

Implementation of Corporate Governance and the Deviations from the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, and the Reasons

Items of Evaluation	Implementation			Deviations from “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies” and Reasons
	Yes	No	Summary	
I. Does the Company formulate and disclose the Code of Practice for Corporate Governance in accordance with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies?	V		Accton formulated “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies” to build satisfactory governance and risk control, create value for shareholders, adhere to honest management, and establish relevant regulations for protecting shareholders’ rights, enhancing the functions of the Board of Directors, respecting the interests of interested parties and promoting information transparency. The principles are disclosed on the Market Observation Post System and Accton’s websites for shareholders’ inquiry.	No discrepancy
II. Shareholding structure and shareholders' rights (I) Does the Company establish an internal procedure for handling shareholder proposals, inquiries, disputes, and litigations? Are such matters handled according to the internal procedure?	V		Accton has spokesperson, investor relations, legal affairs and stock personnel and other relevant departments to serve for dealing with shareholders’ suggestions, doubts and disputes. Shareholder’s suggestions, doubts, disputes, litigation and other problems are handled in accordance with relevant operating procedures.	No discrepancy
(II) Does the Company maintain a register of major shareholders with controlling power as well as a register of persons exercising ultimate control over those major shareholders?	V		Subject to Article 25 of Securities and Exchange Act, Accton reports any changes in equity held by its internal person (directors, supervisors, managers and the major shareholders holding more than 10% of shares) on the Market Observation Post System, enabling the service units to grasp the list of major shareholders and their final controllers immediately.	No discrepancy
(III) Does the Company establish and enforce risk control and firewall systems with its related companies?	V		The Company has established a comprehensive risk control mechanism and has implemented a strict firewall system for transactions and cooperation with affiliated enterprises. The specific measures are as follows: 1. Risk Control Mechanism: The Company conducts regular internal risk assessments, particularly regarding business dealings with affiliated enterprises. A dedicated risk management process is in place to ensure transparency and regulatory compliance of such transactions, and to prevent conflicts of interest. Each year, relevant departments review all transactions with affiliated enterprises, assess potential risks, and adopt necessary control measures. 2. Firewall Mechanism: To ensure independence and avoid conflicts of interest, the Company enforces firewall measures for business operations involving affiliated enterprises. 3. Internal Control and Review Mechanism: The Company has an internal audit department responsible for conducting regular reviews of all transactions with affiliated enterprises to ensure compliance with Company policies and regulatory requirements. Should any irregularities be identified, they will be promptly reported to the Board of Directors and appropriate corrective measures will be taken. The Company is committed to protecting the interests of all parties by ensuring that transactions with affiliated enterprises are transparent, fair, and compliant, while effectively mitigating potential risks.	No discrepancy
(IV) Does the Company formulate internal regulations to prohibit internal personnel from using the information undisclosed on the market to buy and sell securities?	V		Accton has formulated “Regulations on the Prevention of Insider Trading”, “Internal Operational Procedure for Handling Material Information” and “Employee Ethical Behavior Management Procedures”, which apply to all employees, managers, and members of the Board of Directors of the Company and to any other persons who have access to confidential information of the Company due to the nature of their job. Any behavior involving insider trading is prohibited and the Company conducts internal training on a regular basis to enhance employee’s awareness. The “Regulations Governing the Prevention of Insider Trading” specifies that the Company’s directors and managerial officers shall not trade their stocks during the closed period of 30 days before the announcement of the annual financial report and 15 days before the announcement of the quarterly financial report. Other employees who are informed of the financial reports shall still comply with the provisions of the preceding paragraph. The Company’s implementation is as follows: 1. On January 14, 2025, the Company notified all directors of the meeting date of each board meeting in 2025 by e-mail, as well as the blackout period before the announcement of each quarterly financial report, and sent another e-mail reminder before the blackout period to prevent directors from erroneously violating such rules. 2. The Company shall from time to time publicize the laws and regulations and precautions for insider trading and insider equity by directors and management. 3. For new recruits, the human resources department will promote the Company’s	No discrepancy

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			ethical standards, management methods, and regulations during registration. All regulations are announced on the Company's internal and external websites for the convenience of employees. 4. The Company from time to time (at least once a year) conducts education and training for directors, managers and employees on "Corporate Management Integrity", "Employee Code of Ethical Conduct", and "Prevention of Insider Trading".										
III. Composition and Responsibilities of the Board of Directors (I) Does the Board of Directors formulate and implement diversified policies and specific management objectives?	V		Article 20 of the “Code of Corporate Governance Practice” sets out the diversity policy for Board members. Directors are nominated through the rigorous selection process that takes into account diverse backgrounds, professional competence and experience, as well as integrity and ethical conduct. Currently, there are 7 seats on the Board of Directors, including 4 seats for independent directors, which has achieved the specific management objectives of independent directors accounting for more than half of Board members as well as the number of directors who also serve as managers of the Company not exceeding one-third of the total number of directors. In this regard, the Company is able to perform its business decision-making and supervisory functions. For the implementation of diversity of the Board of Directors, please refer to "Board Diversity and Independence" on Page 9 of this annual report.	No discrepancy									
(II) Does the Company agree to set other functional committees in addition to Remuneration Commission and Audit Committee?	V		In order to improve the decision-making function and strengthen the management mechanism, the Company has established the audit committee and the remuneration committee in accordance with the law. In addition, the corporate sustainability committee and corporate governance and integrity management committee composed of the management team have been set up to carry out the functions of each committee. Please refer to page 34 of this annual report.	No discrepancy									
(I) Does the company establish standards and methods to evaluate the performance of the Board of Directors, conduct the evaluation annually and regularly, report the results of evaluations to the Board of Directors, and use them as a reference for individual directors' remuneration and nomination and renewal?	V		To implement sound corporate governance, enhance the functions of the Board of Directors, and improve its operational efficiency, the Company has established the “Board Performance Evaluation Policy,” which stipulates that the Board (including its functional committees) shall conduct a performance evaluation at least once a year and undergo an external evaluation at least once every three years. The Company completed the 2024 performance evaluation of the Board of Directors and its functional committees on March 13, 2025 (evaluation period: January 1, 2024 to December 31, 2024) and reported the evaluation results to the Audit Committee, the Remuneration Committee, and the Board of Directors, respectively. This assessment is an internal self-assessment combining data analysis (including self-assessment questionnaires for the Board of Directors, members of the board and various functional committees). Evaluation result: The Board of Directors of the Company has established policies and procedures for the operation of the Board of Directors in accordance with relevant laws and regulations and domestic corporate governance indicators in all aspects. The Board of Directors is composed of directors with relevant professional abilities, and tasks are allocated based on different professions and experiences. The functions of each functional committee were able to function effectively, and the result of the evaluation was excellent.	No discrepancy									
(II) Does the Company regularly implement assessments on the independence of CPAs?	V		The Company conducts an annual evaluation of the independence and competence of its certified public accountants (CPAs). In addition to requiring the CPAs to provide a declaration of independence and Audit Quality Indicators (AQIs), the evaluation is conducted based on the assessment criteria outlined. It has been confirmed that, aside from audit and tax-related service fees, the CPAs have no other financial interests or business relationships with the Company. The family members of the CPAs also do not violate any independence requirements. Furthermore, with reference to the AQI information, the professionalism and quality control of the CPAs and their firm have been verified. The evaluation of the CPAs’ independence and competence for the current year was approved by the Audit Committee and the Board of Directors on March 13, 2025. The evaluation results met the Company’s standards for independence and competence. <table><tr><th>Items of Evaluation</th><th>Results of Evaluation</th><th>Compliance with Independence</th></tr><tr><td>1. Does the CPA have any direct or material indirect financial interest in the Company?</td><td>No</td><td>Yes</td></tr><tr><td>2. Has the CPA engaged in any financing or guarantee arrangements with the Company or its directors?</td><td>No</td><td>Yes</td></tr></table>	Items of Evaluation	Results of Evaluation	Compliance with Independence	1. Does the CPA have any direct or material indirect financial interest in the Company?	No	Yes	2. Has the CPA engaged in any financing or guarantee arrangements with the Company or its directors?	No	Yes	No discrepancy
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IV. Does the Company, if listed at TWSE/TPEx, appoint adequate persons and a chief governance officer to be in charge of corporate governance matters (including but not limited to providing directors and supervisors required information for business execution, assisting directors and supervisors in following laws and regulations, handling matters in relation to the Board meetings and shareholders' meetings and keeping minutes at the Board meetings and shareholders' meetings according to law)?	V		On June 10, 2021, the Board of Directors appointed Mr. Lin, Hsin-Hsuan as the Corporate Governance Manager responsible for setting up a corporate governance implementation unit to protect shareholders' interests and strengthen the functions of the Board of Directors. The 2024 operational highlights of the Company are as follows: <table><tr><th>Main Responsibilities</th><th>Implementation</th></tr><tr><td>Dealing with the affairs related to the meetings of Board of Directors and Shareholders, and assisting to comply with relevant laws and regulations of Board of Directors and Shareholders.</td><td>Meetings were held in according with laws and regulations.</td></tr><tr><td>Making minutes of meetings of Board of Directors and Shareholders.</td><td>Minutes were made in accordance with laws and regulations.</td></tr><tr><td>Providing information and the latest regulations required for Directors to fulfill their duties in accordance with laws and regulations.</td><td>Two training courses were held for Directors this year, and they had obtained certificates accordingly.</td></tr><tr><td>Review the compliance with corporate governance every year.</td><td>Propose improvement plans and countermeasures for standards that are yet to be reached .</td></tr><tr><td>Making amendments to other measures.</td><td>Executed.</td></tr></table>	Main Responsibilities	Implementation	Dealing with the affairs related to the meetings of Board of Directors and Shareholders, and assisting to comply with relevant laws and regulations of Board of Directors and Shareholders.	Meetings were held in according with laws and regulations.	Making minutes of meetings of Board of Directors and Shareholders.	Minutes were made in accordance with laws and regulations.	Providing information and the latest regulations required for Directors to fulfill their duties in accordance with laws and regulations.	Two training courses were held for Directors this year, and they had obtained certificates accordingly.	Review the compliance with corporate governance every year.	Propose improvement plans and countermeasures for standards that are yet to be reached .	Making amendments to other measures.	Executed.	No discrepancy												
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V. Does the Company establish the channels for communication with interested parties (including but not limited to shareholders, employees, customers and suppliers), and set up special space for interested parties on the official website, and properly respond to the important corporate social responsibility issues concerned by interested parties?	V		The Company respects and protects the legitimate rights and interests of stakeholders. The Company's website (www.accton.com) has contact information for stakeholders (employees/competent authorities/investors/shareholders/ODM customers/suppliers/external complaints) and maintains a smooth communication channel to establish a smooth communication channel with investors. A sustainability report is provided every year to enable stakeholders to understand the Company. Please refer to the Accton 2024 Sustainability Report and the corporate website for details. The Company has internal communication channels that employees can use to voice their opinions to the Company via post or in writing.	No discrepancy																								
VI. Does the Company appoint a professional stock affairs agency to deal with the affairs of the Board of Shareholders?	V		Accton appoints the professional stock affairs agency, Yuanta Securities Finance Co., Ltd., to be responsible for serving for shareholders and dealing with stock affairs.	No discrepancy																								

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VII. Disclosure of Information				
(I) Does the Company establish a website to disclose information on financial operations and corporate governance?	V		The Company discloses financial, business and corporate governance information on a regular basis through the Chinese and English websites (www.accton.com). In addition, Accton’s governance condition is explained to investors at the meetings of corporate description and Board of Shareholders.	No discrepancy
(II) Does the Company adopt other methods for disclosure of information (such as setting up English website, designating special person to be responsible for collection and disclosure of company information, implementing spokesperson system, and placing the procedures for corporate description meeting on the Company’s website etc.)?	V		The Company has a Chinese and English website (www.accton.com) to fully disclose information related to finance, business and corporate governance for the reference of shareholders, and has dedicated personnel responsible for the collection and update of information. Accton has established "Procedures for Handling Material Internal Information" to established an optimized internal material information handling and disclosure mechanism and implemented a spokesperson system. In addition to announcing monthly revenue, Accton also actively announces quarterly profit and loss, holds roadshows regularly, which are disclosed on Accton's website to enhance the transparency of corporate information.	No discrepancy
(III) Does the Company publish and report its annual financial report within two months after the end of a fiscal year, and publish and report its financial reports for the first, second, and third quarters as well as its operating status for each month before the specified deadline.		V	Accton publishes and reports its annual financial report within three months after the end of a fiscal year, and publish and report its financial reports for the first, second and third quarters as well as its operating status for each month before the specified deadline.	In planning
VIII. Does the Company have other important information that facilitates understanding of its corporate governance condition (including but not limited to employee rights and benefits, employees care, relationship with investors and suppliers, rights of interested parties, further education of Directors and Supervisors)?	V		(I) Employee’s rights and employee care: Accton believes that “people” is the most important asset, thus it spares no effort to invest in the training of staff, encourages employees to participate in training courses, takes measures to provide welfare for staff and sets up labor safety and health department to prevent occupational disasters and offer related consulting, and provides health lectures and examination to ensure employees’ safety and health (II) Investor Relations In addition to setting up dedicated units to deal with shareholders’ matters, Accton discloses complete information on the Market Observation Post System and official implementation of risk management policies and measurement standards, implementation of customer policies, liability insurance purchased by the Company for the Directors and Supervisors)? websites to let investors know about its operation status, and communicates with investors through the Board of Shareholders and spokespersons. (III) Supplier Relations Accton always maintains a good relationship with its suppliers, establishes a stable supply chain, and conducts audit from time to time to confirm the quality of supplies. (IV) Interested Party’s Rights: Interested parties must communicate with and make suggestions to Accton to protect their legitimate rights and interests. (V) Implementation of Risk Management Policies and Risk Measurement Standards Relevant measures for important management indicators have been established and implemented by Accton. (VI) Implementation of Customer Policies Accton always adheres to the business idea of serving for customers, and maintains a stable and good relationship with customers to create the best interests for both parties. (VII) Liability Insurance for the Company’s Directors The Company has purchased liability insurance for all directors with an amount insured of US\$15 million for the period from October 25, 2024 to October 25, 2025. Also, the insured amount, scope and premium of the directors' liability insurance were submitted to the Board of Directors for approval on November 7, 2024. (VIII) Succession Plan of Directors and Key Management: The Company bases on its future strategic development and operational plans, and cooperates with the Company's policy of diversifying the composition of the Board of Directors.	No discrepancy

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			I. Succession planning for the members of the Board of Directors The Company adopts a nomination system for candidates. Each term of office is three years. Directors are elected in accordance with the Company's Regulations Governing the Election of Directors, unless otherwise provided by laws and regulations or the Articles of Incorporation. The election of directors shall take into consideration the overall configuration of the Board of Directors. Diversification shall be considered for the composition of the Board of Directors and a suitable diversification policy is prepared reflective of its function, operational pattern, and developmental demand. It shall include, without limitation, the following criteria: (1) Basic conditions and values: gender, age, nationality, and culture, among others. (2) Professional knowledge and skills: professional background (such as law, accounting, industry, finance, marketing, or technology), professional skills, and industrial experience. Members of the Company's Board of Directors should generally have the knowledge, skills, and literacy necessary to perform their duties. The capabilities expected of the Board of Directors as a whole for the sake of achieving the ideal goals of corporate governance are as follows: (1) The ability to make operational judgments. (2) Accounting and financial analysis ability. (3) Operation and management ability. (4) Crisis management capability. (5) Knowledge of the industry. (6) Outlook on the international market. (7) Leadership ability. (8) Decision-making ability. The Company plans succession of directors in the following ways: (1) The incumbent directors shall recommend suitable candidates. (2) Candidates recommended by shareholders. (3) Use the results of the performance evaluation of the Board of Directors as a reference for the re-election of directors. II. Succession planning for key management personnel The Company has long been implementing a key management talent development program. Through deconstruction, reconstruction, and construction, the Company regularly reviews the capabilities and development of the current management team and provides professional training and development opportunities for potential successors. The succession plan emphasizes the selection and cultivation of mid- to senior-level management personnel and encourages the development and promotion of internal talent. Senior internal managers are arranged to attend board meetings to become familiar with board operations, and gain experience through job rotation and overseas assignments, with the aim of cultivating a new generation of leadership. By combining experienced veterans with emerging talent, the Company seeks to maximize the benefits of both legacy and innovation, creating new vitality and opportunities for the Company. In response to the growth of the corporate organization, in addition to recruiting talented senior managers, Accton also continues to nurture employees with potential, strengthens training, job rotation and assignment, so as to accumulate experience, and identify talents to be trained as future management teams. In August 2024, the Company's Board of Directors approved the promotion of Mr. Paul Kim to the positions of Chief Information Officer and Chief Information Security Officer.	
IX. Please explain the improved conditions regarding the results of the corporate governance assessment issued by the corporate governance center of Taiwan Stock Exchange Corporation in recent years, and propose priorities and measures for improving the condition not improved yet. 1.The Company has completed the 2024 corporate governance evaluation in accordance with the regulations of Taiwan Stock Exchange, and the evaluation results of the Company ranked among the top 36% - 50% of the companies. 2. Indicator 1.2: Has the Company established written guidelines for financial and business transactions with related parties, including management procedures for transactions such as the purchase and sale of goods and the acquisition or disposal of assets, and stipulations that significant transactions must be approved by the Board of Directors and submitted to the shareholders' meeting for approval or reporting? Improvement status: Currently under planning.				

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3.Indicator 1.6: Does the Company hold its annual shareholders’ meeting before the end of May? Improvement status: Currently under planning.					
4.Indicator 2.22: Does the Company have an audit committee or functional committee at the board level (e.g., the Risk Management Committee) to oversee risk management, and has the risk management policies and procedures approved and disclosed by the Board of Directors, and report to the Board of Directors at least once a year? Improvement status: The Company has established a Risk Management Committee and reports to the Board of Directors at least once a year.					
5.Indicator 3.20: Was the Company invited to (or did it voluntarily) hold at least two investor conferences and disclose full audio/video links for both meetings, with at least three months between the first and last conference during the assessment year? Improvement status: The Company held an investor conference on November 8, 2024, and plans to hold two investor conferences annually in the future.					
6.The Company will continue to cooperate with the promotion and improvement of corporate governance evaluation in the future.					
X. Continuing Education of the Company’s Directors in 2024:					
Job Title	Name	Date of Education	Organized by	Name of Course	Hours of Education
Chairman of the Board	Huang, uo-Hsiu	2024.08.08	Taiwan Corporate Governance Association	Exploring Sustainability Risk Trends and Response Strategies	3 hours
		2024.11.07	Taiwan Corporate Governance Association	The Core DNA of the Company's Sustainable Governance and Ethical Business Practices	3 hours
Vice Chairman of the Board	Wei, Chiu-Hsia	2024.08.08	Taiwan Corporate Governance Association	Exploring Sustainability Risk Trends and Response Strategies	3 hours
		2024.11.07	Taiwan Corporate Governance Association	The Core DNA of the Company's Sustainable Governance and Ethical Business Practices	3 hours
Director	Du, Heng-Yi	2024.03.06	Taiwan Insurance Institute	Corporate Governance Seminar (2024 First Session) – Legal Responsibilities of Directors and Supervisors under ESG	3 hours
		2024.04.03	Taiwan Insurance Institute	Corporate Governance Seminar (2024 Second Session) – How Insurers Already Applying IFRS 17 Internationally Communicate IFRS 17 Alignment Information with External Stakeholders	3 hours
		2024.07.17	Independent Director Association Taiwan	The latest development and best practice of money laundering prevention and counter-terrorism financing	3 hours
Independent director	Huang,Shu-Chieh	2024.08.08	Taiwan Corporate Governance Association	Exploring Sustainability Risk Trends and Response Strategies	3 hours
		2024.11.07	Taiwan Corporate Governance Association	The Core DNA of the Company's Sustainable Governance and Ethical Business Practices	3 hours
Independent director	Lee, Fa-Yauh	2024.08.08	Taiwan Corporate Governance Association	Exploring Sustainability Risk Trends and Response Strategies	3 hours
		2024.11.07	Taiwan Corporate Governance Association	The Core DNA of the Company's Sustainable Governance and Ethical Business Practices	3 hours
Independent director	Eizo Kobayashi	2024.12.09	Taiwan Corporate Governance Association	Directors’ Responsibilities under Corporate Governance – Insider Trading	3 hours
		2024.12.09	Taiwan Corporate Governance Association	Directors’ Responsibilities under Corporate Governance – Breach of Trust	3 hours

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		2024.12.09	Taiwan Corporate Governance Association	Directors’ Responsibilities under Corporate Governance – Breach of Trust	3 hours
XI. The Company's managers (President, Vice President, accounting, financial, and internal audit officers) participate in the development and training related to corporate governance: Continuing education and trainings throughout 2024 are provided as follows					
Job Title	Name	Date of Education	Organized by	Name of Course	Hours of Education
Financial and Accounting Managers	Chen, Fang-I	2024.05.30	Accounting Research and Development Foundation	Continuing Education Course for Issuers, Securities Firms, and Stock Exchanges	12 hours
		2024.05.31			
Audit Supervisor	Huang,Kuo-Ning	2024.03.08	Internal Audit Committee	Focusing on Operational System Audits and the Integration of Cross-Cycle and Process Audits	6 hours
		2024.04.16	Internal Audit Committee	Practical Training Workshop on Information Systems Auditing	6 hours
Corporate Governance Manager	Lin, Hsing-Hsuan	2024.08.08	Taiwan Corporate Governance Association	Exploring Sustainability Risk Trends and Response Strategies	3 hours
		2024.11.07	Taiwan Corporate Governance Association	The Core DNA of the Company's Sustainable Governance and Ethical Business Practices	3 hours
		2024.12.16	Taipei Foundation of Finance	Corporate Governance – Key Indicators and Trend Analysis for Observing the International Landscape in 2025	3 hours
		2024.12.24	Taiwan Corporate Governance Association	The Boundless Business Opportunities of the Net-Zero Path – Analyzing Strategic Directions from an Industry Perspective	3 hours

公司治理運作情形及與上市上櫃公司治理實務守則差異情形及原因

評估項目	運作情形			與上市上櫃公司治理實務守則差異情形及原因
	是	否	摘要說明	
一、公司是否依據上市上櫃公司治理實務守則訂定並揭露公司治理實務守則？	√		本公司訂有「公司治理實務守則」，為建立良好之公司治理與風險控管，以創造股東價值、誠信經營為宗旨，針對保障股東權益、強化董事會職能、尊重利害關係人權益、提升資訊透明度等皆有相關規範；並揭露於公開資訊觀測站及公司網站，供股東查詢。	無差異
二、公司股權結構及股東權益 (一)公司是否訂定內部作業程序處理股東建議、疑義、糾紛及訴訟事宜，並依程序實施？	√		本公司設有發言人、投資人關係、法務及股務人員等相關部門做為處理股東建議、疑義及糾紛等問題之服務窗口。對於股東提出建議、疑義、糾紛及訴訟等問題均依相關作業程序辦理。	無差異
(二)公司是否掌握實際控制公司之主要股東及主要股東之最終控制者名單？	√		本公司依據證交法第25條規定，對內部人(董事、經理人及持股百分之十以上之大股東)所持股權之變動情形，均按月於公開資訊觀測站申報，股務單位能即時掌握實際控制公司之主要股東及主要股東之最終控制者名單。	無差異
(三)公司是否建立、執行與關係企業間之風險控管及防火牆機制？	√		本公司已建立完善的風險控管機制，並針對與關係企業間的交易與合作，設立了嚴格的防火牆機制。具體措施如下： 1.風險控管機制：公司定期進行內部風險評估，特別針對與關係企業之間的業務往來，設有專門的風險管理流程，確保交易的透明度與合規性，並防範利益衝突的發生。每年，相關部門會檢視所有關係企業的交易，評估其可能帶來的風險並採取必要的控制措施。 2.防火牆機制：為確保獨立性和避免利益衝突，公司對於與關係企業之間的業務操作實施防火牆措施。 3.內部控制與審查機制：公司設有稽核部門，負責對所有與關係企業的交易進行定期審查，確保符合公司政策與法規要求。如發現不當情況，將即時報告董事會並採取相應的整改措施。 本公司致力於維護各方利益，確保與關係企業的交易透明、公平、合規，並有效防範可能的風險。	無差異
(四)公司是否訂定內部規範，禁止公司內部人利用市場上未公開資訊買賣有價證券？	√		本公司訂有「防範內線交易管理作業」、「內部重大資訊處理作業程序」及「員工道德行為管理程序」等規章，規範本公司所有員工、經理人與董事，以及基於工作性質而知悉公司消息之人，禁止任何可能涉及內線交易之行為，並定期做內部教育訓練及宣導。在「防範內線交易管理辦法」辦法中明訂本公司董事及經理人不得於年度財務報告公告前三十日，和每季財務報告公告前五日之封閉期間交易其股票。其他獲悉財務報告之員工仍應格遵前項規定。 每年公司對員工進行道德規範訓練，內容針對禁止內線交易、誠信經營、反貪腐、營業秘密說明及企業社會責任以案例解說，並宣達公司規範；另外權責單位不定時於公司網頁宣達案例，提醒全體同仁遵守規範。本公司具體落實情形如下： 1.本公司於114年1月14日以E-mail方式通知所有董事114年度各次董事會開會日期，以及各季財務報告公告前之封閉期間，並於封閉期間前再次以E-mail提醒，以避免董事誤觸該規範。 2.本公司不定期針對董事及管理階層進行內線交易暨內部人股權相關法令及應注意事項進行宣導。 3.新進員工則於報到時由人資單位宣導公司從業道德規範、管理辦法及規定，各項辦法均於公司內部與外部網站公告，以利員工遵循。 4.本公司不定期(每年至少一次)針對董事、經理人及員工進行有關「企業誠信經營」、「員工道德行為準則」及「防範內線交易」等教育訓練。	無差異

評估項目	運作情形			與上市上櫃公司治理實務守則差異情形及原因																														
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三、董事會之組成及職責																																		
(一)董事會是否擬訂多元化政策、具體管理目標及落實執行？	V		本公司於「公司治理實務守則」第 20 條已訂定董事會成員多元化政策，本公司董事會成員組成是經由嚴謹的遴選程序，不僅考量多元背景、專業能力與經驗，也非常重視誠信度及道德行為。現任董事會共 7 席，其中 4 席獨立董事，已達獨立董事席次過半，及「兼任公司經理人之董事未逾董事席次三分之一」之具體管理目標，本公司得以發揮經營決策及督導之機能。董事會成員落實多元化情形，請詳本年報第 7 頁「董事會多元化及獨立性」。	無差異																														
(二)公司除依法設置薪資報酬委員會及審計委員會外，是否自願設置其他各類功能性委員會？	V		本公司為健全決策功能及強化管理機制，除了已依法設置審計委員及薪資報酬委員。也另設置由經營團隊所組成之企業永續委員會及公司治理暨誠信經營委員會，並落實執行委員會之功能。請參閱本年報第 28 頁。	無差異																														
(三)公司是否訂定董事會績效評估辦法及其評估方式，每年並定期進行績效評估，且將績效評估之結果提報董事會，並運用於個別董事薪資報酬及提名續任之參考？	V		為落實公司治理、提升董事會功能及加強董事會運作效率，本公司訂定「董事會績效評估辦法」，規範董事會每年應執行一次董事會(含功能性委員會)績效評估，且至少每三年執行外部評估一次。 本公司已於 114 年 3 月 13 日完成 113 年董事會暨功能性委員會之績效評估(評估期間：113 年 1 月 1 日至 113 年 12 月 31 日)，並將績效評估結果分別報告至審計委員會、薪資報酬委會及董事會。本次評估為內部自行評估，結合資料分析(包括董事會、董事成員及各功能性委員自評問卷)。評估結果：公司董事會在各方面已依據相關法令及國內公司治理指標制定董事會運作之相關政策及流程，董事會係由具備相關專業能力之董事所組成，並依據不同專業及經驗進行工作分配，董事會及各功能性委員會之職能均能有效運作，評估結果為優良。	無差異																														
(四)公司是否定期評估簽證會計師獨立性？	V		本公司每年評估所屬簽證會計師之獨立性及適任性，除要求簽證會計師提供獨立性聲明書及審計品質指標(AQIs)外，並依評估項目之標準進行評估。經確認會計師與本公司除簽證及財稅案件之費用外，無其他之財務利益及業務關係，會計師家庭成員亦不違反獨立性要求，並參考 AQI 指標資訊，確認會計師及事務所專業性及品質控管。本年度業經 114 年 3 月 13 日審計委員會及董事會決議通過對會計師之獨立性及適任性評估，評估結果均符合本公司獨立性及適任性之評估標準。 <table><tr><th>評估項目</th><th>評估結果</th><th>是否符合獨立性</th></tr><tr><td>1.會計師是否與本公司有直接或重大間接財務利益關係。</td><td>否</td><td>是</td></tr><tr><td>2.會計師是否與本公司或本公司董事有融資或保證行為。</td><td>否</td><td>是</td></tr><tr><td>3.會計師是否與本公司有密切之商業關係及潛在僱傭關係。</td><td>否</td><td>是</td></tr><tr><td>4.會計師及其審計小組成員目前或最近二年是否有在本公司擔任董事、經理人或對審計工作有重大影響之職務。</td><td>否</td><td>是</td></tr><tr><td>5.會計師是否有對本公司提供可能直接影響審計工作的非審計服務項目。</td><td>否</td><td>是</td></tr><tr><td>6.會計師是否有仲介本公司所發行之股票或其他證券。</td><td>否</td><td>是</td></tr><tr><td>7.會計師是否有擔任本公司之辯護人或代表本公司協調與其他第三人間發生的衝突。</td><td>否</td><td>是</td></tr><tr><td>8.會計師是否與本公司之董事、經理人或對審計案件有重大影響職務之人具有親屬關係。</td><td>否</td><td>是</td></tr><tr><td>9.是否參考審計品質指標(AQIs)評估。</td><td>是</td><td>—</td></tr></table>	評估項目	評估結果	是否符合獨立性	1.會計師是否與本公司有直接或重大間接財務利益關係。	否	是	2.會計師是否與本公司或本公司董事有融資或保證行為。	否	是	3.會計師是否與本公司有密切之商業關係及潛在僱傭關係。	否	是	4.會計師及其審計小組成員目前或最近二年是否有在本公司擔任董事、經理人或對審計工作有重大影響之職務。	否	是	5.會計師是否有對本公司提供可能直接影響審計工作的非審計服務項目。	否	是	6.會計師是否有仲介本公司所發行之股票或其他證券。	否	是	7.會計師是否有擔任本公司之辯護人或代表本公司協調與其他第三人間發生的衝突。	否	是	8.會計師是否與本公司之董事、經理人或對審計案件有重大影響職務之人具有親屬關係。	否	是	9.是否參考審計品質指標(AQIs)評估。	是	—	無差異
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四、上市上櫃公司是否配置適任及適當人數之公司治理人員，並指定公司治理主管，負責公司治理相關事務(包括但不限於提供董事、監察人執行業務所需資料、協助董事、監察人遵循法令、依法辦理董事會及股東會之會議相關事宜、製作董事會及股東會議事錄等)？	V		本公司於110年6月10日由董事會任命林信玄先生擔任公司治理主管，設置公司治理推動單位，保障股東權益並強化董事會職能。 本公司113年度業務執行重點如下： <table><thead><tr><th>主要職責</th><th>運作情形</th></tr></thead><tbody><tr><td>辦理董事會及股東會之會議相關事宜，並協助公司遵循董事會及股東會相關法令。</td><td>依法召開會議。</td></tr><tr><td>製作董事會及股東會議事錄。</td><td>依法製作議事錄。</td></tr><tr><td>提供董事執行業務所需之資料及最新之法規，以協助董事遵循法令。</td><td>今年舉辦二場董事進修課程並取得進修證書。</td></tr><tr><td>每年檢視公司治理評鑑指標達標情形。</td><td>針對未得分之指標提出改善計劃及因應措施。</td></tr><tr><td>其他辦法增修事項。</td><td>已執行。</td></tr></tbody></table>	主要職責	運作情形	辦理董事會及股東會之會議相關事宜，並協助公司遵循董事會及股東會相關法令。	依法召開會議。	製作董事會及股東會議事錄。	依法製作議事錄。	提供董事執行業務所需之資料及最新之法規，以協助董事遵循法令。	今年舉辦二場董事進修課程並取得進修證書。	每年檢視公司治理評鑑指標達標情形。	針對未得分之指標提出改善計劃及因應措施。	其他辦法增修事項。	已執行。	無差異
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五、公司是否建立與利害關係人(包括但不限於股東、員工、客戶及供應商等)溝通管道，及於公司網站設置利害關係人專區，並妥適回應利害關係人所關切之重要企業社會責任議題？	V		公司對利害關係人之合法權益均予以尊重與維護，公司網站(www.accton.com)上設有利害關係人專區之聯絡資訊(員工/主管機關/投資人/股東/ODM客戶/供應商/外部申訴共六類)並保持暢通之溝通管道，以建立與投資人良好之溝通管道並每年提供永續報告書讓利害關係人了解公司。詳細內容，請參閱智邦科技2024年永續報告書及公司網站。 本公司對內設有員工溝通管道，員工可經由郵電或書面向公司反映意見。	無差異												
六、公司是否委任專業股務代辦機構辦理股東會事務？	V		本公司委任專業股代機構「元大證券股份有限公司」股務代理部負責服務股東及各項股務事務。	無差異												
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(一)公司是否架設網站，揭露財務業務及公司治理資訊？	V		透過本公司中英文網站(www.accton.com)隨時並定期更新揭露財務、業務及公司治理資訊。另利用法人說明會及股東會向投資人說明本公司治理執行情形。	無差異												
(二)公司是否採行其他資訊揭露之方式(如架設英文網站、指定專人負責公司資訊之蒐集及揭露、落實發言人制度、法人說明會過程放置公司網站等)？	V		本公司設有中英文網站(www.accton.com)，充分揭露財務、業務及公司治理相關資訊，以供股東參考，並有專人負責資料蒐集及更新。 本公司已訂定「內部重大資訊處理作業程序」以建立良好之內部重大資訊處理及揭露機制，確實落實發言人制度；本公司除每月公佈營收外，也主動公佈每季自結損益，並定期舉辦法人說明會，且揭示在公司網站上以提升公司資訊透明度。	無差異												
(三)公司是否於會計年度終了後兩個月內公告並申報年度財務報告，及於規定期限前提早公告並申報第一、二、三季財務報告與各月份營運情形？	V		本公司於會計年度終了後三個月內公告並申報年度財務報告，並於規定期限內完成公告並申報一、二、三季財務報告各月份營運情形。	規劃中												
八、公司是否有其他有助於瞭解公司治理運作情形之重要資訊(包括但不限於員工權益、僱員關懷、投資者關係、供應商關係、利害關係人之權利、董事及監察人進修之情形、風險管理	V		(一)員工權益、僱員關懷方面： 本公司堅信「人」是公司最重要的資產，因此對同仁的訓練投資不遺餘力，鼓勵員工參與各項訓練課程、提供員工各項福利措施並設有勞工安全衛生部門，防止職災及提供相關諮詢，舉辦健康講座和健康檢查，保障員工生命安全與健康。 (二)投資者關係： 本公司除了設置專責單位處理股東相關事宜，也透過公開資訊觀測站及公司網站充分揭露資訊讓投資人瞭解公司營運狀況，並透過股	無差異												

評估項目	運作情形			與上市上櫃公司治理實務守則差異情形及原因
	是	否	摘要說明	
政策及風險衡量標準之執行情形、客戶政策之執行情形、公司為董事及監察人購買責任保險之情形等)？			東會及發言人與投資者溝通。 (三)供應商關係： 本公司與供應商一向維繫良好的關係，建立穩定供應鏈，且不定期進行稽核以確認供應品質。 (四)利害關係人之權利： 利害關係人得與公司進行溝通、建言，以維護應有之合法權益。 (五)風險管理政策及風險衡量標準之執行情形： 本公司針對重要管理指標訂有相關辦法並依辦法執行。 (六)客戶政策之執行情形： 本公司一向秉持服務客戶之經營理念，並與客戶維持穩定良好關係，以創造雙方最大之利益。 (七)公司為董事購買責任保險之情形： 本公司已為全體董事購買責任保險，投保金額 1,500 萬美元，投保期間 113 年 10 月 25 日~114 年 10 月 25 日。並將董事責任保險投保金額、承保範圍及保險費率於 113 年 11 月 7 日提報董事會通過。 (八)董事及重要管理階層接班規劃： 本公司依據未來之策略發展及營運計劃，並配合公司董事會成員組成之多元化方針。 一、董事會成員之接班規劃 本公司董事採候選人提名制，每任任期三年，董事之選任，除法令或章程另有規者外，依本公司董事選舉辦法辦理。本公司董事之選任，應考量董事會之整體配置，董事會成員組成應考量多元化，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，宜包括但不限於以下二大面向之標準： (一)基本條件與價值：性別、年齡、國籍及文化等。 (二)專業知識與技能：專業背景（如法律、會計、產業、財務、行銷或科技）、專業技能及產業經歷等。 本公司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： (一)營運判斷能力。 (二)會計及財務分析能力。 (三)經營管理能力。 (四)危機處理能力。 (五)產業知識。 (六)國際市場觀。 (七)領導能力。 (八)決策能力。 本公司透過下列方式進行董事接班人規劃： (一)現任董事推薦適當之人選。 (二)股東推薦之人選。 (三)依董事會績效評估結果作為董事續任之參考依據。 二、重要管理階層之接班規劃 本公司多年來一直在進行重要管理階層培育計畫，公司希望經由解構、重構與建構下，定期檢視現有管理團隊的能力和發展，並為潛在接班人提供專業培訓與發展機會。接班計劃強調對	

評估項目	運作情形			與上市上櫃公司治理實務守則差異情形及原因
	是	否	摘要說明	
			中高層管理人員的選拔與培養，並鼓勵內部人才的發展與晉升，安排內部高階經理人列席參與董事會使其熟悉董事會運作，並工作輪調及外派等累積經驗，以培養出新世代的領導團隊。希望透過老幹與新枝之結合，以期在傳承及開創上獲致最大效益，為公司創造出新生命與新契機。因應公司組織規模發展，公司除對外招募優秀高階經理人外，也將持續培育具潛力之員工，加強培訓及工作輪調與外派，以累積豐富經驗，並從中發掘出優秀人才，計劃性培育未來經營團隊。本公司董事會於 113 年 8 月通過 Mr. Paul Kim 榮升資訊長兼資安長職務。	

九、請就臺灣證券交易所股份有限公司公司治理中心最近年度發布之公司治理評鑑結果說明已改善情形，及就尚未改善者提出優先加強事項與措施。

1.本公司已依證交所規定，完成113年公司治理評鑑作業，本公司評鑑結果列為前36%~50%之公司。

2.指標 1.2：公司是否訂定與關係人相互間之財務業務相關作業之書面規範，內容應包含進銷貨、取得或處分資產等交易之管理程序，及相關重大交易應提董事會決議通過，並提股東會同意或報告？

改善情形：公司目前規劃中。

3.指標 1.6：公司是否於五月底前召開股東常會？

改善情形：公司目前規劃中。

4.指標 2.22：公司是否由審計委員會或董事會層級之功能性委員會（如：風險管理委員會）督導風險管理，並訂定經董事會通過之風險管理政策與程序，揭露風險管理組織架構、風險管理程序及其運作情形，且至少一年一次向董事會報告？

改善情形：公司已完成設置風險管理委員會並至少一年一次向董事會報告。

5.指標 3.20：公司是否受邀（自行）召開至少二次法人說明會，並揭露至少兩次完整之會議影音連結資訊，且受評年度首尾兩次法人說明會間隔三個月以上？

改善情形：公司於 113 年 11 月 8 日召開法人說明會，未來公司會規劃一年召開二次法人說明會。

6.本公司未來將持續配合公司治理評鑑之推動及改善。

十、本公司113年度董事進修情形：

職稱	姓名	進修日期	主辦單位	課程名稱	進修時數
董事長	黃國修	113.08.08	社團法人中華公司治理協會	永續風險趨勢與因應策略探討	3 小時
		113.11.07	社團法人中華公司治理協會	公司永續治理與誠信經營之關鍵 DNA	3 小時
副董事長	韋秋霞	113.08.08	社團法人中華公司治理協會	永續風險趨勢與因應策略探討	3 小時
		113.11.07	社團法人中華公司治理協會	公司永續治理與誠信經營之關鍵 DNA	3 小時
董事	杜恒誼	113.03.06	財團法人保險事業發展中心	公司治理專題講座(113 年第一期)-ESG 下的董監法律責任	3 小時
		113.04.03	財團法人保險事業發展中心	公司治理專題講座(113 年第二期)-國際上已適用 IFRS 17 之保險業者如何與外部關係人溝通相關 IFRS 17 接軌資訊	3 小時
		113.07.17	社團法人中華獨立董事協會	洗錢防制及打擊資恐之最新發展與實務	3 小時
獨立董事	黃樹傑	113.08.08	社團法人中華公司治理協會	永續風險趨勢與因應策略探討	3 小時
		113.11.07	社團法人中華公司治理協會	公司永續治理與誠信經營之關鍵 DNA	3 小時
獨立董事	李發耀	113.08.08	社團法人中華公司治理協會	永續風險趨勢與因應策略探討	3 小時
		113.11.07	社團法人中華公司治理協會	公司永續治理與誠信經營之關鍵 DNA	3 小時
獨立董事	Eizo Kobayashi	113.12.09	社團法人中華公司治理協會	公司治理下的董事責任-內線交易篇	3 小時
		113.12.09	社團法人中華公司治理協會	公司治理下的董事責任-背信篇	3 小時
獨立董事	Ankur Singla	113.12.09	社團法人中華公司治理協會	公司治理下的董事責任-內線交易篇	3 小時
		113.12.09	社團法人中華公司治理協會	公司治理下的董事責任-背信篇	3 小時

評估項目	運作情形			與上市上櫃公司治理實務守則差異情形及原因	
	是	否	摘要說明		
十一、本公司經理人(總經理、副總經理、會計、財務、內部稽核主管)參與公司治理有關之進及訓練情形：					
113年度進修與訓練情形如下：					
職稱	姓名	進修日期	主辦單位	課程名稱	進修時數
財務、會計主管	陳芳儀	113.05.30	財團法人中華民國會計研究發展基金會	發行人證券商證券交易所會計主管持續進修班	12 小時
		113.05.31			
稽核主管	黃國寧	113.03.08	內部稽核協會	營運系統稽核之聚焦與跨循環及作業之整合	6 小時
		113.04.16	內部稽核協會	資訊業務查核實務研習班	6 小時
公司治理主管	林信玄	113.08.08	社團法人中華公司治理協會	永續風險趨勢與因應策略探討	3 小時
		113.11.07	社團法人中華公司治理協會	公司永續治理與誠信經營之關鍵 DNA	3 小時
		113.12.16	財團法人台北金融研究發展基金會	公司治理-2025 年國際情勢觀察的重點指標與趨勢分析	3 小時
		113.12.24	社團法人中華公司治理協會	商機無限的淨零路徑-從產業視野解析策略方向	3 小時