

PROCEDURES FOR ACQUISITION OR DISPOSAL OF ASSETS

第一條 目的

Purpose

為加強本公司資產管理、保障投資及落實資訊公開之目的，特訂定本取得或處分資產處理程序。本程序係依『公開發行公司取得或處分資產處理準則』訂定，如有未盡事宜，另依相關法令之規定辦理。

To establish these procedures for the purpose of strengthening the company's assets management, protecting the investment and implement the information disclosure. These Procedures are adopted pursuant to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies. Related to laws or regulations shall be referred to if these procedures have any unclear matters.

第二條 資產範圍

Scope of the Assets

一、 有價證券

包括股票、公債、公司債、金融債券、表彰基金之有價證券、存

託憑證、認購(售)權證、受益證券及資產基礎證券等投資。

二、 不動產及其他固定資產。不動產(含土地、房屋及建築、投資性不

動產、土地使用權、營建業之存貨)及設備

三、會員證。

四、專利權、著作權、商標權、特許權等無形資產。

五、金融機構之債權（含應收款項、買匯貼現及放款、催收款項）。

六、衍生性商品。

七、依法律合併、分割、收購或股份受讓而取得或處分之資產。

八、其他重要資產。

1. Investments in shares, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
2. Real property and other fixed assets. (including land, houses and buildings, investment property, rights to use land, and construction enterprise inventory) and equipment
3. Memberships.
4. Including patents, copyrights, trademarks, franchise rights, and other intangible assets.
5. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
6. Derivatives.
7. Assets acquired or disposed of in connection with mergers, demergers,

acquisitions, or transfer of shares in accordance with acts of law.

8. Other major assets.

第三條 名詞定義

Noun Definitions

- 一、 衍生性商品：指其價值由資產、利率、匯率、指數或其他利益等商品所衍生之遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約，及上述商品組合而成之複合式契約等。所稱之遠期契約，不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進(銷)貨合約。
- 二、 依法律合併、分割、收購或股份受讓而取得或處分之資產：指依企業併購法或其他法律進行合併、分割或收購而取得或處分之資產，或依公司法第一百五十六條第六項規定發行新股受讓他公司股份（以下簡稱股份受讓）者。
- 三、 關係人、子公司：應依證券發行人財務報告編製準則規定認定之。
- 四、 專業估價者：指不動產估價師或其他依法律得從事不動產、設備估價業務者。
- 五、 事實發生日：指交易簽約日、付款日、委託成交日、過戶日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。

六、大陸地區投資：指依經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事支大陸投資。

七、最近期財務報表：係指公司於取得或處分資產前依法公開經會計師查核簽證或核閱之財務報表。

本程序有關總資產百分之十之規定，以證券發行人財務報告編製準則規定之最近期本公司個體財務報告中之總資產金額計算。子公司之股票無面額或每股面額非屬新臺幣十元者，有關該子公司實收資本額百分之二十之交易金額規定，以歸屬於母公司業主之權益百分之十計算之。

1. "Derivatives": Forward contracts, options contracts, futures contracts, leverage contracts, and swap contracts, and compound contracts combining the above products, whose value is derived from assets, interest rates, foreign exchange rates, indexes or other interests. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) agreements.
2. "Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with acts of law": Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act and other acts, or to transfer of shares [from another company] through issuance of new shares of its own as the consideration therefore (hereinafter "transfer of shares") under Article 156-6 of the Company Act.
3. "Related party": As defined in Statement of Financial Accounting Standards No. 6 published by the ROC Accounting Research and Development Foundation (hereinafter "ARDF").
4. "Subsidiary": As defined in Statements of Financial Accounting Standards Nos. 5 and 7 published by the ARDF.
5. "Professional appraiser": Refers to a real estate appraiser or other person duly authorized by an act of law to engage in the value appraisal of real estate or other fixed assets.
6. "Date of occurrence": Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment

for which approval of the Competent Authority is required, the earlier of the above date or the date of receipt of approval by the Competent Authority shall apply.

7. "Within one year": refers to the year preceding the base date of occurrence of the current transaction.
8. "Most recent period financial statements": financial statements of the issuing company for the most recent period certified or reviewed by a certified public accountant before acquisition or disposal of assets.

第四條 投資非供營業用不動產與有價證券額度

Investment Amount of Non-operating Use Real Estate and Securities

本公司及各子公司個別取得上述資產之額度訂定如下：

- 一、非供營業使用之不動產，其總額不得高於淨值的百分之十五。
- 二、投資有價證券之總額不得高於淨值的百分之五十。
- 三、投資個別有價證券之金額不得高於淨值的百分之二十五。

Total amounts of aforesaid assets acquired by the company and each subsidiary company respectively are as follows:

1. Total amounts of real estate for non-operating use may not be higher than 15% of the net value.
2. Total amounts of securities investment may not be higher than 50% of the net value.
3. The amount of each security investment may not be higher than 25% of the net value.

第五條 本公司取得之估價報告或會計師、律師或證券承銷商之意見書，該專業估價者及其估價人員、會計師、律師或證券承銷商與交易當事人不得為關係人。

Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide public companies with appraisal reports, certified public accountant opinions, attorney's opinions, or underwriter's opinions shall not be a related party of any party to the transaction.

第六條 決策及授權層級

Decision and Authorization Level

本公司取得或處分資產依所訂處理程序或其他法令規定應送審計委員會同意，並經董事會通過後，提報股東會同意，修正時亦同。如有董事表示異議且有紀錄或書面聲明，公司並應將董事異議資料送審計委員會。另已依法設置獨立董事者，依規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，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。

已依法規定設置審計委員會者，重大之資產或衍生性商品交易，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。

前項如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。

第三項所稱審計委員會全體成員及前項所稱全體董事，以實際在任者計算之。

Pursuant to the management procedures or other laws and regulations, the acquisition or disposal of assets by the company shall be submitted to the Audit Committee for its approval, and shall be passed through Board Meeting and be submitted them for approval by a General Meeting. The same shall apply to any amendment to the procedures. Where any director expresses dissent and it is

contained in the minutes or a written statement, the company shall submit the dissenting opinion to Audit Committee.

Where the position of Independent Director has been established in accordance with the provisions of the Act, when the acquisition or disposal of assets are submitted for discussion by the Board Meeting, 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 Meeting.

Where an audit committee has been established in accordance with the provisions of the Act, the acquisition or disposal of major assets and derivatives shall be approved by more than half of all Audit Committee members and submitted to the board resolution.

If approval of more than half of all Audit Committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, provided that the resolution of the Audit Committee is recorded in the minutes of the Board Meeting.

The terms "all Audit Committee members" in paragraph 3 and "all Directors" in the preceding paragraph shall be calculated as the actual number of persons currently holding those positions.

第七條 取得或處分不動產或其他固定資產之處理程序

Procedures for the Acquisition or Disposal of Real Estate or Other Fixed Assets Management

一、 評估及作業程序

Evaluation and Operating Procedures:

本公司取得或處分不動產及設備，應依本公司內部控制制度之固定資產循環程序辦理。案件之登記與保管。

Acquisition or disposal of real property or other fixed assets should be processed in accordance with the company internal control system-Fixed Asset Cycle.

二、 交易條件及授權額度之決定程序

Procedures for the Transaction Term and Authorization Limit:

- (一) 取得或處分不動產，交易條件及交易價格應參考公告現值、評定價值、鄰近不動產實際交易價格等，作成分析報告提報董事會通過後始得為之。

Transaction term and price for acquisition or disposal of real property shall be referred to the publicly announced current value, appraisal value, neighboring or closely value of real property and others. An analysis report shall be prepared and submitted to the Board of Directors for approval before the action.

- (二) 取得或處分設備，應以詢價、比價、議價或招標方式擇一為之，其已編列於年度預算內者，每筆取得金額於RM12,000,000 (含)以下者，由董事長核准；超過MR12,000,000 (不含)以上者，需呈請董事會同意後始得交易，每筆處分金額於MR12,000,000(含)以下者，由董事長核准；超過MR12,000,000 (不含)以上者，需呈請董事會同意後始得處分；未編列於年度預算內者，如累積金額未逾年度資本支出預算金額之百分之十(含)者，得由董事長核准；累積金額逾年度資本支出預算金額之百分之十以上者，需呈請董事會同意後始得交易。

The acquisition or disposal of other fixed assets should be based on inquiry, parity, negotiation or tender. For those included in annual budget, respective acquisition amounting to no more than MR12,000,000 (inclusive) shall be passed through Chairman, and the one amounting to over MR12,000,000 (exclusive) shall be passed through Board of Directors for approval before the acquisition. For respective disposal amounting to no more than MR12,000,000 (inclusive) shall be passed through Chairman, and the one amounting over MR12,000,000 (exclusive) shall be passed through Board of Directors for approval before the disposition. For those excluded from annual capital expenditure budget, the deal of which the accumulated amount does not exceed 10% (inclusive) of the amount of annual capital expenditure budget by 10%

(inclusive), shall be passed through Chairman, the accumulated amount exceed the amount of annual capital expenditure budget by 10%, shall be passed through Board of Directors for approval and beginning act.

三、 執行單位

Implementation Unit

(一) 土地與房屋等不動產之取得或處分：由行政部承辦。

Acquisition or disposal of land, building and other real property: Admin Department in-charge.

(二) 設備之取得或處分：由需求單位會同行政部門承辦。

Acquisition or disposal of other fixed assets: In-charged by requisition unit accompany with Admin Department.

四、 不動產或設備估價報告

Appraisal Report of Real Property or Other Fixed Assets

本公司取得或處分不動產或其他固定資產，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之機器設備外，交易金額達公司實收資本額百分之二十或新臺幣叁億元 (MR\$34,830,000，依當時匯率換算之)以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：

In acquiring or disposing real property or other fixed assets where the transaction amount reaches 20% of the company's paid-in capital or NT\$300 million (equal to MR\$34,830,000, as the current exchange rate) or more, the company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of business machinery and equipment, shall obtain an appraisal report in advance from a professional appraiser before the date of the occurrence and shall further comply with the following provisions:

- (一) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。

Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors, and the same procedure shall be followed for any future changes to the terms and conditions of the transaction.

- (二) 交易金額達新臺幣拾億元(約MR\$100,000,000，依當時匯率換算之)以上者，應請二家以上之專業估價者估價。

Where the transaction amount is NT\$1 billion (equal to MR\$100,000,000, as the current exchange rate) or more, appraisals from two or more professional appraisers shall be obtained.

- (三) 專業估價者之估價結果有下列情形之一，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依會計研究發展基金會所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：

Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, except in the case when the appraisal results of acquiring an asset are higher than the transaction amount, or when the appraisal results of disposing an asset are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:

1. 估價結果與交易金額差距達交易金額之百分之二十以上者。

The discrepancy between the appraisal result and the transaction amount

is 20% or more of the transaction amount.

2. 二家以上專業估價者之估價結果差距達交易金額百分之十以上者。

The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.

(四)專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。

Where an appraisal from professional appraisers is conducted before a contract execution date, no more than three months may pass between the date of the appraisal report and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

(五)本公司若係經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告或會計師意見。

Where the company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

第八條 取得或處分有價證券投資處理程序

Procedures for the Acquisition or Disposal of Securities

一、評估及作業程序

Evaluation and Operating Procedure

本公司有價證券之購買與出售，悉依本公司「投資循環」之規定辦

理。

Buy and sale of securities should be practiced in accordance with the company's "Investment Cycle" regulations.

二、交易條件及授權額度之決定程序

Procedures for the Transaction Term and Authorization Limit

- (一) 於集中交易市場或證券商營業處所為之有價證券買賣，應由負責單位依市場行情研判決定之，其每筆金額均需呈請董事會核准後始得交易。

Trading securities in the concentrated marketing or securities business center, shall be decided in accordance with the market information by in-charge unit, its respective amount shall be approved by the Board of Directors and beginning act.

- (二) 非於集中交易市場或證券商營業處所為之有價證券買賣，應先取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，考量其每股淨值、獲利能力及未來發展潛力等，其每筆金額在MR 26,000,000(含)以下者由董事長核可並於事後最近一次董事會提會報備，其金額超過MR 26,000,000者，需呈請董事會核准後始得交易。

Acquiring or disposing of securities are not in the concentrated marketing or securities business center shall first obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, with consideration of net value per share, profit-making ability, future expanding

potential and others, it respective amount up to MR 26,000,000 (inclusive) shall be passed through Chairman to deal, then report to the latest Board of Directors. For amount above MR 26,000,000 shall be approved by the Board of Directors and beginning act.

但因公司資金調度所為之海內外基金交易或買賣附買回、賣回條件之債券者，其每筆金額均需呈請董事會核准後始得交易。

International foundation transactions or trading the securities enclosed with repurchase, resale agreements caused by capital arrangement, it respective amount shall be approved by the Board of Directors and beginning act.

- (三) 執行單位:依本條第二項第一至三款之交易依核決權限呈准後，由會計部承辦。

Implementation unit: Approval transactions in accordance with the provisions of subparagraphs 1 to 3 of paragraph 2 of this Article, and in-charged by Accounts Department.

三、取得專家意見

With Professional Opinion

- (一) 取得或處分有價證券，應於事實發生日前取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考。另交易金額達公司實收資本額百分之二十或新臺幣叁億元(MR\$30,000,000，依當時匯率換算之)以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師若需採用專家報告者，應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。但該有價證券具活絡市場之公開報價或行政院金融監督管理委員會(以下簡稱金管會)另有規定者，不在此限。

Acquiring or disposing of securities shall first obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price before the date of the occurrence, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million (equal to MR\$30,000,000, as the current exchange rate) or more, the company shall also engage a certified public accountant to provide an opinion regarding the reasonableness of the transaction price before the date of the occurrence. If the certified public accountant needs to adopt a professional report, shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Executive Yuan's Financial Supervisory Commission (FSC).

- (二) 本公司若係經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告或會計師意見。

Where the company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

第九條 關係人交易之處理程序

Procedures for Related Party Transactions

- 一、本公司與關係人取得或處分資產，除依第八條處理程序辦理及以下規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達公司總資產百分之十以上者，亦應依「公開發行公司取得或處分資產處理準則」規定取得專業估價者出具之估價報告或會

計師意見。

前項交易金額之計算，應依第七條規定辦理。

另外在判斷交易對象是否為關係人時，除注意其法律形式外，並應考慮實質關係。

In acquiring or disposing of assets with a Related Party not only practice in accordance with the provisions of Article 8 of these procedures, and regulated by below-mentioned resolution procedures, evaluation of the reasonableness of the transaction terms and others, but also in the case when the transaction amount reaches 10% of more of the total assets, the company shall obtain an appraisal report in advance from a professional appraiser or engage a certified public accountant to render an opinion in accordance with "Regulations Governing the Acquisition or Disposition of Assets by Public Companies".

The method for calculating the preceding transaction amount shall comply with the Article 7.

Besides, determine the Related Party in accordance with the formal law and consider the substance relationship.

二、評估及作業程序

Evaluation and Operating Procedures:

本公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元(MR\$30,000,000，依當時匯率換算之)以上者，應將下列資料提交審計委員會承認，並經董事會通過後，始得簽訂交易契約及支付款項：

In acquiring or disposing real property from a Related Party, or in acquiring or disposing any other asset than the real property with a Related Party and also the transaction amount reaches 20% of paid-in capital, 10% of the total assets or NT\$300 million (equal to MR\$30,000,000, as the current exchange rate) or more, the following information shall be recognized by Audit Committee, and be submitted for approval from Board of Director and before signing any trading contracts and making payments:

(一) 取得或處分資產之目的、必要性及預計效益。

The purpose, necessity and anticipated benefits of the asset acquisition or disposal.

(二) 選定關係人為交易對象之原因。

The reason for choosing the Related Party as the trading counterparty.

(三) 向關係人取得或處分不動產，依本條第三項第一款至第四款及第六款規定評估預定交易條件合理性之相關資料。

In acquiring or disposing real property from a Related Party shall comply with the relevant information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with the provisions of subparagraphs 1 to 4 and 6 of paragraph 3 of this Article.

(四) 關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。

The date and price at which the Related Party originally acquired the real property, the original counterparty and the trading counterparty's relationship with the company and the Related Party.

(五) 計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。

Monthly cash flow forecasts for the year commencing from the month of anticipated signing of the contract and evaluation of the necessity of the transaction and reasonableness of the use of proceeds.

(六) 依前項規定取得之專業估價者出具之估價報告，或會計師意見。

Obtain an appraisal report in advance from a professional appraiser or engage a certified public accountant to render an opinion pursuant to the preceding paragraph.

(七) 本次交易之限制條件及其他重要約定事項。

Restrictive and other important stipulations associated with the transaction.

本項交易金額之計算，應依第七條規定辦理。

本公司與子公司或子公司間，取得或處分供營業使用之機器設備，董事會得依「公開發行公司取得或處分資產處理準則」第七條第一項第三款授權董事長在一定額度內先行決行，事后再提報最近期之董事會追認。

已依法設置獨立董事者，依前項規定提報董事會討論時，應充分考量各獨立董事之意見，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。

已依法規定設置審計委員會者，依前項規定應經監察人承認事項，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。

前項如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。

上述所稱審計委員會全體成員及前項所稱全體董事，以實際在任者計算之。

The method for calculating the preceding transaction amount shall comply with the Article 7.

In acquiring or disposing of business machinery and equipment between the company and its subsidiaries or between each of its subsidiaries, the Board of Directors may first authorize the Managing Director to execute within a certain amount in accordance with the provisions of Subparagraph 3, Paragraph 1 of Article 7 of the "Regulations Governing the Acquisition or Disposition of Assets by

Public Companies”, and shall report at the most recent meeting of the Board of Directors for ratification.

Where the position of Independent Director has been established in accordance with the provisions of the Act, when the procedures are submitted for discussion by the Board of Directors, 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 Meeting.

Where an Audit Committee has been established in accordance with the provisions of the Act, and the provisions of the information shall be recognized by the Supervisors, when the procedures are adopted or amended they shall be approved by more than half of all Audit Committee members and submitted to the board resolution.

If approval of more than half of all Audit Committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all Directors, provided that the resolution of the Audit Committee is recorded in the minutes of the Board Meeting.

The terms “all Audit Committee members” and “all Directors” in the preceding shall be calculated as the actual number of persons currently holding those positions.

三、 交易成本之合理性評估

Assess the Reasonableness of Transaction Costs

- (一) 本公司向關係人取得不動產，應按下列方法評估交易成本之合理性：

The company acquires real property from a related party shall evaluate the reasonableness of the transaction costs by the following means:

1. 按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於財政部公布之非金融業最高借款利率。

Based upon the related party’s transaction price plus necessary interest on funding and the costs to be duly borne by the buyer in accordance with the law. “Necessary interest on funding” is imputed

as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.

2. 關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。

Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one year or more. However, this shall not apply where the financial institution is a related party of one of the trading counterparties.

- (二) 合併購買同一標的之土地及房屋者，得就土地及房屋分別按前款所列任一方法評估交易成本。

Where land and structures thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.

- (三) 本公司向關係人取得不動產，依本條第三項第一款及第二款規定評估不動產成本，並應洽請會計師複核及表示具體意見。

The company acquires real property from a related party and appraises the cost of the real property in accordance with the provisions of subparagraphs 1 and 2 of paragraph 3 of this Article shall also engage a CPA to check the appraisal and render a specific opinion.

- (四) 本公司向關係人取得不動產依本條第三項第一款及第二款規定評估結果均較交易價格為低時，應依本條第三項第五款及第七款規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此

限：

When the results of the company's appraisal conducted in accordance with the subparagraphs 1 and 2 of paragraph 3 of this Article are uniformly lower than the transaction price, the matter shall be handled in compliance with the provisions of subparagraphs 1 and 2 of paragraph 3 of this Article. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA has been obtained, this restriction shall not apply:

1. 關係人係取得素地或租地再行興建者，得舉證符合下列條件之一者：

Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:

- a. 素地依前條規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或財政部公布之最近期建設業毛利率孰低者為準。

Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent three years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.

- b. 同一標的房地之其他樓層或鄰近地區一年內之其他非關係人成交案例，其面積相近，且交易條件經按不動產買賣慣例應有之合理樓層或地區價差評估後條件相當者。

Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices.

- c. 同一標的房地之其他樓層一年內之其他非關係人租賃案例，經按不動產租賃慣例應有合理之樓層價差推估其交易條件相當者。

Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices.

2. 本公司舉證向關係人購入之不動產，其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。前述所稱鄰近地區成交案例，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人成交案例之面積不低於交易標的物面積百分之五十為原則；前述所稱一年內係以本次取得不動產事實發生之日為基準，往前追溯推算一年。

Where the company acquires real property from a related party provides evidence that the terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring real property of a similar size by unrelated parties within the preceding year. Completed transactions for neighboring real property in the preceding paragraph in principle refers to real property on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized real property in principle refer to transactions completed by unrelated parties for real property with an area of no less than 50% of the property in the planned transaction; within one year refers to one year from the actual date of acquisition of the real property.

- (五)本公司向關係人取得不動產，如經按本條第三項第一款至第四款及第六款規定評估結果均較交易價格為低者，應辦理下列事項。

Where the company acquires real property from a related party and the results of appraisals conducted in accordance with the provisions of subparagraphs 1 to 4 and 6 of paragraph 3 of this Article are uniformly lower than the transaction price, the following steps shall be taken.

1. 本公司應就不動產交易價格與評估成本間之差額，依證券交

易法第四十一條第一項規定提列特別盈餘公積，不得予以分派或轉增資配股。對本公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依證券交易法第四十一條第一項規定提列特別盈餘公積。

The difference between the real property transaction price and the appraised costs shall be set aside as a special reserve in accordance with the provisions of the paragraph 1, Article 41 of the Securities and Exchange Act and may not be distributed or used for capital increase or issuance of bonus shares. If an investor that has investment in the company and adopts the equity method for such investment and is a public company, it shall also set aside a special reserve under paragraph 1, Article 41 of the Securities and Exchange Act in relation to its share of the above special reserve set aside by the company in proportion to its shareholding.

2. 審計委員會之獨立董事成員應依公司法第二百十八條規定辦理。

Independent Directors of Audit Committee shall comply with the provisions of Article 218 of the Company Law.

3. 應將本條第三項第五款之1及第五款之2之處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。

The circumstances of handling under the provisions of subparagraphs 5-1 and 5-2 of paragraph 3 of this Article shall be reported to General Meeting and the detailed contents of the transaction disclosed in the annual report and prospectus.

本公司經依前述規定提列特別盈餘公積者，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經金管會同意後，始得動用該特別盈餘公積。

If the company set aside a special reserve under the preceding paragraph, the company shall not utilize such special reserve until it has recognized a loss due to price decline for the assets it purchased at a premium, or they have been disposed of, or adequate compensation has been made, or the original condition has been restored, or there is other evidence confirming

that it is not unreasonable to do so, and the Financial Supervisory Commission has agreed with the utilization.

(六)本公司向關係人取得不動產，有下列情形之一者，應依本條第二項有關評估及作業程序規定辦理，不適用本條第三項第一款至第三款有關交易成本合理性之評估規定：

The company shall also comply with the provisions of paragraph 2 of this Article when acquiring real property from a Related Party, and one of the following circumstances exists, the acquisition shall be conducted in accordance with the provisions of subparagraphs 1 to 3 of paragraph 3 of this Article do not apply:

1. 關係人係因繼承或贈與而取得不動產。

The related party acquired the real property through inheritance or as a gift.

2. 關係人訂約取得不動產時間距本交易訂約日已逾五年。

More than five years will have elapsed from the time the related party signed the contract to obtain the real property to the signing date for the current transaction.

3. 與關係人簽訂合建契約而取得不動產。

The real property is acquired through signing of a joint development contract with the related party.

(七)本公司向關係人取得不動產，若有其他證據顯示交易有不合營業常規之情事者，亦應依本條第三項第五款規定辦理。

When the company obtains real property from a related party, it shall also comply with the provisions of subparagraph 5 of paragraph 3 of this Article if there is other evidence indicating that the acquisition was not an arm length transaction.

第十條 取得或處分會員證或無形資產之處理程序

Procedures for the Acquisition or Disposal of Memberships or Intangible Assets

一、 評估及作業程序

Evaluation and Operating Procedure

取得或處分會員證或無形資產時，交易條件及交易價格應參考市場公平市價或專家評估報告，並作成分析報告提報權責主管核決。

Acquisition or disposal of memberships or intangible assets, the transaction terms and prices shall be referred to the fair market price or assessor's report. Furthermore, prepare analysis report and submit to the Authority for approval.

二、 授權額度之決定程序

Procedures for the Authorization Limit

取得或處分會員證或無形資產，其交易金額於MR 13,000,000(含)以下者，由董事長核准；超過MR13,000,000 (不含)以上者，需呈請董事會同意後始得交易。

Acquisition or disposal of memberships or intangible assets, if the acquisition and disposal amount is below MR 13,000,000 (inclusive), the Chairman is authorized to approve, if exceeds MR 13,000,000, the acquisition and disposal should be submitted to the Board Meeting for approval and beginning deal.

三、 執行單位

Implementation Unit

本公司取得或處分會員證或無形資產時，應依前項核決權限呈准後，由使用部門之人員執行。

Upon approved in accordance with the above authorization, acquisition or disposal of memberships or intangible assets shall be in-charged by responsible unit.

四、 無形資產專家評估意見報告

Professional Appraisal Report of Intangible Assets

本公司取得或處分會員證或無形資產之交易金額達公司實收資本額百分之二十或新臺幣叁億元(MR\$30,000,000，依當時匯率換算之)以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。

Where the company acquires or disposes of membership or intangible assets and the transaction amount reaches 20% of more of paid-in capital or NT\$300 million (equal to MR\$30,000,000, as the current exchange rate) or more, the company shall engage a certified public accountant to render an opinion on the reasonableness of the

transaction price before the date of the occurrence; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.

第十一條 取得或處分金融機構債權之處理程序

Procedures for the Acquisition or Disposal of Creditor Rights in Financial Institution

本公司原則上不從事取得或處分金融機構之債權之交易，嗣後若欲從事取得或處分金融機構之債權之交易，將提報董事會核准後再訂定其評估及作業程序。

In principle, the company does not engage in acquisition or disposal of receivables by a financial institution. Once engage in, should be passed through the Board Meeting for approval and set up its evaluation and operating procedure hereafter.

第十二條 取得或處分衍生性商品之處理程序

Procedures for the Acquisition or Disposal of Derivatives

一、 交易原則與方針

Trading Principles and Strategies

(一)交易種類

Transaction Types

1. 本公司得進行第四條第一項所定義之衍生性商品之交易。

The company shall engage in derivatives, refers to the provisions of paragraph 1, Article 4.

2. 從事附買回條件之債券交易得不適用本處理程序之規定。

It is not applicable to engage in bonds under repurchase agreements.

(二)經營(避險)策略

Management (Hedging) Strategies

本公司從事衍生性商品交易，應以避險為目的(非以交易為目的)；交易對象亦應選擇國內外著名金融機構，以避免產生信用風險。交易商品應選擇使用規避公司業務經營所產生之風險為主，持有之幣別必須與公司實際進出口交易之外幣需求相符，以公司整體內部部位（指外幣收入及支出）自行軋平為原則，藉以降低公司整體之外匯風險，並節省外匯操作成本。

The company engages in derivatives transaction for hedging purpose (not for transaction purpose). Selects the international well-known financial institutions for avoiding credit risk arose. Otherwise, select the merchandise for hedging company operating risk and the currency must quite to company actual import and

export demand, hence the company's overall internal parts (only foreign exchange income & expenditure) shall be based on self-balance principle for reduce foreign exchange risk and save the operating cost.

(三) 權責劃分

Responsibilities

會計部應負責執行下列事務:

Finance Department should process the following procedures:

- 1、負責整個公司衍生性商品交易之策略擬定。

Draft strategy for derivatives transactions of whole company.

- 2、依據授權權限及既定之策略執行交易。

Implement transactions in accordance with the authorization limit and fixed strategy.

- 3、應建立備查簿，就從事衍生性商品交易之種類、金額、董事會通過日期及依本條規定應審慎評估之事項，詳予登載於備查簿備查。

Establish a log book in which details of the types and amounts of derivatives trading engaged in, Board of Directors' approval dates, and the matters required to be carefully evaluated under this Article shall be recorded in detail in the log book.

- 4、金融市場有重大變化、交易人員判斷已不適用既定之策略時，隨時提出評估報告，重新擬定策略，作為從事交易之依據。

Once the fixed strategy is not applicable to the majority variations in financial market, transaction personnel shall

prepare evaluation report and revise the strategy for dealing accordance.

5、會計帳務處理。

Accounts ledger

6、交割人員:執行交割任務。

Settlement personnel: In-charge the settlement.

7、衍生性商品核決權限：

Authorization Limit of Derivatives:

核決權人 Authority	單 筆 交 易 權 限 Authorization Limit of Each Transaction
B.O.D	MR 26,000,000 (不含)以上 Above MR 26,000,000 (not inclusive)

Chairman	MR 26,000,000(含)以下 Up to MR 26,000,000 (inclusive)
CFO	MR 10,000,000(含)以下 Up to MR 10,000,000 (inclusive)
Senior Manager	MR 5,000,000(含)以下 Up to MR 5,000,000 (inclusive)
Assistant Manager	MR 2,500,000(含)以下 Up to MR 2,500,000 (inclusive)

(四)績效評估

Performance Evaluation

1. 以公司帳面上匯率成本與從事衍生性商品交易之間所產生損益為績效評估基礎。

Performance evaluation basic is based on the account exchange rate against gain & loss from engaging in derivatives transaction.

2. 為充份掌握及表達交易之評價風險，本公司採每月至少評估二次之評估方式評估損益。

The company shall evaluate gain & loss at least twice a month for fully control and express the evaluation risk of transactions.

3. 會計部應提供外匯部位評價與外匯市場走勢及市場分析予董事長作為管理參考與指示。

Accounts Department shall evaluate the foreign exchange parts, trend of exchange and market analysis to Managing Director as a management reference and indication.

(五) 契約總額之訂定 Set-up Total Amount of Contracts

避險性交易額度：會計部應掌握公司整體部位，以每月交易性外匯淨部位(含未來預計產生之淨部位)為上限。

Hedging transaction amount: Accounts Department shall control whole parts of company and use the monthly net positions of exchange (including future estimated net positions) as maximum limit.

(六) 損失上限之訂定 Set-up Maximum Loss

避險性交易總合約上限損失美金七百萬元；單筆合約損失上限為個別契約金額之百分之五。

The upper limit of total losses from derivative contracts is US\$ 7 million. The upper limit of losses for single derivative contract is 5% of such contract amount.

二、 風險管理措施

Risk Management Measures

(一) 信用風險管理: 交易對象限以國內外著名金融機構

Credit risk management: Trading with the international well-known financial institutions.

(二) 市場價格風險管理: 登錄人員應隨時核對交易總額是否符合本程序規定限額。每週由會計部進行市價評估，並注意未來市場價格波動對所持部位可能之損益影響。

Market risk management: Authorized personnel shall regularly verify whether transaction total consists with the restricted limit. Furthermore, Accounts Department shall evaluate market price weekly and pay attention to the price fluctuation in future which shall available affect the gain & loss of holding parts.

- (三) 流動性風險管理:為確保市場流動性，在選擇衍生性商品時以流動性較高(即隨時可在市場上軋平)為主，受託交易的金融機構必須有充足的資訊及隨時可在任何市場進行交易的能力。

Liquidity risk management: To ensure the market liquidity, shall select the derivatives with higher liquidity (self-balance in market). Entrust the financial institutions which possess plenty information and transaction capabilities in whatever market.

- (四) 現金流量風險管理:為確保公司營運資金週轉穩定性，本公司從事衍生性商品交易之資金來源以自有資金為限，且其操作金額應考量未來三個月現金收支預測之資金需求。

Cash flow risk management: To ensure the company turnover is stable, the sources of engaging in derivatives restricted to own capital. Furthermore, the operating amount shall consider the capital demand, the cash forecast for the future 3 months.

- (五) 作業風險管理

Operational Risk Management

1. 應確實遵循公司授權額度、作業流程及納入內部稽核，以避免作業風險。

Be sure to comply with the authorization limit, operating procedure and included in internal audit for avoiding operational risk.

2. 從事衍生性商品之交易人員及確認、交割等作業人員不得互相兼任。

Personnel engaged in derivatives trading may not serve concurrently in other operations such as confirmation and settlement.

3. 風險之衡量、監督與控制人員應與前述人員分屬不同部門，並應向董事會或向不負交易或部位決策責任之高階主管人員報告。

Risk measurement, monitoring, and control personnel shall be assigned to a different department than the personnel in the preceding subparagraph and shall report to the Board Meeting or senior management personnel with no responsibility for trading or position decision-making.

(六) 法律風險管理

Legal Risk Management

對衍生性商品之交易程序與合約內容，其涉及法律事項者，應經法律顧問之檢視後始能正式簽署。交易之前須先確認往來金融機構之合法授權及交易契約之合法性，有關之證明文件應妥善保存。

The transaction procedure and contract contents of derivatives which involved legal should consult with legal advisor before sign. Furthermore, confirm that dealing with financial institution legal

and contract legality before transaction. Otherwise, the related certifications should be well custody.

三、 內部稽核制度

Internal Audit System

- (一)內部稽核人員應定期瞭解衍生性商品交易內部控制之允當性，並按月稽核交易部門對從事衍生性商品交易處理程序之遵行情形並分析交易循環，作成稽核報告，如發現重大違規情事，應以書面通知審計委員會。

The Internal Auditor shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives' trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, Audit Committee shall be notified in writing.

- (二)內部稽核人員應於次年二月底前將稽核報告併同內部稽核作業年度查核情形依主管機關規定申報，且至遲於次年五月底前將異常事項改善情形，依主管機關規定申報備查。

Internal Auditor according to the provisions of the Competent Authority, should report the internal audit report and annual implementation conditions before end of February in the following year, and also report the improvement conditions of abnormal matters before end of May in the following year to Competent Authority for future reference.

四、 定期評估方式

Regular Evaluation Methods

- (一)董事會應指定高階主管人員隨時注意衍生性商品交易風險之監督與控制，其管理原則如下：

Board of Directors shall indicate senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk in accordance with the following principles:

1. 定期評估目前使用之風險管理措施是否適當並確實依「公開發行公司取得或處分資產處理準則」及公司所訂之從事衍生性商品交易處理程序辦理。

Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with “Regulations Governing the Acquisition or Disposition of Assets by Public Companies” and the procedures for engaging in derivatives trading formulated by the company.

2. 監督交易及損益情形，並定期評估從事衍生性商品交易之績效是否符合既定之經營策略及承擔之風險是否在公司容許承受之範圍，發現有異常情事時，應採取必要之因應措施，並立即向董事會報告，本公司若已設置獨立董事者，董事會應有獨立董事出席並表示意見。

In the course of supervising trading and profit-loss circumstances, periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the company's permitted scope of tolerance. When

irregular circumstances are found, appropriate measures shall be adopted and a report immediately made to the board of directors; where a company has independent directors, an independent director shall be present at the meeting and express an opinion.

(二) 衍生性商品交易所持有之部位至少每週應評估一次，惟若為業務需要辦理之避險性交易至少每月應評估二次，其評估報告應呈送董事會授權之高階主管人員。

Derivatives trading positions held shall be evaluated at least once per week; however, positions for hedge trades required by business shall be evaluated at least twice per month. Evaluation reports shall be submitted to senior management personnel authorized by the Board of Directors.

(三) 本公司從事衍生性商品交易時，依所訂從事衍生性商品交易處理程序規定授權相關人員辦理者，事後應提報董事會。

The company shall report to the Board Meeting after it authorizes the relevant personnel to handle derivatives trading in accordance with its procedures for engaging in derivatives trading.

第十三條 辦理合併、分割、收購或股份受讓之處理程序

Procedures for Conduct a Merger, Demerger, Acquisition or Transfer of Shares

一、 評估及作業程序

Evaluation and Operating Procedures

- (一)本公司辦理合併、分割、收購或股份受讓，應於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論通過。

The company conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the Board Meeting to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board Meeting for deliberation and passage.

- (二)本公司應將合併、分割或收購重要約定內容及相關事項，於股東會開會前製作致股東之公開文件，併本條第一項第一款之專家意見及股東會之開會通知一併交付股東，以作為是否同意該合併、分割或收購案之參考。但依其他法律規定得免召開股東會決議合併、分割或收購事項者，不在此限。另外，參與合併、分割或收購之公司，任一方之股東會，因出席人數、表決權不足或其他法律限制，致無法召開、決議，或議案遭股東會否決，參與合併、分割或收購之公司應立即對外公開說明發生原因、後續處理作業及預計召開股東會之日期。

The company shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the General Meeting and include it along with the expert opinion referred to in item 1 of paragraph 1 in this Article when sending shareholders notification of the General Meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a General Meeting to approve the merger, demerger, or acquisition, this restriction shall not apply. Otherwise, where the General Meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the General Meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next General Meeting.

二、其他應行注意事項

Other Matters Shall Pay Attention

- (一)、 董事會及股東會日期：參與合併、分割或收購之公司除其他法律另有規定或有特殊因素事先報經金管會同意者外，應於同一天召開董事會及股東會，決議合併、分割或收購相關事項。參與股份受讓之公司除其他法律另有規定或有特殊因素事先報經金管會同意者外，應於同一天召開董事會。

The company participating in a merger, demerger, or acquisition shall convene a Board Meeting and General Meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent. The company participating in a transfer of shares shall call a Board Meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

- 1、 參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，應將下列資料作成完整書面紀錄，並保存五年，備供查核：

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for five years for reference:

- (1) 人員基本資料：包括消息公開前所有參與合併、分割、收購或股份受讓計畫或計畫執行之人，其職稱、姓名、身分證字號（如為外國人則為護照號碼）。

Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.

- (2) 重要事項日期：包括簽訂意向書或備忘錄、委託財務或

法律顧問、簽訂契約及董事會等日期。

Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.

- (3)重要書件及議事錄：包括合併、分割、收購或股份受讓計畫，意向書或備忘錄、重要契約及董事會議事錄等書件。

Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of Board Meeting.

- 2、參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，應於董事會決議通過之即日起算二日內，將本款1.(1)、(2)資料，依規定格式以網際網路資訊系統申報本會備查。

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within two days counting from the date of passage of a resolution by the Board of Directors, report (in the prescribed format and via the Internet-based information system) the information set out in this paragraph 1. (1)、(2) to the FSC for recordation.

- 3、參與合併、分割、收購或股份受讓之公司有非屬上市或股票在證券商營業處所買賣之公司者，上市或股票在證券商營業處所買賣之公司應與其簽訂協議，並依1.及2.規定辦理。

Where any of the company participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions of paragraphs 1 and 2.

- (二)、事前保密承諾：所有參與或知悉公司合併、分割、收購或股份受讓計畫之人，應出具書面保密承諾，在訊息公開前，不得將計畫之內容對外洩露，亦不得自行或利用他人名義買賣與合併、分割、收購或股份受讓案相關之所有公司之股票及其他具有股權性質之有價證券。

Non-disclosure commitment prior to public disclosure: Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any share or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

- (三)、換股比例或收購價格之訂定與變更原則：公司參與合併、分割、收購或股份受讓，換股比例或收購價格除下列情形外，不得任意變更，且應於合併、分割、收購或股份受讓契約中訂定得變更之情況如下：

Alter principles of the share exchange ratio or acquisition price: The companies participating in a merger, demerger, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

- 1、辦理現金增資、發行轉換公司債、無償配股、發行附認股權公司債、附認股權特別股、認股權憑證及其他具有股權性質之有價證券。

Conduct cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.

- 2、處分公司重大資產等影響公司財務業務之行為。

An action, such as a disposal of major assets that affects the company's financial operations.

- 3、 發生重大災害、技術重大變革等影響公司股東權益或證券價格情事。

An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.

- 4、 參與合併、分割、收購或股份受讓之公司任一方依法買回庫藏股之調整。

An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury share.

- 5、 參與合併、分割、收購或股份受讓之主體或家數發生增減變動。

An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.

- 6、 已於契約中訂定得變更之其他條件，並已對外公開揭露者。

Other terms/ conditions that the contract stipulates may be altered and that have been publicly disclosed.

- (四)、契約應載內容：參與合併、分割、收購或股份受讓，公司之契約應載明參與合併、分割、收購或股份受讓公司之權利義務，並應載明下列事項：

Contents of a contract: The contract for participation by a public company in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:

- 1、 違約之處理。

Handling of breach of contract.

- 2、因合併而消滅或被分割之公司前已發行具有股權性質有價證券或已買回之庫藏股之處理原則。

Principles for the handling of equity-type securities previously issued or treasury share previously bought back by any company that is extinguished in a merger or that is demerged.

- 3、參與公司於計算換股比例基準日後，得依法買回庫藏股之數量及其處理原則。

The amount of treasury share participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.

- 4、參與主體或家數發生增減變動之處理方式。

The manner of handling changes in the number of participating entities or companies.

- 5、預計計畫執行進度、預計完成日程。

Preliminary progress schedule for plan execution, and anticipated completion date.

- 6、計畫逾期未完成時，依法令應召開股東會之預定召開日期等相關處理程序。

Scheduled date for convening the legally mandated General Meeting if the plan exceeds the deadline without completion, and relevant procedures.

- (五)、參與合併、分割、收購或股份受讓之公司家數異動時：參與合併、分割、收購或股份受讓之公司任何一方於資訊對外公開後，如擬再與其他公司進行合併、分割、收購或股份受讓，除參與家數減少，且股東會已決議並授權董事會得變更權限者，參與公司得免召開股東會重行決議外，原合併、分割、收購或股份受讓案中，已進行完成之程序或法律行為，應由所有參與公司重行為之。

Changes in the number of companies participating in the merger, demerger, acquisition, or share transfer: After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's General Meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another General Meeting to resolve on the matter anew.

- (六)、參與合併、分割、收購或股份受讓之公司有非屬公開發行公司者，本公司應與其簽訂協議，並依本條第二項第一款至第二款及第五款規定辦理。

Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the public company(s) shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of subparagraphs 1, 2 and 5 of paragraph 2 of this Article.

第十四條 資訊公開揭露程序

Procedures for the Information Disclosure

應依中華民國「公開發行公司取得或處分資產處理準則」規定之應公告申報項目及公告申報標準向主管機關申報，其他法令另有規定者依其規定辦理。

The public announcement and reporting standard under the “Regulations Governing the Acquisition or Disposition of Assets by Public Companies” of ROC should be reported to Competent Authority. It is not applicable to other law regulations.

第十五條 **本公司之子公司應依下列規定辦理：**

Subsidiaries shall process as the following regulations:

- 一、 子公司非屬國內公開發行公司者，取得或處分資產應比照本處理程序訂定自己的取得或處分資產處理程序辦理，取得或處分資產達第十四條規定應公告申報情事者，由本公司辦理其公告申報事宜。

Any subsidiary that is not a domestic public company, the acquisition or disposal of assets shall be adopted its Procedures for the acquisition or disposal of assets in accordance with this procedure. However, information required to be reported in accordance with the provisions of Article 14 shall be reported by the [parent] company.

- 二、 前項子公司適用第十四條之應公告申報標準有關達公司實收資本額百分之二十或總資產百分之十規定，係以本公司之實收資本額或總資產為準。

The foresaid subsidiaries reaches 20 % of paid-in capital or 10% of total assets and their information required to be reported, it is determined by the paid-in capital or total assets of the company.

第十六條 **罰則**

Penalties

本公司員工承辦取得與處分資產違反本處理程序規定者，依照本公司相關規定辦理，如造成本公司之損失，亦應負賠償責任。

The company’s persons-in-charge breach of these operating procedures, in the event any irrecoverable loss of company shall be responsible for the

compensation in accordance with company related regulations.

第十七條 本程序之訂定與實施

Prescription and Practice of Procedure

本程序送審計委員會同意，並經董事會通過後，提報股東會同意後施行，修正時亦同。如有董事表示異議且有紀錄或書面聲明者，公司並應將董事異議資料送審計委員會。另已依法設置獨立董事者，將本程序提報董事會討論時，應充分考量各獨立董事之意見，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。

已依法規定設置審計委員會者，訂定或修正取得或處分資產處理程序，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。

前項如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。

上述所稱審計委員會全體成員及前項所稱全體董事，以實際在任者計算之。

The procedures should be submitted to Audit Committee, then passed through Board Meeting, and submit them for approval by a General Meeting before practice. The same shall apply to any amendment to the procedures. Where any Director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the dissenting opinion to Audit Committee.

Where the position of Independent Director has been established in accordance with the provisions of the Act, when the procedure are submitted for discussion by the Board of Directors, 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 Meeting.

Where an Audit Committee has been established in accordance with the provisions of the Act, when the procedures are adopted or amended they shall be approved by more than half of all Audit Committee members and submitted to the board resolution.

If approval of more than half of all Audit Committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, provided that the resolution of the audit committee is recorded in the minutes of the Board Meeting.

The terms “all Audit Committee members” and “all Directors” in the preceding shall be calculated as the actual number of persons currently holding those positions.

第十八條 附則

Supplementary Provisions

本程序之規定，若有未盡事宜或適用上發生疑義時，悉依有關法令規定辦理。

Refer to law or regulations if these procedures have any unclear matters or doubtful meaning for the application.