

第一章 董事會成員之接班規劃 Chapter 1: Succession Planning for Board Members	
第一條 Article 1	<p>(本公司董事會組成及條件)</p> <p>依據「公司治理實務守則」，落實董事會成員多元化政策，遴選標準以具備法律、會計、產業、財務、行銷或科技等專業背景，及營運判斷能力、會計及財務分析能力、經營管理能力、危機處理能力、產業知識、國際市場觀、領導能力、決策能力等專業技能之各界專家人士，經認可後，經股東會投票選任。目前董事共 7 名（含獨立董事 4 名），依據政策訂定之方向，選定具備多元互補之產業經驗及法律、財務、會計等專業能力者任之。</p> <p>(Composition and conditions of the Board of Directors)</p> <p>According to the "Corporate Governance Code of Practice" and to implement the diversity policy of the board of directors. The selection criteria of board members are professional backgrounds in law, accounting, industry, finance, marketing or technology, and experts from all walks of life with professional skills of operational judgment ability, accounting and financial analysis ability, business management ability, crisis management ability, industry knowledge, international market outlook, leadership ability, decision-making ability, etc., will be elected by the shareholders meeting after approval. There are 7 directors (including 4 independent directors) in current and according to the direction set by the policy, those with diverse and complementary industrial experience and professional capabilities in law, finance, and accounting are selected for appointment.</p>
第二條 Article 2	<p>(董事會成員之考評)</p> <p>董事會成員於每年進行績效評估之考評，考評結果作為遴選或提名董事，及訂定其個別薪資報酬之參考依據。</p> <p>(Evaluation of board members)</p> <p>The members of the board of directors conduct performance evaluations every year, and the results of the evaluations serve as a reference for selecting or nominating directors and setting their individual salaries.</p>
第三條 Article 3	<p>(進修規劃)</p> <p>現有成員專業進修：為使董事會成員提升專業、不斷精進，考量在各董事既有之專業能力以外之範圍，選擇涵蓋公司治理相關、企業社會責任，或內部控制制度、財務報告責任相關課程，以確保董事會成員具相當程度之產業知識及新知。</p> <p>(Plan of continuing education)</p> <p>Professional training for existing members: In orders to improve the professionalism and</p>

	<p>continuous improvement for members of board of directors, a training courses should consider the range beyond the existing professional capabilities of each director and covered corporate governance, corporate social responsibility, or internal control systems, financial reporting responsibilities. To ensure the members of the board of directors have a certain degree of industry knowledge and update knowledge.</p>
<p>第四條 Article 4</p>	<p>(未來組成規劃) 未來本公司董事會之組成架構及成員經歷背景將延續現有架構，除原有之專業背景及專業技能外，亦須具備對公司經營規劃及所營事業之專長。 (Future composition planning) The composition structure and experience background of the members of the board of directors of the company will continue at current structure in the future. But in addition to the original professional background and professional skills, members also must have expertise in the company's business planning and business operations.</p>
<p>第二章 重要管理階層之接班規劃 Chapter 2: Succession Planning for Important Managers Levels</p>	
<p>第五條 Article 5</p>	<p>(基本能力及評量依據) 本公司重要管理階層之接班人需具備管理、決策、分析與危機處理等能力，對於專業領域能有效發揮執行效力；本公司經由績效表現、專案執行及人格特質，從中遴選多方面人才。 (Fundamental abilities and evaluation basis) The successors of the company's important management level must have the abilities of management, decision-making, analysis and crisis management capabilities. And be able to effectively perform in specialization; the company selects potential talent from various aspects based on performance, project execution and personality traits.</p>
<p>第六條 Article 6</p>	<p>(培養計畫) 為使目標人才其有效提升接班能力並縮短接班時間，本公司針對重要管理階層規劃進行包括策略規劃、跨國經營、全球行銷、創新管理與新經濟等培養訓練，訓練如下： 一、實戰培訓：藉由執行不同專案任務，培養管理知識、管理技能、管理領導等三大技能，並於發展過程中發掘其缺口專業及職能培養：經由人力資源部門辦理重要管理階層專業課程以厚植中高階主管人才儲訓及接班規劃，就管理職能（如策略力、思考力、分析力、規劃力、執行力、表達力、培育力、協調力、團隊力及領導力）、專業能力（如營運市場判斷、會計、財務分析、經營管理、危機處理、產業知識、國際市場觀）及個人發展等方向進行。 二、年度安排相關課程：策略思考工作、問題辨別解決能力課程、解讀財務報表、團隊共識課程。 (Training plan) In order to effectively improve the succession ability and shorten the succession time of target talent, the company conducts training for important management levels, including</p>

	<p>strategic planning, transnational operations, global marketing, innovation management and new economy. The training program is as follows:</p> <ol style="list-style-type: none"> 1. Practical training: Through the implementation of different projects, cultivate the three major skills of management knowledge, management skills, and management leadership, and to discover the lack of professional ability and provide functional training. The human resources department conduct succession plan and training courses of important management to cultivate potential talent of middle and high-level executives, in terms of management functions (such as strategy, thinking, analysis, planning, execution, expression, cultivation, coordination, teamwork and leadership), professional capabilities (such as operating market judgments , accounting, financial analysis, business management, crisis management, industry knowledge, international market outlook) and personal development. 2. Annual course: Strategic thinking, problem identification and solving ability courses, interpretation of financial statements and team consensus courses.
<p>第七條 Article 7</p>	<p>(職務輪調與代理制度) 結合職務輪調歷練及職務代理人制度，使重要管理階層得以養成多功能及多面向之領導管理與決策執行能力，並確保良好的組織發展與公司營運。 (Job rotation and representative system) Combining the job rotation experience and representative system, the important management level could develop multi-functional and extensive leadership management and capabilities of decision-making to ensure good organizational development and company operations.</p>

本計畫經董事長核可提報董事會。

The succession plan will be summited to the board of directors after being approved by the chairman.

倘若英文與中文版本有任何不一致之處，當以中文版為準

In case of any inconsistency between the English version and Chinese version of the application form, the Chinese version will prevail.