

**同欣電子工業股份有限公司**  
**資金貸與及背書保證作業程序**  
**Tone Hsing Electronic Industries, Ltd.**  
**Regulations Governing Loaning of Funds and Making of**  
**Endorsements/Guarantees**

第一章：總 則

Chapter 1: General Provisions

第 1 條：依據：

本作業程序依據證券交易法（以下簡稱證交法）第三十六條之一及金融監督管理委員會(以下簡稱金管會)「公開發行公司資金貸與及背書保證處理準則」規定訂定。

Article 1: Basis for adoption:

The Regulations is adopted pursuant to Article 36-1 of the Securities and Exchange Act (the "Act") and “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” for compliance therewith.

第 2 條：目的：

本公司辦理資金貸與、為他人背書保證者，應依本作業程序規定辦理。但金融相關法令另有規定者，從其規定。

Article 2: Purpose for adoption:

A Company shall comply with the Regulations when making loans to and endorsements/guarantees for others; provided, where financial laws or regulations provide otherwise, such provisions shall govern.

第 3 條：本公司依公司法第十五條規定，其資金除有下列各款情形外，不得貸與股東或任何他人：

- 一、公司間或與行號間業務往來者。
- 二、公司間或與行號間有短期融通資金之必要者。融資金額不得超過貸與企業淨值之百分之四十。

前項所稱短期，係指一年。但公司之營業週期長於一年者，以營業週期為準。

第一項第二款所稱融資金額，係指本公司短期融通資金之累計餘額。

本公司直接及間接持有表決權股份百分之百之國外公司間，從事資金貸與，或本公司直接及間接持有表決權股份百分之百之國外公司對本公司從事資金貸與，不受第一項第二款之限制。但仍應訂定資金貸與總額及個別對象之限額，並應明定資金貸與期限。

公司負責人違反第一項規定時，應與借用人連帶負返還責任；如公司受有損害者，亦應由其負損害賠償責任。

Article 3: Under Article 15 of the Company Act, the Company shall not loan funds to any of its shareholders or any other person except under the following circumstances:

1. The Company has the business transaction with companies or firms calls for a loan arrangement; or
2. There has short-term financing facility is necessary between the Company and companies or firms, provided that such financing amount shall not exceed 40 percent of the lender's net worth.

The term "short-term" as used in the preceding paragraph means one year, or where the Company's operating cycle exceeds one year, one operating cycle.

The term "financing amount" as used in paragraph 1, sub-paragraph 2 of this Article means the cumulative balance of the Company's short-term financing.

The restriction in paragraph 1, subparagraph 2 shall not apply to the loans of funds between overseas companies in which the Company holds, directly or indirectly, 100% of the voting shares, nor to loans of fund to the Company by any overseas company in which the Company holds, directly or indirectly, 100% of the voting shares. However, the Company shall still prescribe limits on the aggregate amount of such loans and on the amount of such loans permitted to a single borrower, and shall specify limits on the durations of such loans.

When a responsible person of the Company violates paragraph 1 or the proviso of the preceding paragraph, the responsible person shall bear joint and several liability with the borrower for repayment; if the Company suffers damage, the responsible person also shall be liable for damages.

第 4 條：本作業程序所稱背書及保證範圍如下：

一、融資背書保證，包括：

- (一) 客票貼現融資。
- (二) 為他公司融資之目的所為之背書或保證。
- (三) 為本公司融資之目的而另開立票據予非金融事業作擔保者。

二、關稅背書保證，係指為本公司或他公司有關關稅事項所為之背書或保證。

三、其他背書保證，係指無法歸類列入前二項之之背書或保證事項。

本公司提供動產或不動產為他公司借款之擔保設定質權、抵押權者，亦應依本作業程序規定辦理。

Article 4: The term "endorsements/guarantees" as used in the Regulations refers to the following:

- I. Financing endorsements/guarantees, including:
  1. Bill discount financing.
  2. Endorsement or guarantee made to meet the financing needs of another company.
  3. Issuance of a separate negotiable instrument to a non-financial enterprise as security to meet the financing needs of the Company itself.
- II. Customs duty endorsement/guarantee, meaning an endorsement or guarantee for the Company itself or another company with respect to customs duty matters.
- III. Other endorsements/guarantees, meaning endorsements or guarantees beyond the scope of the above two subparagraphs.

Any creation by the Company of a pledge or mortgage on its chattel or real property as security for the loans of another company shall also comply with the Regulations.

第 5 條：本公司之對外背書及保證對象如下：

- 一、與本公司有業務往來之公司。
- 二、本公司直接及間接持有表決權之股份超過百分之五十之公司。
- 三、直接及間接對本公司持有表決權之股份超過百分之五十之公司。

本公司直接及間接持有表決權股份達百分之九十以上之公司間，得為背書保證，且其金額不得超過本公司淨值之百分之十。但本公司直接及間接持有表決權股份百分之百之公司間背書保證，不在此限。

本公司因共同投資關係由全體出資股東依其持股比率對被投資公司背書保證，不受前二項規定之限制，得為背書保證。

前項所稱出資，係指本公司直接出資或透過持有表決權股份百分之百之公司出資。

Article 5: The Company may make endorsements/guarantees for the following companies:

- I. A company that has business with the Company.
- II. A company in which the Company directly and indirectly holds more than 50 percent of the voting shares.
- III. A company that directly and indirectly holds more than 50 percent of the voting shares in the Company.

Companies in which the Company holds, directly or indirectly, 90% or more of the voting shares may make endorsements/guarantees for each other, and the amount of endorsements/guarantees may not exceed 10% of the net worth of the Company, provided that this restriction shall not apply to endorsements/guarantees made between

companies in which the Company holds, directly or indirectly, 100% of the voting shares.

The Company made endorsements/ guarantees for jointly invested company in proportion to its shareholding percentages, such endorsements/guarantees may be made free of the restriction of the preceding two paragraphs.

Capital contribution referred to in the preceding paragraph shall mean capital contribution directly by the Company, or through a company in which the Company holds 100% of the voting shares.

第 6 條：本作業程序所稱子公司及母公司，應依證券發行人財務報告編製準則之規定認定之。

本公司財務報告係以國際財務報導準則編製者，本作業程序所稱之淨值，係指證券發行人財務報告編製準則規定之資產負債表歸屬於母公司業主之權益。

Article 6: "Subsidiary" and "parent company" as referred to in the Regulations shall be as determined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Where the Company's financial reports are prepared according to the International Financial Reporting Standards, "net worth" in the Regulations means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

第 7 條：本作業程序所稱之公告申報，係指輸入金管會指定之資訊申報網站。

本作業程序所稱事實發生日，係指簽約日、付款日、董事會決議日或其他足資確定資金貸與或背書保證對象及金額之日等日期孰前者。

Article 7: The term "announce and report" as used in the Regulations means the process of entering data to the information reporting website designated by the Financial Supervisory Commission (FSC).

"Date of occurrence" in the Regulations means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the loan of funds or endorsement/guarantee, whichever date is earlier.

第 8 條：本作業程序修正時，應經董事會通過後，送審計委員會並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，公司應將其異議併送審計委員會及提報股東會討論。

本公司已設置獨立董事，依前項規定將資金貸與及背書保證作業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。

本公司已設置審計委員會，本作業程序修正時，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。

Article 8: Any amendments of the Regulations shall approve by a resolution of the board of directors, and submit it for approval by the audit committee and shareholders' meeting respectively; 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 and for discussion by the shareholders' meeting.

Where the Company has appointed independent directors, when it submits it's the Regulations for discussion by the board of directors under the preceding paragraph, the board of directors shall take into full consideration each independent director's opinion. If an independent director expresses any dissent or reservation, it shall be noted in the minutes of the board of directors meeting.

Where the Company has established an audit committee, when it amends its Regulations, the amended procedures shall require the approval of one-half or more of all audit committee members, and furthermore shall be submitted for a resolution by the board of directors.

If the approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the Regulations may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

The terms "all audit committee members" in paragraph 3 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.

## 第二章：作業程序之訂定

### Chapter 2 Formulation of Operation Procedures

#### 第一節 資金貸與他人

#### Section I Loans of Funds to Others

第 9 條：本公司資金貸與他人應依下列規範辦理。

Articles 9: The Company shall comply with the following provisions when making loans to others.

第 9-1 條：得資金貸與之對象依本作業程序第 3 條之規定。

Articles 9-1: Entities to which the Company may loan funds shall comply with the provisions of Article 3 of the Regulations.

第 9-2 條：資金貸與他人之評估標準

- 一、因業務往來之必要而向本公司借貸者。
- 二、因短期融通資金之必要而向本公司借貸者，以本作業程序第 3 條所定之對象。

Article 9-2: Evaluation standards for loaning funds to others:

1. Where funds are loaned for reasons of business dealings.
2. Where short-term financing is needed, entities to which the Company may loan funds shall comply with the provisions of Article 3 of the Regulations.

第 9-3 條：資金貸與限制

一、資金貸與總額：

本公司資金貸與他人之總額，以不超過本公司最近期經會計師查核簽證或核閱財務報表淨值之百分之四十。

二、對個別對象之貸與限額：

(一)本公司與他公司或行號因業務往來關係而有資金貸與者，資金貸與總額以本公司最近期經會計師查核簽證或核閱財務報表淨值百分之十為限，個別資金貸與金額，以不超過雙方間業務往來金額為限。所稱業務往來金額係指以申請日為基準往前追溯推算一年雙方間進貨或銷貨金額孰高者。

(二)因有短期融通資金之必要從事資金貸與者，資金貸與總額，以本公司最近期經會計師查核簽證或核閱財務報表淨值百分之三十為限，個別資金貸與金額，以本公司最近期經會計師查核簽證或核閱財務報表淨

值百分之十為限。

#### Articles 9-3: Limitation on loaning funds

##### I. The aggregate amount of loans.

The aggregate amount of loans shall not exceed forty percent of the amount of the net value of the financial statements for the most recent period, certified or reviewed by a certified public accountant, of the Company. The

##### II. The maximum amount permitted to a single borrower.

###### 1. Where funds are loaned for reasons of business dealings.

The total loan amount shall not exceed 10% of the amount of the net value of the financial statements for the most recent period, certified or reviewed by a certified public accountant, of the Company. The loans to a single borrower shall not over transaction amount between the parties. "Transaction amount" shall mean the sales or purchasing amount between the parties which occurred in the past one year, whichever is higher.

###### 2. Where short-term financing is needed.

The total loan amount shall not exceed 30% of the amount of the net value of the financial statements for the most recent period, certified or reviewed by a certified public accountant, of the Company, as well as not exceed 10% to a single borrower.

#### 第 9-4 條：資金貸與條件

- 一、資金貸與期限：貸與期間以一年(含)以下為原則，如情形特殊經董事會同意後，依實際狀況需要得延長其融通期限。
- 二、計息方式：參酌市場利率或資金取得成本定之。
- 三、擔保品：必要時本公司得要求申貸公司提供擔保品或保證人。

#### Article 9-4: Term of loaning fund

##### I. The duration of loaning fund:

Each loaning fund shall not exceed one year, in special cases, with the approval of the board of directors, the loan period may be extended based on the actual situation.

##### II. Calculation of interest:

The interest rate shall be determined on the basis of market rate or the Company's funding costs.

III. Collateral: The Company may require the borrower to provide collateral or a guarantor if necessary.

#### 第 9-5 條：審查程序

##### 一、徵信調查

(一)初次借款者，借款人應出具公司登記證明、負責人身份證等影本及必要之財務資料，以便辦理徵信工作。

(二)若屬繼續借款者，原則上每年辦理徵信一次。如為重大案件，則視實際須要，每半年徵信調查一次。

##### 二、風險評估及貸款核定

經徵信調查後，由本公司財會部門評估其原因、用途、目的、案件金額、效益、提供擔保品之價值、信用及營運情形，並評估對公司之營運風險、財務狀況及股東權益之影響，呈請總經理及董事長核准，提請董事會決議後辦理。

##### 三、通知借款人

借款案件簽奉核定後，財會部經辦人員應儘速函告或電告借款人，詳述本公司借款條件後，申請動支。

##### 四、保全

借款人依前項規定申請動支融通資金時，應提供同額之票據保證或擔保品作為資金貸與之擔保，但資金貸與子公司除外。

#### Article 9-5: Reviewing procedures

##### I. Credit investigation

1. For first-time borrowers, the borrower should provide copies of its company registration certificate, ID card of the person in charge, and other necessary financial information to facilitate credit investigation.
2. Continue to borrow money, in general, the Company need to conduct a credit investigation once a year. If it is a major case, a credit investigation will be conducted every six months depending on actual needs.

##### II. Risk assessment and loaning fund approval

After the credit investigation, the Company's accounting & finance department will evaluate the reason, use, purpose, loan amount, returns, value of the collateral provided, credit and operating conditions, and evaluate the impact on the Company's operational risks, financial status and shareholders' equity. Submit to



the general manager and chairperson of the board for approval, then to the board of directors for resolution.

### III. Notice to the borrower

After the procedure on the preceding paragraph is approved, the people in charge of the accounting & finance department should pass the detailed loan conditions that provided by the Company to borrower by letter or telex as soon as possible, and then apply the drawdown of loaning funds.

### IV. Preservation

When the borrower applied the drawdown of loaning fund in accordance with the provisions of the preceding paragraph, it shall provide a guarantee note or collateral of the same amount as a guarantee for the loaning fund, except for the loaning fund to the subsidiary.

#### 第 9-6 條：資金貸與時應注意事項

- 一、本公司與融資對象簽訂融資契約時，應以向主管機關登記之法人或團體印鑑為憑辦理，並應由財會部門辦理核對債務人保證人印鑑及簽字手續。
- 二、財會部門於完成每一筆資金貸與手續時，應編製取得擔保品或信用保證之備忘分錄傳票，並將資金貸與之對象、金額、董事會通過日期、資金貸放日期及依第五條擬定之評估報告等資料登載於備查簿，並應依一般公認會計原則規定，評估資金貸與情形並提列適足之備抵壞帳，且於財務報告中適當揭露背書保證資訊及提供簽證會計師相關資料。

#### Article 9-6: Matters needing attention on loaning fund

- I. When the Company signs a financing contract with a borrower, it shall use the seal of a legal person or group registered with the competent authority, and the accounting & finance department shall handle the verification of the seal and signature of the borrower and its guarantor.
- II. When completing the procedures for each loaning fund, the accounting & finance department should prepare a memorandum entry for obtaining collateral or credit guarantee. To record the borrowers, the amount, the date approved by the board of directors, the date of fund loan and proposed appraisal report under the Article 5 in the memorandum book. The loan situation shall be evaluated and appropriate provisions for bad debts shall be made in accordance with generally accepted accounting principles, and endorsement and guarantee information shall be

appropriately disclosed in the financial report. Provide relevant information for attesting CPA.

第 9-7 條：貸款撥放後應注意事項

- 一、財會部門定期就借款人及保證人之財務、業務以及相關信用狀況予以調查評估，如有提供擔保品者，並應注意其擔保品價值有無變動情形，遇有重大變化時，應立刻通報董事長，並依指示為適當之處理。
- 二、借款人於貸款到期或到期前償還借款時，應先計算應付之利息，連同本金一併清償後，方可將本票借款等註銷歸還借款人或辦理抵押權塗銷。
- 三、融資對象如因故未能履行融資契約，本公司得就其所提供之擔保品或保證人，依法逕行處分及追償。
- 四、本公司辦理融資之期限，依個別融資對象及融資額度，由董事會依本作業程序規定決議之。期限屆滿，得經董事會核定予以展期。凡未經董事會核定展期者，即應收清本息，否則依法追償。
- 五、本公司辦理融資之利率，不得低於金融業短期放款平均利率。如有第三、四項之情事，本公司除得處分其擔保品，追償其債務外，並按約定利率加收百分之十違約金。
- 六、本公司因情事變更，致貸與對象不符本作業程序規定或餘額超限時，應訂定改善計畫，並將相關改善計畫送審計委員會，並依計畫時程完成改善。

Article 9-7: Subsequent measures for control and management of loaning fund

- I. The finance and accounting department shall regularly investigate and evaluate the financial, business and related credit status of the borrower and the guarantor. If any collateral is provided, attention should be paid to whether there is any change in the value of the collateral, and any major changes should be reported immediately to the Chairperson and take an appropriate treatment according to instructions.
- II. When the borrower repays the loan at or before the maturity of the loan, the Company should calculate the interest payable first. After borrower repay the interest payable together with the principal, the promissory note can be canceled and returning it to the borrower or canceling the mortgage.
- III. If the borrower fails to fulfill the financing contract for any reason, the Company may take actions and recover compensation from the collateral or guarantor provided by it in accordance with the law.

- IV. Based on individual borrower and loan amounts, the term of loaning fund shall be determined by the board of directors in accordance with the provisions of Regulations. When the term is expired, it may be extended with the approval of the board of directors. If the extension is not approved by the board of directors, the principal and interest shall be paid in full, otherwise the repayment shall be pursued in accordance with the law.
- V. The interest rate for loaning fund shall not be lower than the average interest rate for short-term loans in the financial industry. In the event that specified in items III and VI, the Company may not only dispose of the collateral and recover the debts, but also charge an additional 10% liquidated damages based on the agreed interest rate.
- VI. When the Company's policy changed that the borrower do not comply with the provisions of the Regulations or the balance exceeds the limit, the Company shall prepare an improvement plan and submit it to the audit committee, and complete the improvement according to the planned schedule.

第 9-8 條：對子公司辦理資金貸與之控管程序

- 一、本公司之子公司擬將資金貸與他人時，本公司應命該子公司依金管會「公開發行公司資金貸與及背書保證處理準則」之規定訂定資金貸與作業程序，經子公司董事會通過後實施，修正時亦同。
- 二、本公司之子公司擬將資金貸與他人時，均應報請本公司核准後始得為之；本公司財務部及總經理指定之專責人員應具體評估該項資金貸與或背書保證之必要性及合理性、風險性、對母公司及子公司之營運風險、財務狀況及股東權益之影響，呈報總經理及董事長核准。
- 三、財務部門應於每月十日前取得各子公司之資金貸與金額變動表。
- 四、本公司內部稽核人員應定期稽核各子公司對其「資金貸與及背書保證作業程序」之遵循情形，作成稽核報告；稽核報告之發現及建議於陳核後，應通知各受查之子公司改善，並定期作成追蹤報告，以確定其已及時採取適當之改善措施。

Article 9-8: Procedures for controlling and managing the loaning funds to others by subsidiaries.

- I. When a subsidiary of the Company intends to make loan fund to others, the Company shall require the subsidiary to adopt, and any amendments hereto, the same Regulations as the Company and shall be approved by the board of director of the subsidiary.

- II. When a subsidiary of the Company intends to make loan fund to others, it shall submit the application to the Company for approval before doing so; the Finance Department and people in charge assigned by the General Manager of the Company shall specifically assess the necessity and rationale of the loan or endorsement of the guarantee. The risks, impact on the operating risks, financial status and shareholders' equity of the Company and subsidiaries shall be reported to the general manager and chairperson of the board for approval.
- III. The finance department of the Company should obtain the statement of amount changes in loaning fund of each subsidiary before the 10th of each month.
- IV. The Company's internal auditors should regularly audit each subsidiary's compliance with its Regulation and prepare an audit report. After the findings and recommendations of the audit report are reviewed, each subsidiary under investigation should be notified. Internal auditor shall prepare follow-up reports regularly to ensure that it has taken appropriate improvement measures in a timely manner.

第 10 條：本公司之子公司擬將資金貸與他人者，應命該子公司依金管會「公開發行公司資金貸與及背書保證處理準則」及本作業程序規定訂定資金貸與他人作業程序，並應依所定作業程序辦理。

Article 10: When a subsidiary of the Company intends to make loan fund to others, the Company shall require the subsidiary to adopt the same Regulations as the Company for compliance therewith.

## 第二節 為他人背書或提供保證

### Section II Endorsements/Guarantees for Others

第 11 條：本公司背書保證作業應依下列規範辦理。

Article 11: The Company shall comply with the following provisions when making endorsements/guarantees for Others

第 11-1 條：得背書保證之對象應依本作業程序第 5 條之規定辦理。

Articles 11-1: Entities to which the Company may make endorsements/guarantees shall comply with the provisions of Article 5 of the Regulations.

第 11-2 條：本公司背書保證總額不得超過本公司最近期經會計師查核簽證或核閱財務報表淨值之百分之四十，對單一企業背書保證之累積金額不得超過本公司最近期經會計師查核簽證或核閱財務報表淨值之百分之十。

本公司及子公司整體得背書保證總額不得超過本公司最近期經會計師查核簽證或核閱財務報表淨值之百分之四十，對單一企業背書保證之累積金額不得超過本公司最近期經會計師查核簽證或核閱財務報表淨值之百分之十。

本公司與他公司因業務往來而從事背書保證時，其背書保證金額以不超過雙方間業務往來金額為限。所稱業務往來金額係指以申請日為基準往前追溯推算一年雙方間進貨或銷貨金額孰高者。

Article 11-2: The aggregate amount the Company permitted to make in endorsements/guarantees shall not exceed 40% of the amount of the net value of the financial statements for the most recent period, certified or reviewed by a certified public accountant, of the Company as well as the 10% for cumulative amount permitted to a single borrower.

The aggregate endorsement/guarantee amount, and the amount of endorsements/guarantees for any single entity, that the Company and its subsidiaries as a whole are permitted to make shall not exceed 40% and 10% respectively of the amount of the net value of the financial statements for the most recent period, certified or reviewed by a certified public accountant, of the Company.

Where an endorsement/guarantee is made due to needs arising from business dealing. The aggregate amount shall not exceed transaction amount between the parties. "Transaction amount" shall mean the sales or purchasing amount between the parties which occurred in the past one year, whichever is higher.

第 11-3 條：背書保證之決策及授權層級：

- 一、各部門因業務需要必須辦理保證或票據背書時，應先提經董事會核准；但為配合時效需要，得由董事會授權董事長在本公司最近期財務報表淨值百分之三內決行，事後再報經董事會追認之。
- 二、本公司應充分考量各獨立董事之意見，並將其同意或反對之明確意見與理由列入董事會紀錄。

Article 11-3: Decision-making authority and delegation thereof to make in endorsements/guarantees

- I. Any department intending to make endorsements or guarantees for others shall submit the proposal to board of directors for approval. However, to meet the timeliness, the board of directors may authorize the chairperson to make a decision within 3% of the amount of the net value of the financial statements for the most recent period, and then report to the board of directors for ratification afterwards.
- II. The board of directors shall take into full consideration each independent director's opinions. If an independent director expresses any dissent or reservation, it shall be specifically recorded in the minutes of the board of directors meeting.

第 11-4 條：背書保證審查及辦理程序

- 一、本公司辦理背書保證時，財會部門應逐項審核被保證背書公司之資格、額度是否符合本作業程序之規定，並應分析背書保證之必要性及合理性，評估背書保證之風險且作成記錄，必要時並應取得擔保品。於敘明相關背書保證內容、原因及風險評估結果呈報董事長核准後提董事會討論同意後為之；如其在規定之授權額度內，則由董事長核決，並提次一董事會追認之。
- 二、本公司辦理背書保證時，應建立備查簿。背書保證經董事會同意或董事長核決後，除依規定程序申請鈐印外，並應將承諾擔保事項、被背書保證企業之名稱、風險評估結果、背書保證金額、取得擔保品內容及解除背書保證責任之條件與日期等，詳予登載備查。
- 三、財會部門應就每月所發生及註銷之保證事項編製明細表，俾控制追蹤，並依財務會計準則公報第九號之規定，按季評估或認列背書保證之或有損失，且於財務報告中適當揭露背書保證資訊。

Article 11-4: Review procedures to make in endorsements/guarantees

- I. When the Company intend to make endorsement guarantees, the accounting & finance department shall review each item to see whether the qualifications and certain monetary limit of the entity for which the endorsement/guarantee is made are in compliance with the provisions of the Regulations, analyze the necessity and rationale of the endorsement/guarantee, assess the risks of the endorsement/guarantee, and make records. Collateral should be obtained when necessary. The content, reasons and risk assessment results of the relevant endorsement/guarantee shall be stated and submitted to the chairperson for approval and then submitted to the board of directors for discussion and

approval. If it is within the authorization limit of the Company, it shall be approved by the chairperson and submitted to the next following board of directors for ratification.

- II. When the Company intend to make endorsement guarantees, it should establish a memorandum book. After the endorsement/guarantee is approved by the board of directors or approved by the chairperson of the board, in addition to applying for a seal in accordance with the Regulation, the commitment guarantee matters, the name of the entity for which the endorsement/guarantee is made, the risk assessment results, the amount of the endorsement/guarantee, the content of the collateral obtained, conditions and dates for endorsement/guarantee cancellation shall be posted detailed in memorandum book for future reference.
- III. The accounting & finance department should prepare a detailed list of the endorsement/guarantee incurred and canceled each month for control and tracking. To assess or recognize the contingent losses of endorsement/guarantees on a quarterly basis, and disclose the endorsement/guarantee information appropriately in the financial report in accordance with the provisions of Financial Accounting Criteria Gazette No. 9.

第 11-5 條：若背書保證對象原符合第五條規定而嗣後不符規定，或背書保證金額因據以計算限額之基礎變動致超過所訂額度時，對該對象背書保證金額或超限部份應於合約所訂期限屆滿時消除，或由財會部門訂定改善計畫，經董事長核准後於一定期限內全部消除，並將改善計畫報告於董事會及送審計委員會。

Article 11-5 If the entity for which the endorsement/guarantee is made subsequently failed to comply with the provisions of Article 5 of the Regulation, or the amount of the endorsement/guarantee exceeds the credit limit set before due to changes in the basis on which the limit is calculated, the amount of the endorsement/guarantee or the excess portion of the endorsement/guarantee for the aforementioned entity shall be eliminated when the contract period expired, or the accounting and finance department prepare an improvement plan, aforementioned amount will be eliminated within a certain period of time after approval by the chairperson of the board. The improvement plan will be reported to the board of directors, then to the audit committee.

第 11-6 條：印鑑章使用及保管程序：

本公司以向經濟部申請登記之公司印鑑為背書保證之專用印鑑章，該印鑑由經董事會同意之專責人員保管，並不得與上述為他人背書保證時之相關作業人員為同一人，應依公司作業程序辦理始得鈐印或簽發票據，印鑑保管人變更時應報經董事會同意。

對國外公司為保證行為時，公司所出具之保證函則由董事會授權董事長或總經理簽署。

Articles 11-6: Procedures for use and custody of corporate chops.

The Company uses the seal applied for registration with the Ministry of Economic Affairs as the special seal to make endorsement/guarantee. This seal is kept by a dedicated person approved by the board of directors. It cannot be the same person as the relevant staff in charge of the endorsement/guarantees for others. The seal used or the issuance of notes can be processed as the provision of the Regulation. Any change of the seal custodian must be reported to the board of directors for approval.

When it makes endorsement/guarantee for a foreign company, the guarantee letter issued by the Company shall be signed by the chairperson or general manager authorized by the board of directors.

第 11-7 條：對子公司辦理背書保證之控管程序：

- 一、本公司之子公司擬為他人背書或提供保證者，本公司應命該子公司依金管會「公開發行公司資金貸與及背書保證處理準則」之規定訂定背書保證作業程序，經子公司董事會通過後實施，修正時亦同。
- 二、本公司之子公司擬為他人背書或提供保證時，均應報請本公司核准後始得為之；本公司財務部及總經理指定之專責人員應具體評估該項資金貸與或背書保證之必要性及合理性、風險性、對母公司及子公司之營運風險、財務狀況及股東權益之影響，呈報總經理及董事長核准。
- 三、財務部門應於每月十日前取得各子公司之對外背書保證金額變動表。
- 四、本公司內部稽核人員應定期稽核各子公司對其「資金貸與及背書保證作業程序」之遵循情形，作成稽核報告；稽核報告之發現及建議於陳核後，應通知各受查之子公司改善，並定期作成追蹤報告，以確定其已及時採取適當之改善措施。

Article 11-7: Procedures for controlling and managing endorsements/guarantees by subsidiaries

- I. When a subsidiary of the Company intends to make endorsements/guarantees for others, the Company shall require the subsidiary to adopt, and any amendments



hereto, the same Regulations as the Company and shall be approved by the board of director of the subsidiary.

- II. When a subsidiary of the Company intends to make endorsements/guarantees for others, it shall submit the application to the Company for approval before doing so; the Finance Department and people in charge assigned by the General Manager of the Company shall specifically assess the necessity and rationale of the loan or endorsement of the guarantee. The risks, impact on the operating risks, financial status and shareholders' equity of the Company and subsidiaries shall be reported to the general manager and chairperson of the board for approval.
- III. The finance department of the Company should obtain the statement of amount changes in endorsements/guarantees of each subsidiary before the 10th of each month.
- IV. The Company's internal auditors should regularly audit each subsidiary's compliance with its Regulation and prepare an audit report. After the findings and recommendations of the audit report are reviewed, each subsidiary under investigation should be notified. Internal auditor shall prepare follow-up reports regularly to ensure that it has taken appropriate improvement measures in a timely manner.

第 11-8 條：本公司為淨值低於實收資本額二分之一之子公司背書保證時，除應依前項規定辦理外，應執行下列管控措施：

- 一、定期取具該子公司之財務報告等相關資料，並分析其營運、財務及信用狀況與還款來源等，以衡量可能產生之風險。
- 二、分析該子公司目前背書保證餘額佔本公司淨值之比例、流動性與現金狀況，以評估對本公司之營運風險、財務狀況及股東權益之影響。
- 三、要求該子公司提供營運改善計畫，並進行適當管控。若需對該子公司新增背書保證時，應提供適當評估報告，並呈核董事會決議方可執行。

Article 11-8: When the Company makes endorsement/guarantee for any subsidiary whose net worth is lower than half of its paid-in capital, in addition to meet the provision of preceding paragraph, the following relevant follow-up monitoring and control measures shall be expressly excised:

- I. To obtain financial reports and other relevant information regularly of the subsidiary, and analyze its operations, financial and credit status, and repayment sources to measure possible risks.

- II. To analyze the proportion of the subsidiary's current endorsement/guarantee balance to the Company's net worth, liquidity and cash status to assess the impact on the Company's operational risks, financial status and shareholders' equity.
- III. To require the subsidiary to provide an operational improvement plan and conduct appropriate control. If it is necessary to add a new endorsement/guarantee to the subsidiary, an appropriate evaluation report should be provided and submitted to the board of directors for approval before implementation.

第 11-9 條：子公司股票無面額或每股面額非屬新臺幣十元者，依第 11-8 條規定計算之實收資本額，應以股本加計資本公積-發行溢價之合計數為之。

Article 11-9: In the case of a subsidiary with shares having no par value or a par value other than NT\$10, for the paid-in capital in the calculation under Article 11-8, the sum of the share capital plus paid-in capital in excess of par shall be substituted.

第 12 條：本公司之子公司擬為他人背書或提供保證者，本公司應命該子公司依金管會「公開發行公司資金貸與及背書保證處理準則」及本作業程序規定訂定背書保證作業程序，並應依所定作業程序辦理。

Article 12: Where a subsidiary of the Company intends to make endorsements/guarantees for others, the Company shall instruct it to adopt its own regulation for endorsements/guarantees in compliance with Regulation and “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies”, and it shall comply with its own regulation when making endorsements/guarantees for other.

### 第三章 執行評估

## Chapter III Performing Evaluation

### 第一節 資金貸與他人

#### Section I Loans of Funds to Others

第 13 條：本公司將公司資金貸與他人前，應審慎評估是否符合本作業程序之規定，併同評估結果提董事會決議後辦理，不得授權其他人決定。

本公司與其母公司或子公司間，或其子公司間之資金貸與，應依前項規定提董事會決議，並得授權董事長對同一貸與對象於董事會決議之一定額度及不超過一年之期間內分次撥貸或循環動用。

前項所稱一定額度，除符合第三條第四項規定者外，本公司或其子公司對單一企業之資金貸與之授權額度不得超過本公司最近期財務報表淨值百分之十。

本公司如需將資金貸與他人，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。

Article 13: Before making a loan of funds to others, the Company shall carefully evaluate whether the loan is in compliance with the provision of Regulations. In addition, the evaluation results under the Regulation have been submitted to and resolved upon by the board of directors. The Company shall not empower any other person to make such decision.

Loans of funds between the Company and its parent company or subsidiaries, or between its subsidiaries, shall be submitted for a resolution by the board of directors pursuant to the preceding paragraph, and the chairperson may be authorized, for a specific borrowing counterparty, within a certain monetary limit resolved by the board of directors, and within a period not to exceed one year, to give loans in installments or to make a revolving credit line available for the counterparty to draw down.

The "certain monetary limit" mentioned in the preceding paragraph, except provision of paragraph 4 of Article 3, the authorized loan amount of the Company or any of its subsidiaries to any single entity shall not exceed 10% of the net worth on the most recent financial statements of the Company.

Where the Company has appointed independent directors, when it loans funds to others, it shall take into full consideration each independent director's opinions; independent directors' opinions specifically expressing assent or dissent and their reasons for dissent shall be included in the minutes of the board of directors' meeting.

第 14 條：本公司辦理資金貸與事項，應建立備查簿，就資金貸與之對象、金額、董事會通過日期、資金貸放日期及依前條第一項規定應審慎評估之事項詳予登載備查。

本公司內部稽核人員應至少每季稽核資金貸與他人作業程序及其執行情形，並作成書面紀錄，如發現重大違規情事，應即以書面通知審計委員會。

Article 14: The Company shall prepare a memorandum book for its fund-loaning activities and truthfully record the following information: borrower, amount, date of approval by the board of directors, lending/borrowing date, and matters to be carefully evaluated under paragraph 1 of the preceding Article.

The Company's internal auditors shall audit the procedures for loaning funds to others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify audit committee in writing of any material violation found.

第 15 條：若因情事變更，致貸與對象不符本作業程序規定或餘額超限時，應訂定改善計畫，將相關改善計畫送審計委員會，並依計畫時程完成改善。

Article 15: If, an entity for which an endorsement/guarantee is made does not meet the requirements of the Regulations or the loan balance exceeds the limit, the Company shall adopt improvement plans and submit it to the audit committee, and shall complete the improvement according to the timeframe set out in the plan.

## 第二節 為他人背書或提供保證

### Section II Endorsements/Guarantees for Others

第 16 條：本公司為他人背書或提供保證前，應審慎評估是否符合本作業程序之規定，併同評估結果提報董事會決議後辦理，或董事會依授權層級授權董事長在一定額度內決行，事後再報經最近期之董事會追認。

本公司直接及間接持有表決權股份達百分之九十以上之子公司依第五條第二項規定為背書保證前，並應提報本公司董事會決議後始得辦理。但本公司直接及間接持有表決權股份百分之百之公司間背書保證，不在此限。

本公司如需為他人背書保證，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。

本公司應以向經濟部申請登記之公司印章為背書保證之專用印鑑章，該印鑑章應由經董事會同意之專責人員保管，並依所訂程序，始得鈐印或簽發票據。

對國外公司為保證行為時，公司所出具之保證函應由董事會授權之人簽署。

Article 16: Before making an endorsement/guarantee for others, the Company shall carefully evaluate whether the endorsement/guarantee is in compliance with the Regulations. In addition, the evaluation results under Regulation have been submitted to and resolved upon by the board of directors, or approved by the chairperson of the board, where

empowered by the board of directors to grant endorsements/guarantees within a specific limit, for subsequent submission to and ratification by the next board of directors' meeting.

Before making any endorsement/guarantee pursuant to Article 5, paragraph 2, a subsidiary in which the Company holds, directly or indirectly, 90% or more of the voting shares shall submit the proposed endorsement/guarantee to the Company's board of directors for a resolution, provided that this restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares.

Where the Company has appointed independent directors, when it makes endorsements/guarantees for others, it shall take into full consideration each independent director's opinions; independent directors' opinions specifically expressing assent or dissent and their reasons for dissent shall be included in the minutes of the board of directors' meeting.

The shall use the corporate seal registered with the Ministry of Economic Affairs as the special seal for endorsements/guarantees. The seal shall be kept in the custody of a dedicated person approved by the board of directors and seal used or the issuance of notes can be processed as the provision of the Regulation.

When it makes endorsement/guarantee for a foreign company, the guarantee letter issued by the Company shall be signed by the person authorized by the board of directors.

第 17 條：本公司辦理背書保證事項，應建立備查簿就背書保證對象、金額、董事會通過或董事長決行日期、背書保證日期及依前條第一項規定應審慎評估之事項，詳予登載備查。

本公司之內部稽核人員應至少每季稽核背書保證作業程序及其執行情形，並作成書面紀錄，如發現重大違規情事，應即以書面通知審計委員會。

Article 17: The Company shall prepare a memorandum book for its endorsement/guarantee activities and record in detail the following information for the record: the entity for which the endorsement/guarantee is made, the amount, the date of passage by the board of directors or of authorization by the chairperson of the board, the date the endorsement/guarantee is made, and the matters to be carefully evaluated under paragraph 1 of the preceding article.

The Company's internal auditors shall audit the procedures for endorsements/guarantees for others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify the audit committee in writing of any material violation found.

第 18 條：本公司辦理背書保證因業務需要，而有超過背書保證作業程序所訂額度之必要且符合公司背書保證作業程序所訂條件者，應經董事會同意並由半數以上之董事對公司超限可能產生之損失具名聯保，並修正背書保證作業程序，報經股東會追認之；股東會不同意時，應訂定計畫於一定期限內銷除超限部分。本公司已設置獨立董事，於前項董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。

Article 18: To satisfy its business requirements, where the Company needs to exceed the limits set out in the Regulation as well as complied with the provision of the Regulation, it shall obtain approval from the board of directors and half or more of the directors shall act as joint guarantors for any loss that may be caused to the Company by the excess endorsement/guarantee. It shall also amend the Regulation accordingly and submit the same to the shareholders' meeting for ratification after the fact. If the shareholders' meeting does not give consent, the Company shall adopt a plan to discharge the amount in excess within a given time limit.

Where the Company has appointed independent directors, when it makes endorsements/guarantees for others, it shall take into full consideration the opinions of each independent director; independent directors' opinions specifically expressing assent or dissent and the reasons for dissent shall be included in the minutes of the board of directors' meeting.

第 19 條：本公司如因情事變更，致背書保證對象不符本作業程序規定或金額超限時，應訂定改善計畫，將相關改善計畫審計委員會，並依計畫時程完成改善。

Article 19: Where the entity for which an endorsement/guarantee is made no longer meets the requirements of the Regulations, or the amount of endorsement/guarantee exceeds the limit, the Company shall adopt improvement plans and submit it to the audit committee, and shall complete the improvement according to the timeframe set out in the plan.

#### 第四章 資訊公開

## Chapter IV Information Disclosure

### 第一節 資金貸與他人

#### Section I Loans of Funds to Others

第 20 條：本公司應於每月十日前公告申報本公司及子公司上月份資金貸與餘額。

Article 20: The Company shall announce and report the previous month's loan balances of itself and its subsidiaries by the 10th day of each month.

第 21 條：本公司資金貸與達下列標準之一者，應於事實發生之日起算二日內公告申報：

- (一) 本公司及其子公司資金貸與他人之餘額達本公司最近期財務報表淨值百分之二十以上。
- (二) 本公司及其子公司對單一企業資金貸與餘額達本公司最近期財務報表淨值百分之十以上。
- (三) 本公司或其子公司新增資金貸與金額達新臺幣一千萬元以上且達本公司最近期財務報表淨值百分之二以上。

本公司之子公司非屬國內公開發行公司者，該子公司有前項第三款應公告申報之事項，應由本公司為之。

Article 21: The Company whose loans of funds reach one of the following levels shall announce and report such event within two days commencing immediately from the date of occurrence:

- I. The aggregate balance of loans to others by the Company and its subsidiaries reaches 20 percent or more of the Company's net worth as stated in its latest financial statement.
- II. The balance of loans by the Company and its subsidiaries to a single enterprise reaches 10 percent or more of the Company's net worth as stated in its latest financial statement.
- III. The amount of new loans of funds by the Company or its subsidiaries reaches NT\$10 million or more, and reaches 2 percent or more of the Company's net worth as stated in its latest financial statement.

The Company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to announce and report pursuant to subparagraph 3 of the preceding paragraph.

第 22 條：本公司應評估資金貸與情形並提列適足之備抵壞帳，且於財務報告中適當揭露有關資訊，並提供相關資料予簽證會計師執行必要之查核程序。

Article 22: The Company shall evaluate the status of its loans of funds and reserve sufficient allowance for bad debts, and shall adequately disclose relevant information in its financial reports and provide certified public accountants with relevant information for implementation of necessary auditing procedures.

## 第二節 為他人背書或提供保證

### Section II Endorsements/Guarantees for Others

第 23 條：本公司應於每月十日前公告申報本公司及子公司上月份背書保證餘額。

Article 23: The Company shall announce and report the previous month's balance of endorsements/guarantees of itself and its subsidiaries by the 10th day of each month.

第 24 條：本公司背書保證達下列標準之一者，應於事實發生之日起算二日內公告申報：

- (一) 本公司及其子公司背書保證餘額達本公司最近期財務報表淨值百分之五十以上。
- (二) 本公司及其子公司對單一企業背書保證餘額達本公司最近期財務報表淨值百分之二十以上。
- (三) 本公司及其子公司對單一企業背書保證餘額達新臺幣一千萬元以上且對其背書保證、採用權益法之投資帳面金額及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。
- (四) 本公司或其子公司新增背書保證金額達新臺幣三千萬元以上且達本公司最近期財務報表淨值百分之五以上。

本公司之子公司非屬國內公開發行公司者，該子公司有前項第四款應公告申報之事項，應由本公司為之。

Article 24: The Company whose balance of endorsements/guarantees reaches one of the following levels shall announce and report such event within two days commencing immediately from the date of occurrence:

- I. The aggregate balance of endorsements/guarantees by the Company and its subsidiaries reaches 50 percent or more of the Company's net worth as stated in its latest financial statement.



II. The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches 20 percent or more of the Company's net worth as stated in its latest financial statement.

III. The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 millions or more and the aggregate amount of all endorsements/guarantees for, carrying value of equity method investment in, and balance of loans to, such enterprise reaches 30 percent or more of Company's net worth as stated in its latest financial statement.

IV. The amount of new endorsements/guarantees made by the Company or its subsidiaries reaches NT\$30 million or more, and reaches 5 percent or more of the Company's net worth as stated in its latest financial statement.

The Company shall announce and report on behalf of any subsidiary thereof that is not a public company of the Republic of China any matters that such subsidiary is required to announce and report pursuant to subparagraph 4 of the preceding paragraph.

第 25 條：本公司應評估或認列背書保證之或有損失且於財務報告中適當揭露背書保證資訊，並提供相關資料予簽證會計師執行必要之查核程序。

Article 25: The Company shall evaluate or record the contingent loss for endorsements/guarantees and shall disclose information adequately on endorsements/guarantees in its financial reports and provide certified public accountants with relevant information for implementation of necessary audit procedures.

第 26 條：相關人員違反本作業程序及其相關法令規定者，公司得依情節輕重為警告、記過、降職、停職、減薪或其他處分，並作為內部檢討事項。

Article 26: If relevant personnel violate the provision of the Regulation, relevant laws and regulations, based on the severity of the case, the Company may give a warning, demerit, demotion, suspension, salary reduction or other sanctions and make it a matter of internal review.

第 27 條：本作業程序未盡事宜部份，依有關法令及本公司相關規章辦理。若主管機關對「資金貸與及背書保證處理準則」有所修正原發佈函令時，本公司應從其新函令之規定。

Articles 27: Any matters not covered in Regulation shall be handled in accordance with relevant laws/regulations of the competent authority and the Company. If the competent authority modifies the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies", the Company shall follow the provisions of its new regulation.

第 28 條：本作業程序訂定於中華民國一百年六月二日。

第一次修訂於中華民國一百零二年六月十九日。

第二次修訂於中華民國一百零八年六月二十一日。

Article 28: The Regulation shall come into in force from the June 2, 2011.

The first amendment was made on June 19, 2013.

The second amendment was made on June 21, 2019.