

版次(Version) 6	喬山健康科技 (Johnson Health Tech. Group)	文件編號 (Control Number) TT-QP-CO-125
發行日期(Effective date) 2019-01-01	Group HR Policy	
修改日期(Revised date) 2024-03-01	核准者(Approver) Jason Lo	制定者(Editor) Cindy Liu

1. 目的 Purpose

為達成下述目標，總部-人資單位編制本準則，以此規範全球一致的人力資源政策，指導全集團所屬各事業單位在人力資源方面的規範及程序。

In order to achieve the following goals, the Human Resources Department of Headquarters, hereinafter referred to as "HQ-HR," compiles these guidelines to regulate consistent policies globally, and also guide the standards and related procedures of human resources for all JHT Affiliated Companies.

1.1 提供安全且合乎職業道德規範的工作環境

To provide a safe and ethical work environment.

1.2. 選擇合適的人員到合適的崗位任職

To select a suitable person to work in a relatively appropriate position.

1.3. 鼓勵人員配合組織多元化發展

To encourage employees to cooperate with the diversified development in the organization.

1.4. 依據一致的標準衡量員工績效

To evaluate employees' performances based on the consistent criteria.

1.5. 培養、發展及認可員工的專業技能

To train, develop and recognize the professional skills of employees.

1.6. 基於員工的績效和貢獻支付薪酬

To pay remuneration based on employees' performance and contribution.

2. 維護責任 Maintenance Responsibilities

2.1 本準則的建立、執行、維護的權責為總部-人資單位。

The responsibility, implementation and maintenance of this SOP are assigned to HQ-HR Department.

2.2 任何有關準則規範的爭議，由總部-人資單位負責解釋說明。

HQ-HR is responsible for explaining any dispute and providing clarification for this SOP.

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3. 範圍 Scope

本準則適用範圍包含喬山集團所屬各事業單位，以下簡稱各事業單位。

This SOP applies to all subsidiaries and business units of Johnson Health Tech. Group, hereinafter referred to as "Affiliated Company."

4. 定義 Definition

本 SOP 中所指的“Top management”，指的是依地區與規模設立的子公司之最高主管，其職務名稱可能為 CEO, President, General Manager, Managing Director。而 Senior management 指的是副總經理、財務長、Controller、COO、協理或是處長。

The top management herein represents the top managers of each Affiliated Company that is established according to the geographical region or the organization scale. The title of top management may include CEO, President, General Manager or Managing Director. Senior management includes the following positions or equivalent in the Affiliated Company: Vice president, CFO, Controller, Chief Operation Officer (COO), and Director.

5. 人力資源政策 Human Resource Policies

5.1 多元共融 Commitment to Diversity, Equity and Inclusion

我們重視每位員工的技術、經驗及其獨特性，並致力創建及維護一個能讓所有員工都有機會參與並貢獻其價值的工作場所。

The Company is committed to creating and maintaining a workplace in which all employees have an opportunity to participate and contribute to the success of the business and are valued for their skills, experience, and unique perspectives. This commitment is embodied in company policy and the way we operate at the Company. It is an important principle of sound business management.

5.2 平等的就業機會 Equal Employment Opportunities.

5.2.1.各事業單位對所有員工和求職人應提供平等就業機會，不得以種族、膚色、血統、國籍、性別、性向、婚姻狀態、宗教、年齡、身心障礙、性別認同或基因檢測結果予以歧視。平等就業機會適用於所有就業條件，包括聘僱、任用、晉升、終止聘僱、資遣、離職返聘、異動、請假、薪資福利及培訓等。

Affiliated Company need to provide equal employment opportunities to all

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employees and applicants without regard to race, color, ancestry, national origin, gender, sexual orientation, marital or family status (including pregnancy, childbirth, breastfeeding, or related medical condition), religion, age, physical or mental disability, gender identity, or results of genetic information. Equal employment opportunity applies to all terms and conditions of employment, including hiring, placement, promotion, termination, layoff, recall, transfer, leave of absence, compensation, and training.

5.2.2 各事業單位應明確禁止對上述情事有任何形式的騷擾或歧視，且不容許對員工履行其工作作出不當干涉，不允許對提出平等工作政策有疑慮的人進行任何形式的報復。

Affiliated Company expressly prohibits any form of unlawful employee harassment or discrimination based on any of the circumstances mentioned above. Improper interference with the ability of other employees to perform their expected job duties is not tolerated. The Company will not allow any form of retaliation against individuals who raise issues of equal employment opportunity.

5.2.3 如有任何疑似違規的行為應立即報告總部人資部門，並提供相關資料協助調查。

Any suspected violation should be reported immediately to HQ-HR to provide input on the reporting process and investigations.

5.3. 各事業單位需依據當地勞動法令訂定人力資源政策。

Affiliated Companies must regulate human resources policies in accordance with all local labor laws.

5.4 各事業單位勞資雙方應秉持職業道德，企業倫理及誠信原則。為公司之發展及全體員工之福祉，遵守下列各項守則：

Both the employer and employee of Affiliated Company should implement personnel management on the basis of professional ethics, business ethics and the principle of integrity. In order to achieve the company's development and protect the well-being of all employees, Affiliated Company should abide by the following rules:

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5.4.1.公私分明，尊重文化差異、誠懇相處，協力達成企業經營之目的。

Both parties must distinguish between the public sector and private sector, respect culture differences, sincerely collaborate with others and cooperate to achieve the corporate business objectives.

5.4.2.愛公司護公司、積極主動，以建立高品質信譽為榮，共同創建屬於大家的公司。

Both parties must take good care of the company and be proactive. Regarding establishing a high-quality reputation as an honor, to create a company that belongs to everyone.

5.4.3.以公司為家、愛惜公物，注意個人與公司的安全，減少不必要的浪費。

Both parties will regard the company as home to respect public property, to pay attention to the health and safety of individuals and companies, and to reduce unnecessary waste.

5.5 各事業單位有照顧員工之義務，也有要求員工提供勞務之權利，員工應遵照各事業單位之規定，善盡應盡的義務及獲得可享之權利。

Affiliated Company has the obligation to take care of employees and also has the right to require employees to provide services. Employees should comply with the regulations of their respective subsidiaries, fulfill their obligations and obtain the relative rights.

5.6 各事業單位謹守社會責任，致力於在各方面支持及維護人權，並且遵守聯合國人權宣言(United Nations' Declaration of Human Rights) [119]。全體員工在處理人事以及與同事、商務夥伴和客戶間的事務上應遵守公正與合法的行事原則。

Affiliated Company should abide by social responsibility, devote themselves to supporting and protecting human rights in all aspects, and also comply with the United Nations' Declaration of Human Rights [119]. All employees should follow the principles of fair and lawful conduct when dealing with personnel and related matters with colleagues, business partners and customers.

5.7 各事業單位不得聘用童工。

Affiliated Company is not allowed to hire child workers or utilize child labor in any fashion.

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5.8 結社自由 Freedom from Association

各事業單位應讓員工享有與他人結社的自由，包含組建、加入或不加入某組織，且不會遭受干涉、歧視、報復和騷擾。

Affiliated Company shall freely allow workers' lawful rights to associate with others, form, and join (or refrain from joining) organizations of their choice, without interference, discrimination, retaliation, or harassment.

5.9 各事業單位應依當地勞工法令規定制定員工手冊並送集團總經理核准實施，核准後應做內部公告、詳實宣導。

Affiliated Company should formulate the employee handbook in accordance with the local labor law and submit it to the Group CEO for approval. After the employee handbook is approved, the company should publish it internally and inform all employees of all details.

5.10 各事業單位應建立及每年修訂 HR 相關 SOP 並送 HQ-HR 備查。如有異於當地法令之薪資福利政策，應呈送集團總經理核准後實施。

Affiliated Company should set up, and annually revise HR-related SOPs and submit them to HQ-HR for keeping on file. If the compensation and benefits policy is different from the local law, it should be submitted to the Group CEO for approval before execution.

6. 員額與人力預算編列 **Budgeting of HR Budget and Headcount Plan**

6.1 各事業單位每年年底須提出次年度人力預算計畫，提送總部-人資審核。

Affiliated Company should propose the HR Budget for the next year to HQ-HR review at the end of each year.

6.2 人力預算計畫應參考前兩年度員額編制數、營業額、用人費用率、新年度預估營業目標及展店目標等相關數據訂定。

HR Budget should be updated and budgeted based on the headcount plans, annual sales, the rate of employee cost of the past two years, annual revenue target of the new year, and any opening plans for retail stores.

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6.3 計畫內容應包含：人編計畫表、組織圖、用人費用管控分析表、年度調薪計畫。
HR Budget should include the documents of headcount plan, organizational chart, budget variance analysis & payroll budget, and annual salary increase plan.

6.4 各事業單位應合理管控用人費用率，新年度編列的用人費用率不應高於前一個年度的實際用人費用率。
Affiliated Company should reasonably control the rate of employee fees. The rate should not be higher than the actual rate of the previous year when budgeting the new HR budget for the coming year.

6.5 經總部核准後的員額編制內人力增補，聘僱核決權歸屬當地總經理。
To recruit the new employee within the headcount plan, once approved by Headquarters, the hiring authority belongs to the Managing Director/ General Manager of the Affiliated Company.

6.6 員額編制外人力增補；因業務需求擬增聘員額，需檢附相關資料說明（含目前員額運用狀況、現行組織圖、擬增置人力之具體理由、職務說明書等），提送集團總經理核准後實施。
Requesting for Additional Headcount: If the Affiliated Company plans to hire incremental employees due to business requirements, it should submit the required documents in GAP that include current headcount plan, organization chart, detailed explanation for the requirement and job description to the Group CEO for approval before implementation.

6.7 各事業單位應於每月 5 日前提供總部-人資上月 manpower 數據。
Affiliated Company should complete the headcount report of the prior month and submit it to HQ-HR on the manpower system by the 5th of every month.

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7. 受僱任用 **Employment and Staffing**

7.1 各事業單位僱用或解聘員工應遵守國際勞工公約 (International Labor

Convention)；不因種族、階級、語言、思想、宗教、黨派、籍貫、出生地、性別、性傾向、年齡、婚姻、容貌、五官、身心障礙而予以歧視。

Affiliated Company should follow the International Labor Convention to recruit and layoff employees. For the purpose of ensuring national equal opportunity in employment, employer is prohibited from discriminating against any job applicant or employee based on race, class, language, ideology, religion, political party, place of origin, place of birth, gender, gender orientation, age, marital status, appearance, facial features and disability.

7.2 對於弱勢族群應依循法令給予特別保護，包含休息時間、工作時間及相關防護規定。

Disadvantaged groups should be provided with special protection according to the law, including time off, working hours, work conditions and relevant safety regulations.

7.3 不可聘僱子公司總經理的父母、配偶、子女為公司員工。有親屬關係之新進同仁不得在相同部門被任用；如在不同部門，不得有上下游利益關係。**子公司需建立員工親屬關係表備查。**

Affiliated Company is not allowed to hire Managing Director/ General Manager's parents, spouses and children as company employees. Also, the company can't employ a new employee who has a relative relationship in the same department; if they serve in different departments, they should not have the hierarchical relationship in interests. **The table of employee family relationship should be set up and kept on file for reference.**

7.4 因婚姻與同部門現職員工產生親屬關係者，除因專業技能限制無法調任其它部門任職，則同意得在同一部門工作，但仍不得有從屬、考核、調薪、派工等利益關係。

If the employee has a relative relationship with the current employee in the same department because of marriage, except they cannot be transferred to other departments due to professional skills restrictions, it can be agreed to work in the

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same department; however, it's not allowed to supervise, assess performance, adjust salary and dispatch, etc.

7.5 各事業單位理級以上人員應簽署董事及經理人道德行為準則約定(附件 1)。簽署完成的文件應送回總部人資留存。

An employee who serves in the position of manager or above level in the Affiliated Company should sign the agreement of the “Code of Ethical Conducts For Directors and Managers” (Appendix 1) . The document should be submitted to HQ-HR every year for keeping on file.

7.6 各事業單位所有從業人員應簽署清廉條款、保密義務並依當地法令規定簽訂相關聘僱合約等。

All employees should sign the integrity clause, confidentiality agreement and the relevant employment agreement following local laws and regulations.

7.7 各事業單位應定義關鍵職位，任職關鍵職位人員且有必要時應簽署競業禁止協議。
Affiliated Company should define the key positions. Any employee who serves in a key position should sign the “Non-Competition Agreement” if necessary.

7.8 總部贊助 (HQ Sponsorship)

7.8.1 各事業單位如因業務拓展需求，需申請總部贊助人資相關費用者，需檢附下列資料並向總部 Function head 提出申請，由總部 Function 提送集團總經理核准後通知實施。

If Affiliated Company needs to apply for the relevant personnel expenses for HQ sponsorship due to expanding business, it's required to submit the following documents to the Function head of Headquarters in advance. The application should be submitted by Headquarter Function to the Group CEO for approval before implementation.

- a. 組織圖 (Organization Chart)
- b. 職務說明書 (Job Description)
- c. 集團總經理同意贊助的會議記錄或信件紀錄(Meeting minutes or email record that agreed by Group CEO for sponsorship)
- d. 贊助申請表 (Sponsorship application form)

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7.8.2 總部贊助原則: 僅贊助 Base salary 且贊助期間不高於 6 個月。

HQ sponsorship principle: Only the base salary is eligible to be sponsored and the sponsorship period cannot be more than 6 months.

7.8.3 費用核銷：各事業單位應使用總部標準費用核銷表單，並每月以 AP/AR 提送申請。如費用超過 60 天未完成請款，該次贊助費用視同放棄。

Expense Reimbursement: The HQ's standard form should be used and submitted through AP/AR each month. Billing for the HQ will be invalid if it remained unclaimed for over 60 days.

7.8.4 簽核流程請見 17.3, 17.4

Please refer to 17.3 and 17.4 for the approval process.

8. 薪酬及福利 Payroll and Benefits

8.1 各事業單位應訂定薪資管理作業辦法: 規範薪資調整原則，明訂薪資發放時間，並呈送集團總經理核准實施。

Affiliated Company should edit the SOP for payroll management: to regulate the principle of salary adjustments, and to specify the payment date. The SOP should be submitted to the Group CEO for approval before implementation and processing pay adjustments.

8.2 各事業單位的年度調薪計畫應參考調薪前 12 個月之平均 CPI 值、公司營運狀況及員工績效表現。如 CPI(前 12 個月之平均)為負值，年度調幅應控制在 2% 內，且下次調薪計畫需參考調薪前 24 個月之平均 CPI 值。調薪總金額不得超過當年度人力預算所核准之範圍，並提交總部-人資審核，經集團總經理核准後實施。

The Affiliated Company should consider several factors, including the average CPI rate from the 12 months prior to the adjustment, the company's current operating status, and employee performance. If there is a negative CPI rate during that year, the total adjustment should be limited to 2%, and the salary increase plan for the following year should be based on the average CPI rate of the 24 months prior to the adjustment. The total increase amount should not exceed the range of the approved HR Budget for the year, and it should be provided to HQ-HR for review first. After HQ-HR reviews the salary increase plan and there are no further questions on it, the Affiliated Company should submit the plan to the Group CEO

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for approval before implementation.

- 8.3 各事業單位之調薪作業以每年一次為原則。若有超過每年一次之調薪計畫，需提送總部-人資審核，經集團總經理核准後實施。

Affiliated Company should apply the salary increase once a year in principle. If there is a requirement to submit more than once, it must be submitted to HQ-HR review first and then submitted to the Group CEO for approval before implementation.

- 8.4 各事業單位之薪資清冊及發放憑證需至少保存五年以上。

Affiliated Company should keep the payroll report and payroll records on file for at least five years or longer if required by local regulations.

- 8.5 事業單位應符合當地法律規定制定福利計畫，如有異於法令規範之福利計畫應提交總部審核後，經集團總經理核准後辦理。

Affiliated Company should edit the benefits plan according to the local labor law. If there is any benefit different from legal regulations, it should be provided to Headquarters for review and then submitted to the Group CEO for approval before implementation.

- 8.6 有關員工的退休計畫及政策、福利計畫、遣散金政策及任何異於法律規定的政策等需呈送總部審核，經集團總經理核准後實施。

If the retirement plans, employee welfare, benefit plans, severance package policy and any other programs, plans or policies are different from legal regulations, it should be provided to Headquarters for review and then submitted to the Group CEO for approval before implementation.

- 8.7 有關 Senior management(含)以上職位之聘僱任用及薪資(含退休、保險及福利方案)調整須由 HQ-HR 及集團 CEO 核准。

Hiring and compensation which includes retirement, health insurance and benefit program adjustment of the Top management and senior management needs to be approved by HQ-HR, and the Group CEO.

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8.7.1 Senior management(含)以上職位之聘僱任用申請，需檢附資歷徵詢文件。資歷徵詢的對象為前兩家公司人資部門及其直屬主管。

The recruitment for positions at or above the senior management level is required to include reference checks. The reference check should be conducted with the HR team and their supervisor of at least the previous two employers.

8.8 對於 Top management 聘僱合約，在原合約到期前六個月前，須開始處理續約事宜，須在目前合約到期前 90 天前定案。

The proposal for renewal top management employment contract needs to be initiated six months prior to the expiration date of the current employment agreement. The final review and draft agreement must be finalized at least 90 days prior to the expiration date of the current agreement.

8.9 有關利潤分享獎金的發放應提交總部審核並經集團總經理核准後辦理。

For the profit sharing distribution, it should be provided to HQ for review and submitted to the Group CEO for approval before implementation.

8.10 業績獎金 Sales Commission Program

業績獎金要依照總部公布之原則辦理，且此獎金辦法需要事先呈送集團總經理核准方得辦理。此外，簽核流程及規定請參考 JHT Group Sales Commission Set Up Guideline。

Sales commission should be implemented in accordance with the principles announced by Headquarters and the commission program should be submitted to the Group CEO for approval before implementation. In addition, the approval process and regulations should refer to the SOP of JHT Group Sales Commission Set up Guideline.

8.11 非業務相關獎金辦法應呈送集團總經理核准後辦理。此外，已發放之獎金應於年度利潤分享獎金中扣除。

Any non-sales-related incentive program should be submitted to the Group CEO for approval before execution. In addition, any paid bonuses should be deducted from the annual profit sharing bonus.

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9. 行事曆及出勤規定 **Calendar and Attendance**

9.1 各事業單位應於前一年 12 月底前完成次年度行事曆排定，並將完成之行事曆送回總部-人資備查。與政府休假方式不同的年度行事曆，須提送總部審核，經集團總經理核准後實施。

Affiliated Company should complete the calendar for the next year by the end of December, and provide the completed calendar to HQ-HR for record keeping. If the annual calendar is different from the Government's regulations, it needs to be approved by the Group CEO before implementation.

9.2 各事業單位應遵守當地法令制定出勤及請假管理作業程序，同時秉持尊重員工及維持紀律之原則，確實督導、管理部門內員工出缺勤。

Affiliated Company should abide by local laws and regulations to establish the SOP of attendance and leave management. Meanwhile, the Company should uphold the principle of respecting employees while maintaining discipline policies to supervise and manage the employees' attendance.

9.3 CEO 指派「督導」兼管之子公司總經理請假在三天(含)以上，須事先取得督導核准，並知會 HQ-HR、集團 CEO。三天以下，須知會督導、HQ-HR、集團 CEO。

To take leave for three or more days consecutively, Top Management should get approval from the supervisor, who has been assigned by the Group CEO. The Group CEO and HQ-HR should also be informed.

To take leave for less than three days, Top management should inform HQ-HR, the Supervisor, and the Group CEO.

9.4 CEO 直接管轄之子公司總經理請假在三天(含)以上，須事先取得集團 CEO 核准並知會 HQ-HR。三天以下，須知會 HQ-HR、集團 CEO。

Top Management with no assigned supervisor should get approval from the Group CEO directly and inform HQ-HR before taking leave for three or more days consecutively.

To take leave for less than three days, HQ-HR and the Group CEO should be informed.

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9.5 各事業單位人資負責收集子公司總經理之休假紀錄並每年送回總部人資留存。
The HR department of each Affiliated Company is responsible for collecting the leave records of its top management and submitting them to HQ-HR annually for record keeping.

9.6 員工出勤及請假紀錄需完整(留存三年)保存。
Employee attendance and leave records need to be completely kept on file for at least three years.

10. 出差規定 Regulations For Business Travel

各事業單位應制定出差管理作業程序，以確實督導、管理部門內員工出差之相關事宜。此外，機票及住宿之訂購須以最經濟實惠及安全為優先考量。

Affiliated Company should formulate the SOP for business travel expense management in order to supervise and manage the business trips of the employees. Furthermore, the company should primarily consider offering cost-effective (as well as safe) airfare and accommodation for employee business travel.

11. 考核與晉升 Performance Evaluation and Promotion

11.1 為定期檢視員工工作績效與行為態度，以作為薪資調整、教育訓練配置及晉升依據，各事業單位應制定考核、晉升管理作業程序。

In order to regularly review employees' performance and behavior as a basis for salary adjustment, education/training, and promotion, all Affiliated Companies should formulate the SOP for performance evaluation and promotion.

11.2 所有員工每年至少進行一次績效考核評核作業，並依據考評結果進行改善或淘汰機制，其年度執行成果須留存。

All employees are required to participate in the performance assessments at least once a year, and improvement or elimination mechanisms should be implemented based on the result of the performance assessment. The annual result must be kept on file.

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11.3 申請晉升 Senior management(含)以上人員，須送簽至集團總經理核准後辦理。
The promotion requirement for the senior management level(at) or above should be submitted to the Group CEO for approval via GAP before implementation.

12. 終止勞動關係 Terminate the Labor Contract or Employment Agreement

12.1 各事業單位應依當地法令制定終止勞動關係作業程序：包含離職、退休、資遣、開除。

Affiliated Company should formulate the SOP for terminating labor contracts(or termination of employment when applicable) in accordance with local labor laws and regulations, including resignation, retirement, layoff, and dismissal/ termination of positions.

12.2 子公司不論任何情形的資遣案例，皆須通報 HQ-HR 並留存相關資料。

各事業單位資遣方案若異於當地法令，需送回總部核准。

All records of employee layoffs should be filed to HQ-HR for keeping on file no matter what kind of situation. If the layoff program of an Affiliated Company is different from local labor laws and regulations, it must be submitted to Headquarters for approval.

12.3 如果子公司有組織縮減、批量性資遣或營業改組的遣散計畫，需提報集團總經理核准後始得實施。

If the Affiliated Company plans any downsizing, massive layoffs or business restructuring, it must be submitted to the Group CEO for approval before implementation.

12.4 各事業單位應制定每月離職率報表並進行分析，以落實人力管理。

Affiliated Company should establish a monthly turnover rate report for analysis to implement effective manpower management.

12.5 各事業單位如遇有勞資爭議、訴訟等案件，須備齊文件通報總部-人資，文件包含：爭議案由、費用、矯正及改善計畫。

In case of any labor disputes or litigation, Affiliated Company must report to HQ-HR. The documents should include: the content of the disputes, fees, correction

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plans and improvement plans.

12.6 各事業單位人員離職，原使用之系統帳號及密碼，須及時消除或更新，以維護公司資訊安全。

To safeguard and protect the company's secure information, it is essential to promptly remove system accounts and passwords of employees who have resigned from their positions or whose position has been terminated.

13. 勞工保險 Insurance Program

各事業單位應依當地法令提供員工法定保險保障。若各事業體提供之保險異於當地法令，則需送回總部核准。

Affiliated Company should provide the statutory insurance for employees in accordance with local laws and regulations. If the insurance program is different from local laws, it should be submitted to Headquarters for approval.

14. 職業安全 Occupational Safety and Health

各事業單位應制定符合當地法定規定之職業安全與健康管理計畫，預防職場災害事件及保障員工健康，為員工營造一個健康的工作環境。

Affiliated Company should regulate occupational safety and health management plans in line with local statutory regulations to prevent workplace injury and ensure employee health for creating a healthy and safe working environment for employees.

15. 反人口販運政策 Anti-Human Trafficking Policy

各事業單位應全力防止奴役和人口販運行為。此政策適用於所有受雇者或向各事業單位提供服務之人員。嚴禁從事性交易，商業性行為(包含以金錢、物品和任何其他方式交易所進行的性行為，即使此行為所發生的轄區是合法的)，使用武力、詐欺或脅迫、奴役他人，或脅迫他人提供非自願性勞役。在任何情況下，不得使用公司的資金、設施、財產(包括電子設備及網路)或任何資源於進行或支持參與人口販賣活動。對於違反者將提出適當得紀律處份，包括解雇或提出刑事訴訟。各事業單位必須與當地政府部門充分合作，對此類違法行為進行稽核或調查。即使在沒有實質證據情況下，公司也不容許對因善意舉報或配合公務調查的員工進行報復。

Affiliated Company should be committed to preventing human trafficking and enslavement. This applies to all personnel employed by or engaged to provide

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services to Affiliated Company. It is strictly forbidden to engage in sexual transactions, procure commercial sexual services (including sexual conducted in exchange for money, goods and any other means, even if this practice is legal in the jurisdiction where it transpires), use force, fraud, or coercion to subject a person to involuntary servitude, or obtaining labor from a person by threats of serious harm to that person or another person, among others. Under no circumstances may the Company's funds, facilities, property (including electronic devices and networks) or any resources be used to further or support activities that participate in human trafficking. Affiliated Company will take appropriate disciplinary action for violations of these rules, up to and including discharge of employees. Violation of applicable laws may also result in criminal prosecution of responsible individuals. Affiliated Company must cooperate fully with appropriate governmental authorities in audits or investigations relating to such violations. The Company will not tolerate retaliation against an employee for reporting a concern in good faith or for cooperating with a compliance investigation, even when no evidence is found to substantiate the report.

公司不容許全球組織任何成員以任何形式進行人口販運，包含但不限於以下行為：
The Company will not tolerate or condone human trafficking in any part of its global organization. This includes but is not limited to the following activities:

- 15.1 從事任何形式的人口販運活動。
Engaging in any form of trafficking in persons;
- 15.2 在執行任何工作或活動時誘使進行的商業性行為。
Procuring commercial sex services in the performance of any work or activities under threat of penalty;
- 15.3 使用任何形式的強迫、非自願或脅迫勞動。
Using forced labor in the performance of any work;
- 15.4 銷毀或隱藏勞工的身分或移民文件。
Destroying or concealing an employee's identity or immigration documents;
- 15.5 使用誤導或詐欺手段招募員工，如未披露關鍵的僱傭條款和條件進行招募。
Using misleading or fraudulent practices to recruit employees, such as failing to disclose key terms and conditions of employment;

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15.6 違反當地勞動法令招聘人員。

Violating the local laws and regulations in the recruitment process;

15.7 向應聘人員索取招聘費用。

Charging applicants/candidates/employees recruitment fees;

15.8 倘法律或合約有相關規定，在工作結束時未提供或支付回程交通費用。

If required by law or contract, failing to provide or pay for return transportation expenses at the end of the employment. ;

15.9 在法律及合約約定下，未為雇員安排符合工作地之安全標準的住屋。

If required by law or contract, failing to provide employees housing that meets the safety standards of the workplace.;

15.10 未依法律要求提供聘僱合約或工作文件。

Failing to provide an employment contract or work document required by law.

16. 矯正及預防措施 Corrective and Precaution

16.1 總部-人資有監督、稽核、輔導、改善各事業單位人事管理之責。各事業單位應配合總部稽查作業，不得推諉、隱匿或提供不實資料。

HQ-HR is responsible for supervision, auditing, counseling, and improving personnel management in Affiliated Company. Affiliated Company should cooperate with Headquarters to conduct auditing operations and should not pass or shift responsibility, conceal or provide false information.

16.2 遇有隱匿不實或違反上述規範時，由總部-人資依照情節輕重開立紅單予以警示並限期改善。

In the event of violating or concealing the above-mentioned regulations, HQ-HR will issue a warning letter to warn and request improvement within a timeframe according to the seriousness of the situation.

17. 簽核流程 Approval Procedure

17.1 員工之薪資、福利、激勵獎金方案及人事相關需求等:

簽核者: 子公司 → 總部人資 → 集團總經理

Employee compensation, benefit, new incentive program and HR related requirement :

Approver: Affiliated Company → HQ-HR → Group CEO

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17.2 子公司財務最高主管之聘僱、任用及薪資調整等:

簽核者: 子公司→ 總部人資→總部會計主管及總部財務主管→集團總經理

For hiring, and compensation adjustment of top finance position of Affiliated Company:

Approver: Affiliated Company→ HQ-HR→ HQ-Accounting Function head and CFO→ Group CEO

17.3 總部贊助 (HQ Sponsorship)申請:

申請者: 總部 Function

簽核者: HQHR→總部 Function head→集團總經理

知會: 秘書,總部會計,總部人資

Apply for HQ Sponsorship:

Applicant: Headquarter Function

Approver: HQHR→ Headquarter Function head→ Group CEO

CC: Secretary, HQ-Accounting, and HQ-HR

17.4 總部贊助 (HQ Sponsorship)費用核銷:

申請者: 子公司

簽核者: 子公司→HQHR→總部 Function head

知會: 秘書,總部會計,總部人資

HQ Sponsorship Reimbursement:

Applicant: Affiliated Company

Approver: Affiliated Company→HQHR→ HQ Function head

CC: Secretary, HQ-Accounting, and HQ-HR

18. HR 相關文件提送時間 Schedule for Submitting HR Related Documents

子公司須依照此份 SOP 規定之時間提送人事相關文件供總部審閱。

Affiliated Company is required to submit HR related documents to Headquarters review in accordance with the schedule regulated in this SOP.

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Hand in schedule for HR documents

Items	Frequency			Procedure		
	Year	Month	Requirement	Report to HQ-HR	HQ Approval	SBUs keep on file
HR Budget	*				*	
Annual Salary Increase	*				*	
Profit sharing bonus distribution	*				*	
Annual Calendar(correspond to labor law)	*			*		
Annual Calendar(different from the government's regulations)	*				*	
Organization Chart		*		*		
Monthly Manpower Report		*		*		
Promotion requirement-for senior management level			*		*	
Requirement for additional headcount			*		*	
Benefits plans(more superior than labor law)			*		*	
Downsizing plan, mass reduction plan or superior lay off plan			*		*	
Lay off plans(correspond to labor law)			*	*		
Labor disputes or litigation cases			*	*		
Code of Ethical conduct for Directors and Managers	*					*
Non-compete agreement			*			*
Payroll list and payment certificate			*			*
Attendance record			*			*
Employee family relationship			*			*

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19. 實施及修訂 Implementation and Modification

本辦法經集團總經理簽呈通過後實施，修訂時亦同。

This SOP will be implemented after approved by Group CEO. If there is any modification, HQ-HR will follow the same process to submit to Group CEO for approval.

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附件一(Appendix 1)

董事及經理人道德行為準則

Code of Ethical Conducts For Directors and Managers

喬山健康科技股份有限公司（係喬山集團母公司，以下簡稱「本公司」）董事會通過以下之適用於本集團母公司暨其直接或間接投資股權超過50%之各子公司(以下總稱「喬山集團公司」)之董事及經理人之道德行為準則（以下簡稱「本準則」）。

The Board of Directors of Johnson Health Tech. Co., Ltd. (the Parent company of JHT Group, the “Company”) has adopted the following Code of Ethical Conducts (the “Code”) for directors and managers of the Company and its subsidiaries which is owned directly or indirectly by The Company (Total of the companies is the “JHT Group Companies”). This Code applies to all directors and managers within JHT Group Companies.

沒有一種準則或政策可列舉所有可能發生之情形。準此，本準則僅係為喬山集團公司董事及經理人提供指導原則。對於可能涉及本準則中一或數條條文之特定情事之相關疑問，本公司鼓勵本集團公司董事及經理人將該疑問向本公司董事長反應。董事長並得視情況徵詢本公司內部或外部法律顧問之意見。

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for directors and managers. Directors and managers are encouraged to bring questions about particular circumstances that may involve one or more of the provisions of this Code to the attention of the Chairman of the Company, who may consult with inside or outside legal counsel as appropriate.

1. 利益衝突

董事及經理人應避免任何董事或經理人與喬山集團公司間之利益衝突。任何涉及或依合理預期可能涉及之與喬山集團公司間之利益衝突應立即向本公司董事長揭露，例如與董事或經理人或其近親親屬(包括本人之配偶、父母、子女及三親等內之親屬)間之資金貸與，或為其提供保證、重大交易、進銷貨往來。

1. Conflict of Interest.

Directors and managers must avoid any conflict of interest between the director or managers and the JHT Group Companies. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the JHT Group Companies should be disclosed promptly to the Chairman of the Board of The Company, such as extending a loan to, providing a guarantee of the obligations of, conducting a material transaction with, selling products to or purchasing products from a director or managers, or a member of his or her immediate families which include a person's spouse, parents, children, and relatives within the three degree of kinship.

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利益衝突可能發生於當董事或經理人其個人之利益與喬山集團公司整體之利益相違背或可能違背時。利益衝突亦可能發生於當董事、經理人或其近親親屬，基於董事或經理人於喬山集團任一公司所擔任之職位而獲致不當利益時。

Conflict of interest can occur when a director's or manager's personal interest is adverse to - or may appear to be adverse to - the interests of the JHT Group Companies as a whole. Conflicts of interest also arise when a director or manager, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position as a director or manager of any of the company within the JHT Group.

本準則並非企圖描述全部可能發生利益衝突之情形。以下僅就常見之董事或經理人應避免之利益衝突情事之部分，加以例示。

This Code does not attempt to describe all possible conflicts of interest that could develop. Some of the more common conflicts from which directors or managers must refrain are set out below.

- 喬山集團公司與第三人間之關係：任何行為，如與喬山集團公司最佳利益不一致，或會破壞、有損於任一喬山集團公司已經或提議建立商業關係或訂定合約之個人或組織間之關係，董事或經理人不得為之。
- Relationship of the JHT Group Companies with third parties. Directors or managers may not engage in any conduct or activities that are inconsistent with the JHT Group Companies' best interests or that disrupt or impair the JHT Group Companies' relationship with any person or entity with which any of the JHT Group Companies has or proposes to enter into a business or contractual relationship.
- 非自喬山集團公司處取得報酬：就其為任一喬山集團公司提供之服務，董事或經理人不得自喬山集團公司以外之任何來源收受任何形式之報酬。
- Compensation from non-Company sources. Directors or managers may not accept compensation (in any form) for services performed for the JHT Group Companies from any source other than the JHT Group Companies.
- 餽贈：就與任一喬山集團公司間有往來之個人或組織所提供之NT\$ 1,000以上或可能造成利益衝突表象之餽贈，董事或經理人及其近親親屬不得加以收受。
- Gifts. Directors or managers and members of their immediate families may not accept gifts from persons or entities who deal with the JHT Group Companies in those cases where any such gift has more than a nominal value above US\$ 30 or where acceptance of the gifts could create the appearance of a conflict of interest.
- 將喬山集團公司資產挪供自己使用：就喬山集團公司之資產、人力資源或資訊，除非經本公司董事長允許或係屬於經允許之酬勞或費用補償辦法之一部分，董事或經理人不得將之挪供自己使用。

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· Personal use of Company assets. Directors or managers may not use company assets, labor or information for personal use unless approved by the Chairman of the Board of The Company or as part of an approved compensation or expense reimbursement program.

2. 公司機會

董事或經理人不得為下列事項：

(1)為其個人私利而竊取經由使用公司財產、資訊或利用其職位而得知之公司機會；(2)透過使用公司財產、資訊或藉由職務之便而獲取私利；或(3)與喬山集團公司競爭。

2. Corporate opportunities.

Directors and managers are prohibited from: (a) taking for themselves personally opportunities that are discovered through the use of the company's property, information or position; (b) using the company's property, information, or position for personal gain; or (c) competing with the JHT Group Companies.

3. 公司資產；機密性

董事及經理人應保護並有效率地使用公司之資產，以增進喬山集團公司之利益。前述資產包括有形資產及無形資產，如公司之機密資訊。除非業經授權或係依法令規定，就公司交付其保管之資訊，以及基於其董事或經理人之職務，於公司通常營運中自任何來源所知悉之任何其他公司機密資訊，董事及經理人應保持該等資訊之機密性，不得揭露。本準則所稱之「機密資訊」包括全部與喬山集團公司、其客戶或供應商有關之全部非公開資訊。

3. Corporate assets; confidentiality.

Directors and managers are expected to protect the assets of the company and use them efficiently to advance the interests of the company. Those assets include tangible assets and intangible assets, such as confidential information of the company. Directors and managers should maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the company that comes to them, from whatever source in the course of the company's business, in their capacity as director or manager except when disclosure is authorized or legally mandated. For purposes of this Code, "confidential information" includes all non-public information relating to the JHT Group Companies, its customers or suppliers.

4. 法令遵循；公平交易

董事或經理人應遵守適用於喬山集團公司所在地各國之法律、規則及命令，以及本公司制訂之相關標準程序及政策。董事及經理人應盡力公平對待喬山集團公司之客戶、供應商、競爭對手及員工。任何董事或經理人均不得透過操縱、隱匿、濫用基於職務所獲悉之資訊、對重要事項作不實陳述或藉由其他蓄意之不公平交易影響，

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而自任何人獲取不當利益。

4. Compliance with laws, rules and regulations; fair dealing.

Directors and managers shall comply, and satisfy themselves that appropriate SOPs are in place for compliance by directors and managers, with its local laws, rules and regulations applicable to any of the JHT Group Companies.

Directors and managers shall endeavor to deal fairly with the JHT Group Companies' customers, suppliers, competitors and employees. No director or manager should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing influence.

5. 鼓勵報告任何非法或不道德之行為

董事及經理人應推廣道德行為，並應採取下列措施，以確保任一喬山集團公司：

(1) 鼓勵員工當其就於某一特定情形下所應為之最佳行為有疑問時，與董事、經理人及其他適當人員討論；(2) 鼓勵員工向其他適當人員報告法律、規則命令、本準則之違反情事；及(3)告知員工本公司不允許對善意報告者報復。

5. Encouraging the reporting of any illegal or unethical behavior.

Directors and managers should promote ethical behavior and take steps to ensure any of the JHT Group Companies:

(a) encourages employees to talk to managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, The Company's rules, regulations, SOPs, or this Code to appropriate personnel; and (c) informs employees that the Company will not allow retaliation for reports made in good faith.

6. 遵循程序

一經發現任何可疑之違反本準則行為，應立即向經理人、本公司內部稽核人員、稽核長或其他適當人員報告；且如違反本準則者為董事或經理人者，本公司將視為不當行為，將由董事會或董事會所指定之一人或數人調查之。

6. Compliance Procedures.

Any suspected violations of this Code should be reported promptly to managers, internal auditor, the Chief Audit Officer or other personnel as appropriate, or in the case of a director or manager whose behavior violates this Code is treated as misconduct. Violations will be investigated by the Board of the Company or by a person or persons designated by the Board of the Company.

本準則之豁免僅得由董事會為之。相關之細節，包括獲得該等豁免之人員之姓名及職稱、做成豁免決議之董事會日期、豁免之有效期間、給予豁免之理由及原則，將立即向本公司股東及其他相關法律及台灣證券交易所上市規則所定之人揭露。任何豁免或審理之請求，應向本公司任一獨立董事為之。

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Any waiver of this Code may be made only by the Board of the Company and the details of the waiver, including name and title of the receiving party of the waiver, date of the board meeting when the waiver is granted, the validity period of waiver, reason to grant the waiver and principle for granting waiver, will be promptly disclosed to shareholders and others, as required by applicable law and the Taiwan Stock Exchange listing standards. All requests for waivers or review by the Board of the Company should be made to any one of the independent Board Members.

7. 本準則之執行

如有任何違反本準則之行為，董事會應決定應採取之適當行動包括：(1)扣發績效獎金、年終獎金、紅利，(2)降等，(3)免職及(4)採取法律行動。俾得以對違反者產生嚇阻作用，並促進對遵守本準則之責任感。於決定特定狀況下之適當行動，董事會應考量全部相關資訊，包括違反態樣及嚴重性，該等違反應係出於蓄意抑或怠慢。

7. Enforcement of this Code of Ethics

The Board shall determine appropriate actions, including (a) withholding of the performance cash award, year-end award and bonus, (b) demotion of job grade, (c) removal from post, or (d) legal action, to be taken in the event of violations of this Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code. In determining the proper course of action in a particular case, the Board shall take into account all relevant information, including the nature and severity of the violation, whether the violation appears to have been intentional or inadvertent.

簽章Signature : _____

日期Date : _____

姓名Name :

部門Department :

職稱Position Title :

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附件二(Appendix 2)

CONFIDENTIALITY, NONCOMPETITION AND
INTELLECTUAL PROPERTY AGREEMENT

For value received from **【 full company name 】** "the Company"), **【 Employee name 】** agrees as follows:

1. ACKNOWLEDGEMENTS. The Employee knows and has been informed that the Company's customer relationships and customer goodwill are valuable assets of the Company which have been developed by the Company's substantial investment of time, effort and expense and are vital to the success of the Company's business. The Employee knows and has been informed that the Confidential Business Information (as defined below) has been developed by the substantial investment of time, effort and expense by the Company and is vital to the success of the Company's business. The Employee knows and has been informed that the Confidential Business Information will include information received by the Company from its affiliates that any entity that is directly or indirectly controlled by, under common control with or that controls the subject Party. For purposes of this definition control means direct or indirect ownership of or the right to exercise (a) greater than fifty percent (50%) of the outstanding shares or securities entitled to vote for the election of directors or similar managing authority of the subject entity; or (b) greater than fifty percent (50%) of the ownership interest representing the right to make decisions for the subject entity ("the Affiliates"). The Employee acknowledges that his/her employment with the Company will place him/her in a personal relationship with the Company's customers. The Employee further acknowledges that his/her employment with the Company will result in him/her having access to the Confidential Business Information. The Employee further acknowledges that the Company has a legitimate interest in protecting its customer relationships, customer goodwill and the Confidential Business Information by means of the enforcement of this Agreement.

2. PROTECTION OF CONFIDENTIAL BUSINESS INFORMATION, PROPERTY AND TRADE SECRETS.

(a) Definition of Confidential Business Information. As used in this agreement, the term "Confidential Business Information" shall be broadly construed to mean all of the non-public business information used and maintained by the Company in the operation of its business, whether tangible or intangible and in whatever form or medium in which it exists. The parties agree that the term "Confidential Business Information" shall include, but not be limited to: information regarding the Company's customers, information relating to transactions between the Company and its customers (such as types and quantities of products purchased by a customer, dates of purchases, pricing strategies, prices paid and costs of sales), customer lists, proposals to potential customers and methods of pricing used in such proposals, lists of customer prospects, information relating to transactions between the Company and its vendors (such as types and quantities of goods and services purchased from a vendor, dates of purchases and prices paid to a vendor), methods of operation, business systems, business plans, marketing and advertising strategies, business development and acquisition plans, personnel information, financial information and information relating to, referring to, containing, or consisting of inventions, ideas, research, methods, processes, procedures, techniques, engineering, designs, technologies, recipes, formulae, discoveries, know-

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how, products, product specifications, product data, product characteristics, product improvements, product development plans and product marketing and promotion. The parties expressly agree that the Company's business information need not satisfy the statutory definition of a "trade secret" to be protected as Confidential Business Information. Confidential Business Information includes information of the type described in this paragraph received by the Company from the Affiliates.

(b) Nondisclosure. The Employee agrees that he/she will not, during his employment with the Company and for a period of two (2) years immediately following the termination of his employment with the Company (regardless of whether the termination is voluntary or involuntary), unless authorized in writing by an officer of the Company, disclose to any individual or entity of any type any of the Confidential Business Information.

(c) Return of Property. Upon termination of employment (regardless of whether the termination is voluntary or involuntary), the Employee agrees to promptly deliver to the Company the originals and copies of all documents, records and property of any nature whatsoever in the Employee's possession or control which are the Company's property or which relate to the Company's business activities or which relate to, refer to, contain or consist of the Confidential Business Information.

(d) Trade Secrets. The Company and the Affiliates are entitled to protection of some of the Confidential Business Information under the applicable acts. Nothing in this Agreement shall be construed as limiting, or in any way modifying, any of the Company's or the Affiliates' statutory rights and remedies with respect to the misappropriation of its trade secrets.

3. NONCOMPETITION. The Employee agrees that he/she will not, during the term of his employment with the Company and for a period of six (6) months immediately following the termination of his employment with the Company (regardless of whether the termination is voluntary or involuntary), directly or indirectly (through partners, agents, employers, employees or any other persons acting for, with or on behalf of the Employee), for himself/herself or on behalf of any other person or entity, do any of the following: (a) use any of the Confidential Business Information to provide services to any individual or entity of any type that sells Products in competition with the Company anywhere in the world where the Company has conducted business within six (6) months preceding the date of termination regardless of whether those services are provided as an owner, employee, independent contractor, consultant or in any other capacity, (b) solicit or in any way contact, or assist others in soliciting or contacting, any Customer of the Company for the purpose of selling to the Customer any Products or (c) accept, or assist others in accepting, any orders or business from any Customer for Products. As used in this paragraph, the term "Confidential Business Information" means the Confidential Business Information defined in paragraph 2(a) above that the Employee had access to during the term of his/her employment with the Company. As used in this paragraph, the term "Customer" means any individual and entity of any type who purchased any Products from the Company at any time within six (6) months preceding the date of the Employee's termination of employment. As used in this paragraph, the term "Products" means fitness equipment products of the type offered for sale by the Company at any time within six

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(6) months preceding the date of the Employee's termination of employment.

4. INTELLECTUAL PROPERTY WORK PRODUCT. For purposes of this agreement, the term "Intellectual Property Work Product" means all writings, documents, inventions, ideas, drawings, artwork, research, processes, procedures, techniques, designs, technologies, computer hardware or software, programming code, templates, forms, recipes, formulae, discoveries, products, marketing and business plans and all improvements, know-how, data, rights and claims related to those items and all work product of any type, whether or not copyrightable or patentable, which the Employee makes, conceives, discovers or develops, either solely or jointly with any other person or persons, at any time during his employment with the Company, whether during working hours or at the Company's facilities or at any other time or location and whether at the request or upon the suggestion of the Company or otherwise which relate to or are otherwise in any way useful in connection with any business carried on by the Company at the time of the Employee's termination of employment and any development or expansion of the Company's business, but only to the extent that the Employee was involved in the planning, analysis or consideration of that development or expansion. The Company's Intellectual Property Work Product shall be the sole and exclusive property of the Company and shall, upon its creation, be owned by the Company. The Employee shall not use the Company's Intellectual Property Work Product except for the benefit of the Company and in the course of performing his duties as the Company's employee. The Employee acknowledges and agrees that all Intellectual Property Work Product that is copyrightable shall be considered a work made for hire under the applicable copyright acts. The Employee agrees to make full disclosure to the Company of all such Intellectual Property Work Product and agrees to do everything necessary or desirable (as determined by the Company in its sole discretion) to vest absolute title thereto in the Company and to protect the Company's rights in the Intellectual Property Work Product. The Employee will assist the Company (at the Company's expense) to obtain and enforce patents, copyrights or other rights or registrations relating to or arising out of the Intellectual Property Work Product and this obligation shall continue after the Employee's termination of his/her employment with the Company (regardless of whether the termination is voluntary or involuntary). The Employee acknowledges that he/she shall not be entitled to any additional or special compensation or reimbursement regarding any and all such Intellectual Property Work Product. To the extent that the Employee may be entitled to claim any ownership in any such Intellectual Property Work Product, he/she hereby irrevocably assigns and transfers to the Company all rights, title and interest in and to such Intellectual Property Work Product under applicable patent, copyright, trade secret and trademark law.

5. REMEDIES. In addition to any other remedies provided by law, if the Employee breaches this agreement, the Company shall be entitled to injunctive relief against the Employee. Furthermore, in the event the Employee breaches this agreement, the Company shall be entitled to recover from the Employee all costs incurred in enforcing this agreement, including actual attorneys' fees.

6. SEVERABILITY. The provisions of this agreement shall be considered severable. If for any reason any

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provision of this agreement shall be deemed, by a court of competent jurisdiction, to be legally invalid or unenforceable under any jurisdiction in which it applies, the validity of the remainder of this agreement shall not be affected, and that provision shall be deemed modified to the minimum extent necessary to make that provision consistent with applicable law and, in its modified form, that provision shall be enforceable and enforced.

7. MISCELLANEOUS. This agreement shall inure to the benefit of and shall be enforceable by the Company, its successors and assigns. No delay or failure by the Company in exercising any right under this agreement shall constitute a waiver of that or any other right. This agreement supersedes all previous confidentiality, noncompetition and intellectual property work product agreements and all such previous agreements are canceled.

Signature of Employee		Date		Signature of		Date
Print Name				Print Name		