

# **HSBC Bank (Taiwan) Limited**

## **Board Meeting Procedures**

(Approved by the Board of Directors on February 3, 2010)

(First Amendment Approved by the Board of Directors on October 25, 2012)

(Second Amendment Approved by the Board of Directors on August 25, 2017)

(Third Amendment Approved by the Board of Directors on March 12, 2020)

(Fourth Amendment Approved by the Board of Directors on November 24, 2022)

### **Article 1 (The Grounds)**

The Procedures are adopted in accordance with the Articles of Incorporation of HSBC Bank (Taiwan) Limited ("HSBC Taiwan") and the Corporate Governance Best-Practice Principles for Banks and with the reference of "Regulation Governing Procedures for Board of Directors Meetings of Public Companies" to serve as a basis for compliance.

### **Article 2 (The Rules and Scope of the Procedure)**

The procedure of HSBC Taiwan's board of director meetings shall adopt the main agenda items, the operational procedures, required content of the meeting minutes, as well as public announcements and other compliance requirements. Unless the laws or the Articles of Incorporation have specified otherwise, this Procedure shall serve as the basis for compliance.

### **Article 3 (Convention and Notification of the Board Meeting)**

The board of directors shall hold the regular meeting quarterly.

When calling the meeting, a notice setting forth the matters to be discussed shall be given to each director no later than seven (7) days prior to the scheduled meeting date. However, in the case of any urgency, the meeting may be held at any time.

All matters set out in the subparagraphs of Paragraph 1, Article 12 shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion.

### **Article 4 (Board Meeting Notice and Materials)**

The Bank has established a Corporate Governance & Secretariat Function ("CG&S") which is a dedicated unit in charge of corporate

governance related matters, including coordination and dealing with matters relating to the meetings of the board of directors.

The CG&S shall prepare agenda and items for board of directors meetings in accordance with the time period provided in the preceding Article and provide comprehensive meeting materials, to be sent together with the notice of the meeting. Ways of notification may include courier delivery, telephone/fax, electronic mails, or postal mailing.

A director may request to supplement the materials if he finds the meeting materials provided insufficiently comprehensive. If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the board of directors.

**Article 5 (Attendance book arrangements and delegated attendance of directors)**

When a meeting of the board of directors is held, an attendance book shall be made ready for signature by directors attending the meeting and thereafter made available for future reference.

All board directors shall attend board meetings in person; if attendance in person is not possible, they may, pursuant to HSBC Taiwan's Articles of Incorporation, appoint another director to attend as their proxy. Attendance via video-conference is deemed as attendance in person.

A director appointing another director to attend a board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.

An agent mentioned in preceding paragraphs may accept a proxy from one person only.

**Article 6 (Board Meeting venue and time)**

A board of directors meeting shall be held at the location and during the business hours of HSBC Taiwan, or at a place and time convenient to all directors and suitable for holding such a meeting.

**Article 7 (Board Chairperson and Deputy)**

If a meeting of the board of directors of HSBC Taiwan is called by the Chairman of the Bank, the meeting shall be chaired by the Chairman as well. However, the first meeting of each newly elected board of directors shall be called and chaired by the director who received votes representing the largest voting rights at the shareholders' meeting in which the directors were elected; if there are two or more directors so entitled to call the meeting, they shall elect one person by and from among themselves to do so.

Where HSBC Taiwan is comprised of only one juristic shareholder, the power of HSBC Taiwan's shareholders meeting shall be exercised by the board of directors. Hence the directors shall elect one person among themselves to call for the first meeting of the newly elected board of directors.

If a meeting of the board of directors is called by the majority or more of the directors in accordance with Paragraph 4, Article 203 or Paragraph 3, Article 203-1 of the Company Act, the directors shall elect one person among themselves to chair the meeting.

When the Chairman of the board is on leave or for any reason is unable to exercise the powers of the Chairman, a director designated by the Chairman thereby, or, if the Chairman does not make such a designation, a director elected by and from among themselves shall do so in place of the Chairman.

**Article 8 (Convening Board Meeting, Reference Materials and Non-voting Participants)**

When holding a meeting of the board of directors, the management shall have all relevant materials ready for the reference of the attending directors and may, as necessary for the agenda items of the meeting, notify the relevant persons from relevant departments or HSBC Taiwan's subsidiaries to attend the meeting as nonvoting participants. When necessary, HSBC Taiwan may also invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants and provide explanation, who shall leave during discussion and voting by the board.

When the time of a meeting has arrived and one-half of all board directors are present, the meeting chair shall announce the opening of the meeting. When the time of a meeting has arrived and one-half of all board directors are not present, the meeting chair may announce postponement of the meeting time, provided that only two

postponements may be made. If the quorum is still not met after two such postponements, the chair shall re-call the meeting following the procedures provided in Article 3, paragraph 2.

The term "all board directors" as used in the preceding paragraph shall be calculated as the number of directors then in office.

**Article 9 (Audio Recording or Video Recording Board Meeting Processes as Evidence)**

HSBC Taiwan shall record on audio or video tape the entire proceedings of a board of directors meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of a board of directors meeting, the relevant audio or video recordings shall continue to be preserved and the preceding paragraph will not be applicable.

Where a board of directors meeting is held via video conferencing, the audio and visual recording of the meeting forms a part of the meeting minutes and shall be well preserved during the existence of HSBC Taiwan.

**Article 10 (Content of Board Meeting Procedure)**

Agenda items for regular board of directors meetings shall include at least the following:

1. Reports:
  - (1) Minutes of the last meeting and the execution of actions arising.
  - (2) Reporting on important financial and business matters.
  - (3) Reporting on internal audit activities.
  - (4) Other important matters to be reported.
2. Discussions:
  - (1) Items discussed and continued from the last meeting.
  - (2) Items for discussion at this meeting.
3. Extraordinary motions.

**Article 11 (Board Meeting Motion Discussions and Procedures)**

A board of directors meeting shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority

of directors present at the meeting.

The meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting before the closure of agenda including extraordinary motions.

During the proceeding of the meeting, the chair may announce a suitable length of time for a break to recess or to deliberate when appropriate.

If at any time during the proceeding of a board of directors meeting the number of directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of meeting, in which case paragraph 2 of Article 8 shall apply.

The chair of the board meeting may answer in person or appoint a relevant personnel or non-voting professionals sitting in the meeting to reply the statement of a director or provide necessary information

In the event that any director's question is irrelevant to the meeting agenda and thus affect the proceeding of the meeting, the chair shall restrain his or her inquisition.

**Article 12 (Items should be discussed by Board Meeting)**

The following matters shall be submitted to the board of directors for discussion:

1. The Bank's operating plans;
2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not to be audited and attested by a certified public accountant (CPA);
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and the assessment on the effectiveness of internal control system;
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and provisions of endorsements or guarantees for others;
5. Approve the offering, issuance, or private placement of any equity-type securities;

6. Appoint and discharge the Chairman of the board;
7. Hire and discharge the head of financial department, accounting department and internal audit;
8. Approve donation to related persons or significant donation to non-related persons, except the public-welfare donation for emergency assistance due to a severe natural disaster, which may be ratified in the next board meeting; and
9. Resolve important matters that shall be approved by the shareholders' meeting or the board of directors meeting according to applicable laws and regulations (including the matters that need to be approved by the board of directors under Article 14-3 of the Securities and Exchange Act) or the Articles of Incorporation of HSBC Taiwan or the requirements of the competent authority.

In Subparagraph 8 of the preceding paragraph, the “related persons” means the related persons defined in Regulations Governing the Preparation of Financial Reports by Securities Issuers and the “significant donation to non-related persons” means each or the aggregated donation amount to the same person/entity within one year reaching or over NT\$ 100 million, 1 percent of net operating revenue stated in the financial statements of the immediately preceding financial year certified by the certified public accountant, or 5 percent of paid-in capital.

The term “within one year” set forth in the preceding paragraph refers to a year period preceding such board meeting date. The portion previously approved by the board of directors should be excluded from the aggregated donation amount.

### **Article 13 (Board Meeting Resolution and Voting)**

Except as otherwise stated in the laws and regulations or in the Articles of Incorporation, a resolution on a matter at a board of directors meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors. If independent directors are set up, at least one independent director shall be present at every board of directors meeting. All independent directors shall attend in person any meeting concerning a matter that requires a resolution by the board of directors as stated in Article 12, or shall appoint another independent director to attend as his or her proxy. If an independent director objects to or expresses reservations about the matter, it shall be recorded in the board meeting minutes; an independent director

intending to express objection or reservations but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

When the chair at a board of directors meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chair may announce the discussion closed and bring the matter to vote.

When a proposal comes to a vote at a board of directors meeting, if the chair puts the matter before all directors present at the meeting and none voices an objection, the matter is deemed approved. If there is an objection, the chair shall put the matter to a vote.

When there is an amendment to or substitute of the same matter, the chair shall determine the sequence of voting with the original matter combined. If one of the matters has been approved, other matter shall be deemed overruled and are not necessary to be further voted.

The chair shall decide the method of voting from the following options; should there be any objection regarding how the vote is counted, the matter shall be decided by the majority of all directors present at the meeting:

1. Vote by show of hands or by voting device
2. Roll-call vote
3. Vote by ballots
4. Any means of voting opted by HSBC Taiwan

"All directors present at the meeting" in Paragraph 3 and the attendants in the Paragraph 5 do not include directors prohibited from exercising voting rights pursuant to Article 15, paragraph 1.

**Article 14 (Monitoring and Counting the Vote)**

Where there is a need to monitor and count the votes of a resolution, the chair of the meeting shall appoint people to carry out the work. However, the people who monitor the voting should be directors of the board themselves. The result of the vote should be announced on the spot and be recorded in the minutes.

**Article 15 (Board Members Rules on Conflict of Interest)**

If any director or the juristic person such director representing has conflict of interests with respect to any agenda item, the director shall state the major content of such conflict of interest in the board meeting. If the said conflict will prejudice the interests of HSBC Taiwan, such director shall not participate in discussion of or voting on that agenda item, and shall excuse himself or herself during discussion of and voting on that item, and may not act as proxy of another director to exercise voting rights on that matter.

Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling/subordinate relation with a director has interests in the matter described in the preceding paragraph, such director will be deemed to have a personal interest in that matter.

With respect to a resolution at a board of directors meeting, the provisions of Article 180, paragraph 2, of the Company Act, as applied mutatis mutandis under Article 206, paragraph 4, of that Act, shall apply in cases where a board director is prohibited by the preceding two paragraphs from exercising voting rights. Namely, such directors shall be counted into the quorum but not in the vote. Where the directors violate this provision and vote, such vote shall not be counted.

**Article 16 (Board Meeting Minute and Rectification)**

The discussions at board of directors meetings shall be provided in the minutes; the meeting minutes shall record the following:

1. Session (or year), time, and place of meeting.
2. Name of the meeting chair.
3. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
4. Names and titles of those attending the meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported on.
7. Agenda items: specify the resolution method and result for each proposal, summarize the comments made by directors, experts, or any others at the meeting, as well as names of the directors having a conflict of interests, the explanation of the major content of such conflict, the reason to excuse or not excuse, the situation of excuses in accordance with the first paragraph of the preceding clause, and specify any objections

or reservations expressed by directors, experts, or any others at the meeting that has been included in records or stated in writing, and any opinion issued in writing by an independent director under this Procedure if independent directors are set up.

8. Extraordinary motions: specify the name of the mover, the resolution method and result for each motion, and summarize the comments made by directors, experts, or any others at the meeting, as well as names of the directors having a conflict of interests, the explanation of the major content of such conflict, the reason to excuse or not excuse, the situation of excuses in accordance with the first paragraph of the preceding clause, and specify any objections or reservations expressed by directors, experts, or any others at the meeting that has been included in records or stated in writing.
9. Other matters required to be recorded.

If the independent director has any objection or reservation which has been included in record or stated in writing, it shall be stated in the meeting minutes. If HSBC Taiwan becomes a public company, resolutions shall within two days of the meeting be published on the Market Observation Post System designated by the Financial Supervisory Commission.

The attendance sheet of the directors present and the proxies shall be treated as a part of the meeting minute, which shall be kept throughout the life of HSBC Taiwan.

The meeting minutes shall be signed or chopped by the chairperson and minutes taker, and shall be distributed to each director within twenty (20) days after the meeting. The meeting minutes, categorized as the significant file of HSBC Taiwan, shall be properly reserved throughout the existence of HSBC Taiwan. The production and distribution of meeting minutes may be made in electronic methods.

#### **Article 17 (Supplementary)**

Any items that are not specified in this Procedures shall be dealt with in accordance with the Banking Act, Company Act and any other relevant laws, regulations or rules or the Articles of Incorporation of HSBC Taiwan. This Procedure shall be effective upon the approval of the Board of Director Meeting and the Shareholder's Meeting, same with future amendments. Where HSBC Taiwan is comprised of only one juristic shareholder, the Procedure shall be effective upon the

approval of the board of director meeting, same with future amendments.

**Article 18 (Date of Adoption and Amendment)**

The Procedures were hereby first adopted on February 3, 2010.

The first amendment to the Procedures was made on October 25, 2012.

The second amendment to the Procedures was made on August 25, 2017.

The third amendment to the Procedures was made on March 12, 2020.

The fourth amendment to the Procedures is made on November 24, 2022.

# 滙豐（台灣）商業銀行股份有限公司

## 董事會議事規則

(民國 99 年 2 月 3 日董事會通過)

(民國 101 年 10 月 25 日董事會通過第一次修訂)

(民國 106 年 8 月 25 日董事會通過第二次修訂)

(民國 109 年 3 月 12 日董事會通過第三次修訂)

(民國 111 年 11 月 24 日董事會通過第四次修訂)

- 第1條 (訂定依據)  
本規則依據本銀行章程及「銀行業公司治理實務守則」規定並參照「公開發行公司董事會議事辦法」訂定之，以資遵循。
- 第2條 (規則範圍)  
本銀行董事會之議事，其主要議事內容、作業程序、議事錄應載明事項、公告及其他應遵循事項，除法令或公司章程另有規定者外，應依本規則辦理。
- 第3條 (董事會議之召集及通知)  
董事會每季召集常會一次。  
  
董事會召集時應載明事由，於七日前通知各董事，如遇緊急事項，得隨時召集之。  
  
第十二條第一項各款之事項，應於召集事由中列舉，不得以臨時動議提出。
- 第4條 (董事會議通知及會議資料)  
本行設有公司治理處，為公司治理相關事務之專責部門，負責辦理公司治理相關事務，包括協調及襄辦董事會會議相關事宜。  
  
公司治理處應規劃並擬訂本銀行董事會會議議題及議程，依前條規定之時間通知各董事，並提供足夠之會議資料，於召集通知時一併寄送。通知方式應以專人送達、電信傳真、電子郵件或郵寄為之。  
  
董事如認為會議資料不充足，得請求補足。董事如認為議案資料不充足，得經董事會決議後延期審議。
- 第5條 (簽名簿等文件備置及董事之委託出席)  
召開董事會時，應設簽名簿供出席董事簽到，以供查考。董事應親自出席董事會，如不能親自出席，得依本銀行章程規定委託其他董事代理出席；如以視訊參與會議者，視為親自出席。

董事委託其他董事代理出席董事會時，應於每次出具委託書，並列舉召集事由之授權範圍。

前二項代理人，以受一人之委託為限。

第6條 (董事會開會地點及時間)

董事會召開之地點與時間，應於本銀行所在地及辦公時間或便於董事出席且適合董事會召開之地點及時間為之。

第7條 (董事會主席及代理人)

本銀行董事會應由董事長召集者，由董事長擔任主席。但每屆第一次董事會，由股東會所得選票代表選舉權最多之董事召集者，會議主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。惟本銀行之股東如僅有法人股東一人時，本銀行股東會之職權由董事會行使之，此時，每屆第一次董事會由法人股東指派之董事互推一人召集之。

依公司法第二百零三條第四項或第二百零三條之一第三項規定董事會由過半數之董事自行召集者，由董事互推一人擔任主席。

董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人時，由董事互推一人代理之。

第8條 (董事會議召開、參考資料及列席人員)

董事會召開時，經理部門應備妥相關資料供與會董事隨時查考，並得視議案內容通知相關部門或子公司之人員列席。必要時，亦得邀請會計師、律師或其他專業人士列席會議及說明。但討論及表決時應離席。

董事會之主席於已屆開會時間並有全體董事過半數之董事出席時，應即宣布開會。已屆開會時間，如全體董事有半數未出席時，主席得宣布延後開會，其延後次數以二次為限。延後二次仍不足額者，主席得依第三條第二項規定之程序重新召集。

前項所稱全體董事，以實際在任者計算之。

第9條 (董事會開會過程錄音或錄影之存證)

董事會之開會過程，應全程錄音或錄影存證，並至少保存五年，其保存得以電子方式為之。

前項保存期限未屆滿前，發生關於董事會相關議決事項之訴訟時，相關錄音或錄影存證資料應續予保存，不適用前項規定。

以視訊會議召開者，其會議錄音、錄影資料為議事錄之一部分，應永久保存。

第10條 (董事會議事內容)

定期性董事會之議事內容，至少包括下列各事項：

- 一、報告事項：
  - (一) 上次會議紀錄及執行情形。
  - (二) 重要財務業務報告。
  - (三) 內部稽核業務報告。
  - (四) 其他重要報告事項。
- 二、討論事項：
  - (一) 上次會議保留之討論事項。
  - (二) 本次會議討論事項。
- 三、臨時動議。

第11條 (董事會議案討論及議事進行)

董事會應依會議通知所排定之議事程序進行。但經出席董事過半數同意者，得變更之。

前項排定之議程於議事(含臨時動議)終結前，非經出席董事過半數同意者，主席不得逕行宣布散會。

會議進行中，主席得酌定時間宣布休息或協商。

董事會議事進行中，若在席董事未達出席董事過半數者，經在席董事提議，主席應宣布暫停開會，並準用第八條第二項規定。

出席董事發言後，主席得親自或指定相關人員答覆，或指定列席之專業人士提供相關必要之資訊。

董事針對議案發問如有超出議題等情事，致影響議事進行者，主席得制止其發問。

第12條 (應經董事會討論事項)

下列事項應提董事會討論：

- 一、 本銀行之營運計畫。
- 二、 年度財務報告及半年度財務報告。但半年度財務報告依法令規定無須經會計師查核簽證者，不在此限。
- 三、 依證券交易法第十四條之一規定訂定或修正內部控制制度，及內部控制制度有效性之考核。
- 四、 依證券交易法第三十六條之一規定訂定或修正取得或處分資產、從事衍生性產品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。
- 五、 募集、發行或私募具有股權性質之有價證券。
- 六、 董事長之選任或解任。

- 七、 財務、會計及內部稽核主管之任免。
- 八、 對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救助之公益性質捐贈，得提下次董事會追認。
- 九、 依法令(含依證券交易法第十四條之三所規範應經董事會決議之事項)或本銀行章程規定應由股東會或董事會決議之事項，或主管機關規定之重大事項。

前項第八款所稱關係人指證券發行人財務報告編製準則所規範之關係人；所稱對非關係人之重大捐贈，指每筆捐贈金額或一年內累積對同一對象捐贈金額達新臺幣一億元以上，或達最近年度經會計師簽證之財務報告營業收入淨額百分之一或實收資本額百分之五以上者。

前項所稱一年內係以本次董事會召開日期為基準，往前追溯推算一年，已提董事會決議通過部分免再計入。

### 第13條 (董事會決議及表決)

議案之決議，除法令或本銀行公司章程另有規定外，應有過半數董事之出席，並以出席董事過半數之同意行之。設有獨立董事者，每次會議應至少一席獨立董事親自出席。對於前條應提董事會決議事項，應有全體獨立董事出席董事會，獨立董事如無法親自出席，應委由其他獨立董事代理出席。獨立董事如有反對或保留意見，應於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

主席對於議案之討論，認為已達可付表決之程度時，得宣布停止討論，提付表決。

議案表決時，經主席徵詢出席董事全體無異議者，視為通過，其效力與表決通過同。如經主席徵詢而有異議者，即應提付表決。

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。但如其中一案已獲通過時，其他議案即視為否決，無須再行表決。

表決方式由主席就下列各款規定擇一行之，但出席者有異議時，依過半數決議之方式表決之：

- 一、 舉手表決或投票器表決。
- 二、 唱名表決。
- 三、 投票表決。
- 四、 本銀行自行選用之表決。

第三項所稱出席董事全體及第五項所稱出席者不包括依第十五條第一項規定不得行使表決權之董事。

第14條 ( 監票及計票 )

議案之表決如有設置監票及計票人員之必要者，由主席指定之，但監票人員應具董事身分。

表決之結果，應當場報告，並做成紀錄。

第15條 ( 董事之利益迴避制度 )

董事對於會議事項，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如致有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，同時亦不得代理其他董事行使其表決權。

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。

董事會之決議，對依前二項規定不得行使表決權之董事，依公司法第二百零六條第四項準用第一百八十條第二項規定，應計入已出席之董事人數內，但於計算表決出席董事人數時應予扣除。董事違反本項規定加入表決者，其表決權不予計算。

第16條 ( 董事會議紀錄及簽署事項 )

董事會之議事，應作成議事錄，議事錄應詳實記載下列事項：

- 一、 會議屆次(或年次)及時間地點。
- 二、 主席之姓名。
- 三、 董事出席狀況，包括出席、請假及缺席者之姓名與人數。
- 四、 列席者之姓名及職稱。
- 五、 紀錄之姓名。
- 六、 報告事項。
- 七、 討論事項：各議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形及反對或保留意見且有紀錄或書面聲明及設有獨立董事者，獨立董事依本規則規定出具之書面意見。
- 八、 臨時動議：提案人姓名、議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形及反對或保留意見且有紀錄或書面聲明。
- 九、 其他應記載事項。

董事會議決事項，如獨立董事有反對或保留意見且有紀錄或書面聲明者，應於議事錄載明。如本銀行為公開發行公司，並應於董事會之日起二日內於行政院金融監督管理委員會指定之公開資訊觀測站辦理公告申報。

董事會簽名簿及代理出席之委託書為議事錄之一部分，應於公司存續期間妥善保存。

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各董事。並應列入本銀行重要檔案，於本銀行存續期間妥善保存。第一項議事錄之製作及分發得以電子方式為之。

第17條 (附則)

本規則未盡事宜，悉依銀行法、公司法、其他相關法令或本銀行章程之規定辦理。本規則經董事會及股東會通過後實施，修正時亦同。如本銀行僅有法人股東一人，則經董事會通過後實施，修正時亦同。

第18條 (訂定及修正日期)

本規則於民國 99 年 2 月 3 日訂定。

本規則於民國 101 年 10 月 25 日進行第一次修訂。

本規則於民國 106 年 8 月 25 日進行第二次修訂。

本規則於民國 109 年 3 月 12 日進行第三次修訂。

本規則於民國 111 年 11 月 24 日進行第四次修訂。