

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：2025年6月29日至2028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(2024年度)截止2025年5月31日止，薪資報酬委員會共開會4次，所有委員均親自出席。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
召集人	鄭貝川	4	0	100%	2022.06.29 連任 2025.06.29 連任
委員	周志遠	4	0	100%	2022.06.29 新任 2025.06.29 連任
委員	黃啟瑞	4	0	100%	2022.06.29 新任 2025.06.29 連任

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
15/03/2024	1	通過 2023 年度員工及董事酬勞分派情形	無意見
23/08/2024	1	通過本公司 112 年限制員工權利新股發放建議案	無意見
11/11/2024	1	修訂本公司「董事及經理人薪資酬勞辦法」部分條文案	無意見
	2	通過 2024 年度董事、經理人績效獎金(預估數)案	無意見
14/03/2025	1	通過 2024 年度員工及董事酬勞分派情形	無意見
	2	通過 2025 年度經理人績效獎金(預估數)及薪酬調整案	無意見

Remuneration Committee

The term of the Remuneration Committee commences from June 29, 2025 and ends on June 28, 2028.

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 (2024) ending May 31, 2025, the Compensation Committee held a total of 4 meetings, with all members in attendance. The attendance of Remuneration Committee is as below:

Title	Name	Number of Actual Attendance	Number of Delegate Attendance	Rate of Actual Attendance (%)	Note
Independent Director	Tay Puay Chuan	4	0	100%	2022.06.29 Re-elected 2025.06.29 Re-elected
Independent Director	Chou Chih Yuan	4	0	100%	2022.06.29 New 2025.06.29 Re-elected
Independent Director	Huang Chi Jui	4	0	100%	2022.06.29 New 2025.06.29 Re-elected

The important resolutions of the Remuneration Committee:

Date	The important Resolutions		The opinions of independent directors
15/03/2024	1	Distribution of 2023 Employee and Director remuneration.	No opinion
23/08/2024	1	The 2023 proposal of issuance of Restricted Stock Awards.	No opinion
11/11/2024	1	Amend “Management of Performance Appraisal of Directors and Managers”.	No opinion
		Performance assessments of Directors and managerial officers for the year 2024.	No opinion
14/03/2025	1	The Distribution of 2024 Employee and Director remuneration.	No opinion