

TaiGen Biopharmaceuticals Holdings Limited
太景醫藥研發控股股份有限公司
Procedures for Ethical Management and Guidelines for Conduct
誠信經營作業程序及行為指南

Article 1 Purpose

The Company engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter, "Procedures and Guidelines") were adopted pursuant to the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and the relevant laws and regulations of the territory where the Company and the other group companies are incorporated and operating with a view to providing all personnel of the Company with clear directions for the performance of their duties.

第一條 目的

本公司基於公平、誠實、守信、透明原則從事商業活動，為落實誠信經營政策，並積極防範不誠信行為，依「上市上櫃公司誠信經營守則」及本公司及集團企業與組織之營運所在地相關法令，訂定本作業程序及行為指南，具體規範本公司人員於執行業務時應注意之事項。

Article 2 Scope of application

The scope of application of these Procedures and Guidelines includes the subsidiaries of this Company, and such other group enterprises and organizations as the institutions or juristic persons substantially controlled by this Company.

第二條 適用範圍

本作業程序及行為指南適用範圍及於本公司之子公司及其它具有實質控制能力之機構或法人等集團企業與組織。

Article 3 Applicable subjects

For the purposes of these Procedures and Guidelines, the term "Personnel of the Company" refers to any director, supervisor, managerial officer, employee, mandatary or person having substantial control, of the Company or its group enterprises and organizations.

Any improper benefits in whatever form or name by any Personnel of the Company through a third party will be presumed to be an act by the Personnel of the Company.

第三條 適用對象

本作業程序及行為指南所稱本公司人員，係指本公司及集團企業與組織之董事、監察人、經理人、受僱人、受任人及具有實質控制能力之人。

本公司人員藉由第三人提供、承諾、要求或收受任何不正當利益，推定為本公司人員所為。

Article 4 Unethical conduct

For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of the Company, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.

The counterparties of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staff, and government-owned or privately-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

第四條 不誠信行為

本作業程序及行為指南所稱不誠信行為，係指本公司人員於執行業務過程，為獲得或維持利益，直接或間接提供、收受、承諾或要求任何不正當利益，或從事其他違反誠信、不法或違背受託義務之行為。

前項行為之對象，包括公職人員、參政候選人、政黨或黨職人員，以及任何公、民營企業或機構及其董事(理事)、監察人(監事)、經理人、受僱人、具有實質控制能力者或其他利害關係人。

Article 5 Types of benefits

For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.

第五條 利益態樣

本作業程序及行為指南所稱利益，係指任何形式或名義之金錢、餽贈、禮物、佣金、職位、服務、優待、回扣、疏通費、款待、應酬及其他有價值之事物。

Article 6 Responsible unit

The Company designates the Department of Internal Audit that is under the board of

directors to be responsible for amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation.

The designated unit shall be in charge of the following matters, and shall report to the board of directors on a regular basis:

1. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.
6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

第六條 專責單位

本公司指定內部稽核單位為專責單位，隸屬於董事會，辦理本作業程序及行為指南之修訂、執行、解釋、諮詢服務暨通報建檔等相關作業及監督執行，主要職掌下列事項，並應定期向董事會報告：

- 一、協助將誠信與道德價值融入公司經營策略，並配合法令制度訂定確保誠信經營之相關防弊措施。
- 二、訂定防範不誠信行為方案，並於各方案內訂定工作業務相關標準作業程序及行為指南。
- 三、規劃內部組織、編制與職掌，對營業範圍內較高不誠信行為風險之營業活動，安置相互監督制衡機制。
- 四、誠信政策宣導訓練之推動及協調。
- 五、規劃檢舉制度，確保執行之有效性。
- 六、協助董事會及管理階層查核及評估落實誠信經營所建立之防範措施是否有效運作，並定期就相關業務流程進行評估遵循情形，作成報告。

Article 7 Prohibition against providing or accepting improper benefits

Except under one of the following circumstances, when providing, accepting, promising, or requesting, any benefits defined in Article 5 directly or indirectly, the Personnel of the Company shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and these Procedures and Guidelines, and the relevant procedures shall have been carried out:

1. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
2. Ordinary social activities that the Personnel attend or others are invited to attend, which are held in line with accepted social custom, commercial purposes, or developing relationships.
3. commercial activities or factory visits, where customers or the Personnel are invited, in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
4. Attendance at folk festivals that are open to and invite the attendance of the general public.
5. Rewards, emergency assistance, condolence payments, or honorariums from the management.
6. Other conduct that complies with the social customs or rules of this Company

第七條 禁止提供或收受不正當利益

本公司人員直接或間接提供、收受、承諾或要求第五條所規定之利益時，除有下列各款情形外，應符合「上市上櫃公司誠信經營守則」及本作業程序及行為指南之規定，並依相關程序辦理後，始得為之：

- 一、基於商務需要，於國內(外)訪問、接待外賓、推動業務及溝通協調時，依當地禮貌、慣例或習俗所為者。
- 二、基於正常社交禮俗、商業目的或促進關係參加或邀請他人舉辦之正常社交活動。
- 三、因業務需要而邀請客戶或受邀參加特定之商務活動、工廠參觀等，且已明訂前開活動之費用負擔方式、參加人數、住宿等級及期間等。
- 四、參與公開舉辦且邀請一般民眾參加之民俗節慶活動。
- 五、主管之獎勵、救助、慰問或慰勞等。
- 六、為社會禮儀習俗或其他符合公司規定者。

Article 8 Procedures for handling the acceptance of improper benefits

Except under any of the circumstances set forth in the preceding article, when any Personnel of the Company are provided with or are promised, either directly or indirectly, any benefits defined in Article 5 by a third party, the matter shall be handled in accordance with the following procedures:

1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of the Company's Personnel, the Personnel shall report to their immediate supervisor within 3 days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.
2. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of the Company's Personnel, the Personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the responsible unit for handling.

A relationship of interest between the party providing or offering the benefit and the official duties of the Company's Personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:

1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
3. Other circumstances in which a decision regarding the Company's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

The responsible unit of the Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported and approved by the Chairperson.

第八條 收受不正當利益之處理程序

本公司人員遇有他人直接或間接提供或承諾給予第五條所規定之利益時，除有前條各款所訂情形外，應依下列程序辦理：

- 一、 提供或承諾之人與其無職務上利害關係者，應於收受之日起三日內，陳報其直屬主管，必要時並知會專責單位。
- 二、 提供或承諾之人與其職務有利害關係者，應予退還或拒絕，並陳報其直屬主管及知會專責單位；無法退還時，應於收受之日起三日內，交專責單位處理。

前項所稱與其職務有利害關係，係指具有下列情形之一者：

- 一、 具有商業往來、指揮監督或費用補(獎)助等關係者。
 - 二、 正在尋求、進行或已訂立承攬、買賣或其他契約關係者。
 - 三、 其他因本公司業務之決定、執行或不執行，將遭受有利或不利影響者。
- 專責單位應視第一項利益之性質及價值，提出退還、付費收受、歸公、轉贈慈善機構或其他適當建議，陳報董事長核准後執行。

Article 9 Prohibition of and handling procedure for facilitating payments

The Company shall neither provide nor promise any facilitating payment.

If any personnel of the Company provides or promises a facilitating payment under threat or intimidation, he or she shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.

Upon receipt of the report under the preceding paragraph, the responsible unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

第九條 禁止疏通費及處理程序

本公司不得提供或承諾任何疏通費。

本公司人員如因受威脅或恐嚇而提供或承諾疏通費者，應記錄過程陳報直屬主管，並通知專責單位。

專責單位接獲前項通知後應立即處理，並檢討相關情事，以降低再次發生之風險。如發現涉有不法情事，並應立即通報司法單位。

Article 10 Procedures for handling political contributions

The Company shall neither donations political contributions.

第十條 政治獻金之處理程序

本公司不得捐贈政治獻金。

Article 11 Procedures for handling charitable donations or sponsorships

Charitable donations or sponsorships by the Company shall be provided in accordance with the division of responsibilities of the Company and following provisions:

1. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where this Company is doing business.
2. A written record of the decision making process shall be kept.
3. A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery.

4. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of this Company's commercial dealings or a party with which any Personnel of this Company has a relationship of interest.
5. After a charitable donation or sponsorship has been given, it shall be obtain a lawful receipt.

第十一條 慈善捐贈或贊助之處理程序

本公司提供慈善捐贈或贊助，應依據本公司董事會暨經理部門權責劃分表等相關規定及下列事項辦理：

- 一、應符合營運所在地法令之規定。
- 二、決策應做成書面紀錄。
- 三、慈善捐贈之對象應為慈善機構，不得為變相行賄。
- 四、因贊助所能獲得的回饋明確與合理，不得為本公司商業往來之對象或與本公司人員有利益相關之人。
- 五、慈善捐贈或贊助後，應取得合法之收據。

Article 12 Recusal

When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, managers, and other stakeholders attending or present at board meetings of the Company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the Company, the concerned person may not participate in the discussion and voting on that proposal and shall recuse himself or herself from the discussion and the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.

If in the course of conducting the Company's business, any Personnel of this Company discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.

No Personnel of this Company may use the Company's resources on commercial activities other than those of this Company, nor may any Personnel's job performance be affected by his or her involvement in the commercial activities other than those of this Company.

第十二條 利益迴避

本公司董事、經理人及其他出席或列席董事會之利害關係人對董事會所列議案，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迴避，並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。本公司人員於執行公司業務時，發現與其自身或其所代表之法人有利害衝突之情形，或可能使其自身、配偶、父母、子女或與其有利害關係人獲得不正當利益之情形，應將相關情事同時陳報直屬主管及專責單位，直屬主管應提供適當指導。本公司人員不得將公司資源使用於公司以外之商業活動，且不得因參與公司以外之商業活動而影響其工作表現。

Article 13 Confidentiality regime and responsibilities

The Company shall set up a special unit in charge of formulating and implementing procedures for managing, preserving, and maintaining the confidentiality of this Company's intellectual properties such as business secrets, trademarks, patents and copyrights, and it shall also conduct periodical reviews on the results of implementation to ensure the sustained effectiveness of the confidentiality procedures. All Personnel of this Company shall faithfully follow the procedures relating to the intellectual properties of this Company described in the preceding paragraph, and may not disclose to any other party any business secrets, trademarks, patents, copyrights and related intellectual properties of this Company of which they have learned, nor may they inquire about or collect any trade secrets, trademarks, patents, copyrights and related intellectual properties of this Company unrelated to their individual duties.

第十三條 保密機制之組織與責任

本公司應設置處理專責單位，負責制定與執行公司之營業秘密、商標、專利、著作等智慧財產之管理、保存及保密作業程序，並應定期檢討實施結果，俾確保其作業程序之持續有效。

本公司人員應確實遵守前項智慧財產之相關作業規定，不得洩露所知悉之公司營業秘密、商標、專利、著作等智慧財產予他人，且不得探詢或蒐集非職務相關之公司營業秘密、商標、專利、著作等智慧財產。

Article 14 Prohibition against disclosure of confidential information

The Company shall conduct business activities in accordance with the Fair Trade Law and the relevant competition regulations, and shall not fix pricing, rig bidding, limit production and quotas, or allocate customers, suppliers, operational areas or commercial type to share or divide markets.

第十四條 禁止洩露商業機密

本公司從事營業活動，應依公平交易法及相關競爭法規，不得固定價格、操縱投標、限制產量與配額，或以分配顧客、供應商、營運區域或商業種類等方式，分享或分割市場。

Article 15 Prohibition against insider trading

The company should collect and understand relevant laws and international norms which the company's products and services should follow, and summarize and announce the precautions to let the Company's staff ensure information transparency and security of products and services in the development, procurement, manufacturing, supply or sales process of products and services.

The Company shall develop and disclose on its website the protection policy for the consumers or other interested party to prevent the products or services from directly or indirectly harming the interests, health and safety of consumers or other interested parties.

When reported by the media or the fact figuring out the goods, services of company may cause the risk of damaging the safety and health of consumers or other interested party. The Company shall immediately recall the products or services in the deadline of company procedure and regulations, and investigate the facts and propose improvement plan.

The responsible unit should report the preceding paragraph, the handling action and improvement plan to the board.

第十五條 禁止內線交易

本公司對於所提供之產品與服務所應遵循之相關法規與國際準則，應進行蒐集與瞭解，並彙總應注意之事項予以公告，促使本公司人員於產品與服務之研發、採購、製造、提供或銷售過程，確保產品及服務之資訊透明性及安全性。

本公司制定並於公司網站公開對消費者或其他利害關係人權益保護政策，以防止產品或服務直接或間接損害消費者或其他利害關係人之權益、健康與安全。

經媒體報導或有事實足認本公司商品、服務有危害消費者或其他利害關係人安全與健康之虞時，本公司應即於公司及法令規定天數內回收該批產品或停止其服務，並調查事實是否屬實，及提出檢討改善計畫。

本公司專責單位應將前項情事、其處理方式及後續檢討改善措施，向董事會報告。

Article 16 Non-disclosure agreement

This Company's personnel shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they

have learned to engage in insider trading. Personnel are also prohibited from divulging the undisclosed information to any other party in order to prevent another party from using such information to engage in insider trading.

第十六條 保密協定

本公司人員應遵守證券交易法之規定，不得利用所知悉之未公開資訊從事內線交易，亦不得洩露予他人，以防止他人利用該未公開資訊從事內線交易。

Article 17 Announcement of policy of ethical management to outside parties

The Company shall disclose its policy of ethical management in its internal rules, on the company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

第十七條 對外宣示誠信經營政策

本公司應於內部規章、公司網站或其他文宣上揭露誠信經營政策，並適時於產品發表會等對外活動上宣示，使供應商、客戶或其他業務相關機構與人員均能清楚瞭解本公司誠信經營理念與規範。

Article 18 Ethical management evaluation prior to development of commercial relationships

Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, this Company shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.

When this Company carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counterparty with which it will have commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:

1. The enterprise's nationality, location of business operations, organizational structure, management policy, and place where it will make payment.
2. Whether the enterprise has adopted an ethical management policy, and the status of its implementation.
3. Whether enterprise's business operations are located in a country with a high risk of corruption.

4. Whether the business operated by the enterprise is in an industry with a high risk of bribery.
5. The long-term business condition and degree of goodwill of the enterprise.
6. Consultation with the enterprise's business partners on their opinion of the enterprise.
7. Whether the enterprise has a record of unethical conduct such as bribery or illegal political contributions.

第十八條 建立商業關係前之誠信經營評估

本公司與他人建立商業關係前，應先行評估代理商、供應商、客戶或其他商業往來對象之合法性、誠信經營政策，以及是否曾涉有不誠信行為之紀錄，以確保其商業經營方式公平、透明且不會要求、提供或收受賄賂。

本公司進行前項評估時，可採行適當程序，就下列事項檢視其商業往來對象，以瞭解其誠信經營之狀況：

- 一、該企業之國別、營運所在地、組織結構、經營政策及付款地點。
- 二、該企業是否訂定誠信經營政策及其執行情形。
- 三、該企業營運所在地是否屬於貪腐高風險之國家。
- 四、該企業所營業務是否屬賄賂高風險之行業。
- 五、該企業長期經營狀況及商譽。
- 六、諮詢其企業夥伴對該企業之意見。
- 七、該企業是否曾涉有賄賂或非法政治獻金等不誠信行為之紀錄。

Article 19 Statement of ethical management policy to counterparties in commercial dealings

Any personnel of this Company, when engaging in commercial activities, shall make a statement to the trading counterparty about this Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name.

第十九條 與商業對象說明誠信經營政策

本公司人員於從事商業行為過程中，應向交易對象說明公司之誠信經營政策與相關規定，並明確拒絕直接或間接提供、承諾、要求或收受任何形式或名義之不正當利益。

Article 20 Avoidance of commercial dealings with unethical operators

All Personnel of this Company shall avoid business transactions with a suspected unethical agent, supplier, customer, or other counterparty in commercial interactions. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and

blacklist it for any further business interaction in order to effectively implement this Company's ethical management policy.

第二十條 避免與不誠信經營者交易

本公司人員應避免與涉有不誠信行為之代理商、供應商、客戶或其他商業往來對象從事商業交易，經發現業務往來或合作對象有不誠信行為者，應立即停止與其商業往來，並將其列為拒絕往來對象，以落實公司之誠信經營政策。

Article 21 Stipulation of terms of ethical management in contracts

Before entering into a contract with another party, this Company shall gain a thorough knowledge of the status of the other party's ethical management, and shall make observance of this Company ethical policy part of the terms and conditions of the contract, stipulating at the least the following matters:

1. When a party to the contract becomes aware that any personnel has violated the terms and conditions pertaining to prohibition of accepting commissions, rebates, or other improper benefits, the party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other improper benefit that was provided, promised, requested, or accepted. The party shall also provide the other party with pertinent evidence and cooperate fully with the investigation by the other party. If there has been resultant damage to either party, the party may claim damages from the other party by the contract terms, and may also deduct the full amount of the damages from the contract price payable.
2. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.
3. Specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.

第二十一條 契約明訂誠信經營

本公司與他人簽訂契約時，應充分瞭解對方之誠信經營狀況，並將遵守本公司誠信經營政策納入契約條款，於契約中至少應明訂下列事項：

- 一、任何一方知悉有人員違反禁止收受佣金、回扣或其他不正當利益之契約條款時，應立即據實將此等人員之身分、提供、承諾、要求或收受之方式、金額或其他不正當利益告知他方，並提供相關證據且配合他方調查。一方如因此而受有損害時，得依契約約定請求損害賠償，並得自應給付之契約價款中如數扣除。

- 二、 任何一方於商業活動如涉有不誠信行為之情事，他方得隨時無條件終止或解除契約。
- 三、 訂定明確且合理之付款內容，包括付款地點、方式、需符合之相關稅務法規等。

Article 22 Handling of unethical conduct by personnel of this Company

This Company encourages internal and external personnel to report unethical or improper conduct, and based on their report status, the company will award bonuses according to the Company's internal rules. If the internal personnel report with false or malicious allegations, they should be punished or dismissed upon the case status.

There shall be in place an independent mailbox or hotline on the Company's website and internal website either internally established and publicly announced or provided by an independent external institution to allow company insiders and outsiders to submit reports. Whistle-blowers should provide at least the following information:

1. The whistle-blowers' name, identity card number, and the address, telephone number and email that can be used to reach the whistle-blower.
2. The name of the suspect or any other information sufficient to identify the suspect.
3. The investigable and specific evidence.

This Company shall keep the whistle-blower's identity and report contents confidential in written statement and commit to protect the whistle-blowers from the improper treatment due to the reporting.

The responsible unit of the company shall handle according to the following procedures:

1. Any tip involving an employee shall be reported to the head of his or her department. Any tip involving a director or senior manager shall be reported to the independent directors.
2. The responsible unit and the informed personnel shall find out the truth immediately and if necessary, ask for the assistance of the legal or related department.
3. If it is verified that there is indeed a violation of applicable laws and regulations or this Company's policy and procedures of ethical management, this Company shall immediately require the violator to cease the conduct and shall impose an appropriate discipline. When necessary, this Company will institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.

4. The acceptance of the case, investigation process and findings should be kept in a form of hardcopy or softcopy for five years. Before the retention period expires, if there is any lawsuit concerning the reporting, the relevant information should be kept until the end of lawsuit.
5. With respect to the unethical conduct that has occurred, this Company shall demand the relevant units to review relevant internal control systems and procedures and propose corrective measures to prevent a recurrence of the same unethical conduct.
6. The responsible unit should report violations, actions and improvement measures to the board of directors.

第二十二條 公司人員涉不誠信行為之處理

本公司鼓勵內部及外部人員檢舉不誠信行為或不當行為，依其檢舉情事之情節輕重，依據公司規定酌發獎金，內部人員如有虛報或惡意指控之情事，應予以紀律處分，情節重大者應予以革職。

本公司於公司網站及內部網站建立並公告內部獨立檢舉信箱、專線或委託其他外部獨立機構提供檢舉信箱、專線，供本公司內部及外部人員使用。檢舉人應至少提供下列資訊：

- 一、 檢舉人之姓名、身分證號碼及可聯絡到檢舉人之地址、電話、電子信箱。
- 二、 被檢舉人之姓名或其他足資識別被檢舉人身分特徵之資料。
- 三、 可供調查之具體事證。

本公司處理檢舉情事之相關人員應以書面聲明對於檢舉人身分及檢舉內容予以保密，本公司並承諾保護檢舉人不因檢舉情事而遭不當處置。

並由本公司專責單位依下列程序處理：

- 一、 檢舉情事涉及一般員工者應呈報至部門主管，檢舉情事涉及董事或高階主管，應呈報至獨立董事。
- 二、 本公司專責單位及前款受呈報之主管或人員應即刻查明相關事實，必要時由法規遵循或其他相關部門提供協助。
- 三、 如經證實被檢舉人確有違反相關法令或本公司誠信經營政策與規定者，應立即要求被檢舉人停止相關行為，並為適當之處置，且必要時透過法律程序請求損害賠償，以維護公司之名譽及權益。
- 四、 檢舉受理、調查過程、調查結果均應留存書面文件，並保存五年，其保存得以電子方式為之。保存期限未屆滿前，發生與檢舉內容相關之訴訟時，相關資料應續予保存至訴訟終結止。
- 五、 對於檢舉情事經查證屬實，應責成本公司相關單位檢討相關內部控制制度及作業程序，並提出改善措施，以杜絕相同行為再次發生。
- 六、 本公司專責單位應將檢舉情事、其處理方式及後續檢討改善措施，向董事會報告。

Article 23 Actions upon event of unethical conduct by others towards this Company

If any Personnel of this Company discovers that any person has engaged in unethical conduct towards this Company, and such unethical conduct involves illegal practice, this Company shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved, this Company shall additionally notify the governmental anti-corruption agency.

第二十三條 他人對公司從事不誠信行為之處理

本公司人員遇有他人對公司從事不誠信行為，其行為如涉有不法情事，公司應將相關事實通知司法、檢察機關；如涉有公務機關或公務人員者，並應通知政府廉政機關。

Article 24 Establishment of a system for rewards, penalties, and complaints, and related disciplinary measures

The responsible unit shall annually arrange the chairman, president or senior management to communicate the importance of corporate ethics to its directors, employees, and agents.

This Company shall incorporate ethical management into the employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.

If any Personnel of this Company seriously violates ethical conduct, this Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the policy and procedures of this Company.

This Company shall disclose on its intranet the information of the name and title of the violator, the date and details of the violation, and the actions taken in response.

第二十四條 建立獎懲、申訴制度及紀律處分

本公司專責單位應每年舉辦一次內部宣導，安排董事長、總經理或高階管理階層向董事、受僱人及受任人傳達誠信之重要性。

本公司應將誠信經營納入員工績效考核與人力資源政策中，設立明確有效之獎懲及申訴制度。

本公司對於本公司人員違反誠信行為情節重大者，應依相關法令或依本公司相關規定予以解任或解雇。

本公司應於內部網站揭露違反誠信行為之人員職稱、姓名、違反日期、違反內容及處理情形等資訊。

Article 25 Enforcement

These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors, and shall be delivered to the Audit Committee and reported to the shareholders meeting.

When this procedure and guideline is submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.

第二十五條 施行

本作業程序及行為指南經董事會決議通過後施行；並送審計委員會及提報股東會；修正時亦同。

本作業程序及行為指南提報董事會討論時，應充分考量各獨立董事之意見，並將其反對或保留之意見，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。