

道德行為準則

Codes of Ethical Conduct

2006.11.02 訂定

2007.12.19 第一次修訂

2014.08.08 第二次修訂

2016.06.22 第三次修訂

第一條 (本準則之訂定目的及依據/Purpose of and basis for adoption)

為追求本集團整體之最大利益及致力於永續發展，並使集團之利害關係人瞭解本集團董事、經理人及全體員工執行職務時應遵循之道德標準及行為規範，爰依據本公司公司治理準則第六條之規定，經董事會決議訂定本準則。

Pursuant to Article 6 of CTCI's Corporate Governance Principles, CTCI's Codes of Ethical Conduct are established to pursue the greatest interest of CTCI and devote in continuous business development. And for stakeholders to understand the content of ethical standards and code of conduct that have been complied by directors, managers and all employees in the execution of their duties. CTCI's Codes of Ethical Conduct shall be approved by a resolution of the Board of Directors.

第二條 (本準則適用範圍/Scope)

本準則適用範圍涵蓋子公司及其他具有實質控制能力之機構或法人等集團企業與組織(以下簡稱本集團)。

本準則所稱本集團人員，係指本集團董事、監察人、經理人(包括本集團協理級(含)以上主管及財會部門主管)及其他員工。

The Codes of Ethical Conduct are applicable to CTCI's subsidiaries, and other institutions or juridical persons which are substantially controlled by CTCI ("business group").

The term "CTCI employees" in this Codes of Ethical Conduct refers to directors, supervisors, and managerial officers (including deputy assistant general managers or their equivalents, chief financial and chief accounting officers), and employees.

第三條 (道德行為之注意義務/Compliance of ethical conduct)

董事及經理人應遵守法令及本準則之規定，率先以身作則，推動實行本準則之規定，追求高度之道德行為標準。

董事及經理人執行職務時應盡善良管理人之注意義務，並以追求本集團整體利益為目標，不得為特定人或團體之利益而損及本集團之權益，並應於執行職務時，公平對待所有股東。

本集團員工於執行職務時，應注重團隊精神，摒棄本位主義；並應信守誠實信用之原則，以及秉持積極進取、認真負責之態度。

CTCI directors and managers shall comply with all regulations and the Codes of Ethical Conduct. They shall set as examples to CTCI employees, promoting the practice of this Codes of Ethical Conduct, pursuing high-level compliance of this Codes.

CTCI directors and managers shall fulfill the duty of care of a good custodian, and as their objective the pursuit of CTCI's overall benefit. Moreover, CTCI employees may not damage CTCI's rights and interests for the benefit of a specific individual or specific group, and shall treat all shareholders fairly.

In the execution of their duties, CTCI employees shall focus on teamwork, abandon sectionalism, diligently comply with the principle of honesty and credibility, be proactive, responsible and prudent.

第四條 (平等任用及禁止歧視/ Fair hiring and anti-discrimination policy)

本集團人員不得因性別、種族、宗教信仰、黨派、性取向、職級、國籍及年齡等因素，而彼此有任何形式之歧視和排擠。

No form of preferential treatment or discrimination should take place in any form based on race, sex, religious beliefs, political party affiliation, sexual orientation, position, nationality, or age.

第五條 (健康與安全之工作環境/Safe and healthy working environment)

本集團人員應共同維護健康與安全之工作環境，不得有任何性騷擾或其他暴力、威脅恐嚇之行為。

CTCI employees should work to maintain a safe and healthy environment, and there should be no instances of harassment, or violent and threatening behavior.

第六條 (防止利益衝突/Prevention of conflicts of interest)

董事會所列議案如涉有董事本身利害關係致損及本集團利益之虞時，董事應自行迴避，不得加入表決，亦不得代理其他董事行使其表決權。

董事及經理人為自己或他人與集團買賣、借貸或其他法律行為前，應對審計委員會揭露並詳細說明該等相關事項。

When a proposal at a given board of directors meeting concerns the interest of CTCL, the concerned person shall not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director.

Where a director or manager, for himself/herself or on behalf of others, enters into a sale/purchase or loan transaction, or conducts any legal act with CTCL, he/she shall disclose detail information of the above situation to the audit committee.

第七條 (競業禁止)

董事若從事與本集團競業之行為，應依公司法規定事先向股東會報告並取得許可；經理人若從事與本集團競業之行為，則應依公司法規定事先向董事會報告並取得許可。

If a director engages in conduct involving competition with CTCL, pursuant to the Company Law, he or she shall report the matter in advance to a general meeting of shareholders and obtain approval.

If a manager engages in conduct involving competition with CTCL, in accordance with the Company Law, he or she shall report the matter in advance to board of directors and obtain approval

第八條 (避免圖私利之機會/ Minimizing incentives to pursue personal gain)

本集團人員有責任維護及增加集團正當合法獲取之利益，因執行職務所知悉之與本集團業務有關之採購、供應、合作、策略聯盟或其他商業機會或可獲利之機會，應優先提供給本集團以維護本集團之利益。

本集團人員應避免下列行為：

一、透過使用集團財產、資訊或藉由職務之便，致使本人或第三人獲取私利之機會。

二、與集團競爭或藉由任何形式致使本集團有不利之虞。

CTCL employees shall faithfully execute their duties in the interests of all shareholders. As regards procurement and supply arrangements related to CTCL's operations, cooperation arrangements, strategic alliances or other commercial opportunities or opportunities from which profit may be gained with which CTCL employees become familiar as the result of executing their functional duties, CTCL employees shall give priority to providing such

opportunities to CTCI or to preserving the interests of the Company, and must not take advantage of such opportunities to seek personal gains for themselves or third parties.

CTCI employees shall prevent the following activities:

1. Seeking an opportunity to pursue personal gain by using company property or information or taking advantage of their positions.
2. Competing with CTCI or damage CTCI's interest through any methods.

第九條 (公平交易/Fair trade)

本集團人員應公平對待業務往來對象、競爭對手及員工，不得透過操控、隱匿、濫用其職務所獲悉之資訊、對重要事項做不實陳述或其他不公平之交易方式而獲取不當利益。

CTCI employees shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.

第十條 (內線交易/Insider trading)

本集團人員就其職務上所獲悉之任何可能重大影響本集團證券交易價格之資訊，在未經公開資訊揭露之前，應依證券交易法規定嚴格保密，並不得利用該資訊從事內線交易。

Work-related knowledge and any information that could affect the share price of CTCI stock, before it has been disclosed as public information, all information shall be kept confidential pursuant to The Securities and Exchange Act regulations, and shall not to be used to engage in insider trading.

第十一條 (保密責任/Confidentiality)

本集團人員就其職務上所知悉之事項或機密資訊，應謹慎管理，非經本集團揭露或因執行職務之必要而為提供者，不得洩漏予他人或為工作目的以外之使用；離職後亦同。

前項應保密之資訊，包括本集團之人員及客戶資料、發明、業務機密、技術資料、產品設計、製造專業知識、財務會計資料、智慧財產權等資訊，及其他所有可能被競爭對手利用，或洩漏之後對本集團或客戶有損害之未公開揭露資訊。

Company employees' work-related knowledge, confidential information or customer data is to be carefully managed, and except for that required for company disclosure or publicized as required by law, data should not be leaked

to other persons, or used for any non-work related matter. This Article also to employees who have left the Company.

CTCI employees are obliged to keep the Company and its clients' information confidential. Information shall not be disclosed prior to Company's authorization or as required by law, and leaked to other persons or used for any non-work related matter. The confidential information includes, but is not limited to, any undisclosed information that may be utilized or divulged by competitors and consequently cause damage or loss to the Company or its clients, as well as information regarding the investments, inventions, business secrets, technical data, product design, professional manufacturing knowledge, finance, accounting and intellectual property rights of CTCI.

第十二條 (保護並適當使用集團資產/Safeguarding and proper use of company assets)

本集團人員有責任保護集團資產，並確保其能有效合法使用於集團事務，避免因竊取、干擾、破壞及入侵等情事，而影響集團之獲利能力。

CTCI employees have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact CTCI's profitability.

第十三條 (遵循法令規章/Legal compliance)

本集團人員應遵循法令規章及集團之相關政策與規定。

CTCI employees shall comply all regulations and company's policies and procedures.

第十四條 (鼓勵檢舉任何非法或違反本準則之行為/Encouraging reporting on illegal or unethical activities)

本集團內部應加強宣導道德觀念，並鼓勵員工於發現有違反法令規章或本準則之行為時，得以具名或匿名檢舉方式呈報。集團並應盡全力保密及保護呈報者之身份，使其免於遭受威脅。

CTCI shall raise awareness of ethics internally and encourage employees to report with defined identity or anonymously upon suspicion or discovery of any activity in violation of a law or regulation or the Codes of Ethical Conduct. The company shall use its best efforts to ensure the safety of informants and protect them from reprisals.

第十五條 (違反本準則之處理/Procedures for penalizing)

本集團人員有違反本準則之情事，依本集團獎懲辦法處理之；情節重大者應呈報董事會決議。

CTCI employees in violation of the Codes of Ethical Conduct shall be penalized according to the Company's Rewards and Punishment related policy. Employees who are in significant violation of this Conduct shall be reported to Board of Directors.

第十六條 (豁免適用之程序/Procedures for exemption)

董事及經理人如有正當理由需豁免適用本準則之特定條文，應向董事會說明具體內容及與公司利益並無衝突，經董事會決議通過後為之。

前項資訊應公開於資訊觀測站，揭露允許豁免人員之職稱、姓名、董事會通過豁免之日期、豁免適用之期間、豁免適用之原因及豁免適用之準則等相關資訊。

In the event that a director or supervisor wishes to be exempted from the applicability of the Codes of Ethical Conduct, he or she should explain said opportunity, information or the specific details of the competition with CTCI to the Board of Directors, and the reasons why there is no conflict with CTCI's interests; this shall then be approved by a resolution of the Board of Directors.

Upon approval by a resolution of the Board of Directors of an exemption of applicability as provided in the preceding paragraph, CTCI shall immediately disclose information including the titles and names of the personnel exempted, the date of board approval of the exemption, the period of the exemption, the reasons for exemption, and the standard(s) has been exempted on the Market Observation Post System (MOPS).

第十七條 (施行及揭露方式/Enforcement and method of disclosure)

本準則經董事會決議通過後實施，並應於年報及集團網站上揭露；修正時亦同。

CTCI's Codes of Ethical Conduct, and any amendments to it, shall enter into force after it has been adopted by the board of directors, and shall disclose in CTCI annual reports on its website.