



บริษัท จินปาว พรีซิชั่น อินดัสทรี จำกัด  
JINPAO PRECISION INDUSTRY CO.,LTD.

## JINPAO PRECISION INDUSTRY CO. LTD.

文件類別	文件名稱	生效日期	26 <sup>th</sup> Mar 2015
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### 第一條 Article 1

為建立誠信經營之企業文化及健全發展，特訂定本守則。本守則適用範圍及於子公司、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）。For the purpose of establishing an integrity management of the corporate culture and sound development, the Company set this Code specifically. The scope of application of this Code is prevailed for the Group of companies and organizations (hereinafter referred to as the Group enterprises and organizations) which have accumulated more than 50% of the Group's subsidiaries and other entities or entities with substantial control capability in the subsidiaries, directly or indirectly.

### 第二條 Article 2

本公司及集團企業與組織之董事、獨立董事、經理人、受僱人、受任人或具有實質控制能力者(以下簡稱實質控制者)，於從事商業行為之過程中，不得直接或間接提供、承諾、要求或收受任何不正當利益，或做出其他違反誠信、不法或違背受託義務等不誠信行為，以求獲得或維持利益（以下簡稱不誠信行為）。前項行為之對象，包括公職人員、參政候選人、政黨或黨職人員，以及任何公、民營企業或機構及其董事（理事）、經理人、受僱人、實質控制者或其他利害關係人。The directors, independent directors, managers, employee, be appointed persons or persons with substantial control (hereinafter referred to as the substantial controller) of the Company and the Group's enterprises and organizations shall not be provided directly or indirectly in the course of engaging in commercial conduct, Promise, require or accept any improper benefit, or make other breach of good faith, unlawful or breach of fiduciary duties and other acts of dishonesty in order to obtain or maintain the interests (hereinafter referred to as dishonesty). The aforesaid persons are including governors, political candidates, political party, political party' s employee, as well as any public, private enterprise or institution and its directors (supervisors), managers, employees, substantial controllers or other interested parties.

### 第三條 Article 3

本守則所稱利益，其利益係指任何有價值之事物，包括任何形式或名義之金錢、餽贈、佣金、職位、服務、優待、回扣等。但屬正常社交禮俗，且係偶發而無影響特定權利義務之虞時，不在此限。The interests of this Code which means any valuable thing, including any form or nominate of money, gifts, commissions, positions, services, preferential treatment, rebates and so on, but excluding a normal social customs, and sporadic without affecting the specific rights and obligations of the risk.

### 第四條 Article 4

本公司遵守公司法、證券交易法、商業會計法、政治獻金法、貪污治罪條例、政府採購法、公職人員利益衝突迴避法、上市相關規章或其他商業行為有關法令，以作為落實誠信經營之基本前提。The Company complies with the Company Law, the Securities and Exchange Act, the Commercial Accounting Law, the



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Political Contribution Law, the Corruption Crime Ordinance, the Government Procurement Law, the Public Interests Avoidance Law, the relevant regulations or other business conduct laws etc as to be the basic premise.

### 第五條 Article 5

本公司本於廉潔、透明及負責之經營理念，制定以誠信為基礎之政策，並建立良好之公司治理與風險控管機制，以創造永續發展之經營環境。The Company base in clean, transparent and responsible business philosophy to develop in good faith-based policy, and to establish of a good corporate governance and risk control mechanisms in order to create a sustainable development of the business environment.

### 第六條 Article 6

本公司依前條之經營理念及政策，於守則中清楚且詳盡地訂定防範不誠信行為方案（以下簡稱防範方案），包含作業程序、行為指南及教育訓練等。上市上櫃公司訂定防範方案，應符合公司及其集團企業與組織營運所在地之相關法令。本公司於訂定防範方案過程中，宜與員工、工會或其他代表機構之成員協商，並與相關利益團體溝通。In accordance with the business philosophy and policy of the preceding paragraph, the Company has clearly and detail set out the plan for the prevention of dishonesty (hereinafter referred to as the prevention plan) in the Code, including the operating procedures, the conduct guide and relevant education training. Listed company on the OTC or Stock Exchange Market has to set up preventive programs, should be consistent with its group enterprises' and hosting company' s the relevant laws and regulations. The Company shall, in consultation with the employees, trade unions or other representative bodies, communicate with the relevant interest groups in the process of formulating such prevention plan.

### 第七條 Article 7

本公司訂定防範方案時，應分析營業範圍內具較高不誠信行為風險之營業活動，並加強相關防範措施。本公司訂定防範方案至少應涵蓋下列行為之防範措施：When the Company proposes to prevent the program, it shall analyze the business activities with high risk of dishonesty in the business scope and strengthen the relevant preventive measures. The Company shall establish a precautionary measure that shall cover at least the following actions:

1. 行賄及收賄。To bribe and be bribed.
2. 提供非法政治獻金。Provide illegal political contributions.
3. 不當慈善捐贈或贊助。Improper charitable donation or sponsorship.
4. 提供或接受不合理禮物、款待或其他不正當利益。Provide or accept unreasonable gifts, entertainment or other improper benefits.

### 第八條 Article 8



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本公司及集團企業與組織於規章及對外文件中明示誠信經營之政策，董事會與管理階層應承諾積極落實，並於內部管理及外部商業活動中確實執行。The Board of Directors and the management of the Company and the Group shall, in accordance with the policies and regulations governing the operation of good faith in the Memorandum, Article of Association and external documents, shall undertake to actively implement them and carry out them in the internal management and external business activities.

### 第九條 Article 9

本公司應以公平與透明之方式進行商業活動。本公司於商業往來之前，應考量代理商、供應商、客戶或其他商業往來交易對象之合法性及是否有不誠信行為紀錄，宜避免與有不誠信行為紀錄者進行交易。本公司與他人簽訂契約，其內容宜包含遵守誠信經營政策及交易相對人如涉及不誠信行為，得隨時終止或解除契約之條款。The Company shall conduct business activities in a fair and transparent manner. Before the business dealings, the Company should consider the legality of the agents, suppliers, customers or other commercial transactions and whether there is any record of dishonesty, and it is advisable to avoid dealing with an entity that has any dishonesty record. The Company shall enter into a contract with others, and its contents shall include provisions that comply with the integrity of the business policy and the transaction relative to any person who may be involved in dishonesty and may terminate or cancel the contract at any time.

### 第十條 Article 10

本公司及集團企業與組織之董事、獨立董事、經理人、受僱人、受任人或實質控制者，於執行業務時，不得直接或間接提供、承諾、要求或收受任何形式之不正當利益，包括回扣、佣金、疏通費或透過其他途徑向客戶、代理商、承包商、供應商、公職人員或其他利害關係人提供或收受不正當利益。但符合營運所在地法律者，不在此限。The directors, independent directors, managers, employees, contractors or substantial controllers of the Company and the Group's enterprises and organizations shall not, directly or indirectly, provide, promise, demand or accept any form of improper interest in the execution of the business, Including rebates, commissions, dredging fees, or through other means to provide or receive undue benefits to customers, agents, contractors, suppliers, public officials or other interested parties. But in line with the operation of the local law, not in this limit.

### 第十一條 Article 11

本公司及集團企業與組織之董事、獨立董事、經理人、受僱人、受任人或實質控制者，對政黨或參與政治活動之組織或個人直接或間接提供捐獻，應符合政治獻金法及公司內部相關作業程序，不得藉以謀取商業利益或交易優勢。The directors and independent directors, managers, employees, persons or substantial controllers of the Company and the Group shall, directly or indirectly, contribute to the political parties or organizations or individuals involved in political activities, The company's internal operating procedures, not to seek commercial interests or trading advantages.



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### 第十二條 Article 12

本公司及集團企業與組織之董事、獨立董事、經理人、受僱人、受任人或實質控制者，對於慈善捐贈或贊助，應符合相關法令及內部作業程序，不得為變相行賄。The directors, independent directors, managers, employees, contractors or substantial controllers of the Company and the Group's enterprises and organizations shall not be allowed to bribe for the charitable donation or sponsorship and shall comply with the relevant laws and internal procedures.

### 第十三條 Article 13

本公司及集團企業與組織之董事、獨立董事、經理人、受僱人、受任人或實質控制者，不得直接或間接提供或接受任何不合理禮物、款待或其他不正當利益，藉以建立商業關係或影響商業交易行為。The directors, independent directors, managers, employees, persons or substantial controllers of the Company and the Group's enterprises and organizations shall not directly or indirectly provide or accept any unreasonable gifts, entertainment or other improper interests in order to establish business relations or affect business transactions.

### 第十四條 Article 14

本公司之董事會應盡善良管理人之注意義務，督促公司防止不誠信行為，並隨時檢討其實施成效及持續改進，確保誠信經營政策之落實。本公司指定稽核室為專責單位（以下簡稱本公司專責單位），隸屬於董事會，辦理本手則之修訂、執行、解釋、諮詢服務暨通報內容登錄建檔等相關作業及監督執行，主要職掌下列事項，並定期向董事會報告：The board of directors of the Company shall make good care of the obligations of the management and urge the Company to prevent the act of dishonesty and to review its implementation results and continuous improvement to ensure the implementation of the integrity management policy. The Company appoints the audit section the responsible unit (hereinafter referred to as the responsible unit of the Company), which is subordinated to the board of directors and handles the revision, execution, explanation, consultation service, relevant processes of informing, uploading, filing the contents, supervision of implementation and regularly report to the Board:

一、協助將誠信與道德價值融入公司經營策略，並配合法令制度訂定確保誠信經營之相關防弊措施。To assist in the incorporation of integrity and ethical values into the company's business strategy and to formulate laws and regulations to ensure that integrity management of the relevant anti-fraud measures.

二、訂定防範不誠信行為方案，並於各方案內訂定工作業務相關標準作業程序及行為指南。To establish a program for the prevention of dishonesty and to set up a standard operating procedures and conduct guidelines for job operations within the various programs.

三、規劃內部組織、編制與職掌，對營業範圍內較高不誠信行為風險之營業活動，安置相互監督制衡機制。Planning internal organization, preparation and responsibilities, resettlement supervision and checks and balances mechanism against to the business activities which explored in the scope of high risk non-integrity,.





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四、誠信政策宣導訓練之推動及協調。The promotion and coordination of the propaganda training of honesty policy.

五、規劃檢舉制度，確保執行之有效性。Planning the whistleblower system to ensure the effectiveness of the implementation.

六、協助董事會及管理階層查核及評估落實誠信經營所建立之防範措施是否有效運作，並定期就相關業務流程進行評估遵循情形，作成報告。To assist the board of directors and the management in checking and assessing the effectiveness of the precautionary measures established by the integrity management and to conduct regular reports on the assessment of the relevant business processes.

### 第十五條 Article 15

本公司及集團企業與組織之董事、獨立董事、經理人、受僱人、受任人或實質控制者於執行業務時，應遵守法令規定及防範方案。The directors, independent directors, managers, employees, contractors or substantial controllers of the Company and the Group's enterprises and organizations shall abide by the provisions of the Act and the precautionary scheme.

### 第十六條 Article 16

本公司制定防止利益衝突之政策，並提供適當管道供董事與經理人主動說明其與公司有無潛在之利益衝突。本公司董事、獨立董事、經理人及其他出席或列席董事會之利害關係人對董事會所列議案，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。董事間亦應自律，不得相互支援。本公司董事及經理人不得藉其在公司擔任之職位，使其自身、配偶、父母、子女或任何他人獲得不正當利益。The Company has formulated a policy of prevention conflict-interests and provided appropriate channels for directors and managers to take the initiative to explain their potential conflicts of interest with the Company. The directors, independent directors, managers and other interested parties attending or attending the board meeting are interests involved in the motions listed on the meeting which benefits involved to their own or their representatives, then shall indicate the important contents of their interest in the agenda of the meeting, If it is harmful to the interests of the company, shall not be included in the discussion and voting, and discussion and voting should be avoided, and shall not act on behalf of other directors to exercise their voting rights. Directors should also be self-disciplined and have to support each other. The directors and managers of the Company shall not, by virtue of their positions in the Company, obtain unlawful interests to benefit themselves, their spouses, parents, children or any other person.

### 第十七條 Article 17



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本公司就具較高不誠信行為風險之營業活動，應建立有效之會計制度及內部控制制度，不得有外帳或保留秘密帳戶，並應隨時檢討，俾確保該制度之設計及執行持續有效。本公司內部稽核人員應定期查核前項制度遵循情形，並作成稽核報告提報董事會。The Company shall establish an effective accounting system and an internal control system with respect to the business activities with high risk of dishonesty. No external account or secret account shall be kept and shall be reviewed at all times so as to ensure that the design and implementation of the system will continue to be effective. The internal auditors of the Company shall regularly check the compliance with the aforesaid system and submit the audit report to the board of directors.

### 第十八條 Article 18

本公司依第六條規定訂定作業程序及行為指南，具體規範董事、經理人、受僱人及實質控制者執行業務應注意事項，其內容至少應涵蓋下列事項：The Company shall, in accordance with Article 6, establish operational procedures and conduct guidelines to specify the matters that should be taken by the directors, managers, employees and substantial controllers, shall include at least the following matters:

- 1.提供或接受不正當利益之認定標準。The Criteria of Identification to receive/provide improper benefits.
- 2.提供合法政治獻金之處理程序。The processing procedures of providing political contributions legally
- 3.提供正當慈善捐贈或贊助之處理程序及金額標準。The standard procedures and amounts of providing the proper charitable donation or sponsorship.
- 4.避免與職務相關利益衝突之規定，及其申報與處理程序。The rule of avoid the interests conflict related to jobs, and its reporting and handling procedures.
- 5.對業務上獲得之機密及商業敏感資料之保密規定。The confidentiality rule of confidential and commercially sensitive information obtained in respect of business.
- 6.對涉有不誠信行為之供應商、客戶及業務往來交易對象之規範及處理程序。The norms and procedures for dealing with suppliers, customers and business transactions involving misconduct.
- 7.發現違反企業誠信經營守則之處理程序。The handing procedures of founding a violation of corporate integrity management rules.
- 8.對違反者採取之紀律處分。Disciplinary action against the violator.

### 第十九條 Article 19

本公司及集團企業與組織定期對董事、獨立董事、經理人、受僱人、受任人或實質控制者舉辦教育訓練與宣導，並邀請與公司從事商業行為之相對人參與，使其充分瞭解公司誠信經營之決心、政策、防範方案及違反不誠信行為之後果。本公司將誠信經營政策與員工績效考核及人力資源政策結合，設立明確有效之獎懲制度。The Company and the Group's enterprises and organizations conduct educational training and publicity on directors, independent directors, managers, employees, contractors or substantial controllers on a regular basis and invite the relative participation of the Company in engaging in commercial conduct so as to



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fully understand The integrity of the company's business determination, policy, to prevent programs and violations of the consequences of dishonesty. The Company shall integrate the business policies, staff performance appraisal and human resources policy, establish a clear and effective reward and punishment system.

### 第二十條 Article 20

本公司鼓勵內部及外部人員檢舉不誠信行為或不當行為，提供正當檢舉管道，並對於檢舉人身分及檢舉內容確實保密。本公司明訂違反誠信經營規定之懲戒與申訴制度，並即時於公司內部網站揭露違反人員之職稱、姓名、違反日期、違反內容及處理情形等資訊。The Company encourages internal and external personnel to whistle-blow misconduct or dishonesty behaviors, provide proper whistleblower channel and keep the identity of the prosecutor and the contents of the report confidential. The Company stipulates clearly violate the disciplinary and appeal system in the business integrity regulations and immediately exposes violator's information such as the title, the date happened, the content of the violation and the handling of the situation.

本公司於公司網站及內部網站建立並公告內部獨立檢舉信箱、專線或委託其他外部獨立機構提供檢舉信箱、專線，供本公司內部及外部人員使用。檢舉人應至少提供下列資訊：The Company has to establish and announce an internal/independent mail box, special line for whistleblower or commissioned by other external independent agencies to provide the mail box and dedicated line for internal and external use of the Company on the Company's website and internal website. The whistleblower should provide at least the following information:

一、檢舉人之姓名、身分證號碼即可聯絡到檢舉人之地址、電話、電子信箱。The name, identity card number of the whistleblower, together with the address, telephone and e-mail so that be available to contact.

二、被檢舉人之姓名或其他足資識別被檢舉人身分特徵之資料。The name or other personal information of the suspect that can be identified or found.

三、可供調查之具體事證。Specific evidence be available to investigate the matter.

本公司處理檢舉情事之相關人員應以書面聲明對於檢舉人身分及檢舉內容予以保密，本公司並承諾保護檢舉人不因檢舉情事而遭不當處置。The Company shall, in writing, declare to keep the whistleblower's identity and the contents of the matter confidential, and the Company is committed to protecting the whistleblower from improper disposal of the prosecution.

並由本公司專責單位依下列程序處理：And shall be handled by the Company's specific responsible unit in accordance with the following procedures:

一、檢舉情事涉及一般員工者應呈報至部門主管，檢舉情事涉及董事或高階主管，應呈報至獨立董事或監察人。The prosecution involves the general staff who should be reported to the department head, the



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## JINPAO PRECISION INDUSTRY CO. LTD.

文件類別	文件名稱	生效日期	26 <sup>th</sup> Mar 2015
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prosecution case involving the director or senior supervisor, should be reported to the independent director or supervisor.

二、本公司專責單位及前款受呈報之主管或人員應即刻查明相關事實，必要時由法規遵循或其他相關部門提供協助。The in-charge of specific responsible unit or the head of correspondent department shall immediately identify and check the relevant facts and, if necessary, can ask for assistances out of regulatory compliance or other relevant departments.

三、如經證實被檢舉人確有違反相關法令或本公司誠信經營政策與規定者，應立即要求被檢舉人停止相關行為，並為適當之處置，且必要時透過法律程序請求損害賠償，以維護公司之名譽及權益。If it is confirmed that the suspect has violated the relevant laws and regulations or the company's integrity management policies and regulations, the suspect should be immediately asked to stop the relevant behavior, and to be treatment appropriately, and if necessary, through legal procedures to request damages in order to maintain the company reputation and interests.

四、檢舉受理、調查過程、調查結果均應留存書面文件，並保存五年，其保存得以電子方式為之。保存期限未屆滿前，發生與檢舉內容相關之訴訟時，相關資料應續予保存至訴訟終結止。The reception of whistle-blow, the investigation process and the survey results should be retained in written documents, and save for five years, available in a preservation of electronic way. If any litigation is occurred related to the case, such relevant information should be kept until the suit case closed.

五、對於檢舉情事經查證屬實，應責成本公司相關單位檢討相關內部控制制度及作業程序，並提出改善措施，以杜絕相同行為再次發生。The relevant units shall review the relevant internal control system and operating procedures and make improvement measures to prevent recurrence of the same behavior once the violation confirmed .

六、本公司專責單位應將檢舉情事、其處理方式及後續檢討改善措施，向董事會報告。The Company's response unit shall report to the Board of Directors on the circumstances of the prosecution, their handling and follow-up review and improvement measures.

### 第二十一條 Article 21

本公司於公司網站、年報及公開說明書揭露本公司誠信經營守則執行情形。The Company disclosed the implementation of the Company's Code of Practice on the Company's website, annual report and prospectus.

### 第二十二條 Article 22

本公應隨時注意國內外誠信經營相關規範之發展，並鼓勵董事、經理人及受僱人提出建議，據以檢討改進公司訂定之誠信經營守則，以提昇公司誠信經營之成效。The Company should always pay attention to the development of the relevant norms of integrity management at home and abroad, and encourage directors,





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managers and servants to make recommendations to review the company to improve the integrity of the business code to enhance the effectiveness of the company's business integrity.

**第二十三條 Article 23**

本守則經董事會通過後實施，修正時亦同。This Code is implemented once the adoption of the Board of Directors, and the same in case of any amendment.

本守則于董事會討論時，應充分考量各獨立董事之意見，並將其反對或保留之意見，於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。In the course of discussion by the Board Meeting, the views and opinions of the independent directors shall be taken into account and written in the minutes of the board of directors. If the independent director is unable to attend the board of directors in person to express their opinions of opposition or retention, he/she shall be issued a letter in advance and shall be set out in the minutes of the board of directors.