

中租控股股份有限公司
薪資報酬委員會組織規程
Chailease Holding Company Limited
Compensation Committee Charter

1. 目的

Object

為規範本公司薪資報酬委員會之設置、成員專業資格、職權行使及相關事項，爰訂定本薪資報酬委員會組織章程（下稱「本規程」），以資遵循。本規程未規定事項，悉依相關法令規定辦理。

This charter (the “Charter”) of the compensation committee (the “Committee”) of the company (the “Company”) is enacted for compliance with regards to the establishment, member qualification, scope of authority and other relevant matters of the Committee. Any unregulated matters under the Charter shall be governed by the relevant laws and regulations.

2. 薪資報酬委員會之成員組成、人數及任期

Composition, number and term of the members of Committee

2.1 薪資報酬委員會成員由董事會決議委任之，其人數不得少於三人，其中過半數成員應為獨立董事。

The members of the Committee shall be appointed by the board of directors and shall be no less than three (3) persons, at least half of its members shall be independent directors.

2.2 薪資報酬委員會成員之任期與委任之董事會屆期相同。

The term of the members of the Committee shall be the same as that of the board of directors.

2.3 薪資報酬委員會之成員因故解任，致人數不足三人者，應自事實發生之日起算三個月內召開董事會補行委任。

In the event any member of the Committee vacate from his or her office such that the number of members on the Committee becomes less than three (3), then within three (3) months from the occurrence of fact the board of directors shall convene meeting for re-appointment.

2.4 薪資報酬委員會之成員於委任及異動時，本公司應於事實發生之日起算二日內於相關主管機關指定之資訊申報網站辦理公告申報。

Upon appointment or change to members of the Committee, the Company shall file announcement thereof on the information website designated by the relevant regulatory authority within two (2) days from the occurrence of fact.

3. 薪資報酬委員會之職權

Scope of Authority of the Committee

3.1 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：

The Committee should exercise due care of a good manager to perform the following duties and submit proposal to the board of directors for discussion:

3.1.1 訂定並定期檢討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。

Determine and regularly review the policies, mechanism, standards, and elements in respect of the performance and remuneration of directors and managers.

3.1.2 定期評估並訂定董事及經理人之薪資報酬。

Regularly assess and determine the remuneration of directors and managers.

3.2 薪資報酬委員會履行前項職權時，應依下列原則為之：

The following principles should be complied with when exercising the above authority:

3.2.1 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、本公司經營績效及未來風險之關連合理性。

In assessing the performance and remuneration of directors and managers, the remuneration standard of the industry should be referred to as well as consider the reasonableness of the personal performance, the Company's revenue performance and future risk.

3.2.2 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。

The Committee should not encourage the directors and managers to conduct any activities exceeding the acceptable risk level of the Company in pursuit of higher remuneration.

3.2.3 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行業特性及公司業務性質予以決定。

In respect of the proportion of short term bonus and changes in the time of payment of remuneration for directors and high-level managers, the Committee should consider the special characteristics of the industry and the business nature of the Company.

3.3 3.1 及3.2 所稱之薪資報酬，包括現金報酬、認股權、分紅入股、退休福利或離職給付、各項津貼及其他具有實質獎勵之措施；其範疇應與中華民國公開發行公司年報應行記載事項準則中有關董事及經理人酬金一致。

The remuneration referred to in 4.1 and 4.2 above, includes cash, options, bonus shares, pension or severance, various benefits and facilities of rewarding substance; the scope should be the same as the directors and managers remuneration stipulated in the Items to be written in the Annual Report of Publicly Listed Companies of the R.O.C.

3.4 董事會討論薪資報酬委員會之建議時，應綜合考量薪資報酬之數額、支付方式及公司未來風險等事項。

When the board of directors considers the proposals of the Committee, the board should take into consideration of the amount, payment method of the remuneration and the future risk of the Company.

- 3.5 董事會不採納或修正薪資報酬委員會之建議，應由全體董事三分之二以上出席，及出席董事過半數之同意行之，並於決議中依前項綜合考量及具體說明通過之薪資報酬有無優於薪資報酬委員會之建議。

In the event the board of directors does not adopt or wishes to amend the proposals of the Committee, such resolution should be approved at meetings attended by more than two-thirds of the members of the board and approved by more than half of the directors present.

- 3.6 董事會通過之薪資報酬如優於薪資報酬委員會之建議，除應就差異情形及原因於董事會議事錄載明外，並應於董事會通過之即日起算二日內於相關主管機關指定之資訊申報網站辦理公告申報。

If the remuneration approved by the board of directors exceeds the proposal of the Committee, the variation and the reasons therefore should be noted in the meeting minutes of the directors and within two (2) days of the approval of the board the Company shall file announcement thereof on the information website designated by the relevant regulatory authority.

- 3.7 子公司之董事及經理人薪資報酬事項如依子公司分層負責決行事項須經本公司董事會核定者，應先請本公司之薪資報酬委員會提出建議後，再提交董事會討論。

If, pursuant to the bylaws of the subsidiaries of the Company, remuneration of the directors and managers of subsidiaries of the Company should be approved by the Company's board of directors, then such proposal should be submitted by the Committee to the board of directors.

4. 薪資報酬委員會之召開

Convening of Committee Meetings

- 4.1 薪資報酬委員會應至少每年召開二次。

The Committee meetings shall be convened at least twice a year.

- 4.2 薪資報酬委員會之召集，應載明召集事由，於七日前通知委員會成員。但有緊急情事者，不在此限。

Notice for Committee meetings shall indicate the reasons for convening meetings and the members of Committee shall be notified seven (7) days

prior to the meeting, except in circumstances of emergencies.

- 4.3 薪資報酬委員會至少應有獨立董事一人參與，並由全體成員推舉獨立董事擔任召集人及會議主席；召集人請假或因故不能召集會議，由其指定委員會之其他獨立董事代理之；如委員會無其他獨立董事時，由召集人指定委員會之其他成員代理之；該召集人未指定代理人者，由委員會之其他成員推舉一人代理之。

The Committee shall consist of at least one (1) independent director, and all members of the Committee shall nominate the independent director as the convener and chairman of the meetings; should the convener be on leave or cannot convene the meeting, then he/she shall appoint another independent director of the Committee as his /her nominee; should there not be any other independent director on the Committee, then the convener shall appoint another member of the Committee as his/her nominee; in the event the convener does not appoint a nominee, then the other members of the Committee shall elect one of them to act in place of the convener.

- 4.4 薪資報酬委員會得請董事、本公司相關部門經理人員、內部稽核人員、會計師、法律顧問或其他人員列席會議並提供相關必要之資訊。

The Committee may invite directors, managers of the Company's relevant departments, internal auditors, accountants, legal counsels or other persons to attend the meetings and provide relevant and necessary information.

5. 薪資報酬委員會之議事規則

Meetings Rules of the Committee

- 5.1 薪資報酬委員會會議議程由召集人訂定，其他成員亦得提供議案供委員會討論。會議議程應事先提供予委員會成員。

The meeting rules of Committee shall be made by the convener, other members may also provide suggestions for discussion by the Committee. The agenda of Committee meetings shall be provided to members of Committee in advance.

- 5.2 召開薪資報酬委員會時，本公司應設簽名簿供出席成員簽到，並供查考。

When convening meetings of the Committee, the Company should set up attendance book for signing by the attending members for future references.

- 5.3 薪資報酬委員會之成員應親自出席委員會，如不能親自出席，得委託其他成員代理出席；如以視訊參與會議者，視為親自出席。

Members of the Committee should attend meetings in person, if unable to attend

in person, he or she may nominate another member to attend on his/her behalf; members attending meetings by video conference shall be deemed to have attended in person.

- 5.4 薪資報酬委員會成員委託其他成員代理出席委員會時，應於每次出具委託書，且列舉召集事由之授權範圍。

Each time when nominating another member to attend meetings in his/her stead, the member should issue the power of attorney and indicate the scope of authorization in connection with each matter on the meeting agenda.

- 5.5 薪資報酬委員會為決議時，應有全體成員二分之一以上同意。表決時如經委員會主席徵詢無異議者，視為通過，其效力與投票表決同。表決之結果，應當場報告，並作成紀錄。

Each resolution of the Committee shall be approved by at least half of all members. If no objection is raised when the chairman enquires for opinions, then the proposal shall be deemed approved, the effect of which is the same as resolving by count of votes. The results of the resolution shall be reported at the meeting and be recorded in the minutes.

- 5.6 5.3 之代理人，以受一人之委託為限。

The nominee in 6.3 above can only be nominated by one (1) member at a time.

- 5.7 薪資報酬委員會對於會議討論其成員之薪資報酬事項，應於當次會議說明，如有害於公司利益之虞時，該成員不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他薪資報酬委員會成員行使其表決權。

The Committee shall explain and discuss the remuneration of its members at the prevailing meeting. If it is likely harmful to the interests of the company, the member shall recuse, and shall not participate in the discussion and resolution. Also, the member shall not represent other members of the committee to exercise their resolution rights.

6. 薪資報酬委員會之議事錄

Meeting Minutes of the Committee

- 6.1 薪資報酬委員會之議事，應作成議事錄，議事錄應詳實記載下列事項：

Discussions at a Committee meeting shall be included in the meeting minutes,

which shall faithfully record the following:

6.1.1 會議屆次及時間地點。

Session, time, and place of meeting.

6.1.2 主席之姓名。

Name of meeting chairman

6.1.3 成員出席狀況，包括出席、請假及缺席者之姓名與人數。

Attendance of Committee members at the meeting, specifying names and number of members present, excused, and absent.

6.1.4 列席者之姓名及職稱。

Names and titles of those attending the meeting.

6.1.5 紀錄之姓名。

Name of recorder.

6.1.6 報告事項。

Matters reported.

6.1.7 討論事項：各議案之決議方法與結果、依 5.7 涉及自身薪資報酬事項之成員姓名及薪資報酬內容、迴避情形、成員之反對或保留意見。

Resolutions: Specify the resolution method and result of each resolution, list the name of the member involved in the remuneration of his own according to item 5.7 and the content of his remuneration, specify the circumstances of recuse, and specify any objections or reservations expressed by the members.

6.1.8 臨時動議：提案人姓名、議案之決議方法與結果、委員會之成員、專家及其他人員發言摘要、依 5.7 涉及自身薪資報酬事項之成員姓名及薪資報酬內容、迴避情形、成員之反對或保留意見。

Ad hoc motions: Specify the name of the mover, the resolution method and result of each ad hoc motion, and summarize the comments made by, and specify the name of the member involved in the remuneration of his own according to item 5.7 and the content of his remuneration, and specify the circumstances of recuse, and specify any objections or reservations expressed by the members.

6.1.9 其他應記載事項。

Other matters required to be recorded.

6.2 薪資報酬委員會之議決事項，如成員有反對或保留意見且有紀錄或書面聲明者，除應於議事錄載明外，並應於事實發生之即日起算二日內於相關主管機關指定之資訊申報網站辦理公告申報。

Any objections or reservations expressed with record in writing by any members in connection with the resolutions of the Committee, should, other than recorded in the meeting minutes, be filed on the information website designated by the relevant regulatory authority within two (2) days from the occurrence of fact.

6.3 薪資報酬委員會簽到簿為議事錄之一部分。

The attendance sheet of the meeting of Committee should be part of the meeting minutes thereof.

6.4 議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送委員會成員，並應呈報董事會及列入本公司重要檔案，且應保存五年。

The meeting minutes should be signed or chopped by the chairman of the meeting and the recorder, and be furnished to the members of the Committee within 20 days after the relevant meeting and submitted to the board of directors as well as filed as important document of the Company. The file should be preserved for five (5) years.

6.5 6.4 之保存期限未屆滿前，發生關於薪資報酬委員會相關事項之訴訟時，應保存至訴訟終止為止。

In the event of any litigation claims regarding matters concerning the Committee prior to the expiration of the preservation period referred to in 7.4, the files should be preserved until the conclusion of the litigation.

6.6 6.1 之議事錄之製作及分發，得以電子方式為之。以視訊會議召開薪資報酬委員會者，其視訊影音資料為議事錄之一部分。

The production and distribution of the meeting minutes referred to in 7.1 can be conducted electronically. Where the meeting is convened by video conference, the video recording data shall constitute part of the meeting minutes.

7. 委員會行使職權公司提供之資源

Provision of Resources when Committee Performs Responsibilities and Exercises Powers

薪資報酬委員會得經決議，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，但討論及表決時應離席。其費用由本公司負擔。

The Committee may, by resolution engage an attorney, certified public accountant,

or other professionals to conduct a necessary audit or provide advice with respect to any matter related to the performance of the Committee's responsibilities or exercise of the Committee's powers, but the professionals shall leave while discussion and resolution, and the cost of which shall be borne by the Company.

8. 追認與報告

Ratification and Report

經薪資報酬委員會決議之事項，其相關執行工作，得授權召集人或委員會其他成員續行辦理，並於執行期間向委員會為書面報告，必要時應於下一次會議提報委員會追認或報告。

Execution of matters resolved by the Committee may be carried out by the convener or other members of the Committee appointed by the Committee. Written report(s) to the Committee shall be provided during such period of execution and when necessary, proposed to the Committee at the next meeting for ratification or report.

9. 其他

Others

本規程經董事會決議通過後施行，修正時亦同。本規程訂定後，如遇相關法令變更，本規程應適時配合修正，並應依照法令經董事會決議通過。

The Charter shall be implemented accordingly after it has been approved by the board of directors; the same shall apply to any amendment(s) thereof. In the event of any change in the laws and regulations pertaining to any matter under this Charter, this Charter should be amended accordingly and should be submitted to the board of directors for approval in accordance with relevant laws and regulations.