

All Cosmos Bio- Tech
Holdings Corporation

Board of Directors



[INTERNAL CONTROL POLICIES AND PROCEDURES –

取得或處分資產

ACQUISITION AND DISPOSAL OF FIXED ASSETS]

THE INFORMATION CONTAIN HEREIN IS THE INTERNAL CONTROL POLICIES AND
PROCEDURES FOR ALL COSMOS BIO- TECH HOLDING CORPORATION.

取得或處分資產處理程序

PROCEDURES FOR ACQUISITION OR DISPOSAL OF ASSETS

DATE: 2022.06. 22

第 1 條

目的

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』規定辦理。但金融相關法令另有規定者，從其規定。

銀行、保險公司、票券金融公司、證券商、期貨商及槓桿交易商等金融特許事業辦理衍生性商品交易業務或從事衍生性商品交易，應依其業別適用其他法令規定，免依本程序第十二條規定辦理。

第 2 條 資產範圍

- 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、 使用權資產。

- 六、 金融機構之債權（含應收款項、買匯貼現及放款、催收款項）。
- 七、 衍生性商品。
- 八、 依法律合併、分割、收購或股份受讓而取得或處分之資產。九、其他重要資產。

第 3 條 名詞定義

- 一、衍生性商品：指其價值由特定利率、金融工具價格、商品價格、匯率、價格或費率指數、信用評等或信用指數、或其他變數所衍生之遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約，上述契約之組合，或嵌入衍生性商品之組合式契約或結構型商品等。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)貨契約。
- 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之三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。
- 八、以投資為專業者：指依法律規定設立，並受當地金融主管機關管理之金融控股公司、銀行、保險公司、票券金融公司、信託業、經營自營或承銷業務之證券商、經營自營業務之期貨商、證券投資信託事業、證券投資顧問事業及基金管理公司。
- 九、證券交易所：國內證券交易所，指臺灣證券交易所股份有限公司；外國證券交易所，指任何有組織且受該國證券主管機關管理之證券交易市場。
- 十、證券商營業處所：國內證券商營業處所，指依證券商營業處所買賣有價證券管理辦法規定證券商專設櫃檯進行交易之處所；外國證券商營業處所，指受外國證券主管機關管理且得經營證券業務之金融機構營業處所。

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。

第 4 條 取得非供營業用不動產或有價證券額度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

總額不得高於公司淨值。二、投資長、短期有價證券之總額不得高於淨值的百分之二百。

三、投資個別有價證券之金額不得高於淨值的百分之五十。惟投資於子公司之金額不得高於淨值的百分之六十。

所謂當期淨值係指最近期經會計師簽證或核閱之財務報表所載為準。

第 5 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、律師或證券承銷商應符合下列規定：

一、未曾因違反本法、公司法、銀行法、保險法、金融控股公司法、商業會計法，或有詐欺、背信、侵占、偽造文書或因業務上犯罪行為，受一年以上有期徒刑之宣告確定。但執行完畢、緩刑期滿或赦免後已滿三年者，不在此限。

二、與交易當事人不得為關係人或有實質關係人之情形。

三、公司如應取得二家以上專業估價者之估價報告，不同專業估價者或估價人員不得互為關係人或有實質關係人之情形。

前項人員於出具估價報告或意見書時，應依其所屬各同業公會之自律規範及下列事項辦理：

一、承接案件前，應審慎評估自身專業能力、實務經驗及獨立性。

二、執行案件時，應妥善規劃及執行適當作業流程，以形成結論並據以出具報告或意見書；並將所執程序、蒐集資料及結論，詳實登載於案件工作底稿。

三、對於所使用之資料來源、參數及資訊等，應逐項評估其適當性及合理，以做為
出賃估價報告或意見書之基礎。

四、聲明事項，應包括相關人員具備專業性與獨立性、已評估所使用之資訊為合理
適當且及遵循 相關法令等事項。

第 6 條 決策及授權層級

本公司取得或處分資產依所定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。

第 7 條 取得或處分不動產或其他固定資產之處理程序

一、評估及作業程序

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。

二、交易條件及授權額度之決定程序

- (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。
- (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。

三、執行單位

- (一) 土地與房屋等不動產之取得或處分：由行政部承辦。
- (二) 設備之取得或處分：由需求單位會同行政部門承辦。

四、不動產或設備估價報告

本公司取得或處分不動產、設備或使用權資產，除與國內政府機關交易、自地委建、租地委建，或取得、處分供營業使用之設備或使用權資產外，，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：

(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，；其嗣後有交易條件變更時，亦同。

(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。

(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，應洽請會計師對差異原因及交易價格之允當性表示具體意見：

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。

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。

(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，得由原專業估價者出具意見書。

(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。

第 8 條 取得或處分有價證券投資處理程序

一、評估及作業程序

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。

二、交易條件及授權額度之決定程序

(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。

(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。

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。

(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。

取得專家意見

(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。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。

(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。

第 9 條 關係人交易之處理程序

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。

二、評估及作業程序

本公司向關係人取得或處分不動產或其使用權資產，或與關係人取得或處分不動產或其使用權資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以上者，除買賣國內公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金外，應將下列資料，提交董事會通過及監察人承認後，始得簽訂交易契約及支付款項，且交易金額之計算，應依第十四條第一項第(八)款規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本處理程序規定提交董事會通過及監察人承認部分免再計入：

- (一) 取得或處分資產之目的、必要性及預計效益。
- (二) 選定關係人為交易對象之原因。
- (三) 向關係人取得或處分不動產或其使用權資產，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。

- (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。
- (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。
- (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。
- (七) 本次交易之限制條件及其他重要約定事項。

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，或其直接或間接持有百分之百已發行股份或資本總額之子公司彼此間從事下列交易，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，事後再提報最近期之董事會追認：

- 一、取得或處分供營業使用之設備或其使用權資產。
- 二、取得或處分供營業使用之不動產使用權資產。

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。本公司或其非屬國內公開發行公司之子公司有第一項交易，交易金額達本公司總資產百分之十以上

者，本公司應將第一項所列各款資料提交股東會同意後，始得簽訂交易契約及支付款項。但本公司或與其子公司，或子公司彼此間交易，不在此限。

第一項及前項交易金額之計算，應依第三十一條第二項規定辦理，且所稱一年內係以本次交易事實發生日為基準，往前追溯推算一年，已依本準則規定提交股東會、董事會通過及監察人承認部分免再計入。

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。

三、交易成本之合理性評估

(一) 本公司向關係人取得不動產或其使用權資產，應按下列方法評估交易成本之合理性：

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。
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。

- (二) 合併購買或租賃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。
- (三) 本公司向關係人取得不動產或其使用權資產，依本條第三項第一款及第二款規定評估不動產或其使用權資產成本，並應洽請會計師複核及表示具體意見。
- (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：
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：
 - 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。

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。

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。

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。

(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。

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。

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。

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。

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。

- (六) 本公司向關係人取得不動產或其使用權資產，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：

關係人係因繼承或贈與而取得不動產或其使用權資產。

1. 關係人訂約取得不動產或其使用權資產時間距本交易訂約日已逾五年。
2. 與關係人簽訂合建契約而取得不動產。

本公司與子公司，或其直接或間接持有百分之百已發行股份或資本總額之子公司彼此間，取得供營業使用之不動產使用權資產。

- (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。

第 10 條 取得或處分會員證或無形資產之處理程序

評估及作業程序

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。

授權額度之決定程序

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。

執行單位

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。

四、會員證或無形資產專家評估意見報告

(一)本公司取得或處分會員證之交易金額達實收資本額百分之一或新臺幣參佰萬元以上者應請專家出具鑑價報告。

(二)本公司取得或處分無形資產之交易金額達實收資本額百分之十或新臺幣貳仟萬元以上者應請專家出具鑑價報告。

(三)本公司取得或處分會員證或無形資產或其使用權資產或會員證之交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，除與政府機關交易外，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。

第 10.1 條 交易金額之計算

第七、八、十條交易金額之計算，應依第十四條第一項第(八)款規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本處理程序規定取得專業估價者出具之估價報告或會計師意見部分免再計入。

第 11 條 取得或處分金融機構債權之處理程序

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。

第 12 條 取得或處分衍生性商品之處理程序

一、交易原則與方針

(一) 交易種類

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。
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。

(二) 經營(避險)策略

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。

(三) 權責劃分

會計部應負責執行下列事務：

- 1、負責整個公司衍生性商品交易之策略擬定。
- 2、依據授權權限及既定之策略執行交易。
- 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。

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。

5、會計帳務處理。

6、交割人員:執行交割任務。

7、衍生性商品核決權限：

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

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。
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。
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。

(五)契約總額之訂定

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。

(六)損失上限之訂定

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。

二、風險管理措施

- (一) 信用風險管理: 交易對象限以國內外著名金融機構
- (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。
- (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。
- (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。
- (五) 作業風險管理
 - 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。
 - 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。

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。

(六) 法律風險管理

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。

三、 內部稽核制度

- (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。

已依證券交易法規定設置獨立董事者，於依前項通知各審計委員事項，應一併書面通知獨立董事。

- (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。

四、 定期評估方式

(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：

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。

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

(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。

(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。

(四)

第 13 條 辦理合併、分割、收購或股份受讓之處理程序

評估及作業程序

(一)本公司辦理合併、分割、收購或股份受讓時宜委請律師、會計師及承銷商等共同研議法定程序預計時間表，且組織專案小組依照法定程序執行之。並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。但公司合併其直接或間接持有百分之百已發行股份或資本總額之子公司，或其直接或間接持有百分之百已發行股份或資本總額之子公司間之合併，得免取得前開專家出具之合理性意見。

(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。

二、其他應行注意事項

(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。

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：

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）。

1、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。

2、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。

3、 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。

4、 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。

(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。

(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

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。

處分公司重大資產等影響公司財務業務之行為。

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。

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。

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。

已於契約中訂定得變更之其他條件，並已對外公開揭露者。

(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：

違約之處理。

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。

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。

參與主體或家數發生增減變動之處理方式。

預計計畫執行進度、預計完成日程。

計畫逾期末完成時，依法令應召開股東會之預定召開日期等相關處理程序。

(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。

- (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。

第 14 條 資訊公開揭露程序

一、應公告申報項目及公告申報標準

- (一)向關係人取得或處分不動產或其使用權資產，或與關係人為取得或處分不動產或其使用權資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以上。但買賣國內公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金，不在此限。

- (二)進行合併、分割、收購或股份受讓。

- (三)從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。

- (四)取得或處分供營業使用之設備或其使用權資產，且其交易對象非為關係人，交易金額達新臺幣五億元以上。

- (五)公司經營營建業務時，取得或處分供營建使用之不動產或其使用權資產且其交易對象非為關係人，交易金額達新臺幣五億元以上；其中實

收資本額達新臺幣一百億元以上，處分自行興建完工建案之不動產，且交易對象非為關係人者，交易金額為達新臺幣十億元以上。

(六)以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，且其交易對象非為關係人，公司預計投入之交易金額達新臺幣五億元以上。

(七)除前六款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上。但下列情形不在此限：

- 1.買賣國內公債或信用評等不低於我國主權評等等級之外國公債。
- 2.買賣附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金。

(八)本項交易金額之計算方式如下，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依規定公告部分免再計入。

- 1.每筆交易金額。

2.一年內累積與同一相對人取得或處分同一性質標的交易之金額。

3.一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產或其使用權資產之金額。

4.一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。

二、前項所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定公告部分免再計入。

三、公告申報程序

(一)本公司應將相關資訊於金管會指定網站辦理公告申報。

(二)本公司應按月將本公司及其非屬國內公開發行之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入金管會指定之資訊申報網站。

(三)本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時，應於知悉之即日起算二日內將全部項目重行公告申報。

(四)本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。

(五)本公司依本條規定公告申報之交易後，有下列情形之一者，應於事實發生之即日起算二日內將相關資訊於金管會指定網站辦理公告申報：

- 1.原交易簽訂之相關契約有變更、終止或解除情事。
- 2.合併、分割、收購或股份受讓未依契約預定日程完成。
- 3.原公告申報內容有變更。

第 15 條 本公司之子公司應依下列規定辦理：

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。

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。

第 16 條 罰則

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。

第 17 條 本程序之訂定與實施

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。

第 18 條 附則

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。

PROCEDURES FOR ACQUISITION OR DISPOSAL OF ASSETS

DATE: 2019.06.19

Article 1

Purpose

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. Provisions are made. However, if there are other provisions in relevant financial decrees, the provisions shall be followed.

Banks, insurance companies, ticket and bond financial companies, securities dealers, futures dealers and leveraged dealers who engage in derivative commodity trading or derivative commodity trading shall be exempted from the provisions of Article 12 of this procedure in accordance with the provisions of other laws and regulations applicable to their businesses.

Article 2

Scope of the Assets

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. Right of Use Asset
6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables)
7. Derivatives.
8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with acts of law.
9. Other major assets.

Article 3

Noun Definitions

1. "Derivatives": Refers to the value of a particular interest rate, the price of Financial Instruments, the price of commodities. 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, price or rate, credit rating or any relevant credit index or similar variables or other interests. The Combination of the above contracts, or the combination contracts or structured goods embedded in the derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales)(Commodities) 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 1563 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").
"Subsidiary": As defined in Statements of Financial Accounting Standards Nos. 5 and 7 published by the ARDF.
4. "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.
5. "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.
6. Investment in the mainland: refers to the investment in the mainland in accordance with the provisions of the Investment Review Committee of the Ministry of Economic Affairs for investment or technical cooperation licensing in the mainland.
7. "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.
8. Investments as professionals refer to financial holding companies, banks, insurance companies, ticket and securities financing companies, trust companies, securities dealers, futures dealers, securities investment trusts, securities investment consultants and fund management companies established by law and managed by local financial authorities.
9. Stock exchanges: domestic stock exchanges refer to Taiwan Stock Exchange Co., Ltd. and foreign stock exchanges refer to any organized stock exchange market managed by the securities authorities of the country.
10. Business premises of securities firms: Domestic business premises of securities firms refer to those places where securities firms set up special counters to conduct transactions in accordance with the regulations governing the sale and purchase of securities at their business premises; foreign business premises of securities firms refer to those financial institutions which are managed by foreign securities authorities and are permitted to operate securities business.

The provision of 10% of the total assets of the Program shall be calculated based on the total assets of the Company's individual financial report in the most recent period as

stipulated in the financial issuer's financial reporting standards. If the shares of the subsidiary are not denominated or the denomination is not NT\$10, the transaction amount of 20% of the paid-in capital of the subsidiary shall be calculated at 10% of the equity attributable to the owner of the parent company.

Article 4

The quotas for the individual assets obtained by the company and its subsidiaries are set out as follows:

1. The total amount of real estate not for business use shall not exceed the net value of the company.
2. The total amount of long-term and short-term securities investment may not exceed 200 percent of the net value.
3. The amount of investment in individual securities may not exceed 50% of the net value. However, the amount invested in a subsidiary must not exceed 60% of the net value.

The net value in the current period refers to the latest financial statements approved or certified by the Certified Public Accountant.

Article 5

Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant opinions, attorney's opinions, or underwriter's opinions shall comply with the following provisions:

1. No one shall violate this Law, the Company Law, the Banking Law, the Insurance Law, the Financial Holding Company Law or the Commercial Accounting Law, or who commits fraud, breach of trust, embezzlement, forgery of documents or criminal acts in business, has been declared to be sentenced to fixed-term imprisonment of more than one year. However, if the execution has been completed, the probation period has expired or the pardon has expired for three years, this limit shall not apply.
2. The case where the parties to the transaction are not related persons or substantive persons.
3. If a company should obtain the valuation reports of more than two professional evaluators, the different professional evaluators or evaluators shall not be related to each other or have substantial relationship with each other.

When issuing a valuation report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-discipline norms of their trade associations and the following matters:

1. When executing a case, one should carefully assess one's professional competence, practical experience and independence.
2. When executing and verifying a case, appropriate operational procedures shall be properly planned and executed to form conclusions and to issue reports or opinions thereon; and the procedures, data collection and conclusions to be carried out shall be detailed in the working draft of the case.
3. The appropriateness and reasonableness of the data sources, parameters and information used shall be evaluated one by one as the basis for the issuance of evaluation reports or opinions.
4. Declarations shall include the professionalism and independence of the relevant personnel, the rationality, appropriateness and compliance of the information used in the assessment.

Article 6

Decision and Authorization Level

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

twothirds 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.

Article 7

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

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

Procedures for the Transaction Term and

Authorization Limit:

1. 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.
2. 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.
3. Implementation Unit

- i. Acquisition or disposal of land, building and other real property: Admin Department in-charge.
- ii. Acquisition or disposal of other fixed assets: In-charged by requisition unit accompany with Admin Department.

4. Appraisal Report of Real Property or Other Fixed Assets

In acquiring or disposing real property or other fixed assets or equipment or usufruct assets or 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 or right of use assets within the country, 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:

- i. 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 trading conditions of the transaction.
- ii. 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.
- iii. 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 and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
 - 1. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.

2. The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.
5. The date of issuance of the report and the date of establishment of the contract by the professional evaluator shall not exceed three months. However, if the present value of the same period of announcement is applicable and has not exceeded six months, the original professional evaluator may issue an opinion.
6. 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.

Article 8

Procedures for the Acquisition or Disposal of Securities

1. Evaluation and Operating Procedure

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

2. Procedures for the Transaction Term and Authorization Limit

- i. 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.
- ii. 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, its 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.

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

3. With Professional Opinion

- 1. 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. 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).
- 2. 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.

Article 9

Procedures for Related Party Transactions

- 1. 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.

2. Evaluation and Operating Procedures:

The company obtains or disposes of immovable property to related parties or acquires or disposes other assets other than immovable assets or its usufruct assets with related parties, and the transaction amount reaches 20 percent of the company's paid-up capital, 10 percent of total assets, or NT\$300 million within the Country. In addition to the above, in addition to buying and selling government bonds, bonds with repurchased bonds, conditions for repurchase, and purchases or repurchase of money market funds issued by domestic securities investment trusts, the following materials should be submitted to the board of directors for approval and the supervisors must acknowledge them before signing.

The transaction contract and the payment amount, and the calculation of the transaction amount shall be handled in accordance with the provisions of paragraph (8) of Article 14 (1), and shall be traced back on the basis of the date of occurrence of the transaction in one year. One year's calculations have been submitted to the board of directors and the supervisor recognizes that the part of the processing procedure is no longer counted towards:

3. The purpose, necessity and anticipated benefits of the asset acquisition or disposal.
4. The reason for choosing the Related Party as the trading counterparty.
5. In acquiring or disposing real property or its usufruct assets 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.
6. 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.

7. 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.
8. 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.
9. Restrictive and other important stipulations associated with the transaction.
10. 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, or their subsidiaries directly or indirectly holding 100% of the total issued shares or capital, engage in the following transactions with each other, 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:

1. To acquire or dispose of equipment for business use or assets of its right to use.
2. To acquire or dispose of the assets of the right to the use of immovable property for Business use.

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. Where the Company or its subsidiary which is not a domestic public company has

a transaction referred to in paragraph 1 and the transaction amount reaches more than 10% of the total assets of this Corporation, this corporation shall submit the information listed in paragraph 1 to the shareholders' meeting for approval before signing the transaction contract and making payment. However, this restriction does not apply to transactions between the company or its subsidiaries or between subsidiaries.

The calculation of the transaction amount referred to in paragraph 1 and the preceding paragraph shall be handled in accordance with paragraph 2 of Article 31, and the said one-year period is based on the date of the fact of the transaction, and the online retroactive calculation is one year. The part that has been submitted to the shareholders' meeting, the board of directors for approval and recognized by the supervisor in accordance with these standards is exempted from re-counting.

If an audit committee has been established in accordance with the law, matters that should be recognized by the supervisor in accordance with the preceding paragraph shall be agreed by more than one-half of all members of the audit committee and submitted to the board of directors for resolution.

If the preceding paragraph has not been agreed by more than one-half of all members of the Board of Auditors, it may be agreed by more than two-thirds of all directors, and the resolution of the Board of Auditors shall be set out in the proceedings of the Board of Directors.

All the members of the audit committee mentioned above and all the directors mentioned in the preceding paragraph shall be calculated by the actual incumbent. Assess the Reasonableness of Transaction Costs

3. Rationality evaluation of transaction cost

1. The company acquires real property or its usufruct assets from a related party shall evaluate the reasonableness of the transaction costs by the following means:
2. 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.

3. 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.
4. Where land and structures thereupon are combined as a single property purchased or lease 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.
5. The company acquires real property or its usufruct assets 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.
6. 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:
 - i. 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
7. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:

profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.

- ii. 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.
 - iii. 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.
8. 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.
9. 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.
- i. 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.
 - ii. Independent Directors of Audit Committee shall comply with the provisions of Article 218 of the Company Law.

- iii. 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.

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.

10. The company shall also comply with the provisions of paragraph 2 of this Article when acquiring real property or its usufruct assets 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:

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

- i. More than five years will have elapsed from the time the related party signed the contract to obtain the real property or its usufruct assets to the signing date for the current transaction.
- ii. The real property is acquired through signing of a joint development contract with the related party.
- iii. The Company and its subsidiaries, or its subsidiaries directly or indirectly holding 100% of the issued shares or total capital, acquire real estate usufruct assets for business use.

11. 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.

Article 10

Procedures for the Acquisition or Disposal of Memberships or Intangible Assets

1. Evaluation and Operating Procedure

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.

2. Procedures for the Authorization Limit

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.

3. Implementation Unit

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

4. The expert evaluation opinion report on membership card or intangible assets.

- i. If the company acquires or disposes of a membership card with a transaction amount of one percent of the paid-in capital or NT\$3 million or more, it shall request the expert to issue a valuation report.
- ii. If the company acquires or disposes of intangible assets with a transaction amount of 10% of the paid-in capital or NT\$20 million or more, it should request an expert to issue a valuation report.
- iii. If the company acquires or disposes of a membership card or its right to use assets or membership cards or an intangible asset whose transaction amount of 20% of the company's paid-up capital or more than NT\$300 million, it shall, in addition to dealings with government body, the Certified Public Accountant should declare opinion on the reasonableness of price before the occurrence date.

Article 11

Calculation of transaction amount

The calculation of the transaction amount in Articles 7, 8 and 10 shall be handled in accordance with the provisions of paragraph (8) of Article 14 (1) and shall be calculated retrospectively based on the date of occurrence of the transaction in one year. In one year, the valuation report or accountant's opinion issued by a professional appraiser has been stipulated in this processing procedure and is no longer counted.

Article 12

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

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.

Article 13

Procedures for the Acquisition or Disposal of Derivatives

1. Trading Principles and Strategies

i. Transaction Types

- a. The company shall engage in derivatives, refers to the provisions of paragraph 1, Article 4.
- b. It is not applicable to engage in bonds under repurchase agreements.

ii. Management (Hedging) Strategies

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.

iii. Responsibilities

Finance Department should process the following procedures:

- a. Draft strategy for derivatives transactions of whole company.
- b. Implement transactions in accordance with the authorization limit and fixed strategy.
- c. 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.

iv. 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.

- v. Accounts ledger
- vi. Settlement personnel: In-charge the settlement.
- vii. 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)

2. Performance Evaluation

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

- ii. The company shall evaluate gain & loss at least twice a month for fully control and express the evaluation risk of transactions.
- iii. Accounts Department shall evaluate the foreign exchange parts, trend of exchange and market analysis to Managing Director as a management reference and indication.

3. Set-up Total Amount of Contracts

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.

4. Set-up Maximum Loss

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.

5. Risk Management Measures

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

- iv. 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.

6. Operational Risk Management

- i. Be sure to comply with the authorization limit, operating procedure and included in internal audit for avoiding operational risk.
- ii. Personnel engaged in derivatives trading may not serve concurrently in other operations such as confirmation and settlement.
- iii. 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.

7. Legal Risk Management

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.

8. Internal Audit System

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.

If an independent director has been set up in accordance with the provisions of the Securities and Exchange Law, he shall notify the auditors of the matters mentioned in the preceding paragraph in writing.

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.

9. Regular Evaluation Methods

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:

- i. 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.
- ii. 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.
- iii. 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.

- iv. 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.

Article 14

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

1. Evaluation and Operating Procedures

- i. When the company handles mergers, divisions, acquisitions, or share transfer, it should appoint a lawyer, Certified Public Accountant, underwriter, and other core search statutory procedural timetable, and organize the ad hoc group to implement the statutory procedures. Before convening a resolution of the board of directors, the committee asked the

Certified Public Accountant, lawyer, or securities underwriter to express their views on the reasonableness of the share ratio, purchase price, or cash or other property of the allotted shareholder, and submit it to the board of directors for discussion and approval. However, if the company merges its subsidiaries which directly or indirectly hold 100% of the issued shares or total capital, or if they directly or indirectly hold 100% of the issued shares or the total amount of capital in the merger of subsidiaries, they may avoid obtaining reasonable opinions from the former experts.

- ii. 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.

2. Other Matters Shall Pay Attention

- i. 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.
- ii. 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:
- iii. 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.

3. 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.

- i. 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.
- ii. When participating in a merger, demerger, acquisition, or transfer of another company's any 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 Internetbased information system) the information set out in this paragraph1. (1) 、(2) to the FSC for recordation.
- iii. 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.

- iv. 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.

- 4. 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:

- i. 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.
- ii. An action, such as a disposal of major assets that affects the company's financial operations.
- iii. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
- iv. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury share.
- v. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
- vi. Other terms/ conditions that the contract stipulates may be altered and that have been publicly disclosed.

5. 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:
 - i. Handling of breach of contract.
 - ii. Principles for the handling of equity-type securities previously issued or previously bought back by any company that is extinguished in a merger or that is demerged.
 - iii. 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.
 - iv. The manner of handling changes in the number of participating entities or companies.
 - v. Preliminary progress schedule for plan execution, and anticipated completion date.
 - vi. Scheduled date for convening the legally mandated General Meeting if the plan exceeds the deadline without completion, and relevant procedures.
6. 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.

7. 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.

Article 15

Information Disclosure Procedure

1. Should declare the declared project and the announcement application standard.
 - i. Obtaining or disposing of immovable property or its usufruct assets from related parties or obtaining or disposing of other asset or its usufruct assets from related parties, and the transaction amount of 20 percent of the company's paidup capital, 10 percent of total assets or NT\$300 million and above. However, the purchase and sale of government bonds, bonds with repurchased terms and conditions for repurchase, and purchases or repurchase of money market funds issued by domestic securities investment trusts shall not apply.
 - ii. Execute merger, split, acquisition or share transfer.
 - iii. Loss of trading of derivative products is subject to the total or individual contract loss limit set out in the prescribed processing procedures.
 - iv. The types of assets or its usufruct assets acquired or disposed of are equipment for business use, and their transactions are not related parties, and the transaction amount is NT\$500 million or more.
 - v. When the company operates a construction business, it acquires or disposes of real estate or its usufruct assets for construction and use, and its transaction partner is not a related party, and the transaction amount reaches more than NT\$500 million. Additionally, the paid-in capital amounted to more than NT\$10 million, and the real estate in the self-built and completed case was disposed of, and the trading object was not the person concerned, and the trading amount amounted to NT\$1 billion or more.

- vi. The real estate is acquired by way of self-building, lease construction, sub-house building, share building, and joint construction sub-sale and is not a related party transaction. The company expects to invest more than NT\$500 million in transactions.
- vi. In addition to asset transactions other than those in the previous six paragraphs, financial institutions disposing of claims or investing in mainland China, the transaction amounts to 20 percent of the company's paid-in capital or NT\$300 million or more. However, the following circumstances are not limited:
 - 2. Buying and selling public debt within the country or foreign government bonds with a credit rating not lower than the sovereign rating of the Republic of China.
 - 3. Buying and selling bonds with conditions for buying back and selling back, buying or buying back money market funds issued by domestic securities investment trusts.
 - 4. The calculation method for this transaction amount is as follows, and within one year with the said period, based on the date of occurrence of the transaction, retroactively extrapolated for one year, and the part announced in accordance with the provisions will not be counted.
 - 5. The amount of each transaction.
 - 6. Accumulate within one year the amount of the transaction with the same nature to obtain or dispose of the same landmark.
 - 7. Accumulated gains or dispositions (acquisition, disposition accumulate separately) of the amount of real estate or its usufruct assets of the same development plan within one year.
 - 8. The amount of the same marketable securities that is accumulated or disbursed (acquired, accumulated separately) within one year.
 - 9. Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly

announced in accordance with these Regulations need not be counted toward the transaction amount.

10. The company should submit the relevant information on the designated website for declaration.
11. The company shall, on a monthly basis, enter the information disclosure in the designated website before the tenth day of each month in the form prescribed by the company and its subsidiaries that are not publicly available in the country as of the end of last month.
12. If the company is required to announce that the project should be corrected when there are any errors or omissions in the announcement, the company shall make a re-announcement announcement of all the projects within two days from the date of the acknowledge.
13. When the company acquires or disposes of assets, it should keep the relevant contracts, minutes, memorandum, valuation reports, accountants, lawyers, or securities underwriters' opinions in the company, and keep it for at least five years unless otherwise provided by other laws.
14. After the company has announced the transaction in accordance with the provisions of this article, if one of the following circumstances occurs, the relevant information shall be reported to the designated website within 2 days from the date of the fact:
 15. The relevant contract signed in the original transaction has been changed, terminated or cancelled.
 16. Mergers, splits, acquisitions, or share transfers are not completed on a contractual schedule.
 17. The content of the original announcement has been changed.

Article 16

Subsidiaries shall process as the following regulations:

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.

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.

Article 17

Penalties

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.

Article 18

Prescription and Practice of Procedure

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.

Article 19

Supplementary Provisions

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