

## 董事會成員落實多元化情形

### (一) 董事會成員多元化政策

依本公司「董事選舉辦法」規定，本公司董事之選任，應考量董事會之整體配置。董事會成員組成應考量多元化，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，宜包括但不限於以下二大面向之標準：

- 一、基本條件與價值：性別、年齡、國籍及文化等。
- 二、專業知識技能：專業背景（如法律、會計、產業、財務、行銷或科技）、專業技能及產業經驗等。

董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下：

- 一、營運判斷能力。
- 二、會計及財務分析能力。
- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。

### (二) 董事會多元化政策達成情形

依本公司之「公司治理實務守則」第 20 條第 3 項規定：董事會成員應普遍具備執行職務所必須之知識、技能及素養。為達到公司治理之理想目標，董事會整體應具備之能力如：一、營運判斷能力；二、會計與財務分析能力；三、經營管理能力；四、危機處理能力；五、產業知識；六、國際市場觀；七、領導能力；八、決策能力。

職稱	姓名	國籍	性別	年齡區間			核心能力						
				31 至 40	41 至 50	51 至 60	營運判 斷能力	會計與 財務分 析能力	經營管 理能力	危機處 理能力	產業知識	國際市 場觀	領導能 力

董事	黃凱斌	馬來西亞	男	✓	-	-	✓	✓	✓	✓	✓	✓	✓	✓
董事	黃凱傑	馬來西亞	男	✓	-	-	✓	-	✓	✓	✓	✓	✓	✓
董事	廖偉全	台灣	男	-	-	✓	✓	✓	✓	✓	✓	✓	-	✓
董事	張明煌	台灣	男	✓	-	-	✓	✓	✓	✓	✓	✓	-	✓
獨立董事	周志遠	台灣	男	-	✓	-	✓	✓	✓	✓	✓	✓	✓	✓
獨立董事	黃啟瑞	台灣	男	✓	-	-	✓	✓	✓	✓	✓	✓	-	✓
獨立董事	鄭貝川	馬來西亞	男	-	-	✓	✓	-	✓	✓	✓	✓	✓	✓

(三)董事會多元化具體管理目標及達成情形如下：

管理目標	達成情形
兼任公司經理人之董事不逾董事席次三分之一	已達成
適足多遠之專業知識與技能	已達成
獨立董事席次逾董事席次三分之一	已達成
董事會成員中至少包含一位女性董事	未達成

## **Board Members Implement Diversity**

### **(1) Board Diversity Policy**

The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

1. The ability to make judgments about operations.
2. Accounting and financial analysis ability.
3. Business management ability.
4. Crisis management ability.
5. Knowledge of the industry.
6. An international market perspective.
7. Leadership ability.
8. Decision-making ability.

### **(2) Implementation of Board Diversity Policy**

(A) Ability to make operational judgements; (B) Ability to perform accounting and financial analysis; (C) Ability to conduct management administration; (D) Ability to conduct crisis management; (E) Knowledge of the industry; (F) An international market perspective; (G) Ability to Lead; (H) Ability to make policy decisions.

Title	Name	Nationality	Gender	Age			Core competence								
				31~40	41~50	51~60	(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	
Director	Eng Kai Pin	Malaysia	M	✓	-	-	✓	✓	✓	✓	✓	✓	✓	✓	✓
Director	Eng Kai Jie	Malaysia	M	✓	-	-	✓	-	✓	✓	✓	✓	✓	✓	✓
Director	Liao Wei Chuan	R.O.C	M	-	-	✓	✓	✓	✓	✓	✓	✓	✓	-	✓
Director	Chang Ming Huang	R.O.C	M	✓	-	-	✓	✓	✓	✓	✓	✓	✓	-	✓
Independent Director	Chou Chih Yuan	R.O.C	M	-	✓	-	✓	✓	✓	✓	✓	✓	✓	✓	✓
Independent Director	Huang Chi Jui	R.O.C	M	✓	-	-	✓	✓	✓	✓	✓	✓	✓	✓	✓
Independent Director	Tay Puay Chuan	Malaysia	M	-	-	✓	✓	-	✓	✓	✓	✓	✓	-	✓

(3) The specific management objectives of the diversity of the board of directors and their achievement are as follows :

Management Perspective	Achievement
The number of directors who also serve as company managers shall not exceed one-third of the number of directors	achieved
Professional knowledge and skills	achieved
The number of independent directors exceeds one third of the number of directors	achieved
Board members include at least one female director	unaccomplished