

薪資報酬委員會

本公司之薪資報酬委員會委員計 3 人，本屆委員任期：2022 年 6 月 29 日至 2025 年 6 月 28 日，任期三年。此委員會主要是檢視公司的董事與經理人之績效、員工獎酬相關的訂定與執行情形。

本公司薪資報酬委員會成員專業資格與經驗如下：

職稱	姓名	專業資格與經驗
獨立董事	鄭貝川	獨立董事鄭貝川為馬來西亞國籍。鄭獨董擁有英國倫敦大學法律榮譽學士學位，係一名在職律師，並為 Tay Puay Chuan & Co. 律師樓創辦人。
獨立董事	周志遠	獨立董事周志遠先生為台灣籍，畢業於長榮大學會計系學士。目前為健成會計師事務所所長。
獨立董事	黃啟瑞	獨立董事黃啟瑞先生為台灣籍，畢業於私立淡江大學會計系學士。目前為旭正聯合會計師事務所會計師。

最近年度(2022 年度) 截止 2023 年 5 月 31 日止，薪資報酬委員會共開會 5 次，所有委員均親自出席。第二屆及第三屆分別開會 1 次及 4 次，委員資格及出席情況如下：

職稱	姓名	實際列席次數	委託出席次數	實際出席率 (%)	備註
第三屆薪資報酬委員會成員					
召集人	鄭貝川	5	0	100%	2022.06.29 連任
委員	周志遠	4	0	100%	2022.06.29 新任
委員	黃啟瑞	4	0	100%	2022.06.29 新任
第二屆薪資報酬委員會成員					
委員	溫立璋	1	0	100%	2019.06.27 解任
委員	廖偉全	1	0	100%	2019.06.27 連任 2022.06.29 選任董事

註：本公司於民國111年6月29日改選董事(含獨立董事)並於111年6月29日就任，改選前薪資報酬委員會召開2次，改選後薪資報酬委員會召開4次。

薪資報酬委員會之決議內容與結果：

日期	重要決議		獨立董事意見
22/03/2022	1	通過 2021 年度員工及董事酬勞分派情形	無意見
08/07/2022	1	推選薪資報酬委員會之召集人及會議主席	無意見
	2	訂定獨立董事周志遠之每月固定報酬	無意見
	3	訂定獨立董事黃啟瑞之每月固定報酬	無意見
	4	訂定獨立董事鄭貝川之每月固定報酬	無意見

	5	通過 2022 年度 1 月-6 月董事、經理人績效獎金(預估數)及薪酬調整案	無意見
09/11/2022	1	通過 2022 年度 7 月-12 月董事、經理人績效獎金(預估數)案	無意見
21/03/2023	1	通過 2022 年度員工及董事酬勞分派情形	無意見
11/05/2023	1	通過 2023 年全年董事、經理人績效獎金(預估數)及薪酬調整案	無意見

Remuneration Committee

The term of the Remuneration Committee commences from June 29, 2022 and ends on June 28, 2025.

Details of the professional qualifications and experience of the Remuneration Committee are:

Title	Name	Professional qualifications and experience
Independent Director	Tay Puay Chuan	Tay Puay Chuan is a Malaysian citizen. He holds a Bachelor of Laws with Honours from the University of London, UK; is a lawyer in service; and is the founder of Tay Puay Chuan & Co.
Independent Director	Chou Chih Yuan	Mr. Chou Chih Yuan is a Taiwanese. He graduated from the Chang Jung Christian University, Bachelor of Accounting. He is a Founder of J & C Certified Public Accountant currently.
Independent Director	Huang Chi Jui	Mr. Huang Chi Jui is a Taiwanese. He graduated from the Tamkang University, Bachelor of Accounting. He is a Favorable Business Partner CPAs currently.

For the current fiscal year (2022) ending May 31, 2023, the Compensation Committee held a total of 5 meetings, with all members in attendance. The 2nd and 3rd term meeting held 1 and 4 meetings respectively. The attendance of Remuneration Committee is as below:

Title	Name	Number of Actual Attendance	Number of Delegate Attendance	Rate of Actual Attendance (%)	Note
3rd Term of the Remuneration Committee Members					
Independent Director	Tay Puay Chuan	5	0	100%	2022.06.29 Re-elected
Independent Director	Chou Chih Yuan	4	0	100%	2022.06.29 New
Independent Director	Huang Chi Jui	4	0	100%	2022.06.29 New
2nd Term of the Remuneration Committee Members					
Independent Director	Oun Lek Wee	1	0	100%	2019.06.27 Dismissal
Independent Director	Liao Wei Chuan	1	0	100%	2019.06.27 Elected 2022.06.29 Elected as Director

Note: The company re-elected directors (including independent directors) on June 29, 2022. The Audit Committee convened twice before the re-election and 4 times after the re-election.

The important resolutions of the Remuneration Committee:

Date	The important Resolutions	The opinions of independent directors

22/03/2022	1	The Distribution of 2021 Employee and Director remuneration.	No opinion
08/07/2022	1	Select the convener of the Remuneration Committee and the chairman of the meeting.	No opinion
	2	Fix monthly remuneration for Independent Director, Chou Chih Yuan.	No opinion
	3	Fix monthly remuneration for Independent Director, Huang Chi Jui.	No opinion
	4	Fix monthly remuneration for Independent Director, Tay Puay Chuan.	No opinion
	5	The proposal of “Performance assessments and salary adjustment of Directors and managerial officers” for the year 2022 Jan– June.	No opinion
09/11/2022	1	Performance assessments of Directors and managerial officers for the year 2022 July– December.	No opinion
21/03/2023	1	The Distribution of 2022 Employee and Director remuneration.	No opinion
11/05/2023	1	The proposal of “Performance assessments and salary adjustment of Directors and managerial officers” for the year 2023.	No opinion