

北極星藥業集團股份有限公司

關係企業相互間財務業務相關作業規範

Rules of Governing Financial and Business Matters Between the Company and its Affiliated Enterprises

第一條

為健全本公司與關係企業間之財務業務往來，防杜關係企業間之進銷貨交易、取得處分資產、背書保證及資金貸與等事項有非常規交易、不當利益輸送情事，爰依上市上櫃公司治理實務守則第十七條之規定訂定本作業規範，以資遵循。

To ensure sound financial and business interactions between the Company and its affiliated enterprises and to prevent non arm's-length transactions and improper channeling of interests with respect to the purchase and sale of goods, the acquisition and disposal of assets, the provision of endorsements and guarantees, and loans of funds between the Company and its affiliated enterprises, these Rules are adopted pursuant to Article 17 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

第二條

本公司與關係企業相互間財務業務相關作業，除法令或章程另有規定者外，應依本作業規範之規定辦理。

Except as otherwise provided by law and regulation or by the articles of incorporation, financial and business matters between the Company and any of its affiliated enterprises shall be handled in accordance with the provisions of these Rules.

第三條

本規範所稱關係企業，為依公司法第三百六十九條之一規定，獨立存在而相互間具有左列關係之企業：

- 一、有控制與從屬關係之公司。
- 二、相互投資之公司。於判斷前項所訂控制與從屬關係時，除注意其法律形式外，應考慮其實質關係。

The term "affiliated enterprise" as used herein means an enterprise that, in accordance with Article 369-1 of the Company Act, exists independently and has either of the following relationships with the Company:

1. A relationship of control or subordination.
2. A relationship of mutual investment. In determining whether a relationship of control or subordination under the preceding subparagraph exists, the substance of the relationship shall be considered in addition to the legal form.

第四條

本公司應考量公司及關係企業整體之營運活動，建立有效之內部控制制度，並隨時進行檢討，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。本公司應考量子公司所在地政府法令規定及實際營運性質後，督促子公司建立有效之內部控制制度；關係企業如為非公開發行公司，仍應考量其對本公司財務業務之影響程度，要求其建立有效之內部控制制度與財務、業務及會計管理制度。

The Company shall establish an effective internal control system in regard to its own and its affiliated enterprises' overall operational activities, and shall continue to review the system in order to adapt to changes in the internal and external environment and ensure that the system's design and operation remain effective.

The Company shall ensure that any subsidiary develops an effective internal control system, taking into account the laws and regulations of the jurisdiction in which the subsidiary is located and the nature of its operations. For any affiliated enterprise that is not a public company, the Company shall still, in consideration of the degree of influence it has on the Company's business and finances, require that it develop effective systems for internal control and for managing financial, business, and accounting matters.

第五條

本公司對關係企業經營管理之監理，除依公司所訂之相關內部控制制度執行外，尚應注意下列事項：

- 一、本公司應依取得股份比例，取得關係企業適當之董事、監察人席次。
- 二、本公司派任關係企業之董事應定期參加關係企業之董事會，由各該管理階層呈報企業目標及策略、財務狀況、經營成果、現金流量、重大合約等，以監督關係企業之營運，對異常事項應查明原因，作成紀錄並向本公司董事長或總經理報告。
- 三、本公司派任關係企業之監察人應監督關係企業業務之執行，調查關係企業財務及業務狀況、查核簿冊文件及稽核報告，並得請關係企業之董事會或經理人提出報告，對異常事項應查明原因，作成紀錄並向本公司董事長或總經理報告。
- 四、本公司應派任適任人員就任關係企業之重要職位，如總經理、財務主管或內部稽核主管等，以取得經營管理、決定權與監督評估之職責。
- 五、本公司應視各子公司之業務性質、營運規模及員工人數，指導其設置內部稽核單位及訂定內部控制制度自行檢查作業之程序及方法。
- 六、本公司內部稽核人員除應複核各子公司所陳報之稽核報告或自行檢查報告外，尚須定期或不定期向子公司執行稽核作業，稽核報告之發現及建議於陳核後，應通知各受查子公司改善，並定期做成追蹤報告，以確定其已及時採取適當之改善措施。
- 七、子公司應定期提出上月份之財務報表，包括資產負債表、損益表、費用明細表、現金收支及預估表、應收帳款帳齡分析表及逾期帳款明細表、存貨庫齡分析表、資金貸與他人及背書保證月報表等，如有異常並應檢附分析報告，以供本公司進行控管。其餘關係企業亦應定期提供本公司上一季之財務報表，包括資產負債表、損益表等，以供本公司進行分析檢討。

In addition to implementing the adopted internal control system, the Company shall pay close attention to the following matters when exercising supervision over the operation and management of its affiliated enterprises:

1. The Company shall obtain an appropriate number of director and supervisor seats in the affiliated enterprise in accordance with the percentage of the shares it holds.
2. A director that the Company assigns to an affiliated enterprise shall regularly attend the affiliate's board meetings, and in order to monitor its operation, shall carefully review its corporate objectives and strategy, financial position, business performance, cash flows, and important contracts, as reported by the various members of the affiliate enterprise's management. The director assigned to the affiliated enterprise shall ascertain the cause of any irregularity found, compile a record, and report the matter to the chairperson or general manager of the Company.
3. A supervisor assigned to an affiliated enterprise by the Company shall supervise the affiliate's business operations, investigate its financial and business conditions, and review its books, records and audit reports, and may also request reports from the affiliate's board of directors or managerial officers. For any irregularity that may be found, the supervisor assigned to the affiliate shall ascertain the cause, compile a record, and report to the chairperson or general manager of the Company.
4. The Company shall assign competent personnel to assume important positions at its affiliated enterprise, such general manager, financial officer, or internal audit officer, in order to assume the duties and responsibilities of management, decision-making, and supervision and evaluation.
5. The Company, in consideration of the type of business, scale of operations, and number of personnel of a subsidiary, shall instruct the subsidiary in the procedures and methods for establishing an internal audit unit and adopting internal control system self-inspection operations.
6. In addition to reviewing the audit reports or self-inspection reports submitted by each subsidiary, the internal audit personnel of the Company must also carry out audits of the subsidiaries on a scheduled or unscheduled basis. After audit findings and recommendations have been presented, they shall instruct the audited subsidiaries to make any necessary corrections, and shall prepare follow-up reports on a regular basis to ensure that the subsidiaries have taken appropriate corrective measures in a timely manner.
7. Subsidiaries of the Company shall regularly submit monthly financial statements for the preceding month, including balance sheets, income statements, statements of expenses, statements of cash flow and cash flow forecasts, accounts receivable aging schedules and statements of delinquent accounts receivable, aging inventory analyses, and statements of loans to others and endorsements/guarantees. In the event of irregularities, analysis reports shall also be submitted to allow management and control by the Company. Other affiliated enterprises shall also regularly submit financial statements for the preceding quarter, including balance sheets and income statements, for analysis and review by the Company

第六條

本公司經理人不應與關係企業之經理人互為兼任，且不應自營或與他人經營與本公司同類之業務，但經董事會決議行之者，不在此限。本公司與關係企業間之人員管理權責應明確劃分，且應避免人員相互流用，惟如確有支援及調動之必要，應事先規範工作範圍及其權責與成本分攤方式。

A managerial officer of the Company may not concurrently serve as a managerial officer of any affiliated enterprise of the Company, and shall not operate the same type of business as the Company, either on the officer's own behalf or with another party, unless otherwise approved by a resolution of the board of directors. The division of powers and responsibilities between the Company and its affiliated enterprises with respect to personnel management shall be clearly identified, and personnel transfers between the two shall be avoided. However, where personnel support or transfer is indeed necessary, the scope of work, division of powers and responsibilities, and allocation of costs shall be specified in advance.

第七條

本公司應與各關係企業間建立有效之財務、業務溝通系統，並定期就往來銀行、主要客戶及供應商進行綜合風險評估，以降低信用風險。對於有財務業務往來之關係企業，尤應隨時掌控其重大財務、業務事項，以進行風險控管。

The Company shall establish an effective system of communication with each affiliated enterprise with respect to financial and business matters, and to mitigate credit risks, shall regularly conduct comprehensive risk assessments of their banks, principal clients, and suppliers. With respect to an affiliated enterprise with which it has financial and business interactions, the Company shall especially maintain close control over material financial and business items for the purpose of risk management.

第八條

本公司與關係企業間之資金貸與或背書保證應審慎評估並符合「公開發行公司資金貸與及背書保證處理準則」及公司所訂資金貸與他人作業程序及背書保證作業程序。

與關係企業間之資金貸與或背書保證應就下列事項進行詳細審查，且將評估結果提報董事會。資金貸與須報經董事會決議後辦理，不得授權其他人決定，背書保證則可經董事會依前項規定授權董事長在一定額度內辦理，惟事後應報經最近期之董事會追認。

- 一、資金貸與或背書保證之必要性及合理性。因業務往來關係從事資金貸與或背書保證者，應評估貸與金額或背書保證金額與業務往來金額是否相當；有短期融通資金之必要者，應列舉得貸與資金之原因及情形。
- 二、資金貸與或背書保證對象之徵信及風險評估。
- 三、對公司營運風險、財務狀況及股東權益之影響。

本公司直接及間接持有表決權股份達百分之九十以上之子公司依公開發行公司資金貸與及背書保證處理準則第五條第二項規定為背書保證前，應提報本公司董事會決

議後始得辦理。但本公司直接及間接持有表決權股份百分之百之公司間背書保證，不在此限。

本公司與其母公司或子公司間，或其子公司間之資金貸與，應提董事會決議，並得授權董事長對同一貸與對象於董事會決議之一定額度及不超過六年之期間內分次撥貸或循環動用。

本公司直接及間接持有表決權股份百分之百之國外公司間因有短期融通資金之必要從事資金貸與者，融資金額不受貸與企業淨值百分之四十之限制。本公司直接及間接持有表決權股份達百分之九十以上之公司間為背書保證者，其金額不得超過本公司淨值之百分之十。但本公司直接及間接持有表決權股份百分之百之公司間為背書保證，不在此限。

對資金貸與或保證之事項應確實執行後續控管措施，如有債權逾期或發生損失之虞時，應採行適當之保全措施，以保障公司權益。

Any loans or endorsements/guarantees between the Company and an affiliated enterprise shall be carefully assessed and carried out in compliance with the provisions of the Regulations Governing Lending of Funds and Making of Endorsements/Guarantees by Public Companies and with the procedures prescribed by the Company regarding loans to others and provision of endorsements/guarantees.

With respect to the provision of loans, endorsements, or guarantees between the Company and an affiliated enterprise, the matters set out below shall be closely reviewed, and results of the assessment submitted to the board of directors. Any loan of funds shall be made only by a resolution of the board of directors, and no other party may be authorized to decide on the matter. The board of directors, in accordance with the preceding paragraph, may authorize the chairperson to provide an endorsement or guarantee within a specific limit, provided it is subsequently submitted to and ratified by the next board meeting:

1. The necessity and the reasonableness of the loan or the endorsement or guarantee. When funds are loaned or an endorsement or guarantee is made because of business dealings, an assessment shall be made of whether the amount of the loan or amount of the endorsement or guarantee is commensurate with the total amount of the business involved. When short-term financing is needed, the reasons for and the circumstances surrounding the loan shall be set out.
2. A credit check and a risk assessment of the counterparty requesting the loan or the endorsement or guarantee.
3. The effects on the Company's operational risk and financial position and the rights and interests of its shareholders.

Any endorsement or guarantee provided pursuant to Article 5, paragraph 2 of the Regulations Governing Lending of Funds and Making of Endorsements/Guarantees by Public Companies between any subsidiaries in which the Company directly or indirectly holds 90 percent or more of the voting shares shall first be submitted for a resolution by the board of directors of the Company, except when an endorsement or guarantee is provided between companies in which the Company directly or indirectly holds 100 percent of the voting shares.

Any proposed loan between the Company and its parent or a subsidiary, or between its subsidiaries, shall be submitted for a resolution by the board of directors. The chairperson may also be authorized, with respect to a specific borrowing counterparty, and within a limit resolved by the board of directors and a period not to exceed 6 year, to provide an accreting loan or to make available a revolving line of credit.

When a loan of funds for short-term financing is necessary between any two foreign companies in which the Company directly or indirectly holds 100 percent of the voting shares, the loan amount is not subject to the restriction of 40 percent of the net worth of the company making the loan. The amount of an endorsement or guarantee between two companies in which the Company directly or indirectly holds 90 percent or more of the voting shares may not exceed 10 percent of the Company's net worth, except for endorsements or guarantees between two companies in which the Company directly or indirectly holds 100 percent of the voting shares.

The Company shall properly implement subsequent control measures with respect to loans or endorsements or guarantees. When there is a likelihood of overdue claims or the occurrence of loss, the Company shall adopt appropriate conservatory measures to safeguard its rights and interests.

第九條

本公司與關係企業間之業務往來，應明確訂定價格條件與支付方式，且交易之目的、價格、條件、交易之實質與形式及相關處理程序，不應與非關係人之正常交易有顯不相當或顯欠合理之情事。

與關係企業間之勞務或技術服務，應由雙方簽訂合約，約定服務內容、服務費用、期間、收付款條件及售後服務等，經呈總經理或董事長核准後辦理，該合約之一切條款應依循一般商業常規。

Price terms and payment methods shall be expressly stipulated for any business interaction between the Company and any affiliated enterprise. The purpose, pricing, and terms of a transaction, and its formal and substantive nature and the related handling procedures, shall not differ markedly from those of a normal transaction with a non-related party, nor may they be obviously unreasonable.

For professional or technical services provided between the Company and an affiliated enterprise, both parties shall enter into a contract stipulating the scope of the services, fees charged, time period, payment terms, and after-sales service. The contract shall be implemented after approval by the general manager or the chairperson of the Company, and all contract terms and conditions shall comply with normal business practice.

第十條

本公司與關係企業間之資產交易、衍生性商品交易、進行企業合併、分割、收購或股份受讓，應依照「公開發行公司取得或處分資產處理準則」及本公司所訂取得或處分資產處理程序辦理。

向關係企業取得或處分有價證券，或向其他非關係企業取得以關係企業為標的之有價證券，應於事實發生日前取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，另交易金額達公司實收資本額百分之二十、總資產百

分之十或新臺幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師若需採用專家報告者，應依會計研究發展基金會所發布之審計準則公報第七十一號規定辦理。但該有價證券具活絡市場之公開報價或金融監督管理委員會另有規定者，不在此限。

向關係企業取得或處分無形資產或其使用權資產或會員證交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第七十一號規定辦理。

前二項交易金額之計算，應依「公開發行公司取得或處分資產處理準則」第三十一條第二項規定辦理。

Any asset transaction, derivative trading, merger, demerger, acquisition, or share transfer between the Company and an affiliated enterprise shall be conducted in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and the procedures for acquisition and disposal of assets prescribed by the Company.

When the Company makes an acquisition of securities from or a disposition of securities to an affiliated enterprise, or an acquisition from an unaffiliated enterprise of securities whose underlying is the stock of an affiliated enterprise, it shall first obtain the financial statements of the issuing company for the most recent period, audited and attested or reviewed by a certified public accountant (CPA), for reference in appraising the transaction price. If the amount of the transaction is 20 percent or more of the Company's paid-in capital, 10 percent of its total assets, or NT\$300 million or more, it shall also request a CPA to provide an opinion on the reasonableness of the transaction price, except for securities quoted on an active market or that meet any of the following requirements:

When the Company engages in the acquisition of memberships or intangible assets from or their disposition to any of its affiliated enterprises, if the amount of the transaction is 20 percent or more of the Company's paid-in capital, 10 percent of its total assets, or NT\$300 million or more, it shall request a CPA to provide an opinion on the reasonableness of the transaction price.

第十一條

與關係企業間財務業務往來須經董事會決議者，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。

董事對於會議之事項，與其自身或其代表之法人有利害關係，致有害於公司利益之虞者，應自行迴避，不得加入討論及表決，亦不得代理其他董事行使其表決權。董事間應自律，不得當相互支援。

董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就前項會議之事項有利害關係者，視為董事就該事項有自身利害關係。

審計委員會對於董事會或董事執行業務有違反法令、章程或股東會決議時，應即通知董事會或董事停止其行為，並採行適當措施以防止弊端擴大，必要時並應向相關主管機關或單位舉發。

With respect to any financial or business interaction between the Company and any affiliated enterprise that requires a resolution of the board of directors, full consideration shall be given to each independent director's opinion. Specific opinions by independent directors expressing assent or dissent, and the reasons for dissent, shall be included in the minutes of board meetings.

When a director is an interested party with respect to a particular agenda item, that director shall enter into recusal and may neither vote on that item nor exercise voting rights as proxy for another director. Directors shall maintain self-discipline among themselves and may not enter into relationships of inappropriate mutual support with other directors.

Upon discovering that, in the course of their duties, the board of directors or a director has committed a violation of law or regulation, the articles of incorporation, or a shareholders meeting resolution, the audit committee shall immediately notify the board of directors or the individual director to cease the misconduct, and shall take appropriate measures to curb expansion of the misconduct. When necessary, a supervisor shall also file a report with the relevant regulatory authority or agency.

第十二條

本公司應配合法令規定之應公告或申報事項及其時限，及時安排各子公司提供必要之財務、業務資訊，或委託會計師進行查核或核閱各子公司之財務報告。

本公司應依法令規定之年度財務報告申報期限公告關係企業合併資產負債表、關係企業合併綜合損益表及會計師複核報告書，關係企業有增減異動時，應於異動二日內向臺灣證券交易所或中華民國證券櫃檯買賣中心申報異動資料。

本公司與關係企業間之重大交易事項，應於年報、財務報表、關係企業三書表及公開說明書中充分揭露。關係企業如發生財務週轉困難之情事時，本公司應取得其財務報表及相關資料，以評估其對本公司財務、業務或營運之影響，必要時，應對本公司之債權採行適當之保全措施。有上開情事時，除於年報及公開說明書中列明其對本公司財務狀況之影響外，尚應即時於公開資訊觀測站發布重大訊息。

The Company, in compliance with the requirements of laws and regulations regarding matters that must be publicly disclosed or filed and the deadlines for so doing, shall make timely arrangements for the provision by each subsidiary of required financial and business information, or to retain CPAs to audit or review the financial reports of each subsidiary.

The Company shall publicly disclose the consolidated balance sheets, consolidated statements of comprehensive income, and CPA secondary review reports covering affiliated enterprises by the deadlines for the filing of the annual financial reports under applicable laws and regulations. Information on any increase, decrease, or other change in affiliated enterprises shall be filed with the TWSE or GTSM within 2 days of the change.

Information on any material transaction between the Company and an affiliated enterprise shall be fully disclosed in the annual report, financial statements, the three reporting forms for affiliated enterprises, and prospectuses.

If an affiliated enterprise experiences financial difficulties, the Company shall obtain its financial statements and related materials in order to assess the resulting effect on the finances, business, or operations of the Company, and when necessary, appropriate conservatory measures shall be adopted to safeguard the Company's rights as a creditor. Under the above circumstances, in addition to specifying the resulting effect on the Company's financial position in its annual report and prospectus, the Company shall also make a timely announcement of material information on the Market Observation Post System (MOPS).

第十三條

本公司之關係企業有下列各項情事時，本公司應代為公告申報相關訊息：

- 一、股票未於國內公開發行之子公司，如其取得或處分資產、辦理背書保證、資金貸予他人之金額達公告申報之標準者。
- 二、母公司或子公司依相關法令進行破產或重整程序之相關事項。
- 三、關係企業經其董事會決議之重大決策，對本公司之股東權益或證券價格有重大影響者。
- 四、本公司之子公司及未上市櫃之母公司如有符合「臺灣證券交易所股份有限公司對有價證券上市公司重大訊息之查證暨公開處理程序」或「財團法人中華民國證券櫃檯買賣中心對上櫃公司重大訊息之查證暨公開處理程序」所規定應發佈之重大訊息者。

本公司之母公司如為外國公司，本公司應於知悉母公司下列各項事實發生或傳播媒體報導之日起次一營業日交易時間開始前代為申報：

- 一、發生重大股權變動者。
- 二、營業政策重大改變者。
- 三、遭受重大災害致嚴重減產或全部停產者。
- 四、因所屬國法令規章變更，致對股東權益或公司營運有重大影響者。
- 五、大眾傳播媒體對母公司之報導有足以影響本公司之有價證券行情者。
- 六、其他發生依外國公司所屬國法令規定應即時申報之重大情事。

When any of the following circumstances applies to an affiliated enterprise, the Company shall make a public disclosure and regulatory filing on its behalf:

1. For a subsidiary whose shares have not been publicly issued domestically, the dollar amount of the subsidiary's acquisition or disposal of assets, endorsements or guarantees for others, and loans of funds to others meets the criteria for public disclosure and regulatory filing.
2. The parent or the subsidiary undergoes bankruptcy or reorganization proceedings pursuant to applicable laws and regulations.
3. A major policy is adopted by resolution of the affiliated enterprise's board of directors that has a material effect on the rights and interests of the shareholders or the securities prices of the Company.
4. Any matter regarding a subsidiary or the unlisted (neither TWSE nor GTSM listed) parent of the Company constitutes material information required to be announced under the provisions of the Taiwan Stock Exchange Corporation Procedures for

Verification and Disclosure of Material Information of Companies with Listed Securities and of the GreTai Securities Market Procedures for Verification and Disclosure of Material Information of Companies with GTSM Listed Securities.

If the parent of the Company is a foreign company, the Company shall make a filing of the following information on its behalf before the opening of trading hours on the first business day following the day on which the Company becomes aware of the information or on which there is media reporting of the information:

1. A material change in shareholder equity.
2. A material change in business policy.
3. A material disaster resulting in serious reduction or complete cessation of production.
4. A material effect on the rights and interests of shareholders or the parent's operations resulting from a change in the laws, regulations, or rules of the parent's home country.
5. Mass media reporting about the parent sufficient to affect the securities prices of the Company.
6. The occurrence of any other material event that, pursuant to the laws or regulations of the foreign company's home country, must be filed immediately.

第十四條

本作業規範經董事會通過後實施，修正時亦同。

These Rules, and any amendments hereto, shall be implemented after adoption by the board of directors.