

董事及經理人商業道德行為準則
Code of Business Conduct and Ethics for the
Board of Directors and Managers

第一條 (本準則之訂定目的及依據) Objectives & Basis

為追求本公司整體之最大利益及致力於永續發展，並使公司之利害關係人瞭解本公司董事及經理人執行職務時應遵循之道德標準及行為規範，爰依據本公司公司治理準則第六條之規定，經董事會決議訂定本準則。

This Code is formulated and approved by the Board of Directors pursuant to Article 6 of the Company's Regulations on Corporate Governance in the greatest interest of the Company and for its sustained development, as well as to allow parties with interest in the company understand the ethical and behavioral standards for the Board of Directors and Managers.

第二條 (本準則適用範圍) Scope

本準則所稱經理人，係指本公司協理級(含)以上主管及財會部門主管。

Managers herein shall refer to all officers with the rank of Vice President and above, and Heads of the Finance and Accounting Departments.

第三條 (善良管理人之注意義務) Duty of Care

董事及經理人應遵守法令及本準則之規定，率先以身作則，推動實行本準則之規定，追求高度之道德行為標準。

Directors and Managers shall comply with the law and provisions of this Code and shall lead by example in promoting the implementation of this Code and pursuing the highest ethical and behavioral standards.

董事及經理人執行職務時應盡善良管理人之注意義務，並以追求本公司整體利益為目標，不得為特定人或團體之利益而損及本公司之權益，並應於執行職務時，公平對待所有股東。

Directors and Managers shall have a duty of care during the performance of their duties; furthermore they shall not harm the rights and interests of the company for the benefit of any specific individual or organization, but shall aim to pursue the Company's overall interest. All shareholders shall be treated equally during the exercise of their duties by the aforesaid.

第四條 (防止利益衝突) Prevention of Conflict of Interest

董事會所列議案如涉有董事本身利害關係致損及本公司利益之虞時，董事應自行迴避，不得加入表決，亦不得代理其他董事行使其表決權。

Where the motions/issues tabled in the Board of Directors' meetings are related to the interest of a Director which may pose a risk to the interest of the company, the said Director shall recuse himself from voting; furthermore he shall not represent other Directors in the exercise of their voting rights.

董事及經理人為自己或他人與公司買賣、借貸或其他法律行為前，應對公司揭露，並詳細說明該等相關事項。

Directors and Managers who enter into sale and purchase deals or loans or engage

in other legal actions for themselves or on behalf of others should reveal the relevant items and issues and provide explanations to the Board of Directors.

第五條 (競業禁止) Prohibition of Business Competition

董事若從事與本公司競業之行為，應依公司法規定事先向股東會報告並取得許可；經理人若從事與本公司競業之行為，則應依公司法規定事先向董事會報告並取得許可。

Directors engaging in businesses which are in competition with those of the Company shall give prior report to the Shareholders' Assembly and obtain approval in accordance with the provisions of the Company Law; Managers engaging in businesses which are in competition with those of the Company shall give prior report to the Board of Directors and obtain prior approval in accordance with the provisions of the Company Law.

第六條 (避免圖私利之機會) Prevention of Personal Benefits

董事及經理人因執行職務所知悉之與本公司業務有關之採購、供應、合作、策略聯盟或其他商業機會或可獲利之機會，應優先提供給本公司以維護本公司之利益，且不得藉此為本人或第三人圖私利。

Any information obtained by Directors and Managers during the execution of their duties in relation to procurement, supply, business cooperation, strategic alliance or other business opportunities or other opportunities of profits shall be provided to the company as a matter of priority so as to maintain the interests of the company; the same shall not be used for personal or third-party gains.

第七條 (公平交易) Fair Trading

董事及經理人應公平對待業務往來對象及員工，不得透過操控、隱匿、濫用其職務所獲悉之資訊、對重要事項做不實陳述或其他不公平之交易方式而獲取不當利益。

Directors and Managers should treat all counterparties and its workers fairly. They are prohibited from obtaining information through manipulation, non-disclosure and abuse of powers and from making false representations or from undertaking other unfair trading practice to obtain irregular benefits.

第八條 (內線交易) Insider Trading

董事及經理人就其職務上所獲悉之任何可能重大影響本公司證券交易價格之資訊，在未經公開資訊揭露之前，應依證券交易法規定嚴格保密，並不得利用該資訊從事內線交易。

Directors and Managers who in the course of work have access to information which may have a serious impact on the Company's share price, shall maintain strict confidentiality of the said information prior to its public disclosure in accordance with the Securities Trading Act; utilization of the said information for insider trading is strictly prohibited.

第九條 (保密責任) Duty of Confidentiality

董事及經理人就其職務上所知悉之事項或機密資訊，應謹慎管理，非經本公司揭露或因執行職務之必要而為提供者，不得洩漏予他人或為工作目的以外之使用；離職後亦同。

Directors and Managers who in the course of work have access to confidential information shall maintain the same. Save where the said confidential information has been publicly disclosed or provided on a need-to-know basis in the execution of work, they shall not disclose the said confidential information to anyone or use the same for any non work-related purposes. The duty of confidentiality shall continue to apply after the termination of the service of the Directors, Supervisors and Managers.

前項應保密之資訊，包括本公司之人員及客戶資料、發明、業務機密、技術資料、產品設計、製造專業知識、財務會計資料、智慧財產權等資訊，及其他所有可能被競爭對手利用，或洩漏之後對本公司或客戶有損害之未公開揭露資訊。

Information which should be kept confidential includes all staff and customer information, inventions, trade secrets, technical information, product designs, specialized manufacturing knowledge, financial and accounting information, intellectual property rights and other relevant undisclosed information which may be useful to competitors or which may cause harm to the Company or its customers upon the disclosure of the same.

第十條 (保護並適當使用公司資產) Protection and Appropriate Use of Company Assets

董事及經理人有責任保護公司資產，並確保其能有效合法使用於公司事務，避免影響公司之獲利能力。

Directors and Managers shall have the duty to protect the Company's assets and shall ensure the appropriate and lawful use of such assets in the Company's business to prevent affecting the profitability of the business.

第十一條 (遵循法令規章) Compliance with the Law

董事及經理人應遵循法令規章及公司之相關政策與規定。

Directors and Managers shall comply with the law and the relevant Company policies and rules.

第十二條 (政治捐獻與活動) Political Donations and Activities

董事及經理人應避免以任何方式影響本公司員工為政治捐獻、支持特定政黨或候選人、或參與其他政治活動。

Directors and Managers shall in every way avoid influencing company staff in respect of political donations, supporting specific political parties and/or candidates or their participation in other political activities.

第十三條 (內部宣導與鼓勵呈報非法或違反道德行為準則之行為) Internal Propagation and Encouraging Reporting on Illegal or Unethical Activities

本公司內部應加強宣導道德觀念，並鼓勵員工於發現有違反法令規章或本守則之行為時，得以具名檢舉方式呈報。公司並應盡全力保密及保護呈報者之身份，使其免於遭受威脅。

The company should strengthen internal propagation of work ethics and encourage employees to report any cases of violations and the person(s) involved. The identity of the reporter shall be protected and kept confidential by the company to prevent any possible threats.

第十四條 (違反本準則之處理) Violations

董事及經理人有違反本準則之情事，應呈報董事會決議。

Directors and Managers shall refer all violations to the Board of Directors.

第十五條 (豁免適用之程序) Procedures for Waiver

董事及經理人中如有正當理由，經董事會決議通過後，得豁免適用本準則之特定條文。

Directors and Managers may be exempted from being subjected to the regulations as stated herein, if they have valid reasons, subject to the approval by the Board.

第十六條 (施行及揭露方式) Implementation and Disclosure Methods

本準則經公司董事會決議通過後實施；修正時亦同。

The Code shall be implemented after the board of directors grants the approval. The same procedure shall be followed when the Code has been amended.