

中鼎工程股份有限公司 CTCI Corporation

薪酬索回政策 Clawback Provision

經理人(註)如涉有違反本公司勞動契約、員工手冊、工作規則、信託保管契約、保密暨智慧財產承諾書、限制員工權利新股發行辦法及限制員工權利新股受領同意書或其他與本公司間書面約定等情事等之重大過失或未達成所列之績效指標，即就其未達成既得條件之限制員工權利新股予以無償收回並辦理註銷。

If the manager (Note) is involved in violation of the company's labor contract, employee handbook, work rules, trust custody contract, confidentiality and intellectual property commitment, Restricted Stock Award (RSA), consent to receive RSA, or other serious errors as agreed with the company in writing or failure to achieve the listed performance indicators, the new shares with restricted employee rights that have not met the vested conditions will claw back free of charge and cancelled.

註：本政策適用對象之經理人，其範圍為證券交易法上市上櫃公司規範之經理人，如下：

Note: The managers to whom this Provision applies are the managers of listed companies or over-the-counter companies of listed under the Securities and Exchange Act, as follows:

- (一) 總經理及相當等級者。(本公司董事長亦為經理人)
President and persons of equivalent grade. (The CEO of CTCI is also the manager)
- (二) 副總經理及相當等級者。
Executive Vice President and persons of equivalent grade.
- (三) 協理及相當等級者。
Vice President/ and persons of equivalent grade.
- (四) 財務部門主管。
Head of Financial department
- (五) 會計部門主管。
Head of Accounting department
- (六) 其他有為公司管理事務及簽名權利之人。
Other persons responsible for company management and signature rights