

# 投票指引

## Voting Guide

### 1) 目的

#### **Purpose**

**1.1** 本行基於謀求本行股東之最大利益，依據「機構投資人盡職治理守則」及本行之「機構投資人盡職治理政策」(以下簡稱「該政策」)規定，訂定本投票指引(以下簡稱「本指引」)以資遵循。

For the best interest of the shareholders of DBS Bank (Taiwan) Ltd (the “Bank”), the Bank establishes this Voting Guide (the “Guide”) in accordance with “Institutional Investor Stewardship Principles” and the “Institutional Investor Stewardship Policy” of the Bank (the “Policy”).

### 2) 投票指引

#### **Voting Guide**

**2.1** 本行基於被投資公司之股東行使股權之投票權應遵循之原則應依據該政策第4章「投票政策」之相關規範辦理。

The Bank shall follow the guidance and requirements as stipulated under Chapter 4 “Voting Policy” of the Policy when exercising its voting rights as the shareholder of the investee companies.

**2.2** 本行對於被投資公司股東會各項討論案行使投票權前，秘書部應召集內部會議或以電子郵件方式與相關部門主管(包括但不限於財務主管、資訊暨營運管理處主管、金融市場處主管/或其他指定主管等)評估股東會討論案，應符合本行及本行股東之權益，對於環境(E)、社會(S)或公司治理(G)具負面影響之議案應予以討論是否行使同意權。

若議案內容顯有不清楚或有違反本行權益或核心價值之情事、或本行認為有必要時，本行得於股東會前與被投資公司經營階層進行瞭解與溝通等議合活動。

就上述投票評估結果一併報請總經理核准。

Before the Bank casts its vote on the approval items in the AGM / EGM agenda of the investee companies, Secretariat shall communicate with management (including but not limited to CFO, Head of T&O, Head of T&M/ or other designated senior managers, etc.) by internal meetings or via emails to evaluate the approval items listed in the shareholders’ meeting’s agenda which are

aligned with the rights and interests of the Bank and its shareholders. For any agenda items that might have negative impacts on the environment (E), society (S) or corporate governance (G), it shall be further evaluated whether approval shall be granted on such agenda items.

If the agenda items are unclear or potentially violate the Bank's rights or core values, or as the Bank deems necessary, the Bank may engage the management of the invested company for clarification and communication before the shareholders' meeting.

The evaluation results as mentioned above as well as the proposed resolution shall be submitted to General Manager of the Bank for final approval.

**2.3** 本行收到被投資公司之股東會開會通知書，應於股東會開會期限內由本行總經理室秘書部諮詢本行總經理指派出席人員，以親自出席、委託出席、視訊出席、或以電子投票方式行使表決權。並留存資料備查。

When the Bank receives a shareholders' meeting notice from the invested company, the GM Office-Secretariat shall, before the shareholders' meeting, consult General Manager of the Bank and on the designation of a representative to attend the meeting on the Bank's behalf by proxy, by video-conference, or by electronic voting to exercise the Bank's voting rights. The relevant documentation shall be kept for record.

**2.4** 本行對於投資期間超過 1 年但持股比例 5%以下者，得不指派人員出席股東會。

The Bank may not designate a representative to attend the shareholders' meeting of investee companies where the Bank's shareholding is over 1 year but less than 5% of the issued shares of the investee company.

**2.5** 為善盡盡職治理之責，如被投資公司並未提供充足之議事資料供本行審酌，或被投資公司未能於會議前即時提供相關議事資料供本行進行內部討論及審議，本行將針對相關議案投下棄權票。

本行參與股東會行使表決權之情形應留存資料備查 (如附件一)。

公司法第 172 條第 5 項<sup>1</sup>不得以臨時動議提出之議案、公司法第 172 之 1 條<sup>2</sup>少數股東提出之議案、或任何涉及環境(E)、社會(S)、及公司治理(G)等之議案，皆被視為重大議案。針對重大議案，應說明判斷所列舉重大議案之因素或流程，並揭露贊成、反對及棄權之原因。

To fulfill the Bank's duties of stewardship, if an invested company fails to provide sufficient meeting materials before the meeting for the Bank's internal discussion and consideration, the Bank will abstain from voting on the agenda items.

Information regarding the final voting on the agenda items of the investee companies of the cases where the Bank attends the shareholders' meetings and exercises the voting right shall be retained for record (as set out in Appendix 1).

For those proposal items which shall not be proposed as Any Other Business section in accordance with Section 5 of Article 172 of the Company Act), or raised by minority shareholders in accordance with Article 172-1 of the Company Act, or involving the issues related to environmental (E), social (S), and corporate governance (G), etc, such proposals shall be considered as the material proposals. For the material proposals, the consideration factors and the reasons for voting for, against, or abstention should be recorded.

**2.6** 本行行使被投資公司之投票表決權，得依公司法第 177 條之 1 規定，得以書面或被投資公司所提公司電子投票方式行使。

The Bank may exercise its voting rights in writing or via electronic methods as provided by the investee companies in accordance with Article 177-1 of the Company Act.

**2.7** 為落實盡職治理責任，本行將持續關注被投資公司之永續或 ESG 發展策略，並選用適當之議合活動方式 (如電子郵件提問、電話訪問、親訪、參與論壇、視訊會議、股東會會議參與、發言、提問或建議等之方式)。

To fulfill the duties of stewardship, the Bank will continue to pay attention to the sustainability or ESG development strategy of the invested companies, and adopt appropriate approaches of engagement (such as e-mail enquiries, telephone interviews, visit in person, participation in forums, video conferences,

<sup>1</sup> 公司法第 172 條第 5 項：選任或解任董事、監察人、變更章程、減資、申請停止公開發行、董事競業許可、盈餘轉增資、公積轉增資、公司解散、合併、分割或第一百八十五條第一項各款之事項，應在召集事由中列舉並說明其主要內容，不得以臨時動議提出；(略)。

<sup>2</sup> 公司法第 172 之 1 條：持有已發行股份總數百分之一以上股份之股東，得向公司提出股東常會議案。

participation in shareholder meetings, speaks, raising questions or making suggestions, etc.).

### 3) 揭露方式與頻率

#### **Disclosure of Voting Summary and Frequency**

**3.1** 本行得每年於本行網站或年報揭露年度彙總投票情形。

The Bank may disclose a voting summary via its public website or annual report on an annual basis.

### 4) 附則

#### **Miscellaneous**

**4.1** 本指引應至少每兩年檢視一次。

This Guide shall be reviewed at least every two years.

**4.2** 本指引依據秘書部之分層負責表由總經理或其授權之人核定後實施。其嗣後之修訂亦同。

This Guide and its subsequent amendments shall become effective upon the approval by General Manager or his/ her delegate is obtained.

附件一  
Appendix 1

星展(台灣)商業銀行股份有限公司  
出席股東會表決權簽核表

被投資公司名稱	投資金額	持股比率	股東會開會日期
議案	擬行使之表決權		
	同意	不同意	棄權

簽核程序：

- Step 1: 接獲股東會開會通知
- Step 2: 填寫本簽核表
- Step 3: 與相關主管討論決議內容並呈總經理簽核
- Step 4: 申請開會通知用印
- Step 5: 秘書部用印及存檔備查