

主 題： 公司從業人員道德準則 Employee Code of Ethics	文件編號： L-A-004	版本： 1
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1 訂定目的

為導引本公司從業人員之行為使符合道德標準。

2 適用範圍

本公司及其子公司、直接或間接捐助基金累計超過百分之五十之財團法人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(以下簡稱集團企業與組織)之所有從業人員。

3 相關定義

3.1 從業人員，謂依委任、聘僱、服務或其他依法關係為公司從事業務之人員，包括董事、員工、經理人。

3.2 從業道德，謂從事業務時應於秉持之社會通念下普遍承認之標準或原則。茲列出公司特別著重之二個從業道德面向，並同時例示重要行為，如下：

3.2.1 忠於職守不圖己私利：

- 秉持誠實、嚴謹及敬業之精神執行職務。
- 不涉入任何不法或不當之活動。
- 不得使公司名譽受損的行為。
- 使用公司或客戶之資訊不得違反法令及公司機密資訊保護政策及程序，不得謀取個人利益，亦不得損及公司或客戶之權益。
- 執行任務時，需確保商業資料保密。
- 凡有關公司或客戶之機密資訊均應予保密。
- 保存完整的商業和營運紀錄。
- 尊重公司、客戶和合作夥伴的商業資產與智慧財產。
- 依相關法令規定準備及保存本公司文件及記錄，並確保文件及記錄內容須完整、公正及正確。

3.2.2 防止利益衝突

- 應迴避任何可能造成個人利益與公司利益之間的衝突。
- 不參與或唆使他人進行任何可能損及忠於職守或專業判斷之活動或關係。
- 不得要求、接受或給予任何可能損及忠於職守或專業判斷之餽贈或招待。
- 不得要求、接受或給予任何形式的賄賂。

3.3 經理人指執行長、總經理、財務長、副總經理(含)以上及會計主管。

3.4 主管泛指包括經理級以上所有從事管理工作的專業人員。

3.5 親屬係指從業人員之配偶及二等親以內之親屬。

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4 生效程序

- 4.1 本準則經審計委員會同意後，呈送董事會通過後實施，修正時亦同。
4.2 本準則應於公司網站、年報、公開說明書及公開資訊觀測站揭露，修正時亦同。

5 管理規定

- 5.1 本公司鼓勵並支持所有從業人員依個人誠信遵守從業道德。遵守從業道德規範不以法令規章為限，遵行時貴乎自律，並能自我判斷而不違悖常理。從業人員如不能確定其行為或所處之狀況是否符合公司從業道德規範時，應依據下述原則審驗其正當性：
- 5.1.1 若公開該項關係或行為是否會對公司之聲譽造成負面影響。
5.1.2 若進行該項關係或行為是否會被一般解釋為對公正執行職務或專業判斷造成影響。
- 5.2 本公司要求所有從業人員依個人誠信遵守從業道德，並具體於下列狀況要求從業人員遵守相應的從業道德。
- 5.2.1 從業人員應防止內線交易，遵守有關證券交易法法令及公司為遵守法令規章而設立之公司政策及程序。掌握公司內部重要交易資訊時，不得從事相關證券交易。
- 5.2.2 從業人員應盡力增加公司所能獲取之正當合法利益。
- 5.2.3 從業人員應以客觀及有效率之方式處理公務。
- 5.2.4 從業人員應確保公司有形或無形資產皆能於合法營業之範圍獲得有效運用。
- 5.2.5 從業人員應保護公司有形或無形資產之責任，並應確保其能有效合法地妥善使用於公務上及保護公司資產，避免被偷竊、疏忽或浪費。
- 5.2.6 因公司業務需求而須動用公司之服務、設備、設施、物品或其他資源，必須事先取得適當之授權。
- 5.2.7 從業人員應確保智慧財產權是必須受到尊重及保護的資產。從業人員必須至少按照公司的指導規定正確保護這種寶貴的資產，若從業人員存有任何疑問，應徵詢主管或法務部門的指導意見。各階主管應提醒並告知所屬本公司人員注意智慧財產權相關問題與規定。
- 5.2.8 從業人員應以誠信之態度進行各項業務，並忠實記錄所有往來事項且保存完整的商業和營運紀錄。
- 5.2.9 從業人員於執行任務時，應確保商業資料保密，尊重公司、客戶和合作夥伴的商業資料保密之倫理。
- 5.2.10 從業人員於從事任何可能構成與公司利益衝突之業務、投資或相關活動之前，必須先向董事、總經理或主管揭露詳情，並應就涉及公司的潛在利益衝突向稽核單位或經營管理部門的主管提出說明。

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5.2.11 從業人員於於可能出現利益衝突的情況，例如在非關係企業兼職、為本人或親屬與公司洽談或進行交易，應主動迴避。

5.3 本公司並具體於下列狀況要求從業人員應有不可為之作為，以防止違反從業道德。

5.3.1 防止利益衝突

- 從業人員不得以其在公司擔任之職務而使其自身、配偶偶或二親等以內之親屬獲致不當利益。前項人員及其所屬之關係企業，與本公司為資金貸與或為其提供保證、重大資產交易、進(銷)貨往來之情事時，本公司相關之從業人員應主動向公司、董事、總經理或主管揭露詳情說明其與公司的潛在利益衝突狀況，以防止利益衝突。
- 從業人員不得任何可能將公司資源或利益輸送給自己或親友之行為。
- 從業人員不得以透過機密或內幕消息謀取個人利益，或嘉惠、傷害他人。
- 從業人員不得任何可能將公司資源或利益輸送給自己或親友之行為。
- 從業人員不得透過代理人、合作夥伴或其他代表從事上述不法活動或行為。
- 從業人員不得利用參與各項審查、評等或選擇供應商，影響公平決定。
- 從業人員不得為本人或親屬尋求或接受公司的貸款，或要求公司作出債務擔保。

5.3.2 不得圖己私利

- 不得以其在公司擔任之職務而使其自身、配偶或二親等以內之親屬獲致不當利益。
- 從業人員不得以本人或親屬名義在銀行或任何第三者機構開立、維持或使用任何帳戶，進行與公司、客戶、廠商或代理商相關之帳務。
- 從業人員不得透過使用公司財產、資訊或藉由職務之便，直接或間接謀求自己或他人不當利益之機會；
- 從業人員不得透過使用公司財產、資訊或藉由職務之便，直接或間接謀求自己或他人不當利益，因而獲得利益；
- 從業人員不得與客戶、廠商或代理商私下協議，直接或間接謀求自己或他人不當利益之機會，或因而獲得利益；
- 從業人員不得與公司競爭，或是以不正方式促成他人與公司競爭。

5.4 饋贈與業務款待

- 5.4.1 從業人員絕對禁止以任何形式要求或期約收受賄賂、回扣或其他不正當利益。
- 5.4.2 從業人員不得在正常的業務關係外收受或給予供應商、承包商、顧客、及其他與公司業務相關的各界人士(含政府機關)任何餽贈、禮金、款待。
- 5.4.3 為維持並促進正常的業務關係，必要時得以禮物贈與業務相關人士於接受與本公司有關之廠商餽贈或招待時，應注意下列事項：

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- 從業人員及其二親等以內之親屬嚴禁接受廠商超過新台幣 3,000 元或等值的其他幣別之餽贈或招待，或收受任何現金或其他變相財貨(如禮券、支票、股票等)。
- 若有未能拒絕或無法返還廠商之上述物品，從業人員應轉交公司職工福利委員會統籌專案處理。
- 如因不可抗力或事後始發現所收受之廠商餽贈或招待超過新台幣 3,000 元或等值之其他幣別者，應於事發後向其直屬主管報告，並同時知會稽核單位。
- 如為維持正當的業務關係而需贈送禮品予業務相關人士，應符合「喜慶賀奠處理辦法」且盡量採用印有公司標誌的禮品。
- 接受或安排任何業務款待，均應符合「交際費暨禮品致贈辦法」及一般商業禮節之常規，不得過度奢華或頻繁，造成大量或不必要之支出。

5.5 蓄意隱瞞或掩飾

5.5.1 從業人員不得在處理公司文件時編造虛假、誤導之聲明或紀錄

5.5.2 從業人員不得蓄意隱瞞或掩飾公司交易實況。

5.5.3 從業人員不得銷毀、竄改或偽造與調查、訴訟或法律相關處理程序有關的紀錄。

5.6 稽核單位應主動稽查任何非法或違反道德行為準則之行為。

5.7 糾正或檢舉違反本準則情事，是維護同仁、公司及股東權益之行為，凡經查證屬實者，將依公司相關規定予以適當之獎勵。

5.7.1 鼓勵呈報任何非法或違反道德行為準則之行為，並訂定具體檢舉制度且允許匿名檢舉，接受呈報窗口為：520@alitech.com。

5.7.2 從業人員於懷疑或發現有違反法令規章或道德行為準則之情事時，應透過呈報管道，並提供足夠資訊。

5.7.3 對於舉發任何違反從業道德準則或舞弊之行為和參與的調查過程之本公司人員，公司將給予保護以避免遭受不公平的報復或對待。

5.8 懲處及救濟

5.8.1 違反從業道德準則，除所獲取之各項不正當利益應由法務部門向主管機關主張追繳或協助返還被索取人或公司外，並依公司相關規定，提報員工懲戒委員會。

5.8.2 從業人員違反從業道德準則或有舞弊情事時，從業人員之直屬主管有下列情形者，亦應提報員工懲戒委員會：

- 因督導不週，致所屬人員發生違反從業道德準則者。
- 明知所屬人員有違反從業道德準則，而予以庇護或不予舉發者。

5.8.3 從業人員違反從業道德準則或有舞弊情事時，各項業務之驗收人、證明人或審查人員有下列情形者，亦應提報員工懲戒委員會：

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- 因職務上之疏忽，未發現同仁違反從業道德準則者。
- 明知所驗收、證明、審查之業務內容，有違反從業道德準則，而不予舉發者。

5.8.4 主動告知違反從業道德準則之處理：

- 從業人員有違反從業道德準則之事實，於公司未發現或發現但未完整知悉違反事實時，主動告知主管、法務單位或公司者，得於提報員工懲戒委員會時，建議其考量前述情事而減輕或免除其處分。
- 集體違反從業道德準則者，對首位主動告知人員，以及對公司發現違反從業道德準則情事有顯著而實質的幫助的人員，得於提報員工懲戒委員會時，建議其考量前述情事而減輕或免除其處分。

5.9 於特殊情況下，擬豁免董事或經理人遵守本準則時，必須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，俾利股東評估是否適當，以維護公司權益。

5.10 任何有關本準則或法令之要求相關之問題，可向本公司稽核單位或法務單位提出。

—END—

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1. Purpose of Adoption

This Employee Code of Ethics is adopted for the purpose of encouraging employees of the Company to act in line with ethical standards.

2. Applicable scope

All employees of the Company and its subsidiaries, and the group companies and organizations including any foundation to which the Company's directly or indirectly accumulated contribution of funds exceeds fifty percent of its total funds received, and other institutions or juristic persons which are substantially controlled by the Company (hereinafter referred to as "Group Companies and Organizations").

3. Relevant definitions:

3.1 "Employees" means persons who conduct business for the Company under the mandatory, employment, service or other legal relationship, including directors, employees and managers.

3.2 "Employee ethics" means the standards or principles generally recognized by the society that must be followed in conducting business. Two aspects of employee ethics that the Company particularly emphasizes and the examples of important conducts are stated as follows:

3.2.1 Be loyal to duties and not to pursue personal gains:

- To perform duties in the spirits of honesty, rigor, and dedication.
- Not to be involved in any illegal or improper activities
- Not to cause damage to reputation of the Company
- Not to use the information of the Company or customers in violation of laws and regulations and the Company's policies and procedures for protection of confidential information, not to pursue personal gains, and not to cause damage to rights and interests of the Company or customers.
- Should assure the confidentiality of business information while performing duties.
- To keep confidential all confidential information relating to the Company or customers.
- To retain complete records of business and operation.
- To respect business assets and intellectual properties of the Company, customers and cooperation partners.
- To prepare and retain the Company's documents and records in compliance with relevant laws and regulations, and to assure the integrity, fairness and accuracy of contents of the documents and records.

3.2.2 To prevent from conflicts of interests

- Should recuse from any conflict of personal interest and the Company's

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interest that might be caused.

- Not to participate in any activity or relationship that might prejudice to occupational royalty or professional judgment or instigate others to do so.
- May not request, accept or offer any present or hospitality that might prejudice to occupational royalty or professional judgment.
- May not request, accept or offer any form of bribery.

3.3 “Managers” means the chief executive officer, president, chief financial officer, vice president or above level, and accounting officer.

3.4 “Officers” generally means all professional persons engaging in management duties who are of the level of managers or above.

3.5 “Relatives” means the spouse and relatives within the second degree of kinship of an employee.

4. Procedure for enforcement

4.1 With consent of the audit committee, this Code shall be enforced after adoption by the board of directors. The same procedure shall apply to the amendment hereto.

4.2 This Code shall be disclosed on the Company’s website, annual report, prospectus and on MOPS. The same disclosure method shall apply to the amendment hereto.

5. Management requirements

5.1 The Company encourage and support all employees to comply with employee ethics in their good faith. The compliance with employee code of ethics shall not be confined to laws and regulations; self-discipline is the essential of the compliance; and self-judgment should be made without violating norm. If an employee is not sure whether his/her conduct or position in the circumstance conform to the Company’s employee code of ethics, he/she shall examine its legitimacy according to the following principles:

5.1.1 Will the disclosure of such relationship or conduct cause negative affection on the reputation of the Company?

5.1.2 Will such relationship or conduct be generally interpreted as causing affection on fair performance of duties or professional judgment?

5.2 The Company requires all employees to comply with employee ethics in their good faith, and specifically requires employees to comply with corresponding employee ethics under the following circumstances.

5.2.1 Employees should prevent from insider trading, and should comply with the relevant regulatory requirements of Securities and Exchange Act and the Company’s policies and procedures as adopted for the compliance with laws and regulations. An employee may not engage in trading of relevant securities if he/she has access to material insider information of the Company.

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- 5.2.2 Employees should make their best efforts to increase legitimate interests that may be acquired by the Company.
- 5.2.3 Employees should handle company affairs in objective and efficient manners.
- 5.2.4 Employees should assure that tangible and intangible assets of the Company are efficiently used to the extent of lawful operation.
- 5.2.5 Employees should perform their obligations of protecting tangible or intangible assets of the Company, and should assure they are efficiently, lawfully and properly used for the company affairs, and protect assets of the Company from theft, negligence or waste.
- 5.2.6 If the service, equipment, facility, goods or other resource of the Company must be used for business requirement, proper authorization thereof must be obtained in advance.
- 5.2.7 Employees should assure that intellectual property rights are assets to be respected and protected. Employees must correctly protect these valuable assets at least in accordance with the directive requirements of the Company. If an employee has any doubt, he/she should consult with his/her officer or the legal affair department for directive opinion. Officers of various levels should remind and advise employees of the Company to pay attention to the issues and requirements in connection with intellectual property rights.
- 5.2.8 Employees should conduct various businesses in good faith, and faithfully record all transactions and retain complete business and operation records.
- 5.2.9 When performing their duties, employees should assure the confidentiality of business information, and the ethics of respecting business information of the Company, customers and cooperation partners.
- 5.2.10 Before engaging in the business, investment or relevant activity that might constitute conflict of interests with the Company, employees should disclose details thereof to the director, president or officer, and should submit the explanation of the potential conflict of interests to the audit unit or the operation management department.
- 5.2.11 If the conflict of interests might emerge, for example, part-time job at non-affiliate or negotiating or making transaction for themselves or their relatives, employees should recuse themselves therefrom.
- 5.3 The Company further specifically requires employees for the inactions under the following circumstance to prevent from the violation of employee ethics.
- 5.3.1 To prevent from conflict of interests
- Employees may not take advantage of their positions in the Company to obtain improper benefits for either themselves or their spouses or relatives within the second degree of kinship. If the above said persons and the

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affiliates at which they work make transactions with the Company including loaning of funds, provision of guarantees, material asset transactions or purchase (sale) of goods, relevant employees of the Company should proactively disclose details thereof and explain the potential conflict of interests with the Company to the Company, director, president or officer, in order to prevent from conflict of interest.

- Employees may not have any act that might convey resources or benefits of the Company to themselves or their relatives and friends.
- Employees may not pursue personal gains or favor or injure others by use of confidential or insider information.
- Employees may not have any act that might convey resources or benefits of the Company to themselves or their relatives and friends.
- Employees may not engage in above illegal activities or conducts through agents, cooperation partners or other representatives.
- Employees may not take advantage of participation in various examinations, ratings or selections of suppliers to affect impartial determination.
- Employees may not seek or accept loans from the Company or request the Company to provide debt guarantees for themselves or their family members.

5.3.2 Not to pursue personal gains

- Not to take advantage of their position in the company to obtain improper benefits for either themselves or their spouse or relatives within the second degree of kinship.
- Employees may not use any account that is opened or maintained at a bank or any third institution in the name of or used by themselves or their family members to transact accounting affairs with the Company, customers, supplier or agents.
- Employees may not directly or indirectly seek for opportunities to obtain improper benefits for themselves or others by using the Company's property or information or taking advantage of their positions.
- Employees may not directly or indirectly seek for improper benefits for themselves or others and obtain benefits therefrom by using the Company's property or information or taking advantage of their positions.
- Employees may not make private agreements with customers, suppliers or agents to directly or indirectly seek for the opportunities of improper benefits for themselves or others, or to obtain benefits therefrom.
- Employees may not compete with the Company or cause others to compete with the Company in improper manner.

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5.4 Presents and business hospitality

- 5.4.1 Employees are absolutely prohibited from asking for or offering to accept bribe, rebate or other improper benefit in any manner.
- 5.4.2 Employees may not accept or give any present, cash gift or hospitality from or to suppliers, contractors, customers and persons of various sectors (including government agency) having relevant business with the Company, beyond the extent of normal business relationship.
- 5.4.3 If necessary for the purpose of maintenance and promotion of normal business relationship, presents may be given to the persons of relevant business. While accepting presents or hospitality from vendors related to the Company, employees should pay attention to the following matters:
- Employees and their relatives within the second degree of kinship are strictly prohibited to accept present or hospitality of value exceeding NT\$ 3,000 or other equivalent currency or accept any cash or other property in disguised form (e.g. gift certificate, check, stock etc.) from vendors.
 - If above things cannot be refused or returned to vendors, employees should hand over such things to the Company's employee welfare committee for centralized handling thereof.
 - If the present or hospitality is received due to Force Majeure or its value is subsequently found exceeding NT\$ 3,000 or other equivalent currency, such fact shall be reported to their direct officers and shall be notified to the audit unit at the same time.
 - If it is required to present gifts to relevant business persons for the maintaining of proper business relation, the present should conform to the "rules for handling gift for celebration or funeral" and should imprinted with logo of the Company if possible.
 - Acceptance or arrangement of any business hospitality shall conform to "rules for entertainment expenses and presentation of gifts" and general practice of business decorum. Lavish or frequent presents leading to large or unnecessary expenditures should be refrained.

5.5 Intentional concealment or disguise

- 5.5.1 When processing documents of the Company, an employee may not fabricate false or misleading statements or records.
- 5.5.2 An employee may not intentionally conceal or disguise the actual transaction status of the Company.
- 5.5.3 An employee may not destroy, alter or fabricate the records in connection with the investigation, litigation or related legal settlement procedures.

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5.6 The audit unit shall proactively audit any illegal conduct or any violation of codes of ethical conduct.

5.7 Rectifying or whistle-blowing the violation of this Code is the conduct to maintain rights and interests of colleagues, the Company and shareholders. If it is found true upon verification, an appropriate reward will be awarded according to relevant regulations of the Company.

5.7.1 Encouraging the report of the illegal conduct or the violation of codes of ethical conducts, and establishing concrete whistle-blowing system, and allowing anonymous whistle-blowing. The window for accepting report is: 520@alitech.com.

5.7.2 If an employee suspects or finds any event of violation of laws and regulations or the codes of ethical conduct, he/she shall report such event through the reporting channel, and provide sufficient information.

5.7.3 The Company will protect employees of the Company who reported the conducts of violation of employee code of ethics or the malpractices and who participated in the process of investigation from unfair reprisals or treatments.

5.8 Disciplines and remedies

5.8.1 In case of violation of employee code of ethics, the legal affairs department shall claim to the competent authority for surrender of various improper benefit obtained or assist in returning such benefit to the person or company being asked for, and in addition thereto, such case shall be reported to the employee disciplinary committee in accordance with relevant regulations of the Company.

5.8.2 In the event of the violation of employee code of ethics or the malpractice committed by an employee, the direct superior officer of such employee who has any of the following circumstances shall also be reported to the employee disciplinary committee:

- The violation of employee code of ethics of his/her subordinate employee was resulted from his/her faulty supervision.
- He/she knew the violation of employee code of ethics committed by his/her subordinate employee, but shelters or fails to report such violation.

5.8.3 In the event of the violation of employee code of ethics or the malpractice committed by an employee, the inspection person, certifying person or examining person for various businesses who has any of the following circumstances shall also be reported to the employee disciplinary committee:

- He/she failed to found the violation of employee code of ethics committed by a colleague due to occupational negligence.
- He/she knew that the business contents being inspected, certified or examined violate the employee code of ethics, but fails to report such violation.

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5.8.4 Handling of proactive notification of violation of employee code of ethics:

- If an employee, who has the fact of violation of employee code of ethics, proactively notify his/her superior officer, legal affairs unit or the Company before the Company finds such fact of violation or the Company has found but is not fully aware of such fact, when the case is reported to the employee disciplinary committee, it may be suggested to reduce or exempt from the discipline on him/her by taking the above circumstance into consideration.
- In the event of collective violation of employee code of ethics, the first person who proactively notify the violation and person who notable and substantially help the Company in finding the violation of employee code of ethics, may be suggested for reduction of or exemption from the discipline when the case is reported to the employee disciplinary committee.

5.9 Under special circumstance, the proposal of exemption for directors or managers from compliance with this Code shall be adopted by a resolution of the board of directors, and the information on the date on which the board of directors adopted the exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of the exemption be disclosed without delay on the MOPS, in order that the shareholders may evaluate the its appropriateness to maintain rights and interests of the Company.

5.10 Any problem about this Code or regulatory requirements may be submitted to the audit unit or legal affair unit of the Company.

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