

各項管理辦法	頁次	頁 1/17
Various Management Measures	Page	只 1/1 /
	版本	
CO133 誠信程序及行為指南	Vers	4
CO133 Integrity Procedures and	ion	
Conduct Guidelines	日期	111年03月22日
	Date	March 22, 2022

第一條:

本公司基於公平、誠實、守信、透明原則從事商業活動,為落實誠信經營政策,並積極防範不誠信行為,依「上市上櫃公司誠信經營守則」及本公司及集團企業與組織之營運所在地相關法令,訂定本作業程序及行為指南,具體規範本公司人員於執行業務時應注意之事項。 本作業程序及行為指南適用範圍及於本公司之子公司、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等集團企業與組織。

Article 1:

The Company engages in business activities based on the principles of fairness, honesty, trustworthiness and transparency. To implement the integrity management policy and actively prevent dishonest conduct, the Company follows the "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies" and related local laws and regulations where the Company, Group, and organizations operate. The Company hereby formulates the Integrity Procedures and Conduct Guidelines to regulate matters that the Company's personnel shall pay attention to when conducting business. The scope of application of the Integrity Procedures and Conduct Guidelines applies to the group and its organizations such as subsidiaries, consortium legal persons with an accumulation of more than 50% of direct or indirect donation funds and other institutions or legal persons with significant control.

第二條:

本作業程序及行為指南所稱本公司人員,係指本公司及集團企業與組織董事、經理人、受僱人、受任人及具有實質控制能力之人。

本公司人員藉由第三人提供、承諾、要求或收受任何不正當利益,推定為本公司人員所為。 Article 2:

The company personnel mentioned in this operating procedure and conduct guideline refers to the directors, managers, employees, and significant controllers of the Company, group enterprises, and organizations.

Any promises, requests, or acceptance of illegitimate benefits through a third party is presumed to have been acted by the company's personnel.

第三條:

本作業程序及行為指南所稱不誠信行為,係指本公司人員於執行業務過程,為獲得或維持利益,



各項管理辦法	頁次	頁 2/17
Various Management Measures	Page	只 2/17
	版本	
CO133 誠信程序及行為指南	Vers	4
CO133 Integrity Procedures and	ion	
Conduct Guidelines	日期	111年03月22日
	Date	March 22, 2022

直接或間接提供、收受、承諾或要求任何不正當利益,或從事其他違反誠信、不法或違背受託義務之行為。

前項行為之對象,包括公職人員、參政候選人、政黨或黨職人員,以及任何公、民營企業或機構及其董事、經理人、受僱人、具有實質控制能力者或其他利害關係人。

Article 3

The dishonest conduct mentioned in this operating procedure and conduct guideline includes the company's personnel who directly or indirectly offer, accept, promise or demand any illegitimate benefits to obtain or maintain benefits; engage in other acts that violate integrity or illegal activities when conducting business; or breach of fiduciary duty.

The objects of the acts in the preceding paragraph include public officials, political candidates, political parties or party officials, as well as any public or private enterprise or institution and its directors, managers, employees, significant controller or other stakeholders.

第四條:

本作業程序及行為指南所稱利益,係指任何形式或名義之金錢、餽贈、禮物、佣金、職位、服務、優待、回扣、疏通費、款待、應酬及其他有價值之事物。

Article 4:

The benefits mentioned in this operating procedure and conduct guideline refer to money, gifts, commissions, positions, services, preferential treatment, rebates, facilitation payments, entertainment, and other things of value in any form.

第五條:

本公司指定董事長室為專責單位(以下簡稱本公司專責單位),辦理本作業程序及行為指南之修 訂、執行、解釋、諮詢服務暨通報內容登錄建檔等相關作業及監督執行,主要職掌下列事項, 並應定期向董事會報告:

- 一、協助將誠信與道德價值融入公司經營策略,並配合法令制度訂定確保 誠信經營之相關防弊措施。
- 二、訂定防範不誠信行為方案,並於各方案內訂定工作業務相關標準作業 程序及行為指南。
- 三、規劃內部組織、編制與職掌,對營業範圍內較高不誠信行為風險之營 業活動,安置相互監督制衡機制。



各項管理辦法	頁次	頁 3/17
Various Management Measures	Page	只 3/1/
	版本	
CO133 誠信程序及行為指南	Vers	4
CO133 Integrity Procedures and	ion	
Conduct Guidelines	日期	111年03月22日
	Date	March 22, 2022

- 四、誠信政策宣導訓練之推動及協調。
- 五、規劃檢舉制度,確保執行之有效性。
- 六、協助管理階層查核及評估落實誠信經營所建立之防範措施是否有效運作,並定期就相關業 務流程進行評估遵循情形,作成報告。

Article 5:

The Company designates the President's Office as the designated unit (hereinafter referred to as the Company's designated unit) to handle the revision, implementation, interpretation, consulting services, and notification content registration and filing of the operating procedures and conduct guideline. The related operations and supervision are as follows and matters shall be regularly reported to the Board of Directors.

- 1. Assist in integrating integrity and moral values into the Company's business strategy and coordinate with laws and regulations to formulate relevant fraud prevention measures to ensure integrity management.
- 2. Formulate plans for preventing dishonest conduct and business-related standard operating procedures and conduct guidelines for each plan.
- 3. Plan the internal organization, authorizations and responsibilities, and establish a mutual supervision of a check and balance mechanism for business activities with a high risk of dishonest conduct within the business scope.
- 4. Promotion and coordination of integrity policy advocacy training.
- 5. Plan the whistleblower system to ensure the effectiveness of the implementation.
- 6. Assist management to audit and evaluate whether the preventive measures established by the implementation of integrity management are operating effectively. Additionally, assist in routine evaluation of relevant business processes and create reports.

第六條:

本公司人員直接或間接提供、收受、承諾或要求第四條所規定之利益時,除有下列各款情形外, 應符合「上市上櫃公司誠信經營守則」及本作業程序及行為指南之規定,並依相關程序辦理後, 始得為之:

一、基於商務需要,於國內(外)訪問、接待外賓、推動業務及溝通協調時,依當地禮貌、慣 例或習俗所為者。



各項管理辦法	頁次	頁 4/17
Various Management Measures	Page	只 4/1/
	版本	
CO133 誠信程序及行為指南	Vers	4
CO133 Integrity Procedures and	ion	
Conduct Guidelines	日期	111年03月22日
	Date	111 年 03 月 22 日 March 22, 2022

- 二、基於正常社交禮俗、商業目的或促進關係參加或邀請他人舉辦之正常社交活動。
- 三、因業務需要而邀請客戶或受邀參加特定之商務活動、工廠參觀等,且已明訂前開活動之費 用負擔方式、參加人數、住宿等級及期間等。
- 四、參與公開舉辦且邀請一般民眾參加之民俗節慶活動。
- 五、主管之獎勵、救助、慰問或慰勞等。
- 六、提供或收受親屬或經常往來朋友以外之人金錢、財物或其他利益;或他人對本公司人員之 多數人為餽贈財物者,合於社會一般規範或正常禮俗範圍內。
- 七、因訂婚、結婚、生育、喬遷、就職、陞遷、退休、辭職、離職及本人、配偶或直系親屬之 傷病、死亡受贈之財物,其市價不超過正常社交禮俗之合理價值。
- 八、其他符合公司規定者。

Article 6:

Except for the following situations, when the company personnel directly or indirectly offer, accept, promise or request the benefits specified in Article 4, they shall comply with the "Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies" and this operating procedure and conduct guideline after relevant procedures have been followed.

- 1. Domestic (foreign) visits, reception of foreign guests, business promotion and communication shall be based on business obligations and conduct shall be based according to local courtesy or customs.
- 2. Participate in or invite others to participate in social activities based on social norms, business purposes or to promote relationships.
- 3. Customers are invited to participate in specific business activities, factory visits, etc. due to business obligations, and expense payment, number of participants, accommodation level and period, etc. are clearly established.
- 4. Participate in folk festivals that are held publicly and invite the general public to participate.
- 5. Rewards, relief funds, condolences, etc. from supervisors.
- 6. Offer or accept money, property or other benefits from someone other than a relative or close friend.

 Gifts given to a large number of the company's personnel are within the scope of general social norms or normal etiquette.
- 7. The value received for engagement, marriage, childbirth, housewarming, employment, promotion, retirement, resignation, injury or death of oneself, spouse or immediate family member shall not



各項管理辦法	頁次	頁 5/17
Various Management Measures	Page	只 3/1/
	版本	
CO133 誠信程序及行為指南	Vers	4
CO133 Integrity Procedures and	ion	
Conduct Guidelines	日期	111年03月22日
	Date	March 22, 2022

exceed the reasonable value of social norms.

8. Other regulations that comply with Company regulations.

第七條:

本公司人員遇有他人直接或間接提供或承諾給予第四條所規定之利益時,除有前條各款所訂情 形外,應依下列程序辦理:

- 一、提供或承諾之人與其無職務上利害關係者,應於收受之日起三日內,陳報其直屬主管,必要時並知會本公司專責單位。
- 二、提供或承諾之人與其職務有利害關係者,應予退還或拒絕,並陳報其直屬主管及知會本公司專責單位;無法退還時,應於收受之日起三日內,交本公司專責單位處理。

前項所稱與其職務有利害關係,係指具有下列情形之一者:

- 一、具有商業往來、指揮監督或費用補(獎)助等關係者。
- 二、正在尋求、進行或已訂立承攬、買賣或其他契約關係者。
- 三、其他因本公司業務之決定、執行或不執行,將遭受有利或不利影響者。

本公司專責單位應視第一項利益之性質及價值,提出退還、付費收受、歸

公、轉贈慈善機構或其他適當建議,陳報總經理核准後執行。

Article 7:

When company personnel encounter situations where other people directly or indirectly provide or promise to give benefits stipulated in Article 4, in addition to the circumstances specified in the preceding paragraphs, they shall follow the following procedures:

- 1. In a situation where someone with no professional interest provides or promises to give benefits to the company personnel, the personnel shall report to their immediate supervisor within three days from the date of receipt, and notify the Company's designated unit if necessary.
- 2. In a situation where someone with professional interest provides or promises to give benefits to the company personnel, the personnel shall return or reject the benefits, report to their immediate supervisor, and notify the Company's designated unit.

The person who has professional interest as mentioned in the preceding paragraph refers to a person who has one of the following circumstances:

- 1. Those that have a business relationship, command, supervise, or provide subsidy (award).
- 2. Those that are seeking, conducting or have entered into a contract, sale or other contractual



各項管理辦法	頁次	頁 6/17
Various Management Measures	Page	只 0/1/
	版本	
CO133 誠信程序及行為指南	Vers	4
CO133 Integrity Procedures and	ion	
Conduct Guidelines	日期	111年03月22日
	Date	March 22, 2022

relationship.

3. Others that will be beneficially or adversely affected by the Company's business decision, execution or non-execution.

Depending on the nature and value of the first benefit, the Company's designated unit shall propose refund, payment, public return; donate to charitable organizations or other appropriate suggestions. The proposal will be implemented after approval by the General Manager.

第八條:

本公司不得提供或承諾任何疏通費。

本公司人員如因受威脅或恐嚇而提供或承諾疏通費者,應紀錄過程陳報直屬主管,並通知本公司專責單位。

本公司專責單位接獲前項通知後應立即處理,並檢討相關情事,以降低再次發生之風險。如發現涉有不法情事,並應立即通報司法單位。

Article 8:

The Company shall not offer or promise any facilitation payments.

If company personnel offer or promise facilitation payment due to threats or intimidation, they shall record the course of events, report it to their immediate supervisor, and notify the Company's designated unit.

After receiving the notice in the preceding paragraph, the Company's designated unit shall immediately deal with the situation and review the relevant situation to reduce the risk of recurrence. If any illegal situation is found, it shall be immediately reported to the judicial unit.

第九條:

本公司提供政治獻金,應依下列規定辦理,於陳報總經理核准並知會本公司專責單位,始得為之:

- 一、應確認係符合政治獻金收受者所在國家之政治獻金相關法規,包括提供政治獻金之上限及 形式等。
- 二、決策應做成書面紀錄。
- 三、政治獻金應依法規及會計相關處理程序予以入帳。
- 四、提供政治獻金時,應避免與政府相關單位從事商業往來、申請許可或辦理其他涉及公司利

大江生醫關係企業集團 TCI GROUP	
-------------------------	--

各項管理辦法	頁次	頁 7/17
Various Management Measures	Page	只 //1/
	版本	
CO133 誠信程序及行為指南	Vers	4
CO133 Integrity Procedures and	ion	
Conduct Guidelines	日期	111年03月22日
	Date	March 22, 2022

益之事項。

Article 9:

Political donations provided by the Company shall be handled according to the following regulations. Political donations can only be made after the approval of the general manager and notifying the Company's designated unit.

- 1. Confirm that it complies with the relevant laws and regulations of the country where the recipient of political donations is located, including the upper limit and form of political donation, etc.
- 2. Decisions shall be recorded in writing.
- 3. Political donations shall be accounted for in accordance with regulations and accounting-related processing procedures.
- 4. Avoid conducting business with government-related units, applying for licenses, or handling other matters involving the interests of the Company when providing political donations.

第十條:

本公司提供慈善捐贈或贊助,應依下列事項辦理,於陳報總經理核准並知會本公司專責單位,始得為之:

- 一、應符合營運所在地法令之規定。
- 二、決策應做成書面紀錄。
- 三、慈善捐贈之對象應為慈善機構,不得為變相行賄。
- 四、因贊助所能獲得的回饋明確與合理,不得為本公司商業往來之對象或

與本公司人員有利益相關之人。

五、慈善捐贈或贊助後,應確認金錢流向之用途與捐助目的相符。

Article 10:

The Company provides charitable donations or sponsorships according to the following matters.

Charitable donations or sponsorships can only be made after the approval of the general manager and notifying the Company's designated unit.

- 1. Must comply with the local laws and regulations.
- 2. Decisions made shall be recorded in writing.
- 3. The object of charitable donations shall be to charitable organizations. Bribery in any form is prohibited.



各項管理辦法	頁次	頁 8/17
Various Management Measures	Page	只 0/1/
	版本	
CO133 誠信程序及行為指南	Vers	4
CO133 Integrity Procedures and	ion	
Conduct Guidelines	日期	111 年 03 月 22 日 March 22, 2022
	Date	March 22, 2022

- 4. The feedback obtained from sponsorship is clear and reasonable. The sponsorship shall not be the object of the Company's business transactions or interested parties of the Company's personnel.
- 5. After charitable donation or sponsorship, confirm that the purpose of the money flow is consistent with the purpose of the donation.

第十一條:

本公司董事、經理人及其他出席或列席董事會之利害關係人對董事會所列議案,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。 董事間亦應自律,不得不當相互支援。

本公司人員於執行公司業務時,發現與其自身或其所代表之法人有利害衝突之情形,或可能使其自身、配偶、父母、子女或與其有利害關係人獲得不正當利益之情形,應將相關情事同時陳報直屬主管及本公司專責單位,直屬主管應提供適當指導。

本公司人員不得將公司資源使用於公司以外之商業活動,且不得因參與公司以外之商業活動而影響其工作表現。

Article 11:

Directors, managers and other stakeholders present at the Company's Board of Directors interested in the proposals listed by the Board of Directors, themselves or the legal person they represent, shall explain the important matters of their interest at the current Board of Directors meeting. If it is harmful to the interests of the Company, they shall not participate in discussion and voting; shall abstain from discussion and voting; and shall not exercise their voting rights on behalf of other directors. Directors shall also be self-disciplined and improper mutual support is prohibited.

When conducting business, if the company personnel finds that there is a conflict of interest with themselves or the legal person they represent, or a situation that may allow themselves, their spouses, parents, children or stakeholders to obtain improper benefits, they shall report to their immediate supervisor and the Company's designated unit simultaneously. The immediate supervisor shall provide appropriate guidance.

The company personnel shall not use Company resources for business activities outside of the Company, and shall not affect their work performance by participating in business activities outside of the Company.

大江生醫關係企業集團 TCI GROUP

各項管理辦法	頁次	頁 9/17
Various Management Measures	Page	只 2/1/
	版本	
CO133 誠信程序及行為指南	Vers	4
CO133 Integrity Procedures and	ion	
Conduct Guidelines	日期	111年03月22日
	Date	March 22, 2022

第十二條:

本公司應設置處理專責單位,負責制定與執行公司之營業秘密、商標、專利、著作等智慧財產之管理、保存及保密作業程序,並應定期檢討實施結果,俾確保其作業程序之持續有效。本公司人員應確實遵守前項智慧財產之相關作業規定,不得洩露所知悉之公司營業秘密、商標、專利、著作等智慧財產予他人,且不得探詢或蒐集非職務相關之公司營業秘密、商標、專利、著作等智慧財產。

Article 12:

The Company shall establish a designated unit that is responsible for formulating and implementing the management, preservation and confidentiality operation procedures of the Company's business secrets, trademarks, patents, literary works and other intellectual property. They shall regularly review the implementation results to ensure the continued effectiveness of its operation procedures. The company personnel shall strictly abide by the relevant operating regulations on the intellectual property in the preceding paragraph, and shall not disclose the Company's business secrets, trademarks, patents, literary works and other intellectual property, and shall not inquire or collect non-job-related Company business secrets, trademarks, patents, literary works and other intellectual property.

本公司從事營業活動,應依公平交易法及相關競爭法規,不得固定價格、操縱投標、限制產量與配額,或以分配顧客、供應商、營運區域或商業種類等方式,分享或分割市場。

Article 13:

The Company's business activities shall be conducted in accordance with the Fair Trade Law and relevant regulations. The Company shall not fix prices, rig bids, limit production and quotas, or share or divide the market by allocating customers, suppliers, operating areas or business types.

第十四條:

本公司對於所提供之產品與服務所應遵循之相關法規與國際準則,應進行蒐集與瞭解,並彙總應注意之事項予以公告,促使本公司人員於產品與服務之研發、採購、製造、提供或銷售過程,確保產品及服務之資訊透明性及安全性。

本公司制定並於公司網站公開對消費者或其他利害關係人權益保護政策,以防止產品或服務直接或間接損害消費者或其他利害關係人之權益、健康與安全。

TCI IBD Planar Verification Paranerskip	大江生醫關係企業集團 TCI GROUP
---	-------------------------

各項管理辦法	頁次	頁 10/17
Various Management Measures	Page	貝 10/17
	版本	
CO133 誠信程序及行為指南	Vers	4
CO133 Integrity Procedures and	ion	
Conduct Guidelines	日期	111 年 03 月 22 日 March 22, 2022
	Date	March 22, 2022

經媒體報導或有事實足認本公司商品、服務有危害消費者或其他利害關係人安全與健康之虞時,原則上應即於回收該批產品或停止其服務,並調查事實是否屬實,及提出檢討改善計畫。本公司專責單位應將前項情事、其處理方式及後續檢討改善措施,向董事會報告。

Article 14:

The Company shall collect and understand the relevant regulations and international standards that the products and services provided shall follow. These matters shall be summarized and announced, so as to encourage the company's personnel to ensure information transparency and safety of products and services during the process of research development, purchasing, manufacturing or sales.

The Company formulates and publishes a policy on the protection of the rights and interests of consumers or other stakeholders on the Company's website to prevent products or services from directly or indirectly harming the rights, health and safety of consumers or other stakeholders.

When there are media reports or if there are sufficient facts to confirm that the Company's products and services may endanger the safety and health of consumers or other stakeholders; the batch of products shall be recalled or the services shall be terminated. Additionally, an investigation shall be conducted to verify if the facts are true, and propose an improvement plan.

The Company's designated unit shall report the aforesaid situation, the handling method, follow-up review, and improvement measures to the Board of Directors.

第十五 條:

本公司人員應遵守證券交易法之規定,不得利用所知悉之未公開資訊從事內線交易,亦不得洩露予他人,以防止他人利用該未公開資訊從事內線交易。

參與本公司合併、分割、收購及股份受讓、重要備忘錄、策略聯盟、其他業務合作計畫或重要 契約之其他機構或人員,應與本公司簽署保密協定,承諾不洩露其所知悉之本公司商業機密或 其他重大資訊予他人,且非經本公司同意不得使用該資訊。

Article 15:

Company personnel shall abide by the provisions of the Securities and Exchange Act. They shall not use the undisclosed information to engage in insider trading, and shall not disclose it to others, so as to prevent others from using the undisclosed information to engage in insider trading.

Other institutions or persons involved in the merger, division, acquisition and share transfer of the Company, important memorandums, strategic alliances, other business cooperation plans or important

大江生醫關係企業集團 TCI GROUP	各項管理辦法	頁次	頁 11/17	
	Various Management Measures	Page	只 11/1/	
		版本		
	CO133 誠信程序及行為指南	Vers	4	
	CO133 Integrity Procedures and	ion		
	Conduct Guidelines	日期	111年03月22日	
			Date	March 22, 2022

contracts shall sign a confidentiality agreement with the Company and promise not to disclose what they know about the Company's trade secrets or other information to others. The information shall not be used without the consent of the Company.

第十六 條:

本公司應於內部規章、年報、公司網站或其他文宣上揭露其誠信經營政策,並適時於產品發表會、法人說明會等對外活動上宣示,使其供應商、客戶或其他業務相關機構與人員均能清楚瞭解其誠信經營理念與規範。

Article 16:

The Company shall disclose its integrity management policy in internal regulations, annual reports, Company website, and announce it in product launch conferences, legal person briefings and other external activities in a timely manner. Thus, the suppliers, customers or other business-related institutions and personnel can clearly understand the Company's integrity management philosophy and norms.

第十七 條:

本公司與他人建立商業關係前,應先行評估代理商、供應商、客戶或其他商業往來對象之合法性、誠信經營政策,以及是否曾涉有不誠信行為之紀錄,以確保其商業經營方式公平、透明且不會要求、提供或收受賄賂。

本公司進行前項評估時,可採行適當查核程序,就下列事項檢視其商業往來對象,以瞭解其誠信經營之狀況:

- 一、該企業之國別、營運所在地、組織結構、經營政策及付款地點。
- 二、該企業是否有訂定誠信經營政策及其執行情形。
- 三、該企業營運所在地是否屬於貪腐高風險之國家。
- 四、該企業所營業務是否屬賄賂高風險之行業。
- 五、該企業長期經營狀況及商譽。
- 六、諮詢其企業夥伴對該企業之意見。
- 七、該企業是否曾涉有賄賂或非法政治獻金等不誠信行為之紀錄。

Article 17:

Before establishing a business relationship with others, the Company shall first evaluate the legality

大江生醫關係企業集團 TCI GROUP	各項管理辦法 Various Management Measures	頁次 Page	頁 12/17
	CO133 誠信程序及行為指南 CO133 Integrity Procedures and	版本 Vers ion	4
	Conduct Guidelines	日期 Date	111 年 03 月 22 日 March 22, 2022

and integrity management policies of agents, suppliers, customers or other business partners. In addition, evaluate whether there has been a record of dishonest conduct to ensure fair and transparent business operations. The Company will not ask, offer or accept bribes.

When the Company conducts the assessment in the preceding paragraph, it may adopt appropriate inspection procedures to examine the business partners with respect to the following matters to better understand the status of their business integrity.

- 1. The country location of the enterprise and operations, the organizational structure, the management policy and the place of payment.
- 2. Whether the Company has formulated an integrity management policy and the implementation situation.
- 3. Whether the Company operates in a country with a high risk of corruption.
- 4. Whether the business of the enterprise is in an industry with a high risk of bribery.
- 5. The Company's long-term operating conditions and business reputation.
- 6. Consult its business partners for their opinions.
- 7. Whether the Company has a history of dishonest conduct such as bribery or illegal political donations.

第十八 條:

本公司人員於從事商業行為過程中,應向交易對象說明公司之誠信經營政策與相關規定,並明確拒絕直接或間接提供、承諾、要求或收受任何形式或名義之不正當利益。

Article 18:

In the process of engaging in business activities, the Company personnel shall explain the Company's integrity management policy and relevant regulations to their business partner. Additionally, explicitly refuse to offer, promise, and demand or accept (directly or indirectly) any improper benefits in any form or name.

第十九 條:

本公司人員應避免與涉有不誠信行為之代理商、供應商、客戶或其他商業往來對象從事商業交易,經發現業務往來或合作對象有不誠信行為者,應立即停止與其商業往來,並將其列為拒絕往來對象,以落實公司之誠信經營政策。

Article 19:



各項管理辦法	頁次	頁 13/17
Various Management Measures	Page	只 13/17
	版本	
CO133 誠信程序及行為指南	Vers	4
CO133 Integrity Procedures and	ion	
Conduct Guidelines	日期	111 年 03 月 22 日 March 22, 2022
	Date	March 22, 2022

The company personnel shall avoid engaging in business transactions with agents, suppliers, customers or other business partners involved in dishonest conduct. If they find that business transactions or partners have dishonest conduct, they shall immediately terminate business, and list them as object of refusal; thus, implementing the Company's integrity management policy.

第二十 條:

本公司與他人簽訂契約時,應充分瞭解對方之誠信經營狀況,並將遵守本公司誠信經營政策納 入契約條款,於契約中至少應明訂下列事項:

- 一、任何一方知悉有人員違反禁止收受佣金、回扣或其他不正當利益之契約條款時,應立即據實將此等人員之身分、提供、承諾、要求或收受之方式、金額或其他不正當利益告知他方,並 提供相關證據且配合他方調查。一方如因此而受有損害時,得向他方請求損害賠償,並得自應 給付之契約價款中如數扣除。
- 二、任何一方於商業活動如涉有不誠信行為之情事,他方得隨時無條件終止或解除契約。
- 三、訂定明確且合理之付款內容,包括付款地點、方式、需符合之相關稅務法規等。

Article 20:

When the Company enters a contract with another party, the Company shall fully understand the integrity of the other party's business, and incorporate the Company's integrity management policy compliance into the terms of the contract. The contract shall at least specify the following matters:

- 1. When either party becomes aware of a breach of contract terms prohibiting the receipt of commissions, rebates or other illegitimate benefits, either party shall immediately and truthfully inform the other party of the identity of such personnel, the manner provided, promised, demanded or received, and the amount or other illegitimate benefits. In addition, they must provide relevant evidence and cooperate with the other parties' investigations. If one party suffers damages, they may claim damages from the other party, which may be deducted from the contract price paid in full.
- 2. If either party is involved in dishonest conduct of business activities, the other party may unconditionally terminate or end the contract at any time.
- 3. Set clear and reasonable payment conditions, including payment location, method, relevant tax regulations to be complied with, etc.

第二十一條:

本公司鼓勵內部及外部人員檢舉不誠信行為或不當行為,依其檢舉情事之情節輕重,酌發獎勵,



各項管理辦法	頁次	頁 14/17
Various Management Measures	Page	貝 14/1/
	版本	
CO133 誠信程序及行為指南	Vers	4
CO133 Integrity Procedures and	ion	
Conduct Guidelines	日期	111年03月22日
	Date	111 年 03 月 22 日 March 22, 2022

內部人員如有虛報或惡意指控之情事,應予以紀律處分,情節重大者應予以革職。

本公司於公司網站及內部網站建立並公告內部獨立檢舉信箱、專線或委託其他外部獨立機構提供檢舉信箱、專線,供本公司內部及外部人員使用。

檢舉人應至少提供下列資訊:

- 一、檢舉人之姓名、身分證號碼即可聯絡到檢舉人之地址、電話、電子信箱。
- 二、被檢舉人之姓名或其他足資識別被檢舉人身分特徵之資料。
- 三、可供調查之具體事證。

本公司處理檢舉情事之相關人員應以書面聲明對於檢舉人身分及檢舉內容

予以保密,本公司並承諾保護檢舉人不因檢舉情事而遭不當處置。

並由本公司專責單位依下列程序處理:

- 一、檢舉情事涉及一般員工者應呈報至部門主管,檢舉情事涉及董事或高階主管,應呈報至獨立董事。
- 二、本公司專責單位及前款受呈報之主管或人員應即刻查明相關事實,必要時由法規遵循或其 他相關部門提供協助。
- 三、如經證實被檢舉人確有違反相關法令或本公司誠信經營政策與規定者,應立即要求被檢舉 人停止相關行為,並為適當之處置,且必要時透過法律程序請求損害賠償,以維護公司之名譽 及權益。
- 四、檢舉受理、調查過程、調查結果均應留存書面文件,並保存五年,其保存得以電子方式為
- 之。保存期限未屆滿前,發生與檢舉內容相關之訴訟時,相關資料應續予保存至訴訟終結止。
- 五、對於檢舉情事經查證屬實,應責成本公司相關單位檢討相關內部控制制度及作業程序,並 提出改善措施,以杜絕相同行為再次發生。

六、本公司專責單位應將檢舉情事、其處理方式及後續檢討改善措施,向董事會報告。

Article 21:

The Company encourages internal and external personnel to report dishonest conduct or misconduct, and reward them based on the severity of the reports. If internal personnel create false reports or malicious accusations, they shall be subject to disciplinary action, and those with serious circumstances shall be dismissed from their posts.

The Company establishes and announces the internal independent reporting mailbox and

	各項管理辦法 Various Management Measures	頁次 Page	頁 15/17
大江生醫關係企業集團 TCI GROUP	CO133 誠信程序及行為指南 CO133 Integrity Procedures and	版本 Vers ion	4
V	Conduct Guidelines	日期 Date	111 年 03 月 22 日 March 22, 2022

special-purpose phone line on the Company website and internal website, or entrusts external independent agencies to provide a reporting mailbox and special-purpose phone line for the Company's internal and external personnel to use.

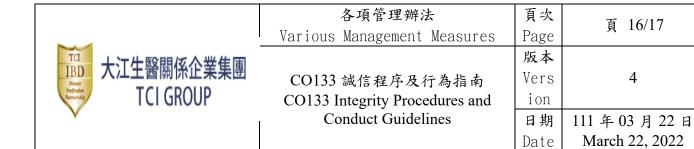
The whistleblower shall at least provide the following information:

- 1. The whistleblower's name and ID number, contact address, phone number, and e-mail address.
- 2. The name of the accused person or other information sufficient to identify the accused person's identity.
- 3. Specific evidence for investigation.

The relevant personnel of the Company handling the whistleblower situation shall declare in writing that the whistleblower identity and the content shall be kept confidential.

The Company's designated unit will handle the situation according to the following procedures:

- 1. If the report involves general employees, the situation shall be reported to the department head. If the report involves a director or senior executive, the situation shall be reported to an independent director.
- 2. The Company's designated unit and the supervisor or personnel reported in the preceding paragraph shall immediately investigate relevant facts. Compliance and relevant departments shall provide assistance if necessary.
- 3. If it has been confirmed that the accused person has violated relevant laws and regulations or the Company's integrity management policies and regulations, the accused person shall be immediately asked to stop the conduct and take appropriate measures. If necessary, apply for damages through legal procedures to protect the Company's reputation and rights.
- 4. Written documents of the acceptance report, investigation process, and the investigation results shall be kept for five years, and can be preserved electronically. In the event of a lawsuit related to the content of the report before the expiration of the retention period, the relevant information shall be kept until the end of the lawsuit.
- 5. If the reported situation is verified to be true, the relevant units of the Company shall be responsible for reviewing the relevant internal control system and operating procedures, and propose improvement measures to prevent the same conduct from occurring again
- 6. The Company's designated unit shall report the reported situation, the handling method, follow-up review, and improvement measures to the Board of Directors.



第二十二條:

本公司人員遇有他人對公司從事不誠信行為,其行為如涉有不法情事,公司應將相關事實通知 司法、檢察機關;如涉有公務機關或公務人員者,並應通知政府廉政機關。

頁 16/17

4

Article 22:

In the event that the company personnel engage in dishonest conduct against the Company or if their conduct involves illegal activities, the Company shall notify the Judicial and Prosecutors Office. If any government institutions or civil servants are involved, they shall notify the government integrity institution.

第二十三條:

本公司專責單位應每年舉辦內部宣導,安排董事長、總經理或高階管理階層向董事、受僱人及 受任人傳達誠信之重要性。

本公司應將誠信經營納入員工績效考核與人力資源政策中,設立明確有效之獎懲及申訴制度。 本公司對於本公司人員違反誠信行為情節重大者,應依相關法令或依公司人事辦法予以解任或 解雇。本公司應於內部網站揭露違反誠信行為之人員職稱、姓名、違反日期、違反內容及處理 情形等資訊。

Article 23:

The Company's designated unit shall hold internal advocacy every year. In addition, they shall arrange the chairman, general manager or senior management to convey the importance of integrity to directors and employees.

The Company shall incorporate integrity management into employee performance appraisal and human resource policies, and establish clear and effective reward, punishment and appeal systems. In regards to any personnel who violate integrity, the Company shall dismiss of them in accordance with relevant laws and regulations or with the company's personnel regulations. The Company shall disclose information such as the job title, name, and date of the violation, content of the violation and the handling of the violation on the internal website.

第二十四條:

本作業程序及行為指南經董事會決議通過實施,並提報股東會報告;修正時亦同。 本作業程序及行為指南提報董事會討論時,應充分考量各獨立董事之意見,並將其反對或保留 之意見,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

TCI IBD Please Perform Partnership	大江生醫關係企業集團 TCI GROUP
------------------------------------	-------------------------

各項管理辦法	頁次	頁 17/17
Various Management Measures	Page	只 1//1/
	版本	
CO133 誠信程序及行為指南	Vers	4
CO133 Integrity Procedures and	ion	
Conduct Guidelines	日期	111 年 03 月 22 日 March 22, 2022
	Date	March 22, 2022

正當理由外,應事先出具書面意見,並載明於董事會議事錄。

Article 24:

When submitting this operating procedure and conduct guideline to the Board of Directors for discussion, the opinions of independent directors shall be fully considered. Their objections or reservations shall be recorded in the meeting minutes of the Board of Directors meeting. If an independent director cannot attend the Board of Directors meeting in person to express his or her objection or reservation, unless there are justifiable reasons, he or she shall issue a written opinion in advance, which shall be recorded in the meeting minutes of the board meeting.

第二十五條:本指南訂立於中華民國102年3月5日。

第一次修訂於中華民國 104 年 3 月 10 日。

第二次修訂於中華民國 109 年 04 月 30 日。

第三次修訂於中華民國 111 年 03 月 22 日。

Article 25: These Guidelines were formulated on March 5, 2013.

The first amendment was made on March 10, 2015.

The second amendment was made on April 30, 2020.

The third amendment was made on March 22, 2022.