

All Cosmos Bio- Tech  
Holdings Corporation

Board of Directors



## **[INTERNAL CONTROL POLICIES AND PROCEDURES**

公司治理實務守則

## **PROCEDURAL RULES OF CORPORATE GOVERNANCE BEST PRACTICE PRINCIPLES]**

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

全宇生技控股有限公司

公司治理實務守則

## 第一章 總則

第一條 全宇生技控股有限公司(以下簡稱「本公司」)為建立良好之公司治理制度，並促進證券市場健全發展，參照臺灣證券交易所股份有限公司(以下簡稱「證券交易所」)及財團法人中華民國證券櫃檯買賣中心制定之「上市上櫃公司治理實務守則」，爰訂定「全宇生技控股有限公司治理實務守則」，以資遵循。

第二條 本公司建立公司治理制度，除應遵守法令及章程之規定，暨與證券交易所簽訂之契約及相關規範事項外，應依下列原則為之：

- 一、保障股東權益。
- 二、強化董事會職能。
- 三、發揮監察人功能。
- 四、尊重利害關係人權益。
- 五、提昇資訊透明度。

第三條 本公司應依公開發行公司建立內部控制制度處理準則之規定，考量本公司及其子公司整體之營運活動，設計並確實執行其內部控制制度，且應隨時檢討，以因應公司內外環境之變遷，俾確保該制度之設計及執行持續有效。

本公司除應確實辦理內部控制制度之自行評估作業外，董事會及管理階層應至少每年檢討各部門自行評估結果及按季檢核稽核單位之稽核報告，審計委員會或監察人並應關注及監督之。董事及監察人就內部控制制度缺失檢討應定期與內部稽核人員座談，並應作成紀錄，追蹤及落實改善，並提董事會報告。

本公司宜建立獨立董事、審計委員會或監察人與內部稽核主管間之溝通管道與機制，並由審計委員會召集人或監察人至股東會報告其與獨立董事成員及內部稽核主管之溝通情形。

本公司管理階層應重視內部稽核單位與人員，賦予充分權限，促其確實檢查、評估內部控制制度之缺失及衡量營運之效率，以確保該制度得以持續有效實施，並協助董事會及管理階層確實履行其責任，進而落實公司治理制度。

本公司內部稽核人員之任免、考評、薪資報酬宜提報董事會或由稽核主管簽報董事長核定。

第三條之一 本公司宜依公司規模、業務情況及管理需要，配置適任及適當人數之公司治理人員，並指定公司治理主管一名，為負責公司治理相關事務之最高主管，其應取得律師、會計師執業資格或於證券、金融、期貨相關機構或公開發行公司從事法務、財務、股務或公司治理相關事務單位之主管職務達三年以上。

前項公司治理相關事務，至少應包括下列內容：

- 一、依法辦理董事會及股東會之會議相關事宜。
- 二、製作董事會及股東會議事錄。
- 三、協助董事、監察人就任及持續進修。
- 四、提供董事、監察人執行業務所需之資料。
- 五、協助董事、監察人遵循法令。
- 六、其他依公司章程或契約所訂定之事項等。

## 第二章 保障股東權益

### 第一節 鼓勵股東參與公司治理

第四條 本公司之公司治理制度應保障股東權益，並公平對待所有股東。

本公司應建立能確保股東對公司重大事項享有充分知悉、參與及決定等權利之公司治理制度。

第五條 本公司應依照公司法及相關法令之規定召集股東會，並制定完備之議事規則，對於應經由股東會決議之事項，須按議事規則確實執行。

本公司之股東會決議內容，應符合法令及公司章程規定。

第六條 本公司董事會應妥善安排股東會議題及程序，訂定股東提名董事、監察人及股東會提案之原則及作業流程，並對股東依法提出之議案為妥適處理；股東會開會應安排便利之開會地點、預留充足之時間及派任適足適任人員辦理報到程序，對股東出席所憑依之證明

文件不得任意增列要求提供其他證明文件；並應就各議題之進行酌予合理之討論時間，及給予股東適當之發言機會。

董事會所召集之股東會，董事長宜親自主持，且宜有董事會過半數董事（含至少一席獨立董事）及審計委員會召集人（或至少一席監察人）親自出席，及其他功能性委員會成員至少一人代表出席，並將出席情形記載於股東會議事錄。

**第七條** 本公司應鼓勵股東參與公司治理，並宜委任專業股務代辦機構辦理股東會事務，使股東會在合法、有效、安全之前提下召開。本公司應透過各種方式及途徑，充分採用科技化之訊息揭露方式，同步上傳中英文版年報、年度財務報告、股東會開會通知、議事手冊及會議補充資料，並應採行電子投票，藉以提高股東出席股東會之比率，暨確保股東依法得於股東會行使其股東權。

本公司宜避免於股東會提出臨時動議及原議案之修正；其當年度選舉董事及監察人者，宜併採候選人提名制。

本公司宜安排股東就股東會議案逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

**第八條** 本公司應依照公司法及相關法令規定，於股東會議事錄記載會議之年、月、日、場所、主席姓名及決議方法，並應記載議事經過之要領及其結果。董事、監察人之選舉，應載明採票決方式及當選董事、監察人之當選權數。

股東會議事錄在公司存續期間應永久妥善保存，公司設有網站者宜充分揭露。

**第九條** 股東會主席應充分知悉及遵守公司所訂議事規則，並維持議程順暢，不得恣意宣布散會。

為保障多數股東權益，遇有主席違反議事規則宣布散會之情事者，董事會其他成員宜迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人為主席，繼續開會。

**第十條** 本公司應重視股東知的權利，並確實遵守資訊公開之相關規定，將

公司財務、業務、內部人持股及公司治理情形，經常且即時利用公開資訊觀測站或公司設置之網站提供訊息予股東。

為平等對待股東，前項各類資訊之發布宜同步以英文揭露之。

為維護股東權益，落實股東平等對待，上市上櫃公司應訂定內部規範，禁止公司內部人利用市場上未公開資訊買賣有價證券。

第十一條 股東應有分享公司盈餘之權利。為確保股東之投資權益，股東會得依公司法第一百八十四條之規定查核董事會造具之表冊、審計委員會或監察人之報告，並決議盈餘分派或虧損撥補。股東會執行前揭查核時，得選任檢查人為之。

股東得依公司法第二百四十五條之規定聲請法院選派檢查人，檢查公司業務帳目、財產情形、特定事項、特定交易文件及紀錄。

本公司之董事會、審計委員會或監察人及經理人對於前二項檢查人之查核作業應充分配合，不得有規避、妨礙或拒絕行為。

第十二條 本公司取得或處分資產、資金貸與及背書保證等重大財務業務行為，應依相關法令規定辦理，並訂定相關作業程序提報股東會通過，以維護股東權益。

本公司發生併購或公開收購事項時，除應依相關法令規定辦理外，應注意併購或公開收購計畫與交易之公平性、合理性等，並注意資訊公開及嗣後公司財務結構之健全性。

本公司處理前項相關事宜之人員，應注意利益衝突及迴避情事。

第十三條 為確保股東權益，上市上櫃公司宜有專責人員妥善處理股東建議、疑義及糾紛事項。

本公司之股東會、董事會決議違反法令或公司章程，或其董事、監察人、經理人執行職務時違反法令或公司章程之規定，致股東權益受損者，公司對於股東依法提起訴訟情事，應妥適處理。

本公司宜訂定內部作業程序妥善處理前二項事宜，留存書面紀錄備查，並納入內部控制制度控管。

## 第二節 建立與股東互動機制

第十三條之一 本公司之董事會有責任建立與股東之互動機制，以增進雙方對於公司目標發展之共同瞭解。

第十三條之二 本公司之董事會除透過股東會與股東溝通，鼓勵股東參與股東會外，並以有效率之方式與股東聯繫，與經理人、獨立董事共同瞭解股東之意見及關注之議題、明確解釋公司之政策，以取得股東支持。

### 第三節 公司與關係企業間之公司治理關係

第十四條 本公司與關係企業間之人員、資產及財務之管理目標與權責應予明確化，並確實執行風險評估及建立適當之防火牆。

第十五條 本公司之經理人除法令另有規定外，不應與關係企業之經理人互為兼任。

董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容，並取得其許可。

第十六條 本公司應按照相關法令規範建立健全之財務、業務及會計之管理目標與制度，並應與其關係企業就主要往來銀行、客戶及供應商妥適執行綜合之風險評估，實施必要之控管機制，以降低信用風險。

第十七條 本公司與其關係企業間有業務往來者，應本於公平合理之原則，就相互間之財務業務相關作業訂定書面規範。對於簽約事項應明確訂定價格條件與支付方式，並杜絕非常規交易情事。

本公司與關係人及其股東間之交易或簽約事項，亦應依照前項原則辦理，並嚴禁利益輸送情事。

第十八條 對本公司具控制能力之法人股東，應遵守下列事項：

- 一、對其他股東應負有誠信義務，不得直接或間接使公司為不合營業常規 或其他不利益之經營。
- 二、其代表人應遵循本公司所訂定行使權利及參與議決之相關規範，於參加股東會時，本於誠信原則及所有股東最大利益，行使其投票權，並能善盡董事、監察人之忠實與注意義務。
- 三、對公司董事及監察人之提名，應遵循相關法令及公司章程規定辦理， 不得逾越股東會、董事會之職權範圍。
- 四、不得不當干預公司決策或妨礙經營活動。
- 五、不得以壟斷採購或封閉銷售管道等不公平競爭之方式限制或妨礙公司之生產經營。
- 六、對於因其當選董事或監察人而指派之法人代表，應符合公司所需之專業資格，不宜任意改派。



第十九條 本公司應隨時掌握持有股份比例較大以及可以實際控制公司之主要股東及主要股東之最終控制者名單。

本公司應定期揭露持有股份超過百分之十之股東有關質押、增加或減少公司股份，或發生其他可能引起股份變動之重要事項，俾其他股東進行監督。

第一項所稱主要股東，係指股權比例達百分之五以上或股權比例占前十名之股東，但公司得依其實際控制公司之持股情形，訂定較低之股份比例。

### 第三章 強化董事會職能

#### 第一節 董事會結構

第二十條 本公司之董事會應指導公司策略、監督管理階層、對公司及股東負責，其公司治理制度之各項作業與安排，應確保董事會依照法令、公司章程之規定或股東會決議行使職權。

本公司之董事會結構，應就公司經營發展規模及其主要股東持股情形，衡酌實務運作需要，決定五人以上之適當董事席次。

董事會成員組成應考量多元化，除兼任公司經理人之董事不宜逾董事席次三分之一外，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，宜包括但不限於以下二大面向之標準：

一、基本條件與價值：性別、年齡、國籍及文化等。

二、專業知識與技能：專業背景（如法律、會計、產業、財務、行銷或科技）、專業技能及產業經歷等。

董事會成員應普遍具備執行職務所必須之知識、技能及素養。為達到公司治理之理想目標，董事會整體應具備之能力如下：

一、營運判斷能力。

二、會計及財務分析能力。

三、經營管理能力。

四、危機處理能力。

五、產業知識。

六、國際市場觀。

七、領導能力。

## 八、決策能力。

第二十一條 本公司應依保障股東權益、公平對待股東原則，制定公平、公正、公開之董事選任程序，鼓勵股東參與，並應依公司法之規定採用累積投票制度以充分反應股東意見。

本公司除經主管機關核准者外，董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。

董事因故解任，致不足五人者，公司應於最近一次股東會補選之。但董事缺額達章程所定席次三分之一者，公司應自事實發生之日起六十日內，召開股東臨時會補選之。

本公司董事會之全體董事合計持股比例應符合法令規定，各董事股份轉讓之限制、質權之設定或解除及變動情形均應依相關規定辦理，各項資訊並應充分揭露。

第二十二條 本公司宜依公司法之規定，於章程中載明採候選人提名制度選舉董事，審慎評估被提名人之資格條件及有無公司法第三十條所列各款情事等事項，並依公司法第一百九十二條之一規定辦理。

第二十三條 本公司董事長及總經理之職責應明確劃分。

董事長與總經理或其他相當職級者（最高經理人）不宜由同一人擔任。如董事長與總經理或其他相當職級者（最高經理人）為同一人或互為配偶或一親等親屬時，宜增加獨立董事席次且應有過半數董事不具員工或經理人身分。

本公司設置功能性委員會者，應明確賦予其職責。

### 第二節 獨立董事制度

第二十四條 本公司應依章程規定設置二人以上之獨立董事，且不得少於董事席次五分之一。

獨立董事應具備專業知識，其持股應予限制，除應依相關法令規定辦理外，不宜同時擔任超過五家上市上櫃公司之董事（含獨立董事）或監察人，且於執行業務範圍內應保持獨立性，不得與公司有直接或間接之利害關係。

本公司及其集團企業與組織，與他公司及其集團企業與組織，有互相提名另一方之董事、監察人或經理人為獨立董事候選人者，本公司應於受理獨立董事候選人提名時揭露之，並說明該名獨立董事候選人之適任性。如當選為獨立董事者，應揭露其當選權數。

前項所稱集團企業與組織，其適用範圍及於本公司子公司、直接或間接捐助基金累計超過百分之五十之財團法人及其他具有實質控制能力之機構或法人。



獨立董事及非獨立董事於任職期間不得轉換其身分。

獨立董事之專業資格、持股與兼職限制、獨立性之認定、提名方式及其他應遵行事項之辦法等事項，應依證券交易法、公開發行公司獨立董事設置及應遵循事項辦法、證券交易所或櫃檯買賣中心規定辦理。

第二十五條 本公司應依證券交易法之規定，將下列事項提董事會決議通過；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：

- 一、依證券交易法第十四條之一規定訂定或修正內部控制制度。
- 二、依證券交易法第三十六條之一規定訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。
- 三、涉及董事或監察人自身利害關係之事項。
- 四、重大之資產或衍生性商品交易。
- 五、重大之資金貸與、背書或提供保證。
- 六、募集、發行或私募具有股權性質之有價證券。
- 七、簽證會計師之委任、解任或報酬。
- 八、財務、會計或內部稽核主管之任免。
- 九、其他經主管機關規定之重大事項。

第二十六條 本公司應明定獨立董事之職責範疇及賦予行使職權之有關人力物力。公司或董事會其他成員，不得妨礙、拒絕或規避獨立董事執行業務。

本公司應依相關法令規定明訂董事之酬金，董事之酬金應充分反映個人表現及公司長期經營績效，並應綜合考量公司經營風險。對於獨立董事得酌訂與一般董事不同之合理酬金。

### 第三節 功能性委員會

第二十七條 本公司董事會為健全監督功能及強化管理機能，得考量公司規模、業務性質、董事會人數，設置審計、薪資報酬、提名、風險管理或其他各類功能性委員會，並得基於企業社會責任與永續經營之理念，設置環保、企業社會責任或其他委員會，並明定於章程。

功能性委員會應對董事會負責，並將所提議案交由董事會決議。但審計委員會依證券交易法第 14 條之 4 第 4 項規定行使監察人職權者，不在此限。

功能性委員會應訂定組織規程，經由董事會決議通過。組織規程之內容應包括委員會之人數、任期、職權事項、議事規則、行使職權時公司應提供之資源等事項。

第二十八條 本公司應擇一設置審計委員會或監察人。

審計委員會應由全體獨立董事組成，其人數不得少於三人，其中一人為召集人，且至少一人應具備會計或財務專長。

審計委員會及其獨立董事成員職權之行使及相關事項，應依證券交易法、公開發行公司審計委員會行使職權辦法、證券交易所或櫃檯買賣中心規定辦理。

第二十八條之一 本公司應設置薪資報酬委員會，過半數成員宜由獨立董事擔任；其成員專業資格、職權之行使、組織規程之訂定及相關事項應依「股票上市或於證券商營業處所買賣公司薪資報酬委員會設置及行使職權辦法」之規定辦理。

第二十八條之二 本公司宜設置並公告內部及外部人員檢舉管道，並建立檢舉人保護制度；其受理單位應具有獨立性，對檢舉人提供之檔案予以加密保護，妥適限制存取權限，並訂定內部作業程序及納入內部控制制度控管。

第二十九條 為提升財務報告品質，本公司應設置會計主管之職務代理人。

前項會計主管之代理人應比照會計主管每年持續進修，以強化會計主管代理人專業能力。

編製財務報告相關會計人員每年亦應進修專業相關課程六小時以上，其進修方式得參加公司內部教育訓練或會計主管進修機構所舉辦專業課程。

本公司應選擇專業、負責且具獨立性之簽證會計師，定期對公司之財務狀況及內部控制實施查核。公司針對會計師於查核過程中適時發現及揭露之異常或缺失事項，及所提具體改善或防弊意見，應確實檢討改進，並宜建立獨立董事、監察人或審計委員會與簽證會計師之溝通管道或機制，並訂定內部作業程序及納入內部控制制度控管。

本公司應定期（至少一年一次）評估聘任會計師之獨立性及適任性。公司連續七年未更換會計師或其受有處分或有損及獨立性之情事者，應評估有無更換會計師之必要，並就評估結果提報董事會。

第三十條 本公司宜委任專業適任之律師，提供公司適當之法律諮詢服務，或協助董事會、監察人及管理階層提昇其法律素養，避免公司及相關人員觸犯法令，促使公司治理作業在相關法律架構及法定程序下運作。

遇有董事、監察人或管理階層依法執行業務涉有訴訟或與股東之間發生糾紛情事者，公司應視狀況委請律師予以協助。

審計委員會或其獨立董事成員得代表公司委任律師、會計師或其他專業人員就行使職權有關之事項為必要之查核或提供諮詢，其費用由公司負擔之。

#### 第四節 董事會議事規則及決策程序

第三十一條 本公司董事會應每季至少召開一次，遇有緊急情事時並得隨時召集之。董事會之召集，應載明召集事由，於 7 日前通知各董事及監察人，並提供足夠之會議資料，於召集通知時一併寄送。會議資料如有不足，董事有權請求補足或經董事會決議後延期審議。

本公司應訂定董事會議事規範；其主要議事內容、作業程序、議事錄應載明事項、公告及其他應遵行事項之辦法，應依公開發行公司董事會議事辦法辦理。

第三十二條 董事應秉持高度之自律，對董事會所列議案，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。

董事自行迴避事項，應明訂於董事會議事規範。

第三十三條 本公司之獨立董事，對於證券交易法第十四條之三應提董事會之事項，應親自出席，不得委由非獨立董事代理。獨立董事如有反對或保留意見，應於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

董事會之議決事項，如有下列情事之一者，除應於議事錄載明外，並應於董事會之日起次一營業日交易時間開始二小時前，於公開資訊觀測站辦理公告申報：

一、獨立董事有反對或保留意見且有紀錄或書面聲明。

二、設置審計委員會之公司，未經審計委員會通過之事項，如經全體董事三分之二以上同意。

董事會進行中得視議案內容通知相關部門非擔任董事之經理人員列席會議，報告目前公司業務概況及答覆董事提問事項。必要時，亦得邀請會計師、律師或其他專業人士列席會議，以協助董事瞭解公司現況，作出適當決議，但討論及表決時應離席。

第三十四條 本公司董事會之議事人員應確實依相關規定詳實記錄會議報告及各議案之議事摘要、決議方法與結果。

董事會議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送各董事及監察人，董事會簽到簿為議事錄之一部分，並應列入公司重要檔案，在公司存續期間永久妥善保存。

議事錄之製作、分發及保存，得以電子方式為之。

公司應將董事會之開會過程全程錄音或錄影存證，並至少保存五年，其保存得以電子方式為之。

前項保存期限未屆滿前，發生關於董事會相關議決事項之訴訟時，相關錄音或錄影存證資料應續予保存，不適用前項之規定。

以視訊會議召開董事會者，其會議錄音、錄影資料為議事錄之一部分，應永久保存。

董事會之決議違反法令、章程或股東會決議，致公司受損害時，經表示異議之董事，有紀錄或書面聲明可證者，免其賠償之責任。

第三十五條 本公司對於下列事項應提董事會討論：

- 一、公司之營運計畫。
- 二、年度財務報告及半年度財務報告。但半年度財務報告依法令規定無須經會計師查核簽證者，不在此限。
- 三、依證券交易法第十四條之一規定訂定或修正內部控制制度，及內部控制制度有效性之考核。
- 四、依證券交易法第三十六條之一規定訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。
- 五、募集、發行或私募具有股權性質之有價證券。
- 六、經理人之績效考核及酬金標準。
- 七、董事之酬金結構與制度。
- 八、財務、會計或內部稽核主管之任免。
- 九、對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救助之公益性質捐贈，得提下次董事會追認。

十、依證券交易法第十四條之三、其他依法令或章程規定應由股東會決議或提董事會決議事項或主管機關規定之重大事項。

除前項應提董事會討論事項外，在董事會休會期間，董事會依法令或公司章程規定，授權行使董事會職權者，其授權層級、內容或事項應具體明確，不得概括授權。

第三十六條 本公司應將董事會之決議辦理事項明確交付適當之執行單位或人員，要求依計畫時程及目標執行，同時列入追蹤管理，確實考核其執行情形。

董事會應充分掌握執行進度，並於下次會議進行報告，俾董事會之經營決策得以落實。

#### 第五節 董事之忠實注意義務與責任

第三十七條 董事會成員應忠實執行業務及盡善良管理人之注意義務，並以高度自律及審慎之態度行使職權，對於公司業務之執行，除依法律或公司章程規定應由股東會決議之事項外，應確實依董事會決議為之。

上市上櫃公司宜訂定董事會績效評估辦法及程序，每年定期就董事會、功能性委員會及個別董事依自我評量、同儕評鑑、委任外部專業機構或其他適當方式進行績效評估；對董事會績效之評估內容宜包含下列構面，並考量公司需求訂定適合之評估指標：

一、對公司營運之參與程度。

二、提升董事會決策品質。

三、董事會組成與結構。

四、董事之選任及持續進修。

五、內部控制。

對董事成員（自我或同儕）績效之評估內容宜包含下列構面，並考量公司需求適當調整：

一、公司目標與任務之掌握。

二、董事職責認知。

三、對公司營運之參與程度。

四、內部關係經營與溝通。

五、董事之專業及持續進修。



六、內部控制。

功能性委員會績效之評估內容宜包含下列構面，並考量公司需求適當調整：

一、對公司營運之參與程度。

二、功能性委員會職責認知。

三、提升功能性委員會決策品質。

四、功能性委員會組成及成員選任。

五、內部控制。

上市上櫃公司宜將績效評估之結果提報董事會，並運用於個別董事薪資報酬及提名續任之參考。

第三十七條之一 上市上櫃公司宜建立管理階層之繼任計畫，並由董事會定期評估該計畫之發展與執行，以確保永續經營。

第三十八條 董事會決議如違反法令、公司章程，經繼續一年以上持股之股東或獨立董事請求或監察人通知董事會停止其執行決議行為事項者，董事會成員應儘速妥適處理或停止執行相關決議。

董事會成員發現公司有受重大損害之虞時，應依前項規定辦理，並立即向審計委員會或審計委員會之獨立董事成員或監察人報告。

第三十九條 本公司應於董事任期內就其執行業務範圍依法應負之賠償責任為其投保責任保險，以降低並分散董事因錯誤或疏失行為而造成公司及股東重大損害之風險。

本公司為董事投保責任保險或續保後，應將其責任保險之投保金額、承保範圍及保險費率等重要內容，提最近一次董事會報告。

第四十條 董事會成員宜於新任時或任期中持續參加上市上櫃公司董事、監察人進修推行要點所指定機構舉辦涵蓋公司治理主題相關之財務、風險管理、業務、商務、會計、法律或企業社會責任等進修課程，並責成各階層員工加強專業及法律知識。

#### 第四章 發揮監察人功能

##### 第一節 監察人之職能



第四十一條 本公司應制定公平、公正、公開之監察人選任程序，並應依公司法之規定採用累積投票制度以充分反應股東意見。

本公司應考量整體營運需要，並應依證券交易所或櫃檯買賣中心規定，訂定監察人最低席次。

本公司全體監察人合計持股比例應符合法令規定，各監察人股份轉讓之限制、質權之設定或解除及變動情形均應依相關規定辦理，各項資訊並應充分揭露。

第四十二條 本公司宜依公司法之規定於章程中載明採候選人提名制度選舉監察人，審慎評估被提名人之資格條件及有無公司法第三十條所列各款情事等事項，並依公司法第一百九十二條之一規定辦理。

第四十三條 本公司除經主管機關核准者外，監察人間或監察人與董事間，應至少一席以上，不得具有配偶或二親等以內之親屬關係之一。

本公司宜參考公開發行公司獨立董事設置及應遵循事項辦法有關獨立性之規定，選任適當之監察人，以加強公司風險管理及財務、營運之控制。

監察人宜在國內有住所，以即時發揮監察功能。

## 第二節 監察人之職權與義務

第四十四條 監察人應熟悉有關法律規定，明瞭公司董事之權利義務與責任，及各部門之職掌分工與作業內容，並列席董事會監督其運作情形且適時陳述意見，以先期掌握或發現異常情況。

本公司應於章程或經股東會決議明訂監察人之酬金。

第四十五條 監察人應監督公司業務之執行及董事、經理人之盡職情況，並關注公司內部控制制度之執行情形，俾降低公司財務危機及經營風險。

董事為自己或他人與公司為買賣、借貸或其他法律行為時，由監察人為公司之代表，如有設置審計委員會時，由審計委員會之獨立董事成員為公司之代表。

第四十六條 監察人得隨時調查公司業務及財務狀況，公司相關部門應配合提供查核、抄錄或複製所需之簿冊文件。

監察人查核公司財務、業務時得代表公司委託律師或會計師審核之，惟公司應告知相關人員負有保密義務。

董事會或經理人應依監察人之請求提交報告，不得以任何理由規避、妨礙或拒絕監察人之檢查行為。

監察人履行職責時，本公司應依其需要提供必要之協助，其所需之合理費用應由公司負擔。

第四十七條 為利監察人及時發現公司可能之弊端，本公司應建立員工、股東及利害關係人與監察人之溝通管道。

監察人發現弊端時，應及時採取適當措施以防止弊端擴大，必要時並應向相關主管機關或單位舉發。

本公司之獨立董事、總經理及財務、會計、研發及內部稽核部門主管人員或簽證會計師如有請辭或更換時，監察人應深入了解其原因。

監察人怠忽職務，致公司受有損害者，對公司負賠償責任。

第四十八條 本公司之各監察人分別行使其監察權時，基於公司及股東權益之整體考量，認有必要者，得以集會方式交換意見，但不得妨害各監察人獨立行使職權。

第四十九條 本公司應於監察人任期內就其執行業務範圍依法應負之賠償責任為其投保責任保險，以降低並分散監察人因錯誤或疏忽行為而造成公司及股東重大損害之風險。

本公司為監察人投保責任保險或續保後，宜將其責任保險之投保金額、承保範圍及保險費率等重要內容，提最近一次董事會報告。

第五十條 監察人宜於新任時或任期中持續參加上市上櫃公司董事、監察人進修推行要點所指定機構舉辦涵蓋公司治理主題相關之財務、風險管理、業務、商務、會計、法律或企業社會責任等進修課程。

## 第五章 尊重利害關係人權益

第五十一條 本公司應與往來銀行及其他債權人、員工、消費者、供應商、社區或公司之其他利害關係人，保持暢通之溝通管道，並尊重、維護其應有之合法權益，且應於公司網站設置利害關係人專區。

當利害關係人之合法權益受到侵害時，公司應秉誠信原則妥適處理。

第五十二條 對於往來銀行及其他債權人，應提供充足之資訊，以便其對公司之經營及財務狀況，作出判斷及進行決策。當其合法權益受到侵害時，公司應正面回應，並以勇於負責之態度，讓債權人有適當途徑獲得補償。

第五十三條 本公司應建立員工溝通管道，鼓勵員工與管理階層、董事或監察人直接進行溝通，適度反映員工對公司經營及財務狀況或涉及員工利益重大決策之意見。

第五十四條 本公司在保持正常經營發展以及實現股東利益最大化之同時，應關注消費者權益、社區環保及公益等問題，並重視公司之社會責任。

## 第六章 提升資訊透明度

### 第一節 強化資訊揭露

第五十五條 資訊公開係本公司之重要責任，本公司應確實依照相關法令、證券交易所或櫃檯買賣中心之規定，忠實履行其義務。

本公司應建立公開資訊之網路申報作業系統，指定專人負責公司資訊之蒐集及揭露工作，並建立發言人制度，以確保可能影響股東及利害關係人決策之資訊，能夠及時允當揭露。

第五十六條 為提高重大訊息公開之正確性及時效性，本公司應選派全盤瞭解公司各項財務、業務或能協調各部門提供相關資料，並能單獨代表公司對外發言者，擔任公司發言人及代理發言人。

本公司應設有一人以上之代理發言人，且任一代理發言人於發言人未能執行其發言職務時，應能單獨代理發言人對外發言，但應確認代理順序，以免發生混淆情形。

為落實發言人制度，本公司應明訂統一發言程序，並要求管理階層與員工保守財務業務機密，不得擅自任意散布訊息。

遇有發言人或代理發言人異動時，應即辦理資訊公開。

第五十七條 本公司應運用網際網路之便捷性架設網站，建置公司財務業務相關資訊及公司治理資訊，以利股東及利害關係人等參考，並宜提供英文版財務、公司治理或其他相關資訊。

前項網站應有專人負責維護，所列資料應詳實正確並即時更新，以避免有誤導之虞。

第五十八條 本公司召開法人說明會，應依證券交易所或櫃檯買賣中心之規定辦理，並應以錄音或錄影方式保存。法人說明會之財務、業務資訊應依證券交易所或櫃買中心之規定輸入公開資訊觀測站，並透過公司網站或其他適當管道提供查詢。

## 第二節 公司治理資訊揭露

第五十九條 本公司網站應設置專區，揭露下列公司治理相關資訊，並持續更新：

- 一、董事會：如董事會成員簡歷及其權責、董事會成員多元化政策及落實情形。
- 二、功能性委員會：如各功能委員會成員簡歷及其權責。
- 三、公司治理相關規章：如公司章程、董事會議事辦法及功能性委員會組織規程等公司治理相關規章。
- 四、與公司治理相關之重要資訊：如設置公司治理主管資訊等。

## 第七章 附則

第六十條 本公司應隨時注意國內與國際公司治理制度之發展，據以檢討改進公司所建置之公司治理制度，以提昇公司治理成效。

### 第六十一條 實施與修訂

本辦法經董事會通過後實施，修正時亦同。

本辦法於西元 2012 年 9 月 28 日首次適用實施。

第一次修訂西元 2019 年 3 月 26 日。

第二次修訂西元 2022 年 3 月 25 日。

All Cosmos Bio-Tech Holding Corporation

Corporate Governance Best Practice Principles for All Cosmos Bio-Tech Holding Corporation

## Chapter I General Principles

Article 1 The Taiwan Stock Exchange Corporation (TWSE) and the Taipei Exchange (TPEX) hereby jointly adopt these Principles, to be followed All Cosmos Bio-Tech Holding Corporation (“henceforth known as ACBT”), to assist in establishing sound corporate governance systems and promote sound development of the securities market. ACBT has formulate its own corporate governance principles and establish an effective corporate governance framework with reference to these Principles and disclose them through the Market Observation Post System (MOPS).

Article 2 When setting up the corporate governance system, in addition to complying with relevant laws, regulations, articles of incorporation, contracts signed with the TWSE or TPEX, and other relevant regulations, ACBT shall follow the following principles:

1. Protect the rights and interests of shareholders.
2. Strengthen the powers of the board of directors.
3. Fulfill the function of supervisors.
4. Respect the rights and interests of stakeholders.
5. Enhance information transparency.

Article 3 ACBT shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and its subsidiaries to design and fully implement an internal control system, and shall conduct continuing reviews of the system, in order to ensure the continued effectiveness of

its design and implementation in light of changes in the company's internal and external environment.

ACBT shall perform full self-assessments of its internal control system. Its board of directors and management shall review the results of the self-assessments by each department at least annually and the reports of the internal audit department on a quarterly basis. The audit committee or supervisors shall also attend to and supervise these matters. Directors and supervisors shall periodically hold discussions with their internal auditors about reviews of internal control system deficiencies. A record of the discussions shall be kept, and the discussions shall be followed up, improvements implemented, and a report submitted to the board of directors.

ACBT has established channels and mechanisms of communication between their independent directors, audit committees or supervisors, and chief internal auditors, and the convener of the audit committee or supervisors shall report their communication with the independent directors and chief internal auditors at the shareholders' meeting.

The management of ACBT shall pay special attention to the internal audit department and its personnel, fully empower them and urge them to conduct audits effectively, to evaluate problems of the internal control system and assess the efficiency of its operations to ensure that the system can operate effectively on an on-going basis, and to assist the board of directors and the management to perform their duties effectively so as to ensure a sound corporate governance system.

Appointment, dismissal, evaluation and review, salary and compensation of internal auditors of a the Company shall be reported to the board of directors or shall be submitted by the chief auditor to the board chairperson for approval.

Article 3-1 (Personnel responsible for corporate governance affairs)

A TWSE/TPEX listed company is advised to have an adequate number of corporate governance personnel with appropriate qualifications based on the size of the company, business situations and management needs, and to appoint a chief corporate governance officer as the most senior officer to be in charge of corporate governance affairs. Said officer shall be a qualified, practice-eligible lawyer or accountant or have been in a managerial position for at least three years in a securities, financial, or futures related institution or a public company in handling legal affairs, financial affairs, stock affairs, or corporate governance affairs.



It is required that the corporate governance affairs mentioned in the preceding paragraph include at least the following items:

1. Handling matters relating to board meetings and shareholders meetings according to laws
2. Producing minutes of board meetings and shareholders meetings
3. Assisting in onboarding and continuous development of directors and supervisors
4. Furnishing information required for business execution by directors and supervisors
5. Assisting directors and supervisors with legal compliance
6. Other matters set out in the articles of corporation or contracts

Chapter II      Protection of Shareholders' Rights and Interests

Section 1      Encouraging Shareholders to Participate in Corporate Governance

Article 4      The corporate governance system of ACBT shall be designed to protect shareholders' rights and interests and treat all shareholders equitably.

ACBT shall establish a corporate governance system which ensures shareholders' rights of being fully informed of, participating in and making decisions over important matters of the company.

Article 5      ACBT shall convene shareholders meetings in accordance with the Company Act and relevant laws and regulations, and provide comprehensive rules for such meetings and shall faithfully implement resolutions adopted by shareholders meetings in accordance with the rules for the meetings.

Resolutions adopted by shareholders meetings shall comply with laws, regulations and articles of incorporation.

- Article 6 The board of directors of ACBT shall properly arrange the agenda items and procedures for shareholders meetings, and formulate the principles and procedures for shareholder nominations of directors and supervisors and submissions of shareholder proposals. The board shall also properly handle the proposals duly submitted by shareholders. Arrangements shall be made to hold shareholders meetings at a convenient location, with sufficient time allowed and sufficient numbers of suitable personnel assigned to handle attendance registrations. No arbitrary requirements shall be imposed on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. Shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements.

For a shareholders meeting called by the board of directors, it is advisable that the board chairperson chair the meeting, that a majority of the directors (including at least one independent director) and convener of the audit committee, or at least one supervisor, attend in person, and that at least one member of other functional committees attend as representative. Attendance details should be recorded in the shareholders meeting minutes.

- Article 7 ACBT shall encourage its shareholders to actively participate in corporate governance. The company has engaged a professional shareholder services agent to handle shareholders meeting matters, so that shareholders meetings can proceed on a legal, effective and secure basis. The company shall seek all ways and means, including fully exploiting technologies for information disclosure, to upload annual reports, annual financial statements, notices, agendas and supplementary information of shareholders meetings in both Chinese and English concurrently, and shall adopt electronic voting, in order to enhance shareholders' attendance rates at shareholders meetings and ensure their exercise of rights at such meetings in accordance with laws and is advised to avoid raising extraordinary motions and amendments to original proposals at a shareholders meeting, and is advised to adopt a candidate nomination system for the election of directors and supervisors.

ACBT seeks to arrange for their shareholders to vote on each separate proposal in the shareholders meeting agenda, and following conclusion of the meeting, to enter the voting results the same day, namely the numbers of votes cast for and against and the number of abstentions, on the Market Observation Post System.

- Article 8 ACBT has in accordance with the Company Act and other applicable laws and regulations, records in the shareholders meeting minutes the date and place of the meeting, the name

of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. With respect to the election of directors and supervisors, the meeting minutes shall record the method of voting adopted therefore and the total number of votes for the elected directors or supervisors.

The shareholders meeting minutes shall be properly and perpetually kept by the company during its legal existence, and should be sufficiently disclosed on the company's website.

- Article 9 The chairperson of the shareholders meetings shall be fully familiar and comply with the rules governing the proceedings of the shareholders meetings established by the company. The chairperson shall ensure the proper progress of the proceedings of the meetings and may not adjourn the meetings at will.

In order to protect the interests of most shareholders, if the chairperson declares the adjournment of the meeting in a manner in violation of rules governing the proceedings of the shareholders meetings, it is advisable for the members of the board of directors other than the chairperson of the shareholders meeting to promptly assist the attending shareholders at the shareholders meeting in electing a new chairperson of the shareholders meeting to continue the proceedings of the meeting, by a resolution to be adopted by a majority of the votes represented by the shareholders attending the said meeting in accordance with the legal procedures.

- Article 10 ACBT shall place high importance on the shareholder right to know, and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established by the company.

To treat all shareholders equally, it is advisable that the company concurrently disclose the information under the preceding paragraph in English.

To protect its shareholders' rights and interests and ensure their equal treatment, the company shall adopt internal rules prohibiting company insiders from trading securities using information not disclosed to the market.

- Article 11 The shareholders shall be entitled to profit distributions by the company. In order to ensure the investment interests of shareholders, the shareholders meeting may, pursuant

to Article 184 of the Company Act, examine the statements and books prepared and submitted by the board of directors and the reports submitted by the audit committee or supervisors, and may decide profit distributions and deficit off-setting plans by resolution. In order to proceed with the above examination, the shareholders meeting may appoint an inspector.

The shareholders may, pursuant to Article 245 of the Company Act, apply with the court to select an inspector in examining the accounting records, assets, particulars, documents and records of specific transaction of the company.

The board of directors, audit committee or supervisors, and managers of the ACBT shall fully cooperate in the examination conducted by the inspectors in the aforesaid two paragraphs without any circumvention, obstruction or rejection.

Article 12 In entering into material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, ACBT shall proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders meeting so as to protect the interests of the shareholders.

When the company is involved in a merger, acquisition or public tender offer, in addition to proceeding in accordance with the applicable laws and/or regulations, it shall not only pay attention to the fairness, rationality, etc. of the plan and transaction of the merger, acquisition or public tender offer, but information disclosure and the soundness of the company's financial structure thereafter.

The relevant personnel of ACBT who is handling the matters in the preceding paragraph shall pay attention to the occurrence of any conflicts of interest and the need for recusal.

Article 13 In order to protect the interests of the shareholders, ACBT has designated personnel exclusively dedicated to handling shareholder proposals, inquiries, and disputes.

The company shall properly deal with any legal action duly instituted by shareholders in which it is claimed that shareholder rights and interests were damaged by a resolution adopted at a shareholders meeting or a board of directors meeting in violation of applicable laws, regulations, or the company's articles of incorporation, or that such damage was caused by a breach of applicable laws, regulations or the company's articles of incorporation by any directors, supervisors or managers in performing their duties.

ACBT has adopted internal procedures for appropriate handling of matters referred to in the preceding two paragraphs, and that it keep relevant written records for future reference and incorporate the procedures in its internal control system for management purposes.

## Section 2 Establishing a Mechanism for Interaction with Shareholders

Article 13-1 (The board of directors is responsible for establishing a mechanism for interaction with shareholders)

The board of directors of ACBT is responsible for establishing a mechanism for interaction with shareholders to enhance mutual understanding of the development of company's objectives.

Article 13-2 (Efficient communication with shareholders to gain their support)

In addition to communicating with shareholders through shareholders meetings and encouraging shareholders to participate in such meetings, the board of directors of ACBT together with officers and independent directors shall engage with shareholders in an efficient manner to ascertain shareholders' views and concerns, and expound company policies explicitly, in order to gain shareholders' support.

## Section 3 Corporate Governance Relationships Between the Company and Its Affiliated Enterprises

Article 14 ACBT shall clearly identify the objectives and the division of authority and responsibility between it and its affiliated enterprises with respect to management of personnel, assets, and financial matters, and shall properly carry out risk assessments and establish appropriate firewalls.

Article 15 Unless otherwise provided by the laws and regulations, a manager of ACBT may not serve as a manager of its affiliated enterprises.

A director who engages in any transaction for himself or on behalf of another person that is within the scope of the company's operations shall explain the major content of such actions to the shareholders meeting and obtain its consent.

Article 16 ACBT shall establish sound objectives and systems for of finance, operations, and accounting in accordance with applicable laws and regulations. It shall further, together with its affiliated enterprises, properly conduct an overall risk assessment of major banks they deal with and customers and suppliers, and implement the necessary control mechanisms to reduce credit risk.

Article 17 When ACBT and its affiliated enterprises enter into inter-company business transactions, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and non-arm's length transactions shall be prohibited.

All transactions or contracts made by and between ACBT and its affiliated persons and shareholders shall follow the principles set forth in the preceding paragraph, and improper channeling of profits is strictly prohibited.

Article 18 A corporate shareholder having controlling power over a TWSE/TPEX listed company shall comply with the following provisions:

1. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the company to conduct any business which is contrary to normal business practice or not profitable.

2. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation of resolution, so that at a shareholders meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall exercise the fiduciary duty and duty of care of a director or supervisor.

3. It shall comply with relevant laws, regulations and the articles of incorporation of the company in nominating directors or supervisors and shall not act beyond the authority granted by the shareholders meeting or board meeting.

4. It shall not improperly intervene in corporate policy making or obstruct corporate management activities.



5. It shall not restrict or impede the management or production of the company by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels.

6. The representative that is designated when a corporate shareholder has been elected as a director or supervisor shall meet the company's requirements for professional qualifications. Arbitrary replacement of the corporate shareholder's representative is inappropriate.

Article 19 ACBT shall retain at all times a register of major shareholders who own a relatively high percentage of shares and have controlling power, and of the persons with ultimate control over those major shareholders.

The company shall disclose periodically important information about its shareholders holding more than 10 percent of the outstanding shares of the company relating to the pledge, increase or decrease of share ownership, or other matters that may possibly trigger a change in the ownership of their shares.

The major shareholder indicated in the first paragraph refers to those who owns 5 percent or more of the outstanding shares of the company or the shareholding stake thereof is on the top 10 list, provided however that the company may set up a lower shareholding threshold according to the actual shareholding stake that may control the company.

Chapter III Enhancing the Functions of the Board of Directors

Section 1 Structure of the Board of Directors

Article 20 The board of directors of a TWSE/TPEX listed company shall direct company strategies, supervise the management, and be responsible to the company and shareholders. The various procedures and arrangements of its corporate governance system shall ensure that, in exercising its authority, the board of directors complies with laws, regulations, its articles of incorporation, and the resolutions of its shareholders meetings.

The structure of a TWSE/TPEx listed company's board of directors shall be determined by choosing an appropriate number of board members, not less than five, in consideration of its business scale, the shareholdings of its major shareholders, and practical operational needs.

The composition of the board of directors shall be determined by taking diversity into consideration. It is advisable that directors concurrently serving as company officers not exceed one-third of the total number of the board members, and that an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs be formulated and include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

All members of the board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the board of directors shall possess the following abilities:

1. Ability to make operational judgments.
2. Ability to perform accounting and financial analysis.
3. Ability to conduct management administration.
4. Ability to conduct crisis management.
5. Knowledge of the industry.
6. An international market perspective.

7. Ability to lead.

8. Ability to make policy decisions.

Article 21 ACBT shall, according to the principles for the protection of shareholder rights and interests and equitable treatment of shareholders, establish a fair, just, and open procedure for the election of directors, encourage shareholder participation, and adopt the cumulative voting mechanism pursuant to the Company Act in order to fully reflect shareholders' views.

Unless the competent authority otherwise grants an approval, a spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors of the company.

When the number of directors falls below five due to the discharge of a director for any reason, the company shall hold a by-election for director at the following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the company shall convene a special shareholders meeting within 60 days of the occurrence of that fact for a by-election for director(s).

The aggregate shareholding percentage of all of the directors of ACBT shall comply with the laws and regulations. Restrictions on the share transfer of each director and the creation, release, or changes of any pledges over the shares held by each director shall be subject to the relevant laws and regulations, and the relevant information shall be fully disclosed.

Article 22 ACBT has specify in its articles of incorporation that it adopts the candidate nomination system for elections of directors, carefully review the qualifications of a nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act.

Article 23 Clear distinctions shall be drawn between the responsibilities and duties of the chairperson of the board of ACBT and those of its general manager.

It is inappropriate for the chairperson to also act as the general manager or other equivalent position (highest managerial position). If the chairperson also acts as the general manager or other equivalent position (highest managerial position) or the chairperson and general manager or other equivalent position (highest managerial position) are spouses or relatives within one degree of consanguinity, it is advisable that the number of independent directors be increased and there be a majority of the members of the board of directors who are not employees or managers.

The company has a functional committee which clearly define the responsibilities and duties of the committee.

Section 2 Independent Director System

Article 24 ACBT shall appoint independent directors in accordance with its articles of incorporation. They shall be not less than two in number and not less than one-fifth of the total number of directors.

Independent directors shall possess professional knowledge and there shall be restrictions on their shareholdings. Applicable laws and regulations shall be observed and, in addition, it is not advisable for an independent director to hold office concurrently as a director (including independent director) or supervisor of more than five other TWSE/TPEX listed companies. Independent directors shall also maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the company.

If ACBT and its group enterprises and organizations, and another company and its group enterprises and organizations nominate for each other any director, supervisor or managerial officer as a candidate for an independent director of the other, the TWSE/TPEX listed company shall, at the time it receives the nominations for independent directors, disclose the fact and explain the suitability of the candidate for independent director. If the candidate is elected as an independent director, then ACBT shall disclose the number of votes cast in favor of the elected independent director.

The "group enterprises and organizations" in the preceding paragraph comprise the subsidiaries of ACBT, any foundation to which the company's cumulative direct or indirect contribution of funds exceeds 50 percent of its endowment, and other institutions or juristic persons that are effectively controlled by the company.

Change of status between independent directors and non-independent directors during their term of office is prohibited.

The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies, and the rules and regulations of the Taiwan Stock Exchange or GreTai Securities Market.

Article 25 ACBT shall submit the following matters to the board of directors for approval by resolution as provided in the Securities and Exchange Act. When an independent director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the directors meeting:

1. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.

2. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.

3. A matter bearing on the personal interest of a director or a supervisor.

4. A material asset or derivatives transaction.

5. A material monetary loan, endorsement, or provision of guarantee.

6. The offering, issuance, or private placement of any equity-type securities.

7. The hiring, discharge, or compensation of an attesting CPA.

8. The appointment or discharge of a financial, accounting, or internal auditing officer.

9. Any other material matter so required by the competent authority.

Article 26 ACBT shall stipulate the scope of duties of the independent directors and empower them with manpower and physical support related to the exercise of their power. The company or other board members shall not obstruct, reject or circumvent the performance of duties by the independent directors.

The company shall stipulate the remuneration of the directors according to applicable laws and regulations. The remuneration of the directors shall fully reflect the personal performance and the long-term management performance of the company, and shall also take the overall operational risks of the company into consideration. Different but reasonable remuneration from that of other directors may be set forth for the independent directors.

Section 3 Functional Committees

Article 27 For the purpose of developing supervisory functions and strengthening management mechanisms, the board of directors of ACBT, in consideration of the company's scale and type of operations and the number of its board members, may set up functional committees for auditing, remuneration, nomination, risk management or any other functions, and based on concepts of corporate social responsibility and sustainable operation, may set up environmental protection, corporate social responsibility, or other committees, and expressly provide for them in the articles of incorporation.

Functional committees shall be responsible to the board of directors and submit their proposals to the board of directors for approval, provided that the performance of supervisor's duties by the audit committee pursuant to Article 14-4, paragraph 4 of the Securities and Exchange Act shall be excluded.

Functional committees shall adopt an organizational charter to be approved by the board of directors. The organizational charter shall contain the numbers, terms of office, and powers of committee members, as well as the meeting rules and resources to be provided by the company for exercise of power by the committee.

Article 28 ACBT shall establish either an audit committee or a supervisor.

The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.



The exercise of power by audit committee and independent directors and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules and regulations of the TWSE or TPEX.

Article 28-1 ACBT shall establish a remuneration committee, and it is advisable that more than half of the committee members be independent directors. The professional qualifications for the committee members, the exercise of their powers of office, the adoption of the organizational charter, and related matters shall be handled pursuant to the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter.

Article 28-2 (A whistleblowing system)

ACBT has establish and announce channels for internal and external whistleblowers and have whistleblower protection mechanisms in place. The unit that handles whistleblowers' reporting shall be independent, provide encrypted protection for the files furnished by whistleblowers, and appropriately restrict access to such files. It shall also formulate internal procedures and incorporate those procedures into the company's internal control system for management purposes.

Article 29 To improve the quality of its financial reports, ACBT has establish the position of deputy to its principal accounting officer.

To enhance the professional abilities of the deputy accounting officer of the preceding paragraph, the deputy's continuing education shall proceed following the schedule of the principal accounting officer.

Accounting personnel handling the preparation of financial reports shall also participate in relevant professional development courses for 6 hours or more each year. Those courses may be company internal training activities or may be professional courses offered by professional development institutions for principal accounting officers.

ACBT has selected as its external auditor a professional, responsible, and independent attesting CPA, who shall perform regular reviews of the financial conditions and internal

control measures of the company. With regard to any irregularity or deficiency discovered and disclosed in a timely manner by the auditor during the review, and concrete measures for improvement or prevention suggested by the auditor, the company shall faithfully implement improvement actions. It is advisable that the company establish channels and mechanisms of communication between the independent directors, the supervisor or audit committee, and the attesting CPA, and to incorporate procedures for that purpose into the company's internal control system for management purposes.

ACBT has evaluated the independence and suitability of the CPA engaged by the company regularly, and no less frequently than once annually. In the event that the company engages the same CPA without replacement for 7 years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the company shall evaluate the necessity of replacing the CPA and submit its conclusion to the board of directors.

Article 30 ACBT has engage a professional and competent legal counsel to provide adequate legal consultation services to the company, or to assist the directors, the supervisors and the management to improve their knowledge of the law, for the purposes of preventing any infraction of laws or regulations by the company or its staff and ensuring that corporate governance matters proceed pursuant to the relevant legal framework and the prescribed procedures.

When, as a result of performing their lawful duties, directors, supervisors or the management are involved in litigation or a dispute with shareholders, the company shall retain a legal counsel to provide assistance as circumstances require.

The audit committee or an independent director may retain the service of legal counsel, CPA, or other professionals on behalf of the company to conduct a necessary audit or provide consultation on matters in relation to the exercise of their power, at the expense of the company.

Section 4 Rules for the Proceedings and Decision-Making Procedures of Board Meetings

Article 31 The board of directors of ACBT meets at least once every quarter, or convene at any time in case of emergency. To convene a board meeting, a meeting notice which specifies the purposes of the meeting shall be sent to each director and supervisor no later than 7 days before the scheduled date. Sufficient meeting materials shall also be

prepared and enclosed in the meeting notice. If the meeting materials are deemed inadequate, a director may ask the unit in charge to provide more information or request a postponement of the meeting with the consent of the board of directors.

The company shall adopt rules of procedure for board meetings, which shall follow the Regulations Governing Procedure for Board of Directors Meetings of Public Companies with regard to the content of deliberations, procedures, matters to be recorded in the meeting minutes, public announcements, and other matters for compliance.

Article 32      Company directors shall exercise a high degree of self-discipline. If a director or a juristic person represented by the director is an interested party with respect to any proposal for a board meeting, the director shall state the important aspects of the interested party relationship at the meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that proposal and shall enter recusal during the discussion and voting. The director also may not act as another director's proxy to exercise voting rights on that matter.

Matters requiring the voluntary recusal of a director shall be clearly set forth in the rules of procedure for board meetings.

Article 33      When a board meeting is convened to consider any matter submitted to it pursuant to Article 14-3 of the Securities and Exchange Act, an independent director of ACBT shall attend the board meeting in person, and may not be represented by a non-independent director via proxy. When an independent director has a dissenting or qualified opinion, it shall be noted in the minutes of the board of directors meeting; if the independent director cannot attend the board meeting in person to voice his or her dissenting or qualified opinion, he or she should provide a written opinion before the board meeting unless there are justifiable reasons for failure to do so, and the opinion shall be noted in the minutes of the board of directors meeting.

In any of the following circumstances, decisions made by the board of directors shall be noted in the meeting minutes, and in addition, publicly announced and filed on the MOPS two hours before the beginning of trading hours on the first business day after the date of the board meeting:

1. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.

2. The matter was not approved by the audit committee (if the company has set up an audit committee), but had the consent of more than two-thirds of all directors.

During a board meeting, managers from relevant departments who are not directors may, in view of the meeting agenda, sit in at the meetings, make reports on the current business conditions of the company and respond to inquiries raised by the directors. Where necessary, a CPA, legal counsel, or other professional may be invited to sit in at the meetings to assist the directors in understanding the conditions of the company for the purpose of adopting an appropriate resolution, provided that they shall leave the meeting when deliberation or voting takes place.

Article 34 Staff personnel of ACBT attending board meetings shall collect and correctly record the meeting minutes in detail, as well as a summary, the method of resolution, and voting results of all the proposals submitted to the board meeting in accordance with relevant regulations.

The minutes of the board of directors meetings shall be signed by the chairperson and secretary of the meeting and sent to each director and supervisor within 20 days after the meeting. The director attendance records shall be made part of the meeting minutes, treated as important corporate records, and kept safe permanently during the life of the company.

Meeting minutes may be produced, distributed, and preserved by electronic means.

A company shall record on audio or video tape the entire proceedings of a board of directors meeting and preserve the recordings for at least 5 years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph a lawsuit arises with respect to a resolution of a board of directors meeting, the relevant audio or video recordings shall be preserved for a further period, in which case the preceding paragraph does not apply.

Where a board of directors meeting is held via teleconference or video conference, the audio or video recordings of the meeting form a part of the meeting minutes and shall be preserved permanently.

When a resolution of the board of directors violates laws, regulations, the articles of incorporation, or resolutions adopted in the shareholders meeting, and thus causes an injury to the company, dissenting directors whose dissent can be proven by minutes or written statements will not be liable for damages.

Article 35 A TWSE/TPEx listed company shall submit the following matters to its board of directors for discussion:

1. Corporate business plans.
2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be CPA audited and attested.
3. Adoption or amendment to an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and evaluation of effectiveness of an internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. The performance assessment and the standard of remuneration of the managerial officers.
7. The structure and system of director's remuneration.
8. The appointment or discharge of a financial, accounting, or internal audit officer.

9. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the next board meeting for retroactive recognition.

10. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders meeting or to be approved by resolution at a meeting of the board of directors, or any such significant matter as may be prescribed by the competent authority.

Except for matters that must be submitted to the board of directors for discussion under the preceding paragraph, when the board of directors is in recess, it may delegate the exercise of its power to others in accordance with law, regulations, or its articles of incorporation. However, the level of delegation or the content or matters to be delegated shall be clearly specified, and general authorization is not permitted.

Article 36 ACBT shall ask the appropriate corporate department or personnel to execute matters pursuant to board of directors' resolutions in a manner consistent with the planned schedule and objectives. It shall also follow up on those matters and faithfully review their implementation.

The board of directors shall remain informed of the progress of implementation and receive reports in subsequent meetings to ensure the actual implementation of the board's management decisions.

Section 5 Fiduciary Duty, Duty of Care and Responsibility of Directors

Article 37 Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the articles of incorporation, they shall ensure that all matters are handled according to the resolutions of board of directors.

ACBT formulate rules and procedures for board of directors performance assessments, and that each year it conduct regularly scheduled performance assessments of the board of directors, functional committees, and individual directors through self-assessment, peer-to-peer assessments, engaging outside professional institutions, or in



any other appropriate manner. It is advisable that the performance assessment of the board of directors include the following aspects, and that appropriate assessment indicators be developed in consideration of the company's needs:

1. The degree of participation in the company's operations.
2. Improvement in the quality of decision making by the board of directors.
3. The composition and structure of the board of directors.
4. The election of the directors and their continuing professional education.
5. Internal controls.

It is advisable that performance assessments of board members (self-assessments or peer-to-peer assessments) include the following aspects, with appropriate adjustments made on the basis of the company's needs:

1. Their grasp of the company's goals and missions.
2. Their recognition of director's duties.
3. Their degree of participation in the company's operations.
4. Their management of internal relationships and communication.
5. Their professionalism and continuing professional education.
6. Internal controls.

It is advisable that the performance assessment of a functional committee cover the following aspects, subject to changes according to the company's needs:

1. Their degree of participation in the company's operations.
2. Their recognition of the duties of the functional committee.
3. Improvement in the quality of decision making by the functional committee.
4. The composition of the functional committee, and election and appointment of committee members.
5. Internal control.

ACBT submits the results of performance assessments to the board of directors and use them as reference in determining compensation for individual directors, their nomination and additional office term.

Article 37-1 ACBT has establish a succession plan for the management. The development and implementation of such plan shall be periodically evaluated by the board of directors to ensure sustainable operation.

Article 38 If a resolution of the board of directors violates law, regulations or the company's articles of incorporation, then at the request of shareholders holding shares continuously for a year or an independent director, or at the notice of a supervisor to discontinue the implementation of the resolution, members of the board shall take appropriate measures or discontinue the implementation of such resolution as soon as possible.

Upon discovering a likelihood that the company would suffer material injury, members of the board of directors shall immediately report to the audit committee, an independent director member of the audit committee, or a supervisor in accordance with the foregoing paragraph.

Article 39 ACBT shall take out directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of occupancy so as to reduce and spread the

risk of material harm to the company and shareholders arising from the wrongdoings or negligence of a director.

The company shall report the insured amount, coverage, premium rate, and other major contents of the liability insurance it has taken out or renewed for directors, at the next board meeting.

Article 40 Members of the board of directors are advised to participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of ACBTs, which cover subjects relating to corporate governance upon becoming directors and throughout their terms of occupancy. They shall also ensure that company employees at all levels will enhance their professionalism and knowledge of the law.

Chapter IV Empowering Supervisors

Section 1 Functions of Supervisors

Article 41 ACBT has stipulate a fair, just, and open procedure for the election of supervisors, and shall adopt a cumulative voting mechanism pursuant to the Company Act to fully reflect the opinions of the shareholders.

The company shall take into consideration the needs of overall business operations and comply with the rules of the TWSE or TPEx in setting the minimum number of supervisors.

The aggregate shareholding percentage of all of the supervisors of ACBT shall comply with laws and regulations. Restrictions on share transfers by each supervisor and the creation, release, or changes in pledges of shares held by each supervisor shall comply with the relevant laws and regulations, and the relevant information shall be fully disclosed.

Article 42 ACBT has specify in its articles of incorporation that it adopts the candidate nomination system for elections of supervisors, carefully review the qualifications of a nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act.

Article 43 Unless otherwise approved by the competent authority, at least one supervisor seat shall have no spousal relationship or familial relationship within the second degree of kinship with another supervisor or a director.

ACBT has refer to the provisions on independence provided in the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and appoint a suitable supervisor to enhance the risk management and financial and operational control of the company.

A supervisor will preferably be domiciled within the territory of the ROC to allow timely performance of supervisory functions.

## Section 2 Powers and Obligations of Supervisors

Article 44 A supervisor shall be familiar with the relevant laws and regulations, and shall understand the rights, obligations, and duties of directors of the company and the functions, duties, and operation of each department. A supervisor shall attend meetings of the board of directors to supervise their operations and to state his/her opinions when appropriate so as to grasp or discover any abnormal situation early on.

ACBT has stipulate the supervisor's remuneration in its articles of incorporation or by an approval in a shareholders meeting.

Article 45 A supervisor shall supervise the implementation of the operations of the company, and the performance of duties by directors and managers, and care the enforcement of the internal control system so as to reduce the financial and operational risks of the company.

Where a director, for himself/herself or on behalf of others, enters into a sale/purchase or loan transaction, or conducts any legal act with the company, a supervisor shall act as the representative of the company. In the event that the company has set up an audit committee, an independent director member of the audit committee shall act as the representative of the company in the above situation.

Article 46 A supervisor may investigate the operational and financial conditions of the company from time to time, and the relevant departments in the company shall provide the books or documents that will be needed for the supervisor's review, transcription or duplication.

When reviewing the finance or operations of the company, a supervisor may retain attorneys or CPAs on behalf of the company to perform the review; however, the company shall inform the relevant persons of their confidentiality obligations.

The board of directors or managers shall submit reports in accordance with the request of the supervisors and shall not for any reason circumvent, obstruct, or refuse the inspection of the supervisor.

When a supervisor performs his/her duties, the company shall provide necessary assistance as needed by the supervisor, and the reasonable expenses that the supervisor needs shall be borne by the company.

Article 47 For supervisors to timely discover any possible irregular conduct in the company, ACBT has established a channel for supervisors to communicate with the employees, shareholders, and stakeholders.

Upon discovering any irregular conduct, a supervisor shall take appropriate measures timely to curb the expansion of the irregular conduct, and file a report to the relevant regulatory authorities or agencies if necessary.

When an independent director or general manager, an officer of the finance, accounting, research and development, or internal audit department, or a CPA resigns or is removed from his/her position, the supervisors shall investigate the reasons.

In the event that a supervisor neglects his/her duties and therefore causes harm to the company, the supervisor shall be liable to the company.

Article 48 When exercising his/her supervisory power, each supervisor of ACBT may, after taking into consideration the overall interest of the company and shareholders, convene a meeting to exchange opinions among all the supervisors when he or she feels necessary, but in so doing may not obstruct supervisors in exercising their duties.

Article 49 ACBT shall take out supervisors liability insurance with respect to liabilities resulting from the exercise of duties during their terms, so as to reduce and spread the risk of material harm to the company and shareholders arising from the wrongdoing or negligence of a supervisor.

The company is advised to report the insured amount, coverage, premium rate, and other major contents of the liability insurance it has taken out or renewed for supervisors, at the next board meeting.

Article 50 Upon becoming supervisors and throughout their terms, supervisors are advised to participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of ACBT covering subjects relating to corporate governance.

Chapter V Respecting Stakeholders' Rights

Article 51 ACBT shall maintain communication with stakeholders and safeguard their rights and interests)

The company shall maintain channels of communication with its banks, other creditors, employees, consumers, suppliers, community, or other stakeholders of the company, respect and safeguard their legal rights and interests, and designate a stakeholders section on its website.

When any of a stakeholder's legal rights or interests is harmed, the company shall handle the matter in a proper manner and in good faith.

Article 52 ACBT shall provide sufficient information to banks and its other creditors to facilitate their evaluation of the operational and financial conditions of the company and its decision-making process. When any of their legal rights or interest is harmed, the company shall respond with a responsible attitude and assist creditors in obtaining compensation through proper means.

Article 53 ACBT shall establish channels of communication with employees and encourage employees to communicate directly with the management, directors, or supervisors so



as to reflect employees' opinions about the management, financial conditions, and material decisions of the company concerning employee welfare.

Article 54 In developing its normal business and maximizing the shareholders' interest, ACBT shall pay attention to consumers' interests, environmental protection of the community, and public interest issues, and shall give serious regard to the company's social responsibility.

Chapter VI Improving Information Transparency

Section 1 Enhancing Information Disclosure

Article 55 Disclosure of information is a major responsibility of the Company. ACBT shall perform its obligations faithfully in accordance with the relevant laws and the related TWSE and TPEx rules.

ACBT shall establish an Internet-based reporting system for public information, appoint personnel responsible for gathering and disclosing the information, and establish a spokesperson system so as to ensure the proper and timely disclosure of information about policies that might affect the decisions of shareholders and stakeholders.

Article 56 In order to enhance the accuracy and timeliness of the material information disclosed, ACBT has appointed a spokesperson and acting spokesperson(s) who understand thoroughly the company's financial and business conditions and who are capable of coordinating among departments for gathering relevant information and representing the company in making statements independently.

The company shall appoint one or more acting spokespersons who shall represent the company, when the spokesperson cannot perform his/her duties, in making statements independently, provided that the order of authority is established to avoid any confusion.

In order to implement the spokesperson system, ACBT has unify the process of making external statements. It shall require the management and employees to maintain the confidentiality of financial and operational secrets and prohibit their disclosure of any such information at will.

The company shall disclose the relevant information immediately whenever there is any change to the position of a spokesperson or acting spokesperson.

Article 57 In order to keep shareholders and stakeholders fully informed, ACBT shall utilize the convenience of the Internet and set up a website containing the information regarding the company's finances, operations, and corporate governance. It is also advisable for the company to furnish the financial, corporate governance, and other relevant information in English.

To avoid misleading information, the aforesaid website shall be maintained by specified personnel, and the recorded information shall be accurate, detailed and updated on a timely basis.

Article 58 ACBT shall hold an investor conference in compliance with the regulations of the TWSE and TPEx, and shall keep an audio or video record of the meeting. The financial and business information disclosed in the investor conference shall be disclosed on the Market Observation Post System and provided for inquiry through the website established by the company, or through other channels, in accordance with the TWSE or TPEx rules.

Section 2 Disclosure of Information on Corporate Governance

Article 59 ACBT's website shall set up special sections to disclose the following corporate governance related information and keep it updated:

1、 Board of Directors: such as resumes of members of the Board of Directors and their rights and responsibilities, diversification policies of members of the Board of Directors and their implementation.

2、 Functional committees: such as resumes of members of functional committees and their rights and responsibilities.

3、 Corporate governance related regulations: such as the Articles of Association, the procedures of the Board of Directors and the organizational procedures of functional committees.

4、 Important information related to corporate governance: such as setting up corporate governance director information.

Chapter VII      Supplementary Provisions

Article 60      ACBT shall at all times monitor domestic and international developments in corporate governance as a basis for review and improvement of the company's own corporate governance mechanisms, so as to enhance their effectiveness.

Article 61      Implementation and Amendment

These Measures shall be implemented after being approved by the Board of Directors, and the same shall apply to amendments.

The Measures were first implemented on September 28, 2012.

The first revision was made on March 26, 2019.

The second revision was made on March 25, 2022.