



道德行為細則

Guidelines for Ethical Conduct



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1.0 目的 Purpose

為了建立誠信經營之企業文化，避免員工利用職務之便，濫用被賦予的權力，謀取個人私利，特訂定本細則，以為同仁言行之規範。

Guidelines for ethical conduct ("the Guidelines") are adopted to assist KD Holding Corp. to foster a corporate culture of ethical management, preventing employees taking advantage of their positions in exchange for improper benefits.

2.0 範圍 Scope

本細則適用範圍涵蓋海內外所有子公司及其他具有實質控制能力之機構或法人等公司企業與組織(以下簡稱本公司)之全體員工。

These Guidelines are applicable to KD Holding Corp. employees, subsidiaries, and other institutions or juridical persons which are substantially controlled by KD Holding Corp. ("business group").

3.0 定義 Definition

3.1 廠商

包含供應商、協力廠商及其次包商等。

3.1 Vendor: Including suppliers, third parties and subcontractors.

3.2 親屬

員工及其配偶三親等內之親屬。

3.2 Family: Employee and their spouse and relatives within three degrees of consanguinity.

3.3 商業機密

包含本公司所用於執行任務之方法、技術、製程、程式、設計或其他可用於生產、銷售或經營之資訊。

3.3 Confidential information: Including all KD methods, techniques, processes, programs, or other information that can be used for production, sale or business operation.

3.4 智慧財產權

包含本公司所持有之專利權、商標權、著作權及商業機密等。

3.4 Intellectual property: Including all KD Holding Corp. patents, trademarks,



copyrights and trade secrets.

4.0 權責 Responsibility

4.1 人資單位

擬定誠信道德細則並受理檢舉作業。

4.1 Human Resource Department: Establish guidelines of ethical conduct and accept accusations.

5.0 作業內容 Operation Procedure

5.1 禁止收受賄賂和勒索

5.1 Prohibition of bribes offering and acceptance, and blackmailing

5.1.1 本公司員工不得為其個人、親屬或同事，直接或間接方式要求、期約或收受任何禮物、費用、報酬或其他不正當利益，做為其違背職務而作為或不作為之條件。

5.1.1 KD employees shall not take advantage of their positions or influence in the companies to directly or indirectly request, obtain or accept any gifts, fees, rewards or other improper benefits for themselves, their families or colleagues.

5.1.2 前項所指之間接方式，意即透過第三者代為執行。

5.1.2 The term “indirectly” stated in 5.1.1 refers to improper activities conducted through a third party.

5.2 防止利益衝突

5.2 Preventing conflicts of interest

本公司員工原則上可自由從事個人的理財投資及商業行為，但該自由行為應受以下之限制，以避免引起個人利益與公司整體利益之間的衝突，致影響本公司人員對公司的忠誠。

KD employees are allowed to conduct personal investments and other business activities under the limitation of following requirements, in order to avoid conflicts of interest between employee and KD, which may further affects the loyalty of such employee :

5.2.1 應避免從事公司業務活動而私人受益：

5.2.1 Avoid personal gain during business operations :

- 本公司員工於本公司與其親屬有任何業務往來時應迴避之，並



不得參與或經辦該業務。

- KD employees shall not participate in business operations if business relationship appears between KD and their family.
- 不得直接或間接方式利用執行業務的機會，從中收受利益或期約收受利益。
- KD employees shall not directly or indirectly accept any improper benefits when conducting business operation.

5.2.2 應避免兼職或與公司競爭：

5.2.2 Avoid part-time job and/or competing with KD：

- 本公司員工在職期間不得接受其他公司的聘用。
- KD employees shall not accept other company's employment during tenure.
- 不得受雇於任何同業、客戶、廠商、其他競爭對手或競爭對手之廠商，擔任顧問、兼職或承包業務或以其他方式與公司之競爭對手發生直接或間接的牽連。
- Direct or indirect relationship with competitors shall be avoid, including part-time/full-time employment and contractor of companies in the same business, KD's clients or vendors, KD's competitors and its supplier.
- 不應影響本公司之客戶或廠商致使公司權益受損。
- Effects on KD clients and/or vendors lead to disadvantage of KD shall not occur.

5.2.3 親屬任職於相關產業之處理方式：

5.2.3 The measures of relatives' employment of related industries：

- 若本公司員工之親屬任職於相關產業，本公司員工不得洩漏公司機密資訊給其親屬及其所任職之產業並應避免利益衝突，以免對本公司造成不利影響。
- To avoid disadvantaging KD and conflicting with interests of KD, KD employees shall not sharing confidential information with their relatives who is employed by a company in the related industries, and their companies as well.
- 本公司員工之親屬，如與本公司有直接業務往來時，該員工應



主動於事先以書面向人資單位報備。

- KD employees shall proactively submit to Human Resource Department in written form if his/her relatives hold a business relationship with KD.

5.2.4 本公司員工若擔任相關產業公司之董事、監察人或顧問之職務，應事先向本公司總管理處報准。

5.2.4 KD employees shall submit to Executive Management Office in advance if he/she is a director of the board, supervisor or consultant of a company in the related industries, excluding those of KD affiliates.

5.3 保護商業機密與智慧財產權

5.3 Protection of business confidentiality and intellectual property rights

5.3.1 本公司員工執行工作時，應確保所經手各種形式之文書、資料內容正確並予以保存完整。

5.3.1 All types of documents and information shall not be altered or modified by KD employees.

5.3.2 本公司員工就其職務上所知悉之事項或應保密之資訊，應謹慎處理，非經本公司自行揭露或因執行工作之必要而需揭露者外，不得洩露予本公司內外人員，或為任何超出工作目的以外之使用，甚至以此牟利。

上述責任與義務於員工離職後仍繼續適用。

5.3.2 KD employees shall not discuss their work with non-KD employees and leak confidential information which has not been revealed by KD to others.

The article above is still valid after resigning or retiring.

5.3.3 除已公開發表外，本公司員工不得以任何方式對外揭露本公司之商業機密或專有資料。在本公司內部公開或揭露前亦需取得適當之授權或核准，如經授權對外揭露，應於揭露前與對方簽署保密契約。

5.3.3 Before KD patent or confidential information is revealed, KD employees shall not disclose it in any ways, including disclosing it in KD.

The disclosure in KD should be authorized or assigned, and the disclosure out of KD should be done after subscribing the



contract of confidentiality.

5.4 公平地與廠商往來

5.4 Fair trade with vendors

5.4.1 選擇廠商

5.4.1 Vendor selection

- 選擇廠商須依公平、公正之程序於符合技術規格、品質、時程及商務條件的要求下，挑選具價格競爭力的優良廠商，避免基於個人之好惡或其他與本公司利益無關之要素，獨厚特定廠商。
- Vendors shall be fairly selected based on the technical specification, quality, duration and business requirements with the most competitive price. KD employees shall not choose vendors with preference and ignore KD's interests.
- 參與各項審標或選擇廠商之人員，亦應避免行使任何可能被視為影響公平決定之行為。
- Employees participating in vendor selection shall avoid doing any activity that might be seen as the cause for vendor selection result.
- 參與各項審標或選擇廠商之人員，不得洩漏也必須防止相關人員洩漏任何發包或投標的訊息給任何無關之第三人。
- Employees participating in vendor selection shall not provide any information relating to the contract or proposal to irrelevant third parties.
- 為達成採購最佳價格、適宜品質、適時交貨之目標，得協助廠商依本公司規範，展現其產品或服務之品質與規格。
- KD's goals in procurement are "Best price, suitable quality, and prompt delivery". KD employees should assist our vendors to accomplish the quality and quantity of their products or services.

5.4.2 與廠商往來

5.4.2 Dealing with vendors

- 本公司員工應以積極、公正、客氣之態度對待所有廠商。
- KD employees should treat all vendors in positivity, fairness, and politeness.



- 本公司員工不得洩漏職務上的機密訊息予廠商。
- KD employees shall not disclose confidential information to vendors.
- 本公司員工應避免與廠商有與業務無關之接觸。
- KD employees should avoid contacting vendors due to non-business-related affairs.

5.5 不道德行為判斷步驟

5.5 Steps to determine the ethicalness of behavior

5.5.1 行動步驟

5.5.1 Ethical Decision Making

當本公司員工於自身有違反道德行為之疑慮，或發現公司內部有任何人有疑似不道德行為時，應採取以下步驟：

When KD employees have concerns about their own acts, or find anyone has suspected unethical behavior within KD, employees should take the following steps :

- 參考本細則 5.5.2 所列之問題評估該行為對本公司、個人自身及他人是否造成任何不良影響。
- Assess that if there is any adverse effect to KD, other people, and yourself, due to the behaviors, according to the section 5.5.2 in Guideline.
- 在評估後於採行的行動方案前，並應注意下列原則：
- Taking action after assessing the above statement ,and should be noted the following principles :
 - 該行動方案應符合法令規定。
 - The action plan shall comply with laws and regulations.
 - 該行動方案應符合本公司政策。
 - The action plan shall meet KD's policies.
 - 如本公司內部有任何單位可供諮詢時，在採行行動方案前可洽詢各該單位提供意見。
 - KD's employees may consult ethic-responsible



department before deciding to take the action.

5.5.2 不道德行為自我評估參考問項

5.5.2 Questions to consider)

當本公司員工如遭遇本細則規定以外之事項，且有疑似不道德的行為時，建議先自我考量以下問題，以幫助個人做出正確的決策：

When KD employees are faced with a situation not stated in this Guideline, the following questions may help them decide the right course of action:

- 個人是否對此行為感到不妥？
- Am I personally uncomfortable about the course of action?
- 是否不願意或羞於告訴我的家人、朋友或同事？
- Would I be unwilling or embarrassed to tell my family, friends, or coworkers?
- 個人行為是否危及某人的生命、健康、安全或信譽？
- Could someone's life, health, safety, or reputation be endangered by my action?
- 若此行為登上報章雜誌是否有損本公司的信譽？
- Would such action damage KD's reputation if it appears on the news?
- 當從事此行為後，是否會感到後悔？
- Would I be regret of such action?

5.6 違反本細則之舉報與懲戒方式

5.6 Reporting and disciplinary procedures for violation

5.6.1 違反本細則之懲戒方式

5.6.1 Disciplinary system

- 本公司員工應了解自身應遵循之規定及應盡之義務，若發現員工違反本細則之相關規定，將送總管理處進行審議，並依「員工獎懲辦法」給予相對應之懲處。嚴重的情況下，可能將立即解除違反者之勞動合約。



- KD employees shall acknowledge the rules and their obligations. Employee violates the Codes of Ethical Conduct shall be reviewed by the Rewards and Punishment Committee, and penalized according to “KD Employees Reward and Punishment Regulations”. Employees who are in significant violation of this Conduct may be subject to disciplinary action up to and including termination of the labor contract.
- 若本公司人員有違反本細則之規範內容時，除依本公司內部獎懲規定處理外，本公司並可視情形採取相關民事或刑事之追訴。
- Apart from being penalized according to the KD internal rewards and punishment related policies, KD may conduct civil or criminal lawsuit based on the severity of violation.

5.6.2 違反本細則之舉報方式

5.6.2 Reporting system

- 本公司員工發現本公司內部有違反本細則之規定，或其他前述之不道德行為時，應依據本公司「檢舉作業管理辦法」進行具名或匿名舉報。
- KD employees who discover any violation of this Conduct or other unethical activities shall report under their real name or anonymously according to “Accusation Management Regulations”.
- 舉報內容應盡量以人、事、時、地、物方式，清楚描述發現之行為，如有相關實證可一併提出作為佐證，以幫助公司權責單位後續調查與處理。本公司提供的舉報方式為上網舉報 (<https://www.reportnow.com.tw/ctci>) 或寄送電子郵件舉報 (ctci@reportnow.com.tw)。
- Reporter shall provide specific descriptions and relevant evidences on the concerned person, matter, time, place and object for further investigation. Reporting channels including: Online reporting (<https://www.reportnow.com.tw/ctci>) and email (ctci@reportnow.com.tw).
- 本公司委由第三方公正單位代為受理舉報資訊，以確保舉報者提出事證被如實轉達。本公司承諾將對舉報者身分資訊進行保密，確保其不會遭到報復，並且不會受到不公平的對待。
- The reporting channel stated above is run by an independent third-party service provider to ensure the unethical activities being reported is conveyed truthfully. KD promise to keep the



confidentiality of reporters' identity, protecting reporters from inappropriate disciplinary actions due to their whistle-blowing.

- 若舉報對象、內容描述不清或無明確事證，本公司可能將不予調查或處理。若為沒有實證的惡意控訴，本公司對於舉報人將給予相對應的懲罰。
- KD may not conduct investigation or further action if reporters could not provide descriptions and relevant evidences on the concerned person involved. Such reporters may be penalized for malicious complaints.

6.0 參考文件 Reference Document

KCP-174 員工獎懲辦法

KCP-174 KD Employees Reward and Punishment Regulations

KCP-173 檢舉作業管理辦法

KCP-173 Accusation Management Regulations