

星展(台灣)商業銀行股份有限公司
公司治理守則
DBS Bank (Taiwan) Ltd
Corporate Governance Principles

第一章 總則

Chapter 1 General Provisions

第 1 條 (法源及目標) 星展(台灣)商業銀行之公司(以下簡稱「本行」)參照銀行公會所頒定之銀行業公司治理實務守則訂定本行之公司治理守則(以下簡稱「本守則」)，以建置本行有效之公司治理架構，並揭露於公開資訊觀測站及本行官網。

Article 1
Legal Base &
Objective

To establish an effective corporate governance framework, DBS Bank (Taiwan) Ltd (the “Bank”) establishes this Corporate Governance Principles (the “Principles”) in reference to the Corporate Governance Best-Practice Principles of Banks issued by the Bankers Association of the Republic of China. The Principles should be disclosed at Market Observation Post System (MOPS) and the Bank’s public website.

第 2 條 (公司治理五大面向) 本行建立公司治理制度，除重視資本適足性、資產品質、經營管理能力、獲利能力、資產流動性及風險敏感性外，應遵守下列原則：

- 一、遵循法令並健全內部管理。
- 二、保障股東權益。
- 三、強化董事會職能。
- 四、尊重利益相關者權益。
- 五、提升資訊透明度。

Article 2
Corporate
Governance 5
Principles

In addition to capital adequacy, asset quality, management ability, profitability, liquidity and risk sensitivity, the Bank should ensure the following governance principles are complied with when establishing its corporate governance framework:

1. Regulatory compliance and internal management.
2. Protection of shareholders’ rights and interests.

3. Strengthening of powers of the Board of directors.
4. Respect of rights and interests of stakeholders.
5. Information transparency.

第二章 遵循法令並健全內部管理

Chapter 2 Regulatory Compliance and Internal Management

第 3 條 (法令遵循制度及內部控制制度) 本行應建立法令遵循制度以及內部控制制度並確保其有效執行。高階管理階層應受董事會的指導和監督，並遵循董事會通過的業務策略、風險偏好、薪酬及其他政策，發展足以辨識、衡量、監督及控制銀行風險之程序，訂定適當有效之內部控制制度。高階管理階層的組織、程序及決策應清楚透明，其職位的角色、職權與責任應予明確化。

Article 3
Compliance System and Internal Control System The Bank should establish a compliance system and internal control system and ensure its effective implementation. Senior management should be guided and supervised by the Board of directors and, based on the business strategies, risk appetite, remunerations and other policies approved by the Board of directors, develop a proper and effective internal control system and procedures to identify, assess, monitor and control the Bank's risks. The senior management's organization structure, procedures and decision making should be clear and transparent. Their roles, authorities and responsibilities should be specific.

第 4 條 (內部稽核制度) 本行之內部稽核制度應評估內部控制制度是否有效運作及衡量營運效率，適時提供改進意見，以確保內部控制制度得以持續有效實施，協助董事會及管理階層確實履行其責任，並建立獨立董事、審計委員會與內部稽核主管間之溝通管道與機制。銀行負責人（董事）就內部控制制度缺失檢討應定期與內部稽核人員座談並應作成紀錄，追蹤及落實改善，並提董事會報告。

Article 4
Internal Audit System The internal audit system should evaluate the effectiveness of the internal control system implementation and provide appropriate suggestions for improvement so as to ensure continuous effectiveness of the internal control system implementation and to assist the Board of directors and the management to perform their

duties effectively. Internal Audit should also establish communication channels and mechanisms between independent directors, audit committee and chief internal auditor. Discussions should be arranged periodically among the Board of Directors and internal audit personnel to review internal control system lapses. The review discussions should be recorded into meeting minutes, followed up for enhancement and reported to the Board of directors.

第三章 保障股東權益

Chapter 3 Protection of Shareholders' Rights and Interests

第 5 條 本行應建立能確保股東對重大事項享有知悉、參與及決定等權利之
(重大事項之股東
參與權利)

Article 5 The Bank's corporate governance framework should ensure
Shareholders' rights to know, participate and resolve on material
Rights on matters of the Bank in order to protect shareholders' rights and
Material interests and treat all shareholders equally.
Corporate
Manners

第 6 條 本行應依照公司法及相關法令規定召集股東會，並訂定完備之議事
(股東權之行使) 規則。對於應經由股東會決議之事項，須按議事規則確實執行，決
議內容並應符合法令及公司章程規定。

本行董事會應妥善安排股東會議題及程序，股東會應就各議題之進行酌予合理之討論時間，並給予股東適當之發言機會。

本行應透過各種方式及途徑，並充分採用科技化之訊息揭露與投票方式，並得同步上傳中英文版股東會開會通知、議事手冊及會議補充資料，藉以提高股東出席股東會之比率，暨確保股東依法得於股東會行使其股東權。

Article 6 The Bank should convene shareholders' meetings in compliance
Exercise of with the Company Act and relevant laws and regulations and
Shareholders' establish proper rules of procedures for shareholders' meetings.
Rights For matters specifically reserved for the shareholders' meetings,
the Bank should act in line with the rule of procedures, and the
resolutions of the shareholders' meeting should comply with laws,
regulations and Bank's Articles of Incorporation.

The Board of directors should properly arrange the agenda items and procedures for shareholders' meeting. Reasonable time should be allocated to each agenda item of shareholders' meeting for thorough discussion, and opportunity should be given to the attending shareholders for feedback and comments.

The Bank should adopt high-tech approaches in information disclosure and casting vote, and may upload meeting notices, agenda and supplementary information of shareholders' meetings in both Chinese and English concurrently so as to enhance shareholders' attendance rate and to ensure their exercise of shareholders' rights in accordance with laws.

第 7 條
(股東之盈餘分享權)

股東應有分享盈餘之權利。為確保股東之投資權益，股東會得選任檢查人查核董事會造具之表冊、審計委員會之報告，並決議盈餘分派或虧損撥補；董事會、審計委員會及經理人對於檢查人之查核應充分配合，不得拒絕、妨礙或規避。

Article 7
Shareholders' rights on Profit Sharing

The shareholders should be entitled to the Bank's profit distributed by the Bank. To protect interests of the shareholders, the shareholders meeting may select an inspector to examine the financial statements and books prepared by the Board of directors and the reports of the audit committee, and may resolve on profit distributions and loss off-setting plans. The Board of directors, Audit Committee and managers of the Bank should fully cooperate in the examination conducted by the inspectors without any obstruction, rejection or circumvention.

第 8 條
(股東建議及爭議之處理)

為確保股東權益，本行宜妥善處理股東建議、疑義及爭議事項。董事會有責任建立與股東之互動機制，除透過股東會與股東溝通，鼓勵股東參與股東會外，並以有效率之方式與股東聯繫，與經理人、獨立董事共同瞭解股東之意見及關注之議題、明確解釋公司之政策，以取得股東支持並增進雙方對於公司目標發展之共同瞭解。

本行之股東會、董事會決議違反法令或銀行章程，或董事或經理人執行職務時違反法令或銀行章程之規定，致股東權益受損者，對於

股東依法提起訴訟情事，銀行應客觀妥適處理。

本行宜訂定內部作業程序妥善處理前二項事宜，留存紀錄備查，並納入內部控制制度控管。

Article 8
Handling of
Shareholders'
recommendations
and disputes

The Bank should properly handle shareholders' recommendations, inquiries, and disputes so as to protect the interests of the shareholders.

In addition to communicating with shareholders through shareholders' meetings and encouraging shareholders to participate in such meetings, the Board of directors should ensure communication channel with the Bank's shareholders is established to facilitate interaction and should work together with management and independent directors to understand the views and concerns of shareholders and to explain the Bank's policies in an effective manner so as to gain shareholders' support and reach consensus on the Bank's goals and vision.

The Bank should properly deal with any legal actions taken by the shareholders against the Bank where it is claimed that shareholders' rights and interests were jeopardized by resolutions of the shareholders' meeting, Board meeting, or by directors or managers in performing their duties in violation of laws, regulations or the Bank's Articles of Incorporation.

The Bank should establish internal procedures for handling of the matters referred to in the preceding two paragraphs, keep all the handling process in good records, and incorporate the procedures in the Bank's internal control system.

第 9 條
(具控制力
股東之職責)

對本行有控制能力之股東，應遵守下列事項：

- 一、對其他股東應負有誠信義務，不得直接或間接使銀行為不合營業常規或其他不利益之經營。
- 二、其代表人應遵循本行所訂定行使權利及參與議決之相關規範，於參加股東會時，本於誠信原則及所有股東最大利益，行使其投

票權，或於擔任董事時，能踐行董事之忠實與注意義務。

三、對董事之提名，應遵循相關法令及公司章程規定辦理，不得逾越股東會、董事會之職權範圍。

四、不得以不當干預銀行決策或妨礙經營活動。

五、不得以不公平競爭之方式限制或妨礙銀行經營。

六、對於因其當選董事而指派之法人代表，應符合公司所需之專業資格，不宜任意改派。

Article 9
Controlling
Shareholders'
Obligations

A corporate shareholder having controlling power over the Bank should comply with the following principles:

1. It should bear a duty of good faith to other shareholders and should not directly or indirectly cause the Bank to engage in any business which is contrary to normal business practice or not in the best interests of the Bank.
2. Its representative should follow the rules set by the Bank for the exercise of shareholders' rights and participation in shareholders' meetings. For participation in shareholders' meeting, the representative of corporate shareholders should exercise his/her voting right in good faith and for the best interest of all shareholders. For acting as a director, the representative should exercise fiduciary duty and duty of care.
3. It should comply with relevant laws, regulations and the Articles of Incorporation of the Bank for nomination of directors and should not act beyond the powers of shareholders' meeting or the Board.
4. It should not cause undue intervention on corporate decision making or obstruct the Bank's business operation.
5. It should not restrict or impede the Bank's business activities via unfair competition.
6. The representative designated by a corporate shareholder as the director of the Bank should meet the qualification requirements set by the Bank, and replacement of the representative by the corporate shareholder's representative without justification should be avoided.

第 1 0 條 本行負責人之兼任行為及兼職個數應確保本職及兼任職務之有效執行，不得有利益衝突或違反各兼職機構內部控制之情事。
(負責人兼
職之利益衝突管
控與定期考核)

本行應依據其投資管理需要、風險管理政策，定期對負責人兼任職務之績效予以考核，考核結果作為繼續兼任及酌減兼任職務之重要參考。

本行之經理人除法令另有規定外，不應與其關係企業之經理人互為兼任。

Article 10
Monitoring of
Responsible
Persons' Outside
Appointment,
Conflict of
Interests and
Periodic Review

Any behavior or number of outside appointment of responsible persons of the Bank should not involve conflict of the interests or violation of the internal control requirements of each company the responsible person is holding the position.

The Company should periodically conduct the performance review of the responsible persons' concurrent posts based on its investment needs, risk management policies and factor in the review results in considering whether to continue or reduce the concurrent posts of such responsible persons.

Unless otherwise provided by the laws and regulations, a manager of the Company should not serve as a manager of its affiliated enterprises.

第四章 強化董事會職能

Chapter 4 Strengthening of Powers of the Board of Directors

第 1 1 條 本行董事會之組織、選任以及運作均應依據公司章程、董事會職責
(董事會運作
及指定公司
治理單位) 範疇暨議事規範、相關內部規範及所有相關法令行之。本行總經理室秘書部為協助董事會落實本行公司治理之單位，其部門主管應符合主管機關所制定公司治理人員之相關資格條件規範。

Article 11
Board Operation
and Designated
Unit to Facilitate
Corporate
Governance

The composition, election and operation of the Board of directors of the Bank should comply with the Bank's Articles of Incorporation, the Terms of Reference of the Board of Directors, internal policies and applicable laws and regulations.

The Board of directors designates General Manager office-Secretariat as the unit to assist Board of directors to implement the corporate governance. The unit head should meet the qualifications of governance officer set by the regulators.

第 1 2 條
(董事選任
程序之制定)

本行應依保障股東權益、公平對待股東原則，制定公平、公開及公正之董事選任程序，鼓勵股東參與。

Article 12
Procedures for
Election of Board
of Directors

To protect shareholders' rights and interests and follow equal treatment principles, the Bank should establish transparent and fair procedures for election of Board of directors and encourage shareholders' participation.

第 1 3 條
(董事長與總
經理職責之分離)

本行董事長及總經理之職責應明確劃分，董事長及總經理不宜由同一人或互為配偶擔任。

Article 13
Segregation of
Duties of
Chairman and
General Manager

There should be a clear segregation of powers between the Chairman and General Manager of the Bank. It is inappropriate that the Chairman of the Bank concurrently acts as the General Manager or that the Chairman and General Manager are spouses.

第 1 4 條
(董事會決議
之停止執行)

董事會決議如違反法令、章程之規定，經繼續一年以上持股之股東或獨立董事請求董事會停止其執行決議行為事項者，董事會成員應儘速妥適處理或停止執行相關決議。

Article 14
Cease Execution
of Board
Resolutions

If any Board resolution violates laws, regulations or the Bank's Articles of Incorporation and the Board is requested by shareholders which has held shares in the Bank for at least a year, or by an independent director, to cease the implementation of such resolution, the Board members should take appropriate

actions or promptly cease the implementation of such resolution.

第 1 5 條 本行得自行或由本行之總公司為董事就其執行業務範圍內依法應負
(購買董監保險 之賠償責任，與保險業訂立責任保險契約。
與定期呈報)

本行於購買董事責任保險或續保後，將其責任保險之投保金額、承保範圍及保險費率等重要內容，提報最近一次董事會。

Article 15
D&O Insurance
and Periodic
Reporting

The Bank may, by itself or via its headquarters, purchase directors' and officers' liability insurance (the "D&O Insurance") for any liabilities resulting from exercising their duties.

The Bank should report to the Board of directors the insured amount, insurance coverage, premium, and other key terms and conditions of the liability insurance at the next board meeting after renewal.

第 1 6 條 本行董事應依據「上市上櫃公司董事、監察人進修推行要點」之規定
(董事持續進修) 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，並責成各階層員工加強專業及法律知識。

Article 16
Continuous
Development
Program (CDP)
for Board of
Directors

The Board members of the Bank should follow the requirements under the Rules Governing Implementation of Continuing Education for Directors and Supervisors of TWSE/TPEX Listed Companies and continuously participate in corporate governance related training courses on finance, business, accounting, law or risk management, etc. The Board should also ensure that the employees at all levels should be properly trained so as to enhance their professionalism and legal knowledge.

第五章 尊重利益相關者權益

Chapter 5 Respect of Rights and Interests of Stakeholders

第 1 7 條 本行應於本行網站設置利害關係人專區，提供相關之溝通管道予客
(公開透明之利害 戶、員工、債權人、消費者、社區或銀行之其他利害關係人，以維
關係人溝通管道) 護其應有之合法權益。

本行對於往來客戶，於符合法令規定之範圍內，應提供充足之資訊

，以便其對本行業務充分瞭解。當其合法權益受到侵害時，本行應正面回應，並以勇於負責之態度，作妥適之處理。

Article 17
Communication
Channel with
Stakeholders

The Bank should provide communication channels on its website to its customers, employees, other creditors, consumers, community, or other stakeholders so as to safeguard their legal rights and interests.

The Bank should provide sufficient information to its customers to facilitate understanding of the businesses of the Bank. The Bank should positively respond to customer complaints and take proper actions when any of their legal rights or interest are claimed jeopardized.

第六章 提升資訊透明度

Chapter 6 Strengthening Transparency of Corporate Information Disclosure

第 1 8 條 本行應確實依據相關法令、章程之規定，建立公開資訊之網路申報
(公開資訊申報揭 作業系統並建立發言人制度，以確保公司資訊之及時及允當揭露。
露與發言人制度)

Article 18
(Public
Disclosure and
Reporting of
Corporate
Information and
Spokesman
Mechanism)

The Bank should establish public information disclosure mechanism and spokesman system in accordance with the relevant laws and policies so as to ensure proper and timely disclosure of corporate information.

第七章 附則

Chapter 7 Supplementary Provisions

第 1 9 條 本守則未規定事項，悉依公司法、證券交易法等相關法令及一般慣
(本守則未盡事宜 例辦理。
之處理原則)

Article 19
(Handling
Principles for
Matters not
Specified)

Any matters not specified in the Principles should be handled in compliance with the Company Act, the Securities Exchange Act and relevant regulations and general practices.

第 20 條 本守則之訂定應經本行董事會同意。其嗣後之修訂授權由本行董事長核准後施行。
(本守則之核准權限)

Article 20
(Approving
Authority)

The Principles should be approved by the Board of directors.
The Chairman of the Bank is delegated by the Board of Directors with the approving authority for any subsequent amendments.