

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

**TERMS OF REFERENCE OF THE**  
**BOARD OF DIRECTORS**  
**董事會職責範疇暨議事規範**

**EFFECTIVE DATE: 25 OCTOBER 2017**

## **1 Introduction**

### **前言**

In order to establish the robust governance system of the board of the directors (the "Board"), integrate supervisory capacity and strengthen management function of DBS Bank (Taiwan) Ltd (the "Bank"), the Terms of Reference are established in accordance with Article 12 of the Articles of Incorporation of the Bank, Article 2 of "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" and "Corporate Governance Best-Practice Principles for Banks" for compliance therewith.

為建立本行良好董事會治理制度、健全監督功能及強化管理機能，爰依本行章程第 12 條、「公開發行公司董事會議事辦法」第 2 條及銀行業公司治理實務守則訂定本職責範疇暨議事規範(以下簡稱「本規範」)，以資遵循。

## **2 Objective**

### **目標**

The principal role of the Board is to provide general oversight over operational management on the business and operations of the Bank and, through the various committees, to focus on particular areas of importance to the Bank. Specifically, the Board is responsible for setting the strategic vision, direction, and short-term and long-term goals of the Bank and oversight of relevant implementation. It is also responsible for selection and appointment of key senior executives and ensuring that a succession planning program is in place to prepare for contingencies as well as to facilitate a smooth management transition.

董事會主要的角色在監督本行業務及日常營運之管理機制，並透過董事會授權成立之各專門性委員會就各專門領域進行監督管理。此外，董事會應負責制訂本行重大策略方向及長短期經營目標並監督其執行情形、負責高階經理人之遴選及指派，並確保本行備妥相關之接班計畫以因應突發事件之發生以及促進順暢之管理責任轉換。

## **3. Composition**

### **董事會之組成**

- 3.1 The Board of the Bank shall comprise 5 to 13 directors who shall be elected by the shareholders' meeting from among candidates with legal capacity and relevant qualification. The term of office of directors shall be 3 years and they shall be eligible for re-election after the expiry of their term of office. In the event that the total issued shares of the Bank are held by the same corporate shareholder, the directors shall be appointed by such shareholder.

本行設董事 5 至 13 名組織董事會，董事由股東會就有行為能力及相關資格條件之人選任之，任期 3 年，連選得連任。本行之已發行股份如由同一法人全部持有時，由該法人股東指派董事。

- 3.2 The number of independent directors of the Bank shall be no less than one-fifth of the total number of directors, and in any event shall be no less than three. The candidate nomination method provided under Article 192-1 of the Company Law shall be adopted by the Bank for the election of independent directors by its shareholders. In the event that the total issued shares of the Bank are held by the same corporate shareholder, independent directors shall be appointed by such shareholder. The powers, duties and responsibilities of independent directors and any matters associated therewith shall be subject to the Terms of Reference of Independent Directors of the Bank.

本行上述董事名額中，獨立董事人數不得少於董事席次五分之一，惟最低不得少於 3 人，採公司法第 192-1 條之候選人提名制度，由股東就獨立董事候選人名單中選任之。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。獨立董事之職責範疇及相關事項依本行獨立董事職責範疇規則辦理之。

#### **4. Powers, Duties & Responsibilities** **董事會之權力與職責**

- 4.1 Subject to the provisions set forth in the applicable laws and regulations, these Articles of Incorporation of the Bank and any resolutions adopted by the shareholders meeting, the business of the Bank shall be decided by the Board, who may exercise all the powers of the Bank. To achieve the goal of good corporate governance, the powers of the Board shall include, but not limited to:
- (1) Approving the following:
    - (a) major rules and procedures of the Bank;
    - (b) business plans and overseeing their implementation;
    - (c) budgets and final accounts and overseeing their implementation;
    - (d) establishment, removal or relocation of a branch;
    - (e) major business operations;
    - (f) appointment and discharge of managerial officers, chief finance officer, chief accounting officer, chief risk officer, chief compliance officer, and chief auditor;
    - (g) material contracts;
    - (h) the offering, issuance or private placement of equity securities and debt securities; and

- (i) the performance assessment standards and remuneration standards for managers and sales personnel and remuneration structure and system of the Board of directors.
- (2) Proposing the following:
  - (a) allocation of earnings of the Bank; and
  - (b) capital increases or reductions of the Bank.
- (3) Overseeing the compliance, risk management and any other corporate governance related matters of the Bank; and
- (4) Exercising all other powers granted by applicable laws and regulations and by resolutions of the shareholders' meeting.

就本行業務之執行，除相關法令或章程另有規定，或股東會另有決議外，均應由董事會決議行之。為達成公司治理之目標，本行董事會職權包含但不限於下列事項：

- (1) 核准下列事項：
  - (a) 各種重要章則；
  - (b) 業務計畫並監督其執行情形；
  - (c) 預算決算並監督其達成情況；
  - (d) 分支機構設置撤銷或變更；
  - (e) 重要業務；
  - (f) 經理人、財務、會計、風險管理、法令遵循及內部稽核主管之任免；
  - (g) 各種重要契約；
  - (h) 募集、發行或私募具有股權性質之有價證券及公司債券；以及
  - (i) 經理人及業務人員之績效考核標準及酬金標準，以及董事之酬金結構與制度。
- (2) 擬定下列事項：
  - (a) 本行之盈餘分派；以及
  - (b) 本行之資本增減。
- (3) 監督本行法規遵循、風險管理及其他與本行業務相關之公司治理事項；以及
- (4) 其他依照法令及股東會賦予之職權。

4.2 Subject to the provisions set forth in the applicable laws and regulations, the Board may delegate any of its powers to committees consisting of such person or persons (whether a member or members of their body), the Chairman, manager(s) or other authorized person(s) as it thinks fit and appropriate. The establishment of the Terms and Reference of the committees and any amendments thereto shall be determined by the Board. When exercising the delegated powers, a committee shall conform to any rules of procedure (Terms of Reference) determined by the Board.

除相關法令另有規定外，董事會得將其職權授權專門委員會、董事長、經理人或其他獲授權之人行使，專門委員會之組織及職權規章及其修訂應由董事會核

准，其成員不限於董事。各該專門委員會應依董事會所制訂之規章行使董事會賦予之職權。

- 4.3 Subject to the provisions set forth in the applicable laws and regulations, a committee under the Board may delegate any of its powers to a sub-committee consisting of such person or persons as it deems fit and appropriate. When exercising the delegated powers, a sub-committee shall conform to the Terms of Reference determined by the delegating committee.

除相關法令另有規定外，專門委員會得將其職權授權子委員會行使，各子委員會之組織及職權規章由專門委員會決定。各該子委員會應依專門委員會所制訂之規章行使專門委員會賦予之職權。

## **5. Board Meeting Procedures** **董事會議事程序及規範**

- 5.1 Board meetings of the Bank shall be conducted in accordance with the meeting procedures as set out in the Addendum hereto and all applicable laws and regulations.

本行之董事會議事運作須依據本規範附錄所列之董事會議事規範以及所有適用之法令進行。

## **6. Supplementary Provisions** **附則**

- 6.1 The Terms of Reference and any subsequent amendments shall be approved by the Board of the Bank.

本職責範疇暨議事規範之訂定及嗣後之修訂應經本行董事會同意。

- 6.2 The Terms of Reference was duly approved at the Board meeting of this Bank dated 1 September 2011. The first amendment was on 23 April 2013. The second amendment was on 26 August 2014, with amendments to Article 3.2, Article 5.1.2, Article 5.14.1 (7)&(8), Article 5.14.4 effective from the 2nd term of Board. The third amendment is on 25 October 2017.

本職責範疇暨議事規範之訂定經本行 2011 年 9 月 1 日董事會核准通過。於 2013 年 4 月 23 日第一次修訂。於 2014 年 8 月 26 日第二次修訂，就第 3.2 條、

第 5.1.2 條、第 5.14.1 條第 7 款及第 8 款、以及第 5.14.4 條之修訂自第二屆董事任期開始時生效。於 2017 年 10 月 25 日第三次修訂。

**Addendum****附錄**

**DBS Bank (Taiwan) Ltd**  
**Meeting Procedures for Board Meetings**  
**星展(台灣)商業銀行董事會議事程序**

**Preamble****前言**

The Meeting Procedures (the “Procedures”) below are promulgated in accordance with the Regulations Governing Procedure for Board of Directors Meetings of Public Companies (the “Regulation”) and Section 5.1 of the Terms of Reference of Board of Directors 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 board meetings of the Bank shall be operated in compliance with in compliance with the Regulation.

本董事會議事程序（以下簡稱「本程序」）係依據「公開發行公司董事會議事辦法」（以下稱「該辦法」）以及本行之「董事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 Board Meetings****董事會召集及會議通知**

- 1.1 Board meetings shall be convened at least once each quarter.

本行董事會應至少每季召集一次。

- 1.2 The agenda for a Board meeting to be convened shall be notified to each director at least seven days in advance of such meeting. In case of emergency, the meeting may be convened anytime. Notice may be sent by email, facsimile, courier or registered mail.

董事會之召集，應載明事由，於七日前通知各董事，但遇有緊急情事時，得隨時召集之。通知得以電子郵件、傳真、快遞或掛號郵件之方式為之。

- 1.3 All matters set out in the subparagraphs of Article 10.1 shall be specified in the agenda for a Board meeting to be convened; none of such matters may be raised by an *ad hoc* motion except in the case of emergency or legitimate causes.

本程序第 10.1 條各款之事項，除有突發緊急情事或正當理由外，應於召集事由中列舉，不得以臨時動議提出。

## **2 Notification and Materials for the Meetings**

### **會議通知及會議資料**

- 2.1 The unit appointed by the Board of the Bank to take charge of Board meeting arrangements shall be the Secretariat Department.

本行董事會指定之議事事務單位為秘書部。

- 2.2 The Secretariat Department shall prepare agenda items for Board meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.

秘書部應擬訂董事會議事內容，並提供足夠之會議資料，於召集通知時一併寄送。

- 2.3 A director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the Secretariat Department to supplement the materials. If any director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a Board resolution.

董事如認為會議資料不充足，得向秘書部請求補足。董事如認為議案資料不充足，得經董事會決議後延期審議之。

## **3 Attendance Book, Other Documents and Directors' Attendance by Proxy**

### **簽名簿等文件備置及董事之委託出席**

- 3.1 When a Board meeting is held, an attendance sheet shall be prepared ready for signature by directors attending the meeting and thereafter made available for future reference.

召開本行董事會時，應設簽名簿供出席董事簽到，以供查考。

- 3.2 All Board directors shall attend Board meetings in person; if attendance in person is not possible, they may, pursuant to the Bank's Articles of Incorporation, appoint another director to attend as their proxy. Attendance via video-conference is deemed as attendance in person.

董事應親自出席董事會，如不能親自出席，得依本行章程規定委託其他董事代



理出席；如以視訊參與會議者，視為親自出席。

- 3.3 A director appointing another director to attend a Board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the agenda for meeting.

董事委託其他董事代理出席董事會時，應於每次出具委託書，並列舉召集事由之授權範圍。

- 3.4. A proxy under Article 3.2 may accept a proxy from one director only.

第 3.2 條之代理人，以受一人之委託為限。

- 3.5 A director residing in a foreign country may appoint in writing a shareholder residing in the national territory as his/her proxy to attend the meetings of the Board on a regular basis.

董事居住國外者，得以書面委託居住國內之其他股東，經常代理出席董事會。

- 3.6 Appointment of the proxy in accordance with Article 3.5 shall be registered with the competent authority; and this requirement shall also apply to the change of the proxy.

依據第 3.5 條所為之代理，應向主管機關申請登記，變更時亦同。

#### **4 Location and Time of the Board Meeting**

##### **董事會開會地點及時間之原則**

A Board meeting shall be held at the Bank's location and during the business hours of the Bank, or at a place and time convenient to all directors and suitable for holding such a meeting.

本行董事會召開之地點與時間，應於本行所在地及辦公時間或便於董事出席且適合董事會召開之地點及時間為之。

#### **5 The Chairman of the Board and his Designee**

##### **董事會主席及代理人**

- 5.1 Board meetings shall be convened and chaired by the chairman of the Board. However, the first meeting of the Board shall be convened and chaired by the Board meeting convener designated by the sole shareholder of the Bank, DBS Bank Ltd.

本行董事會應由董事長召集並擔任主席。但第一次董事會，由本行唯一股東新加坡星展銀行指派之董事會召集人召集，會議主席由該召集權人擔任之。

- 5.2 When the chairman of the Board is on leave or for any reason is unable to exercise the powers of the chairman, the vice chairman shall do so in place of the chairman, or, if there is no vice chairman or the vice chairman also is on leave or for any reason is unable to act, by a director designated, or if the chairman does not make such a designation, by a director elected by and from among themselves.

董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。

## **6 Board Meeting Materials, Non-voting Participant and Call for Board Meetings**

### **董事會參考資料、列席人員與董事會召開**

- 6.1 When a Board meeting is held, the managers, the unit making the proposals or the Secretariat Department shall prepare and provide comprehensive materials for the attending directors' reference from time to time.

本行董事會召開時，經理部門、提案單位或秘書部應備妥相關資料供與會董事隨時查考。

- 6.2 When holding a Board meeting, the Bank may, as necessary for the agenda items of the meeting, notify non-director officers from relevant departments or units to attend the meeting as non-voting participants. When necessary, the Bank may also invite certificated public accountants, attorneys, or other professionals to attend as non-voting participants. The attending participants shall recuse themselves from the meeting during the discussion and voting.

召開董事會，得視議案內容通知相關部門非擔任董事之經理人員列席。必要時，亦得邀請會計師、律師或其他專業人士列席會議。但討論及表決時應離席。

- 6.3 When meeting time is due and more than one-half of all Board directors are present, the person presiding the Board meeting shall call meeting to order. In case when meeting time is due and one-half of all Board directors are not present, the person presiding the Board meeting may announce postponement of the meeting time, provided that only two postponements may be made. If the quorum is still not met after two such postponements,

the person presiding the Board meeting shall re-convene the meeting following the procedures provided in Article 1.2.

董事會之主席於已屆開會時間並有過半數之董事出席時，應即宣布開會。已屆開會時間，如全體董事有半數未出席時，主席得宣布延後開會，其延後次數以二次為限。延後二次仍不足額者，主席應依第 1.2 條規定之程序重新召集。

- 6.4 The term "all Board directors" as used in Article 6.3 and in Article 14.2 point (2) shall refer to the directors calculated as the number of directors then in office.

第 6.3 條及第 14.2 條第二項所稱全體董事，以實際在任者計算之。

## **7 Audio or Video Recording of the Proceedings of a Board Meeting** **董事會開會過程錄音或錄影之存證**

- 7.1 The Bank shall record entire proceedings of a Board meeting by video or audio recording devices, and preserve the recordings for at least five years, in electronic form or otherwise.

本公司董事會之開會過程，應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。

- 7.2 If, before the end of the preservation period referred to in Article 7.1, any litigation arises in connection with a resolution of a Board meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

若於第 7.1 條所定保存期限未屆滿前發生關於董事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。

- 7.3 Where a Board meeting is held via video conferencing, the audio or visual documentation of the meeting form a part of the meeting minutes and shall be well preserved during the existence of the Bank.

以視訊會議召開者，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 Agenda Items** **議事內容**

Agenda items for regular Board meetings of the Bank shall include at least the following:

1. Reports:
  - (1) Minutes of the last meeting and actions arising.
  - (2) Reporting on important financial and business matters.
  - (3) Reporting on internal audit activities.
  - (4) Other important matters to be reported.
2. Discussions:
  - (1) Items discussed and continued from the last meeting.
  - (2) Items for discussion at this meeting.
3. Any Other Business

本公司定期性董事會之議事內容，至少包括下列各事項：

一、報告事項：

- (一) 上次會議紀錄及執行情形。
- (二) 重要財務業務報告。
- (三) 內部稽核業務報告。
- (四) 其他重要報告事項。

二、討論事項：

- (一) 上次會議保留之討論事項。
- (二) 本次會議預定討論事項。

三、臨時動議。

## **9 Agenda Discussion** **議案討論**

- 9.1 A Board meeting shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.

本行董事會應依會議通知所排定之議事程序進行。但經出席董事過半數同意者，得變更之。

- 9.2 The person presiding the Board meeting may not declare the meeting adjourned without the approval of a majority of directors present at the meeting.

非經出席董事過半數同意者，主席不得逕行宣布散會。

- 9.3 If at any time during the proceeding of a Board meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the person presiding the Board meeting shall declare a suspension of meeting, in which case Article 6.3 shall apply mutatis mutandis.

董事會議事進行中，若在席董事未達出席董事過半數者，經在席董事提議，主席應宣布暫停開會，並準用第 6.3 條規定。

- 9.4 During the proceeding of the meeting, the person presiding the Board meeting may, at his/her discretion and determination of time, announce to have a break or negotiation.

議事進行中，主席得酌定時間宣布休息或協商。

## **10 Items to be Discussed by the Board**

### **應經董事會討論事項**

- 10.1 The following items shall be submitted for discussion by the Board:

- (1) The bank's business plan.
- (2) Annual and semi-annual financial reports.
- (3) Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of effectiveness of the internal control system.
- (4) Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
- (5) The offering, issuance, or private placement of any equity securities and debt securities.
- (6) The appointment or discharge of managerial officers, chief finance officer, chief accounting officer, chief risk officer, chief compliance officer and chief auditor.
- (7) Donations to a related party or a major donation to a non-related party. However, if a donation is made for major natural disaster relief and recovery, such donation may be made first and submitted to the following Board meeting for ratification.
- (8) The performance and achievement assessment and remuneration standard of the officers and salesmen, and the remuneration structure and system of the directors.
- (9) Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or Board meeting, or any such significant matter as may be prescribed and amended by the competent authority from time to time.

下列事項應提本公司董事會討論：

- (一) 銀行之營運計畫。
- (二) 年度財務報告及半年度財務報告。

- (三) 依證券交易法第十四條之一規定訂定或修正內部控制制度，及內部控制制度有效性之考核。
- (四) 依證券交易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。
- (五) 募集、發行或私募具有股權性質之有價證券及公司債券。
- (六) 經理人、財務、會計、風險管理、法令遵循及內部稽核主管之任免。
- (七) 對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救助之公益性質捐贈，得提下次董事會追認。
- (七) 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。
- (八) 依證券交易法第十四條之三、其他依法令或章程規定應由股東會決議或提董事會之事項或主管機關規定或不定期修訂之重大事項。

10.2 Apart from matters referred to in Article 10.1, which are required to be submitted for discussion by the Board, when the Board delegates any exercise of its powers pursuant to laws or regulations or the Bank's Articles of Incorporation, matters such as the level and substance of the delegation shall be concretely and specifically set out.

除第 10.1 條規定應提董事會討論事項外，在董事會休會期間，董事會依法令或公司章程規定，授權行使董事會職權者，其授權層級、內容或事項應具體明確，不得概括授權。

10.3 For each Board meeting, at least one independent director shall attend the meeting in person. For matters that require a resolution by the Board under Article 5.10.1, all independent directors shall attend the meeting either in person or by proxy to another independent director. If an independent director objects to or expresses reservations about the matter, it shall be recorded in the Board meeting minutes; an independent director intending to express objection or reservations but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

本公司獨立董事應有至少一席親自出席董事會；對於本程序第 10.1 條所列應經董事會決議事項，應有全體獨立董事出席董事會，獨立董事如無法親自出席，應委由其他獨立董事代理出席。獨立董事如有反對或保留意見，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。

## 11 Voting (I)

## 表決 (一)

- 11.1 When the person presiding the Board meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, he/she may announce the discussion closed and bring the matter to vote.

主席對於董事會議案之討論，認為已達可付表決之程度時，得宣布停止討論，提付表決。

- 11.2 When a proposal comes to a vote at a Board meeting, if the person presiding the Board meeting puts the matter before all directors present at the meeting for seeking their comments and none voices an objection, the matter is deemed approved. In case there is any objection by any attending director after the inquiry by the person presiding the Board meeting, the matter to be objected shall be brought to vote.

本公司董事會議案表決時，經主席徵詢出席董事全體無異議者，視為通過。如經主席徵詢而有異議者，即應提付表決。

- 11.3 The method of voting on matters shall be one of the following subparagraph determined by the person presiding the Board meeting, save that if there is any objection by the attending director(s), the person presiding the Board meeting shall determine the method of voting in accordance with the majority opinion of the attendants:

- (1) to vote by a show of hands or a voting machine;
- (2) to vote by a roll call;
- (3) to cast a ballot; and
- (4) to vote by the method determined by the Bank.

表決方式由主席就下列各款規定擇一行之，但出席者有異議時，應徵求多數之意見決定之：

- (一) 舉手表決或投票器表決。
- (二) 唱名表決。
- (三) 投票表決。
- (四) 公司自行選用之表決。

- 11.4 The term "all Board directors" as used in the preceding two paragraphs shall exclude the director(s) prohibited from exercising his /her or their voting right(s) pursuant to Article 13.1.

前二項所稱出席董事全體不包括依第 13.1 條規定不得行使表決權之董事。

**12 Voting II, Ballot Scrutinizing and Counting****表決(二)及監票、計票方式**

- 12.1 Except as otherwise stipulated in the laws or regulations, a resolution on a matter at a Board meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors.

本公司董事會議案之決議，除法令另有規定外，應有過半數董事之出席，出席董事過半數之同意行之。

- 12.2 If there is any amendment or alternative scheme of the same proposal, the person presiding the Board meeting is entitled to incorporate them into the original proposal and determine the order of vote. However, in case any one of them has been resolved, others are regarded as rejected and no need for further voting.

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。但如其中一案已獲通過時，其他議案即視為否決，無須再行表決。

- 12.3 The personnel for balloting scrutiny and vote counting, if any, shall be appointed by the person presiding the Board meeting, provided that only a Board director is qualified to be the balloting scrutinizing personnel.

議案之表決如有設置監票及計票人員之必要者，由主席指定之，但監票人員應具董事身分。

- 12.4 The voting result shall be reported on the spot and made into records.

表決之結果，應當場報告，並做成紀錄。

**13 Directors' Conflict of Interests and Prohibition of Exercising Voting Rights****董事之利益迴避制度**

- 13.1 If a director or a juristic person the director represents has an interest in an agenda item of a Board meeting, the director shall state the important aspects of the interested party relationship at the respective meeting. If such interest is potentially detrimental to the interests of the Bank, the director may state opinions and answer questions but may not participate in discussion of or voting on that agenda item, and shall excuse himself/herself during discussion of that item and refrain from voting on such item, and may not act as proxy of another director to exercise voting rights on that matter.



董事對於會議事項，與其自身或其代表之法人有利害關係，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，得陳述意見及答詢，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。

13.2 With respect to a resolution at a Board meeting, the provisions of Article 180, paragraph 2, of the Company Act, as applied mutatis mutandis under Article 206, paragraph 2, of that Act, shall apply in cases where a Board director is prohibited by the preceding paragraph from exercising voting rights.

本行董事會之決議，對依前項規定不得行使表決權之董事，依公司法第二百零六條第二項準用第一百八十條第二項規定辦理。

## **14 Meeting Minutes and Signatures**

### **會議紀錄及簽署事項**

14.1 Minutes shall be prepared of the discussions at Board meetings; the meeting minutes shall accurately record the following:

- (1) Session, time, and place of meeting.
- (2) Name of the person presiding the Board meeting.
- (3) Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
- (4) Names and titles of those attending the meeting as nonvoting participants.
- (5) Name of minutes taker.
- (6) Matters reported on.
- (7) Agenda items: specify the resolution method and result for each proposal, and summarize the comments made by, and specify any objections or reservations expressed by, directors, experts, or any others at the meeting that have been included in records or stated in writing, and any opinion issued in writing by an independent director under Article 10.3.
- (8) Extraordinary /*Ad hoc* motions: specify the name of the mover, the resolution method and result for each motion, and summarize the comments made by, and specify any objections or reservations expressed by, directors, experts, or any others at the meeting that have been included in records or stated in writing.
- (9) Other matters required to be recorded.

本公司董事會之議事，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) 董事出席狀況，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、董事、專家及其他人員發言摘要、反對或保留意見且有紀錄或書面聲明暨獨立董事依第 5.10.3 條規定出具之書面意見。
- (八) 臨時動議：提案人姓名、議案之決議方法與結果、董事、專家及其他人員發言摘要、反對或保留意見且有紀錄或書面聲明。
- (九) 其他應記載事項。

14.2 Any of the following matters in relation to a resolution passed at a Board meeting shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the Financial Supervisory Committee:

- (1) Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
- (2) Any matter that has not been passed by the audit committee (where the Bank has established an audit committee), but has been adopted with the approval of two-thirds or more of all Board directors without having been passed by the audit committee.

董事會議決事項，如有下列情事之一者，除應於議事錄載明外，並應於董事會之日起二日內於金融監督管理委員會指定之公開資訊觀測站辦理公告申報：

- (一) 獨立董事有反對或保留意見且有紀錄或書面聲明。
- (二) 如本行設置審計委員會時，未經本行審計委員會通過之事項，而經全體董事三分之二以上同意通過。

14.3 The attendance sheet forms a part of the minutes for each Board meeting and shall be well preserved during the existence of the Bank.

董事會簽到簿為議事錄之一部分，應於公司存續期間妥善保存。

14.4 The minutes of a Board meeting shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director within 20 days after the meeting and well preserved as important company records during the existence of the Bank.

議事錄須由會議主席及記錄員簽名或蓋章，於會後二十日內分送各董事，並應列入本行重要檔案，於本行存續期間永久妥善保存。

14.5 The production, distribution and preservation of the meeting minutes referred to in Article 14.1 may be done in electronic form.

第 14.1 條關於議事錄之製作、分發及保存得以電子方式為之。