 大江生醫關係企業集團 TCI GROUP	內部管理規章 Internal Management Regulations	頁次 Page	頁 1/7
	董事及監察人選舉辦法 Measures for the Election of Directors and Supervisors	版本 Version	2
		日期 Date	110 年 12 月 29 日 December 29, 2021

第一條：為公平、公正、公開選任董事，爰依「上市上櫃公司治理實務守則」第二十一條及第四十一條規定訂定本辦法。

Article 1: For the purpose of fair, impartial and open election of directors, I hereby establish these Regulations in accordance with Article 21 and Article 41 of the “Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.”

第二條：本公司董事及監察人之選任，除法令或章程另有規定者外，應依本程序辦理。

Article 2: The election of directors and supervisors of the Company shall be governed by these procedures unless otherwise provided by law or the regulations.

第三條：本公司董事之選任，應考量董事會之整體配置。董事會成員組成應考量多元化，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：

Article 3: The selection of the Company's directors shall consider the overall configuration of the Board of Directors. The composition of the Board of Directors shall consider diversity and shall formulate an appropriate diversity policy with respect to its operation, business type and development needs, which shall include but not be limited to the following two major criteria:

一、基本條件與價值：性別、年齡、國籍及文化等。

Basic requirements and values: gender, age, nationality and culture, etc.

二、專業知識技能：專業背景(如法律、會計、產業、財務、行銷或科技)、專業技能及產業經驗等。

Professional knowledge and skills: professional background (e.g. law, accounting, industry, finance, marketing or technology), professional skills and industrial experience, etc.

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，其整體應具備之能力如下：

Members of the Board shall generally possess the knowledge, skills and qualities necessary to carry out their duties and the overall competencies they should possess are as follows:

一、營運判斷能力。

Operational judgement capability

二、會計及財務分析能力。

Accounting and financial analysis capability

三、經營管理能力。

Operation and management capability

四、危機處理能力。

Crisis management capability


五、產業知識。

Industry expertise

六、國際市場觀。

International marketing perspective

七、領導能力。

 大江生醫關係企業集團 TCI GROUP	內部管理規章 Internal Management Regulations	頁次 Page	頁 2/7
	董事及監察人選舉辦法 Measures for the Election of Directors and Supervisors	版本 Version	2
		日期 Date	110 年 12 月 29 日 December 29, 2021

Leadership

八、 決策能力。

Decision-making capability

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。

A spousal relationship or a familial relationship within the second degree of kinship shall not exist among more than half of the Board of Directors.

本公司董事會應依據績效評估之結果，考量調整董事會成員組成。

The Board of Directors of the Company shall consider adjusting the composition of the Board based on the results of the performance evaluation.

第 四 條：本公司監察人應具備左列之條件：

Article 4: The supervisor of the Company shall have the following qualifications:

一、 誠信踏實。

Honest and dependable.

二、 公正判斷。

Impartial judgment.

三、 專業知識。

Professional knowledge.

四、 豐富之經驗。

Experienced

五、 閱讀財務報表之能力。

The capability of reading financial statements.

本公司董事除需具備前項之要件外，全體董事中應至少一人須為會計或財務專業人士。

In addition to the aforementioned requirements, at least one of the Company's directors must be a professional in accounting or finance.

董事之設置應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，選任適當之董事，以強化公司風險管理及財務、營運之控制。

The appointment of an appropriate director shall refer to “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies” to strengthen the risk management and financial and operational control of the Company.

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。


A company shall have at least one or more directors, among whom no spousal relationship or two-degree kinship shall exist.

董事不得兼任公司董事、經理人或其他職員，且董事中至少須有一人在國內有住所，以即時發揮監察功能。

The director must not concurrently serve as a director, manager or other staff member of the Company, and at least one of the supervisors must have a domestic residence to perform the supervision immediately.

第 五 條：本公司獨立董事之資格，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第二條、第三條以及第四條之規定。

Article 5: The qualified independent directors shall comply with the provisions in the Article 2, 3 and 4 of the “Regulations Governing Appointment of

 大江生醫關係企業集團 TCI GROUP	內部管理規章 Internal Management Regulations	頁次 Page	頁 3/7
	董事及監察人選舉辦法 Measures for the Election of Directors and Supervisors	版本 Version	2
		日期 Date	110 年 12 月 29 日 December 29, 2021

Independent Directors and Compliance Matters for the Public Companies”.

本公司獨立董事之選任，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第五條、第六條、第七條、第八條以及第九條之規定，並應依據「上市上櫃公司治理實務守則」第二十四條規定辦理。

The election of independent directors shall comply with the Articles 5, 6, 7, 8 and 9 of the “Regulations on the Establishment of Independent Directors of Public Companies and the Provisions to be Followed” and shall be in accordance with the provisions Article 24 of the “Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.”

第 六 條：本公司董事(含獨立董事)之選舉，依本公司章程第十三條所述，依照公司法第一九二條之一及證券交易法第二十六條之三規定為之。為審查董事候選人之資格條件、學經歷背景及有無公司法第三十條所列各款情事等事項，不得任意增列其他資格條件之證明文件，並應將審查結果提供股東參考，俾選出適任之董事。其程序如下：

Article 6: The election of directors (including independent directors) of the Company shall be conducted in accordance with Article 13 of the Company’s Articles of Incorporation and in accordance with Article 192-1 of the Company Act and Article 26-3 of the Securities and Exchange Act. In order to examine the qualifications of the candidates for directors, their academic background and whether they have any of the matters listed in Article 30 of the Company Act, no additional documentary proof of qualifications shall be arbitrarily listed, and the results of the examination shall be provided to the shareholders for their reference in order to elect suitable directors. The procedures are as follows:

一、本公司應於股東會召開前之停止股票過戶日前，公告受理董事候選人提名之期間、董事應選名額、其受理處所及其他必要事項，受理期間不得少於十日。

The Company shall announce the period for accepting nominations of directors, the number of directors to be elected, the place for accepting nominations and other necessary matters before the date of cessation of stock transfer prior to the shareholders’ meeting, and the period for accepting nominations shall be no less than ten days.


二、本公司得以下列方式提出董事候選人名單，經提名委員會評估其符合董事所應具備條件後，送請董事會決議，由股東會選任之：

The Company may propose a list of candidates for election as directors in the following manner, and after the Nomination Committee has evaluated that the candidates meet the requirements, the nominations shall be submitted to the Board of Directors for resolution, and the shareholders shall elect:

1. 持有已發行股份總數百分之一以上股份之股東，得以書面向公司提出董事候選人名單，提名人數不得超過董事應選名額。

Shareholders holding more than 1% of the total number of issued shares may submit a list of candidates for directors to the Company in written form, and the number of nominees shall not exceed that of directors to be elected.

2. 由本公司提名委員會提名董事候選人名單，提名人數不得超過董事

 大江生醫關係企業集團 TCI GROUP	內部管理規章 Internal Management Regulations	頁次 Page	頁 4/7
	董事及監察人選舉辦法 Measures for the Election of Directors and Supervisors	版本 Version	2
		日期 Date	110 年 12 月 29 日 December 29, 2021

應選名額。

The Nomination Committee of the Company shall nominate a list of candidates for directors, and the number of nominees shall not exceed that of directors to be elected.

3. 其他經主管機關規定之方式。

Other methods prescribed by the authority in charge.

三、 股東及提名委員會依前項提供推薦名單時，應檢附被提名人姓名、學歷、經歷、當選後願任董事之承諾書、無公司法第三十條規定情事之聲明書及其他相關證明文件。

When the shareholders and the Nomination Committee provide the list of recommendations in accordance with the preceding paragraph, they shall submit the name, education background and experience of the nominee, the letter of commitment of the nominee to serve as director after the election, the declaration of the absence of the circumstances stipulated in Article 30 of the Company Act, and other relevant supporting documents.

四、 提名委員會對董事被提名人應予審查，除有下列情事之一者外，應將其列入董事候選人名單：

The Nomination Committee shall review the nominee for director and shall include him or her in the list of candidates for director unless there is one of the following circumstance:

1. 提名股東於公告受理期間外提出。

The shareholder is nominated outside the acceptance period of the announcement.

2. 提名股東於公司依第一百六十五條第二項或第三項停止股票過戶時，持股未達百分之一。

The nominated shareholder holds less than 1% of the shares when the Company ceases the share transfer in accordance with Item 2 or 3 of Article 165.

3. 提名人數超過董事應選名額。

The number of nominees exceeds that of directors eligible for election.

4. 未檢附第四項規定之相關證明文件。

The relevant supporting documents stipulated in Paragraph 4 are not attached.

第 七 條： 刪除


Article 7: Deleted

第 八 條： 本公司董事之選舉應採用累積投票制，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分配選舉數人。

Article 8: The election of directors of the Company shall be conducted by a cumulative voting system, with each shareholder having the same number of votes as that of directors to be elected, and one person may be elected centrally or multiple persons may be elected.

第 九 條： 董事會應製備與應選出董事人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。

Article 9: The Board of Directors shall prepare the same number of election ballots as that of directors to be elected, fill in the votes, and distribute them to

 大江生醫關係企業集團 TCI GROUP	內部管理規章 Internal Management Regulations	頁次 Page	頁 5/7
	董事及監察人選舉辦法 Measures for the Election of Directors and Supervisors	版本 Version	2
		日期 Date	110 年 12 月 29 日 December 29, 2021

the shareholders attending the meeting. The names of the electors shall be replaced by the attendance card numbers printed on the election ballots.

第十條：本公司董事依公司章程所定之名額，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權數較多者分別依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

Article 10: Directors of the Company shall be elected as independent and non-independent directors in accordance with the quotas set forth in the Company's Articles of Incorporation, and those who receive more votes shall be elected in order. If there are more than two persons with the same number of votes and the number of places exceeds the required number, lots will be drawn by those with the same number of votes, and the chairman will draw lots for those who are not present.

第十一條：刪除

Article 11: Deleted

第十二條：選舉開始前，應由主席指定具有股東身分之監票員、計票員各若干人，執行各項有關職務。投票箱由董事會製備之，董事之選舉應分別設置投票櫃，於投票前由監票員當眾開驗，經分別投票後，由監票員開啟票櫃。

Article 12: Before the election begins, the Chairman shall designate several scrutineers and tellers with the status of shareholders to perform the relevant duties. Ballot boxes shall be prepared by the Board of Directors, and separate ballot boxes shall be set up for the election of directors, which shall be opened by the scrutineers before the voting.

第十三條：刪除

Article 13: Deleted

第十四條：選舉票有左列情事之一者無效：

Article 14: An election ballot shall be invalid if:

一、不用有召集權人製備之選票者。

The ballot made by the person who has the right to convene shall not be used.

二、以空白之選票投入投票箱者。

The ballot put in the box is blank.

三、字跡模糊無法辨認或經塗改者。

The handwriting is blurred and illegible or altered.

四、所填被選舉人與董事候選人名單經核對不符者。

The name filled in the ballot does not match with the director candidate list after verification.

五、除填分配選舉權數外，夾寫其他文字者。


Other contents are written down other than the allocated votes.

第十五條：刪除

Article 15: Deleted

第十六條：投票完畢後當場開票，計票由監票員在旁監視開票結果，並由主席當場宣布，包含董事當選名單與其當選權數。

Article 16: After the voting is completed, the ballots will be cast on the spot and

 大江生醫關係企業集團 TCI GROUP	內部管理規章 Internal Management Regulations	頁次 Page	頁 6/7
	董事及監察人選舉辦法 Measures for the Election of Directors and Supervisors	版本 Version	2
		日期 Date	110 年 12 月 29 日 December 29, 2021

the vote counting will be monitored by the scrutinizer and announced by the chairman on the spot, including the list of directors elected and their votes. 前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。 The election ballots shall be sealed and signed by the scrutinizer and kept in a safe place for at least one year. However, if a lawsuit is filed by a shareholder in accordance with Article 189 of the Company Act, it shall be kept until the end of the lawsuit.

第 十七 條： 當選之董事由本公司董事會發給當選通知書。
Article 14: The elected directors shall be notified by the Board of Directors of the Company.

第 十八 條： 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。

If for any reason the directors were dismissed and the number of directors is less than five, the Company shall hold a shareholders' meeting for by-election at the most recent. However, if the number of directors' vacancies reaches one-third of total seats set forth in the Articles of Incorporation, the Company shall convene an extraordinary general meeting to hold a by-election within 60 days from the date of occurrence.

獨立董事之人數不足證券交易法第十四條之二第一項但書、臺灣證券交易所上市審查準則相關規定或中華民國證券櫃檯買賣中心「證券商營業處所買賣有價證券審查準則第 10 條第 1 項各款不宜上櫃規定之具體認定標準」第 8 款規定者，應於最近一次股東會補選之；獨立董事均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。


If the number of independent directors is not sufficient to meet the requirements of the first provision of Article 14-2 of the Securities and Exchange Act, the relevant provisions of the Taiwan Stock Exchange Listing Standards, or paragraph 8 of the "Standards for Determining Unsuitability for TPEX Listing under Article 10, Paragraph 1 of the Taipei Exchange Rules Governing the Review of Securities for Trading on the TPEX" of the Taipei Exchange, a by-election shall be held at the latest shareholders' meeting. If all independent directors are dismissed, an extraordinary general meeting shall be held within 60 days from the date of occurrence of the fact.

監察人因故解任，致人數不足公司章程規定者，宜於最近一次股東會補選之。但監察人全體均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。

If for any reason the supervisors were dismissed, and the number of supervisors is not sufficient to meet the requirements of the Company's Articles of Incorporation, a by-election shall be held at the latest shareholders' meeting. However, if all of the supervisors were dismissed, a by-election shall be held at an extraordinary general meeting within 60 days from the date of occurrence.

第 十九 條： 刪除

Article 19: Deleted

 大江生醫關係企業集團 TCI GROUP	內部管理規章 Internal Management Regulations	頁次 Page	頁 7/7
	董事及監察人選舉辦法 Measures for the Election of Directors and Supervisors	版本 Version	2
		日期 Date	110 年 12 月 29 日 December 29, 2021

第二十条：本公司董事當選人不符「證券交易法」第二十六之三條規定時，不符規定之董事中所得選票代表選舉權較低者，其當選失其效力。

Article 20: If the election of directors does not comply with the provisions of Article 26-3 of the Securities and Exchange Act, the election of a non-conforming director who receives fewer votes shall be invalid.

第二十一条：董事任期不得逾三年，但得連選連任。

Article 21: The term of office of directors shall not exceed three years, but it is allowed to be re-elected.

第二十二条：董事任期屆滿而不及改選時，延長其執行職務至改選董事就任時為止。但主管機關得依職權限期令公司改選；屆期仍不改選者自限期屆滿時，當然解任。

Article 22: Where the term of office of a director expires and it is not yet to re-elect, the office of the director shall be extended until the appointment of new director or supervisor. However, the authority in charge may ask the Company to make another election within the authority period. Those who do not re-elect before the expiry of the term shall be dismissed.

第二十三条：本辦法未規定事項悉依「公司法」、「證券交易法」、「公司章程」及有關法令規定辦理。

Article 23: Matters not covered in these Measures shall be handled in accordance with the “Company Law,” “Securities Exchange Act,” “Company’s Articles of Incorporation” and relevant decrees.

第二十四条：本辦法之訂定應經本公司董事會同意，修正時亦同。

Article 20: The provisions of these Measures shall be approved by the Board of Directors of the Company, and so do the amendments.

第二十五条：本辦法訂立於110年12月29日。

Article 21: Theses Measures were established on 29 December, 2021.

本辦法訂立於101年.06.月.19.日。

These Measures were formulated on 19 June, 2012.

第一次修訂於103年.05.月.30.日

The first amendment was made on 30 May, 2014.

第二次修正於104.年.05.月.19.日

The second amendment was made on 19 May, 2015.

第三次修正於111年..06.月.29.日

The third amendment was made on 29 June, 2022.