



四維航業股份有限公司

風險管理政策及程序

第一章 總則

第一條 制定目的及依據

為建立本公司完善之風險管理制度，穩健經營業務朝企業永續發展目標邁進，爰參照「上市上櫃公司風險管理實務守則」相關規定訂定本公司風險管理政策與程序，以強化風險管理效能，實現企業目標。

第二條 風險管理目標

本公司風險管理之目標旨在透過完善的風險管理架構，考量可能影響企業目標達成之各類風險加以管理，並透過將風險管理融入營運活動及日常管理過程，達成以下目標：

- 一、實現企業目標；
- 二、提升管理效能；
- 三、提供可靠資訊；
- 四、有效分配資源。

第三條 風險治理與文化

為建置完善的風險治理與管理架構，本公司透過董事會、審計委員會及高階管理階層的參與，使風險管理與公司之策略、目標產生連結，定調公司重大風險項目，提升風險辨識結果之全面性、前瞻性與完整性，並向下宣導及展開對應之風險控管與因應，以合理確保公司策略目標之達成。

本公司應推動由上而下的風險管理文化，透過治理單位與高階管理階層明確的風險管理聲明與承諾、設置並支持風險管理單位、提供全體員工風險管理相關專業訓練等方式，將風險管理意識融入至日常決策及營運活動中，形塑全方位的企業風險管理文化。

本公司之風險治理與管理單位應重視與支持風險管理，提供適切資源使其



有效運作，並對風險管理有效運作負責。

第二章 風險管理組織架構與職責

第四條 風險管理架構與職責

本公司風險管理組織架構包括董事會、審計委員會、風險管理小組、各權責部門及稽核室，相關職責事項如下：

- 一、 董事會：風險管理最高治理單位，主要職責包含：
 - (一) 核定風險管理政策、程序與架構；
 - (二) 確保營運策略方向與風險管理政策一致；
 - (三) 確保已建立適當之風險管理機制與風險管理文化；
 - (四) 監督並確保整體風險管理機制之有效運作；
 - (五) 分配與指派充足且適當之資源，使風險管理有效運作。
- 二、 審計委員會：成員包含所有獨立董事，主要職責包含：
 - (一) 審查風險管理政策、程序與架構，並定期檢討其適用性與執行效能；
 - (二) 核定風險胃納（風險容忍度），導引資源分配；
 - (三) 確保風險管理機制能充分處理公司所面臨之風險，並融合至日常營運作業流程中；
 - (四) 核定風險控管的優先順序與風險等級；
 - (五) 審查風險管理執行情形，提出必要之改善建議，並定期（至少一年一次）向董事會報告；
 - (六) 執行董事會之風險管理決策。
- 三、 風險管理小組：由總經理擔任召集人，成員包含公司各權責部門主管，及主管得另指派1名成員所組成，主要職責包含：
 - (一) 擬訂風險管理政策、程序與架構；
 - (二) 擬訂風險胃納（風險容忍度），並建立質化與量化之量測標準；
 - (三) 分析與辨識公司風險來源與類別，並定期檢討其適用性；
 - (四) 定期（至少一年一次）彙整並提報公司風險管理執行情形報告；
 - (五) 協助與監督各部門風險管理活動之執行；
 - (六) 協調風險管理運作之跨部門互動與溝通；
 - (七) 執行董事會及審計委員會之風險管理決策；

(八) 規劃風險管理相關訓練，提升整體風險意識與文化。

四、各權責部門：主要職責包含：

(一) 負責所屬單位之風險辨識、分析、評量與回應，並於必要時建立相關危機管理機制；

(二) 定期提報風險管理資訊予風險管理小組；

(三) 確保所屬單位風險管理及相關控制程序有效執行，以符合風險管理政策。

(四) 協助建立風險管理文化，執行相關風險管理決策之推動。

五、稽核室：主要職責包含：

(一) 對風險管理制度之有效性，提供優化建議；

(二) 參考風險辨識及評估結果，規劃年度稽核計畫；

(三) 於日常稽核作業評估與風險管理相關內部控制制度之有效性，並提供建議。

第三章 風險管理程序

第五條 風險管理程序及執行依據

本公司風險管理程序包括目標設定與策略規劃、風險辨識、風險分析、風險評量、風險回應及風險監督與審查等步驟。

本公司之風險管理小組宜參考「上市上櫃公司風險管理實務守則」規定、其他國際風險管理相關規範或較佳實務典範等，擬定風險胃納及風險分析量測標準，並經審計委員會核定，用以做為前項風險分析、評量及回應執行之依據。

第六條 目標設定與策略規劃

每年各部門於設定各項目標、進行策略規劃時，應檢驗目標是否能支持企業願景與使命之達成，並透過資訊蒐集、研析評估等可行方式研擬規劃備選策略。

第七條 風險辨識



各權責部門應依據公司策略目標及本風險管理政策與程序，就其所屬單位之短、中、長程目標與業務執掌進行風險辨識。

風險辨識得採用各種可行之分析工具及方法，依據以往經驗及資訊，並考量內、外部風險因子、利害關係者關注重點等，全面辨識可能導致公司目標無法達成、造成公司損失或負面影響之潛在風險事件。

本公司風險來源包含下列類別：

- 一、 策略風險：包含因國內外市場競爭、地緣政治、產業趨勢、經營策略決策等可能衝擊公司達成既定策略或既有商業模式、競爭能力之風險。
- 二、 營運風險：包含因不適當之人員、流程或設備等造成影響船舶安全、人力資本、運務、營運持續性、資產保全、資訊安全及個資保護等衝擊營運目標達成之風險。
- 三、 財務風險：包含因國內外利率、匯率波動、信用或現金流量等因素衝擊財務目標達成之風險。
- 四、 遵循風險：包含各項營業活動未能遵循適用監管法規、國際公約、專業標準或合約等法律文件之風險。
- 五、 其他風險：未包含在上述範圍之風險，包含因誠信、治理、氣候變遷、地理資源、政府能源及相關財稅政策等所造成之風險。

第八條 風險分析

本公司對於已辨識出之風險事件，應對其性質及特徵進行瞭解，並考量現有相關管控措施之完整性、過往經驗、同業案例等，由風險評估人員依據審計委員會通過之風險分析量測標準，分析風險事件之發生機率與影響程度，據以計算風險值。

第九條 風險評量

前條所得之風險分析結果，應與審計委員會核定之風險胃納（風險容忍度）加以比對，決定須優先處理之風險事件，並依據風險等級規劃與執行後續

風險回應方案。

第十條 風險回應

針對風險評估結果超出風險容忍度之風險事件，應考量企業策略目標、內、外部利害關係人觀點、風險胃納及可用資源、成本效益來擇定風險回應方式，擬訂行動計畫或方案，須包括方案內容、負責單位、資源需求、執行時程等，並確保相關人員充分理解與執行，且持續監控相關處理計劃之執行情形。

風險回應措施應與組織中關鍵流程進行連結，以有效監督與提升風險管理落實實施之效益。

第十一條 風險監督與審查

經風險評估作業評估之重大風險，權責部門應予監督風險變動趨勢。

風險管理小組每季應召開風險管理會議，由各權責人員報告風險回應方案執行情形、風險趨勢及因應對策等，並做成紀錄，經風險管理小組召集人審查後做為後續作業之依據。

風險管理推動相關會議紀錄應予存查，並擇要彙整至風險管理相關報告中。

第四章 風險報導與揭露

第十二條 風險紀錄與報導

本公司應將風險管理執行過程及其結果予以記錄、審查與報告，並妥善留存備查，包含風險管理流程中之風險辨識、風險分析、風險評量、風險回應措施、相關資訊來源及風險評估結果等。

本公司宜考量不同利害關係者及其特定的資訊需求和要求、報導的頻率與時效性、報導方法、資訊與組織目標和決策的相關性，以協助高階管理階層和治理單位進行相關風險決策並履行其風險管理職責。

風險管理小組應彙整各單位所提供之風險資訊，定期出具風險管理相關報告予審計委員會及董事會，並建置動態管理與報導機制，以確實督導風險

管理之有效執行。

第十三條 資訊揭露

除依主管機關規定揭露相關資訊外，本公司應於公司網站或公開資訊觀測站中揭露下列風險管理相關資訊，提供外部利害關係人參考，並持續更新。具體應揭露項目包含：

- 一、 風險管理政策與程序；
- 二、 風險治理與管理組織架構；
- 三、 風險管理運作與執行情形（包含向董事會及委員會報告之頻率與日期）。

第五章 附則

第十四條 核准與修訂

本公司應隨時注意國內與國際企業風險管理機制之發展，據以檢討改進公司所建置之風險管理架構，以提升公司治理成效。

本政策及程序經審計委員會審核及董事會通過後實施，修正時亦同。

本政策及程序於民國112年11月2日訂定。

SHIH WEI NAVIGATION CO., LTD.

Risk Management Policy and Procedures

Chapter I General Provisions

Article 1 Purpose and Basis

To establish a comprehensive risk management system and ensure sound business operations in pursuit of sustainable corporate development, the Company has formulated these Risk Management Policy and Procedures with reference to the “Risk Management Best Practice Principles for TWSE/TPEX Listed Companies”. These Policy and Procedures are intended to enhance the effectiveness of risk management and support the achievement of corporate objectives.

Article 2 Objectives of Risk Management

The objectives of the Company’s risk management are to manage various risks that may affect the achievement of corporate objectives through a sound risk management framework, and to integrate risk management into operational activities and daily management processes in order to achieve the following objectives:

1. Achievement of corporate objectives;
2. Enhancement of management effectiveness;
3. Provision of reliable information;
4. Efficient allocation of resources.

Article 3 Risk Governance and Culture

To establish a sound risk governance and management framework, the Company integrates the participation of the Board of Directors, the Audit Committee, and senior management to align risk management with the corporate strategies and objectives. This framework defines the Company’s material risk areas, enhances the comprehensiveness, forward-looking perspective, and completeness of risk identification, and facilitates the implementation of corresponding risk control and response measures to reasonably ensure the achievement of strategic objectives.

The Company shall promote a top-down risk management culture by means of clear risk management statements and commitments from the governance body and senior management, the

establishment and support of risk management function, and the provision of relevant professional training to all employees. Through these measures, risk awareness is embedded into daily decision-making and operational activities, fostering an enterprise-wide risk management culture.

The Company's risk governance and management units shall value and support risk management, provide appropriate resources for its effective operation, and be accountable for the effectiveness of risk management.

Chapter II Risk Management Organizational Structure and Responsibilities

Article 4 Risk Management Structure and Responsibilities

The Company's risk management organizational structure includes the Board of Directors, the Audit Committee, the Risk Management Task Force, responsible departments, and the Auditing Office. Their respective responsibilities are as follows:

1. **Board of Directors:** As the highest governance body, its primary responsibilities include:
 - I. Approving risk management policies, procedures, and frameworks;
 - II. Ensuring consistency between operational strategies and risk management policies;
 - III. Ensuring the establishment of appropriate risk management mechanisms and culture;
 - IV. Supervising and ensuring the effective operation of the overall risk management mechanism;
 - V. Allocating and assigning sufficient and appropriate resources for effective risk management operation.
2. **Audit Committee:** Composed of all independent directors. Its primary responsibilities include:
 - I. Reviewing risk management policies, procedures, and frameworks, and periodically reviewing their applicability and implementation effectiveness;
 - II. Approving risk appetite (risk tolerance) and guiding resource allocation;
 - III. Ensuring that the risk management mechanism can fully address the risks faced by the Company and is integrated into daily operational processes;

- IV. Approving the priority of risk control and risk levels;
- V. Reviewing the status of risk management implementation, providing necessary recommendations for improvement, and reporting to the Board of Directors periodically (at least once a year);
- VI. Executing the risk management decisions of the Board of Directors.

3. Risk Management Task Force:

shall be convened by the President. Its members shall comprise the heads of relevant responsible departments of the Company, and each department head may designate one additional member as appropriate. The principal duties include:

- I. Drafting risk management policies, procedures, and frameworks;
- II. Drafting risk appetite (risk tolerance) and establishing qualitative and quantitative measurement standards;
- III. Analyzing and identifying the sources and categories of corporate risks and periodically reviewing their applicability;
- IV. Consolidating and submitting reports on the implementation status of the Company's risk management periodically (at least once a year);
- V. Assisting and supervising the execution of risk management activities across departments;
- VI. Coordinating cross-departmental communication and collaboration for risk management operations;
- VII. Executing risk management resolutions of the Board of Directors and the Audit Committee;
- VIII. Planning risk management training to enhance overall risk awareness and cultivate a sound risk management culture.

4. Responsible Departments:

Each responsible department shall undertake the following duties

- I. Conducting risk identification, analysis, assessment, and response within their respective units, and establishing relevant crisis management mechanisms where

necessary;

- II. Periodically reporting risk management information to the Risk Management Task Force;
- III. Ensuring the effective implementation of risk management measures and related internal control procedures in accordance with the Company's risk management policies;
- IV. Assisting in establishing a risk management culture and promoting the implementation of relevant risk management resolutions.

5. Internal Audit Office:

Its primary responsibilities include:

- I. Providing recommendations for optimization regarding the effectiveness of the risk management system;
- II. Planning the annual audit plan with reference to the results of risk identification and assessment;
- III. Evaluating the effectiveness of internal control systems related to risk management during daily audit operations and providing recommendations for improvement.

Chapter III Risk Management Procedures

Article 5 Risk Management Procedures and Basis of Implementation

The Company's risk management procedures include steps such as objective setting and strategic planning, risk identification, risk analysis, risk assessment, risk response, and risk supervision and review.

The Company's Risk Management Task Force shall refer to the "Risk Management Best Practice Principles for TWSE/TPEX Listed Companies," other international risk management standards, or best practice models to draft risk appetite and risk analysis measurement standards. These shall be approved by the Audit Committee and serve as the basis for the aforementioned risk analysis, assessment, and response.

Article 6 Objective Setting and Strategic Planning

When setting various objectives and performing strategic planning each year, all departments shall examine whether the objectives support the achievement of the corporate vision and mission, and

develop alternative strategies through feasible methods such as information collection, research, and evaluation.

Article 7 Risk Identification

Each responsible department shall identify risks related to the short, medium, and long-term goals and business functions of its unit based on the Company's strategic goals and these Risk Management Policies and Procedures.

Risk identification may utilize various feasible analytical tools and methods, based on past experience and information, while considering internal and external risk factors and the concerns of stakeholders, to comprehensively identify potential risk events that may prevent the achievement of corporate goals or cause losses or negative impacts on the Company.

The sources of the Company's risks include the following categories:

1. **Strategic Risk:** Includes risks resulting from domestic and international market competition, geopolitics, industry trends, and strategic management decisions that may impact the Company's achievement of established strategies, existing business models, or competitive capabilities.
2. **Operational Risk:** Includes risks resulting from inappropriate personnel, processes, or equipment that impact ship safety, human capital, shipping operations, business continuity, asset preservation, information security, and personal data protection, thereby affecting the achievement of operational goals.
3. **Financial Risk:** Includes risks resulting from factors such as domestic and international interest rates, exchange rate fluctuations, credit, or cash flow that impact the achievement of financial goals.
4. **Compliance Risk:** Includes risks where various business activities fail to comply with applicable regulatory laws, international conventions, professional standards, contracts, or other legal documents.
5. **Other Risks:** Risks not included in the above scope, including risks caused by integrity, governance, climate change, geographical resources, government energy, and related fiscal and tax policies.

Article 8 Risk Analysis

For identified risk events, the Company shall understand their nature and characteristics. Considering the completeness of existing control measures, past experience, and industry cases, risk

assessment personnel shall analyze the probability of occurrence and the degree of impact of risk events based on the risk analysis measurement standards approved by the Audit Committee to calculate the risk value.

Article 9 Risk Assessment

The results of the risk analysis obtained in the preceding article shall be compared with the risk appetite (risk tolerance) approved by the Audit Committee to determine the risk events that require priority handling. Subsequent risk response plans shall be planned and executed according to the risk levels.

Article 10 Risk Response

For risk events where the risk assessment results exceed the risk tolerance, the risk response method shall be selected by considering the corporate strategic objectives, internal and external stakeholder perspectives, risk appetite, available resources, and cost-benefit analysis. Action plans or programs shall be formulated, which must include the content of the program, the responsible unit, resource requirements, and the implementation schedule. Relevant personnel shall be ensured to fully understand and execute these plans, and the implementation status of relevant processing plans shall be continuously monitored.

Risk response measures shall be linked with key processes in the organization to effectively supervise and enhance the benefits of implementing risk management.

Article 11 Risk Supervision and Review

For major risks evaluated through the risk assessment process, the departments in charge shall monitor the trends of risk changes.

The Risk Management Task Force shall hold a risk management meeting every quarter, where responsible personnel report on the implementation of risk response plans, risk trends, and countermeasures. Minutes shall be taken and, after review by the convener of the Risk Management Task Force, serve as the basis for subsequent operations.

Minutes of meetings related to the promotion of risk management shall be filed for future reference and summarized in relevant risk management reports.

Chapter IV Risk Reporting and Disclosure

Article 12 Risk Recording and Reporting

The Company shall record, review, and report the risk management execution process and its results and shall properly retain such records for future reference. This includes risk identification, risk

analysis, risk assessment, risk response measures, relevant information sources, and risk assessment results within the risk management process.

The Company shall consider different stakeholders and their specific information needs and requirements, the frequency and timeliness of reporting, reporting methods, and the relevance of information to organizational goals and decision-making to assist senior management and the governance body in making relevant risk decisions and fulfilling their risk management responsibilities.

The Risk Management Task Force shall consolidate the risk information provided by each unit, periodically issue risk management reports to the Audit Committee and the Board of Directors, and establish a dynamic management and reporting mechanism to ensure effective supervision of risk management execution.

Article 13 Information Disclosure

In addition to disclosing relevant information in accordance with the regulations of the competent authority, the Company shall disclose the following risk management information on the Company's website or the Market Observation Post System (MOPS) for the reference of external stakeholders and keep it updated. Specific items to be disclosed include:

1. Risk management policies and procedures;
2. Risk governance and management organizational structure;
3. Risk management operation and implementation status (including the frequency and dates of reporting to the Board of Directors and committees).

Chapter V Supplementary Provisions

Article 14 Approval and Amendment

The Company shall constantly monitor the development of domestic and international corporate risk management mechanisms to review and improve the risk management framework established by the Company, thereby enhancing the effectiveness of corporate governance.

These Policies and Procedures shall be implemented after being reviewed by the Audit Committee and approved by the Board of Directors. The same shall apply to any amendments.

These Policies and Procedures were formulated on November 2, 2023.