

**DBS BANK (TAIWAN) LTD**  
星展(台灣)商業銀行股份有限公司

**Code of Conduct for Board of Directors**  
董事行為準則

## 1) 訂定目的

### Purpose

本公司之董事成員致力於促進本公司所有職級員工之行為均能遵循高道德標準及專業行為，爰依「金融控股公司及銀行業內部控制及稽核制度實施辦法」第七條第一項第一款之規定，訂定本董事行為準則（以下簡稱「**本準則**」）以資遵循。

The Board of Directors of DBS Bank (Taiwan) Ltd (the “**Company**”) is strongly committed to promoting high ethical standards and professional behavior across all levels of employees within the Company. In furtherance of this purpose, the Board has adopted this Code of Conduct for Directors (the “**Code**”) in accordance with Article 7, Section 1 sub-section 1 of the “Implementation Rules of Internal Audit and Internal Control System of Financial Holding Companies and Banking Industries”.

## 2) 應遵循事項

### Key Principles

#### 2.1 注意義務及一般義務

##### Fiduciary and General Duties

董事於執行其職務時應秉持誠信原則，所為之決策應客觀並以公司之利益為最大考量。董事執行職務時應盡善良管理人責任，並秉持正直、公正、專業之態度執行其職務。

A director shall act honestly and in good faith, and make decisions objectively and in the best interests of the Company. He / she shall act with duty of care as a fiduciary of the Company and carry out his duties with integrity, fairness and professionalism.

此外，董事如發現任何可能造成本公司受到重大損害之事件時，應立即通知審計委員會委員並提報董事會，同時應儘速妥適處理並督導本公司通報主管機關。

In addition, in case a director is aware of any incident which would possibly cause significant damages to the Company, he/she shall promptly notify the Audit Committee members and report to the Board, take appropriate actions and supervise reporting by the Company of such incident to regulators.

#### 2.2 防止利益衝突

##### Conflicts of Interest

本公司董事不得透過使用公司財產、資訊或藉由職務之便而有意圖或獲取私利或與本公司競爭之行為。本公司如與董事或其利害關係人有業務往來或交易時，應依銀行法及相關法令之規定辦理。董事應主動說明利害關係之相關內容，並迴避相關議案之表決。 The Directors of the Company shall not take advantage of corporate property, information or their corporate positions for personal benefit or to pursue personal gain; neither shall the Directors of the Company engage in any activities to compete with the Company. Any business relationship established or transactions between the Company and the Directors or their interested parties shall be handled in compliance with relevant requirements under the Banking Act or other applicable laws and regulations. Directors of the Company shall disclose any interest they have in any arrangement or transaction with the Company. They should abstain from deciding or voting on the arrangement or transaction.

### 2.3 保密責任

#### **Confidentiality**

本公司董事對於本公司之機密資訊應加以保密。機密資訊得以不同形式呈現(包括但不限於以口頭、書面或電子方式儲存)，且包含但不限於財務資訊或任何直接或間接涉及本公司、星展集團或/及其它子公司 /分行 / 關係企業 / 代表處之交易或潛在交易資訊(以下稱「機密資訊」)。

The Directors of the Company shall maintain the confidentiality of the Company's confidential information. Such information may come in various forms (including oral, written or electronic formats) and may include, but shall not be limited to, financial data, information relating to transactions or potential transactions directly or indirectly involving the Company, DBS Group and / or its other subsidiary / branch / associate / representative office (“**Confidential Information**”).

機密資訊必須依據其目的以及意圖使用之。董事不得為個人或任何第三人之利益使用機密資訊，或將機密資訊洩漏予任何第三人。卸任後，亦同。

Confidential Information should only be used in accordance with its purpose and intent. A Director must not use Confidential Information for personal benefit or any third party, or communicate such information to any third party. The obligation to protect the confidentiality of Confidential Information received by a director shall remain even after stepping down as a director of the Company.

CONFIDENTIAL

## 2.4 遵循法令規章、公司內部政策及準則

### **Compliance with Laws, Rules, Regulations, Policies, Codes etc.**

本公司董事應遵循金融監督管理委員會、中央銀行以及其他主管機關所頒佈之法律及行政命令、本公司章程、內部政策及準則、董事會及股東會之決議等。

The Directors of the Company shall comply with all applicable laws, rules and regulations issued by the FSC, Central Bank of China (Taiwan), and other relevant competent authorities, Articles of Incorporation of the Company, internal policies and guidelines adopted by the Company, as well as resolutions made by the Board and shareholders' meeting.

## 2.5 確保公司資產之妥善保護及管理

### **Ensure Proper Protection and Management of Company's Assets**

本公司董事均有責任確保本公司之資產均經妥善之保護及管理，其使用之合法、有效並符合本公司之商業目的。

The Directors of the Company shall have the responsibility to ensure that the Company's assets are well protected and managed and that the assets can be utilized in an effective and lawful manner and for legitimate business purposes.

## 2.6 公平交易

### **Fair Dealing**

本公司董事應遵循星展集團所頒佈之公平交易承諾 (Fair Dealing Commitment)，公平對待公司之客戶、交易廠商、交易對手及員工，不得透過操縱、隱匿、濫用其基於職務所獲悉之資訊、對重要事項做不實陳述或其他不公平之交易方式而獲取自身之不當利益。

The Directors of the Company shall adhere to the Fair Dealing Commitment issued by DBS Group in dealing with its customers, vendors, counterparties and employees, and may not obtain improper personal benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of material matters, or through other unfair dealing practices.

## 2.7 鼓勵檢舉違法或違反行為準則之行為

### **Encouraging Reporting on Illegal or Unethical Behaviors**

**CONFIDENTIAL**

本公司承諾建立有道德、透明以及完善之公司治理環境。為促進達成此項承諾，本公司應盡力鼓勵員工於懷疑或發現有違法或違反行為準則之行為時，依據舉報政策 (Speak Up Policy) 主動呈報，並讓員工知悉公司將盡力保護舉報者之安全，使其免於遭受報復。

The Company is committed to a culture of ethical behavior, transparency and sound corporate governance. In furtherance of this commitment, the Company shall endeavor to encourage employees to follow the Speak Up Policy and report upon suspicion or discovery of any activity in violation of a law, regulation or the code of conduct for employees, and make employees aware that the Company will endeavor to ensure the safety of the informants and protect them from reprisals.

**2.8 違反本準則之責任**

**Liabilities for Breach of Duties under this Code**

本公司董事如有違反本準則所列職責之情事，可能遭致公司法、銀行法及相關法令規定之責任，且本公司須於公開資訊觀測站揭露相關違反情事及處理情形。

In cases where a Director breaches its duties under this Code, he /she may be subject to liabilities imposed by the Company Act, Banking Act and other applicable laws and regulation. The Company shall disclose on the Market Observation Post System (MOPS) relevant information of such violations and the actions taken.

**3) 核准權限**

**Approving Authority**

本準則經董事會通過後施行，並提報股東會核備。修正時亦同。

This Code and any subsequent amendments shall come into effect after the Board's approval and shall be submitted to the shareholders' meeting of the Company for acknowledgement.