

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

AUDIT COMMITTEE
TERMS OF REFERENCE
審計委員會職責範疇暨議事規範

EFFECTIVE DATE: 25 OCTOBER 2017

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1 Introduction

前言

- 1.1 In order to enhance the corporate governance of DBS Bank (Taiwan) Ltd ("this Bank") and strengthen the functions of the Board of directors, the Terms of Reference of the Audit Committee (the "Committee") of DBS Bank (Taiwan) Ltd (the "ToR") are established in accordance with Article 14-4 of the Securities Exchange Act (the "SEA"), Article 3 of the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies and Article 16 of the Articles of Incorporation of this Bank.

為健全星展(台灣)商業銀行股份有限公司(以下簡稱「本行」)之公司治理並強化董事會功能，爰依證券交易法(以下簡稱「證交法」)第十四條之四、公開發行公司審計委員會行使職權辦法第三條以及本行之公司章程第十六條之規定，訂定本行審計委員會(以下簡稱「本委員會」)職責範疇暨議事規範(以下簡稱「本規章」)，以資遵循。

2 Objective

目標

The main function of the Committee is to supervise the following matters:

- (1) Fair presentation of the financial reports of this Bank.
- (2) Appointment, discharge, evaluation of independence and performance of certificated public accountants of this Bank.
- (3) The effective implementation of the internal control system of this Bank.
- (4) Compliance with relevant laws and regulations by this Bank.
- (5) Management of the existing or potential risks of this Bank.

本委員會之運作，以下列事項之監督為主要目的：

- (1) 公司財務報表之允當表達。
- (2) 簽證會計師之委任、解任及評估其獨立性與績效。
- (3) 公司內部控制之有效實施。
- (4) 公司遵循相關法令及規則。
- (5) 公司存在或潛在風險之管控。

3. Composition

審計委員會之組成

- 3.1 The Committee shall comprise all independent directors of this Bank and in any event the Committee members shall be no less than three, one of whom shall be the convener of the Committee, and at least one of whom shall have accounting or financial expertise.

本委員會由本行全體獨立董事組成，其人數不得少於三人，其中一人為召集人，且至少一人應具備會計或財務專長。

- 3.2 The term of office of the Committee members shall follow the term of office of the independent directors. When the number of the Committee members falls below the threshold as prescribed in the Article 3.1 or in the Articles of Incorporation of this Bank due to the dismissal of an independent director for any reason, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse or all of their positions are vacant, an extraordinary shareholders meeting shall be called within 60 days from the date of the occurrence to hold a by-election to fill the vacancies. In the event that the total issued shares of this Bank are wholly held by one corporate shareholder, independent directors shall be appointed by such shareholder.

本委員會委員之任期同獨立董事之任期；獨立董事因故解任，致人數不足第3.1條或章程規定者，應於最近一次股東會補選之。獨立董事均解任或缺額時，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。本行之已發行股份如由同一法人全部持有時，由該法人股東指派獨立董事。

4. Powers, Duties & Responsibilities

審計委員會之權力與職責

- 4.1 In addition to those powers as set forth in Article 14-4, paragraph 4 of the SEA, powers conferred to supervisors by the SEA, the Company Act, any other law, and rules of this Bank shall be exercised by the Committee. The relevant provisions of the Company Act regarding the actions of supervisors or their role as representatives of a company as set forth in Article 14-4, paragraph 4 of the SEA shall apply *mutatis mutandis* to the Committee members.

除證交法第十四條之四第四項之職權事項外，證交法、公司法、其他法律及本行規章規定應由監察人行使之職權事項，亦應由本委員會行之。證交法第十四條之四第四項關於公司法涉及監察人之行為或為公司代表之規定，於本委員會成員準用之。

4.2 Powers of the Committee

審計委員會之職權

- (1) The powers of the Committee are as follows:
(a) Adoption of or amendments to the internal control system of this Bank;

- (b) Assessment of the effectiveness of the internal control system;
 - (c) Adoption or amendments to the procedures for handling financial or business activities of material nature pursuant to Article 36-1 of the SEA, such as acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others, provided that the delegation of power regarding the credit extension transactions shall follow the relevant rules of this Bank;
 - (d) Matters in which a director is an interested party;
 - (e) Asset transactions or derivatives trading of a material nature;
 - (f) Loans of funds, endorsements, or provision of guarantees of a material nature;
 - (g) Offering, issuance, or private placement of equity-type securities;
 - (h) Appointment / discharge of a certified public accountant of this Bank or their compensation;
 - (i) Appointment / discharge of the chief financial, accounting, or internal audit officer;
 - (j) Annual and semi-annual financial statements; and
 - (k) Other material matters as may be required by this Bank or by the competent authority.
- (2) The matters under the preceding paragraph shall be subject to the consent of the majority vote of the entire Committee members before submitted to the Board of directors for a resolution.
- (3) Other than subparagraph (j) of Paragraph (1) above, any matter listed in the paragraph (1) that has not been approved by the majority vote of the entire Committee members may be adopted with the consent of two thirds or more of the entire Board of directors.

- (1) 本委員會之職權事項如下：
- (a) 本行內部控制制度之訂定或修正。
 - (b) 內部控制制度有效性之考核。
 - (c) 依證交法第三十六條之一規定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、為他人背書或提供保證之重大財務業務行為之處理程序，但辦理授信案件授權層級，依本行授信相關規定辦理。
 - (d) 涉及董事自身利害關係之事項。
 - (e) 重大之資產或衍生性商品交易。
 - (f) 重大之資金貸與、背書或提供保證。
 - (g) 募集、發行或私募具有股權性質之有價證券。
 - (h) 簽證會計師之委任、解任或報酬。
 - (i) 財務、會計或內部稽核主管之任免。
 - (j) 年度財務報告及半年度財務報告。
 - (k) 其他公司或主管機關規定之重大事項。
- (2) 前項事項決議應經本委員會全體成員二分之一以上同意，並提董事會決議。
- (3) 第(1)項各款事項除第(j)款外，如未經本委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之。

- 4.3 "The entire Committee members" as used herein, shall refer to the number of members actually in office at the given time.

本規章所稱全體成員，以實際在任者計算之。

- 4.4 The convener of the Committee shall represent the Committee to the public.

本委員會之召集人對外代表本委員會。

5. Meeting Procedures 議事程序

- 5.1 All meetings of the Committee shall be conducted in accordance with the Audit Committee Meeting Procedures as set out in the Addendum hereto and all applicable laws and regulations.

本委員會之議事運作須依據本規章附錄所列之審計委員會議事規範以及所有適用之法令進行。

6. Miscellaneous 附則

- 6.1 The Committee shall review the matters in connection with this ToR periodically and propose necessary amendments to the Board of directors for consideration.

本委員會應定期檢討本規章相關事項，提供董事會修正。

- 6.2 This ToR, and any amendments hereto, shall come into effect upon approval by the Board of directors of this Bank.

本規章經本行董事會決議通過後施行，修正時亦同。

- 6.3 This Terms of Reference was duly approved at the Board meeting of this Bank dated 26 August 2014, effective from the commencement date of 2nd term of Board. The first amendment was approved at the Board meeting of this Bank dated 25 August 2016. The second amendment is approved at the Board meeting of this Bank dated 25 October 2017.

本規章之訂定經本行 2014 年 8 月 26 日董事會核准通過，並自第二屆董事會生效。第一次修訂業經 2016 年 8 月 25 日第二屆第十三次董事會通過。第二次修訂業經 2017 年 10 月 25 日第三屆第二次董事會核准通過。

Addendum

附錄

DBS Bank (Taiwan) Ltd
Audit Committee Meeting Procedures
星展(台灣)商業銀行審計委員會議事程序**Preamble****前言**

The Meeting Procedures (the “Procedures”) below are promulgated in accordance with the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies (the “Regulation”) and Section 5.1 of the Terms of Reference of Audit Committee of the Bank, which set out the main agenda items, operational procedures, required content of meeting minutes, public announcements, and other regulatory requirements that all meetings of the Committee shall be operated in compliance with in compliance with the Regulation.

本審計委員會議事程序（以下簡稱「本程序」）係依據「公開發行公司審計委員會行使職權辦法」（以下稱「該辦法」）以及本行之「審計委員會職責範疇暨議事規範」第5.1條所制定，其羅列本行董事會議事內容、作業程序、議事錄應載明事項、公告及其他依法令所應遵行之事項以符合該辦法之規定。

1 Convening and Notice of Audit Committee Meetings**審計委員會召集及會議通知**

- 1.1 The Committee shall convene at least once every quarter, and may call a meeting at its discretion whenever necessary.

本委員會每季至少召開一次，並得視需要隨時召開會議。

- 1.2 The agenda for a Committee meeting to be convened shall be notified to each independent director member at least 7 days in advance of such meeting. In case of emergency, the meeting may be called on shorter notice. The meeting notice and agenda may be sent by email, facsimile, courier or registered mail.

本委員會之召集，應載明召集事由，於七日前通知本委員會各成員。但有緊急情事者，不在此限。通知得以電子郵件、傳真、快遞或掛號郵件之方式為之。

- 1.3 A member of the Committee shall be elected as the convener and chairman of the meeting from among the entire Committee members. When the convener is on leave or unable to convene a meeting for any reason, the

meeting shall be convened by another Committee member designated by the convener as the chairman of that specific meeting or, if no such designation is made, by another Committee member elected by and from among the Committee members as the chairman of that specific meeting.

本委員會應由全體成員互推一人擔任召集人及會議主席，召集人請假或因故不能召集會議時，由其指定其他成員一人代理之；召集人未指定代理人者，由委員會成員互推一人代理之。

2 Materials for the Meetings and Non-voting Participants

會議資料及列席人員

- 2.1 The Committee may request relevant department officers, internal audit officers, certified public accountants, legal counsels, or other personnel of this Bank to attend the meeting as non-voting participants and provide pertinent and necessary information. The attending participants shall recuse themselves from the meeting during the discussion and voting.

本委員會得請本行相關部門經理人員、內部稽核人員、會計師、法律顧問或其他人員列席並提供相關必要之資訊，但討論及表決時應離席。

- 2.2 When the Committee calls a meeting, Secretariat Department of this Bank shall furnish the Committee members present at the meeting with relevant materials for reference as necessary.

本委員會召開時，本公司秘書部應備妥相關資料供與會之委員會成員隨時查考。

3 Preparation of Attendance Sheet and Committee Members' Attendance by Proxy

簽名簿之備置及委員會成員之委託出席

- 3.1 When a Committee meeting is held, an attendance sheet shall be prepared for signature by the Committee members attending the meeting, and be well kept thereafter for record.

本委員會召開時，公司應設簽名簿供出席委員會成員簽到，並供查考。

- 3.2 A Committee meeting shall be convened with attendance of all Committee members. The Committee members shall attend Committee meetings in person or appoint another Committee member as their proxy to attend the meeting. Attendance via video conference is deemed as attendance in person. If any Committee member cannot attend the meeting in person and

does not issue a written proxy in accordance with 5.3.3 hereof, the convener shall postpone the scheduled meeting to an opportune time.

委員會會議應由全體委員會成員出席始得召開。本委員會成員應親自出席或委託其他委員會成員代理出席；如以視訊參與會議者，視為親自出席。如有委員會成員未能於原定召集時間及地點出席且並未依本規章第 5.3.3 條規定出具委託書時，召集人應另擇期召開委員會會議。

- 3.3 A member of the Committee who appoints another Committee member as his/her proxy to attend a Committee meeting shall in each instance issue a written proxy stating the scope of authorization for each item listed on the meeting agenda.

本委員會成員委託其他成員代理出席會議時，應於每次出具委託書，且列舉召集事由之授權範圍。

- 3.4. The proxy under Article 5.3.2 may accept a proxy from one Committee member only.

第 5.3.2 條之代理人，以受一委員會成員之委託為限。

- 3.5 If for a legitimate reason it is impossible to hold a Committee meeting, matters on the meeting agenda shall be resolved with the approval of two thirds or more of the entire Board of directors. Nevertheless, a written opinion indicating approval or disapproval shall be obtained from each Committee member on the matter as stipulated in Article 4.2, Paragraph (1), Subparagraph (j) (the annual and semi-annual financial statements). Such written opinion may be expressed by email, facsimile, courier or registered mails.

如有正當理由致本委員會無法召開時，應以董事會全體董事三分之二以上同意行之。但第 4.2 條第(1)項第(j)款（年度財務報告及半年度財務報告）之事項仍應由委員會成員出具是否同意之書面意見。該書面意見得以電子郵件、傳真、快遞或掛號郵件之方式為之。

4 Agenda Discussion **議案討論**

The Committee's meeting agenda shall be determined by the convener. Other Committee members may also put forward proposals for discussion by the Committee.

本委員會議程由召集人訂定之，本委員會之其他成員亦得提供議案供本委員會討論。

5 Voting **表決**

Resolutions at Committee meetings shall be adopted with the approval of the majority vote of the entire Committee members. The result of a vote shall be made known immediately at the meeting and recorded in writing.

本委員會之決議，應有全體成員二分之一以上之同意。表決之結果，應當場報告，並作成紀錄。

6 Conflict of Interests and Prohibition of Exercising Voting Rights **利益迴避制度**

- 6.1 When a Committee member has a personal interest in an agenda item of the meeting, he or she shall explain the key contents of his / her personal interest; If such personal interest would be potentially detrimental to the interest of this Bank, he or she should recuse himself or herself from discussion and voting and cannot act as proxy of another Committee member to exercise voting rights.

本委員會成員對於會議事項，與其自身有利害關係者，應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，並不得代理其他委員會成員行使其表決權。

- 6.2 If, for the reason stated in Article 6.1, an agenda item cannot be resolved at a Committee meeting, the chairman of the Committee meeting shall report it to the Board of directors for resolution.

因第 5.6.1 條之規定，致委員會無法決議者，該次會議之召集人應向董事會報告，由董事會為決議。

7 Meeting Minutes and Signatures **會議紀錄及簽署事項**

- 7.1 The meeting minutes of Committee meetings shall cover at least the following:
- (1) Session, time, and place of meeting;
 - (2) The name of the chairman of the meeting;
 - (3) Attendance of Committee members at the meeting, specifying the

- names and number of members present, excused, and absent;
- (4) Names and titles of those attending the meeting as non-voting participants;
 - (5) Name of minutes taker;
 - (6) Matters reported on at the meeting;
 - (7) Agenda items: For each proposal, the method of resolution and the result; a summary of the comments of the Committee members, experts and other persons present at the meeting; name of the Committee member having personal interest in the agenda item and key content of the personal interest as stated in Article 6.1 and recusal status and reason for recusal / nonrecusal; and any objections or reservations expressed;
 - (8) Any other business /Ad hoc motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments by the Committee members, experts and other persons present at the meeting; name of the Committee member having personal interest in the agenda item and key content of the personal interest as stated in Article 6.1 and recusal status and reason for recusal / nonrecusal; and any objections or qualified opinions expressed;
 - (9) Other matters required to be recorded.

本委員會之議事，應作成議事錄，議事錄應詳實記載下列事項：

- (一) 會議屆次及時間地點。
- (二) 主席之姓名。
- (三) 委員出席狀況，包括出席、請假及缺席者之姓名與人數。
- (四) 列席者之姓名及職稱。
- (五) 記錄之姓名。
- (六) 報告事項。
- (七) 討論事項：各議案之決議方法與結果、委員、專家及其他人員發言摘要、依第 6.1 條規定涉及利害關係之委員會成員姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見。
- (八) 臨時動議：提案人姓名、議案之決議方法與結果、委員會之獨立董事成員、專家及其他人員發言摘要、依第 6.1 條規定涉及利害關係之委員會成員姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見。
- (九) 其他應記載事項。

7.2 The attendance sheet constitutes part of the minutes for each Committee meeting and shall be appropriately preserved during the existence of the Bank.

本委員會簽到簿為議事錄之一部分，應於公司存續期間妥善保存。

7.3 The minutes of a Committee meeting shall bear the signature or seal of both

the chairman and the minutes taker, and a copy of the minutes shall be distributed to each Committee member within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of this Bank.

議事錄須由該次會議主席及記錄人員簽名或蓋章，於會後二十日內分送委員會各獨立董事成員，並應列入公司重要檔案，於公司存續期間永久妥善保存。

- 7.4 The meeting minutes produced and distributed in accordance with Article 7.1 hereof may be produced and distributed in electronic form.

第 7.1 條議事錄之製作及分發，得以電子方式為之。

- 7.5 The Bank shall record the entire proceedings of a Committee meeting by audio or video devices and preserve the recording in electronic or any other format for at least five years.

If a litigation arises in connection with a resolution of a Committee meeting before the end of the preservation period referred to in the preceding paragraph, the relevant audio or video recording shall continue to be preserved until the litigation is concluded.

Where a Committee meeting is held via video conference, the audio and video recording of the meeting form a part of the meeting minutes and shall be appropriately preserved during the existence of the Bank.

本行應將審計委員會之開會過程全程錄音或錄影存證，並至少保存五年，其保存得以電子方式為之。

前項保存期限未屆滿前，發生關於審計委員會相關議決事項之訴訟時，相關錄音或錄影存證資料應續予保存至訴訟終結止。

以視訊會議召開審計委員會者，其視訊影音資料為議事錄之一部分，應於公司存續期間妥善保存。

8 Resolution and Relevant Resources

決議及相關資源

- 8.1 The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to provide advice with respect to matters as stipulated in Article 4.2 hereof. The costs of their services derived therefrom shall be borne by this Bank.

本委員會得經決議委任律師、會計師或其他專業人員，就第 4.2 條規定有關之事項為必要之查核或提供諮詢，其所生之費用，由公司負擔之。

- 8.2 The Committee members shall exercise the due care of a good administrator

and faithfully perform the duties prescribed in this ToR; they shall be accountable to the Board of directors and shall submit their proposals to the Board for resolution.

本委員會成員應以善良管理人之注意，忠實履行本規章所訂之職責，並對董事會負責，且將所提議案交由董事會決議。

- 8.3 The implementation of resolutions by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to the Committee during execution period. When necessary, the report of implementation status shall be presented at the next Committee meeting for ratification / noting.

經本委員會決議之事項，其相關執行工作，得授權召集人或本委員會其他成員續行辦理，並於執行期間向本委員會為書面或口頭報告，必要時應於下一次會議提報本委員會追認或報告。