股票代號：1626

AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED
（艾美特(開曼)國際有限公司）

2024年股東常會

議 事 手 冊

股東會召開方式：實體股東會
股東會日期：2024年6月18日(星期二)上午九點整
股東會地點：臺北市濟南路一段2-1號4樓會議室(臺大校友會館)

目　　錄

頁次

壹、開會程序……………………………………………………………...…… 1

貳、會議議程…………………………………………………………...…. 2

一、報告事項……………………………………………………...…. 3

二、承認事項……………………………………………………...…. 4

三、討論事項…..………………………......……………......…..........…. 5

四、選舉事項…..………………………......……………......…..........…. 6

五、其他議案…………………………………………………...………. 8

六、臨時動議……………………………………………………………. 8

七、散會…………………………………………………………………. 8

叁、附件

一、2023 年度營業報告書………………………………………...………. 9

二、2023 年度審計委員會查核報告書………………………………………. 16

三、會計師查核報告暨 2023 年度合併財務報告…………………….….…. 17

四、盈餘分配表……………………………………………………………. 28

五、董事會議事規範修訂條文對照表...............………......….......................…. 29

六、股東會議事規則修訂條文對照表......…......….........................……..…. 30

七、解除董事競業禁止限制名單…..........…....…..........................…….…. 31

肆、附錄

一、公司章程......…......…............................……..….…......…...…..…......…........... 32

二、董事會議事規範（修訂前）……………………...................……. 122

三、股東會議事規則（修訂前）…………………......................…........…. 126

四、董事選舉辦法………………………………………………..…….........…. 134

五、董事持股情形……………………………………………..……........……. 134

AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED

（艾美特(開曼)國際有限公司）

2024 年股東常會開會程序

一、宣佈開會

二、主席致詞

三、報告事項

四、承認事項

五、討論事項

六、選舉事項

七、其他議案

八、臨時動議

九、散會

AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED
（艾美特(開曼)國際有限公司）
2024 年股東常會議程

時　　間：2024 年 6 月 18 日（星期二）上午九點整

地　　點：臺北市濟南路一段 2-1 號 4 樓會議室(臺大校友會館)

一、 宣佈開會

二、 主席致詞

三、 報告事項

（一）2023 年度營業報告書

（二）審計委員會查核 2023 年度決算表冊報告

（三）2023 年度員工酬勞及董事酬勞分派情形報告

（四）2023 年度盈餘分派現金股利情形報告

（五)「董事會議事規範」修訂案

四、 承認事項

（一）本公司 2023 年度之營業報告書及合併財務報告承認案

（二）本公司 2023 年度盈餘分配案

五、 討論事項

「股東會議事規則」修訂案

六、選舉事項

董事全面改選案

七、其他議案

解除新任董事競業禁止限制案

八、臨時動議

九、散會

報　告　事　項

一、2023 年度營業報告書，提請　公鑒。

說明：本公司 2023 年度營業報告書，請參閱本手冊第 9~15 頁（附件一）。

二、審計委員會查核 2023 年度決算表冊報告，提請　公鑒。

說明：本公司 2023 年度審計委員會查核報告書，請參閱本手冊第 16 頁（附件二）。

三、本公司 2023 年度員工酬勞及董事酬勞分派情形報告，提請　公鑒。

說明：1.依公司章程 14.5，本公司年度如有獲利，應提撥員工酬勞 1%~10%，董事酬勞不多於 3%。

2.2023 年度依符合公司章程之規定提列員工酬勞及董事酬勞分派：

單位：新台幣元

項目	金額	佔獲利比例
員工酬勞	2,091,986	4.92%
董事酬勞	627,595	1.48%
合計	2,719,581	6.40%

註：員工酬勞及董事酬勞與 2023 年度估列費用金額一致。

3.上述員工酬勞及董事酬勞皆以現金方式發放。

四、2023 年度盈餘分派現金股利情形報告，提請　公鑒。

說明：1.依公司章程 14.5，授權董事會決議將應分派股息及紅利之全部或一部份，以發放現金之方式為之，並報告股東會。

2.2023 年度盈餘分派現金股利情形如下：

單位：新台幣元

董事會決議日期	每股現金股利(元)	盈餘分派總額(元)	發放日期
2024/05/08	0.3	45,846,516	另行公告

五、本公司擬修訂「董事會議事規範」，提請　公鑒。

說明：依據金融監督管理委員會 113 年 1 月 11 日金管證發字第 1120383996 號，本次為完備董事會議事程序，強化公司治理，爰修訂「董事會議事規範」部分條文。請參閱本手冊第 29 頁（附件五）。

承　認　事　項

第一案　　　　　　　　　　　　　　　　　　　　　　　　董事會提

案　由：本公司 2023 年度之營業報告書及合併財務報告承認案，提請　承認。

說　明：一、本公司 2023 年度合併財務報告，業經資誠聯合會計師事務所王國華會計師及吳建志會計師查核完竣，並經第四屆第十五次審計委員會暨第四屆第十五次董事會決議通過。

二、檢附2023年度營業報告書（請參閱本手冊第9~15頁（附件一））、會計師查核報告及合併財務報告（請參閱本手冊第17~27頁（附件三）），提請承認。

決　議：

第二案　　　　　　　　　　　　　　　　　　　　　　　　董事會提

案　由：本公司 2023 年度盈餘分配案，提請　承認。

說　明：一、本公司期初未分配盈餘為新台幣 267,533,643 元，加計確定福利計畫之再衡量數 137,663 元及 2023 年稅後淨利為新台幣 26,578,653 元，減除依法提列 10%法定盈餘公積新台幣 2,671,632 元及提列特別盈餘公積-國外營運機構財務報表換算之兌換新台幣 72,927,484 元，可供分配盈餘為新台幣 218,650,843 元。

二、本公司董事會決議分配股東現金股利新台幣 45,846,516 元，每股配發新台幣 0.3 元，現金股利發放至元為止(元以下捨去)，其畸零款合計數計入本公司之其他收入。現金股利發放處理費（含匯費及郵資）由股東自行負擔。

三、2023 年度盈餘分配表，請參閱本手冊第 28 頁(附件四)。

決　議：

討 論 事 項

第一案　　董事會提

案　由：「股東會議事規則」修訂案，提請　討論。

說　明：一、為配合金融監督管理委員會 112 年 3 月 28 日發布之「上市櫃公司永續發展行動方案」，擬修訂「股東會議事規則」部分條文。

二、修訂對照表，請參閱本手冊第 30 頁（附件六）。

三、提請　決議。

決　議：

選 舉 事 項

第一案　董事會提

案　由：董事全面改選案。

說　明：一、本公司本居董事之任期將於 2024 年 6 月 27 日屆滿，擬依本公司章程規定，於 2024 年 6 月 18 日股東常會改選董事 9 席(含獨立董事 4 席) 。新任董事任期三年，自 2024 年 6 月 18 日起至 2027 年 6 月 17 日止。

二、董事候選人名單業經本公司 2024 年 3 月 15 日董事會審查通過，茲將相關資料載明如下：

序號	戶號	姓名	身分證字號	學歷	經歷	持有股數	被提名人類別	所代表之政府或法人名稱	是否已連續擔任三屆獨立董事
1	51	史瑞斌	D12130XXXX	日本愛知縣中部大學附屬專門學校電子科	日本湯淺株式會社 YUASA PRIMUSCO .,LTD 商品部職員	1,102,238	董事	無	不適用
2	11	鄭立平	A10104XXXX	淡江大學統計系	東富電器(股)公司副總經理 艾美特(開曼)國際有限公司董事長	3,447,193	董事	無	不適用
3	62	蔡正富	D10139XXXX	高雄科技大學電子工程系(國企組)博士	湛偉有限公司(香港)負責人	4,378,238	董事	無	不適用
4	50	史瑞霖	D12141XXXX	美國伊達山大學企業管理學系	鼎新電腦(股)公司及微細科技(股)公司業務部專員	641,160	董事	無	不適用
5	24	黃清樹	R12201XXXX	左鎮國中	亨叡股份有限公司董事長、亨達模具股份有限公司董事長、會晟光電科技股份有限公司董事長	1,905,169	董事	無	不適用
6	無	林志隆	D12082XXXX	國立成功大學會計學研究所	台北商業技術學院財政稅務學系講師、南台科技大學會計資訊學系講師、台南應用科技大學商學研究所專技助理教授、宇信聯合會計師事務所合夥會計師、致遠會計師事務所審計部、安侯建業會計師事務所稅務部、國立成功大學會計學系兼任講師	-	獨立董事	無	否

7	無	許世炎	D12084XXXX	輔仁大學法律系	台南律師公會理事、財團法人埔里基督教醫院董事、常務董事、臺南市私立光華高級中學董事、臺南市政府警察局諮詢委員	-	獨立董事	無	否
8	無	林惠芬	A22183XXXX	國立成功大學會計博士	中信投信基金管理部襄理、富邦證券承銷部副理、 復華證券股份有限公司經理	-	獨立董事	無	否
9	無	顏敏仁	S12262XXXX	美國康乃爾大學訪問學者教授 美國西北大學博士後研究 高雄科技大學工程科技博士	聯合國開發計劃署(UNDP)科技經濟政策專家顧問、中國文化大學研發副校長	-	獨立董事	無	否

三、提請　選舉。

選舉結果：

其 他 議 案

董事會提

案　由：解除新任董事競業禁止限制案，提請　決議。

說　明：

一、依中華民國公司法第 209 條之規定，董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容，並取得其許可。

二、本公司董事若有投資或有經營其他與本公司營業範圍相同或類似之公司並擔任董事之行為，在無損及本公司利益之前提下，爰依法擬請股東會解除新任董事及其法人代表人競業禁止之限制。

三、本案經 2024 年 3 月 15 日董事會決議通過，並依本公司章程所定程序提請股東會議同意對新選任董事競業禁止限制之解除，解除競業禁止名單，請參閱本手冊第 31 頁（詳附件七）。

四、提請　決議。

決　議：

臨時動議

散　　會

附件一　營業報告書

壹、營業報告書

一、前言

繁花似錦，2023 年全球經濟仍深受地緣衝突、通貨膨脹與實體需求不足的桎梏，同時主要經濟體地區進入後疫情時代的 K 型復甦不平衡狀態下，終端消費不振。對本公司影響的外部因素，一是外銷主要市場的日、韓深受高通膨的支出排擠，整體家電消費市場衰退；二是中國大陸內銷市場深受經濟前景不明、消費保守及供給過剩等影響；對本公司 2023 年的營運橫生諸多制約與變數。但全體經營管理層仍戮力匪懈，迎難而上，改善營運體質，營收影響的比例較同業輕微，而整體營運情況交出尚有獲利的成績。本公司據此檢視 2023 年的經營表現，包括中國市場的產品方向、線上通路渠道的自營掌控、製造基地深層次優化調配、降本增效的持續有效推進，以及外銷新客戶的引入、對終端消費者新銷售通路多元化布局，一直有序的推動與進化。公司長期目標是以智能家電及其周邊各式家電衍生產品的生態開發為核心，在產品線上致力維繫品質，鞏固渠道穩定性，架構品牌形象再生，一以貫之，保持不忘初心的理念來創造公司的永續經營價值。

2023 年一方面在精細營運效能及製造架構靈活應變調整上持續深化運行，一方面整合公司資源、強化公司產品的品質力與行銷力。而在推動產品性價比與物超所值的內涵力外，同時重塑品牌力與紮根新世代消費者的粘性，聚焦推出符合當下消費環境與終消費者對樂活需求的家電產品，保護並提升產品附加價值及增益品牌地位，冀望及堅守這些策略的持續致力推行。在混沌的未來大環境中， 2024 年將如臨深淵，戮力實踐營運的各項向好表現。

以下就本公司 2023 年度之營運概況暨 2024 年度之未來展望報告如下：

本公司為掛牌上市後之集團最終母公司，主要負責投資控股，生產基地位於中國大陸廣東省深圳市及江西省九江市，2023 年度合併營收為新台幣 84.02 億元，合併稅後獲利新台幣 0.27 億元，合併稅後每股獲利新台幣 0.17 元。展望 2024 年度，總體經濟與經營挑戰存乎變數下，本公司面對消費市場的量化質變及競爭激烈態勢下，奉穩健經營為核心經營節奏，深化旗下各子公司營運管理及整體協同綜效，鞏固既有優質客戶夥伴外，積極開拓南方新市場新客戶，並深化客戶全流程增值服務，建構以公司核心價值—誠信公勤，發展為永續 ESG 的優質企業。

針對公司未來發展，中國大陸在經濟逆風下，消費分化，但市場對產品質量是持續追求的，預期公司銷售情況將止穩回升，漸入佳境。同時面對消費模式與需求的多元變化，我們尋求切入契機，在面對中國大陸小家電市場的多極競爭，以及外銷市場因通膨

與全球需求情勢不明下的態勢，本公司及集團內所屬所有子公司將迅捷反應市場變化，以穩健深耕現有客戶群並擴大客戶合作廣度為本，輔以拓展優質新客戶。自上市以來，經營團隊及所有員工同仁本著勤勉經營的基石，展現務實的態度，堅持本業營運發展，為小家電產業提供引領市場需求的優良商品，期以創造全體股東及公司員工的共贏，以回饋股東的殷望。長路漫漫、盡顯馬力，我們對公司的經營在各項有效策略持續調整，降本增效，公司不動產的穩定現金流附加價值，綜上種種，相信未來將陸續開花結果，致以回報各位股東長期對公司的支持，並真誠謝忱以沫。

二、2023 年度營業結果

（一）2023 年度營業計畫及實施成果

單位:新台幣仟元

項　　　目	2023 年度 查核數	2022 年度 查核數	成長率
合併營業收入	8,401,753	9,220,863	-8.88%
合併營業毛利	1,827,717	1,444,720	26.51%
合併營業淨利	-12,336	-242,971	94.92%
合併營業外淨收(支)	52,078	781,677	-93.34%
合併稅前淨利	39,742	538,706	-92.62%
所得稅費用	-13,163	-65,509	79.91%
合併總損益	26,579	473,197	-94.38%

（二）財務收支及獲利能力

年度 項目		2023 年度	2022 年度
財務結構	負債占資產比率（%）	61.98	63.57
償債能力	流動比率（%）	106.09	103.35
	速動比率（%）	59.48	61.88
獲利能力	資產報酬率（%）	0.67	5.31
	股東權益報酬率（%）	0.84	15.85
	純益率（%）	0.32	5.13
	每股盈餘（元）	0.17	3.25

（三）年度研究及新技術發展狀況

1.年度研究及新技術發展成果

(1)大風量PTC電暖器的開發

(2)變頻窗用空調設計、開發

(3)烘衣取暖一體式電暖器

(4)超導冷暖迴圈扇

(5)光感觸摸

(6)內繞式馬達開發

(7)火焰踢腳線系列電暖器開發

(8)火焰（炫彩）加溼器開發

(9)加熱氣化式加溼器開發

(10)加熱式煮衣器開發

(11)小型移動空調(壓縮機)開發

(12)小型分體式移動空調(壓縮機)開發

(13)製冷晶片啤酒機開發

(14)暖菜板產品開發

(15)智能控糖杯開發

(16)帶智能攝像頭產品開發

(17)太陽能電池應用產品開發

2.未來研究及新技術發展計畫

(1)短期業務發展計畫

A.無線蒸汽清潔清掃機、洗地機、個人健康及護理類產品、寵物系列產品開發及研究。

B.持續增加半導體製冷片及雷達、電池的及制冷晶片小冰箱應用研究。

C.大加濕量（2.5 升/小時）加濕機設計、開發。

D.新型電暖器（火焰山、出氣口可閉合的踏腳線；石墨烯發熱體）的研究、開發。

E.持續增加插針結構、大功率內繞式馬達開發及應用研究。

F.語音、攝像智能辨識（離線+線上）、動作監測、手勢識別等新技術持續導入應用於各類產品。

G.氫氧離子空淨式吊頂扇開發。

H.帶壓縮機產品的開發。

I. 輕量化、便攜式等取暖產品及家電廚衛產品的開發及研究

J. 複合式多功能組合產品的開發及研究

K. 太陽能風扇開發及研究。

(2)長期業務發展計畫

A. 個人健康、護理及清潔類家電（除菌、殺菌）系列家電開發。

B. 醫療產品系列的研發。

C. 智慧型家電的感應器及人機交互（語音控制）的應用研究。

D. 各種複合式空氣處理器（製冷、制熱、加濕）的研究。

E. 新風產品 DIY 方向的研究。

F. 高性價比外轉子直流馬達開發及應用研究。

G. 寵物產品開發及應用研究。

H. 帶壓縮機產品的開發

三、本年度營業計劃概要

1.強化艾美特品牌發展,建設成為中國大陸內外銷具有競爭力與核心價值的小家電分類領導廠商，確保品質及數量提昇，強化公司與供應商及客戶的三贏協作。

2.持續推動各公司與集團企業管理數位化、模塊化,強力公司產品力和持續開發新產品、新客戶及新市場、改善生產最優化技術、持續投資效率化生產線及合理管控費用成本使公司經營利潤涓滴成河。

3.重視勞資諧和，為員工及股東創造最大的利潤，並善盡企業社會責任。

（二）預期銷售數量及其依

本公司所屬轉投資子公司主要市場位於中國大陸、東北亞、東南亞及歐美，故年度預計銷售數量主要係根據當地產業相關統計資料、主要客戶訊息資訊回饋及對未來市場供需判斷，綜合而言未來小家電產業營業量及金額將較2023年回穩且溫和成長。

（三）重要產銷政策

1.外銷

- 日韓市場及歐美市場兩季產品銷售維持穩定成長，積極開發不同產業別客戶，協助客戶開發新產品並持續耕耘東南亞市場。
- 專注重點客户與技術團隊不脫鉤, 加深主推代表性產品的開發投入及迭代升級, 增加商品開發數量(提升專利佈局, 專利授權客人)，以爭取訂單，平衡市場佔有率；另一方面也著重非季節性產品開發及銷售，以消除受季節影響銷售地區的限制，達到增加訂單的效益。

- 全面提昇外銷業務服務包含客戶服務平台通路整合、提供IDM 服務、一機多賣、研發獎項及專利分享及線上銷售等策略，提昇服務品質。
- 鞏固固有外銷客戶銷售渠道基礎，更多跨境電商平台的國際市場合作渠道，持續推廣自有品牌產品站上國際舞台。

2.中國線下

- 團隊整合：進一步進行團隊整合，提高人效，更精準、高效的貼近市場去管理，提升品牌對經銷商夥伴及消費者的服務力，為經銷商在新零售時代進行賦能。
- 產品精準聚焦：產品爆款聚焦，極致成本，貼合市場，保障銷售效率，提升產銷運作合一。同時重點關注經銷商及工廠庫存周轉率及金額，降低經銷商及工廠季未庫存，最終實現訂單化生產。
- 產品升級：在市場經濟環境不景氣的當下，依然堅持選擇推出高端系列產品，以此體現品牌的專業化，引領行業、提升品牌勢能。
- 渠道持續深耕細作：渠道網點廣度更進一步發展擴大，持續2000餘家艾美特縣城/鄉鎮形象店建設。另外3C、商超系統強化消費者體驗，配合賣場形象投入、導購員銷售能力的培訓，實現艾美特單店零售金額及高端產品銷售占比增長。
- 擁抱新管道：積極擁抱新的銷售管道，線下網批，社群團購平臺、京東專賣店、天貓優品，積極拓展新的銷售管道，加大線下見面率，實現更大的品牌曝光和產出。

3.中國線上

- 多平臺良性發展：針對淘寶天貓、京東商城、蘇寧易購、唯品會、直播等各大平臺不同的線上消費人群及銷售模式，開發各平臺適銷對路的差異化產品組合，滿足不同消費者的需求。同時重視其它新型銷售模式類似拼多多、雲集網及網易嚴選代工等的發展，建立垂直式產銷，全網路、全管道提長品牌占比。並且介入二類電商渠道的新型態銷售，透過短視頻電商、內容電商、信息流電商等新興分眾聚焦式私域流量渠道，對標精眾市場。
- 利用線上平臺的高效率、高聚焦的特徵，重點投入電風扇、取暖器以外的乾衣機、除濕機、換氣扇、浴霸、足浴盆、蒸汽拖把與其他利基型小家電品類市場，為品牌更高的可持續業績增長目標增加顯品線。

- 多管道店鋪經營模式：主要電商平台店鋪由經銷模式調整為直營模式，近兩年直營模式逐漸成為品牌直達用戶的管道，將直接取得用戶反饋，更即時有效的溝通，滿足用戶的需求，提升用戶銷售前後的服務體驗，進而提升競爭力；同時進行維繫目前存有的線上精選經銷客戶關係，使產品在主流店鋪以外的渠道佔有更多的市場份額。

- 行銷轉型：全力擁抱移動互聯網行銷，利用新興觸媒，通過直播、短視頻，微博、公眾號，小紅書等社交媒體與年輕消費者深度互動，實現品牌年輕化，提升艾美特在各消費群體中的知名度和美譽度，提高品牌影響力。

- 視覺體系：全面提升視覺體系：在網絡營銷時代、內容能力正在成為企業核心能力之一，我們成立了視覺中心，統籌品牌視覺內容體系規範視覺規範，輸出高質量行銷內容，更好的傳播艾美特品牌，提升品牌力。

- 推出戶外家電：艾美特根據中國市場發展趨勢，推出戶外系列家電，包括戶外露營空調、戶外折疊風扇、戶外多功能頓頓水杯、等系列產品，結合戶外場景匹配家電供應，打造更輕鬆舒適的戶外生活體驗，我們相信中戶外家電市場會迎來巨大的需求和市場增長。

四、未來公司發展策略

本公司及所屬轉投資子公司將持續專注本業發展，開發具競爭力的高毛利產品及不間斷的改善製程、研發新技術，追求產銷利害關係人的合作共贏。全力投入品牌力與客戶忠誠度的維護，同時積極回應、發掘、滿足市場終端客戶深層需求，透過即時反應市場變化獲取新市場、新客戶及新產品的認同與訂單，鞏固在小家電市場的名牌企業地位。

五、受到外部競爭環境、法規環境及總體經營環境之影響

（一）外部競爭環境之影響

小家電產業處於各式激烈競爭環境,本公司及所屬子公司將持續發揮體質優勢順應市場及強化產品差異化,有效管控費用及庫存,以降低外部競爭環境衝擊。

（二）法規環境之影響

本公司及所屬重要子公司最近年度未有因法規環境變化之影響而有受到當地國或地區之處分或面臨損失之情況。

（三）總體經濟環境之影響

目前本公司所屬轉投資子公司生產及營運位於中國大陸，當地小家電產業之市場競爭環境激烈，全球景氣情況曙光不明，尚待雲開見日，但隨著中國大陸未來全面提昇經濟的作為，加以新技術的不斷發展及人們對產品質量追求的步伐，整體評估未來仍樂觀以待。

敬祝　龍行龘龘、福澤綿長

For and on behalf of
AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED
艾美特(開曼)國際有限公司

艾美特(開曼)國際有限公司

Authorized Signature(s)

董 事 長：史瑞斌

總 經 理：史瑞斌

會計主管：何美秀

附件二　審計委員會查核報告書

審計委員會查核報告書

本審計委員會同意並經董事會決議本集團西元二〇二三年度合併財務報告，嗣經董事會委任資誠聯合會計師事務所查核完竣，並出具無保留意見之查核報告。

本審計委員會負有監督本集團財務報導流程之責任。

簽證會計師簽證本集團西元二〇二三年度合併財務報告，與本審計委員會溝通下列事項：

1、簽證會計師所規劃之查核範圍及時間，尚無重大查核發現。

2、簽證會計師向本審計委員會提供該等會計師所隸屬事務所受獨立性規範之人員已遵循會計師職業道德規範中有關獨立性之聲明，尚未發現其他有可能被認為會影響會計師獨立性之關係及其他事項。

3、簽證會計師已就查核報告中所列關鍵查核事項與本審計委員會溝通。

本審計委員會同意並經董事會決議之本集團西元二〇二三年度合併財務報告，均符合相關法令規定，爰依證交法第14-5條之規定報告如上。

審計委員會召集人：齊 萊 平

西元二〇二四 年 三 月 十五 日

附件三　會計師查核報告及合併財務報表

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會計師查核報告

(24)財審報字第 23003990 號

艾美特(開曼)國際有限公司　公鑒：

查核意見

艾美特(開曼)國際有限公司及子公司(以下簡稱「艾美特集團」)西元 2023 年及 2022 年 12 月 31 日之合併資產負債表，暨西元 2023 年及 2022 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表、合併現金流量表，以及合併財務報表附註(包括重大會計政策彙總)，業經本會計師查核竣事。

依本會計師之意見，上開合併財務報表在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達艾美特集團西元 2023 年及 2022 年 12 月 31 日之合併財務狀況，暨西元 2023 年及 2022 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

查核意見之基礎

本會計師係依照會計師受託查核簽證財務報表規則及中華民國審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依中華民國會計師職業道德規範，與艾美特集團保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對艾美特集團西元 2023 年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。

資誠聯合會計師事務所 PricewaterhouseCoopers, Taiwan
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艾美特集團西元 2023 年度合併財務報表之關鍵查核事項如下：

應收帳款減損評估

事項說明

有關應收帳款之會計政策，請詳合併財務報表附註四、(十)；應收帳款之備抵損失之會計估計及假設不確定性之說明，請詳合併財務報表附註五；應收帳款之信用風險資訊說明，請詳合併財務報表附註十二、(二)。

艾美特集團係依據所訂定之應收帳款備抵呆帳政策提列預期信用損失，評估方式包含依客戶信用風險及歷史信用損失經驗及對客戶未來經濟狀況之合理預期估列。由於前述評估方式涉及管理當局主觀判斷，致對應收帳款預期信用損失之衡量影響重大。因此，本會計師將應收帳款減損評估列為本年度關鍵查核事項之一。

因應之查核程序

本會計師對上開關鍵查核事項已執行之主要因應程序彙列如下：

1. 依對艾美特集團營運及銷貨交易對象之瞭解，評估其應收帳款備抵損失所採用提列政策與程序之合理性，包括辨認個別重大客戶、區分類似信用風險群組，以及決定預期信用損失之客觀證據。
2. 瞭解艾美特集團授信管理及債權存續期間預期信用損失評估內部控制程序之設計及執行有效性。
3. 評估管理階層對個別辨認之重大預期信用損失及依類似信用風險群組評估預期信用損失金額之合理性。
4. 針對僅反應貨幣時間價值產生預期信用損失之應收帳款執行期後收款測試，以評估預期信用損失之合理性。

存貨備抵跌價損失評估

事項說明

有關存貨評價之會計政策，請詳合併財務報表附註四、(十四)；存貨評價之會計估計及假設不確定性之說明，請詳合併財務報表附註五；存貨重要會計項目之說明，請詳合併財務報表附註六、(七)。

艾美特集團對存貨係以成本與淨變現價值孰低衡量。由於艾美特集團存貨項目眾多且個別辨認過時或毀損及其評價時所採用之淨變現價值常涉及主觀判斷，因而具估計不確定性。因此，本會計師將存貨備抵跌價損失評估列為本年度關鍵查核事項之一。

因應之查核程序

本會計師對上開關鍵查核事項已執行之主要因應程序彙列如下：

1. 依對艾美特集團營運及產業性質之瞭解，評估其存貨備抵跌價所採用提列政策與程序合理性，包括存貨去化程度、評斷過時陳舊存貨項目之合理性，及會計估計方法之一致性。
2. 驗證艾美特集團用以評價存貨跌價損失之報表資訊與其政策一致；抽查個別存貨料號用以核對存貨去化程度，進而評估艾美特集團備抵跌價損失之適當性。

管理階層與治理單位對合併財務報表之責任

管理階層之責任係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製允當表達之合併財務報表，且維持與合併財務報表編製有關之必要內部控制，以確保合併財務報表未存有導因於舞弊或錯誤之重大不實表達。

於編製合併財務報表時，管理階層之責任亦包括評估艾美特集團繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算艾美特集團或停止營業，或除清算或停業外別無實際可行之其他方案。

艾美特集團之治理單位(含審計委員會)負有監督財務報導流程之責任。

會計師查核合併財務報表之責任

本會計師查核合併財務報表之目的，係對合併財務報表整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照中華民國審計準則執行之查核工作無法保證必能偵出合併財務報表存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報表使用者所作之經濟決策，則被認為具有重大性。

本會計師依照中華民國審計準則查核時，運用專業判斷及專業懷疑。本會計師亦執行下列工作：

1. 辨認並評估合併財務報表導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
2. 對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對艾美特集團內部控制之有效性表示意見。
3. 評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
4. 依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使艾美特集團繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報表使用者注意合併財務報表之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致艾美特集團不再具有繼續經營之能力。
5. 評估合併財務報表（包括相關附註）之整體表達、結構及內容，以及合併財務報表是否允當表達相關交易及事件。
6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團查核意見。

本會計師與治理單位溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發現（包括於查核過程中所辨認之內部控制顯著缺失）。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循中華民國會計師職業道德規範中有關獨立性之聲明，並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項（包括相關防護措施）。

本會計師從與治理單位溝通之事項中，決定對艾美特集團西元 2023 年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

資 誠 聯 合 會 計 師 事 務 所

會計師 王國華 吳建志

前財政部證券暨期貨管理委員會
核准簽證文號：(87)台財證(六)第 68790 號
金融監督管理委員會
核准簽證文號：金管證審字第 1030027246 號

西 元 2 0 2 4 年 3 月 1 5 日

For and on behalf of
AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED
艾美特(開曼)國際有限公司

Authorized Signature(s)

艾美特(開曼)國際有限公司及子公司
合併資產負債表
西元2023年及2022年12月31日

單位：新台幣仟元

	資產	附註	2023年12月31日 金額	%	2022年12月31日 金額	%
	流動資產					
1100	現金及約當現金	六(一)	$ 671,369	8	$ 898,784	10
1110	透過損益按公允價值衡量之金融資產－流動	六(二)	-	-	43,956	-
1136	按攤銷後成本衡量之金融資產－流動	六(三)及八	438,364	5	263,019	3
1150	應收票據淨額	六(四)及七	518,044	6	842,396	10
1170	應收帳款淨額	六(四)及七	977,065	12	919,776	10
1200	其他應收款	六(五)(六)	22,458	-	137,575	2
130X	存貨	六(七)	2,156,420	27	2,174,374	25
1410	預付款項	六(八)	204,282	3	174,534	2
1479	其他流動資產－其他		14,882	-	60,468	1
1481	待退回產品權利－流動	六(二十六)	52,714	1	34,280	-
11XX	**流動資產合計**		5,055,598	62	5,549,162	63
	非流動資產					
1517	透過其他綜合損益按公允價值衡量之金融資產－非流動	六(九)	2,341	-	-	-
1550	採用權益法之投資	六(十)	34,381	1	33,440	-
1600	不動產、廠房及設備	六(十一)(十二)、八及十二(四)	2,521,797	31	2,787,713	32
1755	使用權資產	六(十二)及八	195,611	3	203,685	2
1760	投資性不動產淨額	六(十二)(十三)及十二(四)	8,664	-	9,307	-
1780	無形資產	六(十四)	5,802	-	4,195	-
1840	遞延所得稅資產	六(三十二)	190,699	2	197,543	2
1990	其他非流動資產－其他	六(十五)及八	98,708	1	39,810	1
15XX	**非流動資產合計**		3,058,003	38	3,275,693	37
1XXX	**資產總計**		$ 8,113,601	100	$ 8,824,855	100

(續 次 頁)

艾美特(開曼)國際有限公司及子公司

合併資產負債表

西元2023年及2022年12月31日

單位：新台幣仟元

	負債及權益	附註	2023 年 12 月 31 日 金額	%	2022 年 12 月 31 日 金額	%
	流動負債					
2100	短期借款	六(十六)及八	$ 549,060	7	$ 556,523	6
2130	合約負債－流動	六(二十六)	309,398	4	365,995	4
2150	應付票據	六(十七)及八	1,506,892	19	1,433,202	16
2170	應付帳款		1,466,198	18	1,739,558	20
2200	其他應付款	六(十八)及七	770,258	9	814,340	9
2230	本期所得稅負債		701	-	3,240	-
2250	負債準備－流動	六(十九)	54,472	1	22,354	-
2320	一年或一營業週期內到期長期負債	六(二十)及八	-	-	353,566	4
2365	退款負債－流動	六(二十六)	78,586	1	52,146	1
2399	其他流動負債－其他		29,802	-	28,525	1
21XX	**流動負債合計**		4,765,367	59	5,369,449	61
	非流動負債					
2570	遞延所得稅負債	六(三十二)	33,487	-	24,357	-
2640	淨確定福利負債－非流動	六(二十一)	39,858	1	36,727	1
2645	存入保證金		120,126	1	105,457	1
2670	其他非流動負債－其他	六(二十二)(二十七)	69,910	1	73,960	1
25XX	**非流動負債合計**		263,381	3	240,501	3
2XXX	**負債總計**		5,028,748	62	5,609,950	64
	歸屬於母公司業主之權益					
	股本	六(二十三)				
3110	普通股股本		1,528,217	19	1,455,445	16
	資本公積	六(二十四)				
3200	資本公積		1,217,656	15	1,228,726	14
	保留盈餘	六(二十五)				
3310	法定盈餘公積		117,657	1	69,854	1
3320	特別盈餘公積		278,317	3	261,181	3
3350	未分配盈餘		294,249	4	478,016	5
	其他權益					
3400	其他權益		(351,243)	(4)	(278,317)	(3)
3XXX	**權益總計**		3,084,853	38	3,214,905	36
	重大之期後事項	十一				
3X2X	**負債及權益總計**		$ 8,113,601	100	$ 8,824,855	100

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：史瑞斌　　經理人：史瑞斌　　會計主管：何美秀

For and on behalf of
AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED
艾美特(開曼)國際有限公司
Authorized Signature(s)

艾美特（開曼）國際有限公司及子公司
合併綜合損益表
西元2023年及2022年1月1日至12月31日

單位：新台幣仟元
（除每股盈餘為新台幣元外）

	項目	附註	2023年度 金額	2023年度 %	2022年度 金額	2022年度 %
4000	營業收入	六(十二)(二十六)及七	$ 8,401,753	100	$ 9,220,863	100
5000	營業成本	六(七)(十二)(十四)(二十一)(三十)(三十一)	(6,574,707)	(78)	(7,777,614)	(85)
5900	營業毛利		1,827,046	22	1,443,249	15
5910	未實現銷貨利益	六(十)	(11,003)	-	(15,667)	-
5920	已實現銷貨利益	六(十)	11,674	-	17,138	-
5950	營業毛利淨額		1,827,717	22	1,444,720	15
	營業費用	六(十四)(二十一)(三十)(三十一)及七				
6100	推銷費用		(1,406,426)	(17)	(1,146,692)	(12)
6200	管理費用		(311,214)	(4)	(416,647)	(5)
6300	研究發展費用		(135,232)	(1)	(109,238)	(1)
6450	預期信用減損利益(損失)	十二(二)	12,819	-	(15,114)	-
6000	營業費用合計		(1,840,053)	(22)	(1,687,691)	(18)
6900	營業損失		(12,336)	-	(242,971)	(3)
	營業外收入及支出					
7100	利息收入		18,565	-	23,103	-
7010	其他收入	六(十二)(二十二)(二十七)	72,478	1	73,577	1
7020	其他利益及損失	六(二十)(二十八)及十二(四)	(3,896)	-	714,741	8
7050	財務成本	六(十六)(二十)(二十九)	(35,911)	(1)	(29,890)	1
7060	採用權益法認列之關聯企業及合資損益之份額	六(十)	842	-	146	(1)
7000	營業外收入及支出合計		52,078	-	781,677	9
7900	**稅前淨利**		39,742	-	538,706	6
7950	所得稅費用	六(三十二)	(13,163)	-	(65,509)	(1)
8200	**本期淨利**		$ 26,579	-	$ 473,197	5
	其他綜合損益					
	不重分類至損益之項目：					
8311	確定福利計畫之再衡量數	六(二十一)	$ 137	-	$ 4,819	-
	後續可能重分類至損益之項目：					
8361	國外營運機構財務報表換算之兌換差額		(72,926)	(1)	(17,136)	-
8300	**其他綜合損益(淨額)**		($ 72,789)	(1)	($ 12,317)	-
8500	**本期綜合損益總額**		($ 46,210)	(1)	$ 460,880	5
	淨利歸屬於：					
8610	母公司業主		$ 26,579	-	$ 473,197	5
	綜合損益總額歸屬於：					
8710	母公司業主		($ 46,210)	(1)	$ 460,880	5
	每股盈餘	六(三十三)				
9750	基本		$ 0.17		$ 3.10	
9850	稀釋		$ 0.17		$ 2.83	

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：史瑞斌　　經理人：史瑞斌　　會計主管：何美秀

For and on behalf of
AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED
艾美特(開曼)國際有限公司
Authorized Signature(s)

艾美特(開曼)國際有限公司及子公司

合併權益變動表

西元 2023 年及 2022 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

	附註	歸屬於母公司業主之權益：普通股股本	資本公積	保留盈餘：法定盈餘公積	保留盈餘：特別盈餘公積	保留盈餘：未分配盈餘	國外營運機構財務報表換算之兌換差額	權益總額
2022 年度								
2022 年 1 月 1 日餘額		$1,455,445	$1,231,625	$ 179,704	$ 261,489	($ 110,158)	($ 261,181)	$2,756,924
本期淨利		-	-	-	-	473,197	-	473,197
本期其他綜合損益		-	-	-	-	4,819	(17,136)	(12,317)
本期綜合損益總額		-	-	-	-	478,016	(17,136)	460,880
2021 年度盈餘指撥及分配：								
迴轉特別盈餘公積		-	-	-	(308)	308	-	-
法定盈餘公積彌補虧損	六(二十五)	-	-	(109,850)	-	109,850	-	-
可轉換公司債贖回	六(二十)(二十四)	-	(2,899)	-	-	-	-	(2,899)
2022 年 12 月 31 日餘額		$1,455,445	$1,228,726	$ 69,854	$ 261,181	$ 478,016	($ 278,317)	$3,214,905
2023 年度								
2023 年 1 月 1 日餘額		$1,455,445	$1,228,726	$ 69,854	$ 261,181	$ 478,016	($ 278,317)	$3,214,905
本期淨利		-	-	-	-	26,579	-	26,579
本期其他綜合損益		-	-	-	-	137	(72,926)	(72,789)
本期綜合損益總額		-	-	-	-	26,716	(72,926)	(46,210)
2022 年度盈餘指撥及分配：								
提列法定盈餘公積		-	-	47,803	-	(47,803)	-	-
提列特別盈餘公積		-	-	-	17,136	(17,136)	-	-
普通股現金股利	六(二十五)	-	-	-	-	(72,772)	-	(72,772)
普通股股票股利	六(二十三)(二十五)	72,772	-	-	-	(72,772)	-	-
可轉換公司債贖回	六(二十)(二十四)	-	(11,070)	-	-	-	-	(11,070)
2023 年 12 月 31 日餘額		$1,528,217	$1,217,656	$ 117,657	$ 278,317	$ 294,249	($ 351,243)	$3,084,853

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：史瑞斌　　經理人：史瑞斌　　會計主管：何美秀

For and on behalf of
AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED

艾美特(開曼)國際有限公司及子公司
合併現金流量表
西元2023年及2022年1月1日至12月31日

Authorized Signature(s)

單位：新台幣仟元

		2023 年 度	2022 年 度
營業活動之現金流量			
本期稅前淨利		$ 39,742	$ 538,706
調整項目			
收益費損項目			
預期信用減損(利益)損失	十二(二)	(12,819)	15,114
折舊費用	六(十一)(十二)(十三)(三十)	358,549	406,859
攤銷費用	六(十四)(三十)	1,797	2,745
利息費用	六(二十九)	35,911	29,890
利息收入		(18,565)	(23,103)
採用權益法認列之關聯企業及合資損益之份額	六(十)	(842)	(146)
透過損益按公允價值衡量之金融資產淨(利益)損失	六(二十八)	(1,580)	4,769
處分不動產、廠房及設備(利益)損失	六(二十八)	(16,679)	11,334
處分資產利益	六(二十八)	-	(705,571)
可轉換公司債贖回(利益)損失	六(二十)(二十八)	(8,838)	1,631
未實現銷貨利益	六(十)	11,003	15,667
已實現銷貨利益	六(十)	(11,674)	(17,138)
未實現外幣兌換利益		(9,568)	(843)
長期遞延收入攤銷	六(二十七)	(2,874)	(3,268)
與營業活動相關之資產/負債變動數			
與營業活動相關之資產之淨變動			
透過損益按公允價值衡量之金融資產		45,436	(44,164)
應收票據淨額		314,956	503,398
應收帳款淨額		(57,328)	275,159
其他應收款		114,043	(107,535)
存貨		(18,420)	560,413
預付款項		(33,292)	89,455
其他流動資產—其他		26,566	11,343
與營業活動相關之負債之淨變動			
合約負債—流動		(52,026)	104,470
應付票據		96,937	(400,569)
應付帳款		(248,587)	(547,905)
其他應付款		(32,837)	265,297
負債準備－流動		32,487	(6,085)
退款負債－流動		27,691	(43,878)
其他流動負債－其他		1,979	25,367
淨確定福利負債－非流動		3,269	6,830
營運產生之現金流入		584,437	968,242
收取之利息		19,087	22,610
支付之利息		(30,809)	(32,204)
收取(支付)之所得稅		43,851	(11,666)
營業活動之淨現金流入		616,566	946,982

(續 次 頁)

For and on behalf of
AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED
艾美特(開曼)國際有限公司
Authorized Signature(s)

艾美特(開曼)國際有限公司及子公司
合併現金流量表
西元 2023 年及 2022 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

		2023 年 度	2022 年 度
投資活動之現金流量			
取得按攤銷後成本衡量之金融資產		($ 1,238,038)	($ 1,760,236)
處分按攤銷後成本衡量之金融資產		1,020,569	1,944,572
取得透過其他綜合損益按公允價值衡量之金融資產	六(九)	(2,341)	-
取得不動產、廠房及設備	六(三十四)	(129,110)	(128,978)
預付設備款增加		(74,594)	(23,086)
處分不動產、廠房及設備價款		33,855	14,128
取得無形資產	六(十四)	(3,507)	(1,291)
其他非流動資產－其他(增加)減少		(3,541)	45,219
投資活動之淨現金(流出)流入		(396,707)	90,328
籌資活動之現金流量			
舉借短期借款	六(三十五)	1,729,880	2,385,238
償還短期借款	六(三十五)	(1,734,278)	(2,634,948)
償還長期借款	六(三十五)	-	(8,726)
贖回可轉換公司債	六(二十)(三十五)	(360,202)	(304,530)
存入保證金增加(減少)	六(三十五)	16,641	(7,170)
其他非流動負債－其他減少	六(三十五)	-	(1,852)
發放現金股利	六(二十五)	(72,772)	-
籌資活動之淨現金流出		(420,731)	(571,988)
匯率變動對現金及約當現金之影響		(26,543)	(16,192)
本期現金及約當現金(減少)增加數		(227,415)	449,130
期初現金及約當現金餘額	六(一)	898,784	449,654
期末現金及約當現金餘額	六(一)	$ 671,369	$ 898,784

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：史瑞斌　　經理人：史瑞斌　　會計主管：何美秀

附件四　盈餘分配表

For and on behalf of
AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED
艾美特(開曼)國際有限公司

艾美特(開曼)國際有限公司

西元2023年度盈餘分配表

Authorized Signature(s)

單位:新台幣元

項目	金額	
期初餘額		**267,533,643**
加(減　：		
確定福利計畫之再衡量數本期變動數	137,663	
本期稅後淨利	26,578,653	
小計		**294,249,959**
加(減)：		
提列 10%法定盈餘公積	(2,671,632)	
提列特別盈餘公積-國外營運機構財務報表換算之兌換	(72,927,484)	
可供分配盈餘		218,650,843
分配項目：		
股東股息－現金股利(每股新台幣 0.3 元)	(45,846,516)	
股東股息－股票股利(每股新台幣 0 元)	-	
期末未分配盈餘		**172,804,327**

附件五「董事會議事規範」部分條文修正對照表

條文編號	修正條文	現行條文	說明
8	第八條 本公司董事會召開時，財務部應備妥相關資料供與會董事隨時查考。 召開董事會，得視議案內容通知相關部門或子公司之人員列席。必要時，亦得邀請會計師、律師或其他專業人士列席會議及說明。但討論及表決時應離席。 董事會之主席於已屆開會時間並有過半數之董事出席時，應即宣布開會。 已屆開會時間，如全體董事有半數未出席時，主席得宣布於當日延後開會，其延後次數以二次為限，延後二次仍不足額者，主席得依第三條第二項規定之程序重新召集。 前項及第十六條第二項第二款所稱全體董事，以實際在任者計算之。	第八條 本公司董事會召開時，財務部應備妥相關資料供與會董事隨時查考。 召開董事會，得視議案內容通知相關部門或子公司之人員列席。必要時，亦得邀請會計師、律師或其他專業人士列席會議及說明。但討論及表決時應離席。 董事會之主席於已屆開會時間並有過半數之董事出席時，應即宣布開會。 已屆開會時間，如全體董事有半數未出席時，主席得宣布延後開會，其延後次數以二次為限，延後二次仍不足額者，主席得依第三條第二項規定之程序重新召集。 前項及第十六條第二項第二款所稱全體董事，以實際在任者計算之。	一、為避免董事會會議延長開會時間未確定引發爭議，爰明定出席人數不足時，主席得宣布延後開會之時限以當日為限。 二、除第五項涉條文內容修正，其餘第一項至第四項及第六項未修正。
11	第十一條 本公司董事會應依會議通知所排定之議事程序進行。但經出席董事過半數同意者，得變更之。 非經出席董事過半數同意者，主席不得逕行宣布散會。 董事會議事進行中，若在席董事未達出席董事過半數者，經在席董事提議，主席應宣布暫停開會，並準用第八條第五項規定。 董事會議事進行中，主席因故無法主持會議或未依第二項規定逕行宣布散會，其代理人之選任準用第七條第三項規定。	第十一條 本公司董事會應依會議通知所排定之議事程序進行。但經出席董事過半數同意者，得變更之。 非經出席董事過半數同意者，主席不得逕行宣布散會。 董事會議事進行中，若在席董事未達出席董事過半數者，經在席董事提議，主席應宣布暫停開會，並準用第八條第五項規定。	一、第一項至第三項未修正。 二、考量實務，董事會議事進行中，主席因故無法主持會議或未依規定逕行宣布散會時，為避免影響董事會運作，爰增訂第四項。

附件六「股東會議事規則」部分條文修正對照表

條文編號	修正條文	現行條文	說明
3	第三條 本公司股東會除法令另有規定外，由董事會召集之。 本公司股東會召開方式之變更應經董事會決議，並最遲於股東會開會通知書寄發前為之。 本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站，但本公司於最近會計年度終了日實收資本額達新臺幣<u>二十</u>億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於本公司及本公司所委任之專業股務代理機構。 第四項至第十項：略	第三條 本公司股東會除法令另有規定外，由董事會召集之。 本公司股東會召開方式之變更應經董事會決議，並最遲於股東會開會通知書寄發前為之。 本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站，但本公司於最近會計年度終了日實收資本額達新臺幣<u>一百億</u>元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於本公司及本公司所委任之專業股務代理機構。 第四項至第十項：略	為利投資人儘早知悉上市上櫃公司股東常會之議案內容，鼓勵股東參與股東會行使其權利，採循序漸進方式，擴大應於股東常會三十日前揭露議事手冊等相關資訊之上市上櫃公司適用範圍，爰修正第三項規定。

附件七 解除董事競業禁止限制名單

新任董事兼任他公司職務情形

董事姓名	兼任情形
史瑞斌	艾美特國際控股有限公司董事長 艾美特中國國際有限公司董事長 威昂發展有限公司董事長 香港商威昂發展有限公司台灣分公司董事長 艾美特電器(深圳)有限公司董事長 艾美特電器(九江)有限公司副董事長 艾美特電子商務(深圳)有限公司執行董事暨法定代表人 東富電器(股)公司董事長 Pearl Place Holdings Ltd 代表人
鄭立平	威昂發展有限公司董事
蔡正富	威昂發展有限公司董事 艾美特電器(深圳)有限公司副董事長 浙江艾美特電器銷售有限公司董事 Joyful Oasis Ltd.負責人 艾美特電器(九江)有限公司董事長 艾美特科技(深圳)有限公司執行董事暨法定代表人
史瑞霖	艾美特電器(深圳)有限公司董事 艾美特電器(九江)有限公司董事 東富電器(股)公司董事
黃清樹	亨叡股份有限公司董事長 亨達模具股份有限公司董事長 會晟光電科技股份有限公司董事長
林志隆	智理聯合會計師事務所所長合夥會計師 南光化學製藥股份有限公司董事 佳和實業股份有限公司獨立董事 至寶光電股份有限公司法人董事代表
許世彣	許安德利律師事務所律師
林惠芬	維揚聯合會計師事務所會計師 大塚資訊科技股份有限公司獨立董事 霖宏科技股份有限公司獨立董事 久裕興業科技股份有限公司獨立董事
顏敏仁	國立政治大學專任教授 國立政治大學數位賦能與永續發展研究中心主任 國科會委託數位賦能與 ESG 產學聯盟永續長 聯合國開發計劃署(UNDP)科技經濟政策專家顧問 日本亞洲生產力組織(APO)學術首席專家顧問 陸委會臺商張老師 經濟部產業園區輔導計畫主持人 中國文化大學研發副校長

THE COMPANIES ACT (REVISED)
Company Limited by Shares

AMENDED AND RESTATED MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED

艾美特(開曼)國際有限公司

(adopted by a Special Resolution passed on June 19, 2023)

THE COMPANIES ACT (REVISED)
Company Limited by Shares

AMENDED AND RESTATED

MEMORANDUM OF ASSOCIATION
OF
AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED
艾美特(開曼)國際有限公司

(adopted by a Special Resolution passed on June 19, 2023)

1. The name of the Company is **Airmate (Cayman) International Co Limited** 艾美特(開曼)國際有限公司.

2. The Registered Office of the Company shall be at the offices of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands or at such other place as the Directors may from time to time decide.

3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by the Companies Act (Revised).

4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by the Companies Act (Revised).

5. Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks & Trust Companies Act (as amended), or to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance Act (as amended), or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management Act (as amended).

6. The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.

7. The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.

8. The authorised share capital of the Company is New Taiwan Dollars 2,162,500,000 divided into 216,250,000 ordinary shares of a par value of New Taiwan Dollars 10.00 each provided always that subject to the provisions of the Companies Act (Revised) and the Articles of Association the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.

9. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Act (Revised) and, subject to the provisions of the Companies Act (Revised) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

TABLE OF CONTENTS

Table A

INTERPRETATION

1. Definitions

SHARES

2. Power to Issue Shares
3. Redemption and Purchase of Shares
4. Rights Attaching to Shares
5. Share Certificates
6. Preferred Shares

REGISTRATION OF SHARES

7. Register of Members
8. Registered Holder Absolute Owner
9. Transfer of Registered Shares
10. Transmission of Registered Shares

ORDINARY RESOLUTION, SUPERMAJORITY RESOLUTION AND SPECIAL RESOLUTION

11. Alteration of Capital
12. Special Resolution and Supermajority Resolution
13. Variation of Rights Attaching to Shares

DIVIDENDS AND CAPITALISATION

14. Dividends
15. Capital Reserve and Power to Set Aside Profits
16. Method of Payment
17. Capitalisation

MEETINGS OF MEMBERS

18. Annual General Meetings
19. Extraordinary General Meetings
20. Notice
21. Giving Notice
22. Postponement of General Meeting
23. Quorum and Proceedings at General Meetings
24. Chairman to Preside
25. Voting on Resolutions
26. Proxies
27. Proxy Solicitation
28. Dissenting Member's Appraisal Right
29. Shares that May Not be Voted
30. Voting by Joint Holders of Shares
31. Representation of Corporate Member
32. Adjournment of General Meeting
33. Directors Attendance at General Meetings

DIRECTORS AND OFFICERS

34. Number and Term of Office of Directors
35. Election of Directors
36. Removal of Directors
37. Vacation of Office of Director
38. Compensation of Directors
39. Defect in Election of Director
40. Directors to Manage Business
41. Powers of the Board of Directors
42. Register of Directors and Officers
43. Officers
44. Appointment of Officers
45. Duties of Officers
46. Compensation of Officers
47. Conflict of Interest
48. Indemnification and Exculpation of Directors and Officers

MEETINGS OF THE BOARD OF DIRECTORS

49. Board Meetings
50. Notice of Board Meetings
51. Participation in Meetings by Video Conference
52. Quorum at Board Meetings
53. Board to Continue in the Event of Vacancy
54. Chairman to Preside
55. Validity of Prior Acts of the Board

CORPORATE RECORDS

56. Minutes
57. Register of Mortgages and Charges
58. Form and Use of Seal

TENDER OFFER AND ACCOUNTS

59. Tender Offer
60. Books of Account
61. Financial Year End

AUDIT COMMITTEE

62. Number of Committee Members
63. Power of Audit Committee

VOLUNTARY WINDING-UP AND DISSOLUTION

64. Winding-Up

CHANGES TO CONSTITUTION

65. Changes to Articles

REDUCTION OF SHARE CAPITAL

66. Reduction of Share Capital
67. Discontinuance
68. Appointment of Litigious and Non-Litigious Agent

OTHERS

69. Shareholder Protection Mechanism
70. ROC Securities Laws and Regulations
71. Corporate Social Responsibilities

THE COMPANIES ACT (Revised)
Company Limited by Shares

AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED
艾美特(開曼)國際有限公司
(adopted by a Special Resolution passed on June 19, 2023)

Table A

The regulations in Table A in the First Schedule to the Law (as defined below) do not apply to the Company.

INTERPRETATION

1. Definitions

1.1 In these Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:

Applicable Law	the Applicable Public Company Rules, the Law or such other rules or legislation applicable to the Company;
Applicable Public Company Rules	the ROC laws, rules and regulations (including, without limitation, the Company Law of the ROC, the Securities and Exchange Law of the ROC, the rules and regulations promulgated by the FSC, the rules and regulations promulgated by the TPEx and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;
Articles	these Articles of Association as altered from time to time;
Audit Committee	the audit committee of the Board, which shall comprise solely of all the Independent Directors of the Company;
Board	the board of directors appointed or elected pursuant to the Articles and acting at a meeting of directors at which there is a quorum in accordance with the Articles;

Book Closure Period	has the meaning given thereto in Article 20.3;
Capital Reserve	for the purpose of the Articles only, comprises of the premium paid on the issuance of any share and income from endowments received by the Company under the Law;
Chairman	the Director elected amongst all the Directors as the chairman of the Board;
Company	Airmate (Cayman) International Co Limited 艾美特(開曼)國際有限公司;
Compensation Committee	a committee of the Board, which shall be comprised of professional individuals and having the functions, in each case, prescribed by the Applicable Public Company Rules;
Cumulative Voting	the voting mechanism for an election of Directors as described in Article 35.2;
Directors	the directors for the time being of the Company and shall include any and all Independent Director(s);
Directors' Remuneration	has the meaning given thereto in Article 14.5;
Dissenting Member	has the meaning given thereto in Article 28.2;
Electronic Record	has the same meaning as in the Electronic Transactions Act;
Electronic Transactions Act	the Electronic Transactions Act (2003 Revision) of the Cayman Islands;
Employees' Compensations	has the meaning given thereto in Article 14.5;
ESM	the emerging stock market of the ROC;
Family Relationship within Second Degree of Kinship	in respect of a person, means another person who is related to the first person either by blood or by marriage of a member of the family and within the second degree shall include the parents, siblings, grandparents, children and grandchildren of the first person as well as the parents, siblings and grandparents of the first person's spouse;
FSC	the Financial Supervisory Commission of the ROC;
Independent Directors	the Directors who are elected as "Independent Directors" in accordance with the Applicable Public Company Rules or the Articles;
Joint Operation Contract	a contract between the Company and one or more person(s) or entit(ies) where the parties thereto agree to pursue the same business venture and

	jointly bear losses and enjoy profits arising out of such business venture in accordance with the terms thereof;
Law	The Companies Act (Revised) of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;
Lease Contract	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate the whole business of the Company in the name of such person, and as consideration, the Company receives a pre-determined compensation from such person;
Litigious and Non-Litigious Agent	a person appointed by the Company pursuant to the Applicable Law as the Company's process agent for purposes of service of documents in the relevant jurisdiction and the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC;
Management Contract	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) manage and operate the business of the Company in the name of and for the benefit of the Company, and as consideration, such person(s) receive a pre-determined compensation from the Company while the Company continues to be entitled to the profits (or losses) of such business;
Market Observation Post System	the public company reporting system maintained by the TSE;
Member	the person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means the person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires;
Memorandum	the memorandum of association of the Company;
Merger	a transaction whereby: (a) (i) all of the companies participating in such transaction are combined into a new company, which new company generally assumes all rights and obligations of the combined companies; or (ii)

	all of the companies participating in such transaction are merged into one of such companies as the surviving company, and the surviving company generally assumes all rights and obligations of the merged companies, and in each case the consideration for the transaction being the shares of the surviving or new company or any other company, cash or other assets; or (b) other forms of mergers and acquisitions which fall within the definition of "merger and/or consolidation" under the Applicable Public Company Rules;
month	calendar month;
Notice	written notice as further provided in the Articles unless otherwise specifically stated;
Officer	any person appointed by the Board to hold an office in the Company;
Ordinary Resolution	a resolution passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by not less than a simple majority of the votes cast;
Preferred Shares	has the meaning given thereto in Article 6;
Private Placement	means, for so long as the shares are traded on the ESM or listed on the TSE, the private placement by the Company of shares or other securities of the Company as permitted by the Applicable Public Company Rules;
Register of Directors and Officers	the register of directors and officers referred to in the Articles;
Register of Members	the register of members of the Company maintained in accordance with the Law and (as long as the shares of the Company are traded on the ESM or listed on the TSE) the Applicable Public Company Rules;
Registered Office	the registered office for the time being of the Company;
Restricted Shares	has the meaning given thereto in Article 2.5;
ROC	Taiwan, the Republic of China;
Seal	the common seal or any official or duplicate seal of the Company;
Secretary	the person appointed to perform any or all of the duties of secretary of the Company and includes

	any deputy or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary;
share(s)	share(s) of par value New Taiwan Dollars 10.00 each in the Company;
Share Swap	a 100% share swap as defined in the ROC Business Mergers and Acquisitions Act whereby a company (the "Acquiring Company") acquiring all the issued and outstanding shares of another company with the consideration being the shares of the Acquiring Company, cash or other assets;
Special Resolution	Subject to the Law, means a resolution passed at a general meeting of the Company by a majority of at least two-thirds of the votes cast by such Members who, being entitled to do so, vote in person or by their proxies, or, in the case of Members that are corporations or other non-natural person, by their duly authorised representatives by computing the number of votes to which each Member is entitled;
Spin-off	a spin-off as defined in the ROC Business Mergers and Acquisitions Act whereby a company transfers a part or all of its business that may be operated independently to an existing company or newly incorporated company (the "Acquirer") with the consideration being the shares of the Acquirer, cash or other assets;
Statutory Reserve	has the meaning given thereto in Article 14.5;
Subsidiary	with respect to any company, (1) the entity, more than one half of whose total number of the issued voting shares or the total amount of the share capital are directly or indirectly held by such company; (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (3) the entity, one half or more of whose shareholders involved in management or board of directors are concurrently acting as the shareholders involved in management or board of directors of such company; and (4) the entity, one half or more of whose total number of issued voting shares or the total amount of the share capital are held by the same shareholder(s) of such company;
Supermajority Resolution	a resolution passed by a majority vote of the

	Members present at a general meeting attended by Members who represent two-thirds or more of the total issued shares or, if the total number of shares represented by the Members present at the general meeting is less than two-thirds of the total issued shares, but more than one half of the total issued shares, means instead, a resolution passed by two-thirds or more of votes cast by the Members present at such general meeting;
Treasury Shares	has the meaning given thereto in Article 3.13;
TDCC	the Taiwan Depository & Clearing Corporation;
TPEx	the Taipei Exchange;
TSE	the Taiwan Stock Exchange Corporation; and
year	calendar year.

1.2 In the Articles, where not inconsistent with the context:

(a) words denoting the plural number include the singular number and vice versa;

(b) words denoting the masculine gender include the feminine and neuter genders;

(c) words importing persons include companies, associations or bodies of persons whether corporate or not;

(d) the words:-

(i) "may" shall be construed as permissive; and

(ii) "shall" shall be construed as imperative;

(e) "written" and "in writing" include all modes of representing or reproducing words in visible form, including the form of an Electronic Record;

(f) a reference to statutory provision shall be deemed to include any amendment or re-enactment thereof;

(g) unless otherwise provided herein, words or expressions defined in the Law shall bear the same meaning in the Articles; and

(h) Section 8 of the Electronic Transactions Act shall not apply to the extent that it imposes obligations or requirements in addition to those set out in the Articles.

1.3 In the Articles expressions referring to writing or its cognates shall, unless the contrary intention appears, include facsimile, printing, lithography, photography, electronic mail and other modes of representing words in visible form.

1.4 Headings used in the Articles are for convenience only and are not to be used or relied upon in the construction hereof.

SHARES

2. Power to Issue Shares

2.1 Subject to the Applicable Law, the Articles and any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any unissued shares of the Company on such terms and conditions as it may determine and any shares or class of shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may by resolution of the Members prescribe, provided that no share shall be issued at a discount except in accordance with the Law and the Applicable Public Company Rules.

2.2 Unless otherwise provided in the Articles, the issue of new shares of the Company shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new shares shall at all times be subject to the sufficiency of the authorized capital of the Company.

2.3 After the application for trading of the shares on the ESM has been approved by the TPEx, where the Company increases its issued share capital by issuing new shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the ROC to the public ("**Public Offering Portion**") unless it is not necessary or appropriate, as determined by the FSC, the TPEx or TSE (as applicable) for the Company to conduct the aforementioned public offering or otherwise provided by Applicable Law. However, if a percentage higher than the aforementioned 10% is resolved by the Members in a general meeting by Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail and shares corresponding to such percentage shall be reserved as Public Offering Portion. The Company may also reserve 10% to 15% of such new shares for subscription by the employees of the Company and its Subsidiaries (the "**Employee Subscription Portion**"). The Company may prohibit such employees from transferring the shares so subscribed within a certain period; provided, however, that such a period cannot be more than two years.

2.4 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its issued share capital by issuing new shares for cash consideration pursuant to Article 2.3 hereof, after allocation of the Public Offering Portion, including, for the avoidance of doubt, any percentage in excess of 10% of the total amount of the new shares to be issued for offering in the ROC to the public as resolved by the Members in general meeting be offered pursuant to Article 2.3, and the Employee Subscription Portion pursuant to Article 2.3 hereof, the Company shall make a public announcement and notify each Member that he is entitled to exercise a pre-emptive right to purchase his pro rata portion of the remaining new shares, to be issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members the procedures for exercising such pre-emptive rights. Where an exercise of the pre-emptive right may result in fractional entitlement of a Member, the entitlements (including fractional entitlements) of two or more Members may be combined to jointly subscribe for one or more whole new shares in the name of a single Member, subject to compliance with such directions and terms and conditions as determined by the Board and the Applicable Public Company Rules. If the total number of the new shares to be issued has not been fully subscribed for by the Members within the prescribed period, the Company may consolidate such shares into the public offering tranche or offer any un-subscribed new shares to a specific person or persons in such manner as is consistent with the Applicable Public Company Rules.

If any person who has subscribed the new shares (by exercising the aforesaid pre-emptive right of Members or subscribing the Public Offering Portion or the Employee Subscription Portion) fails to pay when due any amount of the subscription price in relation to such newly-issued shares within the payment period as determined by the Company, the Company shall fix a period of no less than one month and call for payment of the subscription price or the Company may declare a forfeiture of such subscription. No forfeiture of such subscription shall be declared as against any such person unless the amount due thereon shall remain unpaid for such period after such demand has been made. Notwithstanding the provisions of the preceding sentence, forfeiture of the subscription may be declared without the demand process if the payment period for subscription price set by the Company is one month or longer. Upon forfeiture of the subscription, the shares remaining unsubscribed to shall be offered for subscription in such manner as is consistent with the Applicable Public Company Rules.

2.5 Subject to the provisions of the Law, the Company may issue new shares with restricted rights ("**Restricted Shares**") to employees of the Company and its Subsidiaries with the sanction of a Supermajority Resolution provided that Article 2.3 hereof shall not apply in respect of the issue of such shares. For so long as the shares are traded on the ESM or listed on the TSE, the terms of issue of Restricted Shares, including but not limited to the number of Restricted Shares so issued, issue price of Restricted Shares and other related matters shall be in accordance with the Applicable Public Company Rules.

2.6 The pre-emptive right of employees under Article 2.3 and the pre-emptive right of

Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:

(a) in connection with a Merger, Spin-off, or pursuant to any reorganization of the Company;

(b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.11 hereof;

(c) in connection with the issue of Restricted Shares in accordance with Article 2.5 hereof;

(d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;

(e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares;

(f) in connection with the issue of shares in accordance with Article 14.5; or

(g) in connection with Private Placement of the securities issued by the Company.

2.7 The Company shall not issue any unpaid shares or partly paid-up shares.

2.8 Notwithstanding Article 2.5 hereof, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more employee incentive programmes and may issue shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries, and for the avoidance of doubt, resolution of the Members is not required.

2.9 Options, warrants or other similar instruments issued in accordance with Article 2.8 above are not transferable save by inheritance.

2.10 Directors of the Company and its Subsidiaries shall not be eligible for Restricted Shares pursuant to Article 2.5 hereof or the incentive programmes pursuant to Article 2.8 hereof, provided that directors who are also employees of the Company or its Subsidiaries may subscribe for Restricted Shares or participate in an incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.

2.11 The Company may enter into agreements with employees of the Company and/or the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 2.8 above, whereby employees may subscribe for, within a specific period, a specific number of the shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.

2.12 Without prejudice to any provisions in this Article 2, where shares are issued by the Company for purposes of changing the currency denomination of share capital of the Company as approved by the members at a general meeting (the "**Redenomination**"), to the extent that the percentage of shareholding interest of the members of the Company will not be affected and the members are not required to pay for any new shares issued in connection with the Redenomination (other than out of the proceeds of any share buy back of their existing shares which are subject to the Redenomination), no further approval or consent of the Member or Members shall be required.

3. Redemption and Purchase of Shares

3.1 Subject to the Law, the Company is authorised to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Member.

3.2 The Company is authorised to make payments in respect of the redemption of its shares out of capital or out of any other account or fund authorised for this purpose in accordance with the Law.

3.3 The redemption price of a redeemable share, or the method of calculation thereof, shall be fixed by the Board at or before the time of issue.

3.4 Every share certificate relating to redeemable share shall indicate that the share is redeemable.

3.5 (i) Subject to the provisions of the Applicable Law and the Articles, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own shares (including any redeemable shares) on such terms and in such manner as the Directors may determine.

(ii) Without prejudice to Article 3.5.(i), in the case of a repurchase of shares by the Company for purposes of changing the currency denomination of share capital of the Company, consent of the holders of the shares subject to such repurchase shall not be required.

3.6 In the event that the Company proposes to purchase any share traded on the ESM or listed on the TSE pursuant to the preceding Article, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares traded on the ESM or listed on the TSE for any reason.

3.7 For so long as the shares are traded on the ESM or listed on the TSE, the Company is authorised to purchase any share traded on the ESM or listed on the TSE in accordance with the following manner of purchase:

(a) the total price of the shares purchased by the Company shall not exceed the sum of retained earnings minus earnings distribution resolved by the Board or the general meeting, plus the following realized capital reserve:

(i)the premium received from the disposal of assets that has not been booked as retained earnings;

(ii)the premium paid on the issuance of any share and income from endowments received by the Company provided however that income from the shares shall not be included before such shares have been transferred to others;

(b) the maximum number of shares purchased by the Company shall not exceed ten percent of the total number of issued and outstanding shares of the Company; and

(c) the purchase shall be at such time, at such price and on such other terms as determined and agreed by the Board in its sole discretion provided however that:

(i) such purchase transactions shall be in accordance with the applicable ROC securities laws and regulations and the Applicable Public Company Rules; and

(ii) such purchase transactions shall be in accordance with the Law.

3.8 The redemption price may be paid in any manner authorised by Article 16.1.

3.9 A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by banks holding “A” licenses (as defined in the Banks and Trust Companies Act (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.

3.10 The Directors may exercise as they think fit the powers conferred on the Company by Section 37(5) of the Law (payment out of capital) but only if and to the extent that the redemption could not otherwise be made (or not without making a fresh issue of shares for this purpose).

3.11 Subject as aforesaid, the Directors may determine, as they think fit all questions that may arise concerning the manner in which the redemption of the shares shall or may be effected.

3.12 No share may be redeemed unless it is fully paid-up.

3.13 Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) shall be cancelled immediately or held as treasury shares ("**Treasury Shares**") at the discretion of the Directors.

3.14 No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up of the Company) may be made to the Company in respect of a Treasury Share.

3.15 The Company shall be entered in the Register of Members as the holder of the Treasury Shares provided that:

(a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;

(b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of the Articles or the Law.

3.16 After the Company purchases the shares traded on the ESM or listed on the TSE, any proposal to transfer the Treasury Shares to the employees of the Company and its Subsidiaries at a price below the average actual repurchase price must be approved by Special Resolution in the next general meeting and the items required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporary motion. The aggregate number of Treasury Shares resolved at all general meetings and transferred to the employees of the Company and its Subsidiaries shall not exceed 5% of the total issued shares, and each employee may not subscribe for more than 0.5% of the total issued shares in aggregate. The Company may prohibit such employees from transferring such Treasury Shares within a certain period; provided, however, that such a period cannot be more than two years.

3.17 Subject to Article 3.16 and the Applicable Public Company Rules, Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Directors.

4. Rights Attaching to Shares

Subject to Article 2.1, the Memorandum and the Articles, other contractual obligations or restrictions that the Company is bound by and any resolution of the Members to the contrary and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares, the share capital of the Company shall be divided into shares of a single class the holders of which shall, subject to the provisions of the Articles:

(a) be entitled to one vote per share;

(b) be entitled to such dividends as recommended by the Board and approved by the Members at general meeting;

(c) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganization or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and

(d) generally be entitled to enjoy all of the rights attaching to shares.

5. Share Certificates

5.1 The Company may issue shares in uncertificated/scripless form or issue share certificates. Where share certificates are issued, every Member shall be entitled to a certificate issued under the Seal (or a facsimile thereof), which shall be affixed or imprinted with the authority of the Board, specifying the number and, where appropriate, the class of shares held by such Member. The Board may by resolution determine, either generally or in a particular case, that any or all signatures on certificates may be printed thereon or affixed by mechanical means. For so long as the shares are traded on the ESM or listed on the TSE, shares of the Company shall be issued in uncertificated/scripless form unless the issuance of share certificates is required by the provisions of the Applicable Public Company Rules.

5.2 If any share certificate shall be proved to the satisfaction of the Board to have been worn out, lost, mislaid, or destroyed the Board may cause a new certificate to be issued and request an indemnity for the lost certificate if it sees fit.

5.3 Share may not be issued in bearer form.

5.4 When the Company shall issue share certificates pursuant to Article 5.1 hereof, the Company shall deliver the share certificates to the subscribers within thirty (30) days from the date such share certificates may be issued pursuant to the Law, the Memorandum, the Articles, and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such share certificates pursuant to the Applicable Public Company Rules.

5.5 Where the Company shall issue the shares in uncertificated/scripless form, the Company shall comply with the Law and the Applicable Public Company Rules to handle relevant matters, and shall deliver the shares to the subscribers by book-entry transfer through the book-entry system of the TDCC within thirty days after the Company is permitted by applicable listing laws and regulations to issue such shares and make a public announcement prior to the delivery.

6. Preferred Shares

6.1 The Company may by Special Resolution designate one or more classes of shares with preferred or other special rights as the Company, by Special Resolution, may determine (shares with such preferred or other special rights, the "Preferred Shares"), and cause to be set forth in the Articles.

6.2 For so long as the shares are traded on the ESM or listed on the TSE, the rights and obligations of Preferred Shares may include (but not limited to) the following terms and shall be consistent with the Applicable Public Company Rules:

(a) the order of priority and fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;

(b) the order of priority and fixed amount or fixed ratio of allocation of surplus assets of the Company;

(c) the order of priority for or restriction on the voting right(s) (including declaring no voting rights whatsoever) of the Members holding the Preferred Shares;

(d) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply; and

(e) other matters concerning rights and obligations incidental to Preferred Shares.

REGISTRATION OF SHARES

7. Register of Members

(a) For so long as shares are traded on the ESM or listed on the TSE, the Board shall cause to be kept a Register of Members which may be kept outside the Cayman Islands at such place as the Directors shall appoint and which shall be maintained in accordance with the Law and the Applicable Public Company Rules.

(b) In the event that the Company has shares that are not traded on the ESM or listed on the TSE, the Company shall also cause to be kept a register of such shares in accordance with Section 40 of the Law.

8. Registered Holder Absolute Owner

Except as required by law:

(a) no person shall be recognised by the Company as holding any share on any trust; and

(b) no person other than the Member shall be recognised by the Company as having any right in a share.

9. Transfer of Registered Shares

9.1 Title to shares traded on the ESM or listed on the TSE may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules (including through the book-entry system of the TDCC).

9.2 All transfers of shares which are in certificated form may be effected by an instrument of transfer in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and, if the Board so requires, by or on behalf of the transferee. Without prejudice to the foregoing, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. Notwithstanding the foregoing, an instrument of transfer shall not be required for a repurchase of shares by the Company for purposes of changing the currency of share capital of the Company.

9.3 The Board may refuse to recognise any instrument of transfer in respect of shares in certificated form unless it is accompanied by the certificate in respect of the shares to which it relates and by such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

9.4 The joint holders of any share may transfer such share to one or more of such joint holders, and the surviving holder or holders of any share previously held by them jointly with a deceased Member may transfer any such share to the executors or administrators of such deceased Member.

9.5 The Board may in its absolute discretion and without assigning any reason therefor refuse to register the transfer of a share in certificated form in the event such registration of transfer would (i) conflict with the Applicable Law; or (ii) conflict with the Memorandum and/or the Articles. If the Board refuses to register a transfer of any share, the Secretary shall, within three months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of the refusal.

10. Transmission of Registered Shares

10.1 In the case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognised by the Company as having any title to the deceased Member's interest in the shares. Nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased Member with other persons. Subject to the provisions of Section 39 of the Law, for the purpose of this Article, legal personal representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, decide as being properly authorised to deal with the shares of a deceased Member.

10.2 Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may be registered as a Member upon such evidence as the Board may deem sufficient or may elect to nominate some person to be registered as a transferee of such share.

10.3 On the presentation of the evidence as the Board may require to prove the title of the transferor, the transferee shall be registered as a Member. Notwithstanding the foregoing, the Board shall, in any case, have the same right to decline or suspend registration or refuse registration as stipulated in Article 9.5 as it would have had in the case of a transfer of the share by that Member before such Member's death or bankruptcy, as the case may be.

10.4 Where two or more persons are registered as joint holders of a share or shares, then in the event of the death of any joint holder or holders the remaining joint holder or holders shall be absolutely entitled to the said share or shares and the Company shall recognise no claim in respect of the estate of any joint holder except in the case of the last survivor of such joint holders.

11. Alteration of Capital

11.1 The Company may from time to time by Ordinary Resolution:

(a) increase its share capital by such sum, to be divided into shares of such classes and amount, as the resolution shall prescribe;

(b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;

(c) convert all or any of its paid up shares into stock and reconvert that stock into paid up shares of any denomination;

(d) sub-divide its existing shares, or any of them into shares of a smaller amount provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in case of the share from which the reduced share is derived and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares; or

(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

11.2 The Board may settle as it considers expedient any difficulty which arises in relation to any consolidation and division under the last preceding Article and in particular but without prejudice to the generality of the foregoing may issue certificates in respect of fractions of shares or arrange for the sale of the shares representing fractions and the distribution of the new proceeds of sale (after deduction of the expenses of such sale) in due proportion amongst the Members who would have been entitled to the fractions, and for this purpose the Board may authorise some person to transfer the shares representing fractions to their purchaser or resolve that such net proceeds be paid to the Company for the Company's benefit. Such purchaser will not be bound to see to the application of the purchase money nor will his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

SPECIAL RESOLUTION AND SUPERMAJORITY RESOLUTION

12. Special Resolution and Supermajority Resolution

12.1 Subject to the Law and the Articles, the Company may from time to time by Special Resolution:

(a) change its name;

(b) alter or add to the Articles;

(c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;

(d) reduce its share capital and any capital redemption reserve fund; or

(e) issue securities by way of Private Placement within the territory of the ROC in accordance with the Applicable Public Company Rules.

12.2 Notwithstanding Article 12.1(e) hereof, the ordinary corporate bonds to be issued through Private Placement by the Company in accordance with the Articles and the Applicable Public Company Rules may be offered in different tranches within one year of the date of the meeting of the Directors approving such Private Placement.

12.3 Subject to the Law and Article 12.4, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution:

(a) effecting any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 17 hereof;

(b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Resolution only), Share Swap, or Spin-off of the Company;

(c) entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;

(d) the transferring of the whole or any essential part of the business or assets of the Company;

(e) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation; or

(f) issuing employee stock options at an issue price lower than the closing price of the shares on the issue date provided that in no event shall the issue price be lower than the par value per share.

12.4 Subject to the Law, the Company may be wound up voluntarily:

(a) if the Company resolves by Ordinary Resolution that it be wound up voluntarily because the Company is unable to pay its debts as they fall due; or

(b) if the Company resolves by Special Resolution that it be wound up voluntarily for reasons other than set out in Article 12.4(a) above.

13. Variation of Rights Attaching to Shares

If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound-up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the shares of the class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of shares, such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of shares. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith. To any such meeting all the provisions of the Articles relating to general meetings shall apply *mutatis mutandis*.

DIVIDENDS AND CAPITALISATION

14. Dividends

14.1 The Board may, subject to approval by the Members by way of Ordinary Resolution or, in the case of Article 12.3(a), Supermajority Resolution and subject to the Articles and any direction of the Company in general meeting, declare a dividend to be paid to the Members in proportion to the number of shares held by them, and such dividend may be paid in cash, shares or, subject to Article 14.2, wholly or partly in specie. No unpaid dividend shall bear interest as against the Company.

14.2 Subject to the provisions of Article 14.1, the Directors may determine that a dividend shall be paid wholly or partly by the distribution of specific assets (which may consist of the shares or securities of any other company) and may settle all questions concerning such distribution, subject, however to obtaining the prior consent of any shareholder to whom it is proposed to make a distribution in specie and a valuation of the assets for distribution from an ROC certified public accountant, prior to the Directors fixing the value of the assets for distribution. The Directors may make cash payments to some Members on the footing of the value so fixed in order to adjust the rights of Members. Without limiting the foregoing generality, the Directors may vest any such specific assets in trustees on such terms as the Directors think fit and may issue fractional shares.

14.3 Subject to the Applicable Law, no dividends or other distribution shall be paid except out of profits of the Company, realised or unrealised, out of share premium account or any reserve, fund or account as otherwise permitted by the Law. Except as otherwise provided by the rights attached to any shares, all dividends and other distributions shall be paid according to the number of the shares that a Member holds. If any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividends accordingly.

14.4 Subject to the Law and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits in accordance with a proposal for profits distribution approved by the Board and sanctioned by the Members by an Ordinary Resolution, in annual general meetings.

14.5 Unless otherwise provided in the Law, the Applicable Public Company Rules or the Articles, upon the final settlement of the Company's annual accounts, if there is "surplus profit" (as defined below), the Company shall set aside an amount as compensation to employees and remuneration for the Directors as follows; provided however that, if the Company has accumulated losses, the Company shall reserve an amount thereof first to making up such losses:

(a) one per cent (1%) to ten per cent (10%) as compensation to employees ("**Employees' Compensations**"), including employees of the Company's Subsidiaries; and

(b) no more than three per cent (3%) as remuneration for the Directors (excluding the Independent Directors) ("**Directors' Remuneration**").

The distribution proposals in respect of Employees' Compensation and Directors' Remuneration shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors and submitted to the shareholders' meeting for report. However, if the Company has accumulated losses, the Company shall reserve an amount thereof for making up the losses before proceeding with the abovementioned distributions and allocation. The "surplus profit" referred to above means the net profit before tax and for the avoidance of doubt, such amount is before any payment of compensation to employees and remuneration for the Directors.

Subject to the Applicable Law, the Employees' Compensations shall be appropriated in the form of cash or stock.

For so long as the shares are traded on the ESM or listed on the TSE, if there are profits, in making the profits distribution recommendation, the Board shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; (iii) ten per cent (10%) as reserve ("**Statutory Reserve**") (unless the Statutory Reserve has reached the total paid-up capital of the Company); and (iv) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules.

In the event that the Company sets aside a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules, for the Company's accumulated deductions on other equity interests booked in previous years and net increase in the fair value of investment property held by the Company, the Company shall set aside a special surplus reserve in an amount equal to the net amount of such accumulated deductions and increase in fair value from undistributed profits in previous years; if the amount of the special surplus reserve required to be set aside is greater than that of the undistributed profits, the shortfall shall be covered by the net profit after tax of the current financial year plus items other than such net profit after tax classified as undistributed profits of the current financial year.

The dividend policy of the Company depends on the Company's current and future investment environment, capital needs, industry competition and capital budgeting, and takes into account the Members' interests and the Company's long-term financial plans. The dividend distribution shall not be less than twenty-five per cent (25%) of the current distributable profits (the "**Base Distributable Profits**") in principle, and such dividends shall be distributed to the Members in proportion to their shareholdings. Dividends to be distributed to the Members may be made in the form of cash dividend or stock dividend or a combination thereof, provided that, the cash dividend shall not be less than ten per cent (10%) of the total amount of dividend payable. However, (i) if the Board deems that it would be more appropriate to adopt a conservative dividend policy after considering the aforementioned factors, the dividend distribution shall not be less than fifty per cent (50%) of the Base Distributable Profits, and the cash dividend shall not be less than ten per cent (10%) of the total amount of dividend payable; and (ii) if the current distributable profits are less than five per cent (5%) of the paid-in capital of the Company, the Board may resolve not to distribute any dividends and submit such proposal to the Members for their approval in the general meetings.

The term "current distributable profits" referred to in the preceding paragraph means the remaining profits of the relevant financial year after payment of tax, offsetting losses incurred in previous years, setting aside the Statutory Reserve, and setting aside the special surplus reserve in accordance with the fourth and fifth paragraphs of this Article 14.5, excluding undistributed profits in previous years.

The Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, distribute dividends, bonuses or other distribution from the Capital Reserve and Statutory Reserve payable, in part or in whole, in cash and report the same to the Members at the general meetings.

14.6 The Board shall fix any date as the record date for determining the Members entitled to receive any dividend or other distribution.

14.7 For the purpose of determining Members entitled to receive payment of any dividend or other distributions, the Directors may provide that the Register of Members be closed for transfers for five (5) days before the relevant record date or such other period consistent with the Applicable Public Company Rules subject to compliance with the Law**.**

15. Capital Reserve and Power to Set Aside Profits

15.1 The Board may, before declaring a dividend, set aside out of the surplus or profits of the Company, such sum as it thinks proper as a reserve to be used to meet contingencies or for meeting the deficiencies for implementing dividend distribution plans or for any other purpose to which those funds may be properly applied. Pending application, such sums may be in the absolute discretion of the Directors either be employed in the business of the Company or invested in such investment as Directors may from time to time think fit, and need not be kept separate from other assets of the Company. The Directors may also, without placing the same to reserve, carry forward any profit which they decide not to distribute.

15.2 Subject to any direction from the Company in general meeting, the Directors may on behalf of the Company exercise all the powers and options conferred on the Company by the Law in regard to the Capital Reserve. Subject to Article 23.2 and compliance with the Law, the Directors may on behalf of the Company set off accumulated losses against credits standing in the Statutory Reserve and Capital Reserve, and make distributions out of the Capital Reserve.

16. Method of Payment

16.1 Any dividend, interest, or other monies payable in cash in respect of the shares may be paid by wire transfer to the Member’s designated account or by cheque or draft sent through the post directed to the Member at such Member's address in the Register of Members, or to such person and to such address as the holder may in writing direct.

16.2 In the case of joint holders of shares, any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or draft sent through the post directed to the address of the holder first named in the Register of Members, or to such person and to such address as the holder may in writing direct. If two or more persons are registered as joint holders of any shares any one can give an effectual receipt for any dividend paid in respect of such shares.

17. Capitalisation

Subject to the Law and Article 12.3(a), the Board may capitalise any sum for the time being standing to the credit of the Capital Reserve or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

MEETINGS OF MEMBERS

18. Annual General Meetings

18.1 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, which shall be called by the Board.

18.2 The general meetings (including annual general meetings and extraordinary general meetings) shall be held at such time and place as the Chairman or any two Directors or any Director and the Secretary or the Board shall appoint.

18.3 For so long as the shares are traded on the ESM or listed on the TSE, unless otherwise provided by the Law, the physical general meetings shall be held in the ROC. If the

Board resolves to hold a physical general meeting outside the ROC, the Company shall apply for the approval of the ESM (in the case that the shares are traded on the ESM) or the TSE (in the case that the shares are listed on the TSE) thereof within two days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

18.4 A general meeting may be held by way of video conference or in a manner consistent with the Applicable Public Company Rules or other methods announced by the competent authority of the ROC in charge of the Company Law of the ROC in relation to the general meeting of a company incorporated thereunder (to be applied mutatis mutandis). For the avoidance of doubt, under circumstance in consequence of any natural disaster, incident, or act of God, the competent authority of the ROC in charge of the Company Law of the ROC may announce that a company incorporated thereunder may hold its general meeting by way of video conference or any other methods within a certain period of time. Where a general meeting is held by way of video conference, a Member who has participated in such general meeting by way of video conference shall be deemed to be present in person at such general meeting. The prerequisites, procedures, and other matters to be complied with in connection with holding a general meeting by way of video conference shall follow the Applicable Public Company Rules.

19. Extraordinary General Meetings

19.1 General meetings other than annual general meetings shall be called extraordinary general meetings.

19.2 The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary or is desirable.

19.3 For so long as the shares are traded on the ESM or listed on the TSE, the Board shall on a Member's requisition as defined in Article 19.4 forthwith proceed to convene an extraordinary general meeting of the Company.

19.4 A Member's requisition set forth in Article 19.3 is a requisition of one or more Members of the Company holding in the aggregate at the date of deposit of the requisition not less than three per cent (3%) of the total number of issued shares of the Company which as at that date have been held by such Member(s) for at least one year.

19.5 The Member's requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office and the Company's stock affairs agent located in the ROC, and may consist of several documents in like form each signed by one or more requisitionists.

19.6 If the Board does not within fifteen (15) days from the date of the deposit of the Member's requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Board.

19.7 For so long as the shares are traded on the ESM or listed on the TSE, any one or more Members holding in aggregate more than half of the total number of the issued shares of the Company as at the relevant Book Closure Period for at least three consecutive months may convene an extraordinary general meeting.

20. Notice

20.1 Before the shares are traded on the ESM or listed on the TSE, at least five days' notice of a general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting.

20.2 For so long as the shares are traded on the ESM or listed on the TSE, at least thirty days' notice of an annual general meeting, and at least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting. The notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior written consent from the recipient(s) thereof.

20.3 For so long as the shares are traded on the ESM or listed on the TSE, the Board shall fix a record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with Applicable Public Company Rules and close its Register of Members accordingly in accordance with Applicable Public Company Rules. The Board shall fix the period that the Register of Members shall be closed for transfers in accordance with the Applicable Public Company Rules (the "**Book Closure Period**").

20.4 Subject to Article 23.4, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

20.5 For so long as the shares are traded on the ESM or listed on the TSE, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2 hereof, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 20.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules.

20.6 For so long as the shares are traded on the ESM or listed on the TSE, the following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion:

(a) election or discharge of Directors,

(b) alteration of the Memorandum or Articles,

(c) reduction of share capital,

(d) application for de-registration as a public company in the ROC,

(e) (i) dissolution, Merger, Share Swap or Spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,

(f) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business,

(g) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 17,

(h) making distributions of new shares or cash out of the Statutory Reserve, the premium received on the issuance of any shares and income from endowments received by the Company to its Members,

(i) Private Placement of any equity-related securities to be issued by the Company, and

(j) issuance of employee stock options at an issue price lower than the closing price of the shares on the issue date.

The material contents of the above matters may be uploaded onto the website designated by the FSC or the Company, and such website shall be indicated in the notice of general meeting.

20.7 For so long as the shares are traded on the ESM or listed on the TSE, the Board shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the Registered Office (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review, transcribe or make copies of the foregoing documents, and the Company shall cause the stock affairs agent to provide such Members with access to above documents.

20.8 For so long as the shares are traded on the ESM or listed on the TSE, the Company shall make available all the statements and records prepared by the Board and the report prepared by the Audit Committee which will be submitted to the Members at the annual general meeting at the Registered Office (if applicable) and its stock affairs agent located in the ROC ten (10) days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.

20.9 The Board or any person who is entitled to convene a general meeting under the Articles may demand the Company or the Company's stock affairs agent to provide the Register of Members.

21. Giving Notice

21.1 Any Notice or document, whether or not to be given or issued under the Articles from the Company to a Member, shall be in writing either by delivering it to such Member in person or by sending it by letter mail or courier service to such Member at his registered address as appearing in the Register of Members or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address. For the purpose of this Article, a notice may be sent via electronic means if so agreed to by the Members in writing.

21.2 Any Notice or other document shall be deemed to be effective when it is sent in accordance with Articles 20 and 21 of the Articles.

Any Notice or document may be given to a Member either in the English language or the Chinese language, subject to due compliance with all Applicable Law, rules and regulations.

This Article shall apply *mutatis mutandis* to the service of any document by a Member on the Company under the Articles.

22. Postponement of General Meeting

The Board may postpone any general meeting called in accordance with the provisions of the Articles provided that notice of postponement is given to each Member before the time for such meeting. A notice stating the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of the Articles provided that in the event that the Members resolve to postpone the general meeting to a specified date which is not more than five days, Articles 20.1, 20.2, 20.3, 20.4, 20.5 and 21 do not apply and notice of the adjournment shall not be required.

23 Quorum and Proceedings at General Meetings

23.1 No resolutions shall be adopted unless a quorum is present. Unless otherwise provided for in the Articles, Members present in person or by proxy or in the case of a corporate Member, by corporate representative, representing more than one-half of the total issued shares of the Company entitled to vote, shall constitute a quorum for any general meeting.

23.2 For so long as the shares are traded on the ESM or listed on the TSE, the Board shall submit business reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of the Company for ratification by the Members in a manner consistent with the Applicable Public Company Rules. After ratification by the Members at the general meeting, the Board shall distribute copies of or announce to the public the ratified financial statements and the Company's resolutions on distribution of profits or allocation of losses, to each Member or otherwise make the same available to the Members in accordance with the Applicable Public Company Rules.

23.3 Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote at the meeting shall be decided by a show of hands.

23.4 For so long as the shares are traded on the ESM or listed on the TSE, if and to the extent permitted under the Law, nothing in the Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the convening of any general meeting or the passage of any resolution in violation of applicable laws or regulations or the Articles within 30 days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court of the first instance for adjudicating any disputes arising out of the foregoing.

23.5 Unless otherwise expressly required by the Law, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.

23.6 For so long as the shares are traded on the ESM or listed on the TSE, member(s) holding one per cent (1%) or more of the Company's total issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company in writing or by electronic means designated by the Company one matter for discussion at an annual general meeting. The Company shall give a public notice in such manner and at such time as permitted by Applicable Law specifying the place and a period of not less than ten (10) days for Members to submit proposals. The Board shall include a proposal unless (a) the proposing Member(s) holds less than one per cent (1%) of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting or the proposal exceeds 300 Chinese characters; (c) the proposing Member(s) has/have proposed more than one proposal; or (d) the proposal is submitted to the Company after the date fixed and announced by the Company for accepting Member(s)' proposal(s). If any of the proposals submitted by such Member(s) is to urge the Company to promote public interests or fulfill its social responsibilities, the Board may accept such proposal to be discussed at a general meeting.

23.7 The rules and procedures of general meetings shall be established by the Board and approved by an Ordinary Resolution, and such rules and procedures shall be in accordance with the Law, the Articles and the Applicable Public Company Rules.

24. Chairman to Preside

24.1 The Chairman shall act as chairman at all meetings of the Members at which such person is present. In his absence the Directors who are present at the meeting of Members shall elect one from among themselves to act as the chairman at such meeting in lieu of the Chairman.

24.2 For so long as the shares are traded on the ESM or listed on the TSE, the chairman at all meetings of the Members shall be appointed in accordance with the Applicable Public Company Rules.

25. Voting on Resolutions

25.1 Subject to any rights, privileges or restrictions attached to any share, every Member who (being an individual) is present in person or by proxy or (in the case of a corporation or other non-natural person) by duly authorized corporate representative(s) or by proxy shall have one vote for every share of which he is the holder. A Member who holds shares for benefit of others, need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of shares he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other matters with respect to exercising voting power separately shall comply with the Applicable Public Company Rules.

25.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of shares unless he is registered as a Member on the record date for such meeting.

25.3 Votes may be cast either in person or by proxy. A Member may appoint another person as his proxy by specifying the scope of appointment in the proxy instrument prepared by the Company to attend and vote at a general meeting, provided that a Member may appoint only one proxy under one instrument to attend and vote at such meeting.

25.4 Subject to the Law, for so long as the shares are traded on the ESM or listed on the TSE, the Company shall provide the Members with a method for exercising their voting power by way of electronic transmission; provided, however, that the Company shall provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission if otherwise required under the Applicable Public Company Rules. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power is exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

25.5 In the event any Member who intended to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant to Article 25.4 hereof later intends to attend the general meetings in person, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous voting decision. Such separate notice shall be sent to the Company in the same manner (e.g., by courier, registered mail or electronic transmission, as applicable) as the previous voting decision under Article 25.4 was given to the Company. Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.

25.6 A Member who has served the Company with his voting decision in accordance with Article 25.4 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with the Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.

26. Proxies

26.1 The instrument of proxy shall be in the form approved by the Board from time to time and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.

26.2 An instrument of proxy shall be in writing, be executed under the hand of the appointor in writing, or, if the appointor is a corporation or other non-natural person, under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.

26.3 For so long as the shares are traded on the ESM or listed on the TSE, subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affair agents approved pursuant to Applicable Public Company Rules, save with respect to the Chairman being deemed appointed as proxy under Article 25.4, in the event a person acts as the proxy for two or more Members, the total number of issued and voting shares entitled to be voted as represented by such proxy shall be no more than three per cent (3%) of the total number of issued and voting shares of the Company immediately prior to the relevant book closed period, during which the Company close its Register of Member; any vote in respect of the portion in excess of such three per cent (3%) threshold shall not be counted.

26.4 In the event that a Member exercises his voting power by way of a written ballot or electronic transmission and has also authorised a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.

26.5 The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the ROC or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company not less than five (5) days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, save with respect to the Chairman being deemed appointed as proxy under Article 25.4. Where more than one instrument to vote are received from the same Member by the Company, the first instrument received shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the later-received instrument.

27. Proxy Solicitation

For so long as the shares are traded on the ESM or listed on the TSE, the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

28. Dissenting Member's Appraisal Right

28.1 Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has abstained from voting in respect of or voted against such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the meeting, may request the Company to purchase all of his shares at the then prevailing fair price:

(a) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;

(b) the Company transfers the whole or an essential part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;

(c) acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company;

(d) the Company proposes to undertake a Spin-off, Merger or Share Swap; or

(e) the Company generally assumes all the assets and liabilities of another person or generally assigns all its assets and liabilities to another person.

Shares which have been abstained from voting in accordance with this Article 28.1 shall not be counted in determining the number of votes of the Members being cast at a general meeting but shall be counted towards the quorum of the general meeting.

28.2 Without prejudice to the Law, any Member exercising his rights in accordance with Article 28.1 (the "**Dissenting Member**") shall, within twenty (20) days from the date of the resolution passed at the general meeting, give his written notice of objection with the repurchase price proposed by him. If the Company and the Dissenting Member agree on a price at which the Company will purchase the Dissenting Member's shares, the Company shall make the payment within ninety (90) days from the date of the resolution passed at the general meeting. If, within ninety (90) days from the date of the resolution passed at the general meeting, the Company and the Dissenting Member fail to agree on a price at which the Company will purchase the Dissenting Member's shares, the Company shall pay the fair price it deems fit to the Dissenting Member within ninety (90) days from the date of the resolution passed at the general meeting. If the Company fails to pay the fair price it deems fit to the Dissenting Member within the ninety-day period, the Company shall be deemed to agree on the repurchase price proposed by such Dissenting Member.

28.3 Without prejudice to the Law, if, within sixty (60) days from the date of the resolution passed at the general meeting, the Company and the Dissenting Member fail to agree on a price at which the Company will purchase such Dissenting Member's shares, then, within thirty (30) days immediately following the date of the expiry of such sixty-day period, the Company shall file a petition with the court against all the Dissenting Members for a determination of the fair price of the Shares held by all the Dissenting Members. The Taiwan Taipei District Court, ROC, may be the court of the first instance for this matter.

Notwithstanding the above provisions under this Article 28, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Law to payment of the fair value of his shares upon dissenting from a merger or consolidation.

29. Shares that May Not be Voted

29.1 Shares held:

(a) by the Company itself;

(b) by any entity in which the Company owns, legally or beneficially, more than fifty per cent (50%) of its total issued and voting share or share capital; or

(c) by any entity in which the Company, together with (i) the holding company of the Company and/or (ii) any Subsidiary of (a) the holding company of the Company or (b) the Company owns, legally or beneficially, directly or indirectly, more than fifty per cent (50%) of its issued and voting share or share capital.

shall not carry any voting rights nor be counted in the total number of issued shares at any given time but only for so long as the circumstances as set out in sub-paragraphs (a) to (c) (as applicable) above continue.

29.2 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with and impair those of the Company, shall abstain from voting such Member's shares in regard to such motion and such shares shall not be counted in determining the number of votes of the Members present at the said meeting. However, such shares may be counted in determining the number of shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.

29.3 For so long as the shares are traded on the ESM or listed on the TSE, if the number of shares pledged by a Director at any time amounts to more than 50% of the total shares held by such Director at the time of his latest appointment, such pledged shares exceeding 50% of the total shares held by such Director at the time of his latest appointment, up to 50% of the total number of shares held by the Director at the time of his latest appointment, shall not carry any voting rights and such above-threshold shares shall not be counted in determining the number of votes of the Members present at a general meeting.

30. Voting by Joint Holders of Shares

In the case of joint holders, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

31. Representation of Corporate Member

31.1 A corporation or non-natural person which is a Member may, by written instrument, authorise such person or persons as it thinks fit to act as its representative at any meeting of the Members and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation or such non-natural person which such person represents as that corporation or non-natural person could exercise if it were an individual Member, and that Member shall be deemed to be present in person at any such meeting attended by its authorised representative or representatives.

31.2 Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at general meetings on behalf of a corporation or non-natural person which is a Member.

32. Adjournment of General Meeting

The chairman of a general meeting may, with the consent of a majority in number of the Members present at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, a notice stating the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of the Articles.

33. Directors Attendance at General Meetings

The Directors of the Company shall be entitled to receive notice of, attend and be heard at any general meeting.

DIRECTORS AND OFFICERS

34. Number and Term of Office of Directors

34.1 There shall be a Board consisting of no less than seven (7) and no more than eleven (11) persons. The term of office for each Director shall not exceed a period of three (3) years provided that in the event the expiration of the term of office of such Directors would otherwise leave the Company with no Directors, the term of office of such Directors shall be extended automatically to the date of the general meeting next following the expiration of such term, at which new Directors will be elected to assume office. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the number of Directors, subject to the foregoing and the Applicable Law.

34.2 For so long as the shares are traded on the ESM or listed on the TSE, unless otherwise approved by the TPEx (in the case that the shares are traded on the ESM) or the TSE (in the case that the shares are listed on the TSE), the number of Directors having a spousal relationship or Family Relationship within Second Degree of Kinship with any other Directors shall be less than half of the total number of Directors.

34.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 34.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 34.2 hereof. Any person who has already served as a Director but is in violation of the aforementioned requirements shall be automatically discharged from his office effective from such violation without any action required on behalf of the Company.

34.4 For so long as the shares are listed on the TSE, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors accounting for not less than one-fifth of the total number of Directors. To the extent required by the Applicable Public Company Rules, at least two of the Independent Directors shall be domiciled in the ROC and at least one of them shall have accounting or financial expertise. Before the shares are listed on the TSE, the Board may resolve that the Company shall hold an election of Independent Director(s) at the general meeting.

34.5 The Directors (including Independent Directors and Directors other than Independent Directors) shall be nominated by adopting the candidate nomination system specified in the Applicable Public Company Rules for so long as the shares are traded on the ESM or listed on the TSE.

34.6 Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be consistent with the Applicable Public Company Rules.

35. Election of Directors

35.1 The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 35.2 below. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to elect one or more Directors.

35.2 The Director(s) shall be elected by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as "**Cumulative Voting**") in the following manner:

(a) on an election of Directors, the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of Directors nominated for appointment at the general meeting;

(b) the Member(s) may vote all or part of their cumulated votes in respect of one or more Director candidates;

(c) such number of Director candidates receiving the highest number of votes in the same category (namely, independent or non-independent) of Directors to be elected shall be appointed; and

(d) where two or more Director candidates in the same category receive the same number of votes and as a result the total number of new Directors in such category intended to be appointed is exceeded, there shall be a draw by such Director candidates receiving the same number of votes to determine who shall be appointed; the chairman of the meeting shall draw for a Director nominated for appointment who is not present at the general meeting.

35.3 For so long as the shares are traded on the ESM or listed on the TSE, if the number of Independent Directors is less than three (3) persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty (60) days from the date of resignation or removal of last Independent Director, a general meeting to elect succeeding Independent Directors to fill the vacancies. If the Independent Directors domiciled in the ROC have resigned or have been removed or vacated which results in less than two Independent Directors domiciled in the ROC, the Board shall, within sixty (60) days from the date of resignation or removal of the last retiring Independent Director domiciled in the ROC, hold a general meeting to elect succeeding Independent Directors to fill the vacancies.

35.4 For so long as the shares are traded on the ESM or listed on the TSE, if the number of Directors is less than seven (7) persons due to the vacancy of Director(s) for any reason, the Company shall call an election of Director(s) at the next following general meeting to fill the vacancies. When the number of vacancies in the Board of the Company equals to one third of the total number of Directors elected, the Board shall hold, within sixty (60) days from the date of the occurrence of vacancies, a general meeting to elect succeeding Directors to fill the vacancies.

35.5 Where a legal entity is a Member, its authorized representative may be elected as Director of the Company in accordance with the Articles. If there are more than one authorized representatives, each of them may be nominated for election at a general meeting.

36. Removal of Directors

36.1 The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead. Where re-election of all Directors is effected prior to the expiration of the term of office of existing Directors, the term of office of all current Directors is deemed to have expired on the date of the re-election or any other date as otherwise resolved by the Members at the general meeting if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to re-elect all Directors. If the term of office of all Directors expires at the same time and no general meeting was held before such expiry for re-election, their term of office shall continue and be extended to such time when new Directors are elected or re-elected in the next general meeting and they commence their office.

36.2 For so long as the shares are traded on the ESM or listed on the TSE, in case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or is in serious violation of applicable laws, regulations and/or the Articles, but has not been removed by a Supermajority Resolution, the Member(s) holding three per cent (3%) or more of the total number of issued shares of the Company may, within thirty (30) days after such general meeting, to the extent permissible under Applicable Law, institute a lawsuit to remove such Director. The Taiwan Taipei District Court, ROC, may be the court of the first instance for this matter.

37. Vacation of Office of Director

37.1 The office of Director shall be vacated:

(a) if the Director is removed from office pursuant to the Articles;

(b) if the Director dies;

(c) if the Director is automatically discharged from his office in accordance with Article 34.3;

(d) if the Director resigns his office by notice in writing to the Company;

(e) if the Director is the subject of a court order for his removal in accordance with Article 36.2;

(f) if the Director is automatically removed in accordance with Article 37.2;

(g) if the Director ceases to be a Director in accordance with Article 37.3; or

(h) with immediate effect without any action required on behalf of the Company if

i) the Director has been adjudicated bankrupt or the court has declared a liquidation process in connection with the Director, and such Director has not been reinstated to his rights and privileges;

(ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Applicable Law;

(iii) the Director has been adjudicated of the commencement of assistantship (as defined under the Taiwan Civil Code) or similar declaration and such assistantship/declaration having not been revoked yet;

(iv) the Director has committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and (A) has not commenced to serve the term of the sentence yet, or (B) has commenced to serve the term of sentence but not yet served the full term or (C) less than five years have elapsed from the date of completion of the full sentence, the date of expiry of probation period or the date on which the Director has been pardoned;

(v) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one year, and (A) has not commenced to serve the term of the sentence yet, or (B) has commenced to serve the term of sentence but not yet served the full term or (C) less than two years have elapsed from the date of completion of the full sentence, the date of expiry of probation period or the date on which the Director has been pardoned;

(vi) the Director has been adjudicated guilty by a final judgment for committing offenses under the Taiwan Anti-Corruption Act during the time of his public service, and (A) has not commenced to serve the term of the sentence yet, or (B) has commenced to serve the term of sentence but not yet served the full term or (C) less than two years have elapsed from the date of completion of the full sentence, the date of expiry of probation period or the date on which the Director has been pardoned; or

(vii) the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet.

In the event that any of the foregoing events specified in Article 37.1(h) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.

37.2 In case a Director (other than an Independent Director) has, during the term of office as a Director (other than an Independent Director), transferred more than one half of the Company's shares being held by him at the time he was elected, he shall, *ipso facto*, be removed automatically from the office of Director with immediate effect and in such case no approval from the Members shall be required.

37.3 If a Director (other than an Independent Director) has, after having been elected as a Director (other than an Independent Director) but before assuming his office, transferred more than one half of the Company's shares being held by him at the time of his election as a Director (other than an Independent Director), or if the said Director, during the Book Closure Period prior to a general meeting, has transferred more than one half of the Company's shares being held by him, then the election of such Director shall immediately be invalidated without the need of any shareholders' approval.

38. Compensation of Directors

38.1 For so long as the shares are traded on the ESM or listed on the TSE, the Board shall, in accordance with the Applicable Public Company Rules, establish a Compensation Committee comprised of at least three members, one of whom shall be an Independent Director. The professional qualifications of the members of the Compensation Committee, the responsibilities, powers and other related matters of the Compensation Committee shall comply with the Applicable Public Company Rules. Upon the establishment of the Compensation Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee the provisions of which shall be consistent with the Applicable Public Company Rules. Before the shares are traded on the ESM, the Board may resolve to establish a Compensation Committee.

38.2 The compensation referred in the preceding Article shall include the compensation, stock option and other incentive payments of Directors and managers of the Company.

38.3 The compensation of the Directors may be decided by the Board by reference to recommendation made by the Compensation Committee (if established), the standard generally adopted by other enterprises in the same industry, and shall be paid in cash only. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of profits of the Company if permitted by the Law, the Applicable Public Company Rules, the service agreement or other similar contract that he/she has entered into with the Company.

39. Defect in Election of Director

All acts done in good faith by the Board or by a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and was qualified to be a Director.

40. Directors to Manage Business

The business of the Company shall be managed and conducted by the Board. In managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Law or by the Articles, required to be exercised by the Company in general meeting subject, nevertheless, to the Articles, the provisions of the Law, and to such directions as may be prescribed by the Company in general meeting.

41. Powers of the Board of Directors

Without limiting the generality of Article 40, the Board may subject to Article 12.3:

(a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their compensation and determine their duties;

(b) exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party;

(c) appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company;

(d) appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;

(e) by power of attorney, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney. Such attorney may, if so authorised, execute any deed or instrument in any manner permitted by the Law;

(f) procure that the Company pays all expenses incurred in promoting and incorporating the Company;

(g) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Board and every such committee shall conform to such directions as the Board shall impose on them. Subject to any directions or regulations made by the Directors for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Board;

(h) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board sees fit;

(i) present any petition and make any application in connection with the liquidation or reorganisation of the Company;

(j) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and

(k) authorise any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Company.

42. Register of Directors and Officers

42.1 The Board shall cause to be kept in one or more books at the Registered Office a Register of Directors and Officers in accordance with the Law and shall enter therein the following particulars with respect to each Director and Officer:

(a) first name and surname; and

(b) address.

42.2 The Board shall, within the period of sixty days from the occurrence of:-

(a) any change among its Directors and Officers; or

(b) any change in the particulars contained in the Register of Directors and Officers,

cause to be entered on the Register of Directors and Officers the particulars of such change and the date on which such change occurred, and shall notify the Registrar of Companies in accordance with the Law.

43. Officers

The Officers shall consist of a Secretary and such additional Officers as the Board may determine all of whom shall be deemed to be Officers for the purposes of the Articles.

44. Appointment of Officers

The Secretary (and additional Officers, if any) shall be appointed by the Board from time to time.

45. Duties of Officers

The Officers shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time.

46. Compensation of Officers

The Officers shall receive such compensation as the Board may determine.

47. Conflicts of Interest

47.1 Any Director, or any Director's firm, partner or any company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company and such Director or such Director's firm, partner or company shall be entitled to compensation as if such Director were not a Director; provided that this Article 47.1 shall not apply to Independent Directors.

47.2 A Director who is directly or indirectly interested in any matter under discussion at a meeting of the Directors or a contract or proposed contract or arrangement with the Company shall declare the nature and the essential contents of such interest at the relevant meeting of the Directors as required by the Applicable Law. If the Company proposes to enter into any transaction specified in Article 28.1 or effect other forms of mergers and acquisitions in accordance with Applicable Law, a Director who has a personal interest in such transaction shall declare the essential contents of such personal interest and the reason why he believes that the transaction is advisable or not advisable at the relevant meeting of the Directors and the general meeting as required by the Applicable Law. The Company shall, in the notice of a general meeting, disclose the essential contents of such Director's personal interest and the reason why such Director believes that the transaction is advisable or not advisable. The essential contents can be announced on the website designated by Taiwan securities authority or by the Company, and the Company shall specify the link to the website in the notice of the relevant general meeting. Where the spouse, the person related to a Director by blood and within the second degree, or any company which has a controlling or controlled relation with a Director, has a personal interest in the matters under discussion at a meeting of the Directors in the preceding paragraph, such Director shall be deemed to have a personal interest in the matter. For the purpose of this Article 47.2, the terms "controlling" and "controlled" shall be interpreted in accordance with the Applicable Public Company Rules.

47.3 Notwithstanding anything to the contrary contained in this Article 47, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.

47.4 Notwithstanding anything to the contrary contained in this Article 47, a Director who is engaged in anything on his own account or on behalf of another person, which is within the scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek their approval by Supermajority Resolution.

48. Indemnification and Exculpation of Directors and Officers

48.1 The Directors and Officers of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and every former director, officer or trustee and their respective heirs, executors, administrators, and personal representatives (each of which persons being referred to in this Article as an "indemnified party") shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and no indemnified party shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud, dishonesty or breach of duties provided under Article 48.4 which may attach to any of the said persons.

48.2 The Company may purchase and maintain insurance for the benefit of any Director or Officer of the Company against any liability incurred by him in his capacity as a Director or Officer of the Company or indemnifying such Director or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or Officer may be guilty in relation to the Company or any Subsidiary thereof.

48.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding one per cent (1%) or more of the total issued shares of the Company for six months or longer may:

(a) request in writing the Board to authorise any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or

(b) request in writing any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or

the Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taipei District Court, ROC for and on behalf of the Company against the relevant Directors within thirty (30) days after such Member(s) having made the request under the preceding clause (a) or (b) if (i) in the case of clause (a), the Board fails to make such authorisation or the Independent Director of the Audit Committee having been authorised by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition.

48.4 Without prejudice and subject to the general directors' duties that a Director owe to the Company and its shareholders under common law principals and the laws of the Cayman Islands, a Director shall perform his fiduciary duties of loyalty and due care of a good administrator in the course of conducting the Company's business, and shall indemnify the Company, to the maximum extent legally permissible, from any loss incurred or suffered by the Company arising from breach of his fiduciary duties. If a Director has made any profit for the benefit of himself or any third party as a result of any breach of his fiduciary duties, the Company shall, if so resolved by the Members by way of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover such profit from such relevant Director. If a Director has, in the course of conducting the Company's business, violated any laws or regulations that causes the Company to become liable for any compensation or damages to any person, such Director shall become jointly and severally liable for such compensation or damages with the Company and if any reason such Director is not made jointly and severally liable with the Company, such Director shall indemnify the Company for any loss incurred or suffered by the Company caused by a breach of duties by such Director. The Officers, in the course of performing their duties to the Company, shall assume such duties and obligations to indemnify the Company in the same manner as if they are Directors.

MEETINGS OF THE BOARD OF DIRECTORS

49. Board Meetings

49.1 Board meetings shall be convened by the Chairman, and the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

49.2 For so long as the shares are traded on the ESM or listed on the TSE, the Company shall hold regular meetings of the Board at least on a quarterly basis and such meetings shall be held in compliance with the Applicable Public Company Rules.

49.3 A resolution put to the vote at a meeting of the Board shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution shall fail. For these purposes, where Directors present and entitled to vote at the meeting do not cast a vote at the meeting, such Directors will be deemed to vote against the resolution.

49.4 A Director may be represented at any meetings of the Board by a proxy appointed in writing by him. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.

49.5 The instrument appointing a proxy shall be in writing in such form as the Board may approve and may at any time be revoked in like manner, and notice of every such appointment or revocation in like manner.

49.6 A proxy must be a Director and can only act on behalf of one appointing Director at a meeting of the Board.

50. Notice of Board Meetings

50.1 The Chairman may, and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board.

50.2 Before the shares are traded on the ESM, at least 48 hours prior notice shall be given for any meeting of the Board provided that in the case of urgent circumstances as agreed by a majority of the Directors, a meeting of the Board may be convened on short notice, or be held anytime after notice has been given to every Director or be convened without prior notice if all Directors agree. For so long as the shares are traded on the ESM or listed on the TSE, to convene a meeting of the Board, a notice setting forth therein the matters to be considered and if appropriate, approved at the meeting shall be given to each Director no later than seven (7) days prior to the scheduled meeting date. However, in the case of emergency as agreed by a majority of the Directors, the meeting may be convened with a shorter notice period in a manner consistent with the Applicable Public Company Rules. For the purpose of this Article, a notice may be sent via electronic means if so agreed to by the Directors.

51. Participation in Meetings by Video Conference

Directors may participate in any meeting of the Board by means of video conference or other communication facilities, as permitted by the Applicable Law, where all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

52. Quorum at Board Meetings

The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors.

53. Board to Continue in the Event of Vacancy

The Board may act notwithstanding any vacancy in its number.

54. Chairman to Preside

The Chairman, if there be one, shall act as chairman at all meetings of the Board at which such person is present. In his absence a chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.

55. Validity of Prior Acts of the Board

No regulation or alteration to the Articles made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation or alteration had not been made.

CORPORATE RECORDS

56. Minutes

The Board shall cause minutes to be duly entered in books provided for the purpose:

(a) of all elections and appointments of Officers;

(b) of the names of the Directors present at each meeting of the Board and of any committee appointed by the Board; and

(c) of all resolutions and proceedings of general meetings of the Members, meetings of the Board, meetings of managers and meetings of committees appointed by the Board.

57. Register of Mortgages and Charges

57.1 The Directors shall cause to be kept the Register of Mortgages and Charges required by the Law.

57.2 The Register of Mortgages and Charges shall be open to inspection by Members and creditors in accordance with the Law, at the Registered Office on every business day in the Cayman Islands, subject to such reasonable restrictions as the Board may impose, so that not less than two (2) hours in each such business day be allowed for inspection.

58. Form and Use of Seal

58.1 The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf; and, until otherwise determined by the Directors, the Seal shall be affixed in the presence of a Director or the Secretary or an assistant secretary or some other person authorised for this purpose by the Directors or the committee of Directors.

58.2 Notwithstanding the foregoing, the Seal may without further authority be affixed by way of authentication to any document required to be filed with the Registrar of Companies in the Cayman Islands, and may be so affixed by any Director, Secretary or assistant secretary of the Company or any other person or institution having authority to file the document as aforesaid.

58.3 The Company may have one or more duplicate Seals, as permitted by the Law; and, if the Directors think fit, a duplicate Seal may bear on its face of the name of the country, territory, district or place where it is to be issued.

TENDER OFFER AND ACCOUNTS

59. Tender Offer

For so long as the shares are traded on the ESM or listed on the TSE, any public announcement in connection with any tender offer of the Company's shares shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing Public Tender Offers for Securities of Public Companies."

60. Books of Account

60.1 The Board shall cause to be kept proper records of account with respect to all transactions of the Company and in particular with respect to:

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure relates;

(b) all sales and purchases of goods by the Company; and

(c) all assets and liabilities of the Company.

Such books of account shall be kept for at least five (5) years from the date they are prepared.

60.2 Such records of account shall be kept and proper books of account shall not be deemed to be kept with respect to the matters aforesaid if there are not kept, at such place as the Board thinks fit, such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

60.3 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one (1) year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one (1) year.

61. Financial Year End

Unless the Directors otherwise specify, the financial year of the Company:

(a) shall end on 31st December in the year of its incorporation and each following year; and

(b) shall begin when it was incorporated and on 1st January each following year.

AUDIT COMMITTEE

62. Number of Committee Members

For so long as the shares are listed on the TSE, the Board shall set up an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and the number of committee members shall not be less than three (3). One of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members. Before the shares are listed on the TSE, the Board may resolve to set up the Audit Committee.

63.Powers of Audit Committee

63.1 The Audit Committee (if established) shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:

(a) adoption of or amendment to an internal control system;

(b) assessment of the effectiveness of the internal control system;

(c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;

(d) any matter relating to the personal interest of the Directors;

(e) a material asset or derivatives transaction;

(f) a material monetary loan, endorsement, or provision of guarantee;

(g) the offering, issuance, or Private Placement of any equity-related securities;

(h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;

(i) the appointment or discharge of a financial, accounting, or internal auditing officer;

(j) approval of annual and semi-annual financial reports (if applicable under the Applicable Public Company Rules); and

(k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

63.2 Subject to the Applicable Law and to the extent permitted under the laws of the Cayman Islands, the Independent Directors of the Audit Committee shall supervise the execution of business operations of the Company, and may at any time or from time to time investigate the business and financial conditions of the Company, examine the accounting books and documents, and request the Board or officers to report on matters referred to above. Subject to the Applicable Law and to the extent permitted under the laws of the Cayman Islands, the Board may authorise any Independent Director of the Audit Committee to appoint on behalf of the Company, a practicing lawyer and independent auditors to conduct the examination.

63.3 The Audit Committee shall audit the various financial statements and records prepared by the Board for submission to the general meeting, and shall report their findings and opinions at such meeting.

63.4 Subject to compliance with the Law, before the meeting of Directors resolves any matter specified in Article 28.1 or other mergers and acquisitions in accordance with the Applicable Law, the Audit Committee shall review the fairness and reasonableness of the relevant merger and acquisition plan and transaction, and report its review results to the meeting of Directors and the general meeting; provided, however, that such review results need not be submitted to the general meeting if the approval of the Members is not required under the Applicable Law. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the Applicable Law. Such review results and fairness opinion shall be deemed to have been distributed to the Members if the same have been uploaded onto the website designated by the FSC and made available to the Members for their inspection and review at the venue of the general meeting.

VOLUNTARY WINDING-UP AND DISSOLUTION

64. Winding-Up

64.1 The Company may be voluntarily wound-up in accordance with Article 12.4.

64.2 If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in the trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or assets whereon there is any liability.

CHANGES TO CONSTITUTION

65. Changes to Articles

Subject to the Law and to the conditions contained in its Memorandum, the Company may, by Special Resolution, alter or add to its Articles.

REDUCTION OF SHARE CAPITAL

66. Reduction of Share Capital

The Company may by Special Resolution reduce its share capital and any capital redemption reserve in any manner authorised by the Law and the Applicable Public Company Rules. Any such reduction of share capital shall be effected based on the percentage of shareholding of the Members pro rata, unless otherwise provided for in the Law or the Applicable Public Company Rules.

67. Discontinuance

The Board may exercise all the powers of the Company to transfer by way of continuation the Company to a named country or jurisdiction outside the Cayman Islands pursuant to the Law.

APPOINTMENT OF LITIGIOUS AND NON-LITIGIOUS AGENT

68. Appointment of Litigious and Non-Litigious Agent

For so long as the shares are traded on the ESM or listed on the TSE, the Company shall appoint a Litigious and Non-Litigious Agent pursuant to the Applicable Law to act as the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC to handle matters stipulated in the Securities and Exchange Law of the ROC and the relevant rules and regulations thereto. The Litigious and Non-Litigious Agent shall be an individual who has a residence or domicile in the ROC.

OTHERS

69. Shareholder Protection Mechanism

If the Company proposes to undertake:

(a) a merger or consolidation which will result in the Company being dissolved;

(b) a sale, transfer or assignment of all of the Company's assets and businesses to another entity;

(c) a Share Swap; or

(d) a Spin off,

which would result in the termination of the Company's listing on the TSE, and where (in the case of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the entity whose shares has been allotted in exchange for the Company's shares and, (in the case of (d) above) the existing or newly incorporated spun-off company's shares are not listed on the TPEx or the TSE, then in addition to any requirements to be satisfied under the Law, such action shall be first approved at a general meeting by a resolution passed by members holding two-thirds or more of the votes of the total number of issued shares of the Company.

70. ROC Securities Laws and Regulations

For so long as the shares are traded on the ESM or listed on the TSE, the qualifications, composition, appointment, removal, exercise of functions and other matters with respect to the Directors, Independent Directors, Compensation Committee and Audit Committee which are required to be followed by the Company shall comply with the applicable ROC securities laws and regulations.

71. Corporate Social Responsibilities

In the course of conducting its business, the Company shall comply with the Applicable Public Company Rules and business ethics and may take corporate actions to promote public interests in order to fulfill its social responsibilities.

（中譯文）

開曼群島公司法（修訂版）
股份有限公司

修訂及重述章程大綱和章程
Airmate (Cayman) International Co Limited
艾美特(開曼)國際有限公司
(經 2023 年 6 月 19 日特別決議通過生效)

開曼群島公司法（修訂版）
股份有限公司
修訂及重述章程大綱
Airmate (Cayman) International Co Limited
艾美特(開曼)國際有限公司
(經 2023 年 6 月 19 日特別決議通過生效)

1. 本公司名稱為 Airmate (Cayman) International Co Limited **艾美特(開曼)國際有限公司**。
2. 本公司註冊所在地為 Conyers Trust Company (Cayman) Limited 之所在地，即開曼群島 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands，或董事會日後決議其他地點。
3. 本公司設立之目的未受限制，且公司有權從事公司法（修訂版）所未禁止之任何營業項目。
4. 公司有權依公司法（修訂版）規定從事具有完全行為能力自然人所得為之行為。
5. 縱有前述規定，公司於依銀行及信託公司法（及其修正）規定取得相關執照前不得從事銀行或信託業務，於依保險法規定（及其修正）取得相關執照前不得於開曼群島內從事保險業務或保險經理人、代理人、經紀人業務，於依公司管理法（Companies Management Act）（及其修正）取得相關執照前不得從事公司管理之業務。
6. 除為促進公司於開曼群島外經營業務外，公司不得於開曼群島與任何人士、事務所或公司進行交易；惟本條之規定不得解讀為限制公司於開曼群島簽訂契約，及於開曼群島行使所有為執行其於開曼群島外之業務所需之權力。
7. 各股東對本公司之義務限於其未繳清之股款。
8. 本公司授權資本額為新台幣 2,162,500,000 元，分成 216,250,000 股普通股，每股面額為新台幣 10.00 元。公司有權依公司法（修訂版）或公司章程贖回或買回股份、分割或整合股份，將原有、買回、增加或減少之資本額全數或部分發行為附（或無）優先、特別、遞延權利或附限制之股份。除非股份發行條款有明示規定者外，所發行之股份無論為普通股或特別股均與公司先前所發行股份之權利相同。
9. 若本公司登記為豁免公司者，其營運將受公司法（修訂版）第 174 條所拘束，且除公司法（修訂版）及公司章程另有規定者外，本公司有權依開曼群島外之其他準據法登記為股份有限公司而繼續存續，並註銷在開曼群島之登記。

目錄

表格 A **釋義** 1. 定義 **股份** 2. 發行股份之權力 3. 贖回及買回股份 4. 股份所附權利 5. 股票 6. 特別股 **股份登記** 7. 股東名冊 8. 登記持有人為絕對所有人 9. 記名股份轉讓 10. 記名股份移轉 **普通決議、重度決議及特別決議** 11. 變更資本 12. 特別決議及重度決議 13. 股份權利之變更 **股利及撥充資本** 14. 股息 15. 資本公積及盈餘之提撥 16. 付款方式 17. 撥充資本 **股東會** 18. 股東常會 19. 股東臨時會 20. 通知 21. 寄發通知 22. 股東會延期 23. 股東會之法定出席數及議事程序 24. 會議主席 25. 股東表決 26. 代理 27. 委託書徵求 28. 異議股東股份收買請求權 29. 無表決權股份 30. 共同股份持有人之表決	31. 法人股東之代表 32. 股東會延會 33. 董事出席股東會 **董事及經理人** 34. 董事人數及任期 35. 董事選舉 36. 董事免職 37. 董事職位之解任 38. 董事報酬 39. 董事選舉瑕疵 40. 董事管理業務 41. 董事會之職權 42. 董事及經理人名冊 43. 經理人 44. 指派經理人 45. 經理人職責 46. 經理人報酬 47. 利益衝突 48. 董事及經理人之補償及免責 **董事會** 49. 董事會 50. 董事會通知 51. 視訊會議參與董事會 52. 董事會之法定出席數 53. 董事會成員缺席之運作 54. 董事會主席 55. 董事會先前行為之效力 **公司記錄** 56. 議事錄 57. 抵押擔保登記簿 58. 印章之形式和使用 **公開收購及帳簿** 59. 公開收購 60. 會計帳簿 61. 會計年度結束	**審計委員會** 62. 委員會人數 63. 審計委員會之職權 **自願清算和解散** 64. 清算 **變更章程** 65. 變更章程 **減少資本** 66. 減少資本 67. 中止 **選任訴訟及非訟代理人** 68. 選任訴訟及非訟代理人 **其他** 69. 股東保護機制 70. 中華民國證券法令 71. 公司社會責任

開曼群島公司法（修訂版）
股份有限公司

修訂及重述章程

Airmate (Cayman) International Co Limited

艾美特(開曼)國際有限公司

(經 2023 年 6 月 19 日特別決議通過生效)

開曼公司法（如后定義）附件一表格 A 中之法令不適用於本公司。

釋義

1.定義

1.1 本修訂及重述章程中，下列文字及用語於與前後文內容不牴觸之情況下，應定義如下：

“適用法律”	指公開發行公司規則、開曼公司法或其他適用於公司之規則或法令。
“公開發行公司規則”	指相關主管機關隨時針對公開發行公司或任何在臺灣之證券交易所或證券市場上市或上櫃公司訂定之中華民國法律、規則和規章（包括但不限於中華民國公司法、證券交易法、金管會（定義如后）發布之法令規章、證交所（定義如后）或櫃買中心（定義如后）發布之規章制度，及其日後之修訂版本），而經相關主管機關要求應適用公司者。
“章程”	指不時變更之本章程。
“審計委員會”	指董事會轄下之審計委員會，由公司之全體獨立董事組成。
“董事會”	指依本章程指派或選舉之董事會，並依本章程於達法定出席人數之董事會議中行使權限。
“停止股票過戶期間”	定義如本章程第 20.3 條所示。
“資本公積”	為本章程之目的，係指公司依開曼公司法發行股份之溢價加計受領贈與後之金額。
“董事長”	指由所有董事間選出擔任董事會主席之董事。
“公司”	指 Airmate (Cayman) International Co Limited 艾美特(開曼)國際有限公司。
“薪資報酬委員會”	指董事會轄下，依公開發行公司規則之規定由專業人士組成，並具有所規定之各項職能之一委員會。
“累積投票制”	指第 35.2 條所規定之選舉董事之投票機制。

“董事”	指公司當時之董事，包括任一和全部獨立董事。
“董事酬勞”	定義如本章程第 14.5 條所示。
“異議股東”	定義如本章程第 28.2 條所示。
“電子記錄”	定義如《電子交易法》之定義。
“電子交易法”	指開曼群島之《電子交易法》（2003 年修訂）。
“員工酬勞”	定義如本章程第 14.5 條所示。
“興櫃”	指中華民國之興櫃股票市場。
“二親等以內之親屬關係”	就任一人而言，指另一人因血緣或婚姻之緣故而與該人有親屬關係，且係屬二親等以內之關係，應包括該任一人之父母、兄弟姊妹、祖父母、子女、孫子女、及該任一人之配偶之父母、兄弟姊妹及祖父母。
“金管會”	指中華民國金融監督管理委員會。
“獨立董事”	指依公開發行公司規則或本章程選出之獨立董事。
“共同經營契約”	指公司與他人，或其他機構所訂立之契約，契約各當事人同意，將按契約條款共同經營某一事業，並共擔虧損、共享獲利者。
“開曼公司法”	指開曼群島之公司法（修訂版）及所有對現行法之修正、重新制定或修訂。
“營業出租契約”	指公司與他人所訂立之契約或協議，約定將公司之某些必要機具及資產出租予對方，而該他人以自身名義經營公司之全部營業;公司則自該他人受領一筆事先約定之報酬作為對價。
“訴訟及非訟代理人”	指公司為在相關司法管轄地收受文書，而依適用法律所指定之送達代收人並為公司依中華民國證券交易法在中華民國境內之負責人。
“委託經營契約”	公司與他人所訂立之契約或協議，依該契約或協議委託對方以公司名義，並基於公司利益，經營公司之事業，公司則向該方給付一筆事先約定之報酬做為對價；該部分事業之獲利和虧損，仍繼續由公司享有及負擔。
“公開資訊觀測站”	指證交所（如下定義）維護之公開發行公司申報系統。
“股東”	指股東名冊登記持有公司股份之股東，若為二人以上登記為共同持有股份者，指股東名冊中登記為第一位之共同持有人或全部共同持有人，依其前後文需求適用之。
“章程大綱”	指公司章程大綱。
“合併”	指下列交易： (a)(i)參與該交易之公司均併入新設公司，而該新設公司概括承受被併入公司之一切權利及義務，或(ii)所有參與該交易之公司均併入存續公司，而該存續公司概括承受被併

入公司之一切權利及義務，且於上述任何一種情形，其對價為存續公司或新設公司或其他公司之股份、現金或其他資產；或

(b)其他符合公開發行公司規則定義之「併購及／或合併」。

“月”	指日曆月。
“通知”	除另有指明外，指本章程所指之書面通知。
“經理人”	任何經董事會指派擔任公司職務之人。
“普通決議”	指公司股東會中（或如特別指明，持有特定種類股份之股東會議）以簡單多數決通過的決議。
“特別股”	其意義如本章程第 6 條之定義。
“私募”	指股份登錄興櫃或於證交所上市期間，由公司依公開發行公司規則私募股份或公司之其他證券。
“董事及經理人名冊”	本章程所指董事及經理人名冊。
“股東名冊”	指公司依開曼公司法備置之股東名冊，且公司股份登錄興櫃買賣或於證交所上市者，則指公司依公開發行公司規則備置之股東名冊。
“註冊處所”	指公司當時之註冊營業處所。
“限制型股票”	其意義如本章程第 2.5 條之定義。
“中華民國”	指臺灣，中華民國。
“印章”	指公司通用圖章或正式或複製之印章。
“秘書”	經指派執行所有公司秘書職務之人，包括任何代理或助理秘書，及任何經董事會指派執行該秘書職務之人。
“股份”	指每股面額新台幣 10.00 元之公司股份。
“股份轉換”	如中華民國企業併購法所定義的百分之百股份轉換，由公司（下稱「取得公司」）取得他公司全部已發行股份，而以取得公司之股份、現金或其他財產作為對價。
“特別決議”	在不違反開曼公司法情形下，指於公司股東會中，經有權參與表決之股東親自出席、或經由委託書表決、或經法人股東或非自然人股東合法授權之代表出席表決，經計算每位股東有權表決權數後，以出席股東表決權至少三分之二同意通過之決議。
“分割”	如中華民國企業併購法所定義的分割，指公司將其得獨立營運之一部或全部之營業讓與既存或新設之他公司（下稱「取得人」），並由取得人之股份、現金或其他財產作為對價。
“法定盈餘公積”	定義如本章程第 14.5 條所示。
“附屬公司”	就任一公司而言，指(1)被該公司直接或間接持有超過半數已發行有表決權之股份總數或全部資本總額之公司；(2)該公司

	對其人事、財務或業務經營有直接或間接控制權之公司；(3)公司之執行業務股東或董事半數(含)以上與該公司相同者；及(4)已發行有表決權之股份總數或全部資本總額有半數(含)以上為相同股東持有之公司。
"重度決議"	由代表公司已發行股份總數三分之二以上之股東出席者，指由該等出席股東表決權過半數同意通過之決議；或如出席股東會之股東所代表之股份總數，少於公司已發行股份總數之三分之二，但超過公司已發行股份總數之半數時，則指由該等出席股東表決權三分之二以上之同意通過之決議。
"庫藏股"	其定義如本章程第 3.13 條所示。
"集保結算所"	指臺灣集中保管結算所股份有限公司。
"櫃買中心"	指財團法人中華民國證券櫃檯買賣中心。
"證交所"	臺灣證券交易所股份有限公司。
"年"	日曆年。

1.2 本章程中，於內容不牴觸之情況下：

複數詞語包括單數含義，反之亦然；

陽性詞語包括陰性及中性含義；

人包括公司、組織或個人團體，不論是否為公司；

文字(i) "得"應被解釋為"可以"；

(ii) "應"應被解釋為"必須"。

"書面"和"以書面形式"包括所有以可視形式呈現的重述或複製之文字模式，包括電子記錄；

所提及任何法律或規章之規定應包括該規定之增補或重新制定；

除另有規定，於開曼公司法定義之文字或意義於本章程應有相同解釋；且

除本章程明定者外，電子交易法第八條所規定的各項義務及要求均不適用。

1.3 本章程所提及之書面或相似涵義，除有相反意思外，應包括傳真、列印、平版印刷、攝影、電子郵件及其他以可視形式呈現且形諸文字之方式。

1.4 本章程之標題僅為方便之用，不應用以或據以解釋本章程。

股份

2 發行股份之權力

2.1 除適用法律、本章程及股東會另有決議外，於未損及任何現有股份或股別持有人之特別權利下，董事會有權依其決定之條件發行任何公司尚未發行之股份，且得依股東決議發

行任何就股息、表決權、資本返還或其他事項具有優先權、遞延權或其他特殊權利或限制之股份或股別（包括就股份所發行得棄權或其他種類之選擇權、認股權憑證和其他權利），惟除依開曼公司法規定及公開發行公司規則外，不得折價發行股票。

2.2 除本章程另有規定外，公司發行新股應經董事會三分之二以上董事出席及出席董事超過二分之一之同意，並限於公司之授權資本內為之。

2.3 公司向櫃買中心申請股份登錄與櫃買賣經櫃買中心核准後，在中華民國境內辦理現金增資發行新股時，除適用法律另有規定或經金管會、櫃買中心或證交所（依其適用情形）認為公司無須或不適宜辦理外，公司應提撥發行新股總額百分之十，在中華民國境內對外公開發行（下稱「公開銷售部分」）；然若股東會以普通決議另為較高比率之決議者，從其決議，並提撥相當於該等較高比率之股份作為公開銷售部分。公司得保留發行新股總額百分之十至百分之十五供本公司及附屬公司之員工認購（下稱「員工認股部分」）。公司對該等員工認購之新股，得限制在一定期間內不得轉讓，但其期間最長不得超過二年。

2.4 除經股東會另以普通決議為不同決議外，公司依本章程第 2.3 條辦理現金增資發行新股時，於依本章程第 2.3 條提撥公開銷售部分（為免疑義，包含公司依第 2.3 條增資發行新股，股東會決議提撥高於發行新股總額百分之十之股份在中華民國境內對外公開發行，其超過發行新股總額百分之十的部分）及員工認股部分後，應公告及通知原有股東，其有權按照原有股份比例優先認購剩餘新股。公司應在前開公告中聲明行使此優先認股權之方式。原有股東持有股份按比例不足分認一新股者，得依董事會決定之條件及公開發行公司規則，合併其認股權而以單一股東名義共同認購一股或多股；原有股東於前述時間內未認足者，公司得就未認購部分依符合公開發行公司規則之方式辦理公開銷售或洽特定人認購。

倘認股人認購新股（行使前述股東優先認股權或認購公開銷售或員工認股部份）未能在公司所定股款繳納期間內繳納發行新股之股款，公司應定一個月以上之期限催告該認股人照繳，並聲明逾期不繳失其權利。除非認股人於公司所定催告期限不照繳，公司不得聲明認股人喪失其權利。縱有上述規定，公司所定股款繳納期限在一個月以上者，如認股人逾期不繳納股款，即喪失其權利，無須踐行前述催告之程序。認股人喪失其權利後，該等未認購之股份應依公開發行公司規則另行募集。

2.5 於不違反或牴觸開曼公司法之前提下，公司得經股東會重度決議發行限制員工權利之新股（下稱「限制型股票」）予本公司及附屬公司之員工，不適用本章程第 2.3 條之規定。股份登錄與櫃買賣或於證交所上市期間，限制型股票之發行條件，包括但不限於發行數量、發行價格及其他相關事項，應符合公開發行公司規則之規定。

2.6 本章程第 2.3 條規定之員工優先認股權及本章程第 2.4 條規定之股東優先認股權於公司因以下原因或基於以下目的發行新股時，不適用之：

(a) 公司合併、分割，或為公司重整；

(b) 公司為履行認股權憑證及／或選擇權下之義務，包括本章程第 2.8 條及第 2.11 條所規定者；

(c) 公司依第 2.5 條規定發行限制型股票；

(d) 公司為履行可轉換公司債或附認股權公司債下之義務；

(e) 公司為履行附認股權特別股下之義務；

(f) 公司依第 14.5 條規定發行股票；或

(g) 公司進行私募有價證券時。

2.7 公司不得發行任何未繳納股款或繳納部分股款之股份。

2.8 縱有本章程第 2.5 條限制型股票之規定，公司得經董事會三分之二以上董事出席及出席董事超過二分之一之同意，通過一個以上之員工獎勵措施，並得發行股份或選擇權、認股權憑證或其他類似之工具予公司及其附屬公司之員工；為免疑義，上開事項無需另經股東會決議通過。

2.9 依前述本章程第 2.8 條發行之選擇權、認股權憑證或其他類似之工具不得轉讓，但因繼承者不在此限。

2.10 公司及其附屬公司之董事非本章程第 2.5 條所定發行限制型股票及第 2.8 條所定獎勵措施之對象，但倘董事亦為公司或其附屬公司之員工，該董事得基於員工身分（而非董事身分）認購限制型股票或參與獎勵措施。

2.11 公司得與其員工及／或其附屬公司之員工就前述本章程第 2.8 條所定之獎勵措施簽訂契約，約定於一定期間內，員工得認購特定數量之公司股份。此等契約之條款對相關員工之限制不得少於其所適用之獎勵措施所載條件。

2.12 於本條不影響本章程第 2 條其他規定之情形下，如公司係為變更股份票面額而經股東會決議發行股份時（以下簡稱「**票面額變更**」），如無礙公司股東依其持股比例所享利益且股東無需支付股款以取得票面額變更所發行股份時（但為完成票面額變更，以公司向股東買回原既存股份所得價款支付票面額變更股份所需股款者，不在此限），無需另取得公司各股東之同意。

3 贖回及買回股份

3.1 在不違反開曼公司法情形下，公司得發行由公司或股東行使贖回權或贖回選擇權的股份。

3.2 於依開曼公司法規定得授權之範圍內，授權公司得自資本或其他帳戶或其他資金中支付贖回股份之股款。

3.3 得贖回股份之贖回價格或其計算方式，應於股份發行前由董事會訂之。

3.4 有關得贖回股份之股票應載明該等股份係可贖回。

3.5 (i) 在不違反適用法律規定及本章程之情況下，公司得依董事會三分之二以上董事出席及出席董事過半數同意所定之條件及方式，買回其自身股份（包括可贖回之股份）。

(ii) 縱有本章程第 3.5(i)條之規定，公司為變更票面額而買回公司股份時，為完成票面額之變更，無需取得各該相關股東之同意。

3.6 本公司如依前條規定買回登錄興櫃買賣或於證交所上市之股份者，應依公開發行公司規則之規定，將董事會決議及執行情形，於最近一次之股東會報告；其因故未買回登錄興櫃買賣或於證交所上市之股份者，亦同。

3.7 股份登錄興櫃買賣或於證交所上市期間，公司有權依下列買回方式以買回任何登錄興櫃買賣或於證交所上市之股份：

(a) 買回股份之總金額，不得逾保留盈餘減除公司董事會或股東會已決議分派之盈餘及下列已實現之資本公積之金額：

(i) 尚未轉列為保留盈餘之處分資產之溢價收入；

(ii) 發行股份之溢價及本公司受領贈與所得之總金額。但受領者為本公司股份，於未再出售前不予計入；

(b) 買回股份之總數量，不得超過公司已發行股份總數百分之十；

(c) 買回之時點、價格及其他條件應由董事會自行決定，惟：

(i) 相關買回交易應依中華民國證券法令之規定及公開發行公司規則辦理；且

(ii) 相關買回交易應符合開曼公司法。

3.8 公司得依本章程第 16.1 條允許之任何方式，支付贖回股款。

3.9 股份贖回款項之給付遲延不影響股份之贖回，惟如遲延超過三十日，應按董事會經適當查詢後所預估可代表開曼群島持有 A 級執照（定義如開曼群島銀行及信託公司法（修訂版）所示）之銀行同類貨幣三十日之定存利率，支付自到期日至實際支付款項期間之利息。

3.10 限於無法以其他方式贖回（或非另為此發行新股，無法贖回）之情形及範圍下，董事會始可於其認為適當時，行使開曼公司法第 37 條第(5)項（從資本中撥款支付）賦予公司之權限。

3.11 限於前述範圍內，有關股份贖回應實行或可實行之方式，而可能產生之一切問題，董事會得自為適當決定。

3.12 除股款已全數繳清，不得贖回該股份。

3.13 公司買回、贖回或取得（經由交付或其他方式）之股份應依董事會之決定，立即註銷或作為庫藏股由公司持有（下稱「庫藏股」）。

3.14 對於庫藏股，不得配發或支付股利予公司，亦不得就公司之資產為任何其他分配（無論係以現金或其他方式）予公司（包括公司清算時對於股東的任何資產分配）。

3.15 公司應以庫藏股持有人之身份載入股東名冊，惟：

(a) 不得因任何目的將公司視同股東，且公司不得就庫藏股行使任何權利，意圖行使該權利者，應屬無效；

(b) 於公司任一會議中，庫藏股均不得直接或間接參與表決，且無論係為本章程或開曼公司法之目的，如欲決定任何特定時點之已發行股份總數時，庫藏股亦不應計入。

3.16 公司買回登錄興櫃買賣或於證交所上市之股份後，以低於實際買回股份之平均價格轉讓庫藏股予公司或附屬公司員工之任何議案，應經最近一次股東會特別決議通過，且公開發行公司規則要求之事項應於股東會開會通知中載明，而不得以臨時動議提出。歷次股東會通過且轉讓予公司及附屬公司員工之庫藏股總數，累計應不得超過已發行股份總數的 5%，且每一名員工認購總數累計不得超過已發行股份總數的 0.5%。公司買回自己之股份轉讓予員工者，得限制在一定期間內不得轉讓，但其期間最長不得超過二年。

3.17 除本章程第 3.16 條及公開發行公司規則規定者外，公司得依董事會決定之條款及條件處分庫藏股。

4 股份所附權利

除本章程第 2.1 條、章程大綱及本章程另有規定、公司依契約另負其他義務或受其他限制、及股東另為不同決議者外，且在不損及任何股份及股別之股份持有人之特別權利之範圍內，公司之股份應只有單一種類，其股東依本章程規定：

(a)每股有一表決權；

(b)享有董事會所提議並經股東會決議之股息；

(c)於公司清算或解散時（無論該清算或解散係自願或非自願、或係為重整或其他目的、或於分配資本時），有權受領公司剩餘資產之分派；及

(d)得享有一般附加於股份上之全部權利。

5 股票

5.1 公司得發行實體股票或以無實體發行之。公司如發行實體股票，各股東有權獲得蓋有印章之股份憑證（或其複本），該印章由董事會依其權限所鈐印，憑證上並載明股東之持股股數及股別（如有）。董事會得決議於一般或特定情況下，憑證之任一或所有簽名得以印刷或機器方式為之。股份登錄興櫃買賣或於證交所上市期間，除依公開發行公司規則應發行實體股票者外，公司股份應以無實體發行。

5.2 如股票塗污、磨損、遺失或損壞，經提出董事會滿意之證據，董事會得換發新股票。如董事會認為適當，並得請求遺失股票之賠償。

5.3 不得發行無記名股份。

5.4 公司依第 5.1 條發行實體股票時，公司應於該等實體股票依開曼公司法、章程大綱、本章程及公開發行公司規則規定得發行之日起三十日內，交付實體股票予認股人，並應於交付該等實體股票前，依公開發行公司規則辦理公告。

5.5 公司應發行無實體股票時，相關事項應依開曼公司法及公開發行公司規則辦理，且應於依適用上市規則得發行股份之日起三十日內，透過集保結算所帳簿劃撥系統以帳簿劃撥方式交付無實體股份予認股人，並於交付前公告之。

6 特別股

6.1 公司得以特別決議發行一種或一種以上類別具有優先或其他特別權利之股份（下稱「特別股」），並於本章程中明訂特別股之權利及義務。

6.2 股份登錄興櫃買賣或於證交所上市期間，特別股之權利及義務應包含（但不限於）下列項目，且應符合公開發行公司規則之規定：

(a) 特別股之股息及紅利分配之順序、固定額度或固定比率；

(b) 公司剩餘財產分配之順序、固定額度或固定比率；

(c) 特別股股東表決權之順序或限制（包括宣佈無表決權）；

(d) 公司經授權或被迫贖回特別股之方式或不適用贖回權之聲明；及

(e) 有關特別股之附隨權利及義務等其他事項。

股份登記

7 股東名冊

(a) 股份登錄興櫃買賣或於證交所上市期間，董事會應備置一份股東名冊，備置地點得為開曼群島境外經董事會認為適當之處所，並應依開曼公司法及公開發行公司規則維護之。

(b) 若公司有未登錄興櫃買賣或於證交所上市之股份者，公司應依開曼公司法第 40 條備置此等股票之名冊。

8 登記持有人為絕對所有人

除法令另有規定外：

(a) 公司無須承認因信託而持有股份之人；且

(b) 除股東外，公司無須承認任何人對股份享有任何權利。

9 記名股份轉讓

9.1 登錄興櫃買賣或於證交所上市之股份，其所有權之證明及移轉得依符合公開發行公司規則之方式（包括透過集保結算所帳簿劃撥系統）為之。

9.2 以實體發行之股票，其轉讓得依一般書面格式、或董事會通過之其他書面格式為之。該等書面應由讓與人或以讓與人之名義簽署，惟如董事會要求時，該等書面得僅由受讓人簽署。於不違反前述規定之前提下，董事會得應讓與人或受讓人之要求，一般性地或針對個案，決議接受機械方式簽署之轉讓書面。縱有前述規定，公司為變更票面額而買回股份時，無需以股份轉讓之書面為之。

9.3 就實體股票之轉讓，除提供相關股份之股票及董事會合理要求得證明讓與人係有權轉讓之其他證據外，董事會得拒絕承認任何轉讓文件。

9.4 股份共同持有人得轉讓該股份予其他一名或多名共同持有人，且先前與死亡股東共同持有股份之存續股份持有人，得轉讓該等股份予該死亡股東之執行人或管理人。

9.5 若登記該轉讓將致下列情事者，董事會得毋須檢具任何理由自行決定拒絕實體股份轉讓之登記：(i)違反適用法律；或(ii)違反章程大綱或本章程。如董事會拒絕登記股份移轉，於該轉讓登記向公司提出之日起三個月內，秘書應將拒絕通知寄送與讓與人及受讓人。

10記名股份移轉

10.1 如股東死亡，其共同持有股份之他尚存共同持有人，或如為單獨持有股份者，其法定代理人，為公司唯一承認有權享有該死亡股東之股東權益之人。死亡股東之財產就其所共同持有之股份所生之義務，不因本章程之規定而免除。依開曼公司法第 39 條規定，本條所稱法定代理人係指該死亡股東之執行人或管理人、或依董事會裁量決定之其他經適當授權處理該股份事宜之人。

10.2 因股東死亡、破產而對股份享有權利之人，於董事會認為證據充足時得登記為股東，或選擇指定他人登記為股份受讓人。

10.3 經檢附董事會要求證明讓與人為所有權人之文件與董事會時，應登記受讓人為股東。縱有上述規定，如董事會於該喪失權利之股東尚未死亡或破產時，有權拒絕或暫停股東登記或依第 9.5 條拒絕登記，董事會於任何情況下應享有與該情形相同之拒絕或暫停登記之權利。

10.4 如有二位或以上之人登記為股份共同持有人，而共同持有人中有人死亡時，尚存之共同持有人就該股份有絕對之所有權，且除該共同持有人為最後尚存之共同持有人外，公司不承認任何對該共同持有人遺產之權利主張。

11變更資本

11.1 公司得隨時以普通決議：

(a)增加依普通決議所定之股本，及此等股本所得分成之股份種類及金額得享有的權利；

(b)將全部或部分股份合併且分割為較現有股份面額大之股份；

(c)將全部或一部已繳納股款之股份轉換為任何面額之已繳納股款之股份；

(d)將現有股份之全部或一部再分割為較小金額股份，惟，每一再分割股份之已繳股款與未繳股款(如有)應按原股份再分割之比例等比例減少之，且公司得以普通決議，使該等再分割之股份，享有優先、遞延或其他權利，或受其他公司就未發行股份或新股得賦加之限制；及

(e)銷除任何於決議通過之日尚未為任何人取得或同意取得之股份，並註銷與所銷除股份等值之資本。

11.2 為達成公司依前條規定合併或分割股份之目的，董事會得為任何其認為適當之相應措施；於無礙前述目的之情形下，包括但不限於發行表彰畸零部分之股份，或出售該等畸零部分之股份，並將所得股款（扣除出售費用後）按比例發放予有權受領之股東。為此，董事會得授權他人轉讓該等表彰畸零部分之股份予各該買受人，或決議將上述扣除相關費用之股款淨額，為公司之利益支付予公司。如相關出售程序中有任何異常或無效情事，各該買受人就股款之用途不負監督義務，其股份所有人之權益亦不受影響。

12特別決議及重度決議

12.1 在不違反開曼公司法及本章程之情況下，公司得隨時經特別決議：

(a)變更其名稱；

(b)修改或增加章程；

(c)修改或增加章程大綱有關公司目的、權力或其他特別載明之事項；

(d)減少資本及資本贖回準備金；或

(e)依公開發行公司規則於中華民國境內為有價證券之私募。

12.2 縱有本章程第 12.1(e)條之規定，公司依章程及公開發行公司規則辦理普通公司債之私募得於董事會決議之日起一年內分次辦理。

12.3 於不違反開曼公司法和章程第 12.4 條之情形下，公司之下列行為應取得股東重度決議之許可：

(a)將得分派之股息及/或紅利及/或其他第 17 條所定款項撥充資本；

(b)合併（除符合開曼公司法所定義之「併購及／或合併」僅須特別決議即可）、股份轉換或分割；

(c)締結、變更或終止營業出租契約、委託經營契約或共同經營契約；

(d)讓與其全部或主要部分之營業或財產；

(e)取得或受讓他人的全部營業或財產而對公司營運有重大影響者；或

(f)發行員工認股權憑證,其認股價格低於發行日本公司股票之收盤價(惟其認股價格不得低於每股面額)。

12.4 在不違反開曼公司法之情形下，公司得以下列決議方式自願解散：

(a)如公司係因無法清償到期債務而決議自願解散者，經普通決議；或

(b)如公司係因前述第 12.4 條(a)款以外之事由而決議自願解散者，經特別決議。

13股份權利之變更

無論公司是否已清算，如公司資本分為不同種類之股份，除該類股份發行條件另有規範外，該類股份之權利得經該類股份持有人之股東會以特別決議變更之。縱如前述規定，如章程之任何修改或變更將損及任一種類股份的優先權，則相關之修改或變更應經特別決議通過，並應經該類受損股份股東另行召開之股東會特別決議通過。除該類股份發行條件另有明確規範外，各股份持有人就各該股份之優先權或其他權利不受其他同等順位股票之創設或發行而影響。就各類股份持有人之股東會，應準用本章程有關股東會之規定。

股息及撥充資本

14股息

14.1 董事會經股東會以普通決議通過後，或於章程第 12.3(a)條所述情況下，依重度決議通過後，於不違反章程及股東會之指示下，依各股東持股比例發放股息予股東，且股息得以現金、股份、或依章程第 14.2 條之規定將其全部或部分以各種資產發放。公司就未分派之股息概不支付利息。

14.2於不違反章程第 14.1 條之前提下，董事會得決定股息之全部或部分以特定資產分派（得為他公司之股份或證券），並處理分派所生相關問題；惟，於董事會決定該等特定資產之價值前，董事會應取得擬收受特定資產股東之同意，並就該特定資產之價值，送交中華民國會計師查核簽證。董事會得依據該等資產之價值發放現金予部分股東，以調整股東之權益。於不影響上述概括規定下，董事會得以其認為適當之條件交付該等特定資產予受託人，並發放畸零股。

14.3於不違反適用法律情形下，除以公司已實現利益、股份發行溢價帳戶或開曼公司法允許之公積、準備金或其他款項支付股利或為其他分派外，公司不得發放股利或為其他分派。除股份所附權利另有規定者外，所有股利及其他分派應依股東持有股份比例計算之。如股份發行條件係從一特定日期開始計算股利，則該股份之股利應依此計算。

14.4除開曼公司法、本章程或股份所附權利另有規定者外，本公司盈餘分派依董事會通過之盈餘分派提案，經股東常會以普通決議通過分派之。

14.5除開曼公司法、公開發行公司規則或本章程另有規定者外，本公司年度總決算如有獲利（定義如后），應提撥員工酬勞及董事酬勞如下；惟如本公司尚有累積虧損時，應預先保留填補該虧損之數額：

(a)百分之一（1%）至百分之十（10%）作為員工酬勞（下稱「員工酬勞」），包括附屬公司之員工；及

(b)不多於百分之三（3%）作為董事（不包括獨立董事）酬勞（下稱「董事酬勞」）；

員工酬勞及董事酬勞分派案應由董事會三分之二以上董事出席及出席董事過半數同意之決議行之，並提股東會報告。但本公司尚有累積虧損時，應預先保留彌補數額，再依前述比例提撥員工酬勞及董事酬勞。前述「獲利」係指本公司之稅前淨利。為免疑義，稅前淨利係指支付員工酬勞及董事酬勞前之數額。

在不違反適用法律規定之情形下，員工酬勞應以現金或股份為之。

股份登錄興櫃買賣或於證交所上市期間，董事會於盈餘分派提案時，應於每會計年度盈餘中先提列：(i)支付相關會計年度稅款之準備金；(ii)彌補過去虧損之數額；(iii)百分之十（10%）之盈餘公積（下稱「法定盈餘公積」）（除非法定盈餘公積已達本公司實收資本）；及(iv)證券主管機關依公開發行公司規則要求之特別盈餘公積。

公司於依證券主管機關依公開發行公司規則要求提列特別盈餘公積時，對於前期累積之帳列其他權益減項淨額及公司持有之投資性不動產公允價值淨增加數額，應自前期未分配盈餘提列相同數額之特別盈餘公積，如有不足時，再自當期稅後淨利加計當期稅後淨利以外項目計入當期未分配盈餘之數額提列。

公司分配股利之政策，須視公司目前及未來之投資環境、資金需求、產業競爭狀況及資本預算等因素，兼顧股東利益及公司長期財務規劃，股利發放原則為不低於「當期可分配盈餘」之百分之二十五（25%）（該百分比下稱「股利分派基礎比例」），再依股東持股比例，發放股利予股東。分派予股東之股利得採股票股利及現金股利兩者方式互相配合方式分派，惟其中現金股利不得低於股利分派總額之百分之十（10%）。但（i）董事會於考慮前述因素後，如認為當年度宜採取保守之股利政策時，得於不低於前述股利分派基礎比例之百分之五十（50%）範圍內發放股利予股東，其中現金股利不得低於股利分派總額之百分之十（10%）；且（ii）如「當期可分配盈餘」低於實收股本百分之五（5%）時，得不予分配，並提請股東會決議之。

前項「當期可分配盈餘」，係指當年決算盈餘依本條第四項及第五項規定繳納稅捐、彌補往年虧損、提列法定盈餘公積及特別盈餘公積後之盈餘。並未加計當期期初累積未分配盈餘。

公司董事會經三分之二以上董事之出席，及出席董事過半數之決議，得將應分派股息及紅利、資本公積或法定盈餘公積之全部或一部以現金方式為之，並報告股東會。

14.6 董事會應擇定基準日決定有權獲配股息或其他分派之股東。

14.7 為決定有權獲配股息或其他分配之股東，董事會得決定股東名冊之變更於相關基準日前五日、或其他符合公開發行公司規則及開曼公司法規定之期間內，不得為之。

15 資本公積及盈餘之提撥

15.1 董事會得於分派股息前，自公司盈餘或利潤中提撥部分其所認適當之準備金以支應或有支出、或填補執行股利分配計畫不足之數額或為其他妥適使用之目的。該等款項於運用前，得由董事會全權決定用於公司業務或依董事會隨時認為之適當投資，且無須與公司其他資產分離。董事會亦得不提撥準備金而保留不予分配之利潤。

15.2 於不違反股東會指示下，董事會得代表公司就資本公積行使開曼公司法賦予公司之權力及選擇權。在不違反本章程第 23.2 條之情形下，董事會得依開曼公司法規定，代表公司以法定盈餘公積與資本公積彌補累積虧損，並以資本公積分派盈餘。

16付款方式

16.1 任何股息、利息或股份相關之現金支付得以匯款轉帳至股東指定帳戶、或以支票或匯票郵寄至股東名冊所載股東地址、或該股東以書面指定之第三人及其地址之方式支付之。

16.2 於共同持有股份之情形，任何股息、利息或股份相關之現金支付，得以支票或匯票郵寄至股東名冊所載第一列名持有人地址、或該持有人以書面指定之第三人及其地址之方式支付之。如二人以上之人登記為股份共同持有人，任一人皆有權於收訖該股份之股息後，出具有效之收據。

17撥充資本

在不違反開曼公司法及章程第12.3(a)條之情形下，董事會得以資本公積、其他準備金帳戶或損益帳戶之餘額或其他可供分配之款項，繳足未發行股份之股款，按股東持股比例發放股票紅利予股東，以撥充資本。

股東會

18股東常會

18.1 公司應於每一會計年度終了後六個月內由董事會召集股東常會。

18.2 股東會（包括股東常會及股東臨時會）之召開時間及地點，應由董事長、或任兩位董事、或任一董事及秘書、或由董事會指定之。

18.3 股份登錄興櫃買賣或於證交所上市期間，除開曼公司法另有規定外，公司召開實體股東會應於中華民國境內為之。如董事會決議在中華民國境外召開實體股東會，公司應於董事會決議後二日內申報櫃買中心（適用於股份登錄興櫃買賣之情形）或證交所（適用於股份於證交所上市之情形）核准。於中華民國境外召開股東會時，公司應委任一中華民國境內之專業股務代理機構，受理該等股東會行政事務（包括但不限於受理股東委託行使表決權事宜）。

18.4 股東會開會時，得以視訊會議或其他符合公開發行公司規則之方式或準用中華民國公司法主管機關就中華民國公司股東會所公告之其他方式為之。為免疑義，因天災、事變或其他不可抗力情事，中華民國公司法主管機關得公告中華民國公司於一定期間內，以視訊會議或其公告之方式開會。股東會開會時，如以視訊會議為之，其股東以視訊參與會議者，視為親自出席。有關股東會以視訊會議為之，公司應符合之條件、作業程序及其他應遵行事項，應遵循公開發行公司規則。

19股東臨時會

19.1 股東常會外所召集之股東會，為股東臨時會。

19.2 董事會隨時依其判斷而認有必要時，得召集股東會。

19.3 股份登錄興櫃買賣或於證交所上市期間，經股東請求（如本章程第19.4條所定義）時，董事會應立即召集股東臨時會。

19.4 本章程第 19.3 條所稱之股東請求，係指股東一人或數人提出之請求，且於提出請求時，其已繼續一年以上合計持有已發行股份總數百分之三以上股份者。

19.5 股東請求須以書面記明提議於股東臨時會討論之事項及理由，並由提出請求者簽名，交存於註冊處所及公司於中華民國境內之股務代理機構，且得由格式相似的數份文件構成，每一份由一個或多個請求者簽名。

19.6 如董事會於股東提出請求日起十五日內未為股東臨時會召集之通知，提出請求之股東得以與董事會召開股東會之相同方式（盡量相似）自行召集股東臨時會。

19.7 股份登錄興櫃買賣或於證交所上市期間，於相關之停止股票過戶期間時，繼續三個月以上持有公司已發行股份總數過半數股份之股東，得自行召集股東臨時會。

20 通知

20.1 股份登錄興櫃買賣或於證交所上市前，股東會之召開，應至少於五日前通知各有權出席及表決之股東，並載明會議召開之日期、地點及時間及召集事由。

20.2 股份登錄興櫃買賣或於證交所上市期間，股東常會之召開，應至少於三十日前，股東臨時會之召開，應至少於十五日前，通知各有權出席及表決之股東，並載明會議召開之日期、地點及時間及召集事由。開會通知於取得相對人之事前書面同意後，得以電子方式為之。

20.3 股份登錄興櫃買賣或於證交所上市期間，董事會應依公開發行公司規則擇定基準日以決定得收受股東會通知及得表決之股東，並相應地停止股東名冊記載之變更。董事會應依公開發行公司規則決定暫停辦理股份轉讓登載於股東名冊的期間（下稱「停止股票過戶期間」）。

20.4 除本章程第 23.4 條規定之情形外，倘公司意外漏發股東會通知予有權收受通知之人、或有權收受通知之人漏未收到股東會通知，股東會之程序不因之而無效。

20.5 股份登錄興櫃買賣或於證交所上市期間，公司應依本章程第 20.2 條的規定，一併公告股東會開會通知書、委託書用紙、有關承認案與討論案（包含但不限於選任或解任董事之議案）等各項議案之案由及說明資料，並依公開發行公司規則傳輸至公開資訊觀測站；其採行書面行使表決權者，並應將上述資料及書面行使表決權用紙，併同寄送給股東。董事會並應依公開發行公司規則，備妥股東會議事手冊和補充資料供所有股東索閱，並傳輸至公開資訊觀測站。

20.6 股份登錄興櫃買賣或於證交所上市期間，下列事項，應載明於股東會召集通知並說明其主要內容，且不得以臨時動議提出：

(a)選舉或解任董事；

(b)修改章程大綱或本章程；

(c)減資；

(d)申請停止於中華民國公開發行；

(e)(i)解散、合併、股份轉換或分割，(ii)締結、變更或終止營業出租契約、委託經營契約或共同經營契約，(iii)讓與公司全部或主要部分營業或財產，及(iv)取得或受讓他人全部營業或財產而對公司營運有重大影響者；

(f)許可董事為自己或他人為屬於公司營業範圍內之行為；

(g)依本章程第 17 條規定，以發行新股或以資本公積或其他金額撥充資本之方式分派全部或部分盈餘；

(h)將法定盈餘公積及發行股票溢價或受領贈與之所得以發行新股或現金方式分配予原股東；

(i)公司私募發行具股權性質之有價證券；及

(j)發行員工認股權憑證，其認股價格低於發行日本公司股票之收盤價。

上開事項之主要內容得置於金管會或本公司指定之網站，本公司並應將其網址載明於股東會召集通知。

20.7 股份登錄興櫃買賣或於證交所上市期間，董事會應將公司章程大綱及章程、股東會議事錄、財務報表、股東名冊以及公司發行的公司債存根簿備置於註冊處所（如有適用）及公司於中華民國境內之股務代理機構。股東得隨時檢具利害關係證明文件，指定查閱範圍，請求檢查、查閱、抄錄或複製，公司並應令股務代理機構提供。

20.8 股份登錄興櫃買賣或於證交所上市期間，公司應依公開發行公司規則之規定，將董事會準備之所有表冊，及審計委員會擬提交股東常會所準備之報告書，於股東常會十日前備置於註冊處所（如有適用）及公司位於中華民國境內之股務代理機構。股東可隨時檢查和查閱前述文件，並可偕同其律師或會計師進行檢查和查閱。

20.9 董事會或其他召集權人依本章程召集股東會者，得請求公司或股務代理機構提供股東名冊。

21 寄發通知

21.1 任何通知或文件，不論是否由公司依本章程所寄送予股東者，應以書面由專人親自送達或以信件或快遞服務寄送至股東名冊所載該股東地址或該股東為此目的指示之其他地址，或寄送至該股東為收受公司通知之目的而提供予公司地址。為本條之目的，經股東書面同意者，通知得以電子方式為之。

21.2 任何通知或其他文件依據本章程第 20 條及第 21 條發送時，即生效力。

在符合所有適用法律、規則及規定之前提下，任何通知或文件得以中文或英文作成，發送予股東。

股東依本章程之規定送達任何文件予公司時，應準用本條之規定。

22股東會延期

董事會得於依本章程規定召集之股東會會議開始前，發出延期通知。該通知應載明延期會議召開之日期、時間及地點，並應依本章程規定送達各股東；惟若股東會決議在五日內延期召開股東會，則不適用本章程第 20.1 條、第 20.2 條、第 20.3 條、第 20.4 條、第 20.5 條及第 21 條之規定，且毋須發出延期通知。

23股東會之法定出席數及議事程序

23.1除非出席股東代表股份數已達法定出席股份數，股東會不得為任何決議。除章程另有規定外，代表已發行有表決權股份總數過半數之股東親自出席、委託代理人出席或由法人股東代表人出席，應構成股東會之法定出席股份數。

23.2股份登錄興櫃買賣或於證交所上市期間，董事會應依符合公開發行公司規則所定之方式，將其所備妥之營業報告書、財務報表、及盈餘分派或虧損撥補之議案，提交於股東常會供股東承認。經股東於股東會承認後，董事會應將經承認之財務報表及公司盈餘分派或虧損撥補議案之決議副本寄送或公告各股東，或依公開發行公司規則以其他方式提供之。

23.3除本章程另有規定者外，會議決議之表決應以投票方式決定之。會議決議之表決不得以舉手表決方式決定之。

23.4股份登錄興櫃買賣或於證交所上市期間，於開曼公司法允許之前提下，本章程之內容不妨礙任何股東於決議作成後三十日內，以股東會之召集程序或決議方法有違反法令或章程，向有管轄權之法院提起訴訟，尋求有關之適當救濟。因前述事項所生之爭議，得以臺灣臺北地方法院為第一審管轄法院。

23.5除開曼公司法、章程大綱或章程另有明文規定者外，任何於股東會上提交股東決議、同意、確認或承認者，均應以普通決議為之。

23.6股份登錄興櫃買賣或於證交所上市期間，於相關之股東名冊停止過戶期間前，持有已發行股份總數百分之一以上股份之股東，得以書面或本公司所指定之任何電子方式向公司提出一項股東常會議案。公司應依適用法律所許可之方式與時間辦理公告，敘明受理股東提案之處所及不少於十日之受理期間。除有下列情形之一者外，董事會應將該等提案列入股東常會議案：(a)提案股東持股未達已發行股份總數百分之一者；(b)該提案事項非股東會所得決議或提案超過三百中文字者；(c)該提案股東提案超過一項者；或(d)該提案於公告受理期間截止日後提出者。惟如該提案係為敦促本公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。

23.7股東會之議事規則及程序應由董事會訂定，並經股東會普通決議通過，且該議事規則及程序應依開曼公司法、本章程及公開發行公司規則予以訂定。

24會議主席

24.1 董事長如出席，應擔任股東會主席。如其未出席，應由出席股東會之董事互選出會議主席。

24.2股份登錄興櫃買賣或於證交所上市期間，股東會主席應依公開發行公司規則指派。

25股東表決

25.1 在不影響其股份所附有之任何權利或限制下，每一親自出席或委託代理人出席之自然人股東，或經由其合法授權之代表親自出席或委託代理人出席之公司或非自然人股東，就其所持有的每一股份均有一表決權。股東係為他人持有股份時，股東得主張分別行使表決權，其分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他事項，應依公開發行公司規則之規定辦理。

25.2 除於相關股東會或特定類別股份股東會基準日已登記為該股份之股東者外，任何人均無權在股東會上行使表決權。

25.3 股東得親自或透過代理人行使表決權。股東得以公司準備之委託書，載明委託範圍委託代理人出席股東會行使表決權；惟一股東以出具一委託書，並以委託一個代理人出席股東會並行使表決權為限。

25.4 除開曼公司法另有規定外，股份登錄興櫃買賣或於證交所上市期間，本公司應提供股東以電子方式行使表決權，惟公開發行公司規則另有要求時，公司應提供股東得以書面投票或電子方式行使表決權。如表決權以書面投票或電子方式行使時，該等行使表決權之方式應載明於寄發予股東之股東會通知。股東擬以書面投票或電子方式行使其表決權者，至遲應於股東會開會二日前將其投票指示送達於公司，投票指示有重複時，以最先送達者為準，但聲明撤銷先前投票指示者，不在此限。股東依前開規定以書面投票或電子方式行使其於股東會之表決權時，視為委託會議主席為其代理人，於股東會上依其書面或電子文件指示之方式行使表決權。會議主席基於代理人之地位，就書面或電子文件中未提及或未載明之事項、及／或該股東會上所提出對原議案之修正，皆無權行使該股東之表決權。為釐清疑義，該股東以該等方式行使表決權，即應視為其就該次股東會中所提之臨時動議及／或原議案之修正，業已放棄表決權之行使。

25.5 倘股東擬以書面或電子方式行使表決權並已依本章程第 25.4 條之規定向公司送達其投票指示後，欲親自出席股東會者，至遲應於股東會開會前二日，以與先前依本章程第 25.4 條送達之投票指示之相同送達方式（如快遞、掛號郵件或電子方式，依實際情形而定），另向公司送達其欲撤銷先前投票指示之個別通知。倘股東逾期撤銷其投票決定者，以書面或電子方式行使之表決權為準。

25.6 股東為以書面或電子方式行使表決權，而已依本章程第 25.4 條之規定向公司送達其投票指示者，有權依本章程規定另行指定他人代理其出席該次股東會。於此情形，該代理人就表決權之行使應視為撤銷該股東先前送達公司之投票指示，公司應僅計算該受明示指定之代理人所行使之表決權。

26代理

26.1 委託書應以董事會同意之格式為之，並載明僅為特定股東會使用。委託書之格式應至少包含下列資訊：(a)填表須知，(b)股東委託行使事項，及(c)相關股東、代理人及委託書徵求人（若有）之個人基本資料。委託書表格應連同該次會議之相關通知，一併提供予股東，且該等通知及委託書文件亦應於同日發送予所有股東。

26.2 委託書應為書面，並經委託人簽署。如委託人為公司或非自然人股東時，由其合法授權之職員或代理人簽署。受託代理人毋庸為公司之股東。

26.3 股份登錄興櫃買賣或於證交所上市期間，於不違反公開發行公司規則之情況下，除根據中華民國信託事業或經公開發行公司規則核准之股務代理機構外，一人同時受兩人以上股東委託時，除依本章程第 25.4 條之規定而視為股東代理人之會議主席外，其代理的表決權數不得超過公司停止過戶期間前，已發行有表決權股份總數之百分之三；超過該百分之三之表決權，不予計算。

26.4 倘股東以書面或電子方式行使表決權，並以委託書委託代理人出席股東會者，以受託代理人出席行使之表決權為準。委託書送達公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向公司為撤銷委託之通知；逾期撤銷者，以受託代理人出席行使之表決權為準。

26.5 除依本章程第 25.4 條規定而視會議主席為股東代理人之情形者外，委託書應至少於委託書所載代理人所擬行使表決權之股東會或其延會五日前，送達公司之註冊處所、公司在中華民國之股務代理機構辦公室、或於股東會召集通知上或公司寄出之委託書上所指定之處所。公司收到同一股東之數份委託書時，除股東於後送達之委託書中明確以書面聲明撤銷先前之委託者外，應以最先送達之委託書為準。

27委託書徵求

股份登錄興櫃買賣或於證交所上市期間，委託書之使用與徵求應遵守公開發行公司規則，包括但不限於「公開發行公司出席股東會使用委託書規則」。

28異議股東股份收買請求權

28.1 於不違反開曼公司法規範下，股東會決議下列任一事項時，於會議前或會議中，已以書面或口頭表示異議（經紀錄）並放棄表決權或投票反對的股東，得請求公司以當時公平價格收買其所有之股份：

(a)公司擬締結、變更或終止任何營業出租契約、委託經營契約或共同經營契約；

(b)公司轉讓其全部或主要部分的營業或財產，但公司依解散所為之轉讓，不在此限；

(c)公司取得或受讓他人全部營業或財產，對公司營運產生重大影響者；

(d)公司擬進行分割、合併、股份轉換；或

(e)公司概括承受他人全部財產和負債，或概括讓與其全部財產和負債。

依本章程第 28.1 條放棄表決權之股份數，不算入股東會已出席股東之表決權數，惟算入計算法定出席人數時之股份數。

28.2 於不違反開曼公司法情形下，依本章程第 28.1 條請求之股東（下稱「**異議股東**」），應於股東會決議日起二十日內以書面提出，並列明請求收買價格。異議股東與公司間就收買價格達成協議者，公司應自股東會決議日起九十日內支付價款。異議股東與公司間未就收買價格達成協議者，公司應自股東會決議日起九十日內，依其所認為之公平價格支付價款予未達成協議之異議股東；公司未於前述九十日期間內支付其所認為之公平價格者，視為同意異議股東請求收買之價格。

28.3 於不違反開曼公司法情形下，異議股東與公司間就異議股東持有股份之收買價格自股東會決議日起六十日內未達成協議者，公司應於此期間經過後三十日內，以全體未達成協議之異議股東為相對人，聲請法院就異議股東持有之全數股份為公平價格之裁定，並得以臺灣臺北地方法院為第一審管轄法院。

縱有前述本章程第 28 條之規定，本條之規定未限制或禁止股東依據開曼公司法第 238 條之規定，於其對合併表示異議時，請求支付其股份公平價格之權利。

29 無表決權股份

29.1 下列股份於其有下列情形（依其適用情形）之期間內，於任何股東會上均無表決權，亦不算入已發行股份之總數：

(a)公司持有自己之股份；

(b)直接或間接被持有已發行有表決權之股份總數或資本總額超過半數之附屬公司，所持有之公司股份；或

(c)公司、附屬公司、公司之控股公司及該控股公司之附屬公司直接或間接持有他公司已發行有表決權之股份總數或資本總額超過半數之公司，所持有之公司股份。

29.2 股東對於股東會討論之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，且其持有之股份數不算入已出席股東之表決權數。惟其持有之股份數仍得算入計算法定出席人數時之股份數。上述股東亦不得代理他股東行使表決權。

29.3 股份登錄興櫃買賣或於證交所上市期間，董事以股份設定質權超過選任當時所持有之公司股份數額二分之一時，其超過部分無表決權，亦不算入已出席股東之表決權數。

30 共同股份持有人之表決

在共同持有人的情形，順位較高者之行使表決權（親自出席或委託代理人出席）應排除其他共同持有人之表決。前所稱之順位，係指股東名冊中名字記載之次序。

31 法人股東之代表

31.1 法人股東或非自然人股東得以書面授權其認為適當之人為其代表人，參與任何股東之會議。代表人有權行使該被代表法人或非自然人之權利內容，與假設該法人或非自然人為自然人股東時所得行使者同。於代表人出席之會議，該法人股東或非自然人股東並應視為已親自出席。

31.2 縱有如上規定，就任何人是否有權以法人股東或非自然人股東名義出席股東會並參與表決，會議主席仍得接受其認為適當之確認方式。

32 股東會延會

於股東會達法定出席股份數並經出席股東多數同意，股東會主席應得依其指示宣佈散會。除散會時已宣布延會之召開日期、地點及時間外，新會議召開日期、地點及時間之通知，應依本章程條款規定送交有權出席及表決之股東。

33 董事出席股東會

公司董事應有權收受任何股東會之通知、出席並發言。

34 董事人數及任期

34.1 公司董事會，設置董事人數不得少於七人，且不得多於十一人。每一董事任期不得逾三年，倘該任期居滿將致公司無董事，該任期得延長至任期屆滿後次一選任董事之股東會召開之日止。董事得連選連任。於符合適用法律規範及前述董事人數範圍之前提下，公司得隨時以特別決議增加或減少董事人數。

34.2 股份登錄興櫃買賣或於證交所上市期間，除經櫃買中心（適用於股份登錄興櫃買賣之情形）或證交所（適用於股份於證交所上市之情形）核准者外，董事間應有超過半數之席次，不得具有配偶關係或二親等以內之親屬關係。

34.3 公司召開股東會選任董事者，當選人不符本章程第 34.2 條之規定時，不符規定之董事中所得選票代表選舉權較低者，於符合本章程第 34.2 條規定之必要限度內，其當選失效。已充任董事而違反前述規定者，應自違反之時起，當然解任。

34.4 股份於證交所上市期間，除依公開發行公司規則另准許者外，應設置獨立董事，人數不得少於三人且不得少於董事席次五分之一。於公開發行公司規則要求範圍內，獨立董事其中至少二人應在中華民國境內設有戶籍，且至少一名獨立董事應具有會計或財務專業知識。股份於證交所上市前，董事會得決議本公司應於股東會選任獨立董事。

34.5 董事（包括獨立董事及非獨立董事）之提名，於股份登錄興櫃買賣或於證交所上市期間，應依公開發行公司規則採候選人提名制度。

34.6 獨立董事應具備專業知識，且於執行董事業務範圍內應保持獨立性，不得與公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定，應符合公開發行公司規則之規定。

35 董事選舉

35.1 公司得於股東會選任任何人為董事，其得票數應依下述第 35.2 條計算之。有代表公司已發行股份總數過半數之股東出席（親自出席或委託代理人出席）者，即構成選舉一席以上董事之股東會法定出席股份數。

35.2 董事應由股東以下述累積投票制選出（本條所規範之投票方式下稱「累積投票制」）：

(a)董事選舉時，每一股東得行使之投票權數，為其所持之股份乘以該次股東會應選出董事人數之數目；

(b)股東得將其投票權數集中選舉一名董事候選人，或分配選舉數名董事候選人；

(c)相同類別之董事中（即獨立董事或非獨立董事），與董事應選出人數相當，並獲得最多選票之候選人，當選為董事；且

(d)如有兩名以上之相同類別之董事候選人獲得相同選票數，且當選人數超過該類別董事應選人數時，相同票數之董事應以抽籤決定當選之人。如董事候選人未出席該次股東會，會議主席應代其抽籤。

35.3 股份登錄興櫃買賣或於證交所上市期間，獨立董事因故辭職或解任，致人數不足三人時，公司應於最近一次股東會補選之。所有獨立董事均辭職或解任時，董事會應於最後一位獨立董事辭職或解任之日起六十日內，召開股東臨時會補選獨立董事以填補缺額。如在中華民國設有戶籍之獨立董事辭職或解任，致使獨立董事中在中華民國設有戶籍者少於二人，董事會亦應於該獨立董事辭職或解任之日起六十日內，召開股東臨時會補選獨立董事以填補缺額。

35.4 股份登錄興櫃買賣或於證交所上市期間，董事因故解任，致不足七人者，公司應於最近一次股東會補選之。但董事缺額達已選任董事總數三分之一者，董事會應自事實發生之日起六十日內，召集股東臨時會補選之。

35.5 法人為股東時，得由其代表人依章程規定當選為董事。代表人有數人時，得分別當選。

36 董事免職

36.1 公司得隨時以重度決議解除任何董事之職務，不論有無指派定另一董事取代之。於公司董事任期尚未屆滿前改選全體董事者，如未決議原董事於任期屆滿始為解任，應視為提前解任。前述改選應有代表已發行股份總數過半數股東之出席。若全體董事之任期同時屆滿，而在屆滿前未召開股東會進行改選者，董事任期應繼續並延長至下次股東會選任或改選新任董事且該等董事就任時止。

36.2 股份登錄興櫃買賣或於證交所上市期間，董事執行業務，有重大損害公司之行為或違反法令及／或本章程之重大事項，但未以重度決議將其解任者，於適用法律許可之範圍內，持有公司已發行股份總數百分之三以上之股東，得於該次股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為第一審管轄法院。

37 董事職位之免除

37.1 董事職位因下列情事而免除：

(a) 依本章程規定董事被解除職務；

(b) 董事死亡；

(c) 依本章程第 34.3 條規定董事當然解任者；

(d) 董事以書面通知公司辭任董事職位；

(e) 經法院依本章程第 36.2 條規定裁判解任；

(f) 董事依本章程第 37.2 條規定當然解任；

(g) 董事依本章程第 37.3 條規定當選失其效力；或

(h) 董事有下列情事之一者，當然解任：

(i)受破產之宣告，或經法院裁定進入清算程序，尚未復權者；

(ii) 經相關管轄法院或官員裁決其無行為能力，或依適用法律，其行為能力受有限制；

(iii) 受輔助宣告（依中華民國民法定義）或相似之宣告，且該宣告尚未撤銷；

(iv) 曾犯中華民國法規禁止之組織犯罪，經有罪判決確定，且(A)尚未執行、(B)尚未執行完畢，或(C)執行完畢、緩刑期滿或赦免後未逾五年；

(v) 曾因刑事詐欺、背信或侵占罪，經受有期徒刑一年以上判決確定，且(A)尚未執行、(B)尚未執行完畢，或(C)執行完畢、緩刑期滿或赦免後未逾二年；

(vi) 曾犯貪污治罪條例之罪，經有罪判決確定，且(A)尚未執行、(B)尚未執行完畢，或(C)執行完畢、緩刑期滿或赦免後尚未逾二年；或

(vii) 曾因使用信用工具而經拒絕往來尚未期滿者。

如董事候選人有本條第(h)款各目情事之一者，該人應被取消董事候選人之資格。

37.2 若董事（獨立董事除外）在任期中轉讓股份超過選任當時所持有公司股份數額二分之一時，當然解任，其解任毋需經股東會之同意立即生效。

37.3 若董事（獨立董事除外）於當選後，於就任前轉讓超過選任當時所持有之公司股份數額二分之一時，或於股東會召開前之停止股票過戶期間內，轉讓持股超過二分之一時，其當選失其效力（毋須經股東會之同意立即失其效力）。

38 董事報酬

38.1 股份登錄興櫃或於證交所上市期間，董事會應依公開發行公司規則設立至少由三名成員組成之薪資報酬委員會，且成員中之一人須為獨立董事。薪資報酬委員會成員之專業資格、所定職權之行使及相關事項，應符合公開發行公司規則之規定。於薪資報酬委員會設立時，董事會應以決議通過薪資報酬委員會之組織章程，且該組織章程並應符合公開發行公司規則之規定。董事會得決議於登錄興櫃前設置薪資報酬委員會。

38.2 前條所稱薪資報酬應包括董事及經理人之薪資、股票選擇權與其他具有實質獎勵之措施。

38.3 董事報酬得由董事會參考薪資報酬委員會（若有設置者）之建議及其他同業一般水準決定之，惟僅得以現金支付。公司亦得支付董事因往返董事會、董事會轄下之委員會、公司股東會或與公司業務相關或為董事通常職務而適當支出之差旅費、住宿費及其他費用。董事有權依開曼公司法、公開發行公司規則、服務協議或其他與公司簽訂之相類契約，獲配公司利益。

39 董事選舉瑕疵

董事會、董事委員會或任何董事依善意所為之行為，縱使嗣後經查董事選舉程序有瑕疵，或有董事不具備董事資格之情形者，其效力仍與經正當程序選任之董事、或具備董事資格之董事所為者，同等有效。

40 董事管理業務

公司業務應由董事會管理及執行。於管理公司業務時，於本章程、開曼公司法及公司於股東會指示之範圍內，除經開曼公司法或本章程要求應由公司於股東會行使者外，董事會得行使公司之一切權力。

41 董事會之職權

於不影響第 40 條之概括規定下，董事會得於不違反本章程第 12.3 條所規定範圍內：

(a) 指派、終止或解免任何公司經理、秘書、職員、代理人或僱員，並決定其報酬及其職責；

(b) 借入款項、就公司事業、財產和尚未繳納股款之全部或一部設定抵押或擔保，或發行債券、債券性質股份或其他有價證券，或發行此等有價證券以作為公司或第三人債務或義務之擔保；

(c) 指派一位或數位董事擔任公司之執行董事或執行長，於董事會管理下監督及管理公司所有一般業務及事務；

(d) 指派公司經理人負責公司日常業務，並得委託及賦予該經理人為從事此種業務之交易或執行之適當之權力與職責；

(e) 以授權方式，指派董事會直接或間接提名之公司、行號、個人或團體，擔任公司代理人，於董事會認為適當之期間與條件內，基於其認為適當之目的，賦予其認為適當之權力、授權及裁量權（但不得超過董事會所擁有或得以行使之權力）。該等授權書得涵蓋董事會認為適當之條款，以保護或便利與該代理人處理事務之人，亦得授權該代理人複委任其權力、授權及裁量權。若經授權時，該代理人並得依開曼公司法所允許之方式，簽署任何契約或文件；

(f) 促使公司支付所有創立及成立公司所生費用；

(g) 授與權限（包括複委任之權限）予董事會指定之一人或數人所成立之委員會，各該委員會並應依董事會指示行事。除董事另有指示或規範外，該委員會之會議及議事程序應依本章程所定之董事會議及其議事程序而進行；

(h) 以董事會認為適當之條件及其方式授予任何人權限（包括複委任之權限）；

(i) 提出公司清算或重整之聲請或申請；

(j) 於發行股份時，支付法律允許相關之佣金及經紀費；及

(k) 授權任何公司、行號、個人及團體為特定目的代理公司，並以公司名義簽署任何相關之協議、文件與契約。

42 董事及經理人名冊

42.1 董事會應依開曼公司法規定，備置一本或數本董事及經理人名冊於註冊處所，內容應包括下列事項：

(a)姓名；及

(b)地址。

42.2 董事會應於下列事情發生六十日內，變更董事及經理人名冊內之記載及發生日期，並依開曼公司法規定通知公司登記處：

(a)董事及經理人變更；或

(b)董事及經理人名冊內事項變更。

43 經理人

就本章程所稱之經理人係由董事會指派之秘書及其他經理人組成。

44 指派經理人

秘書（及其他經理人，如有）應由董事會隨時指派。

45 經理人職責

經理人應有董事會所隨時委託之管理並處理業務及事務之權力與職責。

46 經理人報酬

經理人之報酬由董事會定之。

47 利益衝突

47.1 任何董事或其公司、合夥人或與董事有關之公司，得以任何地位而為公司行事、被公司僱用或向公司提供服務，而該董事或其公司、合夥人或與董事有關之公司有權收取之報酬，與假設其非為董事之情形者同。惟本條於獨立董事不適用之。

47.2 董事對於董事會議討論之事項或與公司之契約、擬簽定之契約或協議有直接或間接利害關係者，董事應依適用法律於相關之董事會說明其自身利害關係之性質及重要內容；公司擬進行本章程第 28.1 條所定交易或依適用法律進行其他併購，董事就該等交易有自身利害關係時，應依適用法律於相關之董事會及股東會說明其自身利害關係之重要內容及贊成或反對該等交易之理由。公司並應於股東會召集通知中敘明董事利害關係之重要內容及贊成或反對該等交易之理由；上述內容及理由得公告於臺灣證券主管機關或公司指定之網站，並應將該網站之網址載明於股東會召集通知。董事之配偶、二親等以內之血親，或與董事具有控制從屬關係之公司，就前開董事會討論之事項有利害關係者，視為董事就該事項有自身利害關係。本條所稱之「控制」及「從屬」應依公開發行公司規則認定之。

47.3　縱本章程第 47 條有相反規定，董事對於董事會討論事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，亦不得代理其他董事行使表決權。依前述規定不得行使表決權之董事，其表決權不計入已出席董事之表決權數。

47.4 縱本章程第 47 條有相反規定，董事為自己或他人為屬於公司營業範圍內之行為者，應於股東會向股東說明其行為之重要內容，並取得股東會重度決議之許可。

48 董事及經理人之補償及免責

48.1 公司董事及經理人及任何受託管理人在處理與公司有關業務之期間，及各前任董事、前任經理人、前任受託管理人，及其各自之繼承人、執行人、管理人、個人代表人（各該人等於本條稱為「被補償人」），因執行其職務或其應盡之職責、或於其職務上或信託中，因其作為、同時發生之作為、或其不作為所衍生或遭受之求償、成本、費用、損失、損害及支出，公司應以其資產補償之，且被補償人對其他被補償人之行為、所收款項、過失或違約，或為一致性需求所參與之收取，或就公司應或得存放保管金錢或財產之銀行或他人，或對公司因擔保而應存入或補提之任何不足金額或財產，或因執行其職務或信託而生或相關聯之任何其他損失、災禍或損害，概不負責；惟如係因上述人員之詐欺、不誠實或因違反本章程第 48.4 條所致者，不在此限。

48.2　公司得為其董事或經理人就其因擔任董事或經理人而生之責任購買保險或續保，或以該保險補償其對公司或附屬公司可能因過失、違約、違反職責或背信而有罪，所依法而生之損失或義務。

48.3 在開曼群島法允許之範圍內，繼續六個月以上持有公司已發行股份總數百分之一以上之股東得：

()以書面請求董事會授權審計委員會之獨立董事為本公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院；或

()以書面請求審計委員會之獨立董事為公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院；

於依上述第(a)款或第(b)款提出請求後 30 日內，如(i)受請求之董事會未依第(a)款授權審計委員會之獨立董事或經董事會授權之審計委員會之獨立董事未依第(a)款提起訴訟；或(ii)受請求之審計委員會之獨立董事未依第(b)款提起訴訟時，股東得為公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院。

48.4 於不影響及不違反公司之董事依開曼群島之普通法原則及法律對公司及股東所負之一般董事責任之情形下，董事於執行公司之業務經營時，應忠實執行業務並盡善良管理人之注意義務，如有違反致公司受有損害者，於法律允許之最大限度內，應負損害賠償責任。如董事因為違反上開規定之行為，而為自己或他人取得任何利益時，於經股東會普通決議通過下，公司應採取所有適當之行動及步驟及於法律允許之最大限度內，自該董事處使該等利益歸為公司所有。公司之董事於其執行業務經營時，如有違反法律或命令導致公司對於任何人負有任何補償或損害責任時，該董事應與公司就該等補償或損害負連帶賠償之責，且若因任何原因，該董事無須與公司負連帶賠償之責，該

董事應就其違反其責任導致公司所受之任何損失予以補償。經理人於執行公司職務時，應負與公司董事相同之損害賠償責任。

董事會

49 董事會

49.1 董事會由董事長召集之，且董事會得因執行業務而召集、休會及依其認為適切之其他方式管理其會議。

49.2 股份登錄興櫃買賣或於證交所上市期間，公司應至少於每季至少召開一次董事會，並依公開發行公司規則辦理。

49.3 董事會會議中之決議應由多數贊成票之支持始為通過，票數相同時則為不通過。為此目的，已出席會議並得行使表決權之董事，如未就議案行使表決權者，視為反對該議案。

49.4 董事得以書面委託他人代理出席董事會。代理人亦計入出席董事人數之計算，且代理人之表決於各種情形下皆應視為委託董事之表決。

49.5 董事委託他人代理出席董事會之委託書應以董事會同意之格式以書面為之，委託董事得隨時以相同方式撤銷委託，並為委託或撤銷委託之通知。

49.6 代理人應為董事，且以受一人委託為限。

50 董事會通知

50.1 董事長得隨時召集董事會，但秘書經董事長要求時應隨時召集董事會。

50.2 股份登錄興櫃買賣前，董事會之召集應至少於 48 小時前通知各董事；但遇有董事會多數成員同意之緊急情事時，得以較短之召集通知、或於通知每位董事後、或經每位董事同意後無需事前通知，而為召集。股份登錄興櫃買賣或於證交所上市期間，召集董事會時，應於預定開會日七日前，將載明擬討論事項及承認事項（如屬適當）之開會通知寄發各董事。但遇有過半數董事同意之緊急情況時，得依符合公開發行公司規則之方式，於較短之期間內通知各董事召集之。為本條之目的，如經董事同意時，開會通知得以電子方式寄送。

51 視訊會議參與董事會

董事得以視訊會議，或於適用法律許可範圍內，以其他通訊器材參與董事會，使所有與會者同時並即時參與討論，並視為親自出席。

52 董事會之法定出席數

董事會會議所需之法定出席人數，應為過半數之董事。

53 董事會成員缺席之運作

董事會成員如有缺席仍得運作。

54董事會主席

董事長（如有）如出席董事會，應為董事會議主席。董事長缺席時，應依公開發行公司規則指派或選舉會議主席。

55董事會先前行為之效力

公司於股東會就本章程所為之制定或修改，不應使董事會於本章程未制定或修改前之有效行為變為無效。

公司記錄

56議事錄

董事會應將會議記錄納入所備置之簿冊，以供下列目的之用：

(a)所有公司經理人之選任與任命；

(b)各次董事會之出席董事姓名，及董事會所委任之委員會各次會議之出席董事姓名；及

(c)股東會、董事會、經理人會議與董事會委任之委員會議中所有決議及議事程序。

57抵押擔保登記簿

57.1 董事應依開曼公司法備置抵押及擔保登記簿。

57.2 依開曼公司法規定，抵押擔保登記簿應備置於註冊處所，於開曼群島各營業日供股東及債權人檢閱，但應受限於董事會所為之合理限制；惟每營業日開放供檢閱之時間應不少於二小時。

58印章之形式和使用

58.1 印章僅能依董事或董事授權之董事委員會依授權使用之；於董事另有決定前，印章應於董事或秘書或助理秘書或其他經董事或董事委員會授權之人在場時蓋印。

58.2 縱有如上規定，印章得於未經授權下，為應檢送予開曼群島公司登記處之文件，而由公司任一董事、秘書或助理秘書或其他有權檢送前述文件之人或機構，以驗證之方式於該文件上蓋印。

58.3 於開曼公司法許可下，公司得有一個或數個複製印章；且如董事認為適當，得在該複製印章表面加上其將使用之城市、領土、地區或地點的名稱。

公開收購及帳簿

59公開收購

股份登錄興櫃買賣或於證交所上市期間，任何與公開收購相關之公告，公司應遵守公開發行公司規則，包括但不限於「公開收購公開發行公司有價證券管理辦法」。

60會計帳簿

60.1 董事會就所有公司交易應備置適當之會計帳簿，尤其是：

(a)公司所有收受及支出之款項、及與該收受或支出之相關事宜；

(b)公司所銷售及購買之一切物品；及

(c 公司之所有資產及負債。

(d))會計帳簿自備置日起，應至少保存五年。

60.2 會計帳簿應予保存。若於董事會認為之適當處所，未備有能正確、公平反映公司事務及說明相關交易所必要之會計帳簿者，視同未就前述事項妥善備置會計帳簿。

60.3 依本章程與依相關法規製作之委託書、文件、表冊及電子媒體資訊等，應保存至少一年。惟如有股東就該委託書、文件、表冊及／或本條所述之資訊等提起訴訟時，倘該訴訟費時逾一年，則應保存至該訴訟終結為止。

61 會計年度結束

除本公司董事會另為議定者外，本公司之會計年度：

(a)結束於每年十二月三十一日；且

(b)於本公司設立當年度，於本公司設立登記日始；於公司設立當年度後，於每年一月一日開始。

審計委員會

62 委員會人數

股份於證交所上市期間，董事會應設立審計委員會。審計委員會僅得由獨立董事組成，其委員會人數不得少於三人，其中一人為召集人，負責不定期召集審計委員會會議，且至少一人應具備會計或財務專長。審計委員會之決議，應有審計委員會全體成員二分之一（含）以上之同意。董事會得決議於上市前設置審計委員會。

63 審計委員會之職權

63.1 審計委員會（若有設置者）應依公開發行公司規則之規定行使職權。下列事項應經審計委員會全體成員二分之一以上同意，並提董事會決議：

(a) 訂定或修正公司內部控制制度；

(b) 內部控制制度有效性之考核；

(c) 訂定或修正重要財務或業務行為之處理程序，例如取得或處分資產、衍生性商品交易、資金貸與他人，或為他人背書或保證；

(d) 涉及董事自身利害關係之事項；

(e) 重大之資產或衍生性商品交易；

(f) 重大之資金貸與、背書或提供保證；

(g) 募集、發行或私募具有股權性質之有價證券；

(h) 簽證會計師之委任、解任或報酬；

(i) 財務、會計或內部稽核主管之任免；

(j) 年度及半年度財務報告（如依公開發行公司規則而有適用）之核可；及

(k) 公司隨時認定或公司監理主管機關所要求之其他事項。

除第(j)款以外，其他任何事項如未經審計委員會成員半數（含）以上同意者，得經全體董事三分之二（含）以上同意行之，不受前項規定之限制，審計委員會之決議並應載明於董事會議事錄中。

63.2 在不違反適用法律規定及開曼群島法允許之範圍內，審計委員會之獨立董事成員應監督公司業務之執行，並得隨時調查公司業務及財務狀況，查核簿冊文件，並得請求董事會或經理人提出報告。在不違反適用法律規定及開曼群島法允許之範圍內，審計委員會之獨立董事成員依本條行使職權時，董事會得授權審計委員會之獨立董事代表公司委任會計師、律師審核之。

63.3 審計委員會對於董事會編造提出股東會之各種表冊，應予查核，並報告意見於股東會。

63.4 於不違反開曼公司法情形下，董事會決議本章程第 28.1 條所定事項或依適用法律進行其他併購前，應由審計委員會就併購計畫與交易之公平性、合理性進行審議，並將審議結果提報董事會及股東會；但依適用法律規定如無須股東會決議者，得不提報股東會。審計委員會進行審議時，應委請獨立專家就換股比例或配發股東之現金或其他財產之合理性提供意見。審計委員會之審議結果及獨立專家之合理性意見，應於發送股東會召集通知時，一併發送股東；但依適用法律規定併購免經股東會決議者，應於最近一次股東會就併購事項提出報告。前述應發送股東之文件，經公司於金管會指定之網站公告同一內容，且備置於股東會會場供股東查閱，對於股東視為已發送。

自願清算和解散

64清算

64.1 公司得依本章程第 12.4 條之規定自願解散。

64.2 如公司應行清算，清算人經特別決議同意後，得將公司全部或部分之資產（無論其是否由性質相同之財產所組成）以其實物分配予各股東，並得以其所認公平之方式，決定前開應分配財產之價值，及各股東間、或不同股別股東間之分配方式。經特別決議，清算人得依其認為適當之方式，將該等資產之全部或一部，為股東之利益而交付信託。惟股東毋庸接受其上附有任何負債之股份、或其他有價證券或財產。

變更章程

65變更章程

在不違反開曼公司法和章程大綱之情形下，公司得經特別決議變更或增訂其章程。

減少資本

66減少資本

公司得依開曼公司法與公開發行公司規則允許之方式，經特別決議減少資本和資本贖回準備金。除開曼公司法與公開發行公司規則另有規定者外，減少資本，應依股東所持股份比例減少之。

67中止

董事會得依開曼公司法行使公司之一切權力而將公司以存續方式移轉至開曼群島境外之特定國家或司法管轄區域。

選任訴訟及非訟代理人

68選任訴訟及非訟代理人

股份登錄興櫃買賣或於證交所上市期間，公司應依適用法律選任訴訟及非訟代理人，擔任公司依中華民國證券交易法在中華民國境內之負責人，處理中華民國證券交易法及與中華民國證券交易法相關之規則及規定所定事務。前述訴訟及非訟代理人須為在中華民國境內有住所或居所之自然人。

其他

69股東保護機制

如本公司有意進行下列任一交易：

(a) 合併（本公司於合併後消滅）；

(b) 出售、讓與或轉讓本公司全部之財產或營業予其他公司；

(c) 股份轉換；或

(d) 分割，

而導致本公司終止上市，且（於上述（a）之情形）該存續公司、（於上述（b）之情形）受讓公司、（於上述（c）之情形）因為取得本公司股份而發行股份之他公司，及（於上述（d）之情形）分割既存或新設公司，其股份未於證交所或櫃買中心掛牌者，除應符合開曼群島公司法相關規定者外，該等交易應經本公司已發行股份總數三分之二以上股東之同意行之。

70中華民國證券法令

股份登錄興櫃買賣或於證交所上市期間，公司之董事、獨立董事、薪資報酬委員會或審計委員會之資格條件、組成、選任、解任、職權行使及其他應遵行事項，應遵循適用於公司之中華民國證券法令規定。

71公司社會責任

本公司經營業務，應遵守公開發行公司規則及商業倫理規範，並得採行增進公共利益之行為，以善盡本公司之社會責任。

附錄二 董事會議事規範(修訂前)

第一條

為建立本公司良好董事會治理制度、健全監督功能及強化管理機能，爰依「公開發行公司董事會議事辦法」第二條訂定本規範，以資遵循。

第二條

本公司董事會之議事規範，主要議事內容、作業程序、議事錄應載明事項、公告及其他應遵行事項，應依本議事規範辦理。

第三條

本公司董事會每季至少召集一次。

董事會之召集，應載明事由，於七日前通知各董事及獨立董事，但遇有緊急情事時，得隨時召集之。

前項召集之通知，經相對人同意者，得以電子方式為之。

本規範第十二條第一項各款之事項，應在召集事由中列舉，不得以臨時動議提出。

第四條

本公司董事會指定之議事事務單位為財務部。

議事事務單位應擬訂董事會議事內容，並提供充分之會議資料，於召集通知時一併寄送。

董事如認為會議資料不充分，得向議事事務單位請求補足。董事如認為議案資料不充足，得經董事會決議後延期審議之。

第五條

召開本公司董事會時，應設簽名簿供出席董事簽到，以供查考。

董事應親自出席董事會，如不能親自出席，得依本公司章程規定委託其他董事代理出席；如以視訊參與會議者，視為親自出席。

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

第二項代理人，以受一人之委託為限。

第六條

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

第七條

本公司董事會由董事長召集者，由董事長擔任主席。但每屆第一次董事會，由股東會所得選票代表選舉權最多之董事召集者，會議主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

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

董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

第八條

本公司董事會召開時，財務部應備妥相關資料供與會董事隨時查考。

召開董事會，得視議案內容通知相關部門或子公司之人員列席。

必要時，亦得邀請會計師、律師或其他專業人士列席會議及說明。但討論及表決時應離席。

董事會之主席於已屆開會時間並有過半數之董事出席時，應即宣布開會。
已屆開會時間，如全體董事有半數未出席時，主席得宣布延後開會，其延後次數以二次為限，延後二次仍不足額者，主席得依第三條第二項規定之程序重新召集。
前項及第十六條第二項第二款所稱全體董事，以實際在任者計算之。

第九條

本公司董事會之開會過程，應全程錄音或錄影存證，並至少保存五年，其保存得以電子方式為之。
前項保存期限未屆滿前，發生關於董事會相關議決事項之訴訟時，相關錄音或錄影存證資料應續予保存，至訴訟終結止。
以視訊會議召開者，其視訊影音資料為議事錄之一部分，應於公司存續期間妥善保存。

第十條

本公司定期性董事會之議事內容，至少包括下列各事項：
一、報告事項：
（一）上次會議紀錄及執行情形。
（二）重要財務業務報告。
（三）內部稽核業務報告。
（四）其他重要報告事項。
二、討論事項：
（一）上次會議保留之討論事項。
（二）本次會議預定討論事項。
三、臨時動議。

第十一條

本公司董事會應依會議通知所排定之議事程序進行。但經出席董事過半數同意者，得變更之。
非經出席董事過半數同意者，主席不得逕行宣布散會。
董事會議事進行中，若在席董事未達出席董事過半數者，經在席董事提議，主席應宣布暫停開會，並準用第八條第五項規定。

第十二條

下列事項應提本公司董事會討論：
一、本公司之營運計畫。
二、年度財務報告及須經會計師查核簽證之第二季財務報告。
三、依證券交易法（下稱證交法）第十四條之一規定訂定或修訂內部控制制度及內部控制制度有效性之考核。
四、依證交法第三十六條之一規定訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。
五、募集、發行或私募具有股權性質之有價證券。
六、 董事會未設常務董事者， 董事長之選任或解任。
七、財務、會計或內部稽核主管之任免。
八、對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救之公益性質捐贈，得提下次董事會追認。
九、依證交法第十四條之三、其他依法令或章程規定應由股東會決議或董事會決議之事項或主管機關規定之重大事項。
前項第八款所稱關係人，指證券發行人財務報告編製準則所規範之關係人；所稱對非關係人之重大捐贈，指每筆捐贈金額或一年內累積對同一對象捐贈金額達新臺幣一億元以上，或達最近年度經會計師簽證之財務報告營業收入淨額百分之一或實收資本額百分之五以上者。

前項所稱一年內，係以本次董事會召開日期為基準，往前追溯推算一年，已提董事會決議通過部分免再計入。
應有至少一席獨立董事親自出席董事會，對於第一項應提董事會決議事項，應有全體獨立董事出席董事會，獨立董事如無法親自出席，應委由其他獨立董事代理出席。獨立董事如有反對或保留意見，應於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。
第十三條
主席對於董事會議案之討論，認為已達可付表決之程度時，得宣布停止討論，提付表決。
本公司董事會議案表決時，經主席徵詢出席董事全體無異議者，視為通過。如經主席徵詢而有異議者，即應提付表決。
表決方式由主席就下列各款規定擇一行之，但出席者有異議時，應徵求多數之意見決定之：
一、舉手表決或投票器表決。
二、唱名表決。
三、投票表決。
四、公司自行選用之表決。
前二項所稱出席董事全體不包括依第十五條第一項規定不得行使表決權之董事。
第十四條
本公司董事會議案之決議，除證交法及公司法另有規定外，應有過半數董事之出席，出席董事過半數之同意行之。
同一議案有修正案或替代案時，由主席併同原案定其表決之順序。但如其中一案已獲通過時，其他議案即視為否決，無須再行表決。
議案之表決如有設置監票及計票人員之必要者，由主席指定之，但監票人員應具董事身分。
表決之結果，應當場報告，並做成紀錄。
第十五條
董事對於會議事項，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。
董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就會議之事項有利害關係者，視為董事就該事項有自身利害關係。
本公司董事會之決議，對依前項規定不得行使表決權之董事，依公司法第二百零六條第三項準用第一百八十條第二項規定辦理。
第十六條
本公司董事會之議事，應作成議事錄，議事錄應詳實記載下列事項：
一、會議屆次（或年次）及時間地點。
二、主席之姓名。
三、董事出席狀況，包括出席、請假及缺席者之姓名與人數。
四、列席者之姓名及職稱。
五、記錄之姓名。
六、報告事項。
七、討論事項：各議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見且有紀錄或書面聲明及獨立董事依第十二條第四項規定出具之書面意見。

八、臨時動議：提案人姓名、議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形及反對或保留意見且有紀錄或書面聲明。
九、其他應記載事項。
董事會議決事項，如有下列情事之一者，除應於議事錄載明外，並應於董事會之日起二日內於金融監督管理委員會指定之公開資訊觀測站辦理公告申報：
一、獨立董事有反對或保留意見且有紀錄或書面聲明。
二、未經本公司審計委員會通過之事項，而經全體董事三分之二以上同意通過。
三、董事會通過之薪資報酬委員會優於薪資報酬委員會之建議。
董事會簽到簿為議事錄之一部分，應於公司存續期間妥善保存。
議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送各董事。並應列入本公司重要檔案，於本公司存續期間妥善保存。
第一項議事錄之製作及分發得以電子方式為之。

第十七條

除第十二條第一項應提本公司董事會討論事項外，董事會依法令或本公司章程規定，授權行使董事會職權者，其授權層級、內容或事項應具體明確，處理原則如下:
董事會於休會期間，授權董事長行使董事會職權時，除依法令或相關規章規定應提董事會決議外，其授權內容如下:
一、視公司資金需求，全權處理與各往來金融機構貸款額度、條件等相關事宜，並將執行情形提報董事會。
二、視公司資金需求，依背書保證作業程序規定的額度內，進行背書保證事宜，及依取得或處分資產處理程序規定之額度進行交易，並將執行情形提報董事會。
三、轉投資公司董事、獨立董事及代表人之指派。
四、公司組織架構調整。
五、核定各項重要契約。
其他依本公司章程、辦法規定之授權事項。

第十八條

本公司如設有常務董事會時，常務董事會議事準用第二條、第三條第二項、第四條至第六條、第八條至十一條、第十三條至前條規定； 董事長之選任或解任準用第三條第四項規定。但常務董事會屬七日內定期召集者，得於二日前通知各常務董事。

第十九條

本議事規範之訂定應經本公司董事會同意，並提股東會報告。未來如有修正得授權董事會決議之。

附錄三　股東會議事規則(修訂前)

第 1 條

為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，爰依上市上櫃公司治理實務守則第五條規定訂定本規則，以資遵循。

第 2 條

本公司股東會之議事規則，除法令或章程另有規定者外，應依本規則之規定。

第 3 條

本公司股東會除法令另有規定外，由董事會召集之。

本公司股東會召開方式之變更應經董事會決議，並最遲於股東會開會通知書寄發前為之。

本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站，但本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於本公司及本公司所委任之專業股務代理機構。

前項之議事手冊及會議補充資料，本公司於股東會開會當日應依下列方式提供股東參閱:

一、 召開實體股東會時，應於股東會現場發放。

二、 召開視訊輔助股東會時，應於股東會現場發放，並以電子檔案傳送至視訊會議平台。

三、 召開視訊股東會時，應以電子檔案傳送至視訊會議平台。

通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。

選任或解任董事、變更章程、減資、申請停止公開發行、董事競業許可、盈餘轉增資、公積轉增資、公司解散、合併、分割或第一百八十五條第一項各款之事項，應在召集事由中列舉並說明其主要內容，不得以臨時動議提出。

股東會召集事由已載明全面改選董事，並載明就任日期，該次股東會改選完成後，同次會議不得再以臨時動議或其他方式變更其就任日期。

持有已發行股份總數百分之一以上股份之股東，得向本公司提出股東常會議案，以一項為限，提案超過一項者，均不列入議案。但股東提案係為敦促公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。另股東所提議案有公司法第 172 條之 1 第 4 項各款情形之一，董事會得不列為議案。

本公司應於股東常會召開前之停止股票過戶日前，公告受理股東之提案、書面受理方式、受理處所及受理期間；其受理期間不得少於十日。

股東所提議案以三百字為限，超過三百字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。

本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。

第 4 條

股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人，出席股東會。一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。

委託書送達本公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。
委託書送達本公司後，股東欲以視訊方式出席股東會，應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

第 5 條

股東會召開之地點，應於本公司所在地或便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考量獨立董事之意見。
本公司召開視訊股東會時，不受前項召開地點之限制。

第 6 條

本公司應於開會通知書載明受理股東、徵求人、受託代理人（以下簡稱股東）報到時間、報到處地點，及其他應注意事項。
前項受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之；股東會視訊會議應於會議開始前三十分鐘，於股東會視訊會議平台受理報到，完成報到之股東，視為親自出席股東會。
股東應憑出席證、出席簽到卡或其他出席證件出席股東會，本公司對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。
本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。
本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事者，應另附選舉票。
政府或法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。
股東會以視訊會議召開者，股東欲以視訊方式出席者，應於股東會開會二日前，向本公司登記。
股東會以視訊會議召開者，本公司至少應於會議開始前三十分鐘，將議事手冊、年報及其他相關資料上傳至股東會視訊會議平台，並持續揭露至會議結束。

第 6 條 之1

本公司召開股東會視訊會議，應於股東會召集通知載明下列事項：
一、股東參與視訊會議及行使權利方法。
二、因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙之處理方式，至少包括下列事項:
(一)發生前開障礙持續無法排除致須延期或續行會議之時間，及如須延期或續行集會時之日期。
(二)未登記以視訊參與原股東會之股東不得參與延期或續行會議。
(三)召開視訊輔助股東會,如無法續行視訊會議,經扣除以視訊方式參與股東會之出席股數，出席股份總數達股東會開會之法定定額，股東會應繼續進行，以視訊方式參與股東，其出席股數應計入出席之股東股份總數，就該次股東會全部議案，視為棄權。
(四)遇有全部議案已宣布結果，而未進行臨時動議之情形，其處理方式。
三、召開視訊股東會，並應載明對以視訊方式參與股東會有困難之股東所提供之適當替代措施。

第 7 條
股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。
前項主席係由常務董事或董事代理者，以任職六個月以上，並瞭解公司財務業務狀況之常務董事或董事擔任之。主席如為法人董事之代表人者，亦同。
董事會所召集之股東會，董事長宜親自主持，且宜有董事會過半數之董事及各類功能性委員會成員至少一人代表出席，並將出席情形記載於股東會議事錄。
股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。
本公司得指派所委任之律師、會計師或相關人員列席股東會。
第 8 條
本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。
前項影音資料應至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。
股東會以視訊會議召開者，本公司應對股東之註冊、登記、報到、提問、投票及公司計票結果等資料進行記錄保存，並對視訊會議全程連續不間斷錄音及錄影。
前項資料及錄音錄影，本公司應於存續期間妥善保存，並將錄音錄影提供受託辦理視訊會議事務者保存。
股東會以視訊會議召開者，本公司宜對視訊會議平台後台操作介面進行錄音錄影。
第 9 條
股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡及視訊會議平台報到股數，加計以書面或電子方式行使表決權之股數計算之。
已屆開會時間，主席應即宣布開會，並同時公布無表決權數及出席股份數等相關資訊。惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣布流會；股東會以視訊會議召開者，本公司另應於股東會視訊會議平台公告流會。
前項延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時，得依公司法第一百七十五條第一項規定為假決議，並將假決議通知各股東於一個月內再行召集股東會；股東會以視訊會議召開者，股東欲以視訊方式出席者，應依第六條向本公司重行登記。
於當次會議未結束前，如出席股東所代表股數達已發行股份總數過半數時，主席得將作成之假決議，依公司法第一百七十四條規定重新提請股東會表決。
第 10 條
股東會如由董事會召集者，其議程由董事會訂定之，相關議案（包括臨時動議及原議案修正）均應採逐案票決，會議應依排定之議程進行，非經股東會決議不得變更之。
股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。
前二項排定之議程於議事（含臨時動議）未終結前，非經決議，主席不得逕行宣布散會；主席違反議事規則，宣布散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。
主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，認為已達可付表決之程度時，得宣布停止討論，提付表決，並安排適足之投票時間。

第 11 條

出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶名，由主席定其發言順序。

出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。

出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

出席股東發言後，主席得親自或指定相關人員答覆。

股東會以視訊會議召開者，以視訊方式參與之股東，得於主席宣布開會後，至宣布散會前，於股東會視訊會議平台以文字方式提問，每一議案提問次數不得超過兩次，每次以二百字為限，不適用第一項至第五項規定。

前項提問未違反規定或未超出議案範圍者，宜將該提問揭露於股東會視訊會議平台，以為周知。

第 12 條

股東會之表決，應以股份為計算基準。

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

除信託事業或經證券主管機關核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。

第 13 條

股東每股有一表決權;但受限制或公司法第一百七十九條第二項所列無表決權者,不在此限。

本公司召開股東會時，應採行以電子方式並得採行以書面方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權，故本公司宜避免提出臨時動議及原議案之修正。

前項以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。

股東以書面或電子方式行使表決權後，如欲親自或以視訊方式出席股東會者，應於股東會開會二日前以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。

議案之表決，除公司法及本公司章程另有規定外，以出席股東表決權過半數之同意通過之。

表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

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

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。
本公司召開股東會視訊會議，以視訊方式參與之股東，於主席宣布開會後，應透過視訊會議平台進行各項議案表決及選舉議案之投票，並應於主席宣布投票結束前完成，逾時者視為棄權。
股東會以視訊會議召開者，應於主席宣布投票結束後，為一次性計票，並宣布表決及選舉結果。
本公司召開視訊輔助股東會時，已依第六條規定登記以視訊方式出席股東會之股東，欲親自出席實體股東會者，應於股東會開會二日前，以與登記相同之方式撤銷登記；逾期撤銷者，僅得以視訊方式出席股東會。
以書面或電子方式行使表決權，未撤銷其意思表示，並以視訊方式參與股東會者，除臨時動議外，不得再就原議案行使表決權或對原議案提出修正或對原議案之修正行使表決權。
第 14 條

股東會有選舉董事時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果，包含當選董事之名單與其當選權數及落選董事名單及其獲得之選舉權數。
前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。
第 15 條

股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。
前項議事錄之分發，本公司得以輸入公開資訊觀測站之公告方式為之。
議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及表決結果（包含統計之權數）記載之，有選舉董事時，應揭露每位候選人之得票權數。在本公司存續期間，應永久保存。
股東會以視訊會議召開者，其議事錄除依前項規定應記載事項外，並應記載股東會之開會起迄時間、會議之召開方式、主席及紀錄之姓名，及因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙時之處理方式及處理情形。
本公司召開視訊股東會，除應依前項規定辦理外，並應於議事錄載明，對於以視訊方式參與股東會有困難股東提供之替代措施。
第 16 條

徵求人徵得之股數、受託代理人代理之股數及股東以書面或電子方式出席之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示；股東會以視訊會議召開者，本公司至少應於會議開始前三十分鐘，將前述資料上傳至股東會視訊會議平台，並持續揭露至會議結束
本公司召開股東會視訊會議，宣布開會時，應將出席股東股份總數，揭露於視訊會議平台。如開會中另有統計出席股東之股份總數及表決權數者，亦同。
股東會決議事項，如有屬法令規定、臺灣證券交易所股份有限公司（財團法人中華民國證券櫃檯買賣中心）規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。
第 17 條

辦理股東會之會務人員應佩帶識別證或臂章。
主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴「糾察員」字樣臂章或識別證。
會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

股東違反議事規則不服從主席糾正，妨礙會議之進行經制止不從者，得由主席指揮糾察員或保全人員請其離開會場。

第 18 條

會議進行時，主席得酌定時間宣布休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間。

股東會排定之議程於議事（含臨時動議）未終結前，開會之場地屆時未能繼續使用，得由股東會決議另覓場地繼續開會。

股東會得依公司法第一百八十二條之規定，決議在五日內延期或續行集會。

第 19 條

股東會以視訊會議召開者，本公司應於投票結束後，即時將各項議案表決結果及選舉結果，依規定揭露於股東會視訊會議平台，並應於主席宣布散會後，持續揭露至少十五分鐘。

第 20 條

本公司召開視訊股東會時，主席及紀錄人員應在國內之同一地點，主席並應於開會時宣布該地點之地址。

第 21 條

股東會以視訊會議召開者，本公司得於會前提供股東簡易連線測試，並於會前及會議中即時提供相關服務，以協助處理通訊之技術問題。

股東會以視訊會議召開者，主席應於宣布開會時，另行宣布除公開發行股票公司股務處理準則第四十四條之二十第四項所定無須延期或續行集會情事外，於主席宣布散會前，因天災、事變或其他不可抗力情事，致視訊會議平台或以視訊方式參與發生障礙，持續達三十分鐘以上時，應於五日內延期或續行集會之日期，不適用公司法第一百八十二條之規定。

發生前項應延期或續行會議，未登記以視訊參與原股東會之股東，不得參與延期或續行會議。

依第二項規定應延期或續行會議，已登記以視訊參與原股東會並完成報到之股東，未參與延期或續行會議者，其於原股東會出席之股數、已行使之表決權及選舉權，應計入延期或續行會議出席股東之股份總數、表決權數及選舉權數。

依第二項規定辦理股東會延期或續行集會時，對已完成投票及計票，並宣布表決結果或董事、監察人當選名單之議案，無須重行討論及決議。

本公司召開視訊輔助股東會，發生第二項無法續行視訊會議時，如扣除以視訊方式出席股東會之出席股數後，出席股份總數仍達股東會開會之法定定額者，股東會應繼續進行，無須依第二項規定延期或續行集會。

發生前項應繼續進行會議之情事，以視訊方式參與股東會股東，其出席股數應計入出席股東之股份總數，惟就該次股東會全部議案，視為棄權。

本公司依第二項規定延期或續行集會，應依公開發行股票公司股務處理準則第四十四條之二十第七項所列規定，依原股東會日期及各該條規定辦理相關前置作業。

公開發行公司出席股東會使用委託書規則第十二條後段及第十三條第三項、公開發行股票公司股務處理準則第四十四條之五第二項、第四十四條之十五、第四十四條之十七第一項所定期間，本公司應依第二項規定延期或續行集會之股東會日期辦理。

第 19 條

本規則經股東會通過後施行，修正時亦同。

附錄四　董事選舉辦法

第 1 條

為公平、公正、公開選任董事，爰依「上市上櫃公司治理實務守則」第二十一條規定訂定本辦法。

第 2 條

本公司董事之選任，除法令或章程另有規定者外，應依本辦法辦理。

第 3 條

本公司董事之選任，應考量董事會之整體配置。董事會成員組成應考量多元化，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，宜包括但不限於以下二大面向之標準：

一、基本條件與價值：性別、年齡、國籍及文化等。

二、專業知識技能：專業背景（如法律、會計、產業、財務、行銷或科技）、專業技能及產業經驗等。

董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下：

一、營運判斷能力。

二、會計及財務分析能力。

三、經營管理能力。

四、危機處理能力。

五、產業知識。

六、國際市場觀。

七、領導能力。

八、決策能力。

董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。

第 4 條

本公司獨立董事之資格，應符合「公開發行公司獨立董事設置即應遵循事項辦法」第二條、第三條以及第四條之規定。

本公司獨立董事之選任，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第五條、第六條、第七條、第八條以及第九條之規定，並應依據「上市上櫃公司治理實務守則」第二十四條規定辦理。

第 5 條

本公司董事之選舉，應依照公司法第一百九十二條之一所規定之候選人提名制度程序為之，為審查獨立董事候選人之資格條件、學經歷背景及有無公司法第三十條所列各款情事等事項，不得任意增列其他資格條件之證明文件，並應將審查結果提供股東參考，俾選出適任之獨立董事。

董事因故解任，致不足五人者，公司應於最近一次股東會補選之。但董事缺額達章程所定席次三分之一者，公司應自事實發生之日起六十日內，召開股東臨時會補選之。

獨立董事之人數不足證券交易法第十四條之二第一項但書、臺灣證券交易所上市審查準則相關規定，應於最近一次股東會補選之；獨立董事均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。

獨立董事因故解任，致人數不足公司章程規定者，宜於最近一次股東會補選之。但獨立董事全體均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。

第 6 條

本公司董事之選舉應採用累積投票制，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分配選舉數人。

第 7 條

董事會應製備與應選出董事人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。

第 8 條

本公司董事及獨立董事依公司章程所定之名額，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權數較多者分別依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

第 9 條

選舉開始前，應由主席指定具有股東身分之監票員、計票員各若干人，執行各項有關職務。投票箱由董事會製備之，於投票前由監票員當眾開驗。

第 10 條

被選舉人如為股東身分者，選舉人須在選舉票被選舉人欄填明被選舉人戶名及股東戶號；如非股東身分者，應填明被選舉人姓名及身分證明文件編號。惟政府或法人股東為被選舉人時，選舉票之被選舉人戶名欄應填列該政府或法人名稱，亦得填列該政府或法人名稱及其代表人姓名；代表人有數人時，應分別加填代表人姓名。

第 11 條

選舉票有左列情事之一者無效：

一、不用董事會製備之選票者。

二、以空白之選票投入投票箱者。

三、字跡模糊無法辨認或經塗改者。

四、所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身分證明文件編號經核對不符者。

五、除填被選舉人之戶名 (姓名) 或股東戶號 (身分證明文件編號) 及分配選舉權數外，夾寫其他文字者。

六、所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。

第 12 條

投票完畢後當場開票，開票結果應由主席當場宣布，包含董事及獨立董事當選名單與其當選權數。

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

第 13 條

當選之董事由本公司董事會發給當選通知書。

第 14 條

本辦法由股東會通過後施行，修正時亦同。

附錄五　董事持股情形

本公司全體董事持股情形

本公司董事截至本次股東常會停止過戶日（2024 年 4 月 20 日）股東名簿記載持有股數如下：

職稱	姓名	目前持有股數	
		股數	持股比率
董事長	史瑞斌	1,102,238	0.72%
副董事長	蔡正富	4,378,238	2.86%
董事	鄭立平	3,447,193	2.26%
董事	史瑞霖(Pearl Place Holdings Limited 代表人)	28,503,024	18.65%
董事	陳彥傅	17,908	0.01%
董事	黃清樹(達基有限公司代表人)	2,561,568	1.68%
獨立董事	齊萊平	0	0.00%
獨立董事	陳明璋	0	0.00%
獨立董事	林志隆	0	0.00%
獨立董事	許世炇	0	0.00%

註 1：本公司截至本次股東常會停止過戶日（2024 年 4 月 20 日）已發行股份為 152,821,721 股。

註 2：本公司全體董事法定應持有股數為 9,169,303 股。截至本次股東常會停止過戶日(2024 年 4 月 20 日)止持有 40,010,169 股。

註 3：獨立董事持股未計入上述全體董事持股數。

註 4：本公司設置審計委員會，故無監察人法定應持有股數之適用。

儒風 承印
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