

Techcential International Ltd	Remuneration Committee Charter	Document No.: TIL/RC
		Effective Date : 5 Dec 16
特昇國際股份有限公司	薪資報酬委員會組織規程	Revision No : 1
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第一條

為健全本公司董事、監察人及經理人薪資報酬制度，爰依「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」（以下簡稱「薪酬委員會職權辦法」）第三條之規定，訂定本薪資報酬委員會組織規程（以下簡稱「組織規程」），以資遵循。

第二條

本公司薪資報酬委員會（以下簡稱本委員會）之職權相關事項，除法令或章程另有規定者外，應依本組織規程之規定。

第三條

本公司應將本組織規程之內容置於本公司網站及公開資訊觀測站，以備查詢。

第四條

本委員會之職能，係以專業客觀之地位，就本公司董事、監察人及經理人之薪資報酬政策及制度予以評估，並向董事會提出建議，以供其決策之參考。

第五條

本委員會成員人數為三人，由董事會決議委任之，其中一人為召集人。本委員會成員之專業資格與獨立性，應符合薪酬委員會職權辦法第五條及第六條之規定。

第六條

本委員會成員之任期與委任之董事會屆期相同。本委員會之成員因故解任，致人數不足三人者，應自事實發生之日起算三個月內召開董事會補行委任。

第七條

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。但有關監察人薪資報酬建議提交董事會討論，以監察人薪資報酬經公司章程訂明或股東會決議授權董事會辦理者為限：

- 一、定期檢討本規程並提出修正建議。
- 二、訂定並定期檢討本公司董事、監察人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。

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三、定期評估本公司董事、監察人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。

本委員會履行前項職權時，應依下列原則為之：

一、確保公司之薪資報酬安排符合相關法令並足以吸引優秀人才。

二、董事、監察人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。

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。

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。

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。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、監察人及經理人酬金一致。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。

第八條

本委員會每年召開四次，召集時應載明召集事由，於七日前通知委員會成員。但有緊急情事者，不在此限。

本委員會成員有獨立董事三人參與，並由全體成員推舉獨立董事擔任召集人及會議主席；召集人請假或因故不能召集會議，由其指定委員會之其他獨立董事代理之；委員會無其他獨立董事時，由召集人指定委員會之其他成員代理之；該召集人未指定代理人者，由委員會之其他成員推舉一人代理之。

第九條

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。本委員會召開時，公司應設簽名簿供出席成員簽到，並供查考。本委員會之成員應親自出席委員會，如不能親自出席，得委託其他成員代理出席；以視訊參與會議者，視為親自出席。

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本委員會成員委託其他成員代理出席委員會時，應於每次出具委託書，且列舉召集事由之授權範圍。第三項代理人，以受一人之委託為限。

第十條

本委員會為決議時，應有全體成員二分之一以上同意。表決時如經委員會主席徵詢無異議者，視為通過，其效力與投票表決同。前項表決之結果，應當場報告，並作成紀錄。

第十一條

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：

- 一、會議屆次及時間地點。
- 二、主席之姓名。
- 三、成員出席狀況，包括出席、請假及缺席者之姓名與人數。
- 四、列席者之姓名及職稱。
- 五、紀錄之姓名。
- 六、報告事項。
- 七、討論事項：各議案之決議方法與結果、委員會成員之反對或保留意見。
- 八、臨時動議：提案人姓名、議案之決議方法與結果、委員會之成員、專家及其他人員發言摘要、反對或保留意見。
- 九、其他應記載事項。

本委員會簽到簿為議事錄之一部分；以視訊會議召開者，其視訊影音資料亦為議事錄之一部分。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委員會成員，並應呈報董事會及列入公司重要檔案，且應保存五年；議事錄之製作及分發，得以電子方式為之。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。

第十二條

本委員會基於第七條所定職權之決議事項，或依第十三條第二項決議委任專業人員等之後續執行工作，得授權召集人或委員會其他成員續行辦理，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。

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第十三條

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。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。

第十四條

本組織規程經董事會通過後施行，修正時亦同。

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Article 1

To ensure a sound system for compensation of the directors, supervisors and managerial officers of this Corporation, this Remuneration Committee Charter (hereinafter, "this Charter") is adopted pursuant to Article 3 of the 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 (hereinafter, "the Regulations").

Article 2

Except as otherwise provided by law or regulation or by the articles of incorporation, matters in connection with the official powers of the Remuneration Committee (hereinafter, "the Committee") shall be handled in accordance with this Charter.

Article 3

This Corporation shall upload the content of this Charter to its website and the Market Observation Post System (MOPS) for public reference.

Article 4

The functions of the Committee are to professionally and objectively evaluate the policies and systems for compensation of the directors, supervisors, and managerial officers of this Corporation, and submit recommendations to the board of directors for its reference in decision making.

Article 5

The Committee shall consist of 3 members appointed by resolution of the board of directors. One of the members shall serve as convener. The professional qualifications and degree of independence of the members of the Committee shall meet the requirements set out in Articles 5 and 6 of the Regulations.

Article 6

The term of the Committee members shall be the same as that of the board of directors by whom they were appointed. When a member of the Committee is dismissed for any reason, resulting in there being less than three members, a board meeting to make a new appointment shall be held within 3 months from the date of occurrence.

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Article 7

The Committee shall exercise the care of a good administrator to faithfully perform the following duties and present its recommendations to the board of directors for discussion. However, recommendations regarding compensation for supervisors may be submitted to the board of directors for discussion only when the board of directors is expressly authorized to resolve on that matter by the articles of incorporation or by a resolution of the shareholders meeting:

1. Periodically reviewing this Charter and making recommendations for amendments.
2. Establishing and periodically reviewing the annual and long-term performance goals for the directors, supervisors, and managerial officers of this Corporation and the policies, systems, standards, and structure for their compensation.
3. Periodically assessing the degree to which performance goals for the directors, supervisors, and managerial officers of this Corporation have been achieved, and setting the types and amounts of their individual compensation.

The Committee shall perform the duties under the preceding paragraph in accordance with the following principles:

1. Ensuring that the compensation arrangements of this Corporation comply with applicable laws and regulations and are sufficient to recruit outstanding talent.
2. Performance assessments and compensation levels of directors, supervisors, and managerial officers shall take into account the general pay levels in the industry, the time spent by the individual and their responsibilities, the extent of goal achievement, their performance in other positions, and the compensation paid to employees holding equivalent positions in recent years. Also to be evaluated are the reasonableness of the correlation between the individual's performance and this Corporation's operational performance and future risk exposure, with respect to the achievement of short-term and long-term business goals and the financial position of this Corporation.
3. There shall be no incentive for the directors or managerial officers to pursue compensation by engaging in activities that exceed the tolerable risk level of this Corporation.
4. For directors and senior managerial officers, the percentage of bonus to be distributed based on their short-term performance and the time for payment of any variable compensation shall be decided with regard to the characteristics of the industry and the nature of this Corporation's business.
5. No member of the Committee may participate in discussion and voting when the Committee is deciding on that member's individual compensation.

"Compensation" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay,

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allowances or stipends of any kind, and other substantive incentive measures. Its scope shall be consistent with the compensation for directors, supervisors, and managerial officers as set out in the Regulations Governing Information to be published in Annual Reports of Public Companies.

If the decision-making and handling of any matter relating to the remuneration of directors and managerial officers of a subsidiary is delegated to the subsidiary but requires ratification by the board of directors of this Corporation, the Committee shall be asked to make recommendations before the matter is submitted to the board of directors for deliberation.

Article 8

Meetings of the Committee shall be held at least 2 times a year. In convening a meeting of the Committee, a notice setting forth the subjects to be discussed at the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened on shorter notice.

Among the Committee members there are 1 independent directors. One of the independent directors shall be elected by all members the Committee as the convener and meeting chair. If the convener takes leave or is unable to convene a meeting for any reason, the convener shall appoint another independent director on the Committee to act in his or her place. If there is no other independent director on the Committee, the convener shall appoint another Committee member to act on his or her behalf. If the convener does not make such an appointment, a member of the Committee shall be elected by and from among the other members on the Committee to serve as convener.

Article 9

The Committee’s meeting agenda shall be drafted by the convener. Other members may submit motions to the Committee for discussion.

Meeting agendas shall be forwarded to the Committee members in advance. When a meeting of the Committee is held, an attendance book shall be made available for sign-in by the Committee members in attendance and thereafter made available for reference.

The Committee members shall attend the meeting in person. If a member is unable to attend the meeting in person, the member may appoint another member to attend as his or her proxy. Attending a meeting via telecommunications will be deemed attendance in person.

A member of the Committee that appoints another member as proxy to attend a meeting shall in each instance issue a written proxy stating the scope of authorization

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with respect to the items on the meeting agenda. The proxy under paragraph 3 may accept a proxy from one person only.

Article 10

Resolutions at meetings of the Committee shall be adopted with the consent of one half or more of the entire membership. When a matter comes to a vote at a Committee meeting, if upon inquiry by the meeting chair no member voices an objection, the matter will be deemed approved, with the same effect as approval by vote. The result of the vote under the preceding paragraph shall be made known immediately and recorded in writing.

Article 11

Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

1. The session, time, and place of the meeting.
2. The name of the meeting chair.
3. Attendance of the Committee members at the meeting, specifying the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: For each proposal, the method of resolution and the result, and any objections or reservations expressed by the Committee members.
8. Extraordinary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; and any objections or reservations expressed.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee; if the meeting is held via telecommunications, the audio and video materials also constitute part of the meeting minutes. The minutes of each meeting of the Committee shall bear the signature or seal of both the meeting chair and the minute taker. A copy of the minutes shall be distributed to each member on the Committee within 20 days after the meeting, and shall be presented to the board of directors and retained as important corporate records for 5 years. The meeting minutes may be produced and distributed in electronic form.

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If, before the expiration of the retention period under the preceding paragraph, any litigation arises in connection with any matter relating to the Committee, the meeting minutes shall be preserved until the conclusion of the litigation.

Article 12

The execution of tasks relating to resolutions adopted by the Committee in accordance with its duties under Article 7, or subsequent work resolved to be delegated to professionals pursuant to Article 13, paragraph 2, may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

Article 13

When the Committee calls a meeting, it may request directors, managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of this Corporation to attend the meeting as non-voting participants and to provide pertinent and necessary information. The Committee may, at the expense of this Corporation, resolve to retain the service of an attorney, certified public accountant, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

Article 14

This Charter and any amendments hereto, shall enter into force after adoption by the board of directors.