一億元以上，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。（外國公司股票無面額或每股面額非屬新台幣十元者，本項有關實收資本額百分之五之金額，以股東權益百分之二點五計算之。）


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。

除第一項應提董事會討論事項外，在董事會休會期間，董事會依法令或公司章程規定，授權行使董事會職權者，其授權層級、內容或事項應具體明確，不得概括授權。

Article 37 : The Company shall submit the following items for discussion by the board of directors

1. Corporate business plan.
2. Annual and semi-annual financial reports, 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 (CPA).
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Act, and evaluation of the effectiveness of internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. The performance assessment and the standard of remuneration of the managerial
7. The structure and system of director's remuneration.
8. The appointment or discharge of a financial, accounting, or internal audit officer.
9. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
10. Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 9 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

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The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year. (If the stock has no par value or the par value per share is other than NT\$10, in the application of 5 percent or more of paid-in capital, 2.5 percent of equity attributable to owners of The Company shall be substituted.)

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

Except for matters that must be submitted to the board of directors for discussion under the preceding paragraph, when the board of directors is in recess, it may delegate the exercise of its power to others in accordance with law, regulations, or its articles of incorporation. However, the level of delegation or the content or matters to be delegated shall be clearly specified, and general authorization is not permitted.

第三十八條 本公司應將董事會之決議辦理事項明確交付適當之執行單位或人員，要求依計畫時程及目標執行，同時列入追蹤管理，確實考核其執行情形。

董事會應充分掌握執行進度，並於下次會議進行報告，俾董事會之經營決策得以落實。

Article 38 : The Company shall ask the appropriate corporate department or personnel to execute matters pursuant to board of directors' resolutions in a manner consistent with the planned schedule and objectives. It shall also follow up on those matters and faithfully review their implementation.

The board of directors shall remain informed of the progress of implementation and receive reports in subsequent meetings to ensure the actual implementation of the board's management decisions.

第五節 董事之忠實注意義務與責任

Section 5 Fiduciary Duty, Duty of Care and Responsibility of Directors

第三十九條 董事會成員應忠實執行業務及盡善良管理人之注意義務，並以高度自律及審慎之態度行使職權，對於公司業務之執行，除依法律或公司章程規定應由股東會決議之事項外，應確實依董事會決議為之。

董事會決議涉及公司之經營發展與重大決策方向者，須審慎考量，並不得影響公司治理之推動與運作。

本公司得訂定董事會績效評估辦法及程序，每年定期就董事會、功能性委員會及



個別董事依自我評量、同儕評鑑、委任外部專業機構或其他適當方式進行績效評估；對董事會（功能性委員會）績效之評估內容宜包含下列構面，並考量公司需求訂定適合之評估指標：

- 一、對公司營運之參與程度。
- 二、提升董事會決策品質。
- 三、董事會組成與結構。
- 四、董事之選任及持續進修。
- 五、內部控制。

對董事成員（自我或同儕）績效之評估內容宜包含下列構面，並考量公司需求適當調整：

- 一、公司目標與任務之掌握。
- 二、董事職責認知。
- 三、對公司營運之參與程度。
- 四、內部關係經營與溝通。
- 五、董事之專業及持續進修。
- 六、內部控制。


上市上櫃公司董事會應依據績效評估之結果，考量調整董事會成員組成。

Article 39 : Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the Company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the articles of incorporation, they shall ensure that all matters are handled according to the resolutions of board of directors.

Any resolution of the board of directors that involves the Company's business development or a major policy direction shall be carefully considered and may not affect the implementation or effectiveness of corporate governance.

It is advisable that the Company formulate rules and procedures for board of directors performance assessments, and that each year it conduct regularly scheduled performance assessments of the board of directors, functional committees, and individual directors through self-assessment, peer-to-peer assessments, engaging outside professional institutions, or in any other appropriate manner. It is advisable that the performance assessment of the board of directors (functional committees) include the following aspects, and that appropriate assessment indicators be developed in consideration of the company's needs

1. The degree of participation in the company's operations.
2. Improvement in the quality of decision making by the board of directors.
3. The composition and structure of the board of directors.
4. The election of the directors and their continuing professional education.

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5. Internal controls.

It is advisable that performance assessments of board members (self-assessments or peer-to-peer assessments) include the following aspects, with appropriate adjustments made on the basis of the company's needs:

1. Their grasp of the company's goals and missions.
2. Their recognition of director's duties.
3. Their degree of participation in the company's operations.
4. Their management of internal relationships and communication.
5. Their professionalism and continuing professional education.
6. Internal controls.

The company's board of directors shall consider adjusting its composition based on the results of performance assessments.

第三十九之一條 本公司得建立管理階層之繼任計畫，並由董事會定期評估該計畫之發展與執行，以確保永續經營。

Article 39-1 : It is advisable for the Company to establish a succession plan for the management. The development and implementation of such plan shall be periodically evaluated by the board of directors to ensure sustainable operation.

第四十條 董事會決議如違反法令、公司章程，經繼續一年以上持股之股東或獨立董事請求或審計委員會通知董事會停止其執行決議行為事項者，董事會成員應儘速妥適處理或停止執行相關決議。


董事會成員發現公司有受重大損害之虞時，應依前項規定辦理，並立即向審計委員會或審計委員會之獨立董事成員報告。

Article 40 : If a resolution of the board of directors violates law, regulations or the Company's articles of incorporation, then at the request of shareholders holding shares continuously for a year or an independent director, or at the notice of a supervisor to discontinue the implementation of the resolution, members of the board shall take appropriate measures or discontinue the implementation of such resolution as soon as possible.

Upon discovering a likelihood that the Company would suffer material injury, members of the board of directors shall immediately report to the audit committee or an independent director member of the audit committee in accordance with the foregoing paragraph.

第四十一條 本公司得依公司章程或股東會決議，於董事任期內就其執行業務範圍依法應負之賠償責任為其購買責任保險，以降低並分散董事因錯誤或疏失行為而造成公司及股東重大損害之風險。

Article 41 : According to the articles of incorporation or a resolution adopted in the shareholders meeting, the Company may take out liability insurance for directors with respect to liabilities resulting from

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exercising their duties during their terms of occupancy so as to reduce and spread the risk of material harm to the Company and shareholders arising from the wrongdoings or negligence of a director.

第四十二條 董事會成員宜於新任時或任期中持續參加「上市上櫃公司董事、審計委員會進修推行要點」所指定機構舉辦涵蓋公司治理主題相關之財務、業務、商務、會計或法律等進修課程，並責成各階層員工加強專業及法律知識。

Article 42 : Members of the board of directors are advised to participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors of TWSE/GTSM Listed Companies, which cover subjects relating to corporate governance upon becoming directors and throughout their terms of occupancy. They shall also ensure that company employees at all levels will enhance their professionalism and knowledge of the law.

第四章 發揮審計委員會功能 Chapter IV Empowering the Audit Committee

第四十三條 證交法、公司法及其他法律規定應由監察人行使之職權事項，除證交法第十四條之四第四項之職權事項外，由審計委員會行之。


證交法第十四條之四第四項關於公司法涉及監察人之行為或為公司代表之規定，於審計委員會之獨立董事成員準用之。

Article 43 : Powers conferred by the Securities and Exchange Act, the Company Act, and any other law to be exercised by supervisors, excepting those set forth in Article 14-4, paragraph 4 of the Securities and Exchange Act, shall be exercised by the audit committee.

The provisions of Article 14-4, paragraph 4 of the Securities and Exchange Act, in regard to the Company Act as concerns the actions of supervisors or their role as representatives of a company, apply mutatis mutandis to the independent director members of the audit committee.

第四十四條 審計委員會應熟悉有關法律規定，明瞭公司董事之權利義務與責任，及各部門之職掌分工與作業內容，並經常列席董事會監督其運作情形且適時陳述意見，以先期掌握或發現異常情況。

Article 44 : The audit committee shall be familiar with the relevant laws and regulations, and shall understand the rights, obligations, and duties of directors of the Company and the functions, duties, and operation of each department. The audit committee shall attend meetings of the board of directors to supervise their operations and to state his/her opinions when appropriate so as to grasp or discover any abnormal situation early on.

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第四十五條 審計委員會應監督公司業務之執行及董事、經理人之盡職情況，並關注公司內部控制制度之執行情形，俾降低公司財務危機及經營風險。

董事為自己或他人與本公司為買賣、借貸或其他法律行為時，應由審計委員會為本公司之代表。

Article 45 : The audit committee shall supervise the implementation of the operations of the Company, and the performance of duties by directors and managers, and care the enforcement of the internal control system so as to reduce the financial and operational risks of the Company.

Where a director, for himself/herself or on behalf of others, enters into a sale/purchase or loan transaction, or conducts any legal act with the Company, the audit committee shall act as the representative of the Company.

第四十六條 審計委員會得隨時調查公司業務及財務狀況，公司相關部門應配合提供查核所需之簿冊文件。

審計委員會查核公司財務、業務時得代表公司委託律師或會計師審核之，惟公司應告知相關人員負有保密義務。

董事會或經理人應依 審計委員會之請求提交報告，不得以任何理由妨礙、規避或拒絕審計委員會之檢查行為。

審計委員會履行職責時，公司應依其需要提供必要之協助，其所需之合理費用應由公司負擔。

Article 46 : The audit committee shall investigate the operational and financial conditions of the Company from time to time, and the relevant departments in the Company shall provide the books or documents that will be needed for the supervisor's review.

When reviewing the finance or operations of the Company, the audit committee may retain attorneys or CPAs on behalf of the Company to perform the review; however, the Company shall inform the relevant persons of their confidentiality obligations.


The board of directors or managers shall submit reports in accordance with the request of the audit committee and shall not for any reason obstruct, circumvent, or refuse the inspection of the audit committee.

When the audit committee performs its duties, the Company shall provide necessary assistance as needed by the audit committee, and the reasonable expenses that the audit committee needs shall be borne by the Company.

第四十七條 為利審計委員會及時發現公司可能之弊端，本公司應建立員工、股東及利害關係人與審計委員會之溝通管道。

審計委員會發現弊端時，應及時採取適當措施以防止弊端擴大，必要時並應向相關主管機關或單位舉發。

本公司之獨立董事、總經理及財務、會計、研發及內部稽核部門主管人員或簽證會計師如有請辭或更換時，審計委員會應深入了解其原因。

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審計委員會怠忽職務，致公司受有損害者，對公司負賠償責任。

Article 47 : For the audit committee to timely discover any possible irregular conduct in the company, the Company shall establish a channel for the audit committee to communicate with the employees, shareholders, and stakeholders.

Upon discovering any irregular conduct, a supervisor shall take appropriate measures timely to curb the expansion of the irregular conduct, and file a report to the relevant regulatory authorities or agencies if necessary.

When an independent director or general manager, an officer of the finance, accounting, research and development, or internal audit department, or a CPA resigns or is removed from his/her position, the audit committee shall investigate the reasons.

In the event that a supervisor neglects his/her duties and therefore causes harm to the company, the supervisor shall be liable to the company.

第四十八條 審計委員會行使其職權時，基於公司及股東權益之整體考量，認有必要者，得以集會方式交換意見，但不得妨害各審計委員會之成員獨立行使職權。


Article 48 : When the audit committee exercising its power, the audit committee may, after taking into consideration the overall interest of the Company and shareholders, convene a meeting to exchange opinions when it is regarded necessary, but in so doing may not obstruct any audit committee members in exercising their duties.

第四十九條 本公司得依公司章程或股東會決議，於審計委員會任期內就其執行業務範圍依法應負之賠償責任為其購買責任保險，以降低並分散審計委員會因錯誤或疏忽行為而造成公司及股東重大損害之風險。

Article 49 : In accordance with the articles of incorporation or a resolution adopted at a shareholders meeting, the Company may take out liability insurance for The audit committee with respect to liabilities resulting from the exercise of duties during their terms, so as to reduce and spread the risk of material harm to the Company and shareholders arising from the wrongdoing or negligence of a supervisor.

第五十條 審計委員會宜於新任時或任期中持續參加「上市上櫃公司董事、審計委員會進修推行要點」所指定機構舉辦涵蓋公司治理主題相關之財務、業務、商務、會計或法律等進修課程。

Article 50 : Upon becoming the audit committee and throughout its terms, the audit committee is advised to participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Audit Committee of TWSE/GTSM Listed Companies covering subjects relating to corporate governance.

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第五章 尊重利害關係人權益

Chapter V Respecting Stakeholders' Rights

第五十一條 本公司應與往來銀行及其他債權人、員工、消費者、供應商、社區或公司之利益相關者，保持暢通之溝通管道，並尊重、維護其應有之合法權益。
公司發生管理階層收購時，應注意嗣後公司財務結構之健全性。
當利害關係人之合法權益受到侵害時，公司應秉誠信原則妥適處理。

Article 51 : The Company shall maintain channels of communication with its banks, other creditors, employees, consumers, suppliers, community, or other stakeholders, and shall respect and safeguard their legal rights.

When the Company is involved in a management buyout, it shall monitor the subsequent soundness of the Company's financial structure.

When any of a stakeholder's legal rights or interests is harmed, the Company shall handle the matter in a proper manner and in good faith.

第五十二條 對於往來銀行及其他債權人，應提供充足之資訊，以便其對公司之經營及財務狀況，作出判斷及進行決策。當其合法權益受到侵害時，公司應正面回應，並以勇於負責之態度，讓債權人有適當途徑獲得補償。


Article 52 : The Company shall provide sufficient information to banks and its other creditors to facilitate their evaluation of the operational and financial conditions of the Company and its decision-making process. When any of their legal rights or interest is harmed, the Company shall respond with a responsible attitude and assist creditors in obtaining compensation through proper means.

第五十三條 本公司應建立員工溝通管道，鼓勵員工與管理階層、董事直接進行溝通，適度反映員工對公司經營及財務狀況或涉及員工利益重大決策之意見。

Article 53 : The Company shall establish channels of communication with employees and encourage employees to communicate directly with the management, or directors so as to reflect employees' opinions about the management, financial conditions, and material decisions of the Company concerning employee welfare.

第五十四條 本公司在保持正常經營發展以及實現股東利益最大化之同時，應關注消費者權益、社區環保及公益等問題，並重視公司之社會責任。

Article 54 : In developing its normal business and maximizing the shareholders' interest, the Company shall pay attention to consumers' interests, environmental protection of the community, and public interest issues, and shall give serious regard to the Company's social responsibility.

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第六章 提升資訊透明度

Chapter VI Improving Information Transparency

第一節 強化資訊揭露

Section 1 Enhancing Information Disclosure

第五十五條 資訊公開係本公司之重要責任，公司應確實依照相關法令、證券交易所之規定，忠實履行其義務。

本公司應建立公開資訊之網路申報作業系統，指定專人負責公司資訊之蒐集及揭露工作，並建立發言人制度，以確保可能影響股東及利害關係人決策之資訊，能夠及時允當揭露。

Article 55 : Disclosure of information is a major responsibility of the Company. The Company shall perform its obligations faithfully in accordance with the relevant laws and the related TWSE rules.

The Company shall establish an Internet-based reporting system for public information, appoint personnel responsible for gathering and disclosing the information, and establish a spokesperson system so as to ensure the proper and timely disclosure of information about policies that might affect the decisions of shareholders and stakeholders.

第五十六條 為提高重大訊息公開之正確性及時效性，本公司應選派全盤瞭解公司各項財務、業務或能協調各部門提供相關資料，並能單獨代表公司對外發言者，擔任公司發言人及代理發言人。

本公司應設有一人以上之代理發言人，且任一代理發言人於發言人未能執行其發言職務時，應能單獨代理發言人對外發言，但應確認代理順序，以免發生混淆情形。

為落實發言人制度，本公司應要求管理階層與員工保守財務業務機密，不得擅自任意散布訊息。

遇有發言人或代理發言人異動時，應即辦理資訊公開。

Article 56 : In order to enhance the accuracy and timeliness of the material information disclosed, the Company shall appoint a spokesperson and acting spokesperson(s) who understand thoroughly the Company's financial and business conditions and who are capable of coordinating among departments for gathering relevant information and representing the Company in making statements independently.

The Company shall appoint one or more acting spokespersons who shall represent the Company, when the spokesperson cannot perform his/her duties, in making statements independently, provided that the order of authority is established to avoid any confusion.

In order to implement the spokesperson system, it shall require the management and employees



to maintain the confidentiality of financial and operational secrets and prohibit their disclosure of any such information at will.

The Company shall disclose the relevant information immediately whenever there is any change to the position of a spokesperson or acting spokesperson.

第五十七條 本公司宜運用網際網路之便捷性架設網站，建置公司財務業務相關資訊及公司治理資訊，以利股東及利害關係人等參考。

前項網站應有專人負責維護，所列資料應詳實正確並即時更新，以避免有誤導之虞。

Article 57 : In order to keep shareholders and stakeholders fully informed, the Company shall utilize the convenience of the Internet and set up a website containing the information regarding the Company's finances, operations, and corporate governance.

To avoid misleading information, the aforesaid website shall be maintained by specified personnel, and the recorded information shall be accurate, detailed and updated on a timely basis.

第五十八條 本公司召開法人說明會，應依證券交易所之規定辦理，並宜以錄音或錄影方式保存。法人說明會之財務、業務資訊應依證券交易所之規定輸入其指定之網際網路資訊申報系統，並適當管道提供查詢。


Article 58 : The Company shall hold an investor conference in compliance with the regulations of the TWSE, and shall keep an audio or video record of the meeting. The financial and business information disclosed in the investor conference shall be disclosed on the designated Internet information posting system and provided for inquiry through moderate channels, in accordance with the TWSE rules.

第三節 公司治理資訊揭露

Section 2 Disclosure of Information on Corporate Governance

第五十九條 公司應依相關法令及證券交易所規定，揭露下列年度內公司治理之相關資訊：

- 一、公司治理之架構及規則。
- 二、公司股權結構及股東權益。
- 三、董事會之結構及獨立性。
- 四、董事會及經理人之職責。
- 五、審計委員會之組成、職責及獨立性。
- 六、薪資報酬委員會之組成、職責及運作情形。
- 七、最近年度支付董事、總經理及副總經理之酬金、酬金總額占稅後純益比例之分析、酬金給付政策、標準與組合、訂定酬金之程序及與經營績效之關聯性。
- 八、董事之進修情形。

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九、利害關係人之權利及關係。

十、對於法令規範資訊公開事項之詳細辦理情形。

十一、公司治理之運作情形和公司本身訂定之「公司治理實務守則」之差距與原因。


十二、其他公司治理之相關資訊。

本公司宜視公司治理之實際執行情形，採適當方式揭露其改進公司治理之具體計畫及措施。

Article 59 : A TWSE/GTSM listed company shall disclose the following information regarding corporate governance in the fiscal year in accordance with laws and regulations and TWSE rules:

1. Corporate governance framework and rules.
2. Ownership structure and the rights and interests of shareholders.
3. Structure and independence of the board of directors.
4. Responsibility of the board of directors and managerial officers.
5. Composition, duties and independence of the audit committee.
6. Composition, duties and operation of the remuneration committee.
7. The remuneration paid to the directors, general manager and vice general manager in the most recent fiscal year, the analysis of the percentage of total remuneration to net profit after tax, the policy, standard and package of remuneration payment, the procedure for determination of remuneration and the connection with the operation performance.
8. The progress of training of directors.
9. The rights of and relationships between the stakeholders.
10. Details of the events subject to information disclosure required by law and regulations.
11. The enforcement of corporate governance, differences between the corporate governance principles implemented by the Company and these Principles, and the reason for the differences.
12. Other information regarding corporate governance.

The Company is advised, according to the actual performance of the corporate governance system, to disclose the plans and measures to improve its corporate governance system through appropriate mechanisms.

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第七章 附則

Chapter VII Supplementary Provisions

第六十條 本公司應隨時注意國內與國際公司治理制度之發展，據以檢討改進公司所建置之公司治理制度，以提昇公司治理成效。

Article 60 : The Company shall at all times monitor domestic and international developments in corporate governance as a basis for review and improvement of the Company's own corporate governance mechanisms, so as to enhance their effectiveness.

第六十一條 本公司之「公司治理實務守則」經董事會通過後實施，修正時亦同。
本守則通過於中華民國一〇六年十二月十五日。

Article 61 : The Company's Corporate Governance Best Practice Principles for Companies shall be implemented after being adopted by meetings of the board of directors.
This principle is adopted on 2017/12/15.