

VHQ MEDIA HOLDINGS LTD	32.CORPORATE GOVERNANCE PRINCIPLES	Document No. : 32 VHQ/RCC
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Chapter 1 General Principles

第一章 總則

1. VHQ Co., Ltd. (herein referred to as the "Company") has hereby determined the Corporate Governance Principles (herein referred to as the "Principles") in accordance with the "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies" drafted by the Taiwan Stock Exchange Corporation (herein referred to as "TWSE") and GreTai Securities Market in order to establish a sound corporate governance system.

1. 威馳克媒體集團股份有限公司(以下簡稱「本公司」)為建立良好之公司治理制度，參照臺灣證券交易所股份有限公司(以下簡稱「證券交易所」)及財團法人中華民國證券櫃檯買賣中心制定之「上市上櫃公司治理實務守則」爰訂定「公司治理實務守則」(以下簡稱「本守則」)以資遵循。

2. In addition to complying with relevant laws, regulations and articles of incorporation, the corporate governance system established by the Company shall follow the following principles:

- Establish an effective corporate governance framework.
- Protect the rights and interests of shareholders.
- Strengthen the powers of the board of directors.
- Fulfill the function of independent director.
- Respect the rights and interests of stakeholders.
- Enhance information transparency.
- Ensure management discipline

2. 本公司建立公司治理制度，除應遵守法令及章程之規定外，應依下列原則為之：

- 建置有效的公司治理架構。
- 保障股東權益。
- 強化董事會職能。
- 發揮獨立董事功能。
- 尊重利害關係人權益。
- 提昇資訊透明度。

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- 確保管理階層紀律。

3. The Company shall follow the Criteria Governing Establishment of Internal Control System by Public Reporting Companies(herein referred to as the "Criteria of Internal Control System ") and take into consideration the overall operational activities of itself and its subsidiaries in establishing an effective internal control system, and review it at all times, in order to keep up with the dynamics of environment inside and outside the Company and ensure that the design and enforcement of the system remain effective.

The adoption or amendment to internal control system shall be submitted to the board of directors for approval by resolution; when an independent director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the directors meeting.

In addition to fully performing voluntary reviews of the internal control system by a The Company's board of directors and the management shall review the result of the voluntary reviews of each department and the report of the internal audit department at least annually. Independent director shall also pay attention to and exercise supervision over this matter. Directors and independent director shall periodically hold seminars with the internal auditor with respect to the problems and review of the internal control system, and minutes of which shall be produced.

The Company's management shall pay special attention to the internal audit department and its personnel, fully empower them and urge them to conduct audits effectively, evaluate problems of the internal control system and assess the efficiency of operations to ensure that such system can be carried out effectively on an on-going basis and may assist the board of directors and the management to perform their duties effectively so as to ensure a sound corporate governance system.

To put the internal control system into effect, strengthen the professional

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abilities of the agent of the internal auditor and to further improve and maintain the quality and implementing result of the audit, the Company shall have a deputy in place for the internal auditing personnel.

The qualification requirements on the internal auditor set out in Article 11, paragraph 3 of Criteria of Internal Control System and Articles 16,

17 and 18 of the same Criteria shall apply mutatis mutandis to the deputy as referred to in the preceding paragraph.

3. 本公司依「公開發行公司建立內部控制制度處理準則」（以下簡稱「內部控制制度處理準則」）之規定，考量本公司及子公司整體之營運活動，建立有效之內部控制制度，並隨時檢討，以因應公司內外環境之變遷，俾確保該制度之設計及執行持續有效。內部控制制度之訂定或修正提董事會決議通過；獨立董事如有反對意見或保留意見，於董事會議事錄載明。

本公司除確實辦理內部控制制度之自行檢查作業外，董事會及管理階層至少每年檢討各部門自行檢查結果及稽核單位之稽核報告，獨立董事並關注及監督之。

董事及獨立董事就內部控制制度缺失檢討每年與內部稽核人員討論，並作成紀錄。本公司管理階層重視內部稽核單位與人員，賦予充分權限，促其確實檢查、評估內部控制制度之缺失及衡量營運之效率，以確保該制度得以持續有效實施，並協助董事會及管理階層確實履行其責任，進而落實公司治理制度。

為落實內部控制制度，強化內部稽核人員代理人專業能力，以提昇及維持稽核品質及執行效果，本公司設置內部稽核人員之職務代理人。

「內部控制制度處理準則」第十一條第三項有關內部稽核人員具備條件、第十六條、第十七條及第十八條之規定，於前項職務代理人準用之。

4. When implementing the corporate governance system, the Company shall take the protection of shareholders rights and interests as ultimate goals and treat all shareholders fairly.

The Company shall establish a corporate governance system which ensures shareholders rights of being fully informed of, participating in and making decisions over important matters of the Company.

4. 本公司執行公司治理制度應以保障股東權益為最大目標，並公平對待所有股東。

本公司應建立能確保股東對公司重大事項享有充分知悉，及依法參與、決定等權利之公司治理制度。

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5. The Company shall convene shareholders meetings in accordance with the Company Law and relevant laws and regulations and provide comprehensive rules for such meetings. The Company shall faithfully implement resolutions adopted by shareholders meetings in accordance with the rules for the meetings. Resolutions adopted by shareholders meetings of the Company shall comply with laws, regulations and articles of incorporation.
5. 本公司應依照公司法及相關法令之規定召集股東會，並制定完備之議事規則，對於應經由股東會決議之事項，須按議事規則確實執行。本公司之股東會決議內容應符合法令及公司章程規定。
6. The board of directors of the Company shall properly arrange the proposals and agenda of shareholders meetings. Shareholders shall be granted reasonable time to deliberate each proposal and afforded an appropriate opportunity to make statements.
6. 本公司董事會應妥善安排股東會議題及程序，股東會應就各議題之進行酌予合理之討論時間，並給予股東適當之發言機會。
7. The Company shall encourage shareholders to actively participate in corporate governance and hold shareholders meetings on the premise of legal, effective and safe proceedings. The Company shall seek all ways and means, including fully exploiting technologies for information disclosure, so as to enhance the attendance rate of shareholders at the shareholders meeting and ensure the exercise of shareholders rights by shareholders at the shareholders meeting in accordance with laws.
7. 本公司應鼓勵股東參與公司治理，並使股東會在合法、有效、安全之前提下召開。本公司應透過各種方式及途徑，並充分採用科技化之訊息揭露方式，藉以提高股東出席股東會之比率，暨確保股東依法得於股東會行使其股東權。
8. The Company shall record minutes of the shareholders meeting in accordance with the Company Act and other applicable laws and regulations. With respect to the election of directors and independent director, the meeting minutes shall record the method of voting adopted therefore and the total number of votes for

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the elected directors or independent director. The shareholders meeting minutes shall be properly and perpetually kept by the Company during legal existence, and fully disclose such meeting minutes on the Company's website.

8. 本公司應依照公司法及相關法令規定記載股東會議事錄。董事、獨立董事之選舉，應載明採票決方式及當選董事、獨立董事之當選權數。股東會議事錄在公司存續期間應永久妥善保存，並在公司網站充分揭露。
9. The chairman of the shareholders meetings shall be fully familiar and comply with the rules governing the proceedings of the shareholders meetings established by the Company. The chairman shall ensure the proper progress of the proceedings of the meetings and may not adjourn the meetings at will. In order to protect the interests of most shareholders, if the chairman declares the adjournment of the meeting in a manner in violation of rules governing the proceedings of the shareholders meetings, the members of the board of directors other than the chairman of the shareholders meeting to promptly assist the attending shareholders at the shareholders meeting in electing a new chairman of the shareholders meeting to continue the proceedings of the meeting, by a resolution to be adopted by a majority of the votes represented by the shareholders attending the said meeting in accordance with the legal procedures.
9. 本公司股東會主席應充分知悉及遵守公司所訂議事規則，並維持議程順暢，不得恣意宣佈散會。為保障多數股東權益，遇有主席違反議事規則宣佈散會之情事者，董事會其他成員宜迅速協助出席股東依法定程式，以出席股東表決權過半數之同意推選一人為主席，繼續開會。
10. The Company shall respect the shareholders rights to know and faithfully comply with the applicable regulations regarding the information disclosure to provide, regularly and timely, the shareholders with information relating to the financial conditions and operations, the insiders' shareholdings, and corporate governance status in the Company by utilizing the Market Observatory Post System or the website established by the Company
10. 本公司應重視股東知的權利，並確實遵守資訊公開之相關規定，將公司財務、業務及內部人持股及公司治理情形，經常且即時利用公開資訊觀測站

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或公司設置之網站提供訊息予股東。

11. The shareholders shall be entitled to profit distributions by the Company. In order to ensure the investment interests of shareholders, the shareholders meeting may, pursuant to Article 184 of the Company Act, examine the statements and books prepared and submitted by the board of directors and the audit reports submitted by the independent director, and may decide, by resolution, profit distributions and deficit off-setting plans. In order to proceed with the above examination, the shareholders meeting may appoint an inspector. The shareholders may, pursuant to Article 245 of the Company Act, apply with the court to select an inspector in examining the accounting records and assets of the Company. The board of directors, independent director and managers of the Company shall fully cooperate in the examination conducted by the inspectors in the aforesaid two paragraphs without any obstruction, rejection or circumvention.
11. 本公司股東有分享公司盈餘之權利。為確保股東之投資權益，本公司股東會得依公司法第一百八十四條之規定查核董事會造具之表冊、獨立董事之報告，並決議盈餘分派或虧損撥補。本公司股東會執行前揭查核時，得選任檢查人為之。股東得依公司法第二百四十五條之規定聲請法院選派檢查人，檢查公司業務帳目及財產情形。本公司之董事會、獨立董事及經理人對於前二項檢查人之查核作業應充分配合，不得有妨礙、拒絕或規避行為。
12. In entering into material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, the Company shall proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders meeting so as to protect the interests of the shareholders. The relevant personnel of the Company handling the matters in the preceding paragraph shall pay attention to the event of conflict of interest and the avoidance from the same.
12. 本公司取得或處分資產、資金貸與及背書保證等重大財務業務行為，應依相關法令規定辦理，並訂定相關作業程式提報股東會通過，以維護股東權益。

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本公司處理前項相關事宜之人員，應注意利益衝突及迴避情事。

13. In order to protect the interests of the shareholders, the Company shall designate personnel exclusively dedicated to handling proposals by, inquiries from, and disputes relating to its shareholders. The Company shall properly deal with matters arising from any action instituted by shareholders pursuant to the applicable laws claiming damage to such shareholders' interests caused by the resolution adopted in shareholders meetings or the board of directors meetings in violation of the applicable laws, regulations or the Company's articles of incorporation, or claiming a breach by directors, independent director or managers of applicable laws, regulations or the Company's articles of incorporation in performing their duties.

13. 為確保股東權益，本公司宜有專責人員妥善處理股東建議、疑義及糾紛事項。本公司之股東會、董事會決議違反法令或公司章程，或董事、獨立董事、經理人執行職務時違反法令或公司章程之規定，致股東權益受損者，公司對於股東依法提起訴訟情事，應妥適處理。

14. The Company shall clearly identify the allocation of its management authorities and responsibilities over personnel, assets and financial matters of affiliated enterprises, and shall conduct risk evaluation and establish appropriate firewalls.

14. 本公司與關係企業間之人員、資產及財務之管理權責應予明確化，並確實辦理風險評估及建立適當之防火牆。

15. According to Article 29 and Article 32 of the Company Law, a manager of the Company who serves as a manager of affiliated enterprises as well shall be decided by a resolution to be adopted by a majority vote of the directors at a meeting of the board of directors attended by at least a majority of the entire directors of the Company. A director, who engages in any transaction for himself or on behalf of another person that is within the scope of the Company's business, shall disclose to the shareholders meeting the material terms of such transaction and obtain its consent.

15. 本公司經理人如有兼任關係企業之經理人，應依公司法第二十九及三十二條規定於董事會中以過半數之董事出席及出席董事過半數同意之決議辦

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理。本公司董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容，並取得其許可。

16. The Company shall establish a sound management system for finance, operations and accounting in accordance with the applicable laws and regulations. Further, together with affiliated enterprises, shall properly conduct an overall risk evaluation of the major banks they are dealing with, their customers and their suppliers, and carry out the necessary control mechanism to reduce credit risks.
16. 本公司應按照相關法令規範建立健全之財務、業務及會計管理制度，並應與關係企業就主要往來銀行、客戶及供應商妥適辦理綜合之風險評估，實施必要之控管機制，以降低信用風險。
17. Where the Company and affiliated enterprises enter into inter-company business transactions, a written agreement governing the relevant financial and business operations between each other shall be made in accordance with the principle of fair dealing and reasonableness. Both parties shall definitively stipulate the terms and conditions of the price and payment terms mechanism, and desist from any transactions that are other than at arm's length. All transactions or contracts made by and between the Company and affiliated persons and shareholders shall follow the principles set forth in the proceeding paragraph and tunneling of profits is strictly prohibited.
17. 本公司與關係企業間有業務往來者，應本於公平合理之原則，就相互間之財務業務相關作業訂定書面規範。對於簽約事項應明確訂定價格條件與支付方式，並杜絕非常規交易情事。本公司與關係人及股東間之交易或簽約事項亦應依照前項原則辦理，並嚴禁利益輸送情事。
18. A corporate shareholder having controlling power over the Company shall comply with the following provisions:
- It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the Company to conduct any business which is contrary to normal business practice or not profitable.

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- Its representative shall follow the rules implemented by the Company with respect to the exercise of rights and participation of resolution, so that at a shareholders meeting, the representative shall exercise his/her voting right for the best interest of all shareholders and in good faith and exercise the fiduciary duty and duty of care of a director or independent director.
 - It shall comply with relevant laws, regulations, and the articles of incorporation of the Company in nominating directors or independent director and shall not act beyond the authority granted by the shareholders meeting or the board meeting.
 - It shall not improperly intervene in corporate policy making or obstruct corporate management activities.
 - It shall not restrict or impede the management or production of the Company by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels.
18. 對本公司具有控制能力之法人股東，應遵守下列事項：
- 對其他股東應負有誠信義務，不得直接或間接使本公司為不合營業常規或其他不利益之經營。
 - 其代表人應遵循本公司所訂定行使權利及參與議決之相關規範，於參加股東會時，本於誠信原則及所有股東最大利益，行使其投票權，並能踐行董事、獨立董事之忠實與注意義務。
 - 對本公司董事及獨立董事之提名，應遵循相關法令及本公司章程規定辦理，不得逾越股東會、董事會之職權範圍。
 - 不得以不當方式干預本公司決策或妨礙經營活動。
 - 不得以壟斷採購或封閉銷售管道等不公平競爭之方式限制或妨礙本公司之生產經營。
19. The Company shall ensure the command at any time of information on the identity of major shareholders, who own a higher percentage of shares and have an actual control over the Company, and its ultimate control persons. The Company shall disclose periodically important information about shareholders holding more than 10 percent of the outstanding shares of the Company relating to the pledge, increase or decrease of share ownership, or other matters that

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may possibly trigger a change in the ownership of their shares. The major shareholder indicated in the first paragraph refers to those who owns 5 percent or more of the outstanding shares of the Company or the shareholding stake thereof is on the top 10 list, provided however that the Company may set up a lower shareholding threshold according to the actual shareholding stake that may control the Company.

19. 本公司應隨時掌握持有本公司股份比例較大以及可以實際控制公司之主要股東及主要股東之最終控制者名單。本公司應定期揭露持有本公司股份超過百分之十之股東有關質押、增加或減少公司股份，或發生其他可能引起股份變動之重要事項，俾其他股東進行監督。第一項所稱主要股東，係指股權比例達百分之五以上或股權比例占前十名之股東，但公司得依其實際控制公司之持股情形，訂定較低之股份比例。
20. The board of directors of the Company shall be responsible to the shareholders meetings. Procedures and arrangement relating to corporate governance shall ensure that, in exercising its authority, the board of directors will comply with laws, regulations, articles of incorporation, and the resolutions of shareholders meetings of the Company. Regarding the structure of the board of directors, the Company shall determine an appropriate number of board members not less than five persons, in consideration of business scale, the shareholding of major shareholders and practical operational needs. The board members shall have the necessary knowledge, skill, and experience for performing their duties. To achieve the ideal goal of corporate governance, the board of directors shall have the following abilities:
- Ability to make operational judgment.
 - Ability to perform accounting and financial analysis.
 - Ability to conduct management administration.
 - Ability to conduct crisis management.
 - Industrial knowledge.
 - International market perspective.
 - Ability to lead.
 - Ability to make decisions.

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20. 本公司之董事會應向股東會負責，有關公司治理制度之各項作業與安排，應確保董事會依照法令、公司章程之規定或股東會決議行使職權。本公司之董事會結構，應就公司經營發展規模及其主要股東持股情形，衡酌實務運作需要，決定五人以上之適當董事席次。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下：
- 營運判斷能力。
 - 會計及財務分析能力。
 - 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。
 - 決策能力。
21. The Company shall establish a fair, just, and open procedure for the election of directors, and adopt the cumulative voting mechanism in order to fully reflect shareholders' views. A spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors of the Company. Where the number of directors falls below five due to the dismissal of director(s) for any reason, the Company shall hold a by-election for director at the next following shareholders meeting. Where the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the Company shall convene a special shareholders meeting within 60 days of the occurrence of that fact for a by-election for director(s). The aggregate shareholding percentage of all of the directors of the Company shall comply with the laws and regulations. Restrictions on the share transfer of each director and the creation, release, or changes of any pledges over the shares held by each director shall be subject to the relevant laws and regulations, and the relevant information shall be fully disclosed.
21. 本公司應制定公平、公正、公開之董事選舉辦法，應採用累積投票制度以充分反應股東意見。本公司董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。董事因故解任，致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達章程所定席次三分之一者，公司應自事實發生之日起六十日內，召開股東臨時會補選之。本公司董事會之全體董事合計持股比例應符合法令規定，各董事股份轉讓之限制、質權之設定或解除及變動情

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形均應依相關規定辦理，各項資訊並應充分揭露。

22. Before the Company convenes a shareholders meeting to re-elect the directors, the qualifications, education, working experience, background and the existence of any other matters set forth in Article 30 of the Company Act with respect to the candidates recommended by shareholders or directors be reviewed in advance and the result thereof be provided to shareholders for their reference, so that qualified directors will be elected.
22. 本公司在召開股東會進行董事改選之前，就董事候選人之資格條件、學經歷背景及有無公司法第三十條所列各款情事等事項，進行事先審查，並將審查結果提供股東參考，俾選出適任之董事。
23. Clear distinctions shall be drawn between the responsibilities and duties of the chairman of the board of the Company and those of its general manager. It would be inappropriate for the chairman to also act as the general manager. If the chairman also acts as the general manager or they are spouses or relatives within one degree of consanguinity, it would be advisable that the number of independent directors be increased.
23. 本公司董事長及總經理之職責應明確劃分。董事長及總經理不宜由同一人擔任。如董事長及總理由同一人擔任或互為配偶或一親等親屬者，則宜增加獨立董事席次。
24. In accordance with the articles of incorporation, the Company's independent directors shall not be less than three in number and should not less than one-fifth of director seats. The Company's independent directors shall be elected via a candidate nomination system; elections shall be held as prescribed in Article 35 of the articles of incorporation. When the number of independent directors falls below the required number due to the dismissal of an independent director for any reason, the Company shall hold a by-election for director at the next following shareholders meeting. Where all independent directors are discharged, the Company shall convene a special shareholders meeting within 60 days of the occurrence of that fact to hold a by-election for independent directors. Independent directors shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on both shareholding

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and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies.

24. 本公司依章程規定，獨立董事不得少於三人，且不得少於董事席次五分之一。本公司獨立董事選舉採候選人提名制度，並依章程第35條規定辦理。獨立董事因故解任，致人數不足第一項或章程規定者，應於最近一次股東會補選之。獨立董事均解任時，公司應自事實發生之日起六十日內，召開股東臨時會補選之。獨立董事於執行業務範圍內應保持獨立性，不得與公司有直接或間接之利害關係；其專業資格、持股與兼職限制、獨立性之認定、提名方式及其他應遵行事項，應依證券交易法、公開發行公司獨立董事設置及應遵循事項辦法及證券交易所相關規定辦理。
25. The following matters shall be submitted to the board of directors for approval by resolution unless approval has been obtained from the competent authority; when an independent director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the directors meeting:
- Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
 - Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
 - A matter bearing on the personal interest of a director or a independent director.
 - A material asset or derivatives transaction.
 - A material monetary loan, endorsement, or provision of guarantee.
 - The offering, issuance, or private placement of any equity-type securities.
 - The hiring or dismissal of a certifying CPA, or the compensation given thereto.
 - The appointment or discharge of a financial, accounting, or internal auditing

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officer.

- Any other material matter so required by the competent authority.
25. 下列事項除經主管機關核准者外，應提董事會決議通過；獨立董事如有反對意見或保留意見，應於董事會議事錄載明：
- 依證券交易法第十四條之一規定訂定或修正內部控制制度。
 - 依證券交易法第三十六條之一規定訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程式。
 - 涉及董事或獨立董事自身利害關係之事項。
 - 重大之資產或衍生性商品交易。
 - 重大之資金貸與、背書或提供保證。
 - 募集、發行或私募具有股權性質之有價證券。
 - 簽證會計師之委任、解任及報酬。
 - 財務、會計或內部稽核主管之任免。
 - 其他經主管機關規定之重大事項。
26. The Company shall stipulate the scope of duties of the independent directors and empower them with manpower and physical support related to the exercise of their power. The Company or other board members shall not restrict or obstruct the performance of duties by the independent directors. The remuneration of the directors shall fully reflect the long-term management performance of the Company, and shall also take the overall operational risks of the Company into consideration. Different but reasonable remuneration from that of other directors may be set forth for the independent directors. The Company, under the articles of incorporation, or by resolution of its shareholders meeting, or by order of the competent authority, sets aside a certain proportion of earnings as special reserve; such allocation shall be made after the allocation of legal reserve and before the distribution of director/independent director compensation and employee bonuses.
26. 本公司應提供獨立董事行使職權之有關人力物力。公司或董事會其他成員，不得限制或妨礙獨立董事執行職務。董事之酬金應充分反映公司長期經營績效，並應綜合考量公司經營風險。對於獨立董事得酌訂與一般董事不同之合理報酬。本公司應於章程訂定、以股東會議決或依主管機關之命令另行提列特別盈餘公積者，其順序應於提列法定盈餘公積之後，分配董事酬勞及員工紅利之前。

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27. For the purpose of developing supervision functions and strengthening management mechanisms, the board of directors of the Company may, taking into account the size of the board and the number of the independent directors, set up the Remuneration Committee or any other functional committees. The Remuneration Committee or any other functional committees shall be responsible to the board of directors and submit the proposals to the board of directors for approval. The Remuneration Committee or any other functional committees shall adopt an organizational charter to be approved by the board of directors. The organizational charter shall contain the number, term of office, and power of committee members, as well as the meeting rules and resources to be provided by the Company for exercise of power by the committee.

27. 本公司董事會為健全監督功能及強化管理機能，得考量董事會規模及獨立董事人數，設置薪酬或各類功能性專門委員會。薪酬或各類功能性專門委員會應對董事會負責，並將所提議案交由董事會決議。薪酬或各類功能性專門委員會應訂定組織規程，經由董事會通過。組織規程之內容應包括委員會之人數、任期、職權事項、議事規則、行使職權時公司應提供之資源等事項。

28. The Company shall establish the Remuneration Committee. The professional qualifications for the committee members, the exercise of their powers of office, the adoption of the organizational charter, and related matters shall be handled pursuant to the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded over the Counter. The Remuneration Committee shall exercise the care of a good administrator in faithfully performing the official powers listed below, and shall submit its recommendations for deliberation by the board of directors. However, recommendations in connection with remuneration for independent director may be submitted for deliberation by the board of directors only to the extent that the board of directors is authorized expressly by the Company's articles of incorporation or by a resolution of the shareholders meeting to handle independent director remuneration:

- Prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for directors, independent director and managerial officers.

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- Periodically evaluate and prescribe the remuneration of directors, independent director, and managerial officers.

When performing the official powers of the preceding paragraph, the Remuneration Committee shall follow the principles listed below:

- With respect to the performance assessment and remuneration of directors, independent director and managerial personnel of the Company, it shall refer to the typical pay levels adopted by peer companies, and take into consideration the reasonableness of the correlation between remuneration and individual performance, the Company's business performance, and future risk exposure.
- It shall not produce an incentive for the directors or managerial officers to engage in activity to pursue remuneration exceeding the risks that the Company may tolerate.
- It shall take into consideration the characteristics of the industry and the nature of the Company's business when determining the ratio of bonus payout based on the short-term performance of its directors and senior management and the time for payment of the variable part of remuneration.

28. 本公司應設置薪資報酬委員會；其成員專業資格、職權之行使、組織規程之訂定及相關事項應依「股票上市或於證券商營業處所買賣公司薪資報酬委員會設置及行使職權辦法」之規定辦理。本公司薪資報酬委員會應以善良管理人之注意，忠實履行下列職權，並將所提建議提交董事會討論。但有關獨立董事薪資報酬建議提交董事會討論，以獨立董事薪資報酬經公司章程訂明或股東會決議授權董事會辦理者為限：

- 訂定並定期檢討董事、獨立董事及經理人績效評估與薪資報酬之政策、制度、標準與結構。
 - 定期評估並訂定董事、獨立董事及經理人之薪資報酬。
- 本公司薪資報酬委員會履行前項職權時，應依下列原則為之：
- 董事、獨立董事及經理人之績效評估及薪資報酬應參考同業通常水準支給情形，並考量與個人表現、公司經營績效及未來風險之關連合理性。
 - 不應引導董事及經理人為追求薪資報酬而從事逾越公司風險胃納之行為。

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- 針對董事及高階經理人短期績效發放紅利之比例及部分變動薪資報酬支付時間應考量本公司行業特性及業務性質予以決定。

29. The Company shall select a professional, responsible and independent CPA to be its external auditor, who shall perform regular reviews of the financial conditions and internal control measures of the Company. With regard to the irregularity or deficiency timely discovered and disclosed by the auditor during the review, and the concrete measures for improvement or prevention suggested by the auditor, the Company shall faithfully implement improvement actions. The Company shall evaluate the independence of the auditor engaged by the Company regularly and no less frequently than once annually. In the event that the Company engages the same auditor without replacement for 7 years consecutively, or if the auditor is subject to disciplinary actions or other circumstances prejudicial to the independence of the auditor, the Company shall review the necessity of replacing the auditor, and shall submit to the board the conclusion of such review.

29. 本公司應選擇專業、負責且具獨立性之簽證會計師，定期對公司之財務狀況及內部控制實施查核。對會計師於查核本公司過程中適時發現及揭露之異常或缺失事項，及所提具體改善或防弊意見，應確實檢討改進。本公司應定期（至少一年一次）評估所聘任會計師之獨立性。對連續七年未更換會計師或其受有處分或有損及獨立性之情事者，應考量有無更換會計師之必要，並就結果提報董事會。

30. The Company engage a professional and competent legal counsel to provide adequate legal consultation services to the Company, or to assist the directors, the independent director and the management to improve their knowledge of the law, for the purposes of preventing any infraction by the Company or staff of laws or regulations, and ensuring the corporate governance matters will proceed pursuant to the relevant legal framework and the prescribed procedures. In the event that the directors, independent director or the management are involved in litigation as result of performing his or her duties as provided by the law or arising from shareholders disputes, depending on the circumstances the Company shall retain a legal counsel to provide assistance. An independent director may enlist the service of legal counsel, accountant or other professionals on behalf of the Company to conduct the necessary audit or

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provide consultation on matters in relation to the exercise of their power, at the expense of the Company.

30. 本公司宜有專業適任之律師，提供公司適當之法律諮詢服務，或協助董事會、獨立董事及管理階層提昇其法律素養，避免公司及相關人員觸犯法令，促使公司治理作業在相關法律架構及法定程式下運作。遇有董事、獨立董事或管理階層依法執行業務涉有訴訟或與股東之間發生糾紛情事者，本公司應視狀況委請律師予以協助。獨立董事如必要時得代表本公司委任律師、會計師或其他專業人員就行使職權有關之事項為必要之查核或提供諮詢，其費用由公司負擔之。
31. The board of directors of the Company shall meet at least once every quarter, or convene at any time in case of emergency. To convene a board meeting, a meeting notice which specifies the purposes of meeting shall be sent to each director at the designated time and invite independent director to attend in a non-voting capacity. Sufficient meeting material shall also be prepared and enclosed in the meeting notice. If the meeting material is deemed inadequate, a director may ask the unit in-charge to provide more information or request a postponement of the meeting with the consent of the board of directors. The Company shall adopt the rules of proceedings for board meetings and follow the provisions in the Regulations Governing Procedure for Board of Directors Meetings of Public Companies with regard to the content of deliberations, procedures, matters to be recorded in the meeting minutes, public announcement, and other matters for compliance.
31. 本公司每季至少召開董事會一次，遇有緊急情事時並得隨時召集之。董事會之召集，應載明召集事由，按規定時間通知所有董事出席，暨邀請獨立董事列席，並提供足夠之會議資料，於召集通知時一併寄送。會議資料如有不足，董事有權請求補足或經董事會決議後延期審議。本公司應制定董事會議事規範，並提報股東會；其主要議事內容、作業程式、議事錄應載明事項、公告及其他應遵行事項之辦法，應依「公開發行公司董事會議事辦法」辦理。
32. A director shall exercise a high degree of self-discipline and shall voluntarily abstain from participating in discussion and voting, for himself or herself or as proxy for another director, on a proposal submitted to the board of directors that risks the involvement of the director's own interest to the detriment of the interest of the Company. The directors shall practice self-discipline as to their

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internal relationship and must not support each other in an inappropriate manner. The matters that a director shall voluntarily abstain from voting shall be clearly set forth in the rules for the proceedings of board meetings.

董事應秉持高度之自律，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。董事自行迴避事項，應明訂於董事會議事規範。

The independent directors must attend a board meeting in person without being represented by a non-independent director via proxy when the meeting is convened for considering any of the matters submitted to the board pursuant to Article 14-3 of the Securities and Exchange Act.

The independent directors must attend a board meeting in person without being represented by a non-independent director via proxy when the meeting is convened for considering any of the matters submitted to the board pursuant to Article 14-3 of the Securities and Exchange Act. When an independent director has a dissenting or qualified opinion, it shall be noted in the minutes of the board of directors meeting; if the independent director cannot attend the board meeting in person to voice his or her dissenting or qualified opinion, he or she should provide a written opinion before the board meeting unless justifiable reasons exist for failure to so comply, and the opinion shall be noted in the minutes of the board of directors meeting.

In the foregoing paragraph, the Company shall announce and report on a website designated by the competent authority within 2 days after the date of said board meeting.

During the proceeding of the board meetings, managers from the relevant department who are not directors may, in view of the meeting agenda, sit in at the meetings, make report on the current business conditions of the Company and respond to inquiries raised by the directors. Where necessary, accountant, legal counsel or other professionals may be invited to sit in at the meetings to assist the

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directors in understanding the conditions of the Company for the purpose of adopting an appropriate resolution.

公司之獨立董事，對於證券交易法第十四條之三應提董事會之事項，應親自出席，不得委由非獨立董事代理。獨立董事如有反對或保留意見，應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。董事會之議決事項，如有下列情事之一者，除應於議事錄載明外，並應於董事會之日起次一營業日交易時間開始前，於公開資訊觀測站辦理公告申報：

獨立董事有反對或保留意見且有紀錄或書面聲明。

設置審計委員會之公司，未經審計委員會通過之事項，如經全體董事三分之二以上同意。

董事會進行中得視議案內容通知相關部門非擔任董事之經理人員列席會議，報告目前公司業務概況及答覆董事提問事項。必要時，亦得邀請會計師、律師或其他專業人士列席會議，以協助董事瞭解公司現況，作出適當決議，但討論及表決時應離席。

33. Staff personnel of the Company attending board meetings shall collect and correctly record the meeting minutes in detail, and the summary, method of resolution, and voting results of all the proposals submitted to the board meeting in accordance with relevant regulations. The minutes of the board of directors meetings shall be signed by the chairman and secretary of the meeting and be sent to each director and independent director within 20 days after the meeting. The director attendance records shall become a part of the meeting minutes, the director attendance records should be kept completely, and be treated as important corporate records and be kept safe permanently during the life of the Company. Meeting minutes may be produced, distributed and preserved by electronic means. The Company shall record on audio or video tape the entire proceedings of a board of directors meeting, and preserve the recordings for at least 5 years, in electronic form or otherwise. If before the end of the preservation period referred to in the preceding paragraph a lawsuit arises with respect to a resolution of a board of directors meeting, the relevant audio or video recordings shall be preserved for a further period, in which case the

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preceding paragraph does not apply. Where a board of directors meeting is held via teleconference or video conference, the audio or video recordings of the meeting form a part of the meeting minutes and shall be preserved permanently. Where a resolution of the board of directors violates laws, regulations, articles of incorporation, or resolutions adopted in the shareholders meeting, and thus causes an injury to the Company, dissenting directors whose dissent can be proven by minutes or written statements will not be liable for damages.

33. 本公司董事會之議事人員應確實依相關規定詳實記錄會議報告及各議案之議事摘要、決議方法與結果。董事會議事錄須由會議主席和紀錄人員簽名或蓋章，於會後二十日內分送各董事及獨立董事，董事會簽到簿為議事錄之一部分，董事出席狀況應完整記載，並應列入本公司重要檔案，在公司存續期間永久妥善保存。議事錄之製作、分發及保存，得以電子方式為之。公司應將董事會之開會過程全程錄音或錄影存證，並至少保存五年，其保存得以電子方式為之。前項保存期限未屆滿前，發生關於董事會相關議決事項之訴訟時，相關錄音或錄影存證資料應續予保存，不適用前項之規定。以視訊會議召開董事會者，其會議錄音、錄影資料為議事錄之一部分，應永久保存。董事會之決議違反法令、章程或股東會決議，致本公司受損害時，經表示異議之董事，有紀錄或書面聲明可證者，免其賠償之責任。

34. The Company shall submit the following matters to its board of directors for discussion:

- Adoption or amendment to an internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
- Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
- The offering, issuance, or private placement of any equity-type securities.
- The performance assessment and the standard of remuneration of the managerial officers.
- The appointment or discharge of a financial, accounting, or internal audit

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officer.

- Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders meeting or to be submitted to a meeting of the board of directors, or any such significant matter as may be prescribed by the competent authority.

The Company shall submit the minutes of the seminars regarding the problems and review of the internal control system to the board of directors and make a report to the same.

Apart from matters in the first paragraph that shall be submitted to the board of directors for discussion, the Chairman or president shall exercise the powers of the board of directors in accordance with the Company's LOA when the board of directors is adjourned. However, matters involving the Company's material interests must still be decided by resolution of the board of directors.

34. 本公司對於下列事項應提董事會討論：

- 依證券交易法第十四條之一規定訂定或修正內部控制制度。
- 依證券交易法第三十六條之一規定訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程式。
- 募集、發行或私募具有股權性質之有價證券。
- 經理人之績效考核及酬金標準。
- 財務、會計或內部稽核主管之任免。
- 依證券交易法第十四條之三、其他依法令或章程規定應由股東會決議或提董事會之事項或主管機關規定之重大事項。

本公司對於內部控制制度缺失檢討之座談會議紀錄，應提董事會報告。除第一項應提董事會討論事項外，本公司董事長或總經理在董事會休會期間應依據職

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務授權表行使董事會職權，事後並依規定於董事會承認、通過。但涉及公司重大利益事項，仍應經由董事會之決議。

35. The Company shall ask the appropriate corporate department or personnel to handle matters and implement actions pursuant to the board of director's resolutions in a way consistent with the program schedule and objectives. It shall also follow up on these matters and faithfully review their implementation. The board of directors shall ensure full control of the implementation and progress of these matters and make a report in subsequent meetings so as to ensure that the board's management decisions are faithfully implemented.

35. 本公司應將董事會之決議辦理事項明確交付適當之執行單位或人員，要求依計畫時程及目標執行，同時列入追蹤管理，確實考核其執行情形。董事會應充分掌握執行進度，並於下次會議進行報告，俾董事會之經營決策得以落實。

36. The Company shall establish a succession plan for the management. The development and implementation of such plan shall be periodically evaluated by the board of directors to ensure the sustainable operation.

36. 本公司得建立管理階層之繼任計畫，並由董事會定期評估該計畫之發展與執行，以確保永續經營。

37. If a resolution of the board of directors violates law, regulations or the Company's articles of incorporation, at the request of shareholders holding shares continuously for a year or an independent director, or at the notice of a independent director to discontinue the implementation of the resolution, members of the board shall take appropriate measures or discontinue the implementation of such resolution as soon as possible. Upon discovering any threat of the Company suffering material injury, members of the board of directors shall immediately report to an independent director member or a independent director in accordance with the foregoing paragraph.

37. 董事會決議如違反法令、公司章程，經繼續一年以上持股之股東或獨立董事請求或獨立董事通知董事會停止其執行決議行為事項者，董事會成員應

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儘速妥適處理或停止執行相關決議。董事會成員發現本公司有受重大損害之虞時，應依前項規定辦理，並立即向獨立董事或獨立董事報告。

38. Members of the board of directors shall participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Independent director of TWSE/GTSM Listed Companies, which cover subjects relating to corporate governance upon becoming directors and throughout their terms of occupancy. They shall also ensure that company employees at all levels will enhance their professionalism and knowledge of the law.
38. 董事會成員宜於新任時或任期中持續參加上市上櫃公司董事、監察人進修推行要點所指定機構舉辦涵蓋公司治理主題相關之財務、風險管理、業務、商務、會計、法律或企業社會責任等進修課程，並責成各階層員工加強專業及法律知識。
39. Before the Company convenes a shareholders meeting to re-elect the independent director, by adopting candidate nomination system, the qualifications, education, working experience, background and the existence of any other matters set forth in Article 30 of the Company Act with respect to the candidates recommended by the shareholders or directors be reviewed in advance and the result thereof be provided to shareholders for their reference, so that qualified independent director will be elected.
39. 本公司在召開股東會進行獨立董事改選之前，如採候選人提名制，就其資格條件、學經歷背景及有無公司法第三十條所列各款情事等事項，進行事先審查，並將審查結果提供股東參考，俾選出適任之獨立董事。
40. At least one seat of the Company's independent director shall not have a spousal relationship or a familial relationship within the second degree of kinship with another independent director or a director. The election of independent director shall be held in accordance with the Company's "Regulations of Election of Directors and Independent director. At least one seat of Independent directors preferably have a domicile within the territory of R.O.C. in order to timely perform the independent directory functions.

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40. 本公司獨立董事間或獨立董事與董事間，應至少一席以上，不得具有配偶或二親等以內之親屬關係之一。本公司獨立董事之選任依本公司「董事會選舉運作管理」之規定辦理。獨立董事應至少一席以上宜在國內有住所，以即時發揮監督功能。
41. A independent director shall be familiar with the relevant laws and regulations, understand the rights, obligations, and duties of directors of the Company and the functions, duties, and operation of each department, and attend meetings of the board of directors to supervise the operations and to state his/her opinions when appropriate so as to control or discover any abnormal situation early on.
41. 本公司獨立董事應熟悉有關法律規定，明瞭公司董事之權利義務與責任，及各部門之職掌分工與作業內容，並經常列席董事會監督其運作情形且適時陳述意見，以先期掌握或發現異常情況。
42. A independent director shall supervise the implementation of the operations of the Company, and the performance of duties by directors and managers, and care the enforcement of the internal control system so as to reduce the financial and operational risks of the Company. Where a director, for him/her or on behalf of others, enters into a sale/purchase or loan transaction, or conducts any legal act with the Company, a independent director shall act as the representative of the Company.
42. 本公司獨立董事應監督公司業務之執行及董事、經理人之盡職情況，並關注公司內部控制制度之執行情形，俾降低公司財務危機及經營風險。本公司董事為自己或他人與本公司為買賣、借貸或其他法律行為時，應由本公司獨立董事為公司之代表。
43. A independent director shall investigate the operational and financial conditions of the Company from time to time, and the relevant departments in the Company shall provide the books or documents that will be needed for the independent director's review. When reviewing the finance or operations of the Company, a independent director may retain attorneys or accountants on behalf of the Company to perform the review; however, the Company shall inform the relevant persons of their confidentiality obligations. The board of directors or managers shall submit reports in accordance with the request of the independent director and shall not for any reason obstruct, circumvent, or refuse the

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inspection of the independent director. When a independent director performs his/her duties, the Company shall provide necessary assistance as needed by the independent director, and the reasonable expenses that the independent director needs shall be borne by the Company.

43. 本公司獨立董事得隨時調查本公司業務及財務狀況，各相關部門應配合提供查核所需之簿冊文件。本公司獨立董事查核本公司財務、業務時得代表公司委託律師或會計師審核之，惟公司應告知相關人員負有保密義務。本公司董事會或經理人應依獨立董事之請求提交報告，不得以任何理由妨礙、規避或拒絕獨立董事之檢查行為。本公司獨立董事履行職責時，各單位應依其需要提供必要之協助，其所需之合理費用應由本公司負擔。
44. When exercising his/her independent directory power, each independent director of the Company may, after taking into consideration the overall interest of the Company and shareholders, convene a meeting to exchange opinions among all the independent director when he or she feels necessary, but may not by such way obstruct independent director in exercising their duties.
44. 本公司之各獨立董事分別行使其監察權時，基於公司及股東權益之整體考量，認有必要者，得以集會方式交換意見，但不得妨害各獨立董事獨立行使職權。
45. Independent director shall participate in training courses of finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Independent director of TWSE/GTSM Listed Companies, which cover subjects relating to corporate governance upon becoming independent director and throughout their
45. 本公司獨立董事宜於新任時或任期中持續參加上市上櫃公司董事、監察人進修推行要點所指定機構舉辦涵蓋公司治理主題相關之財務、風險管理、業務、商務、會計、法律或企業社會責任等進修課程。
46. The Company shall maintain channels of communication with its banks, other creditors, employees, consumers, suppliers, community or other stakeholders and shall respect and safeguard their legal rights. When the Company involves in a management buyout, it shall monitor the soundness of financial structure of the

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Company thereafter. When any of a stakeholder's legal rights or interests is harmed upon, the Company shall handle such matter in a proper manner and in good faith.

46. 本公司應與往來銀行及其他債權人、員工、消費者、供應商、社區或本公司之利益相關者，保持暢通之溝通管道，並尊重、維護其應有之合法權益。本公司發生管理階層收購時，應注意嗣後公司財務結構之健全性。當利害關係人之合法權益受到侵害時，本公司應秉誠信原則妥適處理。
47. The Company shall provide sufficient information to banks and its other creditors to facilitate their evaluation of the operational and financial conditions of the Company and decision-making process. When any of their legal rights or interest is harmed upon, the Company shall respond with a responsible attitude and assist creditors in obtaining compensation through proper means.
47. 本公司對於往來銀行及其他債權人，應提供充足之資訊，以便其對公司之經營及財務狀況，作出判斷及進行決策。當其合法權益受到侵害時，本公司應正面回應，並以勇於負責之態度，讓債權人有適當途徑獲得救濟。
48. The Company has established communication channels with employees, and encourages employees to appropriately express their opinions concerning the Company's operating and financial status and major decisions affecting employees' interests
48. 本公司宜建立員工溝通管道，鼓勵員工適度反映員工對公司經營及財務狀況或涉及員工利益重大決策之意見。
49. The Company shall perform its obligations faithfully in accordance with the relevant laws, and related TWSE rules. The Company shall appoint personnel responsible for gathering and disclosing the information, and establish a spokesperson system so as to ensure the proper and timely disclosure of information about policies that might affect the decisions of shareholders and stakeholders.
49. 本公司應確實依照相關法令、證券交易所之規定，忠實履行資訊公開之義務。本公司應指定專人負責公司資訊之蒐集及揭露工作，並建立發言人制度，以

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確保可能影響股東及利害關係人決策之資訊，能夠及時允當揭露。

50. In order to enhance the accuracy and timeliness of the material information disclosed, the Company shall appoint a spokesperson and acting spokesperson(s) who understand thoroughly the Company's financial and business conditions and who are capable of coordinating among departments for gathering relevant information and representing the Company in making statements independently. The Company shall appoint one or more acting spokesperson who shall represent the Company, when the spokesperson cannot perform his/her duties, in making statements independently, provided that the order of authority is established to avoid any confusion. In order to implement the spokesperson system, the Company shall unify the process of making external statements and require the management and employees to maintain the confidentialities of financial and operational secrets and prohibit disclosure thereof by them at will. The Company shall disclose the relevant information regarding any change to the position of a spokesperson or acting spokesperson upon such

50. 為提高重大訊息公開之正確性及時效性，本公司應選派全盤瞭解公司各項財務、業務或能協調各部門提供相關資料，並能單獨代表本公司對外發言者，擔任公司發言人及代理發言人。本公司應設有一人以上之代理發言人，且任一代理發言人於發言人未能執行其發言職務時，應能單獨代理發言人對外發言，但應確認代理順序，以免發生混淆情形。為落實發言人制度，本公司應明訂統一發言程式，並要求管理階層與員工保守財務業務機密，不得擅自任意散佈訊息。本公司遇有發言人或代理發言人異動時，應即辦理資訊公開。

51. In order to keep shareholders and stakeholders fully informed, the Company shall utilize the convenience of the Internet and set up a website containing the information regarding the Company's finance, operation and corporate governance. It contains the corporate governance information in English as well. To avoid misleading information, the aforesaid website shall be maintained by specified personnel, and the recorded information shall be accurate, in detail and updated timely.

51. 本公司宜運用網際網路之便捷性架設網站，建置公司財務業務相關資訊及公

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司治理資訊，以利股東及利害關係人等參考，並提供英文版公司治理相關資訊。前項網站應有專人負責維護，所列資料應詳實正確並即時更新，以避免有誤導之虞。

52. The Company shall hold an institutional investor meeting in compliance with the regulations of the TWSE, and shall keep audio or video record the meeting. The financial and business information disclosed in the institutional investor meeting shall be disclosed on the designated internet information posting system and provided for inquiry through the website established by the Company or other channels in accordance with the TWSE rules.
52. 本公司召開法人說明會，應依證券交易所之規定辦理，以錄音方式保存。法人說明會之財務、業務資訊應依證券交易所之規定輸入其指定之網際網路資訊申報系統，並透過本公司網站或其他適當管道提供查詢。
53. The Company shall at all times monitor domestic and international development of corporate governance and thereby review and improve the Company's corporate governance mechanism so as to enhance the performance of corporate governance.
53. 公司應隨時注意國內與國際公司治理制度之發展，據以檢討修正本公司所建置之公司治理。
54. Company has established an audit committee in accordance with the Securities and Exchange Act, the adoption or amendment to its internal control system shall be subject to the consent of one-half or more of all audit committee members and be submitted to the board of directors for a resolution.
54. 公司已按照證券交易法建立審核委員會，採用或修改其內部控制制度應當受到一半或更多的審核委員會所有成員的同意，提交董事會決議。
55. Company has established an audit committee in accordance with the Securities and Exchange Act, the assessment of the effectiveness of the internal control system shall be subject to the consent of one-half or more of all audit committee members and be submitted to the board of directors for approval.

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55. 公司已按照證券交易法建立審核委員會，評估內部控制系統之有效性應當到一半或更多的審計委員會全體成員同意並報董事會批准。

56. When company involves in a management buyout, in addition to proceeding in accordance with the applicable laws and/or regulations, it is advisable to establish an objective and independent committee to review the rationality of the acquisition price and the acquisition plan, as well as pay attention to the regulations regarding the information disclosure.

56. 公司已按照證券交易法成立審核委員會，評估內部控制系統的有效性應當受到一半或更多的審計委員會全體成員同意並報董事會批准。

57. If company and VHQ group enterprises and organizations, and another company and its group enterprises and organizations nominate for each other any director, independent director or managerial officer as a candidate for an independent director of the other, the company shall, at the time it receives the nominations for independent directors, disclose the fact and explain the suitability of the candidate for independent director. If the candidate is elected as an independent director, the company shall disclose the number of votes cast in favor of the elected independent director.

VHQ 公司及其集團企業與組織，與他公司及其集團企業與組織，有互相提名另一方之董事、獨立董事或經理人為獨立董事候選人者，本公司應於受理獨立董事候選人提名時揭露之，並說明該名獨立董事候選人之適任性。如當選為獨立董事者，應揭露其當選權數。

58. The "VHQ group enterprises and organizations" in the preceding paragraph comprise the subsidiaries of the TWSE/GTSM listed company, any foundation to which the TWSE/GTSM listed company's cumulative direct or indirect contribution of funds exceeds 50 percent of its endowment, and other institutions or juristic persons that are effectively controlled by the company.

前項所稱 VHQ 集團企業與組織，其適用範圍及於上市上櫃公司子公司、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。

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59. Change of status between independent directors and non-independent directors during their term of office is prohibited.
59. 禁止獨立董事與非獨立董事在任期內之職務變動。
60. Company has created the position of managing director, the managing directors shall include no less than one independent director, and no less than one-fifth of the managing director seats shall be held by independent directors.
60. 本公司如有設置常務董事者，常務董事中獨立董事人數不得少於一人，且不得少於常務董事席次五分之一。
61. Functional committees shall be responsible to the board of directors and submit the proposals to the board of directors for approval; provided that the performance of independent director's duties by the audit committee pursuant to Article 14-4, paragraph 4 of the Securities and Exchange Act shall be excluded. Functional committees shall adopt an organizational charter to be approved by the board of directors. The organizational charter shall contain the number, term of office, and power of committee members, as well as the meeting rules and resources to be provided by the company for exercise of power by the committee.
- 功能性委員會應對董事會負責，並將所提議案交由董事會決議。但審計委員會依證券交易法第 14 條之 4 第 4 項規定行使監察人/獨立董事職權者，不在此限。功能性委員會應訂定組織規程，經由董事會決議通過。組織規程之內容應包括委員會之人數、任期、職權事項、議事規則、行使職權時公司應提供之資源等事項。
62. Company shall establish either an audit committee or a supervisor.
- The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.
- Company that has established an audit committee, the provisions regarding independent director in the Securities and Exchange Act, the Company Act,

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other laws and regulations, and these Principles shall apply mutatis mutandis to the audit committee.

For a TWSE/GTSM listed company that has established an audit committee, Article 25 herein does not apply to the following matters, which shall be subject to the consent of at least one half or more of all audit committee members and be submitted to the board of directors for a resolution:

Adoption or amendment of internal control system pursuant to Article 14-1 of the Securities and Exchange Act.

Assessment of the effectiveness of the internal control system.

Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.

A matter bearing on the personal interest of a director.

A material asset or derivatives transaction.

A material monetary loan, endorsement, or provision of guarantee.

The offering, issuance, or private placement of any equity-type securities.

The hiring or discharge of an attesting CPA, or the compensation given thereto.

The appointment or release of a financial, accounting, or internal auditing officer.

Annual and semi-annual financial reports.

Any other material matter so required by the company or the competent authority.

The exercise of power by audit committee and independent directors and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules and regulations of the TWSE or GTSM.

上市上櫃公司，應擇一設置審計委員會或監察人。

審計委員會應由全體獨立董事組成，其人數不得少於三人，其中一人為召集人，且至少一人應具備會計或財務專長。公司設置審計委員會者，證券交易法、公司法、其他法令及本守則對於監察人之規定，於審計委員會準

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用之。上市上櫃公司設置審計委員會者，下列事項應經審計委員會全體成員二分之一以上同意，並提董事會決議，不適用本守則第二十五條規定：

一、依證券交易法第十四條之一規定訂定或修正內部控制制度。

二、內部控制制度有效性之考核。

三、依證券交易法第三十六條之一規定訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。

四、涉及董事自身利害關係之事項。

五、重大之資產或衍生性商品交易。

六、重大之資金貸與、背書或提供保證。

七、募集、發行或私募具有股權性質之有價證券。

八、簽證會計師之委任、解任或報酬。

九、財務、會計或內部稽核主管之任免。

十、年度財務報告及半年度財務報告。

十一、其他公司或主管機關規定之重大事項。

審計委員會及其獨立董事成員職權之行使及相關事項，應依證券交易法、公開發行公司審計委員會行使職權辦法、證券交易所或櫃檯買賣中心規定辦理。

63. Company shall submit the following matters to its board of directors for discussion:

- a. Corporate business plan.
- b. Annual and semi-annual financial reports.

63. 公司應將下列事項提交董事會討論：

- a. 企業經營計畫。
- b. 年度及半年度財務報告。

64. Members of the board of directors shall conduct corporate affairs with loyalty

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and perform this duty of care as a good administrator. In conducting the affairs of the company, they shall exercise their power with a high level of self-discipline and prudential attitude. Unless matters are otherwise reserved for approvals in shareholders meetings by law or in the articles of incorporation of the company, they shall ensure that all matters be handled according to the resolutions of board of directors.

Where resolutions of the board of directors involve business development of the company and significant policy direction, the board or directors shall make careful consideration and may not affect the implementation and effectiveness of corporate governance.

Independent directors shall perform their duties in accordance with relevant laws, regulations and the company's articles of incorporation so as to protect the interest of the company and shareholders.

It is advisable for company to conduct yearly performance assessment of the board of directors, functional committees and each director by self-assessment, peer-to-peer assessment, engagement of outside professional institution or other appropriate way.

董事會成員應忠實執行業務及盡善良管理人之注意義務，並以高度自律及審慎之態度行使職權，對於公司業務之執行，除依法律或公司章程規定應由股東會決議之事項外，應確實依董事會決議為之。董事會決議涉及公司之經營發展與重大決策方向者，須審慎考量，並不得影響公司治理之推動與運作。獨立董事應按照相關法令及公司章程之要求執行職務，以維護公司及股東權益。

上市上櫃公司宜訂定董事會績效評估辦法及程序，每年定期就董事會、功能性委員會及個別董事依自我評量、同儕評鑑、委任外部專業機構或其他適當方式進行績效評估；對董事會（功能性委員會）績效之評估內容宜包

含下列構面，並考量公司需求訂定適合之評估指標：

- 一、對公司營運之參與程度。
- 二、提升董事會決策品質。
- 三、董事會組成與結構。
- 四、董事之選任及持續進修。

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五、內部控制。

對董事成員（自我或同儕）績效之評估內容宜包含下列構面，並考量公司需求適當調整：

一、公司目標與任務之掌握。

二、董事職責認知。

三、對公司營運之參與程度。

四、內部關係經營與溝通。

五、董事之專業及持續進修。

六、內部控制。

上市上櫃公司董事會應依據績效評估之結果，考量調整董事會成員組成。

65. Where a director, for himself / herself or on behalf of others, enters into a sale/purchase or loan transaction, or conducts any legal act with the company, a independent director shall act as the representative of the company. In the event that the company has set up an audit committee, an independent director member of the audit committee shall act as the representative of the company in the above situation.

65. 其中董事為自己或他人代表，進行出售/購買或貸款交易，或進行任何法律行為與公司，監事會作為公司之代表。本公司設立審計委員會的情況之下，審計委員會之獨立董事會作為該公司之代表。

66. Upon discovering any irregular conduct, an independent director shall take appropriate measures timely to curb the expansion of the irregular conduct, and file a report to the relevant regulatory authorities or agencies if necessary.

66. 發現任何異常行為，獨立董事應採取適當措施，及時遏制異常行為之擴大，必要時向有關部門或機構提交報告。

67. Where any of the independent directors, general managers, officers of finance, accounting, research & development, and internal audit department, or CPAs

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resigns or is removed from his/her position, the independent director shall further investigate the reason thereof.

In the event that an independent director neglects his/her duties and therefore causes harm to the company, the independent director shall be liable to the company.

公司之獨立董事、總經理及財務、會計、研發及內部稽核部門主管人員或簽證會計師如有請辭或更換時，獨立董事應深入了解其原因。獨立董事怠忽職務，致公司受有損害者，對公司負賠償責任。

68. In developing its normal business and maximizing the shareholders' interest, a TWSE/GTSM listed company shall pay attention to consumers' interest, environmental protection of community and public interest issues, and shall have high regard for the social responsibility of the company.

公司在保持正常經營發展以及實現股東利益最大化之同時，應關注消費者權益、社區環保及公益等問題，並重視公司之社會責任。

69. director by TWSE/GTSM Listed Companies) A TWSE/GTSM listed company shall stipulate a fair, just, and open procedure for the election of independent director, and shall adopt the cumulative voting mechanism pursuant to the Company Act to fully reflect the opinions of the shareholders. A TWSE/GTSM listed company shall take into consideration the needs for overall business operation and comply with the rules of the TWSE or GTSM in setting the minimum number of independent director. The aggregate shareholding percentage of all of the independent director of a TWSE/GTSM listed company shall comply with the laws and regulations. Restrictions on the share transfer of each independent director and the creation, release, or other changes of any pledges over the shares held by each independent director shall comply with the relevant laws and regulations, and the relevant information shall be fully disclosed.

公司應制定公平、公正、公開之監察人(獨立董事)選任程序，並應依公司法之規定採用累積投票制度以充分反應股東意見。上市上櫃公司應考量整體營運需要，並應依證券交易所或櫃檯買賣中心規定，訂定監察人(獨立董

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事)最低席次。上市上櫃公司全體監察人(獨立董事)合計持股比例應符合法令規定，各監察人(獨立董事)股份轉讓之限制、質權之設定或解除及變動情形均應依相關規定辦理，各項資訊並應充分揭露。

70. Company shall stipulate the independent director's remuneration in its articles of Incorporation or by an approval in a shareholders meeting.

70. 公司章程中需規定獨立董事之報酬，或者經股東大會批准。