

Techcentral International Ltd	Ethical Code of Conduct	Document No.: TIL/ECC
		Effective Date : 6 Apr 17
特昇國際股份有限公司	道德行為準則	Revision No : 1
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第一條 訂定目的及依據

為使公司董事、監察人及經理人之行為符合道德標準，並使公司之利害關係人更加瞭解公司道德標準，爰依上市上櫃公司訂定道德行為準則參考範例訂定本準則，以資遵循。各上市上櫃公司宜參照本準則及相關規定，訂定道德行為準則，對於不同經理人亦得分別訂定其道德行為準則。

第二條 適用對象

包括總經理及相當等級者、部門經理及相當等級者、以及其他有為公司管理事務及簽名權利之人。

第三條 防止利益衝突

本公司董事或經理人應以客觀及有效率的方式處理公務，且不得以其在公司擔任之職位而使其自身、配偶、父母、子女或二親等以內之親屬獲致不當利益。前述人員所屬之關係企業與本公司為資金貸與或為其提供保證、重大資產交易、進（銷）貨往來之情事，相關之本公司董事或經理人應主動說明其與公司有無潛在之利益衝突。

第四條 避免圖私利之機會

本公司董事或經理人不得為下列事項：

- （1）透過使用公司財產、資訊或藉由職務之便而有圖私利之機會；
- （2）透過使用公司財產、資訊或藉由職務之便以獲取私利；
- （3）與公司競爭。當公司有獲利機會時，本公司董事或經理人有責任增加公司所能獲取之正當合法利益。

第五條 保密責任

本公司董事或經理人對於公司本身或其進（銷）貨客戶之資訊，除經授權或法律規定公開外，應負有保密義務。應保密的資訊包括所有可能被競爭對手或洩漏之後對公司或客戶有損害之未公開資訊。

第六條 公平交易利用

本公司董事或經理人應公平對待公司進（銷）貨客戶、競爭對手及員工，不得透過操縱、隱匿、濫用其基於職務所獲悉之資訊、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。

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第七條 保護並適當使用公司資產

本公司董事或經理人均有責任保護公司資產，並確保其能有效合法地使用於公務上。

第八條 遵循法令規章

本公司董事、監察人或經理人應確實遵守公司法、證券交易法及其他規範公司活動之法令規章

第九條 鼓勵呈報任何非法或違反道德行為準則之行為：

公司內部應加強宣導道德觀念，並鼓勵員工於懷疑或發現有違反法令規章或道德行為準則之行為時，向經理人、內部稽核主管或其他適當人員呈報，並提供足夠資訊使公司得以適當處理後續事宜。公司將以保密方式處理呈報案件，並讓員工知悉公司將盡全力保護善意呈報者的安全。

第十條 懲戒措施

本公司董事或經理人有違反道德行為準則之情形時，公司應依據相關規定處理，且即時於公開資訊觀測站揭露違反日期、違反事由、違反準則及處理情形等資訊。因違反準則之規定而受懲處時，違反人員得依據相關規定提出申訴。

第十一條 豁免適用之程序

本公司董事或經理人如有豁免遵循本準則之必要時，應經由董事會決議通過，且即時於公開資訊觀測站揭露董事會通過豁免之日期、獨立董事之反對或保留意見、豁免適用之期間、豁免適用之原因及豁免適用之準則等資訊，俾利股東評估董事會所為之決議是否適當，以抑制任意或可疑的豁免遵循準則之情形發生，並確保任何豁免遵循準則之情形均有適當的控管機制，以保護公司。

第十二條 揭露方式

本公司應於公司網站、年報、公開說明書及公開資訊觀測站揭露其所訂定之道德行為準則，修正時亦同。

第十三條 施行

公司之道德行為準則經董事會通過後施行，並提報股東會，修正時亦同。

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Article 1 Set the purpose and basic ethic code

To ensure the Board of directors, supervisors and managers are compiled with the ethical standard and also the company stakeholders are aware of the company's ethical standard, the company has to refer to the ethical code of conduct reference used by listed company to set their company's guidelines. It is mandatory to follow the company guidelines. Every listed company should refer to the ethic code and relevant regulations to set the ethical code of conduct. The ethical code of conduct can be set respectively toward different managers.

Article 2 For whom to apply

It is included Chief Executive Officer (CEO) and anyone who has equivalent position; manager and who has equivalent position and other who has involved in company management and authority to sign off.

Article 3 To avoid conflict of interest

The company directors or managers are required to perform their duties in good faith and effective manner. Besides, they are prohibited to make used of their position in the company caused an undue advantage which obtained by themselves, spouse, parents, children or second degree relatives. Moreover, the company directors or managers should initiatively explain the possibility of potential conflict of interest when there is interrelated transaction such as loan borrowings, be bank loan guarantor, major assets transaction or sales and purchase transaction involved with the company that related to the top management

Article 4 To avoid self-interest

The company directors or managers are not allowed to do as following:

- (1) Access through company assets, data information or take advantage of their position to create their self-interest opportunity;
- (2) Access through company assets, data information or take advantage of their position to gain their self-interest;
- (3) Compete with company to take down the projects. In contrast, when the company has higher chances to get profit, the company directors or managers are responsible to increase the legal earning as much as the company can.

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Article 5 Duty of confidentiality

The company director or managers should have the duty of confidentiality on information of the company, buyers and suppliers except they get the authority or required by law regulation to make public announcement. The information to keep confidential are including all the undisclosed information that possibly caused damages/losses towards the company or buyers after the leakage of confidential information or know by competitors.

Article 6 Fair trading

The company directors or managers should equally handle buyers, suppliers, competitors and employees. They should not get improper profit by obtain the data information through the data manipulation, hide of data, abuse of their position and mispresenting for the major projects or undergo unfairness trading transaction.

Article 7 Safeguard and appropriately used of fixed assets

The company directors and managers are responsible to safeguard the fixed assets and ensure it has effectively used for business purpose.

Article 8 Compliance of law regulation

The company directors or managers should comply to the law and regulation of company acts, securities exchange act and other relevant to company regulate activities.

Article 9 Whistle blowing

The company should enforce the moral value and encourage the staff who suspect or expose any kind of information or activity that is deemed illegal, unethical or not comply to the ethical code of conduct within the organization, report to manager, internal audit manager or any suitable person. He or she has to provide sufficient information for the company to take remedy action. The company shall handle the reports in confidential manner and also let the employees to know that the whistleblower will be well-protected.

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Article 10 Punishment

Whenever the company director or manager has offense on the violation of ethical code of conduct, the company shall take action according to the company guidelines and immediate make announcement in market observation post system including the information of violation date, violation matter, breach of guideline and action taken by the company. In the event of punishment due to violation of guideline, the violator may lodge a complaint or appeal in accordance to the guideline.

Article 11 Exemption on the guideline

When the company director or manager found the necessity to waive the guideline, they should go through resolution in the board meeting and subsequently make announcement in market observation post system including the resolution date, any objections or opinion of independent director, effective date of the exemption, reason to waive and exemption guideline. The shareholders have the right to evaluate the appropriateness of the director resolution in the view of protect the company to restrain any suspicious exemption as well as ensure the exemption guideline are appropriate to the internal control.

Article 12 Disclosure

The company shall disclose the ethical code of conduct on its website, annual report, prospectus and market observation post system. Any amendment shall update accordingly.

Article 13 Execution

The ethical code of conduct shall execute after pass through in BOD meeting and report to shareholders' meeting. Any amendment shall update accordingly.