

Procedures for the Prevention of Insider Trading

防範內線交易管理準則

1.0 Goals 目標

2014 年 11 月 7 號第一版

In order to reinforce the prevention of insider trading, these procedures are hereby established upon the resolution of the Board of Directors

為加強本公司防制內線交易，爰經董事會決議訂定本準則，以茲遵循。

2.0 Scope of application 本準則適用之範圍

These procedures are applicable to any matters regarding the prevention of insider trading

本準則適用於任何與防範內線交易相關之事項。

3.0 Definition 定義

3.1 Stock affairs unit: refers to the internal audit department of the company

股務單位：係指本公司稽核室。

3.2 Stock affairs agency: refers to the entity concluding the stock affairs agency agreement with the company

股務代理機構：係指與本公司簽訂股務代理契約之機構。

3.3 Managerial officers: refers to the scope of managers mentioned in the certificate Tai-Tsai-Cheng III No. 092001301 issued by the Securities and Futures Commission, MOF on March 27, 2003

經理人：係指依財政部證券暨期貨管理委員會 92 年 3 月 27 日台財證三字第 0920001301 號所

稱經理人適用範圍：

3.3.1 General manager and persons in equivalent level 總經理及相當等級者。

3.3.2 Vice President and persons in equivalent level 副總經理及相當等級者。

3.3.3 Directors and persons in equivalent level 協理及相當等級者。

3.3.4 Chief of Financial Department 財務部門主管。

3.3.5 Chief of Accounting Department 會計部門主管。

3.3.6 Other persons who are authorize to manage and sign for the company

其他有為公司管理事務及簽名權利之人。

3.4 Insiders 內部人：

3.4.1 A director, supervisor, and/or managerial officer of the company, and/or a natural person designated to exercise powers as a representative pursuant to Article 27, paragraph 1 of the Company Act.

本公司之董事、監察人、經理人及依公司法第 27 條第 1 項規定受指定代表行使職務之自然人。

3.4.2 Shareholders holding more than ten percent of the company's shares

持有本公司之股份超過 10% 之股東。

3.5 Applicable subjects 適用對象：

3.5.1 A director, supervisor, and/or managerial officer of the company, and/or a natural person designated to exercise powers as a representative pursuant to Article 27, paragraph 1 of the Company Act.

本公司之董事、監察人、經理人及依公司法第 27 條第 1 項規定受指定代表行使職務之自然人。

3.5.2 Shareholders holding more than ten percent of the company's shares

持有本公司之股份超過 10% 之股東。

3.5.3 Any person who has learned information by means of an occupational or controlling relationship, including the managerial officers of the company's subsidiaries

基於職業或控制關係獲悉消息之人，含本公司之子公司經理人。

3.5.4 A person who, though no longer among those listed in the preceding three subparagraphs, has only revoke of status within the last six months.

喪失前三款身份後，未滿六個月者。

3.5.5 Any person who has learned information from any of the persons named in the preceding four subparagraphs

從前四款所列之人獲悉消息之人。

A person and his/her spouse, minor children of the person specified in articles 3.5.6, 3.5.1, and 3.5.2

and holds shares in the names of other persons who, though no longer among those listed in preceding three subparagraphs, have only revoke of status within the last six months.

3.5.6 3.5.1 條及 3.5.2 條所列人員其配偶、未成年子女及利用他人名義持有者，其於身份喪失後未滿六個月者，亦同。

Procedures for the Prevention of Insider Trading 防範內線交易管理準則

4.0 Responsible units 權責單位

4.1 Stock affairs unit: refers to the internal audit department of the company

股務單位：本公司稽核室。

4.2 Persons who are entitled to publicize the material information: the Accounting Department, Financial Department, general administration, and Audit Office

有對外公開重大訊息權限人員：會計部、財務部、總管理處、稽核室。

5.0 Risks evaluation 風險評估

5.1 Insider trading would hinder the sound development of the securities market and may cause damage to investors

違反內線交易，將有礙證券市場健全的發展，並可能造成投資人之損害。

5.2 Those who commit insider trading shall be responsible for criminal and civil liabilities.

違反內線交易者，將負刑事及民事責任。

6.0 Control points 控制點

6.1 The control point of trading time 買賣時間控制點

6.1.1 Securities trading: upon actually knowing any information that will have a material impact on the price of the securities of persons specified in article 3.5 of these procedures, after the information is made definite, and prior to the public disclosure of such information, or within 18 hours after its public disclosure, such persons shall not purchase or sell, in the person's own name or in the name of another, shares of the company that are listed on an exchange or an over-the-counter market, or any other equity-type security of the company.

有價證券之買賣：本管理準則 3.5 條所列人員於實際知悉公司有重大影響其股票價格之消息

時，在該消息明確後，未公開前或公開後十八小時內，不得對本公司之上市或在證券商營業處所買賣之股票或其他具有股權性質之有價證券，自行或以他人名義買入或賣出。

6.1.2 Non-equity corporate bond trading: upon actually knowing any information that will have a material impact on the price of the securities of persons specified in article 3.5 of these procedures, after the information is made definite, and prior to the public disclosure of such information, or within 18 hours after its public disclosure, such persons shall not purchase or sell, in the person's own name or in the name of another, non-equity corporate bonds that are listed on an exchange or an over-the-counter market.非股權性質公司債之買賣：本管理準則 3.5 條所列人員於實際知悉公司有重大影響其支付本息能力之消息時，在該消息明確後，未公開前或公開後十八小時內，不得對該公司之上市或在證券商營業處所買賣之非股權性質之公司債，自行或以他人名義賣出。

6.2 Maintenance and review of insider information 內部人資料之維護及檢核

6.2.1 Establishing and maintaining insider information of the company

建立並維護公司內部人資料檔案。

6.2.2 Filing the shareholding status of insiders monthly

每月將內部人持股情形建檔。

6.2.3 Reviewing monthly whether there is abnormal shareholding of insiders

每月檢視內部人持股情形是否異常。

6.2.4 Discussing abnormalities with relevant units in a timely manner

發現異常時應及時與相關單位商討處理方式。

6.2.5 Whether the shares trading of insiders is announced and disclosed properly pursuant to laws and regulations

內部人持股交易是否依法令規範適當公告及揭露。

6.3 Personnel and information management 人員及資訊管理：

6.3.1 The company shall compile and file the shares transfers of directors, supervisors, and managerial officers pursuant to article 25 of the Securities and Exchange Act, and file prior reports in accordance with subparagraph 2 of paragraph 1 of article 22-2 of the Securities and Exchange Act.

公司之董事、監察人及經理人持股轉讓依照證券交易法第 25 條事後申報及證券交易法第 22-2 條第 1 項第 2 款之規定事前申報。

6.3.2 Provide the directors, supervisors, and managerial officers of the company with information regarding relevant laws as appropriate

適時對公司之董事、監察人及經理人提供相關法令之教育宣導資訊。

6.3.3 All disclosures made externally shall be approved by the authorized officers 對外之公告揭露事項均經權責主管簽核後才予以對外公告。

6.4 Definition of internal material information: where there is information involved with finances, company business, market supply and demand for said securities, or offers of public tender that will have material impact on stock prices or the decisions of normal investors, the scope shall be governed by the “Regulations governing the scope of the information, the means of its disclosure, and related matters as set forth in paragraphs 5 and 6 of article 157-1 of the Securities and Exchange Act”內部重大訊息之範圍界定：涉及公司之財務、業務或對該證券之市場供求、公開收購，其具體內容對其股票價格有重大影響，或對正常投資人之投資決定有重要影響之消息，範圍以「證券交易法第 157-1 條第 5 項及第 6 項重大消息範圍及公開方式管理辦法」所規定者為準。

7.0 Operational procedures 作業程序

7.1 These procedures are managed in accordance with the Financial Supervisory Commission ROC (Taiwan) 「Guidelines for Establishment of Internal Control Systems by Public Companies」with other regulations and supplementary provisions; and in accordance to the company's management approach to process the 「Procedures for the Prevention of Insider Trading」 依據行政院金融監督管理委員會「公開發行公司建立內部控制制度處理準則」等規章及其補充規定，與本公司訂定之管理辦法「防範內線交易管理準則」辦理相關作業辦理。

7.2 建立及維護公司內部人及其配偶、未成年子女資料檔案及持股資料，每月 5 日前由股務單位將內部人及其配偶、未成年子女提供之「內部人向公司申報持股變動情形申報書」進行彙整

後，再填製股務代理機構相關表格，交股代機構辦理持股異動資料公告申報事宜，並提供自公開資訊觀測站列印之「股權變動表」予股務單位。

The stockholders referred to in the preceding paragraph shall file, by the fifth day of each month, a report with the issuer of the changes in the number of shares they held during the preceding month. The issuer shall compile and file this report of changes with the Competent Authority by the fifteenth day of each month. The Competent Authority may order an issuer to publicly announce such information, should it deem the measure necessary.

7.3 The stock affairs agency will automatically review the shareholdings of insiders via the announcement system. Where abnormal information is evident, notify the stock affairs unit immediately, and the stock affairs unit shall discuss handling of the situation with relevant units.

股務代理機構於公告申報作業中，由公告系統自動檢核內部人持股情形，若發現異常訊息出現，應即通知股務單位，股務單位應及時與相關單位商討處理方式。

7.4 If the expected shares to be transferred by the insider and his/her spouse and minor children exceed 10,000 per exchange day, the “Registration Form of Expected Stocks Transfers by Insiders of Issuers [Centralized Exchange Market or Over-the-Counter Market] shall be filed and reported to the stock affairs agency and competent authority in advance. For failure to report in advance or afterward, the correction and remedy procedures shall be taken as appropriate.

若內部人及其配偶、未成年子女每一交易日合計預計轉讓持股超過 10,000 股，則應事前填寫

「公司內部人預定轉讓持股申報書【集中交易市場或證券商營業處所】」向股務代理機構及主管機關進行事前申報。若發生未於事前及事後申報情形時，應採取適當之更正及糾正措施。

7.5 The announcement of internal material information shall not be carried out until it is approved by an authorized officer.

內部重大訊息之公告均需經權責主管簽核後方能對外公告。

7.6 The management of internal documents and information of the company shall follow “IT Information Control Procedure” of the company and related standards. For financially related information, customers, order information, and information on technological developments which might concern insider trading pursuant to laws or due to disclosure of information, relevant company information shall not be announced externally or disclosed without approval.

公司內部各項文件及資訊之管理，應依本公司「資訊管理程序」及相關準則辦理，相關財務資

訊、客戶及訂單資訊、技術研發資訊等，依照法規規定或因資料外洩而有內線交易疑慮者，未經過許可，不得任意對外宣佈或者洩漏相關公司資訊。

7.7 Unless there is provision provided by laws or regulations otherwise, the internal material information of the company shall be handled by the spokesperson or deputy spokesperson, and the sequence of proxy must be confirmed. The Chairman of the company may handle this directly if necessary.

本公司內部重大資訊之揭露，除法律或法令另有規定外，應由本公司發言人或代理發言人處理，並應確認代理順序；必要時，得由本公司負責人直接負責處理。

7.8 The speech of the spokesperson and deputy spokesperson of the company shall be subject to authorization. Except for the Chairman, spokesperson, and deputy spokesperson of Kee Song Bio-Technology Holdings Limited, the personnel of the company shall not externally disclose internal material information without authorization.

本公司發言人及代理發言人之發言內容應以本公司授權之範圍為限，且除本公司其祥生物科技控股有限公司負責人、發言人及代理發言人外，本公司人員，非經授權不得對外揭露內部重大資訊。

7.9 As for determining the scope of internal material information, the Securities Exchange Act and related laws and orders, as well as the regulations of the Taiwan Stock Exchange Corporation or Gre Tai Securities Market shall be taken into consideration. 於判斷內部重大訊息之範圍時，應考量證券交易法及相關法律、命令暨臺灣證券交易所或證券櫃檯買賣中心相關規章。

8.0 Provide educational information to directors, supervisors, and managerial officers as appropriate. In addition, the statement of acknowledging insider-related laws shall be signed within five days from the date of assuming post. The company shall retain the original statements and the copies of statements of directors and supervisors shall be submitted via letter to Gre Tai Securities Market within ten days of assuming their posts for the purpose of record keeping.

對董事、監察人及經理人應適時提供教育宣導。並於其就任起五日內簽署確知內部人相關法令聲明書，並留存備查，其中董事及監察人之聲明書影本應於就任之日起十日內函送財團法人中華民國證券櫃檯買賣中心備查。

8.1 The company shall establish and maintain files of insiders and report to the competent authority by the deadline in the manner stipulated. For changes of directors, supervisors, managerial officers, and shareholders holding more than ten percent of shares, such insiders and their related parties (including the spouse, minor children of the insider, and shares held in the names of other persons), reporting the information shall be handled within two days from the occurrence of the fact (“new (discharged) insider reporting system”).

本公司應建立與維護內部人之資料檔案，並依規定期限及方法向主管機關申報。本公司董事、監察人、經理人及持有股份超過百分之十的股東等內部人及其關係人(包括內部人之配偶、未成年子女及受內部人利用其名義持有股票者)異動時，應於事實發生後二日內辦理資訊申報(「內部人新(解)任即時申報系統」)。

8.2 The revision procedures of these procedures

本準則之修訂程序

8.3 These procedures may be revised upon the approval of the Board of Directors of the proposal submitted by the audit office.

本準則得由稽核室提案經董事會同意修正之。