



「機構投資人盡職治理守則」 遵循聲明

Statement of Compliance with Stewardship Principles for Institutional Investors

英屬百慕達商友邦人壽保險股份有限公司台灣分公司（以下稱本公司）主要營業項目為人身保險業務，係屬「機構投資人盡職治理守則」所規定「機構投資人」中之「資產擁有人」，運用自有資金與各種準備金進行投資。

AIA International Limited Taiwan Branch (hereinafter referred to as “the Company”) primarily engages in life insurance business. As an “asset owner” under the “Stewardship Principles for Institutional Investors,” the Company invests its proprietary funds and various reserves.

本公司所隸屬之友邦保險集團，為泛亞地區最大獨立上市人壽保險集團，業務橫跨亞太地區18個市場。友邦保險集團的願景是成為亞太地區壽險業的翹楚，以達成客戶和股東的期望，並且致力於成為帶動整個區域經濟和社會發展的領袖標竿企業，積極服務社會大眾。為達成我們的願景與目的，我們有責任預估環境、社會及管治（Environmental, Social and Governance, ESG）等議題對我們業務可能產生的影響，並推動改變以積極地應對ESG議題帶來是否仍能持續性發展業務的挑戰。

The Company is branch of AIA Group Limited. AIA Group Limited and its subsidiaries (collectively “AIA” or the “Group”) comprise the largest independent publicly listed pan-Asian life insurance group. AIA’s vision is to become the leading life insurer in the Asia-Pacific region, fulfilling the expectations of customers and shareholders, and striving to be a benchmark enterprise that actively promotes regional economic and social advancement, while consistently contributing to the welfare of the broader society. To achieve its vision and objectives, the Company has a responsibility to assess the potential impact of Environmental, Social, and Governance (ESG) issues on its business and to drive change to proactively address the challenges ESG issues pose to sustainable business development.

作為友邦保險集團在台灣分支機構，本公司亦遵循所屬集團之相關規範，發揮對市場及被投資公司的影響力，成為一個負責任的機構投資人。

As the Taiwan branch of AIA Group, the Company is committed to upholding the Group’s policies and standards, ensuring alignment with best practices and fostering a culture of compliance and excellence and leveraging its influence on the market and investee companies to fulfill its role as a responsible institutional investor.

本公司聲明遵循「機構投資人盡職治理守則」，針對六項原則之遵循情況如下：

The Company declares its compliance with the “Stewardship Principles for Institutional Investors” and outlines its adherence to the six principles as follows:

原則一 制定並揭露盡職治理政策

Principle 1: Establish and disclose stewardship policies

本公司營運目標在於透過人身保險業務之進行，以謀取客戶及股東之最大利益，為達成此目標，本公司訂定投資政策及相關規範，內容已包括盡職治理行動之履行。盡職治理政策主要內容如



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下：

The Company's strategic objective is to deliver long-term value to both customers and shareholders through the responsible management of its life insurance business. To achieve this, the Company has established a comprehensive set of investment policies and related governance frameworks, which incorporate stewardship principles. The core components of the stewardship policy are outlined below:

- (一) 本公司從事人身保險業務，屬資產擁有人，運用自有資金與各種準備金進行投資。透過盡職治理行動，考量資產與負債關係、風險承受程度、長期風險報酬要求、流動性與清償能力以及責任投資原則與環境、社會及管治（ESG）等企業永續經營因素，提升投資價值以增進本身、客戶及股東等利害關係人之長期利益為目標。

As an asset owner in the life insurance industry, the Company manages both proprietary funds and policyholder reserves. Through its stewardship practices, the Company evaluates the alignment of assets and liabilities, risk tolerance, long-term risk-return objectives, liquidity and solvency requirements, and integrates responsible investment principles. These principles encompass corporate sustainability considerations, including Environmental, Social, and Governance (ESG) factors. The overarching aim is to enhance investment value and advance the long-term interests of the Company, its customers, and shareholders.

- (二) 本公司得依據投資目的、效益及對企業永續經營發展之影響性，決定盡職治理行動之方式、程度與頻率。本公司盡職治理行動之方式包含：關注被投資公司、與經營階層對話與互動、參與股東會以及行使投票權等方式。

Established in accordance with its investment objectives, anticipated benefits, and sustainability priorities, the Company defines the scope and frequency of its stewardship activities, including monitoring investee companies, engaging with management, attending shareholders' meetings, and exercising voting rights.

- (三) 本公司瞭解我們的投資對大眾生活的影響，以及在投資決定中檢視 ESG 因素對於推動創造長期價值的重要性，本公司透過制定並遵守 ESG 政策，於投資框架之中貫徹對 ESG 問題的考量。

The Company acknowledges the broader impact of its investments on the public and the importance of integrating ESG factors in investment decisions to drive long-term value creation. ESG considerations are embedded within the investment framework through the development and implementation of dedicated ESG policies.

- (四) 本公司得委託其他專業服務機構（例如全權委託投資機構）代為進行部分盡職治理行動（例如提供投票建議或研究報告），惟該專業服務機構應依約定或須透過本公司監督等方式，以確保受託之服務機構依本公司要求行事。

The Company may delegate certain stewardship activities (such as providing voting recommendations or research reports) to professional service providers (e.g., discretionary



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investment managers). These providers are required to act in accordance with the Company's standards, either through contractual arrangements or under its direct oversight.

- (五) 本公司定期檢視並更新盡職治理政策及相關公開資訊，該公開資訊經由內部法令遵循或稽核相關單位核閱，並由總經理核准之。

The Company conducts periodic reviews and updates of its stewardship policy and related disclosures. Such disclosures are reviewed by the internal compliance or internal audit functions and approved by the Chief Executive Officer prior to publication.

- (六) 本公司於網站揭露履行盡職治理之情形，並且每年至少更新一次。

The Company publishes its stewardship practices on its website and ensures the information is reviewed and updated at least once a year.

原則二 制定並揭露利益衝突管理政策

Principle 2: Establish and disclose policies on managing conflicts of interest

本公司實施利益衝突管理之目的，在於確保本公司及旗下員工均基於客戶、股東或其他利害關係人之權益執行業務，為避免各利害關係人之權益受本公司或旗下員工之不當行為侵害，本公司對於可能發生之利益衝突情況及管理政策說明如下：

The Company's conflict of interest management framework is designed to ensure that both the Company and its employees act in the best interests of clients, shareholders, and other stakeholders. To safeguard stakeholder interests and prevent any improper conduct, the Company has established clear principles and policies for identifying and managing potential conflicts of interest:

(一) 利益衝突防範原則 Principles for Preventing Conflicts of Interest :

1. 依保險業公司治理實務守則及 AIA 行為準則，本公司不得有為公司、關係企業、負責人、特定員工或特定客戶之利益，而損及其他客戶或利害關係人權益之情事。

In accordance with the Insurance Corporate Governance Best Practice Principles and the AIA Code of Conduct, the Company must not engage in conduct that prioritizes the interests of itself, its affiliates, responsible persons, specific employees, or specific clients at the expense of other clients or stakeholders.

2. 本公司應依公平待客原則及 AIA 行為準則公平對待所有客戶，提供適當的商品、服務及建議以符合客戶需求。

The Company is committed to treat all clients fairly in accordance with the principle of fair treatment and the AIA Code of Conduct, providing appropriate products, services, and advice that meet clients' needs.

3. 除了基於正當業務目的而有知悉必要者以外，恪遵個人資料保護法及集團隱私權政策各項規定，不得任意揭露因職務知悉之客戶資料予他人。

Unless required for legitimate business purposes, the Company must strictly comply with the Personal Data Protection Act and the Group Privacy Policy, and must not disclose client



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information obtained through work to unauthorized parties.

4. 依 AIA 行為準則，本公司員工不得利用職位為自己或家庭成員謀取不當個人利益。任何造成、或甚至只是看似造成個人利益與公司利益相衝突之情形均應被適當管理。
In accordance with the AIA Code of Conduct, employees must not misuse their positions to seek improper personal benefits for themselves or their family members. Any situation that causes, or appears to cause, a conflict between personal interests and the Company's interests must be appropriately managed.
5. 依 AIA 行為準則，為避免引起不當業務關係的認知，本公司員工提供或收受合宜的餽贈或款待時，應符合公司政策，並依相關規定透過員工服務系統申報或取得核准。
In accordance with the AIA Code of Conduct, to avoid the perception of improper business conduct, employees must adhere with company policies when offering or accepting appropriate gifts or hospitality, and must report or obtain approval through the employee service system in accordance with applicable regulations.

(二) 利益衝突的態樣與管理 Possible situations and Management of Conflicts of Interest :

利益衝突之態樣 Common scenario of Conflicts of Interest	利益衝突樣態範例 Examples of Common scenario of Conflicts of Interest	管理規範及措施 Management Policies and Measures
公司與客戶間 Company vs. Client	發生客戶申訴或金融消費爭議 In the event of customer complaints or financial consumer disputes arise	1. 本公司已訂定「AIA 行為準則」、「AIA 反貪腐政策」、「員工工作規則」、「與利害關係人從事放款以外交易作業準則」、「投資人員個人交易管理政策」、「投資作業手冊」及有關之內部控制作業處理程序，以避免利益衝突之發生，並期望與所有利害關係人建立永續的關係。 The Company adheres to the AIA Code of Conduct, AIA Group Anti-Bribery/Corruption Standard, and has implemented corresponding internal policies and procedures to prevent conflicts of interest and to foster sustainable relationships with all stakeholders.
員工與客戶間 Employee vs. Client	利用職務獲取客戶個人資料，以為自己或第三人獲取不法之利益；為獲得不當利益，直接或間接提供、收受賄賂、不正當餽贈、招待或贊助 Abusing position to access customers' personal information for unlawful personal gain or to benefit a third party is strictly	2. 本公司依「AIA Group Compliance Programme Standard Operating Procedure」定期舉辦法規遵循相關政策的教育宣導，強化員工對利益衝突之認知，以防範利益衝突之發生。



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	prohibited. Similarly, the direct or indirect offering, acceptance, or solicitation of bribes, improper gifts, entertainment, or sponsorships in exchange for undue advantage	The Company conducts regular training and awareness programs on regulatory compliance policies to strengthen employees' understanding of conflicts of interest and prevent their occurrence.
公司與員工間 Company vs. Employee	基於特定人之利益，而對其他客戶、股東或利害關係人採取不利之交易或投資；利用職務獲取未公開之機密，以為自己或第三人獲取不法之利益 Conducting unfavorable transactions or investments against other clients, shareholders, or stakeholders for the benefit of a specific individual; using one's position to access undisclosed confidential information for the unlawful benefit of oneself or a third party	3. 本公司依「AIA 行為準則」及「AIA Group Compliance Programme Standard Operating Procedure」每年執行「行為準則認證」，所有在職員工皆須簽署前一年度無違反公司所訂行為準則各項規定之聲明。 The Company conducts a Code of Conduct Certification annually, requiring all employees to sign a declaration affirming that they did not violate any provisions of the Code of Conduct in the previous year.
公司與關係企業或被投資公司間 Company vs.	基於特定人之利益，而對其他客戶、股東或利害關係人採取不利之	4. 依「與利害關係人從事放款以外之其他交易作業準則」，本公司已建置利害關係人名單，相關單位進行投資或採購交易前，應執行利害關係人名單檢核，以避免與利害關係人交易，產生利益衝突之情事。如與利害關係人交易，則需進行與利害關係人交易其交易條件不得優於其他同類對象之評估，並經授權人員核准後，方得進行交易。 The Company maintains a stakeholder list, which must be reviewed by relevant departments prior to engaging in any investment or procurement activity to avoid conflicts of interest. Any transaction involving a listed stakeholder must be conducted on terms no more favorable than those offered to comparable third parties, and must receive prior approval from designated authorized personnel before execution.

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Affiliated Entities or Investee Companies	交易或投資；執行利害關係人交易條件優於其他同類對象 Engaging in transactions or investments that disadvantage other clients, shareholders, or stakeholders for the benefit of a specific individual; or entering into agreements with stakeholders under terms more favorable than those offered to comparable parties	5. 依「保險業資產管理自律規範」及「投資作業手冊」，本公司根據投資人員不同職務及權責分工，設有內部資訊控管機制、交易室門禁及通訊設備控管、交易系統權限區隔等各項措施，以防範利益衝突之發生。 Based on the defined roles and responsibilities of investment personnel, the Company has implemented internal information control mechanisms, including access restriction to trading rooms, limitation on communication equipment usage, and segregation of system access rights to prevent conflicts of interest. 6. 依「保險業資產管理自律規範」及「投資作業手冊」，代表本公司進行國內股權商品之交易人員，應盡忠實誠信原則，不得有下列行為： Personnel executing domestic equity transactions on behalf of the Company must uphold to the principles of loyalty and integrity, and must not: • 以職務上所知悉之消息洩漏予他人或從事國內股權商品買賣之交易活動。 Misusing professional position to disclose information or engage in trading activities based on privileged information. • 運用保險業資金買賣國內股權商品時，為自己或他人之利益買入或賣出，或無正當理由，與所屬保險業為相對委託之交易。 Improper use of insurance funds to trade domestic equities for personal or third-party gain, or engage in counterpart

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		transactions with the insurance company without legitimate reasons. - 於公開場所或傳播媒體，對個別國內股權商品之買賣進行推介，或對個別國內股權商品未來之價位作研判預測。 Promoting or making public forecast regarding the price of specific domestic equities through media channels or public forums. - 其他影響保險業之權益或經營者。 Engaging in any other conduct that may harm the interests or operations of the insurance company. 7. 依「保險業資產管理自律規範」及 AIA「Investment Governance Framework」，本公司投資相關人員從事個人股權商品交易前，需自行於內部系統提出交易申請，經核准後始得進行交易，並於完成交易後提出交易完成申報（含交易日期、標的、金額及交易數量）。 Investment personnel must obtain a pre-trade application through the internal system before executing personal equity transactions. Transactions may only proceed upon receiving formal approval. Once completed, the transaction must be reported with full details, including the trade date, security name, transaction amount, and quantity. 8. 依「保險業資產管理自律規範」，本公司事前知悉自有資金交易相關內容之人員應於每月結束後至次月底前申報其本人、配偶、未成年子女及被本人利用名義交易者之國

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		內股權商品交易情形，以檢核是否有利益衝突之情事；非實際從事投資交易人員，得就其知悉交易相關內容之國內股權商品辦理申報前述相關當事人之交易情形。 Personnel with prior knowledge of proprietary fund transactions must, report by end of following month on the domestic equity trades conducted by themselves, their spouses, dependents, and any individuals trading under their name. Non-trading personnel who are aware of such transactions must also report relevant activities of the aforementioned parties. 9. 本公司依「AIA 行為準則」及「檢舉制度」設有完善的檢舉制度及多種檢舉管道，鼓勵員工舉發非法或違反道德準則之不當行為。本公司法令遵循單位每年均對全體員工辦理檢舉制度宣導活動或教育訓練。 The Company has implemented a comprehensive whistleblowing system mechanism and supported by multiple reporting channels to encourage employees to report any illegal or unethical conduct. To promote awareness and proper use of the system, the Compliance Department conducts annual training sessions or awareness campaigns for all employees. 10. 依「保險業資產管理自律規範」，本公司法令遵循單位、稽核單位每年定期查核投資人員及其配偶、未成年子女及被本人利用名義交易者之國內股權商品實際交易情況，以確保利益衝突管理機制之有效性。 To ensure the effectiveness of the conflict of

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		interest management mechanism, both the Compliance and Audit Departments will, on an annual basis, respectively conduct reviews and audits of actual domestic equity trades carried out by investment personnels, their spouses, dependents, or any individuals trading under their name. 11. 依 AIA 「Investment Governance Framework」，本公司於進行採購或投資交易前應執行交易對手盡職調查，確認交易對手無貪腐賄賂之負面新聞、非屬各國政府公告之禁制名單，方得進行交易。 In accordance with internal regulations, due diligence must be conducted on counterparties prior to any procurement or investment transaction to ensure they are not involved in corruption or bribery, and are not listed on any government sanctions lists. 12. 依「保險業內部控制及稽核制度實施辦法」，本公司透過部門法令遵循自行評估、部門內控自行查核以及稽核單位查核等措施偵測監督可能導致利益衝突之情事。 The Company actively monitors potential conflicts of interest through departmental self-assessments, internal control evaluations, and periodic audits conducted by the Audit Department.

(三) 發生利益衝突之處理 Handling of Conflicts of Interest：

本公司遇（疑似）利益衝突情事，將採行下列措施：

In the event of (suspected) conflicts of interest, the Company will take the following measures:

1. 發生利益衝突案件時，將由權責單位進行調查，相關調查結果均留存調查軌跡，並視調查結果依公司規定向上通報。如調查結果確信利益衝突情事成立，本公司即採

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行應對措施，如：對涉案員工進行懲戒、對不當行為之供應商進行解約、求償、提起訴訟等措施。

In the event a conflict of interest is identified or suspected, the responsible unit will initiate an investigation. All findings will be documented with a clear audit trail. Based on the outcome, the case will be escalated in accordance with Company policies. Where a conflict is substantiated, the Company will implement appropriate action, which may include disciplinary action, termination of contracts with non-compliant counterparties, pursuit of compensation, or initiation of legal proceedings.

2. 發生之重大利益衝突事件，如致商譽或財務受影響者，本公司將適時向客戶、股東或利害關係人彙總說明事件原委及處理方式。

For significant conflict of interest incidents that may impact the Company's reputation or financial, the Company will promptly provide a summary of the incident and the corresponding response measures to relevant clients, shareholders and stakeholders.

原則三 持續關注被投資公司

Principle 3 Continuous focus on investee companies

為了解被投資公司之投資可持續性和長期價值，本公司採取以下措施持續關注被投資公司：

To assess and ensure the sustainability and long-term value of its investee companies, the Company continuously implements below focusing measures:

- (一) 整合公開資訊 Integration of Public Information：為確保本公司取得充分且有效率之資訊，並為本公司之投資決策建立良好基礎，本公司持續透過新聞、財務報告、產業報告或環境保護、社會責任與勞工權益及公司治理報告，以及第三方機構提供之研究報告關注被投資公司之相關風險與機會。

To ensure access to comprehensive and timely information and to strengthen the analytical foundation for investment evaluation, the Company continuously monitors relevant risks and opportunities of investee companies through news articles, financial reports, industry reports, environmental protection, social responsibility, labor rights reports, corporate governance reports, and third-party research publication reports.

- (二) 識別 ESG 風險和機會 Identification of ESG Risks and Opportunities：本公司定期評估被投資公司 ESG 議題之風險與機會，量化其對被投資公司財務報表影響之可能性與程度、判斷其財務重大性，並將其納入研究報告之中，藉此瞭解被投資公司之永續發展策略與潛在影響。本公司針對被投資公司之關注與衡量項目包括：

The Company regularly evaluates the ESG-related risks and opportunities of investee companies, quantifies the potential impact and magnitude on their financial reports, and determines the materiality of ESG issues in relation to financial outcome. These insights are integrated into research reports to deepen the understanding of the investee companies'

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sustainability strategies and potential impacts. Key areas of focus and evaluation include:

1. 環境相關議題 Environmental Issues：氣候變化政策、環境保護政策、環境管理、碳排放、污染排放、有毒化學物質的釋放、水資源消耗、能源消耗、自然資源消耗、包裝和其他材料以及基因工程。

Climate change policies, environmental protection policies, environmental management, carbon emissions, pollutant discharges, release of toxic chemicals substances, water and energy consumption, natural resource utilization, packaging and materials usage, and genetic engineering.

2. 社會相關議題 Social Issues：利害關係人（股東、員工、客戶等）相關、人力資源管理、勞動條件、童工和強迫勞動、性別多樣性、人權與勞動權益、健康與安全、產品安全、智慧財產權保護、反貪腐和反洗錢、客戶資訊及隱私權保護、供應鏈管理、社區投資和社會公益投入。

Stakeholder engagement (including shareholders, employees, customers and etc.), human resource management, labor conditions, child and forced labor, gender diversity, human and labor rights, health and safety, product safety, intellectual property protection, anti-corruption and anti-money laundering, customer data and privacy protection, supply chain management, community investment, and social welfare contributions.

3. 公司治理相關議題 Corporate Governance Issues：董事會結構（例如：董事長和首席執行長的角色分離、獨立董事的人數及其任職年限）、董事會職責多元化、管理人員流動率、高階管理人員薪酬、股東結構與權利、少數股東權益保護、債權人權益保護、財務政策及狀況、商業道德、公司資訊透明度、關係人交易情況、風險管理職能的獨立性以及法令遵循情形。

Board composition and structure (e.g., separation of chairman and CEO roles, number and tenure of independent directors), board diversity, management turnover, executive remuneration, shareholder structure and rights, protection of minority shareholders and creditors, financial policies and conditions, business ethics, corporate transparency, related-party transactions, independence of risk management functions, and legal and regulatory requirement.

4. 除以上項目外，本公司另亦關注並評估被投資公司是否有綠色產品或其他環境機會、市場上是否有其他低碳、綠能或永續發展債券投資機會。

In addition to the above, the Company also assesses whether investee companies are engaged in development of green products or other environmental focused initiatives, and actively explores market opportunities for investment in low-carbon, renewable energy solutions, and sustainable bond.

5. 本公司辨識具財務重大性之 ESG 相關風險與機會時，將依被投資公司之產業、商業模式及營運地區等特性，評估相關議題之發生可能性、影響期間、風險曝險、管理能力，以及對營收、成本、資本支出、資產價值、現金流量、融資成本、信用風險

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及企業價值之潛在影響。評估結果納入基本面、信用與估值分析，並作為持續監控、投資決策、股東會投票及與被投資公司議合之參考；如重大風險升高或改善未達預期，本公司得提高監控頻率、更新投資評估，並採取議合、調整部位或其他適當措施。

As part of its identification of ESG-related risks and opportunities that may have a material financial impact, the Company will assess relevant factors based on the characteristics of the investee company, including its industry, business model, and operating locations. The assessment will consider the likelihood of occurrence, expected timeframe of impact, level of risk exposure, effectiveness of management practices, and potential effects on revenue, costs, capital expenditure, asset values, cash flows, financing costs, credit risk, and overall enterprise value. The assessment results are incorporated into fundamental, credit, and valuation analyses and serve as a basis for ongoing monitoring, investment decision-making, proxy voting, and engagement with investee companies. Where material risks increase or progress falls short of expectations, the Company may increase the frequency of monitoring, update its investment assessment, and take appropriate actions, including engagement, portfolio adjustments, or other suitable measures.

- (三) 量化評估 Quantitative Assessment：本公司透過量化前述 ESG 投資風險與機會，並參考 MSCI、S&P、Bloomberg、CDP 等機構之 ESG 相關指標、與各被投資公司之 ESG 報告，每年至少於內部研究報告中評估被投資公司之 ESG 落實程度表現乙次，並產出內部 ESG 評等。該內部 ESG 評等針對 E、S、G 各子項目做分數評比，其中 E 包含氣候變遷措施、能源管理、綠色產品發展；S 包含人力資源管理、產品管理、企業社會責任；G 包含公司治理、企業行為治理，最後依據各子項目的分數加權平均統整，並轉化成 A（最高）、B、C、D、E（最低）之內部 ESG 評等。本公司研究員撰寫之投資報告整合內部 ESG 評等，並於考量目標價格時應用該內部評等，以供投資決策參考。以下為內部 ESG 評等對被公司目標價影響之加權表：

The Company quantifies the aforementioned ESG investment risks and opportunities, referencing ESG indicators from institutions such as MSCI, S&P, Bloomberg, and CDP, as well as ESG reports disclosures from investee companies. At least once a year, the Company evaluates the ESG performance of investee companies through internal research reports and assigns proprietary ESG ratings. These ratings score the E (Environmental), S (Social), and G (Governance) components individually: E: includes climate action, energy management, and green product development; S: includes human resource management, product management, and corporate social responsibility; G: includes corporate governance and business conduct governance. The individual scores are weighted and aggregated to produce an internal ESG rating on a scale from A (highest) to E (lowest). These ratings are integrated into investment reports and applied in determining target prices to support investment decisions. A weighting framework is applied to reflect the influence of ESG performance on

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valuation outcomes.

ESG rating	A	B	C	D	E
對目標價之影響 Impact on target price	增加 increased 5%	增加 increased 2.5%	維持 maintain	減少 decreased 2.5%	減少 decreased 5%

- (四) 質化評估 Qualitative Assessment：本公司透過不定期之電話會議、面對面會議或參與法說會等方式，持續關注被投資公司。此外，當被投資公司有重大 ESG 議題或本公司投資人員對於被投資公司有投資風險或違背 ESG 相關議題之疑慮時，本公司投資人員將適當與被投資公司對話，進一步了解被投資公司之風險管理與永續發展策略，推動良好的公司治理環境。

The Company engagement with investee companies on an on-going basis through irregular conference calls, face-to-face meetings, or participation in investor briefings. When significant ESG issues arise or when the investment research team identifies concerns related investment risks or potential ESG violations, the Company will initiates dialogue with the investee company to gain deeper insight its risk management and sustainability strategies, to reinforce corporate governance practices.

- (五) 監測和報告 Monitoring and Reporting：本公司持續追蹤被投資公司之公司經營與 ESG 表現，以確保被投資公司之長期投資價值與 ESG 範疇之進展，並有效控管投資部位之 ESG 相關風險與機會。

The Company continuously monitors the business operations and ESG performance of investee companies to ensure their long-term investment value and ESG progress, while effectively managing ESG-related risks and opportunities in its investment portfolio.

原則四 適當與被投資公司對話及互動

Principle 4 Maintain an appropriate dialogue and interaction with investee companies

本公司透過與被投資公司適當之對話及互動，以進一步瞭解與溝通其經營階層對產業面臨之風險與策略，並致力於與被投資公司在長期價值創造上取得一定共識，相關作法說明如下：

The Company engages in meaningful dialogue and interaction with investee companies to gain deeper insight into industry-specific risks and strategic approaches and committed to building mutual alignment with investee companies on long-term value creation. The practices are implemented to support this objective as follows:

- (一) 本公司每年透過電話會議、當面拜訪、參與法說會或派員參與股東常會及重大之股東臨時會等方式與被投資公司經營階層溝通。此外，本公司亦積極參與母公司舉行之議合活動，不定期針對 ESG 議題向被投資公司寄發徵詢問卷。



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Each year, the Company engages with the management of investee companies through conference calls, on-site visits, participation in investor conferences, sending representatives to attend annual general meetings and significant extraordinary shareholders' meetings. Additionally, the Company actively supports engagement efforts led by AIA Group and regularly distributes ESG-related questionnaires to investee companies.

- (二) 當被投資公司在特定議題上有重大違反公司治理或損及本公司客戶或股東長期價值之虞時，本公司將不定時向被投資公司經營階層詢問處理情形，且不排除聯合其他投資人共同表達訴求，並藉由與機構投資人互動之情形，擬定未來規劃及關注事項，進而決定後續的投資決策。

In the event investee company is found to have significantly violated corporate governance principles or poses a risk to the long-term interest of the Company's customers or shareholders, the Company will engage with the company's management to understand how the issue is being addressed. Where appropriate, it may also collaborate with other investors to raise concerns. Insights from these engagements help shape future strategies and priority areas, guiding subsequent investment decisions.

原則五 建立並揭露明確投票政策與揭露投票情形

Principle 5 Establish and disclose clear voting policies and voting results

本公司積極參與被投資公司之股東會，訂定明確投票政策，審慎評估被投資公司之所有股東會議案，經內部審核後評估是否於股東會前與經營階層進行瞭解與溝通，並決定是否派員採用電子或實體投票方式行使表決權，以實踐責任投資之作為。

The Company actively participates in the shareholders' meetings of its investee companies and has established a clear voting policy. All shareholder meeting resolutions are subject to prudent assessment, and following internal review, the Company evaluates whether to engage with and seek further understanding from management prior to the shareholders' meetings. The Company further determines whether voting rights should be exercised through electronic voting or physical attendance at the meetings. Through the prudent exercise of its voting rights, the Company demonstrates its commitment to responsible investment.

本公司判斷股東會重大議案之標準，包括但不限於被投資公司重大經營策略異動、影響員工權利之議案、私募案、增減資案、轉投資或資金貸與或背書保證等資金運用案、董監事酬金、盈餘分派以及合併或重整等特殊議案。

The Company's criteria for identifying significant proposals at shareholders' meetings include but are not limited to, substantial changes in business strategy, matters affecting employee rights, private placements, capital increases or reductions, reinvestments, loans or guarantees, director and supervisor remuneration, profit distribution, and other special resolutions such as mergers or corporate reorganizations.



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本公司參與被投資公司之股東會投票政策如下：

The Company's voting policy for investee companies' shareholders' meetings is as follows:

- (一) 議案評估 Proposal Evaluation：本公司投資研究人員於表決前針對被投資公司股東會議案執行個案評估，評估內容包含

The Company's investment research personnel perform detailed evaluations of each proposal prior to voting. These evaluations include the following aspects:

1. 議案對公司治理之影響，例如舉報政策、問責制、董事會之獨立性、多元性、透明度與獨立董事占比、執行委員會和其他委員會的透明度和獨立性等。

The impact on corporate governance, such as whistleblower policies, accountability, board independence, diversity, transparency, the proportion of independent directors, and the transparency and independence of executive and other committees.

2. 議案對環境與社會之影響，例如是否存在 ESG 風險與機會、是否符合環境保護趨勢、是否存在對低碳經濟轉型的承諾、治理和實踐、是否包含對環境承諾並有公開披露的目標與時間表、是否影響被投資公司人力資源管理、是否對被投資公司所在地之社區有社會貢獻、是否影響被投資公司小眾利害關係人之利益等。

The impact on environmental and social factors covers ESG risks and opportunities, alignment with environmental protection trends, commitments to low-carbon transition, governance structures and practices, public disclosure of environmental objectives and timelines, implication for human resource management, contributions to local communities, and implication of the interests of minority stakeholders.

3. 議案對投資部位或被投資公司價值之影響，例如出售或質押公司資產、併購、股份回購、發行債務、籌集新資本、重大關聯交易等。

Potential impact on investment positions or the investee company's valuation, including asset disposals or pledges, mergers and acquisitions, share repurchase programs, debt issuance, capital raising initiatives, and significant related-party transactions.

- (二) 反對議案 Opposing Proposals：本公司並非絕對支持經營階層所提出之議案，經前述評估後，若本公司投資研究人員與決策人員認為有礙被投資公司永續發展之違反公司治理議案（如財報不實、董監酬勞不當等）、對環境或社會具負面影響之議案（如汙染環境、違反人權、剝奪勞工權益等）以及影響被投資公司價值之議案，原則不予支持。

Management proposals are not supported by default and are subject to rigorous evaluation. If a proposal is determined to violate the corporate governance principles (e.g., Deficiencies in financial disclosures, inappropriate director compensation), result in adverse environmental or social outcomes (e.g., pollution, human rights violations, labor rights infringements), or negatively impact the value of the investee company, the Company will generally withhold its support.

- (三) 棄權 Abstaining from Voting：依保險法第 146-1 條規定，保險業不得行使對被投資公司



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董事、監察人選舉之表決權，故本公司於涉及董事、監察人選舉之議案，將不行使表決權。

According to Article 146-1 of the Insurance Act, insurance companies are prohibited from exercising voting right in the election of directors and supervisors of investee companies. This restriction is intended to prevent potential conflicts of interest and ensure the independence of corporate governance structures.

- (四) 贊成議案 Supporting Proposals：若被投資公司之議案未觸及反對或棄權之條件，本公司採行原則上支持公司所提議案之方針。

In the absence of grounds for opposition or abstention, the Company typically supports proposals put forward by the investee company.

- (五) 核准與投票執行 Approval and Voting Execution：所有議案均透過投資研究人員與決策人員內部討論取得共識及核准後，進行股東會議案投票。

All proposals are jointly reviewed by the Company's investment research and decision-making personnel to reach a consensus and obtain internal approval prior to voting at shareholders' meetings.

原則六 定期揭露履行盡職治理之情形

Principle 6 Periodically disclose the status of fulfilment of stewardship responsibilities

本公司定期於官方網站 (https://www.aia.com.tw/zh-tw/about-aia/ESG/stewardship_report) 揭露履行盡職治理之情形，包括本遵循聲明、母公司「環境、社會及管治報告」、本公司盡職治理報告補充揭露事項、出席被投資公司股東會與投票情形及其他重大事項。

The Company regularly publishes its stewardship practices on its official website (https://www.aia.com.tw/zh-tw/about-aia/ESG/stewardship_report), including the compliance statement, AIA Group's Environmental, Social, and Governance (ESG) report, supplementary disclosures related to the Company's stewardship report, records of participation in investee companies' shareholder meetings and voting activities, as well as other significant matters.

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AIA International Limited Taiwan Branch

中華民國 115 年 9 月

September 2026