

安力國際股份有限公司
Anli International Co., Ltd

PROCEDURAL RULES FOR SALARIES AND REMUNERATION COMMITTEE

薪資報酬委員會組織規程

民國108年03月06日董事會通過

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Article 1 Purpose 目的

第一條

The purpose of the Salaries and Remuneration Committee (the “**Committee**”) of the Board of the Company is to assist the Board in discharging its responsibilities relating to the compensation and benefit policies, plans and programs of the Company, and the evaluation and compensation of the Company's executives. This Procedural Rules is established in accordance with the Applicable Listing Rules.

為健全本公司董事會之薪酬管理機能，故設置薪資報酬委員會(下稱「**本委員會**」)。
。並依上市櫃法令訂定本規程。

Unless otherwise defined in the Procedural Rules, any capital letters as used in the Procedural Rules shall have the same meanings as defined in the Articles of Association of the Company (as amended or substituted from time to time; hereinafter “**Articles**”).

除本規程另有定義外，本規程所使用任何英文字首大寫之詞彙，其意義應與本公司公司章程(包括其隨時修改或被取代之版本；下稱「**本章程**」)中之定義相同。

Article 2 Applicable Scope適用範圍

第二條

The number, term, powers and duties, and meeting rules of this Committee as well as the kind of resources to be provided by the Company upon the exercise of its duties and powers by the Committee shall be in accordance with the Procedural Rules, unless otherwise provided for by the Applicable Listing Rules or the Rules.

本委員會之人數、任期、職權、議事規則及行使職權時本公司應提供之資源等事項，除上市櫃法令或本規程另有規定者外，依本規程之規定。

The Company shall make the contents of the Rules available on the corporate website of the Company and the Market Observation Post System for access.

本公司應將本規程之內容置於本公司網站及公開資訊觀測站，以備查詢。

Article 3 Composition of the Committee本委員會之組成

第三條

The Committee shall consist of no fewer than three members. It is advisable that the majority of the members of the Committee are independent director of the Board. The members of the Committee shall be nominated by the Board. The chairperson of the Committee shall be an independent director and be elected by the members of the Committee.

本委員會由董事會決議委任之，其人數不得少於三人，委員中至少過半數宜為獨立董事，並由全體成員推舉獨立董事擔任召集人及會議主席。

The members of the Committee shall be professionally qualified and independent in a manner compliant with the Applicable Listing Rules, including but not limitation to Articles 5 and 6 of Taiwan's “Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter.”

本委員會成員之專業資格與獨立性，應符合上市櫃法令(包括但不限於臺灣之「股票上市或於證券商營業處所買賣公司薪資報酬委員會設置及行使職權辦法」第5條

安力國際股份有限公司
Anli International Co., Ltd

及第6條)之規定。

The term of the Committee shall be the same as that of the Board, and all members shall be eligible for re-appointment. In case the number of the Committee members shall fall below three or as required by the Rules, the Board shall fill up such vacancy by convening the Board meeting for this purpose within three (3) months of the date on which the vacancy first exists.

本委員會任期與委任之董事會屆期相同，得連續委任；如有委員因故解任，致人數不足前項或本規程規定者，應自事實發生之日起算三個月內召開董事會補行委任。

Article 4 Power and Duties 職權
第四條

The Committee shall comply with the Applicable Listing Rules to perform its power and duties, and evaluate the Company's salaries and remuneration policies and programs for its Directors, supervisors(if any) and managers in a professional and fair manner, while exercising the duty of care of a good faith manager in supervising the Company's salaries and remuneration system (including but not limited to salary, stock option and other measures substantially of an incentive nature), and submit its proposal to the Board for reference.

本委員會應依據上市櫃法令之規定執行相關職權，以專業客觀之地位，就本公司董事、監察人(如有)及經理人之薪資報酬政策(包含但不限於薪資、股票選擇權與其他具有實質獎勵之措施)及制度予以評估，並對本公司薪酬制度善盡管理人之注意，並將建議提交董事會，以供其決策之參考。

Article 5 Guidelines for Exercise of Power and Duties 職權行使之原則
第五條

The Committee shall exercise the duty of care of a good faith manager to faithfully perform the following power and duties, and submit proposals to the Board meeting for discussion. 本委員會應以善良管理人之注意，忠實履行下列職權，並將所提建議提交董事會討論。

1. Periodically review the Rules and suggest revisions and amendments.
一、定期檢討本規程並提出修正建議。
2. Establish and regularly review the annual and long-term performance objectives the Company's Directors and managers and the policy, system, standards and structure of their salaries and remuneration.
二、訂定並定期檢討本公司董事及經理人年度及長期之績效目標與薪資報酬之政策、制度、標準與結構。
3. Evaluate on a regular basis how well the Company's Directors and managers accomplish their performance objectives, and establish details and value of their individual salaries and remuneration.
三、定期評估本公司董事及經理人之績效目標達成情形，並訂定其個別薪資報酬之內容及數額。

When exercising the power and duties in the preceding paragraph, the Committee shall follow the guidelines below:

本委員會履行前項職權時，應依下列原則為之：

安力國際股份有限公司
Anli International Co., Ltd

1. Ensure the Company's arrangement for salaries and remuneration is consistent with the Applicable Listing Rules and competitive enough to appeal to good talents.
一、確保公司之薪資報酬安排符合上市櫃法令並足以吸引優秀人才。
2. When evaluating the performance and salaries/remuneration of the Directors and managers, the Committee shall refer to the generally accepted standards in the same industry and take into consideration the amount of time an individual is devoted to, duties they are entrusted with, how well they have accomplished their goal, performance on another position, the salaries/remuneration paid to an individual on equivalent position in recent years, as well as determining if there is a reasonable link between individual performance, the Company's operation performance and future risks based on accomplishment of the Company's short- and long-term business objectives and the Company's financial position.
二、董事及經理人之績效評估及薪資報酬，應參考同業通常水準支給情形，並考量個人所投入之時間、所擔負之職責、達成個人目標情形、擔任其他職位表現、公司近年給予同等職位者之薪資報酬，暨由公司短期及長期業務目標之達成、公司財務狀況等評估個人表現與公司經營績效及未來風險之關連合理性。
3. No Director or manager should be encouraged to have any behavior beyond the Company's risk tolerance in order to seek higher salaries and remuneration.
三、不應引導董事及經理人為追求薪資報酬而從事逾越公司風險胃納之行為。
4. With regard to percentage of bonus payable to the Directors and senior managers based on their short-term performance, and time schedule for payment of partially changed salaries and remuneration, determinations shall be made after taking into consideration the characteristics of the industry and nature of the Company's business.
四、針對董事及高階經理人短期績效發放紅利之比例及部分變動薪資報酬支付時間，應考量行業特性及公司業務性質予以決定。
5. No member of the Committee should be allowed to participate in the discussion and voting on his or her own salaries and remuneration.
五、本委員會成員對於其個人薪資報酬之決定，不得加入討論及表決。

The salaries and remuneration in the preceding two paragraphs include cash consideration, share subscription, allocation of bonus shares, retirement benefits or severance payment, various allowances, and other measures that provide substantial incentives. The scope of these salaries and remuneration shall be consistent with the provisions of remuneration for director and manager under the Criteria Governing Information to be Published in Annual Reports of Public Companies.

前二項所稱之薪資報酬，包括現金報酬、認股權、分紅入股、退休福利或離職給付、各項津貼及其他具有實質獎勵之措施；其範疇應與公開發行公司年報應行記載事項準則中有關董事及經理人酬金一致。

If according to the subsidiary's regulations of levels of authorization matters relating to the salaries and remuneration for the directors and managers of the Company's subsidiary are subject to approval by the Board of the Company, the Committee is required to comment on the proposal before it is submitted to the Board for discussion.

本公司子公司之董事及經理人薪資報酬事項如依子公司分層負責決行事項須經本公司董事會核定者，應先經本委員會提出建議後，再提交董事會討論。

安力國際股份有限公司
Anli International Co., Ltd

Article 6 Procedures of Meetings 會議方法
第六條

Meetings of the Committee shall be convened at least twice each year, and may be convened from time to time as necessary.

本委員會每年至少召開兩次，並得視需要隨時召開會議。

Members of the Committee shall be notified of convention of a Committee meeting, by a notice stating the reason(s) for convention of the meeting seven days before the convention; the above does not apply in the event of an emergency.

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委員。但有緊急情事者，不在此限。

Where the convenor is on leave or unable to convene a meeting for any cause he or she shall designate another Independent Director member to act as his or her agent; in the absence of another Independent Director, the convenor may designate another member of the Committee to act as his or her agent; where the convenor has not designated an agent, the members of the Committee shall nominate one amongst themselves to act as such agent.

召集人請假或因故不能召集會議時，由其指定其他具獨立董事身分之委員代理之，若無其他獨立董事則可由召集人指定本委員會之其他委員代理；召集人未指定代理人者，由本委員會之委員互推一人代理之。

The Committee may invite managerial staff from relevant departments of the Company, internal audit staff, accountants, legal consultants or other personnel to attend meetings as guests and provide relevant necessary information.

本委員會得請本公司相關部門經理人員、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。

Upon convening the Committee meeting, relevant information shall be prepared and made readily available to the attending Committee members for reference.

本委員會召開時，應備妥相關資料供與會之本委員會的委員隨時查考。

Article 7 Method of Resolution 決議方法
第七條

The agenda of a meeting of the Committee shall be established by the convenor. Other members of the Committee may also submit proposals to the Committee for discussion. The meeting agenda shall be provided to the members of the Committee in advance.

本委員會會議議程由召集人訂定，其他成員亦得提供議案供委員會討論。會議議程應事先提供予委員會之成員。

When a meeting of this Committee is convened, a signature book shall be available to record the signatures of members present at the Committee for reference.

本委員會召開時，本公司應設簽名簿供出席委員簽到，並供查考。

A member of the Committee shall attend a Committee meeting in person. If he or she is unable to attend the meeting in person, he or she may appoint another member to attend the meeting as his or her proxy; attendance via videoconference is deemed as attendance in person.

本委員會之委員應親自出席本委員會，如不能親自出席，得委託其他委員代理出席；如以視訊參與會議者，視為親自出席。

安力國際股份有限公司
Anli International Co., Ltd

A member of the Committee appointing another member to attend a Committee meeting as his or her proxy shall issue a proxy on every occasion, which shall describe the authorization granted to the proxy agent regarding the reason for convening the Committee meeting.

本委員會委員委託其他委員代理出席本委員會時，應於每次出具委託書，且列舉召集事由之授權範圍。

A resolution by this Committee shall be approved by one-half (1/2) or more of all members. The result of voting shall be announced immediately and recorded.

本委員會之決議，應有全體委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。

A proxy as described in paragraph 3 above may act as the agent for one person only.

第三項代理人，以受一人之委託為限。

Article 8 Meeting Minutes 議事錄
第八條

Proceedings of Committee meetings shall be recorded in the meeting minutes, which shall specify the following matters in detail:

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：

1. Term of the meeting, and time and place;
會議屆次及時間地點。
2. Name of chairman;
主席之姓名。
3. Attendance of members, including names and numbers of Independent Director who are present at the meeting, on leave or absent from the meeting;
委員出席狀況，包括出席、請假及缺席者之姓名與人數。
4. Names and titles of the guests of the meeting;
列席者之姓名及職稱。
5. Name of the secretary of the Committee meeting;
紀錄之姓名。
6. Matters to be reported;
報告事項。
7. Matters for discussion: How a proposal is resolved and the result; summary of statement by members of the Committee, experts and other persons; objections and/or reservations;
討論事項：各議案之決議方法與結果、本委員會之委員、專家及其他人員發言摘要、反對或保留意見。
8. Extempore Motion: Name of the person submitting a proposal; how a proposal is resolved and the result; summary of statement by members of the Committee, experts and other persons; objections and/or reservations;
臨時動議：提案人姓名、議案之決議方法與結果、本委員會之委員、專家及其他人員發言摘要、反對或保留意見。
9. Other matters to be included.
其他應記載事項。

Committee meeting attendance book is part of the meeting minutes of proceedings.

安力國際股份有限公司
Anli International Co., Ltd

本委員會簽到簿為議事錄之一部分。

If a Committee Meeting is held via video conference, the video and recording tapes shall be part of the meeting minutes of proceedings.

以視訊召開會議者，其視訊影音資料為議事錄之一部分。

Meeting minutes of proceedings shall be signed or sealed by the chairman and secretary of the Committee meeting, and copies thereof shall be distributed to all members of the Committee within twenty (20) days of the Committee meeting. The Committee shall submit reports to the Board from time-to-time. The meeting minutes shall be deemed as important files of the Company and be properly kept for 5 years.

議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送本委員會各委員並提報董事會，且列入公司重要檔案，且應保存五年。

In the event of a litigation for matters relating to the Committee arises prior to the end of the specified period for keeping the information, relevant information shall be kept for as long as the litigation lasts.

前項保存期限未屆滿前，發生關於本委員會相關事項之訴訟時，應保存至訴訟終止為止。

Preparation and distribution of the meeting minutes of proceedings in the first paragraph may be done electronically.

第一項議事錄之製作及分發，得以電子方式為之。

Article 9
第九條

Appointment of Experts 專家之聘任

When a meeting of the Committee is called upon, the Directors of the Company, managerial staff of relevant departments, internal auditors, public accountants, legal counsels, or other individuals may be asked to attend the meeting and provide relevant necessary information.

本委員會召開時，得請本公司董事、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會議，並提供相關必要之資訊。

Upon resolution, the Committee may appoint lawyers, public accountants or other professionals, as part of its exercise of power and duties, to conduct necessary audits and inspections or give advice, with the costs arising therefrom to be borne by the Company.

本委員會得經決議，委任律師、會計師或其他專業人員，就行使職權有關之事項為必要之查核或提供諮詢，其相關費用由公司負擔。

Article 10
第十條

Regular Review and Authorization of Members 定期檢討及委員之授權

The Committee shall regularly review matters relating to the Rules and submit the same for amendment by the Board of Directors.

本委員會應定期檢討本規程相關事項，提供董事會修正。

The Committee may authorize the convenor or other members of the Committee to undertake subsequent enforcement of matters resolved by the Committee in accordance with Article 5, or matters relating to appointment of experts resolved according to paragraph 2 of Article 9, who shall submit written reports to the Committee during the period of enforcement. Where necessary, such person/s shall report the matter to this Committee for retroactive recognition or report during the next meeting.

安力國際股份有限公司
Anli International Co., Ltd

經本委員會基於本規程第5條決議之事項，或依本規程第9條第2項決議委任專業人員等之後續執行工作，得授權召集人或本委員會其他委員續行辦理，並於執行期間向本委員會為書面報告，必要時應於下一次會議提報本委員會追認或報告。

Article 11 Supplementary Provisions 附則
第十一條

The establishment to the Procedural Rules shall be subject to approval of the Board of Directors. The amendment to the Procedure Rules shall be subject to approval of the Board of Directors.

本規程之訂定應經本公司董事會決議通過，修正時亦同。