

ITEM NO. 9a APPENDIX 2
DBS BANK (TAIWAN) LTD
BOARD MEETING
19 JULY 2019

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

**TERMS OF REFERENCE OF INDEPENDENT
DIRECTORS**

獨立董事職責範疇規則

1. INTRODUCTION

前言

This Terms of Reference of Independent Directors (the “Terms of Reference”) is promulgated in accordance with Article 33, paragraph 1 of the Corporate Governance Best-Practice Principles for Banks. This Terms of Reference sets out the objective of having independent director mechanism for the Company, the composition, term of office and remuneration of independent directors of the Company, and powers, duties and responsibilities of independent directors.

本獨立董事職責範疇規則(以下簡稱「本規則」)爰參考銀行業公司治理實務守則第三十三條第一項之規定所制定。本規則詳列本公司設置獨立董事欲達成之目標、獨立董事之組成、任期及報酬、以及獨立董事之權力與職責。

2. OBJECTIVE

目標

The purpose of establishing an independent director mechanism in the Company and this Terms of Reference is not only to fulfill local regulatory requirement after the Company becomes a public company, but also to establish a sound corporate governance spectrum within the Company by strengthening independent director function at the Board and in the Company’s daily operation.

設立獨立董事機制以及本規則之目的，不僅為使本公司於成為公開發行時均符合本國相關法規之要求，同時並藉由強化獨立董事對董事會及公司日常營運之功能以建立本公司良好之公司治理架構。

3. COMPOSITION, TERM OF OFFICE & REMUNERATION OF INDEPENDENT DIRECTORS

獨立董事之組成、任期以及獨立董事報酬

3.1 Composition 獨立董事之組成

The number of independent directors of the Company shall be no less than one-fifth of the total number of directors, and in any event shall be no less than three. In the event that the total issued shares of the Company are 100% held by the same corporate shareholder, independent directors shall be appointed by such sole shareholder.

本公司獨立董事之人數不得少於董事席次五分之一，惟最低不得少於三人。如本公司已發行股份 100%由同一法人持有時，由該法人股東指派獨立董事。

3.2 Term of Office 任期

The term of office for each term of independent directors shall not exceed 3 years. The total term of office for each independent director shall not exceed three consecutive terms.

本公司獨立董事每一任期不得逾三年，連續任期不得逾三屆。

3.3 Remuneration 獨立董事報酬

The remuneration for the independent directors of the Company (i.e., Directors' Fees") shall be a fixed amount paid annually, and the independent directors are not entitled to any extra bonus to directors and supervisors arising from profit distribution by the Company.

本公司獨立董事之報酬為年付之固定報酬，不另支領本公司盈餘分配之董監酬勞。

In the event that the total issued shares of the Company are 100% held by the same corporate shareholder, the Directors' Fee shall be determined by the sole shareholder and approved by the Board of the Company in exercising shareholders' rights in compliance with Article 196 and 128-1 of the Company Act.

如本公司已發行股份 100%由同一法人持有時，獨立董事之報酬由該法人股東決定之，並由本公司董事會依據公司法第 196 條及第 128-1 條行使股東會職權。

3.4 Compliance 合規

The independent directors of the Company should meet the qualification requirements as set out under the Regulation Governing Appointment of Independent Directors and Compliance Matters of Public Companies.

本公司之獨立董事應符合公開發行公司獨立董事設置及應遵循事項辦法規定。

4. POWERS, DUTIES & RESPONSIBILITIES OF INDEPENDENT DIRECTORS

獨立董事之權力與職責

Unless otherwise provided for by laws and regulations, all relevant roles and responsibilities of the independent directors of the Company shall be exercised in compliance with Section 4 of this Terms of Reference.

除法令另有規定者外，本公司獨立董事行使相關權力與職責事項，應依本規則第四條之規定辦理。

4.1 Powers of Independent Directors:

獨立董事之權力：

4.1.1 The Company or any Board members shall not interrupt, refuse or circumvent the independent directors from carrying out their duties. The independent directors, when carrying out their duties, may request the Board to appoint relevant personnel to professional specialists for assistance as they deem necessary.

本公司或董事會其他成員，不得妨礙、拒絕或規避獨立董事執行職務。獨立董事執行職務認有必要時，得請求董事會指派相關人員或聘請專家協助辦理。前項聘請專家及其他獨立董事行使職權必要之費用，由本公司負擔之。

4.1.2 Before end of each fiscal year, the independent directors of the Company are entitled to request Audit Department to submit the annual audit plan for the following year for review and comments.

於每會計年度終了前，本公司獨立董事有權要求稽核部門呈送次一年度稽核計畫以利審閱並表示意見。

4.1.3 The independent directors of the Company are entitled to request for the

audit reports of the Company and relevant follow-up action reports.
本公司獨立董事有權要求稽核部門交付稽核報告及追蹤報告供其查閱。

4.2 Duties & Responsibilities of Independent Directors:

獨立董事之職責：

4.2.1 For the following matters that shall be submitted to the Board for approval, the independent directors shall be present at the Board meeting in person or by proxy to other independent directors:

1. Business Plan of the Company;
2. Annual and semi-annual financial reports;
3. Adoption of or amendment to the Company's internal control system;
4. Adoption of or amendment to handling procedures for material financial and business transactions of the Company such as the Company's acquisition and disposal of material assets, engagement in derivatives transactions, loan extension to any third party, and endorsements or guarantees for any third parties;
5. Issues in connection with conflict of interests of directors;
6. Material assets or derivatives transactions of the Company;
7. Provision of lending, endorsement or guarantee in a significant amount;
8. Public offering, issue or private placement of equity securities;
9. The appointment and discharge of certified public accountants and determination on their remunerations;
10. The appointment or discharge of a financial, accounting, risk, compliance or internal audit officers;
11. Review of performance and remuneration standards for managers and business staff and directors' remuneration structure; and
12. Any matters reserved to the shareholders' meeting or Board meeting as promulgated by any other laws and regulations or in the Articles of Incorporation of the Company, or any such significant matters as may be prescribed by the competent authority.

Any objections raised or reservation opinions of independent director(s) on any of these matters shall be recorded in the Board meeting minutes or, for any independent director(s) that cannot attend the Board meeting to express his objections or reservation opinions, shall be provided in writing before the Board meeting unless there is some legitimate reason to do otherwise, and shall also be recorded in the Board meeting minutes.

本公司獨立董事對於下列應提董事會決議通過之事項，應親自出席或委由其他獨立董事代理出席：

1. 公司之營運計畫。
2. 年度財務報告及半年度財務報告。
3. 公司訂定或修正之內部控制制度。
4. 公司訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書保證或提供保證之重大財務業務行為之處理程序。
5. 涉及董事自身利害關係之事項。
6. 重大之資產或衍生性商品交易。

7. 重大之之資金貸與、背書或提供保證。
8. 募集、發行或私募具有股權性質之有價證券。
9. 簽證會計師之委任、解任或報酬。
10. 財務、會計、風險管理、法令遵循及內部稽核主管之任免。
11. 經理人及業務人員之績效考核標準及酬金標準，及董事之酬金結構與制度。
12. 其他依法令、章程規定應由股東會決議或提請董事會之事項或經主管機關規定之重大事項。

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；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

4.2.2 The independent directors of the Company shall endeavor to participate in training courses associated with corporate governance, such as finance, business, accounting, legal or risk management courses etc.

本公司獨立董事應持續參加涵蓋公司治理主題相關之財務、業務、會計、法務或風險管理等進修課程。

5. Miscellaneous

附則

5.1 This Terms of Reference and any amendment thereto shall be approved by the Board of the Company.

本規則經董事會通過後施行，修正時亦同。

5.2 This Terms of Reference was duly approved at the Board meeting of this Bank dated 25 July 2012. The first amendment was on 26 August 2014 with effective date from the 2nd term of Board. The second amendment was on 25 Oct. 2017. The third amendment was on 19 July 2019.

本規則之訂定經本行 2012 年 7 月 25 日董事會核准通過。於 2014 年 8 月 26 日第一次修訂，並自第二屆董事任期開始時生效。於 2017 年 10 月 25 日第二次修訂。2019 年 7 月 19 日第三次修訂。