

<b>Applied BioCode Corporation</b> <b>背書保證作業程序</b> <b>Management of Endorsement and Guarantees</b>	Effective Date	9/30/2016
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第一條 法規依據 Applicable Laws and Regulations

Article 1 本作業程序係依台灣證券交易法第三十六條之一及「公開發行公司資金貸與及背書保證處理準則」有關規定訂定。本程序如有未盡事宜，悉依相關法令規定辦理之。

These procedures are promulgated pursuant to Article 36-1 of the Taiwan Securities and Exchange Act and Regulations governing Loaning of Funds. Any other matters not set forth in the Procedures shall be dealt with in accordance with the applicable laws, rules, and regulations.

第二條 定義 Definition

Article 2 2.1 本程序所稱子公司及母公司，應依台灣證券發行人財務報告編製準則之規定認定之。

"Subsidiary" and "parent company" as referred to in the Procedures shall be as determined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers of Taiwan.

2.2 本程序所稱之淨值，係指資產負債表歸屬於母公司業主之權益。

"Net worth" as referred to in the Procedures shall be equity attributable to owners of the parent company in the balance sheet.

2.3 本程序所稱事實發生日，係指交易簽約日、付款日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。

The term "date of occurrence of the fact" as used in the Procedures refers to the date of contract signing, date of payment, dates of Board of Directors' resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier.

第三條 得為背書保證對象 Entities for which the Company may make endorsement or guarantees

Article 3

3.1 本公司得對下列公司為背書保證：

The Company may make endorsements/guarantees for the following companies:

3.1.1 本公司直接及間接持有表決權之股份超過百分之五十之公司。

A company in which the Company directly and indirectly holds more than 50% of the voting shares

3.1.2 直接及間接持有本公司表決權之股份超過百分之五十之公司。

A company that directly and indirectly holds more than 50% of the voting shares in the Company.

3.1.3 有業務往來之公司

A company with which the Company does business

3.2 因共同投資關係由各出資股東依其持股比率對被投資公司背書保證者，不受前項規定之限制，得為背書保證之。本處所指的出資，係指本公司直接出資或透過持有表決權股份百分之百之公司出資。

contribution” referred to in the preceding sentence shall mean capital

Where all capital contributing shareholders make endorsements/guarantees for their jointly invested company in proportion to their shareholding percentages, such endorsements/guarantees may be made free of the restriction of the preceding paragraph. “Capital contribution” referred to in the preceding sentence shall mean capital contributed directly by the Company, or through a company in which the Company holds 100% of the voting shares.

3.3 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，得為背書保證，且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背書保證，不在此限。

Companies in which the Company holds, directly or indirectly, 90%, or more of the voting shares may make endorsements/guarantees for each other, and the amount of endorsements or guarantees may not exceed 10% of the net worth of the Company, provided that this restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares.

第四條 背書保證範圍 Scope of endorsements/guarantees

Article 4 本程序所稱背書保證範圍如下：

The scope of endorsements/guarantees used herein is as follow:

4.1. 融資背書保證：客票貼現融資、為他公司融資之目的所為之背書或保證及為本公司融資之目的而另開立票據予非金融事業作擔保者。

Financing endorsements/guarantees: Bill discount financing, endorsements/guarantees for another companies for their financing needs, endorsements/guarantees to the notes issued by the Company to nonfinancial institutions and entities for the Company's own financing needs.

4.2 關稅背書保證：為本公司或他公司有關關稅事項所為之背書或保證。

Endorsements/guarantees of custom duties due from the Company or other companies

4.3 其它背書保證：無法歸類列入前二項之背書或保證事項。

Other endorsements/guarantees that are not classified as prior two types

4.4 本公司提供動產或不動產為他公司借款之擔保設定質權、抵押權者。

The lien or mortgage provided by the Company against its assets and properties for guaranteeing another company's loan.

第五條 背書保證額度 The ceilings on amount of endorsement/guarantee

Article 5 本公司對外背書保證時，其額度如下：

The amount of endorsement/guarantee provided by the Company is subject to the following limits:

5.1. 本公司對外背書保證總額度不得超過本公司淨值百分之五十、對單一企業背書保證額度以不超過本公司淨值百分之二十為限。本公司及其子公司整體得對外背書保證總額不得超過本公司淨值之百分之四十，對單一企業背書保證額度不得超過本公司淨值之百分之二十。當本公司及其子公司訂定整體得為背書保證之總額已達本公司淨值百分之五十以上者，並應於股東會說明其必要性及合理性。

The aggregate amount of endorsements/guarantees provided by the Company shall not exceed 50% or more of the net worth of the Company and the amount of endorsements/guarantees provided by the Company for any

single entity shall not exceed 20% of or more of the net worth of the Company. The aggregate amount of endorsements or guarantees provided by the Company and its Subsidiaries shall not exceed 40 % or more of the net worth of the Company and the amount of endorsements or guarantees provided by the Company and its Subsidiaries for any single entity shall not exceed 20 % or more of the net worth of the Company. If the aggregate amount of endorsements/guarantees that is set as the ceiling for the Company and its Subsidiaries as a whole reaches 50% or more of the net worth of the Company, an explanation of the necessity and reasonableness thereof shall be given at the Shareholders' Meeting.

5.2. 本公司如因業務往來關係為背書保證者，背書保證金額以不超過雙方過去 6 個月間業務往來金額為限

The endorsement or guarantee amount should not exceed past six months of total amount of transactions from the company with which the Company does business.

第六條 背書保證辦理程序 Procedures for handling endorsement/guarantee

Article 6 被背書保證公司應提供基本資料及財務資訊向本公司提出背書保證之申請。本公司辦理背書保證時，得要求被背書保證公司提供擔保品。

The endorsee/guarantee company shall provide the company basic information and financial information to request the arrangement of endorsement/guarantee. When providing endorsements/guarantees, the Company may require the endorsee/guarantee company to provide collaterals.

第七條 背書保證審查程序 Procedures for scrutinizing endorsement/guarantee

Article 7 本公司辦理背書保證應由財務單位詳細審查評估並作成意見，評估項目包括：

(1) Any endorsement/guarantee to be provided by the Company shall be examined, evaluated, with a comment made, by the Finance Unit. The evaluation items shall be included:分析評估背書保證必要性及合理性

To analyze and evaluate the necessity and rationality of endorsement

(2) 分析評估背書保證對象之信用及風險

To analyze and evaluate the credit and risks of endorsed parties

(3) 分析評估對本公司之營運風險、財務狀況及股東權益之影響

To analyze and evaluate the impact on the Company's operation risks, financial

condition and shareholders' equity

(4) 應否取得擔保品及擔保品之評估價值

To evaluate the necessity to acquire collateral and appraisal of collateral

第八條

背書保證之後續控管措施 Subsequent measures for controlling and management of endorsement/guarantees

Article 8

8.1 財務單位應建立備查簿，就背書保證對象、金額、董事會通過或董事長決行日期、背書保證日期及依第七條規定應審慎評估之事項，詳予登載備查。

The Finance Unit shall establish and maintain a memorandum book for its endorsement/guarantee activities and record in detail the following information for the record: the entity for which the endorsement/guarantee is made, the amount, the date of passage by the Board of Directors or of authorization by the Chairperson of the board, the date the endorsement/guarantee is made, and the matters to be carefully evaluated under Article 7.

8.2 會計單位應評估並認列背書保證之或有損失且於財務報告中適當揭露背書保證資訊，並提供簽證會計師相關資料，以採行必要查核程序，出具允當之查核報告。

The Accounting Unit shall assess and recognize, if any, contingent losses brought about by the endorsement/guarantee, to adequately disclose information in the financial statements, and to provide external auditors with necessary information for conducting due auditing and issuing auditing report.

8.3 因情事變更，本公司背書保證對象原符合本程序第二條規定而嗣後不符規定，或背書保證對象之子公司淨值低於實收資本額二分之一，或背書保證金額因據以計算限額之基礎變動致超過所訂額度時，應訂定改善計畫，將相關改善計畫送交審計委員會及董事會，並依計劃時程完成改善。

If, due to changes of circumstances, the party to whom the Company provides endorsement and/or guarantee no longer satisfies the criteria set forth in Article 2 herein, or the Subsidiary's net worth below 50% of issued capital, or the amount of endorsement and/or guarantee exceeded the limits due to changes of basis on which the amounts of limits are calculated, a corrective plan shall be provided to the Audit Committee and the Board of Directors and the proposed correction actions should be implemented within the period specified in the plan.

8.4 子公司股票無面額或每股面額非屬新臺幣十元者，依前述規定計算之實收資

本額，應以股本加計資本公積 - 發行溢價之合計數為之。

In the case of a Subsidiary with shares having no par value or a par value other than NT\$10, for the paid-in capital in the aforementioned calculation, the sum of the share capital plus paid-in capital in excess of par shall be substituted.

8.5 背書保證使用之印鑑應指定專門人員保管。

The designated person to keep the corporate chop used for endorsement/ guarantee should not be the person who conducts the endorsement/ guarantee.

第九條 決策/授權層級 Hierarchy of decision-making authority and delegation thereof

Article 9 9.1 本公司辦理背書保證事項，財務單位應將依第七條所為之評估結果，會同相關單位之意見，提經本公司董事會決議後辦理。但為配合時效需要，在符合本程序第五條規定之對外背書保證額度內，由董事會授權董事長先行決行，事後再報經最近期之董事會追認之。

When the Company makes any endorsement and/or guarantee, the Finance Unit shall submit the evaluation results made in accordance with Article 7, along with comments and opinions provided by other related units, to the Board of Directors for approval. A pre-determined limit may be delegated to the Chairperson by the Board of Directors to facilitate execution and such endorsement /guarantee shall be reported to the most coming Board of Directors' Meeting for ratification. The limit shall not exceed the amount that set forth in Article 5 of endorsement/ guarantee provided by the Company.

本公司為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規定背書保證前，應提報董事會決議後始得辦理；但若直接及間接持有表決權股份百分之百公司間背書保證者，不在此限。

Before making any endorsement/guarantee pursuant to a subsidiary in which the Company holds, directly or indirectly, 90% or more of the voting shares shall submit the proposed endorsement/guarantee to the Company's Board of Directors for a resolution, provided that this restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly or indirectly, 100% of the voting shares.

9.2 在本公司為本程序之第二條所規範之公司背書或提供保證，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。

When the Company makes endorsements and/or guarantees for the companies which are regulated in the article 2 of the procedures, it shall take into full consideration each Independent Director's opinions; Independent Directors' opinions specifically expressing assent or dissent and their reasons for dissent shall be included in the minutes of the Board meeting.

- 9.3 本公司辦理背書保證因業務需要而有超過前項所訂額度之必要時，應經董事會決議並由半數以上之董事對公司超限可能產生之損失具名聯保，始得為之，並修正本程序，報經股東會追認之；股東會不同意時，應提報董事會訂定計畫於一定期限內銷除超限部分。

In case the above limits have to be exceeded to accommodate business needs, a resolution of the Board of Directors should be obtained and over half of all the directors should jointly endorse the potential loss that may be brought about by the excess of limits. The Board of Directors should also revise the Procedures and has it ratified at the Shareholders' Meeting. If the revised Procedures are not ratified at the Shareholders' Meeting, the Board of Directors should furnish a plan containing a timetable to withdraw the excess portion.

- 9.4 於前述事項在董事會討論時，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。

When it makes endorsements / guarantees for others, it shall take into full consideration the opinions of each independent director; independent directors' opinions specifically expressing assent or dissent and the reasons for dissent shall be included in the minutes of the Board of Directors' meeting.

- 9.5 若對國外公司為保證行為時，本公司所出具之保證函應由董事會授權之人員簽署。

When providing endorsements/guarantees to a foreign company, the endorsement / guarantee letter should be executed and signed by the person delegated by the Board of Directors.

- 9.6 本公司應有專為背書保證之印章，該印章應由經董事會同意之專責人員保管，並依所定程序，始得鈐印或簽發票據。

The Company shall maintain a chop as the dedicated chop for endorsements /guarantees. The chop shall be kept in the custody of a designated person approved by the Board of Directors and may be used to seal or issue negotiable instruments only in prescribed procedures.

第十條 公告申報程序 Announcement and Reporting Procedures

Article 10 10.1 本公司股份登錄興櫃或於台灣上市、櫃期間，本公司應於每月十日前公告申報本公司及子公司上月份背書保證餘額。

For so long as the Company's shares are traded on the emerging stock market or listed on the Taipei Exchange (TPEX) or the Taiwan Stock Exchange in Taiwan, the Company shall announce and report the previous month's balance of endorsements / guarantees of itself and its subsidiaries by the 10th day of each month.

10.2 本公司股份登錄興櫃或於台灣上市、櫃期間，本公司背書保證達下列標準之一者，應於事實發生日之即日起算二日內公告申報：

For so long as the Company's shares are traded on the emerging stock market or listed on the Taipei Exchange (TPEX) or the Taiwan Stock Exchange in Taiwan, the Company whose balance of endorsements/guarantees reaches one of the following levels shall announce and report such an event within two days commencing immediately from the date of occurrence of the fact:

10.2.1 本公司及子公司背書保證餘額達本公司最近期財務報表淨值百分之五十以上。

The aggregate balance of endorsements/guarantees by the Company and its subsidiaries reaches 50% or more of the Company's net worth as stated in its latest financial statement.

10.2.2 本公司及子公司對單一企業背書保證餘額達本公司最近期財務報表淨值百分之二十以上。

The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches 20% or more of the Company's net worth as stated in its latest financial statement.

10.2.3 本公司及子公司對單一企業背書保證餘額達新臺幣一千萬元以上且對其背書保證、長期性質之投資及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。

The balance of endorsements / guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 million or more and the aggregate amount of all endorsements / guarantees for, long-term investment in, and balance of loans to, such enterprise reaches 30% or more



of Company's net worth as stated in its latest financial statement.

10.2.4 本公司或子公司新增背書保證達新臺幣三千萬元以上且達本公司最近期財務報表淨值百分之五以上。

The amount of new endorsements or guarantees made by the Company or its subsidiaries reaches NT\$30 million or more, and reaches 5% or more of the Company's net worth as stated in its latest financial statement.

10.3 本公司股份登錄興櫃或於台灣上市、櫃期間，有關背書保證事項，凡依規定應向台灣主管機關申報或公告者，本公司均應依相關規定辦理之，本公司之子公司非屬台灣公開發行公司者，依規定有應公告申報之事項，由本公司代為公告申報之。

For so long as the Company's shares are traded on the emerging stock market or listed on the Taipei Exchange (TPEX) or the Taiwan Stock Exchange in Taiwan, the if there should be any endorsement/guarantee which is required to be reported to the governmental Taiwan authority-in-charge or to be publicly announced, such report or public announcement shall be made by the Company in accordance with the relevant laws, rules and regulations. If there is any reporting and announcement required for the Company's Subsidiary which is not a Taiwan public company, the Company will follow the requirement on behalf of its Subsidiary.

10.4 本程序所稱之公告申報，係指輸入台灣金融監督管理委員會指定之資訊申報網站。

The term "Announcement and Report" as used in the Procedures means the process of entering data to the information reporting website designated by the Financial Supervisory Commission of Taiwan.

#### 第十一條 內部稽核 Internal audit

Article 11 11.1 本公司內部稽核人員應至少每季稽核背書保證作業程序及其執行情形，並作成書面紀錄，如發現重大違規情事，應即以書面通知審計委員會及董事會。 Internal auditors shall perform auditing on the Procedures and the implementation of the Procedures every quarter and produce written auditing reports. Should there be any violation found, a written report is needed to notify the Audit Committee and the Board of Directors.

11.2 本公司內部稽核單位依年度稽核計畫至子公司進行查核時，應一併瞭解子公

司為他人背書保證作業程序執行情形，若發現有缺失事項應持續追蹤其改善情形，並作成追蹤報告呈報董事會。

While performing auditing on subsidiaries in accordance with the annual plan, the Company's Internal Audit Unit should acquire information about the execution of endorsement /guarantee procedures by subsidiaries. If there is any default or deficiency, remedies should be applied and a written tracking report should be submitted to the Board of Directors.

第十二條 對子公司背書保證之控管程序 Procedures for managing endorsement or guarantee by subsidiaries  
Article 12

本公司之子公司提供背書保證時，應依台灣「公開發行公司資金貸與及背書保證處理準則」規定訂定背書保證作業程序，並應依所定作業程序辦理，並定期提供相關資料予本公司查核。

Where the Company's Subsidiary intends to make endorsements/guarantees for others, it shall formulate its own operational procedures for endorsements/guarantees in compliance with the Taiwan Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies and shall comply with its procedures when making endorsements/guarantees, and relevant information of the endorsements/guarantees extended by the Company's Subsidiary should be provided regularly to the Company for inspection.

第十三條 相關人員違反本作業程序罰則 Penalty for violation of the Procedures by personnel in charge  
Article 13

本公司經理人及主辦人員於辦理背書保證相關事宜時，應遵循本程序之規定，使公司免於遭受作業不當之損失。如有違反相關法令或本程序規定之情事，其懲戒悉依本公司相關人事規章之規定辦理。

The Company managers and persons-in-charge shall follow the Procedures in order to prevent the Company from incurring any losses. Should there be any violation of related regulations or the Procedures, subsequent discipline is subject to the related personnel articles of the Company.

第十四條 本程序以英文訂定。如本程序中、英版本不一致，應以[英文]版本為準。

Article 14 The Procedures are established in English. In case of any discrepancy between the English version and the Chinese version, the English version shall govern

第十五條 本程序經審計委員會同意，且呈送董事會通過後，並提報股東會以普通決議通過後實施，修正時亦同。提報董事會討論時，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。如有董事表示異議且有紀錄或書面聲明者，公司應將其異議併送審計委員會及提報股東會討論，修正時亦同。

Article 15

The Procedures and any amendment thereof shall be effective upon approval by the Audit Committee first and then by Board of Directors, subject to the ordinary resolution in the general meeting. The Board of Directors shall take into full consideration each Independent Director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. Any objection by the Directors which is recorded or in writing shall be submitted to Audit Committee and for discussion by the Shareholders' Meeting. The same shall apply to any amendments to the Procedures.