

Business Conduct Guidelines

商業行為準則

RESPECTING HUMANITY

MAINTAINING HONEST & PRAGMATIC

TEAM WORK

尊重人性 存誠務實 團隊精神

AIR ASIA
Company Limited





AIR ASIA's Commitment to Integrity

AIR ASIA 對誠信的承諾

Dear Fellow Employee,

AIR ASIA's business goal is to "generate profit and launch capacity in harmonious solidarity and sustainable operation" while "respecting humanity and maintaining honest, pragmatic and team work" which are superior traditions and core values that our company always sticks to and be proud of. By holding on to the core values, we are able to stand still and grow steadily when faced by severe challenges. I appreciate all colleagues for establishing excellent reputation and scrupulously abiding by the highest moral standard of "being honest and rightful." This is the key to be a trustworthy partner among all employees, suppliers, clients and stockholders.

親愛的同仁

「和諧團結、創造利潤、開創能量、永續經營」是亞航公司之經營目標，「尊重人性、存誠務實、團隊精神」是亞航引以為傲之優良傳統，也是我們長久以來貫徹的核心價值觀。對核心價值的堅持使我們在面對嚴峻挑戰時仍然可以屹立不搖，穩健成長。這要感謝大家為亞航建立了良好的信譽，恪守「誠實與合法」最高道德標準的承諾，而它正是我們在員工、股東、客戶、供應商之間成為彼此信任的合作夥伴的重要關鍵。

We pay close attention to positive interactions that are expected to occur in inner and outer working environment, and we always hold on to the sincerest attitude and diversified understanding and respect to build up the “partner” relationship with our stakeholders. Our belief lies in creating mutual profits and values and pursuing sustainable operation. In the multifaceted and complicated business environment, we must guarantee that all our actions meet up the optimal profits of society, clients and our company in the long run. So our core values are extended to the above sated code of business conduct, which also serve as the criterion in our daily work and practices.

It is expected that each of us can strictly abide by the standards of business conduct, company policies and legal requirements. Each member should set a good example with his/her own conduct, execute the company’s core values in every action, apply these standards as his/her instructions and guidance to find solutions and eliminate questions. Meanwhile, everyone is encouraged to pay attention to and report any potential violation.

Standing by the spirit of “Build to Last”, we believe that honesty is our root, quality is our target, superiority is our vision, employee development is our focus, customer concern is our mission, and environment protection is our responsibility. Through exercising and adhering to these moralities of work, you are solidifying AIR ASIA’s excellent reputation that is honesty, reliability, and legality. And each of us is highly proud of being a member of AIR ASIA, who takes on the responsibility of continuing our company’s outstanding tradition.

我們關注所處內外環境各面向的良性互動，始終用最誠摯的姿態和對多樣性的理解與尊重來建立我們與所有利益關係者共存共榮的「夥伴」關係，為彼此創造利潤與價值，追求永續經營發展。在日趨複雜多變的商業環境，我們必須保證我們所做的一切符合社會、客戶與亞航的最佳長遠利益。這份商業行為準則便是我們核心價值的延伸，也是我們每日工作和行事方式之圭臬。

期許每位員工都能嚴格遵守此份商業行為準則、公司政策與法令要求，並能以身作則成為模範，將公司核心價值貫徹在行動中。運用這些準則，做為您的行為指導和依據，並協助解答您的問題或消除疑慮。同時，也鼓勵您關注及舉報任何違規行為。

亞航將憑藉著「基業永續」的精神，以誠信為根本，品質為目標，致力於創造卓越績效、員工發展與客戶關懷，並且對環境負責。相信透過您對此道德規範的承諾與實踐，將更堅定亞航良好信譽之基石；也就是誠信、可靠、合法，而我們都將以身為亞航的一員，延續亞航優良傳統而感到驕傲。

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PERSONAL INTEGRITY

為人誠信

VALUES AND BEHAVIORS

價值觀與行為

OUR VALUES:

AIR ASIA Company Limited (hereinafter “AIR ASIA” or “the Company”) is committed to the values of INTEGRITY, RESPECT, TRUST and PURSUIT OF EXCELLENCE in all relationships with CUSTOMERS, EMPLOYEES, BUSINESS PARTNERS, SUPPLIERS, SHAREHOLDERS, the COMMUNITY and the ENVIRONMENT.

我們的價值觀

亞洲航空股份有限公司(以下簡稱：亞航，或公司)在處理所有與客戶、員工、商業夥伴、供應商、股東、社區和環境的關係時，都致力於遵守誠信、尊重、信任和追求卓越的價值觀。

OUR GOALS:

Adopting Premier Behaviors.

我們的目標

採取最佳行為。

OUR BEHAVIORS:

- Be Accountable
Hold ourselves and others accountable for execution. Deliver on our commitments.
- Enable Change
Challenge the status quo by always looking for opportunities to improve.

我們的行為

- 值得信賴
要求我們自己和他人對行動負責，履行我們的承諾。
- 著手變革
始終尋找改進機會來挑戰現狀。

■ Make Others Successful

Approach our work with a keen focus on how we can help our customers, investors and each other be more successful.

■ Think AIR ASIA Company Limited

Apply an enterprise perspective and mindset in decisions and action. Think about how we can improve our work performance, or help strengthen the Company as a whole.

■ Debate and Support Decisions

Demonstrate the courage to debate, and then go behind the decision, supporting it in both word and deed.

■ Listen and Communicate

Take time to engage in two-way communication, which is more about active listening than it is speaking.

■ Put the Customer First

Relentlessly focus on understanding and addressing our customers' needs. This applies to all of us, regardless of the role we play in the organization.

■ Understand How I Add Value

Each of us needs to have a clear picture of how what we're doing, every day, adds value to the business. If we aren't sure, then it's time to re-evaluate what we're doing.

■ 幫助他人成功

完成自身工作的同時熱心關注如何幫助客戶、投資商和其他人更加成功。

■ 從公司的角度思考

從本公司的角度和意向出發來實施決策和行動。思考公司如何能協助我們的工作，而我們的工作又如何有助於增強公司整體實力。

■ 討論並支持決定

表現出討論的勇氣，然後作出決定，並在言行上支持這個決定。

■ 傾聽與溝通

花時間進行雙向溝通，積極傾聽比單方發言更為有效。

■ 客戶至上毫無保留地專注於理解並滿足客戶的需要。這適用於全體員工，而無論大家在公司的職位如何。

■ 瞭解自己如何增值

我們每個人都需要清楚地瞭解自己每天的工作如何為公司增值。如果我們不確定，則應重新評價自己的工作。

■ Think Globally

Understand the world around us, and view our opportunities, challenges and resource needs within a global context, not just within the confines of our local geography. This applies to growth, cost, and talent — our competitiveness across every dimension.

■ Living Our Values and Behaviors

It is essential to the future success of AIR ASIA that each of us to take personal responsibility for leadership regarding these principles and that we are always dedicated to continuous improvement. In return we will have a culture that fosters a safe workplace, values diversity, encourages communication and respects innovation.

■ 全局思考

瞭解我們周圍的世界，並在全球環境中審視我們的機會、挑戰和資源需求，而不侷限於我們當地的地理範圍。這適用於發展、成本、人才和涉及競爭力的每一方面。

■ 以我們的價值觀和行為為表率

我們每個人都應承擔自己的職責，在遵守這些原則及始終致力於持續改進方面起表率作用，這對亞航未來的成功至關重要。最終，我們將形成一種維護工作場所安全、重視多樣性、鼓勵溝通和尊重創新的文化。

STANDARDS OF BUSINESS CONDUCT

As AIR ASIA employees, we are expected to carry out the Company's business with fairness, honesty, integrity and high ethical standards, and in compliance with the laws and regulations of the countries in which we conduct business.

These standards must govern our conduct when making decisions which affect AIR ASIA.

Honesty, integrity and high ethical standards and in compliance with the applicable laws and regulations, is essential to AIR ASIA's business and profitability in the long term.

AIR ASIA pays close attention not only to financial performance, but also to how each employee makes business decisions and executes the daily tasks of his or her job.

商業行為標準

做為亞航員工，公司期望公平、正直、誠信並以高道德標準完成公司業務，並遵守亞航經營業務所在國家/地區的法律法規，在做出影響亞航的決策時，行為必須遵從該標準。

如果遵守（亞航商業行為準則）可能意味著失去業務或減少利潤，但是亞航的聲譽和道德更重於財務上的因素。

正直、誠信、高道德標準與遵守適用法律，對於亞航的長期業務和利潤而言非常重要。

亞航不只密切關注財務業績，也密切關注每位員工怎樣做出業務決策及完成日常工作。

CONFLICTS OF INTEREST

AIR ASIA respects the right of all employees to engage in personal activities outside of work. However, each of us has the responsibility to avoid activities which conflict or appear to conflict with our job responsibilities or the interests of AIR ASIA. Any employee activity which may involve a conflict of interest or even the appearance of a conflict of interest must first be approved by the employee's direct supervisor with the assistance of his/her higher management or Company legal counsel.

The following might occur conflict of interest:

- Engaging in employment or any other activity that interferes with our ability to devote the required time and attention to our job responsibilities at AIR ASIA.
- Holding a significant financial interest in a current or prospective customer, supplier or competitor of AIR ASIA, or serving as an employee, consultant or director of that business.
- Directing AIR ASIA business to a supplier owned or managed by a relative.
- Supervising the job performance or compensation of a relative.
- Using Company confidential information or improperly using Company assets for personal benefit or the benefit of others.

利益衝突

亞航尊重所有員工在工作之外從事個人活動的權利。但是，我們每個人都有責任避免與自身工作職責或公司利益產生衝突或可能產生衝突的活動。任何可能涉及利益衝突或類似利益衝突的員工活動，必須在相關主管或公司法務的協助下事先得到直接主管的批准。

下列為可能衍生的利益衝突：

- 參加招聘或任何其他活動，此類活動會佔用我們在公司的工作時間並分散對工作職責的注意力。
- 在亞航目前或潛在客戶、供應商或競爭對手公司裡擁有顯著的財務利益，或做為這些公司的員工、顧問或董事。
- 將亞航的業務轉給由親屬所有或管理的供應商。
- 管理親屬的工作績效或薪酬。
- 使用公司機密資訊或不正當地使用公司資產為個人或他人謀取利益。

Protection of Assets and Information

We must properly use, protect, and safeguard Company property, both tangible and intangible, as well as the property of our customers, suppliers and business partners that is in our possession.

PROTECTION OF BUSINESS INFORMATION, INTELLECTUAL PROPERTY AND OTHER NON-TANGIBLE ASSETS

AIR ASIA's policy is to safeguard the intellectual property assets and proprietary information of the Company as well that of third parties, including that of our customers, suppliers and business partners. Our employees are expected to properly use, respect and protect such information and assets, whether in paper or electronic form, including proprietary business information and other intellectual property such as patents, trade secrets, copyrights, trademarks, information technology (such as software and data) and all Company records created or maintained in both paper and electronic form.

All documents, inventions, writings, records, software codes or applications or other intellectual property created by AIR ASIA employees in the course of their duties or with AIR ASIA resources are considered works for hire and as such are deemed Company property, must be appropriately protected, and may be Company confidential information.

資產和資訊的保護

我們必須正確使用和保護公司財產（有形財產和無形財產）以及我們所擁有的客戶、供應商或商業夥伴的財產。

商業資訊、知識產權和其他無形資產的保護

AIR ASIA 的政策旨在保護公司及第三方（包括我們的客戶、供應商和商業夥伴）的知識產權和專有資訊。我們希望員工正確使用、尊重並保護這類資訊和資產，無論是書面或電子格式，其中包括專有商業資訊和其他知識產權，比如專利權、商業機密、版權、商標、資訊技術（如軟體和數據）和所有以書面和電子格式創建或保留的公司紀錄。

所有文件、發明、手稿、紀錄、軟體代碼、應用程式或其他由 AIR ASIA 員工在其工作過程中創造的或使用 AIR ASIA 資源創造的知識產權，都將被視為任職內的著作，此類產品將被認為是公司財產，必須妥善保護，並可能成為公司機密資訊。

Protection of non-public Company information is especially important. Unauthorized use or release of information regarding plans, strategies, costs or prices, pending contracts or unannounced products could jeopardize the Company's competitive position or result in violations of securities laws, and is prohibited. In order to better protect non-public information, all proprietary Company business information and information of our customers, suppliers and business partners, should be disseminated internally only on a "need-to-know" basis.

PROTECTION OF PHYSICAL PROPERTY AND ASSETS

We must properly protect the security of our employees and our workplaces. This includes properly using and securing the physical property of the Company and of our customers, including the government, suppliers, and business partners which is in our care or possession. This applies to the physical assets of all kinds, including AIR ASIA's facilities and the assets of employees and third parties who work at or visit AIR ASIA's facilities. It also applies to documents, materials, equipment, supplies, inventory, facilities, and communication equipment such as computers, cell phones and personal digital devices.

保護非公開的公司資訊特別重要。未經授權使用或發佈有關計劃、策略、成本或價格、待訂合約或未發佈產品的資訊會損害公司的競爭地位或違反安全法，是嚴令禁止的。為了更好地保護非公開資訊，所有的公司業務專有資訊以及客戶、供應商與商業夥伴資訊，都應在“需要知道”的基礎上內部傳達。

有形財產和資產的保護

我們必須妥善保護員工和工作場所的安全。包括正確使用並保護公司和客戶的有形財產，此處所指的客戶包括政府、供應商和我們所關注或擁有的商業夥伴。適用於所有種類的有形資產，包括 AIR ASIA 的工作場所、員工資產以及在 AIR ASIA 工作或訪問 AIR ASIA 的協力廠商的資產。它也適用於文件、材料、設備、用品、庫存、設施和通訊設備，比如電腦、手機和個人數位設備。

RECORDS MANAGEMENT

AIR ASIA creates and receives millions of records in the course of its business. A record should be retained only for as long as there is either a business need for the record or a legal requirement to preserve the record. As AIR ASIA employees we should review both our paper and electronic files on a regular basis and discard or delete those records for which there is no continuing business or legal reason to retain. Records will be disposed of in a manner consistent with the degree of confidentiality and sensitivity required by the information within the record. We will comply with all requirements established by law that require the preservation of specific records, including legal holds that may be imposed by Company legal counsel in connection with anticipated or actual litigation or investigations. Finally, each employee should become familiar with and follow all applicable Company policies and procedures that pertain to records management and careful communications.

ACCURACY OF BUSINESS RECORDS AND DISCLOSURES

BUSINESS RECORDS

Government agencies, customers and suppliers rely upon the integrity of our business records. All business records (for example, timecards, purchase orders, quality reports, certifications and financial records) must accurately reflect the transactions of the Company in accordance with all applicable requirements. We will not create or permit false or misleading entries to be made in the records of the Company under any circumstances.

紀錄管理

AIR ASIA 在業務過程中會創建並收到成千上萬條紀錄。一條紀錄只需保留到業務需要或法律要求保存時為止。做為 AIR ASIA 員工，我們應該定期審核書面和電子檔，丟棄或刪除那些沒有後續業務或法律保留理由的紀錄。紀錄的處理方式與紀錄中資訊的機密和敏感程度相一致。我們會遵守法律確立的保存特定紀錄的所有要求，包括公司法律顧問根據預計或實際訴訟或調查需要而依法保留的相關紀錄。最後，每位員工應熟悉並遵守所有適用的公司政策以及有關紀錄管理和謹慎溝通的程序。

業務紀錄和披露的準確性

業務紀錄

政府機構、客戶和供應商有賴於我們業務紀錄的完整性。所有業務紀錄(比如考勤、訂單、品質報告、認證和財務紀錄)必須根據所有適用要求準確反映公司交易。任何情況下，我們都不會也不允許在公司紀錄中登記虛假或誤導性的內容。

PUBLIC DISCLOSURES

AIR ASIA requires full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with, or submitted to, the R.O.C. Financial Supervisory Commission and Taiwan Stock Exchange and in other public filings and communications. All employees who are involved in the preparation, review and dissemination of such information are subject to this requirement.

INSIDER TRADING

As AIR ASIA employees we are prohibited from buying or selling AIR ASIA securities while we are aware of “material” information about AIR ASIA that has not been disclosed to the public. Information is considered material if it would affect a reasonable investor’s decision to purchase or sell a security, including stock, bonds or options. Sharing such information with unauthorized persons is also prohibited. Trading in the securities of a company doing business with AIR ASIA is subject to the same restrictions described above.

Insider trading is a crime, and violations of these laws are treated very seriously. Both the Company and the individual who trades on inside information may be subject to tremendous liability, including civil penalties, multi-million dollar criminal fines and, for individuals, prison sentences. Questions or concerns regarding the applicability of the insider trading rules to any proposed transaction in securities of AIR ASIA or any company with which AIR ASIA does business should be referred to Company legal counsel.

公開披露

AIR ASIA 要求提交給金管會及證交所的報告和文件中披露的資訊是全面、公平、準確、即時與合理的，其他公開檔案和交流的資訊也一樣。參與這類資訊的準備、審核和分發工作的所有員工均須服從這一要求。

內幕交易

做為 AIR ASIA 員工，儘管我們知道並未向公眾披露的有關 AIR ASIA 的“重要”資訊，但我們不得買賣 AIR ASIA 證券。如果資訊會影響投資者購買或出售證券（包括股票、債券或期權）的合理決策，這種資訊被視為重要資訊。與未經授權的人員共享此類資訊也是被禁止的。如果交易與 AIR ASIA 有業務往來的公司的證券，同樣受到上述條款的限制。

內幕交易是一種犯罪，違反相關法律將受到嚴厲懲罰。利用內幕資訊進行交易的公司和個人都可能受到嚴重處罰，包括民事罰款和刑事罰金，個人還可能遭到監禁。有關內幕交易規則對交易 AIR ASIA 證券或與 AIR ASIA 有業務往來的任何公司證券的適用性問題和疑問，都應提交給公司法律顧問。



COMPANY, EMPLOYEES AND COMMUNITY RELATIONSHIP

公司、員工和社區關係

Our Employees

We are committed to fair employment practices and to following applicable employment laws wherever we have operations. This includes complying with laws that prohibit improper employment discrimination and child or forced labor.

Each of AIR ASIA employees is responsible for acting in a manner that will help AIR ASIA achieve the following:

EQUAL OPPORTUNITY

It is our policy to employ, train, promote and compensate individuals based on merit, job-related qualifications and abilities. AIR ASIA is committed to providing equal opportunity in employment regardless of race, color, religion, national origin, sex, age, sexual orientation, marital status, handicap, disability or status as a veteran of military service.

我們的員工

亞航致力於公平的招聘活動，遵守業務所在的任何地區適用勞動法，包括遵守禁止不正當歧視和招聘童工或強制勞工的法律。

亞航員工每個人都有責任確保自己的行為方式有助於公司實現下列目標：

機會平等

招聘、培訓、提議以及根據業績、工作相關資質和能力支付個人報酬的政策，亞航致力於在招聘中提供平等的機會，無論種族、膚色、宗教信仰、國籍、性別、年齡、性取向、婚姻狀況、缺陷、殘障或退伍軍人身份。

DIVERSITY

In order to attract and retain talents, AIR ASIA provides an active and diverse work environment. We value the difference among our employees. Individual differences enrich the workplace and improve our ability to attract employees and work with customers in today's global marketplace. A work environment which values individual differences and encourages the full contribution of every employee creates a stronger Company.

NO HARASSMENT

Any kind of harassment by or against our employees is prohibited. Sexual harassment is of special concern. Prohibited conduct includes the making of unwelcome sexual advances or engaging in any other conduct with sexual overtones which interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment.

DRUG FREE WORKPLACE

- Possession, use, sale or distribution of an illegal drug or illegal controlled substance in the workplace or while conducting Company business off premises is strictly prohibited.
- Illegal drugs and controlled substances have an adverse effect on employee performance, jeopardize the safety of co-workers and constitute a risk to the business and interests of the Company.
- Alcohol use may have an adverse effect on performance and safety and poses a risk to the business and interests of the Company.

多樣性

亞航為吸引和留住優秀人才，提供活潑多元的工作環境，尊重員工的差異，個人差異使工作場所變得豐富多彩，也提高了在當今全球市場中吸引員工和與客戶合作的能力。尊重個人差異和鼓勵每位員工全力貢獻的工作環境將創造一個更強大的公司。

沒有騷擾

針對員工的任何形式的騷擾和被騷擾都是嚴令禁止的，性騷擾得到了特別關注。被禁止的行為包括不受歡迎的性騷擾，或妨礙個人工作績效或導致工作環境產生威脅敵意或攻擊情緒的任何其他性暗示行為。

工作場所無毒品

- 在工作場所內或無視公司規定在處理公司業務時藏有、使用、銷售、分發非法毒品或非法管制物為嚴厲禁止的。
- 非法毒品和管制物對員工績效有不利影響，危及同事的安全並對公司業務和利益構成風險。
- 飲酒對績效和安全有不利影響，並對公司業務和利益構成風險。

- An employee who reports to work under the influence of, or is unfit to work because of, the effects of alcohol or drugs is subject to disciplinary action, up to and including termination from employment consistent with the requirements of AIR ASIA Work Regulation and local law.
- AIR ASIA reserves the right to search items on Company property, including but not limited to offices, desks, computers, cars and lockers at any time, to the full extent permitted by local law.
- 員工據報告在酒精或毒品的影響下工作或因為酒精或毒品的影響不適合工作，將受到紀律處分，甚至包括符合亞航工作規則及法律要求的解職處分。
- 亞航保留在法律允許的最大範圍內隨時搜查屬於公司財產、物品的權利，包括但不限於辦公室、桌子、電腦、汽車和儲物櫃。

Personal Data Protection

It is AIR ASIA policy that we must take appropriate steps to protect information relating to individuals, whether they are employees, customers, investors or suppliers. We are responsible for collecting, processing and transferring personal data only for lawful and legitimate business purposes. Care must be used to safeguard the confidentiality and security of personal data and to respect individual privacy.

It is essential to maintain Customers' benefit and protect their relative data, all of new hired employees are required to sign a "Letter of Commitment of Non-Disclosure " to guarantee not to disclose customers' data and understand that how important to protect customers' data is.

With respect to Personal Data Protection is under controlled by "The Management of Personal Data Protection" of Provision 10, "Personal Management System" of Chapter 4 of AIR ASIA of Interior Control Management System.

個人資料保護

亞航政策規定，必須採取適當的措施保護與個人有關的資訊，不管他們是員工、客戶、投資商還是供應商。我們有責任只為合法的業務目的收集、處理、轉讓個人數據，保護個人數據的機密和安全以及尊重個人隱私時必須小心謹慎。

亞航基於維護客戶利益及保護其相關資訊，員工到職必須詳讀並簽署「員工保密切結書」，以瞭解保護客戶相關資料之重要性。

有關個人資料保護規定於亞航內控管理制度第四章人事管理制度第十節「個人資料保護之管理」。

Environmental Protection, Health and Safety

We pursue sustainable operation and harmonious society-environment relationship, think highly of staff health, take account of working environment safety, and devote ourselves to environmental protection.

We observe all laws and regulations regarding environment, health and safety (EHS) in all our career practices and have also established the Safety and Health Rules. For us, ensuring a safe working environment is essential. We strictly request safe working procedures be performed at all times and it is mandatory for all staff to follow the Safety and Health Rules.

環境保護、健康和安全

我們追求永續經營與和諧的社會環境關係，重視提供員工健康、安全之工作場所，並致力於環境保護。

我們遵守事業活動中所有環境、健康和安全 (EHS) 之法律法規，並制訂內部安全衛生工作守則。確保工作環境的安全對我們非常重要，在任何時候我們要求嚴謹確實採用安全工作程序，員工有責任遵守公司安全與健康規定。

Political Contributions and Activities

AIR ASIA not takes part in political activities, contributions of Company funds or the use of Company assets or facilities for the benefit of political parties or candidates.

It must be approved by authorized management, if AIR ASIA is considering to contribute Company funds and material, or assign employees to assist for the benefit of political parties, candidates or committee of Election. Otherwise, it is prohibited.

It must be approved by authorized management, if the candidates are planning to visit AIR ASIA and make a speech to the employees. Otherwise, it is prohibited.

AIR ASIA does not interfere in employees to participate personally in the political process and to support political parties and candidates of their choice.

政治捐獻和活動

亞航不以公司名義參與政治活動、捐獻公司資金、借助公司資產或設施，使任何政黨或候選人獲益。

亞航若經考量欲捐獻公司資金、物品、或派員協助，使政黨、候選人或他們的選舉委員會獲益，須經核決權限主管核准後為之。

若候選人想參觀亞航工廠並向員工致詞，須事先得到亞航核決主管的核准，允許後為之。

亞航不干涉員工以個人名義參與政治捐獻和活動，及支持自己選擇的政黨和候選人。



RELATIONSHIP WITH OTHER PARTIES

與其他方的關係

Gifts and Entertainment

禮物和娛樂

GIFT

Unless properly approved, AIR ASIA employees should not give (or receive) business gifts from people or entities with whom the Company does business, since such gift can affect or might appear intended to affect the judgment of the person receiving the gift.

Any gifts, which are not permitted or have not been approved, should be declined or turned over to the Company. The given gift should be handled by the people who are delegated by the Company.

A gift or receipt of cash (or cash equivalent, such as Gift Certificate or Material Exchange Coupon, etc.) to an employee of a business partner or family member of such an employee, in connection with AIR ASIA business transaction, is strictly prohibited.

The giving or receiving of the gifts of a ceremonial or commemorative nature is acceptable, but the following factors should be considered:

禮物

除非得到適當批准，否則亞航員工不能贈送（或接受）與公司有業務來往的個人禮物，此類禮物或有可能影響收禮人的判斷。

對於他方贈送任何未經允許或批准的禮物，應予婉拒或交給公司；贈送他方禮物，由公司統籌派員辦理。

對於與亞航業務交易有關的商業夥伴，嚴禁向其員工或員工的家庭成員贈送現金或禮物（或現金等價物，如禮券、現金或物品兌換券等）。

贈送及收受禮儀性或紀念性禮物，在某些情況下可能是恰當的，但要考慮下列的因素：

- To consider whether the items are reasonable and customary, is in accordance with local laws, and should be permitted by authorized management.
- To consider Occasion of Gift Giving:
To be given at a delivery of the product or service, or commemorates the conclusion of a sale, or other ceremony, where there is little risk that such item will create an expectation of something in return and/or has limited resale value (e.g. inscribed with customer's name or date of ceremony)

As always, gifts of this nature should not be given for the purposes of affecting the judgment of the receiving party.

ENTERTAINMENT

The giving or receiving of reasonable and customary meals and entertainment in the normal course of business is permitted. Lavish meals or inappropriate entertainment should always be avoided.

AIR ASIA employees must know and comply with all applicable restrictions on providing meals, entertainment, gifts or gratuities to employees or agents of any government. Above mentioned must be permitted by authorized management.

Special care must be given when Government Officials are involved as the laws pertaining to Government Officials vary from country to country and even within a given country.

- 此類物品是否合理及合乎習俗，是否遵從當地法律，是否經公司核決主管批准。

- 贈送場合之考量：
在產品或服務交付時、慶祝交易達成時、在其他儀式上贈送。此類場合贈送的物品幾乎不會使人期望回報，而且轉售價值非常有限(比如刻上客戶名字或紀念日期)。

贈送此類性質的禮物不應該以影響接受方的判斷為目的。

娛樂

在公司及法律未限制的情況下，允許在正常業務過程中舉辦或接受合理並合乎習俗的餐會和娛樂，但奢侈的餐宴或不適當的娛樂應該避免。

公司對於向任何政府雇員或政府機構提供餐會、娛樂、禮物或贈品，必須瞭解並遵守所有適用的限制及呈報，經核決主管核可後為之。

當涉及政府官員時必須特別謹慎，因與政府官員相關的法律根據國家/地區不同而有所變化，甚至在特定國家/地區內部也不盡相同。

In some jurisdictions virtually all gifts and entertainment of Government Officials are prohibited. Report to authorized management and check with Company legal counsel to make sure you know what is permitted and what is prohibited.

在某些管轄區內，向政府官員提供的所有禮物和娛樂幾乎都是被禁止的，呈報核決主管簽核過程，經由公司法務之確認，以確保清楚被允許和禁止的行為。

Improper Payments

Payment or acceptance of bribes, kickbacks or other improper payments while conducting AIR ASIA business is prohibited. This prohibition applies to dealings with current or potential customers, suppliers, representatives, consultants or other business partners seeking to establish a relationship with AIR ASIA.

We and many other countries have enacted laws prohibiting bribery of Government Officials as well as commercial bribery. All of our employees must also comply with the requirements of the laws which prohibit bribery. It is required to keep proper record and internal accounting controls in the company's operations.

不正當報酬

亞航嚴禁在經營業務時支付或接受賄賂、回扣或其他不正當報酬。禁令適用於與當前或潛在客戶、供應商、代表、顧問或尋求與亞航建立關係的其他商業夥伴的交易活動。

我國與許多國家、地區已經制定禁止商業賄賂以及向政府官員行賄法律，公司全體員工都必須遵守，公司並要求妥適保持紀錄並實現內部財務控制。

Customers and Suppliers

We work to build strong business relationships with our customers and suppliers based on lawful and honest business practices. We are committed to the pursuit of excellence and safety in all of our products and services.

When we contract for goods and services with our customers and suppliers, we should comply with the company policy and avoid doing anything that might compromise our objectivity or impair the reputation of AIR ASIA.

客戶和供應商

我們與客戶和供應商拓展業務關係，應建立在合法、誠信及追求產品品質與安全的基礎上。

我們與客戶及供應商之間的所有交易合約，均應符合亞航公司政策，避免有損害亞航公司商譽與利益的行為。

After signing the Non-Disclosure Agreement with our customers and suppliers, we keep cautious when dealing with an irrelevant third party to avoid revealing non-public information or trades secrets.

When we are working closely with our customers and suppliers, apart from customary meals and gifts in the normal course of business, we should not conduct acts such as accepting bribes and asking for kickbacks or other improper payments. In addition, inappropriate personal entertainment which affects the interests of AIR ASIA or conducting bribery behavior to win customers is strictly prohibited.

Participating in bribery or any other improper payments does not only breach AIR ASIA's company policy, but also violate the laws and regulations. If someone offers or asks you for cash(or cash equivalent), you should refuse it and report to your direct supervisor.

亞航公司與客戶及供應商業務往來簽訂保密協議，與無關之第三方談論業務時，請保持審慎，避免披露非公開資訊或商業機密。

我們與客戶及供應商之間應密切合作與交往，與供應商除了符合商業慣例的招待或禮品外，不應有接受金錢饋贈或索取回扣等行為，並且不可因私誼影響亞航公司利益，而爭取客戶也不得有賄賂之行為。

參與賄賂或任何其他財務不當行為不僅違反了亞航公司政策，通常也構成違法，如果有人在交易中給予您財物或要求您提供財物，您應當拒絕該提議並向主管報告此事。

Business Partners

We are fair and honest with our partners, suppliers and subcontractors. We do not discriminate and should create a win-win cooperation with our business partners.

AIR ASIA's business partners are an extension of our Company and should be chosen and monitored carefully. We and our business partners must comply with relevant laws and regulations. We do not do business with companies or individuals who may impair AIR ASIA's reputation.

商業夥伴

我們公平而誠實地對待合作夥伴、供應商、貨商及分包商，不進行歧視，並應與商業夥伴創造雙贏合作。

商業夥伴是我們公司業務拓展的延伸，應仔細挑選並監督，我們與商業夥伴的往來必須遵守相關法律規定，我們不與可能損害亞航公司聲譽的公司及個人有生意往來。

Transactions With Governments

In doing business, participating in open tenders and signing contracts with Government Officials, we must comply with all applicable government procurement policies, rules, laws and regulations.

In doing business with Government Officials from any foreign country/region, we are committed to acting with honesty and integrity and must comply with all applicable laws and regulations. When we sell goods or services to any government, we must know and comply with applicable procurement policies.

We must not pay or give any bribery, transaction commission, agency fee, kickbacks, gifts, entertainment, indirect subsidies or any other unjustifiable benefits.

Without the consent of relevant government agencies, in any manner we shall not give or leak out approved classified information such as content in the contract, drawings, attachments, models, equipment, discs, any other classified data (message) or confidential messages acquired orally to any irrelevant third party.

Even after the fulfillment of obligations in the contract, it is our duty to maintain confidentiality in dealing with Government documents that are classified as “confidential”, “confidential and military secrets”, or “confidential and national defense secrets” until the status of non-confidentiality is released.

和政府的交易

我們與國內政府拓展業務、參與投標案及簽訂合約時，請務必遵守政府採購法等政府業務關係相關的所有法律、規範和法規。

我們在與國外任何國家/地區政府官員進行業務來往時，亞航公司致力於誠信經營，並遵守所有適用法律和法規。向任何政府銷售產品或服務時，我們必須瞭解並遵守適用的採購政策。

我們不得為促成與政府契約簽訂或履行而支付或給政府人員任何期約、賄賂、交易佣金、比例金、仲介費、後謝金、回扣、津貼、餽贈、招待、間接給予或其他不正利益。

我們不得未經政府相關單位同意，將契約內容，或其所提供業經核定機密等級之圖說、附件、模型、器材、磁片(帶)...等分類保密資料(訊)，或由口頭所獲得之保密消息，以任何方式洩漏、公開或交付予履約無關之第三人。

我們與政府的交易經核定為「國家機密」、「國家機密亦屬軍事機密」或「國家機密亦屬國防秘密」之機密資料(訊)，在履約完成、終止、解除後仍負前各條之保密義務之責，迄完成解密為止。

Antitrust and Competition Laws

The laws that govern the way in which companies compete are called Antitrust laws in the U.S. and Competition laws in Europe and elsewhere. In our country, these laws are intended to prevent anticompetitive behavior such as price fixing, bids rigging, and other forms of collusion by businesses. Penalties for violation can be very large fines for companies and fines and prison sentences for individuals.

We are committed to providing customers with good quality products and services, carrying out fair competition to win the contract with innovation and complying with laws and regulations. We request companies and employees to obey the Antitrust and Competition laws in countries/regions that we are doing business with.

We do not make false or malicious slanders and attacks to our competitors. We do not carry out behaviors which violate Antitrust and Competition laws such as discussing or rigging the bids with competitors and limiting the sales.

We collect market and business information related to our competitors only with legitimate ways. We do not seek for competitive advantage using confidential information and trade secrets of our rivals.

If necessary, we shall ask for the assistance of Company legal counsel or designated lawyers to ensure the compliance of relevant laws.

反壟斷和競爭法

監管公司競爭方式的法律在美國稱為反壟斷法，在歐洲和其他地方稱為競爭法，在我國有公平交易法及政府採購法等法令，這些法律旨在阻止反競爭行為，如價格壟斷、串通圍標和其他業務勾結形式，違法的處罰可以是巨額公司罰金和個人罰金與監禁。

我們致力提供客戶優質的產品和服務，以創新技術及符合法律規定來進行公平競爭贏得合約。我們要求公司和員工在拓展業務的所有國家/地區遵守反壟斷和競爭法。

我們不對競爭對手作不實惡意的詆毀或攻擊，我們也不與競爭對手討論或共謀圍標或限制銷售等反競爭銷售行為。

我們只使用正當合法的方式收集關於競爭對手的市場和業務資訊，且不使用競爭對手的機密資料或商業機密尋求競爭優勢。

如有必要應透過公司法務人員或委聘律師協助，確保遵守相關法律。

International Trades

We must comply with domestic and international rules and regulations applicable to international trades, including import and export controls, tariff exemption, business tax, prevention for money laundering, jointly boycotts and economic sanctions.

The business line of our company includes aircraft and helicopter repair, aircraft components and accessories. Many countries/regions have strict control measures and regulations for military aircraft products, software and technical transfer and limit these controlled items for re-exportation. Thus, our employees must be familiar with relevant regulations of the projects that we manage. If laws and regulations are violated, the minor impact includes delay in the application of import and export licenses and service delivery to customers. The major impacts include resulting in the loss of customers, products being confiscated, even involving in civil and criminal penalties.

Our nation stipulates that parts and components of aircraft repair are exempt from import tariffs and military aircraft are exempt from sales taxes. Thus, the personnel who are in charge of this need to ensure the accuracy of tax-exempt application and custom clearance information to avoid tax evasion or loss of tax-exempt rights.

Many countries have retained the regulations for export controls, economic sanctions or trade embargoes in order to restrict the trades with specific countries, regions, individuals, end users and the end use of the products.

國際貿易

我們必須遵守適用於我們國際貿易的國內外條例及法規，這包括進出口管制、免徵關稅與營業稅、洗錢防制、聯合抵制、經濟制裁等。

我們公司業務以承修飛機、直昇機及相關零附件為主，許多國家/地區對用於軍事目的飛機產品、軟體或技術輸出都有嚴格管制措施及法律規定，並且也限制這些管制項目再轉運出口，因此我們公司承辦人員都需要也必須有責任熟悉所業管工作項目的相關法令，否則如違反法令規定，輕者耽誤進出口許可申請，影響客戶需求時間，嚴重時將造成客戶流失、產品遭沒收，甚至有民事和刑事處罰。

我國對飛機維修之零附件進口有免徵關稅規定，而軍機更可辦理免徵營業稅，因此我們公司承辦人員應確保申請免稅及報關資料的正確性，避免造成逃漏稅或無法免稅影響亞航公司權益。

許多國家都保留有出口管制以及經濟制裁或禁運規定，用於限制與特定國家和地區、個人及最終使用者的交易，以及限制特定最終用途的交易，為了始終符合這些規定，

We must screen our international trades to ensure no any final destination, end user, or end use is involved with embargoes. At the same time, we must pay attention to any party who may try to circumvent the applicable laws.

We shall only do business with decent and honest customers. It is necessary to carry out credit investigation to avoid affecting the interests of our company due to the payment is not received or violating the Anti-money laundering act after payment. If any problem is found, we should seek for assistance from our legal adviser.

我們必須篩選我們的國際交易，確保沒有任何涉及禁止的最終目的地、最終使用者或最終用途的跡象，同時還必須注意那些表明另一方可能試圖規避適用法律的警訊。

我們應只與聲譽良好的客戶發展業務，對客戶應作必要的徵信，以避免無法收到貨款影響公司權益，或付款時誤觸反洗錢法，如有發現問題應該由公司法律顧問進行協助處理。



ETHICS & COMPLIANCE (E&C)

道德與法規遵循

AIR ASIA's Ethics & Compliance Program

AIR ASIA Company Limited (hereinafter "AIR ASIA" or "the Company") is located in Tainan, Taiwan, committed to complying with all applicable laws and regulations, wherever we do business. Our employees must be familiar with and comply with Taiwan and international laws that impact our global operations, as well as with the standards set out in the Business Conduct Guidelines.

To ensure all of our employees dedicate to and comply with all applicable laws and regulations in accomplishment of the target of the Business Conduct Guidelines. Each of our Business Units has an Ethics & Compliance Officer who oversees the implementation of the E&C Program that is under President's supervision and the members include senior management from key business functions. To call a meeting is required if necessary to monitor the progress of the Ethics & Compliance Program.

道德與法規遵循計劃

AIR ASIA(以下稱亞航或公司)總公司座落於臺灣臺南。公司致力於在經營業務的任何國家/地區都遵守所有適用的法律法規，所有員工都必須熟悉並遵守影響我們營運機構的中華民國法律和國際法以及《商業行為準則》制定的標準。

為確保亞航員工致力於遵守所有適用的法律法規，並實現《商業行為準則》的目標，計劃每個業務單位都設有道德與法規遵循主管，由總經理領導，成員包括主要業務職能部門的高級管理人員，視需要召開會議，監控道德與法規遵循計劃的進展。

The Ethics & Compliance Officer who oversees the implementation of the E&C Program and who serves as the primary resource to whom employees can turn for help and guidance on questions about ethics and compliance issues, the Business Conduct Guidelines, Company policies, procedures and laws.

Sometimes, it is not easy to determine the ethical or “right” direction to take in a particular work situation. There are many complex rules and regulations that govern the way we must conduct our business. One purpose of the Business Conduct Guidelines is to provide guidance that will help direct an employee in making the right decision. When the answer is not clear, ask.

In addition to the Business Conduct Guidelines, the detailed business policies and procedures have been issued on many subjects, including those referenced in the Guidelines. These policies and procedures supplement the Business Conduct Guidelines. Your Ethics & Compliance Officer and Company legal counsel are aware of these and other policies and procedures and able to provide relevant information to employees.

AIR ASIA plans to get employees access to Company’s Enterprise Information Portal (EIP) with information on Ethics and Compliance Program, how to monitor and file a report, instructions of Ethics and Compliance Program Officer, and Frequently Asked Questions (FAQ) about various topics covered in Business Conduct Guidelines.

道德與法規遵循主管監督道德與法規遵循計劃的實施，並做為員工尋求幫助與指導的主要資源，解答有關道德與法規遵循、《商業行為準則》、公司政策、程序和法律方面的問題。

在特定工作環境中不容易確定道德與不明確交易，那個方向是道德或“正確”的，有很多複雜的規則和法規支配我們的業務經營方式。《商業行為準則》目的之一是提供指導幫助員工做出正確決策，當答案並不明確時，請務必詢問。

除了《商業行為準則》，公司已發佈詳細的業務政策與作業程序，包括《準則》中已參照的那些內容，道德與法規遵循主管以及公司法務瞭解這些準則和其他政策與程序，可提供員工相關諮詢。

亞航包括道德與法規遵循計劃、如何於監督專線提交報告、道德與法規遵循主管、有關道德與法規遵循及《商業行為準則》中各種主題的常見問題探討與處置，預劃在本公司內部企業網路(EIP)設置，提供相關資訊。

Seeking Help

AIR ASIA is to stand up for the living, the development of the job as well as healthy development of physical and mental for all of our employees by means of diverse ways for employees seeking for help. To help employees solving the problem that he suffered at work, adapting the workplace easily, setting up warm and care work environment, creating the company culture for well relationship among employees in order to making a good improvement of the work efficiency.

Diverse ways in seeking help:

- According to the work regulations of the Company, while handling the business concerned general affairs, should follow the structure of position ranks. Bypass is not allowed, but is not limited to emergency situation.
- At the first place, ask the direct supervisor for help by either verbal communications or e-mails. If needed, submit the request to higher management for assistance.
- Contact the staff of Personnel Office who is in charge of the issue that you request, or directly contact the Personnel Manager via the following e-mail address:
henrywu@airasia.com.tw
- Seeking help via AIR ASIA Labor Union (AALU), including making a request to Union Officials in verbal communications or sending an onymous mail to the mailbox of AALU.

尋求幫助的管道

亞航為維護所屬員工生活、工作與身心之健康發展，藉由多樣化尋求幫助的管道，協助員工解決工作可能遭遇的困難，職場適應、工作壓力調適等，建立溫馨關懷的工作環境，營造互動良好之組織文化，以提昇工作效能。

多樣化尋求幫助的管道：

- 依公司工作規則規定，處理職務上之事務，應循級而上，不得越級，但緊急或特殊狀況不在此限。
- 以口頭或 E-mail 先向直屬主管報告尋求幫助，並視實際需要循級向上層主管提出尋求幫助。
- 諮詢人事組相關業務承辦人，並視需要向人事組組長提出，或 mail 人事組組長
「henrywu@airasia.com.tw」。
- 透過亞航工會尋求幫助，包含向工會幹部口頭提出，或具名陳述投遞於工會意見箱。

- Seeking help via meetings of Labor & Management. Submit the issue to representatives of Labor Union who can request for assistance at the meetings of Labor & Management.
- Seeking help via Chairman and Presidents' mailboxes:
 - An anonymous request for assistance shall be ignored, the Company will not take any action.
 - Special attention shall be paid to an anonymous request. The Company must make prompt and acceptable responses within a limited period of time to matters requesting for assistance.
- 透過勞資會議代表於勞資會議尋求幫助。
- 透過董事長、總經理信箱投訴意見及尋求幫助：
 - 未具名之投訴意見，原則上僅供參考，不予處理。
 - 具名之循求幫助事項，公司將儘速協助；申訴及陳情事宜，公司會在時限內給予合理、圓滿之答覆。

Report Violations/Raising Questions

Each of us has a responsibility to promptly report suspected or known violations of the Business Conduct Guidelines, law or Company policy. There will be no reprisals or retaliation against any employee for reporting in good faith a suspected or known violation. We will strive to maintain the confidentiality of the source.

Suspected issues will be investigated by the Company and/or Business Unit personnel. Where an investigation reveals the need to take corrective action, we will implement changes to systems, practices and procedures.

Breaches of the Business Conduct Guidelines are subject to disciplinary action up to and including termination of employment. In many instances, a breach of these Guidelines may also have legal implications, subjecting the employee and AIR ASIA to civil or criminal penalties, fines or other sanctions.

舉報違規與提問

亞航每位員工都有責任立即報告可疑或已知的違反《商業行為準則》、法律或公司政策的行為。員工出於好意報告可疑或已知的違規行為不會遭到報復或打擊，公司將致力於維護資訊來源的機密性。

可疑問題會由公司和/或業務單位的相應人員進行調查，在調查顯示有必要採取糾正措施的地方，我們將對系統、方法和程序實行變更。

違反《商業行為準則》將導致包括解職在內的紀律處分。違反這些《準則》也會有法律影響，將導致對公司和員工的民事或刑事處罰、罰金或其他制裁。

- ☑ General issues can be reported by the following methods:
 - Report to your direct supervisor, and then he/she shall take action to report to his/her direct supervisor after receiving the report.
 - Report to the Personnel Manager, and then he shall immediately make a report to higher managements via the administration system. Contact number: 06-2681911 Ext. 2610
 - Report to the Company legal counsel, and then he/she shall immediately make a report via the administration system. Contact number: 06-2681911 Ext. 2601 or 2602
- ☑ Concerning about accounting, internal accounting control, auditing matters or other concerns can be reported by the following methods:
 - Report by e-mails or mails through the Post Office to the Director of Accounting & Financial Planning. The mailing address and contact number are as follows:
Write to:
Director of Accounting & Financial Planning
AIR ASIA Company Limited
No.1050, Jichang Rd.
Rende Dist., Tainan City 71755
Taiwan (R.O.C.)
Contact Number: 886-6-2681911 Ext. 2900
- ☑ 一般報告管道：
 - 向隸屬單位主管報告，再由單位主管循級向上報告。
 - 向人事組組長報告，人事組長依行政系統向上提報。聯絡電話：06-2681911 分機：2610。
 - 向法務人員提出，由法務人員循行政系統報告。聯絡電話：06-268191 分機：2601、2602。
- ☑ 有關財務、內部財務控制、審計事項的疑問或其他疑問，可透過下列管道報告：
 - E-mail 向財務處處長提出，或郵寄報告，
地址：台南市仁德區機場路1050 號，亞洲航空股份有限公司財務處處長收。
聯絡電話：
06-2681911 分機：2900。

- Report by e-mails or mails through the Post Office to the Chief of Audit Office. The mailing address and contact number are as follows:

Write to:

Chief of Audit Office

AIR ASIA Company Limited

No.1050, Jichang Rd.

Rende Dist., Tainan City 71755

Taiwan (R.O.C.)

Contact Number:886-6-2681911 Ext. 2060

- Via Chairman and Presidents' mailboxes:
 - An anonymous request for assistance shall be ignored, the Company will not take any action.
 - Special attention shall be paid to an onymous request. The Company must make prompt and acceptable responses within a limited period of time to matters requesting for assistance.
 - By mailing to Chairman's office, the mailing address is as follows:

Chairman's Office
AIR ASIA Company Limited
No.1050, Jichang Rd.
Rende Dist., Tainan City 71755
Taiwan (R.O.C.)
 - By mailing to President's office, the mailing address is as follows:

President's Office
AIR ASIA Company Limited
No.1050, Jichang Rd.
Rende Dist., Tainan City 71755
Taiwan (R.O.C.)

- E-mail 向稽核室主任提出，或郵寄報告，

地址：台南市仁德區機場路
1050 號，亞洲航空股份有限公司稽核室主任收。

聯絡電話：

06-2681911 分機：2060。

- 透過董事長、總經理信箱提出：
 - 未具名之投訴意見，原則上僅供參考，不予處理。
 - 具名之報告事項，公司將儘速查明予以處置並回覆。
 - 郵寄報告，地址：

台南市仁德區機場路 1050 號，亞洲航空股份有限公司總經理室收。
 - 郵寄報告，地址：

台南市仁德區機場路 1050 號，亞洲航空股份有限公司董事長室收。

☒ Other Contact point via QR code

☒ 其他聯繫管道 QR code：



www.airasia.com.tw

AIA ASIA
Company Limited
CO. LTD. (PUB. CO.)