Artery Technology Corporation

雅特力科技(開曼)股份有限公司
2025 年第一次股東臨時會會議事錄

時間：2025 年 8 月 29 日　　上午十時整

地點：新竹市東區金山八街 1 號 1 樓(訓練教室 B)

召開方式：實體股東會

出席股數：出席股東及股東代理人代表股份總數共計 40,939,220 股，佔本公司已發行普通股 51,174,000 股之 80.00%。

出席董事：王國雍董事

列席人員：陳春固財務長、宏鑑法律事務所呂雅婷律師

主席：王國雍　　　　　　　　紀錄：劉宥鱗

一、宣佈開會：出席股東及股東代理人之股份總數已逾法定出席股數，主席宣布會議開始。

二、主席致詞：略。

三、討論事項

討論案一

案　由：修正公司章程案，提請　討論。

說　明：

1. 為符合公司營運需求及擬於臺灣辦理申請第一上市或第一上櫃案需求，擬修正本公司章程部分條文。
2. 本公司章程原條文與修訂後條文對照表，請參閱附件一；第三次修訂及重述章程大綱和章程暨第三次修訂及重述章程（英文原文及中譯文）請參閱本手冊附件二。
3. 擬授權董事長或其指定之人（亦包括委託註冊代理人辦理）代表本公司就本次修章簽署一切相關文件並向有權主管機關（包括但不限於開曼群島公司註冊處）提交一切相關申請、備案或歸檔，並有權就相關未盡事宜採取一切必要行為。

決　議：本議案照原案表決通過。表決結果如下：

表決時出席股東表決權數：40,939,220 權

表決結果		占出席總表決權數%
贊成權數	40,939,220 權	100.00%
反對權數	0 權	0.00%
無效權數	0 權	0.00%
棄權與未投票權數	0 權	0.00%

四、臨時動議：本案經主席徵詢全體出席股東，無臨時動議提出。

五、散會：上午十時十五分。

附件一

公司章程（含中譯文）修訂前後條文對照表

條文名稱	原條文	修訂後條文	修正說明
文件名稱	<u>SECOND</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION <u>第二次</u>修訂及重述章程大綱和章程 <u>SECOND</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION <u>第二次</u>修訂及重述章程	<u>THIRD</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION <u>第三次</u>修訂及重述章程大綱和章程 <u>THIRD</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION <u>第三次</u>修訂及重述章程	配合本次修章修訂
第 24.4 條	24.4 Subject to the Law and if and to the extent permitted under the Law, for so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, the Company shall allow the voting at the general meeting be exercised by way of <u>a written ballot or</u> electronic transmission as one of the voting methods at the general meeting<u>, so that, when the Company convenes the general meeting, Members may exercise the voting power by way of a written ballot or electronics transmission</u>. 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 may be 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	24.4 Subject to the Law and if and to the extent permitted under the Law, for so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, the Company shall allow the voting at the general meeting be exercised by way of electronic transmission as one of the voting methods at the general meeting. 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 may be 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,	配合外國發行人註冊地國股東權益保護事項檢查表進行修訂

	(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. 24.4 於符合開曼公司法且為開曼公司法許可之前提下，於股份登錄興櫃或於證交所或櫃買中心上市櫃期間，本公司應允許以書面及電子方	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. 24.4 於符合開曼公司法且為開曼公司法許可之前提下，於股份登錄興櫃或於證交所或櫃買中心上市櫃期間，本公司應將電子方式行使表決	

	式行使表決權作為股東會表決方式之一，因此當本公司召開股東會時，股東得以書面方式或電子方式行使表決權。如表決權得以書面方式或電子方式行使時，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。股東擬以書面方式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本公司，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方式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。為免疑義，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。	權列為股東會表決方式之一。如表決權得以書面方式或電子方式行使時，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。股東擬以書面方式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本公司，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方式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。為免疑義，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。	
第 33.4 條	33.4 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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. Further, at least two (2) of the Independent Directors must be domiciled in Taiwan and at least one of the Independent Directors shall have accounting or financial	33.4 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors accounting for not less than one-third of the total number of Directors. Further, at least two (2) of the Independent Directors must be domiciled in Taiwan and at least one of the Independent Directors shall have accounting or financial	配合財團法人中華民國證券櫃檯買賣中心上櫃公司董事會設置及行使職權應遵循事項要點進行修訂

	expertise. Before the shares are listed on the TWSE or the TPEx, the Board may resolve that the Company shall hold an election of Independent Director(s) at the general meeting. 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，除依公開發行公司規則另准許者外，本公司之獨立董事人數不得少於三人，且獨立董事席次不得少於董事席次<u>五</u>分之一。此外，獨立董事中至少二人應在中華民國設有戶籍，且至少一名獨立董事應具有會計或財務專業知識。股份登錄興櫃或於台灣之證交所或櫃買中心上市櫃前，董事會得決議本公司應於股東會選任獨立董事。	expertise. Before the shares are listed on the TWSE or the TPEx, the Board may resolve that the Company shall hold an election of Independent Director(s) at the general meeting. 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，除依公開發行公司規則另准許者外，本公司之獨立董事人數不得少於三人，且獨立董事席次不得少於董事席次<u>三</u>分之一。此外，獨立董事中至少二人應在中華民國設有戶籍，且至少一名獨立董事應具有會計或財務專業知識。股份登錄興櫃或於台灣之證交所或櫃買中心上市櫃前，董事會得決議本公司應於股東會選任獨立董事。	
第 34.5 條	Where a legal entity is a Member, its authorised representative <u>may</u> be elected as Director of the Company in accordance with the Articles. If there are more than one authorised representatives, each of them may be nominated for election at a general meeting.	Where a legal entity is a Member, <u>such legal entity may nominate</u> its authorised representative <u>to</u> be elected as <u>a</u> Director of the Company in accordance with the Articles. If there are more than one authorised representatives, each of them may be nominated for election at a general meeting. <u>If the term of office of the Director representing such legal entity has not expired, such legal entity may, at its sole discretion and at any time, by written notice to the Company, replace its authorised representative so elected as the existing Director (the "**Original Representative Director**") prior to the expiry of such Director's term of office with another authorised representative (the "**New Representative Director**") to serve the remaining term of office of the Original Representative Director. Upon receipt</u>	配合台灣公司法之法人董事得隨時改派代表人規定進行修訂

		<u>of such written notice, the Company shall cause the register of directors to be updated accordingly. For the avoidance of doubt, the replacement of the Original Representative Director with the New Representative Director by such legal entity pursuant to this Article 34.5 shall not be subject to the procedures of the Company set out in Article 34.1, Article 34.2 and Article 35.1. Notwithstanding anything to the contrary provided in the Articles, this Article 34.5 shall not apply if the Original Representative Director is removed by Supermajority Resolution in accordance with Article 35.</u>	
	法人為股東時，得由其代表人依本章程規定當選為董事。代表人有數人時，得分別當選。	法人為股東時，<u>該法人</u>得由其代表人依本章程規定當選為董事。代表人有數人時，得分別當選。<u>就其已當選為董事之代表人（下稱「**原代表董事**」)，若原代表董事之任期尚未屆滿，該法人得全權自主決定且隨時以書面通知本公司之方式，於原代表董事任期屆滿前，改派其他代表人（下稱「**新代表董事**」）補足原代表董事之剩餘任期。本公司於收到該書面通知後，應據以辦理董事名冊之更新。為避免疑義，就該法人依本第 34.5 條規定將原代表董事改派為新代表董事，本公司不須依第 34.1 條、第 34.2 條及第 35.1 條所訂程序辦理。即使本章程有任何相反規定，倘原代表董事係依第 35 條經重度決議解任，則本第 34.5 條規定不適用。</u>	

附件二

THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES
THIRD AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
Artery Technology Corporation
雅特力科技(開曼)股份有限公司

Incorporated on the 15th day of March 2016

(Adopted by a Special Resolution passed on August 29, 2025)

THE COMPANIES ACT (AS REVISED)
COMPANY LIMITED BY SHARES

THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

OF

Artery Technology Corporation

雅特力科技(開曼)股份有限公司

(Adopted by a Special Resolution passed on August 29, 2025)

1. The name of the Company is Artery Technology Corporation (雅特力科技(開曼)股份有限公司).

2. The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, or at such other place as the Directors may from time to time decide.

3. Subject to the following provisions of this Memorandum, 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.

4. Subject to the following provisions of this Memorandum, 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 Section 27(2) of the Companies Act (As 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 and Trust Companies Act (As Revised), 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 Revised), or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management Act (As Revised).

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. When conducting business, the Company shall comply with the laws and regulations as well as business ethics, and may take actions that will promote public interests in order to fulfill its social responsibilities.

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

9. The authorised share capital of the Company is NT$1,000,000,000 divided into 100,000,000 ordinary shares of a par value of NT$ 10 each, provided always that subject to the provisions of the Companies Act (As 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.

10. If the Company is registered as exempted company, its operations will be carried on subject to the provisions of Section 174 of the Companies Act (As Revised).

11. Capitalised terms that are not defined in this Memorandum bear the same meaning as those given in the Articles of Association of the Company and the interpretations section of the Articles of Association shall apply to this Memorandum.

THE COMPANIES ACT (AS REVISED)
COMPANY LIMITED BY SHARES

THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF

Artery Technology Corporation

雅特力科技(開曼)股份有限公司

(Adopted by a Special Resolution passed on August 29, 2025)

The regulations in Table A in the First Schedule to the Law (as defined below) do not apply to the Company and the following Articles shall comprise the Articles of Association of the Company.

INTERPRETATION

1. Definitions

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

Acquisition	means an act wherein a company acquiring shares, business or assets of another company in exchange for shares, cash or other assets;
Applicable Law	means the Applicable Public Company Rules, the Law or such other rules or legislation applicable to the Company;
Applicable Public Company Rules	means the relevant laws, regulations, rules and codes as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of Taiwan Company Act, Securities and Exchange Act, the Business Mergers And Acquisitions Act, the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, or any similar statute and the rules and regulations of the Taiwan authorities thereunder, and the rules and regulations promulgated by the FSC, the TWSE or the TPEx;
Articles	mean these Articles of Association of the Company as amended or substituted from time to time;
Audit Committee	means the audit committee of the Board, which shall comprise solely of all the Independent Directors of the Company;

Board	means 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;
Capital Reserve	means the premium paid on the issuance of any share, income from endowments received by the Company from the Members and other items generated and treated as capital reserve pursuant to the Applicable Public Company Rules or generally accepted accounting principles;
Chairman	means the Director elected amongst all the Directors as the chairman of the Board;
Communication Facilities	means video, video-conferencing, internet or online conferencing and/or any other video-communication facilities permitted under the Applicable Public Company Rules;
Company	means Artery Technology Corporation (雅特力科技(開曼)股份有限公司);
Compensation Committee	means 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	means the voting mechanism for an election of Directors as described in Article 34.2 hereof;
Directors	mean the directors for the time being of the Company and shall include any and all Independent Director(s);
Distributable Earnings of the Current Year	has the meanings as described in Article 14.6;
Electronic Record	has the same meaning as in the Electronic Transactions Act (As Revised);
Electronic Transactions Act	means the Electronic Transactions Act (As Revised) of the Cayman Islands;
ESM	the emerging stock market of the TPEx in the R.O.C.;

Excluded Issuance Events	has the meaning as described in Article 錯誤! 找不到參照來源。;
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	means the Financial Supervisory Commission of the R.O.C.;
Independent Directors	mean the Directors who are elected as "Independent Directors" in accordance with the Applicable Public Company Rules or the Articles;
Law	means the Companies Act (As Revised) of the Cayman Islands as amended and every modification, reenactment or revision thereof for the time being in force;
Litigious and Non-Litigious Agent	means 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 R.O.C. under the Securities and Exchange Act of the R.O.C.;
Market Observation Post System	means the public company reporting system maintained by the TWSE;
Member or Shareholder	means 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	means the memorandum of association of the Company as amended or substituted from time to time;
Merger	means: (a) a "merger" or "consolidation" as defined under

	the Law; 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	means a calendar month;
NT$	means the dollar currency of the Republic of China, i.e. the New Taiwan Dollar
Notice	means written notice as further provided in the Articles unless otherwise specifically stated;
Officer	means any person appointed by the Board to hold an office in the Company;
Ordinary Resolution	means a resolution passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled;
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 TWSE or the TPEx, 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	means the register of directors and officers of the Company referred to in Article 41 hereof;
Register of Members	means 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 TWSE or the TPEx) the Applicable Public Company Rules;
Registered Office	means the registered office for the time being of the Company;
Restricted Shares	has the meaning as described in Article 2.5;

R.O.C.	means Taiwan, the Republic of China;
Seal	means the common seal or any official or duplicate seal of the Company;
Secretary	means 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)	means share(s) of par value NT$ 10 each in the Company;
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;
Subsidiary	means, 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; or (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation;
Supermajority Resolution	means (i) a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding majority of the Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding not less than two-thirds (2/3) of all issued Shares of the Company; or (ii) where the Shareholders attending the general meeting are holding less than two-thirds (2/3) but more than half of all issued Shares of the Company entitled to vote thereon, a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding two-thirds (2/3) or more of the Shares held

	by all Shareholders attending that meeting;
TIB	means the Taiwan Innovation Board of the TWSE;
TPEx	means the Taipei Exchange;
Treasury Shares	means shares of the Company held in treasury pursuant to the Law and the Articles;
TDCC	means the Taiwan Depository & Clearing Corporation;
TWSE	means the Taiwan Stock Exchange Corporation;
Virtual Meeting	means any general meeting of the Members at which the Members (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities; and
year	means a 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 "may" shall be construed as permissive; and "shall" shall be construed as imperative;

(e) the term "and/or" is used herein to mean both "and" as well as "or." The use of "and/or" in certain contexts in no respects qualifies or modifies the use of the terms "and" or "or" in others. The term "or" shall not be interpreted to be exclusive and the term "and" shall not be interpreted to require the conjunctive (in each case, unless the context otherwise requires);

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

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

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

(i) Section 8 and 19(3) of the Electronic Transactions Act shall not apply to the extent it imposes obligations or requirements in addition to those set out in the Articles; and

(j) the wording “for so long as the shares are traded on the ESM or listed on the TWSE or the TPEx” shall also include the circumstance that the shares are listed on the TIB.

1.3 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 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, 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 authorised capital of the Company.

2.3 After the application for trading of the shares on the ESM or listing in the R.O.C. has been approved by the TWSE or the TPEx, as applicable, where the Company increases its issued share capital by issuing new shares for cash consideration in the R.O.C., the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the R.O.C. to the public unless it is not necessary or appropriate, as determined by the FSC, the TWSE or the TPEx 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. The Company may also reserve not more than 15% of such new shares for subscription by the employees of the Company and its Subsidiaries. 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. For clarity, the aforementioned public offering portion and the employee subscription portion shall not apply in the event that new shares are issued due to the followings events (the "**Excluded Issuance Events**"):

(a) in connection with a Merger, consolidation, spin-off, amalgamation, asset acquisition, share swap, share exchange, share subdivision, 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 2.10 hereof; such pre-emptive rights shall also not apply to any issuance of shares to employees under Article 2.8;

(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 Private Placement of the securities issued by the Company; or

(g) in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.

2.4 Unless otherwise resolved by the Members in general meeting, 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 and employee subscription portion pursuant to Article 2.3, 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 and that if any Member fails to purchase his pro rata portion of such remaining newly-issued shares within the prescribed period, such Member shall be deemed to forfeit his pre-emptive right to purchase such newly-issued shares. 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. The pre-emptive right of the Members under this Article shall not apply in any of Excluded Issuance Events.

2.5 Subject to the Applicable 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. For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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 rules promulgated by the competent authority of securities of the R.O.C.

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

2.7 Where the subscriber delays paying the sum of new shares, the Company shall fix a period not less than one (1) month, calling upon the subscriber to make the payment and declaring that failing to make the payment within the stipulated period will forfeit his rights. If the Company has made the call but the subscriber fails to make the payment, the rights will be forfeited and the forfeited shares may be sold or otherwise disposed of on terms and such manner as the directors consider fit to do so. The Company may claim the compensation against the subscriber for any damage or loss incurred from the aforesaid circumstances.

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.

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 to subscribe for Restricted Shares pursuant to Article 2.5 hereof or the incentive programmes pursuant to Article 2.8 hereof, provided that such 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.

3. Redemption, Purchase and Cancellation 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 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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 and hold them as Treasury Shares in accordance with the Applicable Law, PROVIDED THAT if any purchase of the Company's own shares from all the Members involves any immediate cancellation of shares of the Company, such repurchase of shares is subject to approval by the Members by way of an Ordinary Resolution and the number of shares of the Company to be cancelled shall be effected based on the then prevailing percentage of shareholding of all the Members as of the date of such cancellation on a pro rata basis (as rounded up or down to the nearest whole number as determined by the Directors), unless otherwise provided for in the Law or the Applicable Public Company Rules.

Upon approval by Members by way of an Ordinary Resolution to repurchase and cancel shares of the Company, the repurchase price may be paid in any manner authorised by the Law, including in cash or in kind, provided that where any repurchase price is to be paid in kind, the monetary equivalent value of such payment in kind shall be (a) assessed by an R.O.C. certified public accountant before being submitted by the Board to the Members for approval as part of the Ordinary Resolution authorizing the repurchase and cancellation of shares of the Company; and (b) agreed individually by each Member who will receive the repurchase price in kind. Without prejudice to this Article 3.5, 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 TWSE or the TPEx 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 TWSE or the TPEx for any reason.

3.7 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, the Company is authorised to purchase any share traded on the ESM or listed on the TWSE or the TPEx 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 (10%) 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 R.O.C. securities laws and regulations and the Applicable Public Company Rules; and

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

3.8 Subject to Article 3.5 and the Applicable Public Company Rules, the redemption or repurchase price may be paid in any manner permissible under the Law as determined by the Board.

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 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 or repurchased unless it is fully paid-up.

3.13 The Board may designate as Treasury Shares any of its shares that it purchases or redeems, or any shares surrendered to it, in accordance with the Applicable Law.

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 TWSE or the TPEx, 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 such Treasury Shares that may be transferred to the employees of the Company and its Subsidiaries as approved by the Members at general meetings shall not exceed 5% of the total issued shares, and each employee may not subscribe such Treasury Shares 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 period shall not 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 cancellation or transfer) by the Company on such terms and conditions in accordance with the Applicable Law 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 TWSE or the TPEx, 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 issues 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 issues 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 within thirty (30) days from 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 (shares with such preferred or other special rights, the "**Preferred Shares**"), and may amend the Memorandum and the Articles as appropriate to reflect the designation of shares as Preferred Shares.

6.2 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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 authorised 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 TWSE or the TPEx, the Board shall cause to be kept a Register of Members which may be kept outside the Cayman Islands at such place as the Board 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 TWSE or the TPEx, 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 TWSE or the TPEx 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. The transferor shall be deemed, by the Company, as the holder of the Share(s) until the particulars of the transferee are entered into the Register of Members.

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 9.3 hereof 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.

ORDINARY RESOLUTION, SPECIAL RESOLUTION AND SUPERMAJORITY RESOLUTION

11. Alteration of Capital

11.1 The Company may from time to time by Ordinary Resolution alter the conditions of its Memorandum to:

(a) increase its share capital by new shares of 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 for the purpose of redenominating its share capital, provided that the Company shall not convert its shares into no-par value shares;

(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.

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) effect a Merger which falls within the type (a) provided in the definition of “Merger”.

12.2 Subject to the Law, the Company may, by Special Resolution, issue securities by way of

Private Placement within the territory of the R.O.C. in accordance with Applicable Public Company Rules; provided that, for issuance of corporate bonds which do not involve the grant of a warrant, option, or right of conversion or otherwise grant the holders of the bonds the right to acquire equity or similar rights by way of Private Placement within the territory of the R.O.C., the Company may do so by resolution of the Board in different tranches within one year from the date of the resolution of the Board in accordance with Applicable Public Company Rules.

12.3 Subject to the Law and Article 12.4 hereof, 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 type (a) provided in the definition of "Merger") or spin-off of the Company;

(c) entering into, amend, or terminate any contract for lease of the Company's business in whole, or for delegation of management of the Company's business to others, or for regular joint operation with others;

(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;

(f) apply for the approval of ceasing the status as a public company; or

(g) share swap.

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.

12.5 Subject to the Applicable Law, the Company may by Supermajority Resolution, distribute its Capital Reserve, in whole or in part, by issuing new shares which shall be distributed as bonus shares to its existing Members in proportion to the number of shares being held by each of them or by cash distribution to its Members.

12.6 Subject to the provisions of the Law and the Applicable Public Company Rules, the Company shall not, without passing a resolution adopted by not less than two-thirds of votes cast by such Members representing the total number of issued Shares at a general meeting:

(a) enter into a Merger, in which the Company is not the surviving company and is proposed to be struck-off and thereby dissolved, which results in a delisting of its shares on the TWSE or the TPEx, and the surviving or newly incorporated company is not a company whose shares are listed on the TWSE or the TPEx;

(b) make a general transfer of all the business and assets of the Company, which results in a delisting of its shares on the TWSE or the TPEx, and the assigned company is not a company whose shares are listed on the TWSE or the TPEx

(c) be acquired by another company as its wholly-owned subsidiary by means of a share swap, which results in a delisting of its shares on the TWSE or the TPEx, and the acquirer is not a company whose shares are listed on the TWSE or the TPEx; or

(d) carry out a spin-off, which results in a delisting of its shares on the TWSE or the TPEx, and the surviving or newly incorporated spun-off company is not a company whose shares are listed on the TWSE or the TPEx.

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 relevant 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 separate meeting of the holders of the relevant class as aforementioned, 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.

14.2 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.

14.3 With respect to the dividend to be distributed at the end of each financial year, subject to the Law and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits after each financial year in accordance with a proposal for profits distribution approved by, in the case of dividend to be paid in cash, a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors or, in the case of Article 12.3(a), Supermajority Resolution in the annual meeting. After the Board approves the distribution of dividend in cash, the Board shall report such distribution in the next annual general meeting.

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 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, upon the final settlement of accounts, if there is surplus profit, before paying the dividends or bonus to Members, the Company shall set aside no less than 1% of such annual profits for the purpose of employees' remuneration (the "**Employees' Remunerations**") and no more than 2% of such annual profits for the purpose of directors' remuneration (the "**Directors' Remunerations**"). However, if the Company has accumulated losses, the Company shall reserve an amount thereof for making up the losses.

The Employees' Remunerations referred to in the preceding paragraph may be distributed in the form of shares or in the form of cash, and may be distributed to employees of the Company and its Subsidiaries, whose qualification shall be determined by the Board. The Employees' Remunerations and the Directors' Remunerations may be distributed upon resolution by a majority vote at a meeting of the Board attended by two-thirds (2/3) or more of the Directors. The resolutions of Board regarding the distribution of the Employees' Remunerations and the Directors' Remunerations in the preceding paragraph shall be reported to the Members at the general meeting after such Board resolutions are passed.

14.6 The Company is in the growth stage. The Board shall prepare the dividend proposal by taking into account the profit of the year, overall development, financial plans, capital need, projection of the industry and the Company's prospects and so on and submit the proposal for the Members' approval. For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, if there are net profits ("**earnings**"), in making the earnings distribution recommendation, the Board shall set aside out of the earnings 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) 10% as reserve ("**Statutory Reserve**") (unless the Statutory Reserve has reached the total paid-in capital of the Company); and (iv) a special surplus reserve as required by the applicable securities authority of the R.O.C. under the Applicable Public Company Rules and a reserve as determined by the Board pursuant to Article 15.1. The remaining balance after the deduction of the foregoing items, if any ("**Distributable Earnings of the Current Year**"), together with a part or whole of accumulated undistributed earnings in the previous years constituting the accumulated distributable earnings, subject to the Law and the Applicable Public Company Rules and after having considered the financial, business and operational factors of the Company, may be distributed as dividends to Members in proportion to their shareholdings in the amount of no less than 10% of the Distributable Earnings of the Current Year plus the accumulated undistributed earnings in the previous years in whole or in part as resolved by Ordinary Resolution at the annual general meeting. In the event that dividends are distributed to Members in a combination of share dividend and cash dividend, cash dividend shall be no less than 10% of the total dividends. For clarity, the Company shall distribute the earnings and make up the accumulated losses based on the financial statement audited by an R.O.C. certified public accountant.

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

14.8 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.

14.9 No unpaid dividend and remuneration shall bear interest as against the Company.

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 Board either be employed in the business of the Company or invested in such investment as the Board may from time to time think fit, and need not be kept separate from other assets of the Company. The Board may also, without placing the same to reserve, carry forward any profit which it decides not to distribute.

15.2 Subject to any direction from the Company in general meeting, the Board 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 compliance with the Law, the Board may on behalf of the Company set off accumulated losses against credits standing in the 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.

16.3 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, the payment of any dividend shall comply with the Applicable Public Company Rules and the Law.

17. Capitalisation

Subject to the Applicable 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. General Meetings

18.1 The Company shall hold a general meeting as its annual general meeting each fiscal year which shall be called by the Board, provided that, for so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, the Company shall hold the annual general meeting within six months following the end of each fiscal year.

18.2 Subject to Article 18.1, the general meeting of the Company may be held at such time and place as the Board shall determine. For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, unless otherwise provided by the Law, the physical general meetings shall be held in the R.O.C. If the Board resolves to hold a physical general meeting outside the R.O.C., the Company shall apply for the approval of the TWSE/TPEx within two days after the Board adopts such resolution. Where a general meeting is to be held outside the R.O.C., the Company shall engage a professional stock affairs agent in the R.O.C. to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

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

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

18.5 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, the Board shall on a Member's requisition as defined in Article 18.6 forthwith proceed to convene an extraordinary general meeting of the Company.

18.6 A Member's requisition set forth in Article 18.5 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 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. The Member's requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor. 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. If it is proposed that the extraordinary general meeting be held outside the R.O.C., an application shall be submitted by such requisitionists to the TWSE/TPEx for its prior approval.

18.7 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, any one or more Member(s) may summon an extraordinary general meeting, provided that such Member or Members shall hold more than 50% of the total issued shares of the Company for a continuous period of no less than three months. The number of the shares held and the period shall be determined based on the shareholding on the Register of Members as of the first date of the period that the Register of Members shall be closed for transfers.

19. Notice

19.1 Before the shares are traded on the ESM or listed on the TWSE or the TPEx, 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.

19.2 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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.

19.3 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, and for so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, the Board shall fix such record date in accordance with Applicable Public Company Rules and close its Register of Members accordingly in accordance with Applicable Public Company Rules.

19.4 Subject to Article 22.6, 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.

19.5 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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 19.2 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 19.2. 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. However, if the Company's total paid-in capital reaches NT$2 billion or more at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches 30% or more of the total number of issued shares as recorded in the Register of Members as of the date of the general meeting held in the most recent financial year, the foregoing transmission of information and materials via or to the Market Observation Post System shall be completed at least thirty (30) days for an annual general meeting.

19.6 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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 the Articles,

(c) reduction of capital,

(d) application for the approval of ceasing its status as a public company,

(e) (i) dissolution, Merger, share swap or spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company’s business in whole, or the delegation of management of the Company’s business to others or the regular joint operation of the Company with others, (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 in the Capital Reserve to its Members,

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

(j) transfer of Treasury Shares to the employees of the Company and its Subsidiaries at a price below the average actual repurchase price in accordance with Article 3.16.

(k) The major content of the above matters can be announced at the website designated by Taiwan securities authority or by the Company, and the Company shall specify the link of such website in the notice of the relevant general meeting.

19.7 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, the Board shall keep the Memorandum and the 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 R.O.C. 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 or make copies of the foregoing documents and, upon the request of any Member, the Company shall procure such agent to furnish the documents as requested.

19.8 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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 R.O.C. 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.

19.9 If a general meeting is convened by the Board or any other person(s) entitled to convene a general meeting in accordance with the Articles and the Applicable Law, the Board or such person(s) may request the Company or its stock affairs agent to provide the Register of Members.

20. Giving Notice

20.1 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.

20.2 Any Notice or other document shall be deemed to be effective when it is sent in accordance with Articles 19 and 20 of these Articles.

Any Notice or document may be given to a Member either in the Chinese language or the English 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.

21. 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 19.1, 19.2, 19.3, 19.4, 19.5 and 20 do not apply and notice of the adjournment shall not be required.

22. Quorum and Proceedings at General Meetings

22.1 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. For clarity, Members who attend the meeting but do not vote will be recorded as having abstained from voting but will still count towards the quorum of the meeting. For so long as the shares are not traded on the ESM or listed on the TWSE or the TPEx, Members may participate at a general meeting by telephone, telephone conference or Communication Facilities by means of which all the persons participating in the meeting can communicate with each other. Participation by a person in a general meeting in this manner is treated as presence in person at that meeting.

22.2 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, the Company’s general meeting may be held by means of physical meeting, Virtual Meeting or other methods promulgated by the competent governmental authority of the R.O.C., including but not limited to hybrid meeting.

22.3 In case where a general meeting at which Communication Facilities are permitted in accordance with these Articles, including any Virtual Meeting or hybrid meeting, any shareholder who participates by means of use of such Communication Facilities shall be deemed as presence in person at such meeting. The prerequisites, procedures, and other compliance matters regarding holding a general meeting via hybrid meeting or Virtual Meeting shall be subject to the Applicable Public Company Rules.

22.4 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, the Board shall submit business reports, financial statements and proposals for distribution of earnings 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 earnings or allocation of losses, to each Member or otherwise make the same available to the Members in accordance with the Applicable Public Company Rules.

22.5 Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll.

22.6 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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, the R.O.C., may be the court for adjudicating any disputes arising out of the foregoing.

22.7 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.

22.8 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, member(s) holding 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 way of electronic transmission 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. Proposals submitted for discussion at an annual general meeting shall be included in the agenda of the annual general meeting by the Board except for any of the following circumstances: (a) the proposing Member(s) holds less than 1% of the Company's total issued shares; (b) the matter of such proposal may not be resolved by a general meeting; (c) the proposing Member(s) has proposed more than one proposal; (d) the proposal is submitted to the Company after the date fixed and announced by the Company for accepting Member(s)' proposal(s); or (e) the proposal contains more than three hundred (300) words. The proposing Member(s) shall attend the annual general meeting in person or by proxy and participate in the discussion of the matter of such proposal. For any shareholder proposal relevant to public interests promotion or corporate social responsibility fulfillment, the Board may, at its discretion, include such proposal in the agenda of the annual general meeting.

22.9 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.

23. Chairman to Preside

23.1 In the event that the general meeting is convened by the Board, 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.

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

24. Voting on Resolutions

24.1 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 authorised corporate representative(s) or by proxy shall have one vote for every share of which he is the holder. A Member holding more than one share is required to cast the votes in respect of his shares in the same way on any resolution; provided that a Member who holds shares for the benefit of others may, to the extent permitted by the Law, cast the votes of the shares in difference ways in accordance with the Applicable Public Company Rules. The qualifications, scope, methods of exercise, operating procedures and other matters for compliance with respect to exercising voting power separately under this paragraph shall comply with Applicable Public Company Rules.

24.2 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 nor unless he has paid all the calls on all shares held by such Member.

24.3 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.

24.4 Subject to the Law and if and to the extent permitted under the Law, for so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, the Company shall allow the voting at the general meeting be exercised by way of electronic transmission as one of the voting methods at the general meeting. 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 may be 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.

24.5 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 24.4 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 24.4 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.

24.6 A Member who has served the Company with his voting decision in accordance with Article 24.4 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.

24.7 Notwithstanding anything to the contrary provided for in the Articles, for so long as the shares are not traded on the ESM or listed on the TWSE or the TPEx, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

25. Proxies

25.1 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.

25.2 An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised 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.

25.3 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, subject to the Applicable Public Company Rules, except for an R.O.C. trust enterprise or stock affair agents approved pursuant to Applicable Public Company Rules, save with respect to the chairman of the meeting being deemed appointed as proxy under Article 24.4, 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 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 3% threshold shall not be counted.

25.4 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.

25.5 The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the R.O.C. 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 of the meeting being deemed appointed as proxy under Article 24.4. 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.

26. Proxy Solicitation

For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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."

27. Dissenting Member's Appraisal Right

27.1 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 or voted against in respect of 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 contract for lease of the Company’s business in whole, or the delegation of management for the Company’s business to others or the regular joint operation of the Company with others;

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

(d) the Company undertakes a spin-off, Merger or share swap, or generally assumes all the assets and liabilities of another person or generally assigns all its assets and liabilities to another person.

27.2 The shares which have been abstained from voting in accordance with Article 27.1 shall not be counted in the number of votes casted by the Members at the meeting but shall be counted towards the quorum of the general meeting.

27.3 The Member(s) who makes the request under Article 27.1 shall file the request in writing within twenty (20) days from the date of the resolution of the general meeting, and shall specify the purchase price therein. If the Company and such Member(s) reach an agreement on the purchase price, the Company shall pay for the shares within ninety (90) days from the date of the resolution of the general meeting. If the Company and such Member(s) fail to reach the agreement, the Company shall pay to such Member(s) at the fair price as deemed by the Company within ninety (90) days from the date of the resolution of the general meeting. If the Company fails to make the payment, the Company shall be deemed to agree on the purchase price requested by such Member(s).

27.4 In the event the Member(s) requests the Company to purchase all of his shares according to Article 27.1 and does not reach an agreement on the purchase price with the Company within sixty (60) days from the date of the resolution of the general meeting, the Company shall apply to the court for a ruling on the fair price against all the dissenting Members as the opposing party within thirty (30) days after the above sixty-day period. The Taiwan Taipei District Court has jurisdiction over such matter.

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

28. Shares that May Not be Voted

28.1 Shares held as set out below shall not carry any voting rights and shall not be counted in the total number of issued shares at any time at any given time :

(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.

28.2 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.

28.3 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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.

29. Voting by Joint Holders of Shares

In the case of joint holders, the joint holders should appoint among themselves one person to exercise the rights of a Member pursuant to the Applicable Public Company Rules. In case no agreement is reached among the 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.

30. Representation of Corporate Member

30.1 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.

30.2 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.

31. 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, or if the meeting is adjourned for more than five days, 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.

32. 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

33. Number and Term of Office of Directors

33.1 There shall be a Board consisting of no less than 5 persons and no more than 11 persons and the majority of the Directors must be domiciled in Taiwan (in the case of legal entity being appointed as a Director, the domicile of beneficial owner of such Director shall be considered to determine whether the said majority has been formed). 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 adjust the above minimum and/or maximum number of Directors; provided however that, the Company may, by resolution of the Board, determine the number of Directors the extent not exceeds the above range of number.

33.2 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, unless otherwise approved by the R.O.C. competent authority, the number of Directors having a spousal relationship or Family Relationship within the Second Degree of Kinship with any other Directors shall be less than half of the total number of Directors.

33.3 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 33.2 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 33.2 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.

33.4 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors accounting for not less than one-third of the total number of Directors. Further, at least two (2) of the Independent Directors must be domiciled in Taiwan and at least one of the Independent Directors shall have accounting or financial expertise. Before the shares are listed on the TWSE or the TPEx, the Board may resolve that the Company shall hold an election of Independent Director(s) at the general meeting.

33.5 For so long as the shares listed on the TWSE or the TPEx, the Directors shall be nominated by adopting the candidate nomination system specified in the Applicable Public Company Rules.

33.6 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.

34. Election of Directors

34.1 The Company may at a general meeting elect any person in the candidate list to be a Director, which vote shall be calculated in accordance with Article 34.2 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.

34.2 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.

34.3 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, if the number of Independent Directors is less than three (3) persons or any other requirement hereunder 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. Further, for so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, in the event that the Chairman and the general manager or the equivalent officer are the identical person or have spousal relationship or a family relationship within the first degree of kinship as defined under the Taiwan Civil Code, the number of Independent Directors of the Company shall not be less than four (4) persons and the Company shall not have the majority of directors concurrently acting as employees or officers thereof; provided however that, as the total number of Directors of the Company exceeds fifteen (15) persons, the number of Independent Directors of the Company shall be further increased to not less than five (5) persons.

34.4 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, if the number of Directors is less than five (5) 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.

34.5 Where a legal entity is a Member, such legal entity may nominate its authorised representative to be elected as a Director of the Company in accordance with the Articles. If there are more than one authorised representatives, each of them may be nominated for election at a general meeting. If the term of office of the Director representing such legal entity has not expired, such legal entity may, at its sole discretion and at any time, by written notice to the Company, replace its authorised representative so elected as the existing Director (the "**Original Representative Director**") prior to the expiry of such Director's term of office with another authorised representative (the "**New Representative Director**") to serve the remaining term of office of the Original Representative Director. Upon receipt of such written notice, the Company shall cause the register of directors to be updated accordingly. For the avoidance of doubt, the replacement of the Original Representative Director with the New Representative Director by such legal entity pursuant to this Article 34.5 shall not be subject to the procedures of the Company set out in Article 34.1, Article 34.2 and Article 35.1. Notwithstanding anything to the contrary provided in the Articles, this Article 34.5 shall not apply if the Original Representative Director is removed by Supermajority Resolution in accordance with Article 35.

35. Removal of Directors

35.1 The Company may from time to time by Supermajority Resolution remove any Director from office. Where re-election of all Directors at a general meeting prior to the expiration of the term of office of existing Directors is effected, 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.

35.2 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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, R.O.C., may be the court for adjudicating the removal of Directors.

36. Vacation of Office of Director

36.1 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 33.3;

(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 35.2; or

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

(i) if the Director has been adjudicated bankrupt or under the liquidation process as adjudicated by a court, and has not been reinstated to his rights and privileges;

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

(iii) if the Director has committed an offence as specified in the R.O.C. Organized Crime Prevention Act and subsequently has been adjudicated guilty by a final judgment, and (i) has not started serving the sentence, (ii) has not served the full term, or (iii) the time elapsed after expiration of the probation, pardon or he has served the full term of the sentence is not in excess of five years;

(iv) if 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 one year or more by a final judgment, and (i) has not started serving the sentence, (ii) has not served the full term, or (iii) the time elapsed after expiration of the probation, pardon or he has served the full term of such sentence is not in excess of two years;

(v) if the Director has committed an offense as specified in the Anti-Corruption Act of the R.O.C. and subsequently adjudicated guilty by a final judgment, and (i) has not started serving the sentence, (ii) has not served the full term, or (iii) the time elapsed after expiration of the probation, pardon or he has served the full term of such sentence is not in excess of two years;

(vi) if the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet; or

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

In the event that any of the foregoing events specified in Article 36.1(f) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.

36.2 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, in case a Director (excluding Independent Director) has, during the term of office as a 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.

36.3 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, the election of a newly elected Director (excluding Independent Director) shall be forthwith invalidated if said Director, before assuming office, transferred more than one half of the Company's shares being held by him at the time of his election as a Director, or if 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.

37. Compensation of Directors

37.1 For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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 or listed on the TWSE or the TPEx, the Board may resolve to establish a Compensation Committee.

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

37.3 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. 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.

38. Defect in Election of Director

Subject to Article 22.6 and the Applicable Law, 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.

39. 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.

40. Powers and Duties of the Board of Directors

40.1 Without limiting the generality of Article 39 and subject to the Applicable Law, the Board may:

(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) 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;

(c) 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;

(d) 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;

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

(f) 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;

(g) 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;

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

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

(j) 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.

40.2 Without limiting the generality of Article 39 and subject to the Applicable Law, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

41. Register of Directors and Officers

41.1 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.

41.2 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.

42. Officers

42.1 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.

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

42.3 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.

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

43. Conflicts of Interest

43.1 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 43.1 shall not apply to Independent Directors.

43.2 Notwithstanding anything to the contrary contained in this Article 43, 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. In the event the Company is under a merger or acquisition, a Director who is interested in the transaction of such merger or acquisition shall declare to the Board and the general meeting the essential contents and the cause of his/her/its vote for or against such merger or acquisition. The Company shall state the material terms of such Director's personal interest and the reason why he/she/it votes for or against such matter in the notice of the general meeting. The Company may post the material terms and the reason on the website designated by competent authority of securities of the R.O.C. or by the Company and shall state the website address in the above notice.

43.3 Notwithstanding anything to the contrary contained in this Article 43, 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.

43.4 Where the spouse, the person related to a Director by blood and within the second degree of kinship, or any company which controls or is under control by a Director has interests in the matters under discussion at the meeting of the Board, such Director shall be deemed to have a personal interest in the matter. The terms "controlling" and "controlled" shall be interpreted in accordance with the Applicable Public Company Rules.

43.5 Notwithstanding anything to the contrary contained in this Article 43, 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.

44. Indemnification and Exculpation of Directors and Officers

44.1 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 44.4 which may attach to any of the said persons.

44.2 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.

44.3 In case the Board or any Director commits any act, in carrying out the business operations of the Company, in a manner in violation of any laws, regulations, the Articles or the resolutions of the general meeting, the Independent Directors of the Audit Committee shall forthwith advise, by a notice, to the Board or the Director, as the case may be, to cease such act.

44.4 To the extent permitted by the laws of Cayman Islands, any Members(s) holding one percent (1%) or more of the total number of the issued shares of the Company for six (6) consecutive months or longer may request in writing the Audit Committee to, in accordance with the Applicable Public Company Rules, resolve any Independent Director or Independent Directors, acting singly or collectively, to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including the Taiwan Taipei District Court.

If the Audit Committee fails to make the resolution, or after the relevant resolution was made by the Audit Committee, the Independent Director(s) fail(s) or refuse(s) to file such litigation within thirty (30) days after the Audit Committee has received the request by such

Member(s) pursuant to the previous paragraph, subject to Cayman Islands laws, such Member(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taiwan Taipei District Court.

44.5 Without prejudice and subject to the general directors' duties that a Director owe to the Company and the Members 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

45. Board Meetings

45.1 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.

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

45.3 A resolution shall be passed by a majority vote of the Directors present at the meeting and entitled to vote on such resolution, and in the case of 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. Before the shares are traded on the ESM or listed on the TWSE or the TPEx, a resolution in writing (in one or more counterparts) signed by all the Directors shall be as valid and effectual as if it had been at a meeting of the Directors, duly convened and held.

45.4 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.

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

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

46. Notice of Board Meetings

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

46.2 Before the shares are traded on the ESM or listed on the TWSE or the TPEx, at least forty-eight (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 any time 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 TWSE or the TPEx, 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.

47. 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. Before the shares are traded on the ESM or listed on the TWSE or the TPEx, in addition to the means aforementioned, Directors may participate in any meeting of the Board by telephone conference and participation in such a meeting shall constitute presence in person at such meeting.

48. 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.

49. Board to Continue in the Event of Vacancy

The Board may act notwithstanding any vacancy in its number.

50. 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.

51. 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

52. 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.

53. Register of Mortgages and Charges

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

53.2 The Register of Mortgages and Charges shall be open to inspection by Members and creditors of the Company 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.

54. Form and Use of Seal

54.1 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.

54.2 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.

54.3 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.

ACCOUNTS

55. Books of Account

55.1 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.

55.2 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.

55.3 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.

56. Financial Year

Unless the Directors otherwise specify, the financial year of the Company shall begin on January 1 and shall end on December 31 in each year.

AUDIT COMMITTEE

57. Number of Audit Committee Members

For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, the Board shall set up an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and all Independent Directors shall be members of the Audit Committee. The number of Audit 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 traded on the ESM or listed on the TWSE or the TPEx, the Board may resolve to establish an Audit Committee.

58. Powers of Audit Committee

58.1 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 the annual financial report which have been signed or sealed by the Chairman, Officer, and accounting officer, and the second quarter financial report which shall be audited and attested by a certified public accountant; 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.

58.2 Before the board meeting is convened to resolve the Merger, Acquisition, share swap or spin-off, the Audit Committee shall review the fairness and reasonableness of the plan and the transaction of such and shall report the review result to the Board and the general meeting unless the resolution by the general meeting is not required under the Law. The Audit Committee, in order to review the plan and the transaction thereof, shall seek opinion from an independent expert in relation to fairness and reasonableness of share swap ratio or the consideration in form of cash or other assets. The review result of the Audit Committee and the opinion of the independent expert shall be delivered to Members along with the notice of the general meeting. In the event that the resolution by the general meeting is not required by the Law, the Board shall report the foregoing at the next general meeting following such transaction. If the contents of the aforementioned documents are announced by the Company on the website designated by Taiwan securities authority and such documents are available at the venue of the general meeting for Members to review, such documents shall be deemed to have been given to Members.

58.3 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 or make copies of 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, any Independent Director of the Audit Committee may appoint on behalf of the Company, a practicing lawyer and independent auditors to conduct the examination.

58.4 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.

OTHERS PROVISIONS WITH RESPECT TO DIRECTORS, INDEPENDNENT DIRECTORS, AUDIT COMMITTEE AND COMPENSATION COMMITTEE

59. R.O.C. Securities Laws and Regulations

For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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 R.O.C. securities laws and regulations.

VOLUNTARY DISSOLUTION AND WINDING-UP

60. Voluntary Dissolution and Winding-Up

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

60.2 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 subject to the Applicable Law. 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 ARTICLES

61. 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.

LITIGIOUS AND NON-LITIGIOUS AGENT

62. Appointment of Litigious and Non-Litigious Agent

For so long as the shares are traded on the ESM or listed on the TWSE or the TPEx, 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 R.O.C. under the Securities and Exchange Act of the R.O.C. to handle matters stipulated in the Securities and Exchange Act of the R.O.C. 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 R.O.C.

（中譯文）

開曼群島公司法（修訂版）
股份有限公司

第三次修訂及重述章程大綱和章程

Artery Technology Corporation
雅特力科技(開曼)股份有限公司

公司設立於 2016 年 3 月 15 日

（經 2025 年 8 月 29 日股東會特別決議通過生效）

開曼群島公司法（修訂版）
股份有限公司
第三次修訂及重述章程大綱和章程
Artery Technology Corporation
雅特力科技(開曼)股份有限公司

（經 2025 年 8 月 29 日股東會特別決議通過生效）

1. 本公司名稱為Artery Technology Corporation (雅特力科技(開曼)股份有限公司)。
2. 本公司註冊所在地為Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands，或董事會日後決議之其他地點。
3. 在不違反本章程大綱以下規定之情況下，本公司設立之目的未受限制，且本公司有權從事開曼法令所未禁止之任何營業項目。
4. 在不違反本章程大綱以下規定之情況下，本公司有權從事具有完全行為能力自然人所得為之行為，不論是否具有任何開曼公司法（修訂版）第27(2)條規定之公司利益問題。
5. 縱有前述規定，本公司於依銀行及信託公司法（修訂版）取得相關執照前不得從事銀行或信託業務，於依保險法（修訂版）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、複代理人或經紀人業務，於依公司管理法（修訂版）取得相關執照前不得從事公司管理之業務。
6. 除為促進本公司於開曼群島外經營業務外，本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本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. 本公司經營業務，應遵守法令及商業倫理規範，得採行增進公共利益之行為，以善盡其社會責任。
8. 各股東對本公司之義務以其未繳清之股款金額為限。
9. 本公司授權資本額為新臺幣1,000,000,000元，分成100,000,000股普通股，每股面額為新臺幣10元。本公司有權依開曼公司法（修訂版）或本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一次或分次發行為附（或無）優先、特別、遞延權利或附條件或限制之股份。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、特別股或其他股份均與本公司先前所發行股份之權利相同。
10. 若本公司登記為豁免公司者，其營運將受開曼公司法（修訂版）第174條所拘束。
11. 本章程大綱未定義之用語，應以本公司章程中使用者為據，且本公司章程釋義章節定義應適用於本章程大綱。

開曼群島公司法（修訂版）
股份有限公司
第三次修訂及重述章程
Artery Technology Corporation
雅特力科技(開曼)股份有限公司
（經 2025 年 8 月 29 日股東會特別決議通過生效）

開曼公司法（定義如後）附件一表格 A 中之法令不適用於本公司。下述條文為本公司之章程。

釋義

1 定義

1.1 本章程中，於與前後文內容不牴觸之情況下，下列文字及用語應定義如下：

「收購」	指取得他公司之股份、營業或財產，並以股份、現金或其他財產作為對價之行為。
「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」	指因股票在中華民國任何股票交易所或證券市場交易或掛牌而應適用之相關法律、條例、規則及準則暨其修訂版本，包括但不限於中華民國之公司法、證券交易法、企業併購法、臺灣地區與大陸地區人民關係條例與其他類似法律、由中華民國主管機關依法制定之規章、規則及條例，以及金管會、證交所或櫃買中心頒布之規範。
「本章程」	指本公司章程及其修訂或替換之版本。
「審計委員會」	指董事會轄下之審計委員會，由本公司之全體獨立董事組成。
「董事會」	指依本章程指派或選任之董事會，並依本章程於達法定出席人數之董事會議行使權限。
「資本公積」	指本公司發行股份之溢價、受領股東贈與之金額及其他依公開發行公司規則或一般會計準則認定之資本公積項目。
「董事長」	指由所有董事間選任為董事會主席之董事。
「通訊設備」	係指錄影、視訊會議、網路或線上會議，及/或其他公開發行公司規則允許之影像通訊設備。
「本公司」	指 Artery Technology Corporation (雅特力科技(開曼)股份有限公司)。
「薪資報酬委員會」	指董事會轄下之委員會，係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者。
「累積投票制」	指本章程第 34.2 條所述之董事選舉投票機制。
「董事」	指本公司當時之董事，包括任一和全部獨立董事。
「當期可分配盈餘」	定義如第 14.6 條所述。
「電子紀錄」	定義如電子交易法（修訂版）之定義。

「電子交易法」	指開曼群島之電子交易法（修訂版）。
「興櫃」	指中華民國之興櫃股票市場。
「除外發行事件」	定義如第 2.3 條所述。
「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、（外）祖父母、子女、（外）孫子女、及該任一人之配偶之父母、兄弟姊妹及（外）祖父母。
「金管會」	指中華民國之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任之獨立董事。
「開曼公司法」	指開曼群島之公司法及其修正，及所有對現行法之修正、重新制定或修訂。
「訴訟及非訴訟代理人」	指本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本公司依中華民國證券交易法在中華民國境內之負責人。
「公開資訊觀測站」	指證交所（定義如下）維護之公開發行公司申報系統。
「股東」	指股東名冊登記持有本公司股份之股東，若二人以上登記為股份之共同持有者，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」	指本公司章程大綱及其修訂或替換之版本。
「合併」	指下列交易： (a) 開曼公司法所定義之「併購」或「合併」；或 (b) 其他符合公開發行公司規則定義之「吸收合併及／或新設合併」。
「月」	指日曆月。
「NT$」	指中華民國流通貨幣，如新臺幣。
「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本公司職務之人。
「普通決議」	指於本公司股東會，由經有權參與表決之股東親自或經由委託書出席表決，經計算每一股東有權表決權數後，以出席股東簡單多數決通過之決議。
「特別股」	定義如第 6 條所述。
「私募」	指股份登錄興櫃或於證交所或櫃買中心上市櫃期間，由本公司依公開發行公司規則私募股份或本公司之其他證券。
「董事及經理人名冊」	本章程第 41 條所指本公司董事及經理人名冊。
「股東名冊」	指本公司依開曼公司法備置之股東名冊，且本公司股份登錄興櫃或於證交所或櫃買中心上市櫃者，則指本公司依公開發行公司規則備置之股東名冊。
「註冊處所」	指本公司當時註冊之營業處所。
「限制型股票」	定義如第 2.5 條所述。
「中華民國」	指中華民國（臺灣）。

「印章」	指本公司通用圖章或正式或複製之印章。
「秘書」	經指派執行所有本公司秘書職務之人，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」	指每股面額新臺幣 10 元之本公司股份。
「特別決議」	指在不違反開曼公司法情形下，於本公司股東會中，經有權參與表決之股東親自或經由委託書出席表決、或經法人股東或非自然人股東合法授權之代表出席表決，經計算每一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。
「從屬公司」	就任一公司而言，指(1)被該公司直接或間接持有過半之已發行有表決權之股份總數或全部資本總額之公司；或(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。
「重度決議」	指(i)由代表公司已發行股份總數三分之二或以上之股東親自出席，或以委託書方式出席之股東出席股東會，出席股東表決權過半數同意通過的決議，或(ii)若出席股東會之股東代表股份總數雖未達公司已發行股份總數三分之二，但超過公司已發行股份總數之半數時，由出席股東表決權三分之二以上之同意通過的決議。
「創新板」	指證交所之臺灣創新板。
「櫃買中心」	指財團法人中華民國證券櫃檯買賣中心。
「庫藏股」	指本公司依開曼公司法及本章程持有庫藏之股份。
「集保結算所」	指臺灣集中保管結算所股份有限公司。
「證交所」	臺灣證券交易所股份有限公司。
「視訊股東會」	係指股東（以及所有被允許參與股東會者，包括但不限於會議之主席和董事）僅得透過通訊設備參加及參與的股東會。
「年」	日曆年。

1.2 本章程中，於內容不牴觸之情況下：

(a) 複數詞語包括單數含義，反之亦然；

(b) 陽性詞語包括陰性及中性含義；

(c) 人包括公司、組織或個人團體，不論是否為公司；

(d) 文字「得」應解釋為「允許」;「應」應解釋為「必須」。

(e) 「且／或」係指包含「且」及「或」兩者。於特定上下文使用「且／或」並不限定或修正於其他地方使用之「且」或「或」。文字「或」不應解釋為排他的，文字「且」不應解釋為要求連接詞（於各情形，除非上下文另有要求外）；

(f) 「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，包括電子紀錄；

(g) 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；

(h) 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；

(i) 就增加本公司章程規定以外之義務或要求之範疇內，電子交易法第8條及第19(3)條應不適用；且

(j) 「股份登錄興櫃或於證交所或櫃買中心上市櫃期間」應也包括股份於創新板上市之狀況。

1.3 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，於未損及任何之前已給予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本公司尚未發行之股份，以及發行任何就股息、表決權、資本返還或其他事項具有優先性、劣後性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。

2.2 除本章程另有規定外，本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過半之同意，並限於本公司之授權資本額內為之。

2.3 本公司向櫃買中心申請股份登錄興櫃或經證交所或櫃買中心核准於中華民國上市櫃後，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或證交所或櫃買中心認為本公司無須或不適宜辦理外，本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；然若股東會以普通決議另為較高比率之決議者，從其決議。本公司得保留不超過發行新股總額百分之十五之新股供本公司及從屬公司之員工認購。本公司得禁止該等員工於一定期間內轉讓其所認購之新股，但該期間不得超過二年。為免疑義，前保留公開發行及員工認購部分於因下列情事（下稱「**除外發行事件**」）而發行新股時不適用：

(a) 關於合併、分割、資產收購、股份轉換、股份交換、股份分割或因任何公司重整；

(b) 關於為履行本公司依認購權證及／或選擇權（包括本章程第2.8條及2.11條所給予之權利）所生之義務；該等優先認購權亦不應適用於依本章程第2.8條所發行予員工之任何股份；

(c) 關於依本章程第2.5條發行限制型股份；

(d) 關於為履行具認購股份權之可轉債或公司債所生之本公司義務；

(e) 關於為履行具認購股份權之特別股所生之本公司義務；

(f) 關於本公司私募之有價證券；或

(g) 與開曼公司法及公開發行公司規則所定之其他禁止、限制或除外情事有關者。

2.4 除經股東會為不同決議外，本公司依本章程第2.3條辦理現金增資發行新股時，於依本章程第2.3條提撥公開發行部分及員工認股部分後，本公司應公告及通知各股東，其有權按原有股份比例優先認購剩餘新股。本公司應在前開公告及通知中聲明行使此優先認股權之程序，及若任何股東逾期不認購者，應視為喪失其權利。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，本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。股東依本章程之優先認購權不適用於除外發行事件。

2.5 於不違反或牴觸適用法律之前提下，本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**」）予本公司及從屬公司之員工。股份登錄興櫃或於證交所或櫃買中心上市櫃期間，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，應符合中華民國證券主管機關制訂之規則。

2.6 本公司不得發行任何未繳納股款或繳納部分股款之股份。

2.7 認股人延欠本公司發行新股之款項時，本公司應訂一個月以上期限催告該認股人照繳，並聲明逾期不繳失其權利。如本公司已為催告，認購人不照繳者即失其權利，該等股份得按董事會認為適宜之條件及方式出售或以其他方式處分。如公司因此受有損害時，得向認股人請求賠償。

2.8 縱有本章程第2.5條之規定，本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證券予本公司及其從屬公司之員工。

2.9 依本章程第2.8條發行之選擇權、認股權憑證或其他類似之證券不得轉讓，但因繼承者不在此限。

2.10 本公司及其從屬公司之董事不具認購依本章程第2.5條所發行之限制型股票及依第2.8條所給予獎勵措施之資格，但倘董事亦為本公司或其從屬公司之員工，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 本公司得與其員工及／或其從屬公司之員工就本章程第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本公司股份。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。

3 贖回、買回及銷除股份

3.1 在不違反開曼公司法情形下，本公司得發行將由或應由本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，授權本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 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，在不違反適用法律規定及本章程之情況下，本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），並依據適用法律規定作為庫藏股由本公司持有。如本公司擬向全體股東買回股份，並立即辦理銷除者，該等買回應經股東會普通決議通過，且除開曼公司法或公開發行公司規則另有規定者外，買回股份之銷除應按銷除當日各股東之持股比例為之（四捨五入至董事會決定之整數位）。

經股東會以普通決議通過之買回並銷除本公司股份，得以開曼公司法允許之方式支付買回股款，包含現金或其他財產；惟以其他財產支付買回股款時，該財產之價值應：(a) 於董事會提交股東會決議前，送交中華民國會計師查核簽證，作為普通決議授權買回並銷除本公司股份之依據，及(b)經收受以其他財產支付買回股款之各股東同意。縱有本章程第 3.5 條之規定，本公司為變更票面額而買回本公司股份時，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或於證交所或櫃買中心上市櫃之股份者，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或於證交所或櫃買中心上市櫃之股份者，亦同。

3.7 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，本公司有權依下列買回方式以買回任何登錄興櫃或於證交所或櫃買中心上市櫃之股份：

(a) 買回股份之總金額，不得逾保留盈餘減除本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。但受領之物為本公司股份者，於未再出售前不予計入；

(b) 買回股份之總數量，不得超過本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 在不違反本章程第3.5條及公開發行公司規則之情形下，本公司得依董事會決議及開曼公司法允許之任何方式，支付贖回或買回股款。

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）賦予本公司之權限。

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，不得贖回或買回該股份。

3.13 董事會得依適用法律之規定，指定任何本公司買回、贖回或因放棄而由本公司取得之股份作為庫藏股。

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

3.15 本公司應以庫藏股持有人之身份載入股東名冊，惟：

(a) 不得因任何目的將本公司視同股東，且本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) 於本公司任一會議中，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 本公司買回登錄興櫃或於證交所或櫃買中心上市櫃之股份後，以低於實際買回股份之平均價格轉讓庫藏股予本公司或從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。歷次股東會通過且得轉讓予本公司及從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百分之五（5%），且每一名員工認購庫藏股之總數累計不得超過已發行股份總數的千分之五（0.5%）。本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，本公司得由董事會依據適用法律之規定所決定之條款及條件處分（註銷或轉讓）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、本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，本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) 於本公司清算或解散時（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），有權受領本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 本公司得發行實體股票或以無實體發行之。本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。股份登錄興櫃或於證交所或櫃買中心上市櫃期間，除依公開發行公司規則應發行實體股票者外，本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 公司不得發行無記名股份。

5.4 本公司依本章程第5.1條發行實體股票時，本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 本公司發行無實體股票時，相關事項應依開曼公司法及公開發行公司規則辦理，且應於依適用之上市法令得發行股份之日起三十日內，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 本公司得以特別決議創設一種或多種類別之具有優先或其他特別權利之股份（下稱「**特別股**」），並得就章程大綱及本章程為適當之修訂以反映該等特別股之存在。

6.2 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，特別股之權利及義務得包含（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) 本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（包括無表決權）；

(d) 本公司經授權或應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、於櫃買中心上櫃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) 若本公司之股份未登錄興櫃或未於證交所或櫃買中心上市櫃者，本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) 本公司無須承認因信託而持有股份之人；且

(b) 除股東外，本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、於櫃買中心上櫃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為之，包括透過集保結算所帳簿劃撥系統。

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。在受讓人資訊被登載於股東名冊前，轉讓人仍應被本公司視為股份持有人。

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生存的股份持有人，得轉讓該等股份予該死亡股東之執行人或管理人。

9.5 若登記實體股票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，於該轉讓登記向本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，為本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本章程第9.3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，本公司不承認任何對該共同持有人遺產之權利主張。

普通決議、特別決議及重度決議

11 變更資本

11.1 本公司得隨時以普通決議變更章程大綱中之以下事項：

(a) 依普通決議增加所定新股之股本，及此等股本所得分成之股份種類及數額；

(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) 為轉換票面額之目的，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，但本公司不得將股份轉換為無票面金額股；

(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，且本公司得以普通決議，使該等再分割之股份，享有優先、遞延或其他權利，或受其他本公司就未發行股份或新股得附加之限制；或

(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 為達成本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，為本公司之利益支付予本公司。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，本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「合併」定義中(a)款所為之合併。

12.2 在不違反開曼公司法之情形下，本公司得經特別決議在中華民國境內依公開發行公司規則進行有價證券之私募；惟如於中華民國境內私募之公司債未附有認股權、選擇權、轉換權或使公司債持有人有權取得股權或其他類似權利者，本公司

得依公開發行公司規則之規定經董事會決議通過，並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本章程第12.4條之情形下，本公司之下列行為應經股東重度決議通過：

(a) 將得分派之股息及/或紅利及/或其他本章程第17條所定款項撥充資本；

(b) 合併（依「合併」定義中(a)款所為之合併除外）或分割；

(c) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；

(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本公司營運有重大影響者；

(f) 申請停止公開發行；或

(g) 股份轉換。

12.4 在不違反開曼公司法之情形下，本公司得以下列決議方式自願解散：

(a) 如本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) 如本公司係因本章程第12.4條(a)款以外之事由而決議自願解散者，經特別決議。

12.5 在不違反適用法律規定之情形下，本公司得以重度決議，將其資本公積之一部或全部，按股東所持股份比例，以發行新股（作為紅利股份）或現金之形式，分配予股東。

12.6 在不違反法令及公開發行公司規則之情形下，本公司應就下列事項於股東會由代表公司已發行股份總數三分之二以上股東同意之決議為之：

(a) 本公司依公開發行公司規則參與合併，本公司為消滅公司致終止上市櫃，且該合併之存續公司或新設公司非於證交所上市或於櫃買中心上櫃之公司者；

(b) 本公司依公開發行公司規則為概括讓與或讓與營業或財產而致終止上市櫃，且該受讓公司非於證交所上市或於櫃買中心上櫃之公司者；

(c) 本公司依公開發行公司規則進行股份轉換，因股份轉換致終止上市櫃，且該股份轉換之既存或新設公司非於證交所上市或於櫃買中心上櫃之公司者；或

(d) 本公司依公開發行公司規則進行分割，因分割致終止上市櫃，且該既存或新設之受讓公司非於證交所上市或於櫃買中心上櫃之公司。

13 股份權利之變更

無論本公司是否正解散清算，如本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股東會以特別決議變更之。縱有前述規定，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。就前述各該類股份持有人之股東會，應準用本章程有關股東會之規定。

股利及撥充資本

14 股利

14.1 董事會經股東會以普通決議通過後，或於本章程第12.3(a)條所述情況下，依重度

決議通過後，於不違反本章程及股東會決議下，依各股東持股比例發放股利予股東，且股利得以現金、股份或在符合本章程第14.2條下，將其全部或部分以各類資產發放。

14.2 於不違反適用法律之情形下，除以本公司已實現或未實現盈餘、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，本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。

14.3 對於於每一會計年度結束後所分派之股利，在不牴觸開曼群島公司法、本條或任何股份所附加之權利或限制之規定下，本公司得於每一會計年度後依據盈餘分派議案分派股息。該等盈餘分派議案，如為分派現金股利之情形，應由董事會以三分之二以上董事之出席，出席董事過半數之決議為之；如為本章程第12.3(a)條之情形，應以重度決議為之。於董事會決議通過以現金分派股利後，董事會應於最近一次股東常會報告該次分派。

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 於股份登錄興櫃或於中華民國上市櫃期間，本公司年度如有獲利，於分配股利或紅利予股東前，應提撥當年度獲利不低於百分之一為員工酬勞（下稱「員工酬勞」），並提撥不高於當年度獲利之百分之二作為董事酬勞（下稱「董事酬勞」）。但本公司尚有累積虧損時，應預先保留彌補數額。

前項所述之員工酬勞得以股票或現金為之，並得發放予符合一定條件之本公司及從屬公司員工，其資格由本公司董事會決定。經董事會三分之二以上董事之出席，及出席董事過半數決議得分派員工酬勞及董事酬勞。關於前述分派員工酬勞及董事酬勞之董事會決議，應於董事會決議後向股東會報告。

14.6 本公司營運係處於成長階段，由董事會視本公司各該會計年度之盈餘、整體發展、財務規劃、資本需求、產業展望及本公司未來前景等，並由董事會擬具股東股利分派議案，提請股東會決議分派之。股份登錄興櫃或於證交所或櫃買中心上市櫃期間，如有淨利，董事會於盈餘分派提案時，應於每會計年度淨利中先提列：(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額）；及(iv)中華民國證券主管機關依公開發行公司規則要求之特別盈餘公積或本章程第15.1條決議之公積。如當年度淨利扣除前開項目後有剩餘（下稱「當期可分配盈餘」），得併同以往年度累積之未分配盈餘之全部或一部構成累積可分配盈餘，依開曼公司法及公開發行公司規則，在考量財務、業務及經營因素後，以不低於當期可分配盈餘之百分之十加計經本公司股東常會以普通決議所定以前年度累積未分配盈餘之全部或一部，作為股東股利，依股東持股比例進行分派。股東股利採股票股利及現金股利兩者方式互相配合方式分派，其中現金股利不得低於百分之十。為求明確，本公司應依據中華民國會計師查核簽證之財務報告分派盈餘及撥補累積虧損。

14.7 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。

14.8 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。

14.9 本公司就未分派之股息及酬勞概不支付利息。

15 資本公積及盈餘之提撥

15.1 董事會得於分派股息前，自本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本公司業務或依董事會隨時認為之適當投資，且無須與本公司其他資產分別保管。董事會亦得不提撥準備金而保留不予分配之利潤。

15.2 於不違反股東會決議下，董事會得代表本公司就資本公積行使開曼公司法賦予本公司之權力及選擇權。董事會得依開曼公司法規定，代表本公司以資本公積彌補累積虧損及分派盈餘。

16 付款方式

16.1 任何以現金支付之股利、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，任何以現金支付之股利、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。

16.3 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，任何股利之支付應遵守公開發行公司規則及開曼公司法。

17 撥充資本

在不違反適用法律及本章程第 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 股東會

18.1 本公司應於每一會計年度由董事會召集股東常會；若本公司股份登錄興櫃或於證交所或櫃買中心上市櫃期間，本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 在不違反本章程第18.1條之情形下，本公司股東常會應於董事會決定之時間及地點召開。股份登錄興櫃或於證交所或櫃買中心上市櫃期間，除開曼公司法另有規定外，實體股東會應於中華民國境內召開。如董事會決議在中華民國境外召開實體股東會，本公司應於董事會決議後二日內申報證交所/櫃買中心核准。於中華民國境外召開股東會時，本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）。

18.3 股東常會外所召集之股東會，為股東臨時會。

18.4 董事會隨時依其判斷而認有必要時，得召集股東臨時會。

18.5 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，經股東依本章程第18.6條請求時，董事會應立即召集股東臨時會。

18.6 本章程第18.5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本公司已發行股份總數百分之三以上股份者。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。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。如召開股東臨時會之地點位於中華民國境外，提出請求之股東應事先申報證交所/櫃買中心核准。

18.7 於股份登錄興櫃或於證交所或櫃買中心上市櫃期間，股東得自行召集股東臨時會，惟該等股東應至少繼續三個月以上，持有本公司已發行股份總數過半數。股東持有股份數額及持有股份期間之計算及決定，應以停止辦理股份轉讓登記於股東名冊期間之首日定之。

19 通知

19.1 股份登錄興櫃或於證交所或櫃買中心上市櫃前，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。

19.2 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，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、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。

19.3 董事會應擇定基準日以決定得收受股東會通知及得表決之股東；但股份登錄興櫃或於台灣之證交所或櫃買中心上市櫃期間，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。

19.4 除本章程第22.6條規定之情形外，倘本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。

19.5 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，本公司應依本章程第19.2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，依本章程第19.2條併同寄送給股東。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。但本公司若於最近會計年度終了日實收資本額達新臺幣二十億元以上，或最近會計年度召開股東常會其股東名冊記載之外資及陸資持股比率合計達百分之三十以上，應於股東常會開會三十日前完成前開電子檔案之傳送。

19.6 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，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、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約，(iii)讓與本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本公司營運有重大影響者；

(f) 許可董事為自己或他人為屬於本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所得之資本公積以發行新股或現金方式分配予原股東；

(i) 本公司私募發行具股權性質之有價證券；及

(j) 依本章程第3.16條規定，以低於實際買回股份之平均價格轉讓庫藏股予本公司及子公司員工。

上述事項之主要內容得置於證券主管機關或公司指定之網站，並應將其網址載明於通知。

19.7 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，董事會應將章程大綱及本章程、股東會議事錄、財務報表、股東名冊以及本公司發行的公司債存根簿備置於註冊處所（如有適用）及本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；於股東請求時，公司並應令股務代理機構提供。

19.8 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，本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）及本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。

19.9 如股東會係為董事會或其他召集權人依據本章程或任何適用法律召集時，董事會或該召集權人得請求本公司或股務代理機構提供股東名冊。

20 寄發通知

20.1 任何通知或文件，不論是否由本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之該股東地址或該股東為此目的指示之其他地址。為本條之目的，經股東書面同意者，其通知得以電子方式為之。

20.2 任何通知或其他文件依據本章程第19條及第20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本公司時，應準用本條之規定。

21 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。如股東會決議延期在五日內之特定日期舉行股東會，則不適用本章程第 19.1 條、第 19.2 條、第 19.3 條、第 19.4 條、第 19.5 條及第 20 條之規定，且毋須延期通知。

22 股東會之法定出席數及議事程序

22.1 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。除本章程另有規定外，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。為免疑義，出席但未投票之股東將紀錄為棄權，但仍計入法定出席股份數。若本公司之股份未登錄興櫃或未於證交所或櫃買中心上市櫃者，股東得以電話、電話會議或以通

訊設備等可以讓所有與會人員彼此溝通之方式參加股東會；以前開方式參加股東會之人員視為親自出席。

22.2 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，本公司股東會開會時，得以實體會議、視訊股東會或其他經中華民國主管機關公告之方式（包括但不限於混合型會議）為之。

22.3 股東會開會時，如依據本章程得以通訊設備方式為之，包括視訊股東會或混合型會議，股東以通訊設備參與會議者，視為親自出席。混合型會議或視訊股東會應符合之條件、作業程序及其他應遵行事項，應遵循公開發行公司規則之規定。

22.4 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，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本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。

22.5 除本章程另有規定者外，股東會會議決議之表決應以投票方式決定之。

22.6 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，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本章程，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訴訟管轄法院。

22.7 除開曼公司法、章程大綱或本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。

22.8 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，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，得以書面或電子受理方式向公司提出一項股東常會議案。本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。除有下列情事之一者外，董事會應將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；(b)該提案事項非股東會所得決議；(c)該提案股東提案超過一項；(d)該提案於公告受理期間截止日後提出者；或(e)該提案超過三百字。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。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者，董事會仍得列入股東常會議案。

22.9 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。

23 會議主席

23.1 股東會由董事會召集者，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。

23.2 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，股東會主席應依公開發行公司規則指派或選任。

24 股東表決

24.1 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。持有超過一股之股東就任何決

議應以相同方式行使其持有股份之表決權。但股東係為他人持有股份時，股東得主張在不違反法令之範圍內，依據公開發行公司規則分別行使表決權；本條規定之分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵行事項，應遵循公開發行公司規則。

24.2 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，且已繳納相關股款者外，任何人均無權在股東會上行使表決權。

24.3 股東得親自或透過代理人行使表決權。股東得以本公司準備之委託書，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。

24.4 於符合開曼公司法且為開曼公司法許可之前提下，於股份登錄興櫃或於證交所或櫃買中心上市櫃期間，本公司應將電子方式行使表決權列為股東會表決方式之一。如表決權得以書面方式或電子方式行使時，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。股東擬以書面方式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本公司，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方式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。為免疑義，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。

24.5 倘股東擬以書面或電子方式行使表決權並已依本章程第24.4條之規定向本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24.4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），另向本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。

24.6 股東為以書面或電子方式行使表決權，而已依本章程第24.4條之規定向本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本公司之投票指示，本公司應僅計算該受明示指定之代理人所行使之表決權。

24.7 縱使本章程有相反之規定，於本公司股份非屬登錄興櫃或於證交所或櫃買中心上市櫃期間，經有權受領通知並出席股東會行使表決權之全體股東簽章之書面決議（包括特別決議），應與股東會合法召開舉行而通過之決議具有相同效力。

25 代理

25.1 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。

25.2 委託書應為書面，並經委託人或其以書面合法授權之代理人簽署。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。受託代理人毋庸為本公司之股東。

25.3 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，於不違反公開發行公司規則之

情況下，除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或依本章程第24.4條之規定而視為股東代理人之會議主席外，一人同時受兩人以上股東委託時，其代理的表決權數不得超過本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。

25.4 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，以受託代理人出席行使之表決權為準。

25.5 除依本章程第24.4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、本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本公司寄出之委託書上所指定之處所。本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。

26 委託書徵求

股份登錄興櫃或於證交所或櫃買中心上市櫃期間，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」。

27 異議股東股份收買請求權

27.1 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表示異議，或以口頭表示異議經紀錄，並於股東會上投票反對或放棄表決權的股東，得請求本公司以當時公平價格收買其所有之股份：

(a) 本公司擬締結、變更或終止任何關於出租全部營業，委託經營或與他人經常共同經營之契約；

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

(c) 本公司取得或受讓他人全部營業或財產，對本公司營運產生重大影響者；或

(d) 本公司進行分割、合併或股份轉換，或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。

27.2 依第27.1條放棄表決權之股份數，不算入已出席股東之表決權數，但應計入出席股份數。

27.3 股東為第27.1條之請求，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。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。未達成協議者，公司應自決議日起九十日內，依其所認為之公平價格支付價款予未達成協議之股東；公司未支付者，視為同意股東請求收買之價格。

27.4 股東依第27.1條所訂事由向公司請求收買其所有之股份者，股東與公司間就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股東為相對人，聲請法院為價格之裁定，並得以臺灣臺北地方法院為第一審管轄法院。

27.5 縱本條有如上規定,本條之任何規定均不得限制或禁止股東依據開曼公司法第238條規定在其反對合併或併購時就其股份行使得以獲取公允價值支付之權利。

28 無表決權股份

28.1 下列股份於下列情形之期間內，不得行使任何表決權，亦不算入已發行股份之總數：

(a) 本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從屬公司，所持有之本公司股份；或

(c) 本公司、從屬公司、本公司之控股公司及該控股公司之從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他公司，所持有之本公司、從屬公司、本公司之控股公司及該控股公司之從屬公司股份。

28.2 股東對於股東會討論之事項，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，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。

28.3 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，董事以股份設定質權超過選任當時所持有之本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。

29 共同股份持有人之表決

股份為數人共有者，其共有人應依據公開發行公司規則推舉一人行使股東之權利。若共有人間無法達成協議，順位較前者所行使之表決權（不論親自出席或委託代理人出席）應被接受並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。

30 法人股東之代表

30.1 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。

30.2 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。

31 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，或延會未超過五日者外，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。

32 董事出席股東會

本公司董事應有權收受任何股東會之通知、出席並發言。

董事及經理人

33 董事人數及任期

33.1 本公司董事會，設置董事人數不得少於5人，且不得多於11人，並應由逾二分之一在中華民國設有戶籍者組成之（法人股東當選為董事者，以其實質受益人為判斷基準）。每一董事任期不得逾三年，倘該任期屆滿將致本公司無董事，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。本公司得隨時以特別決議調整前開董事人數之上限及/或下限；然於前開董事人數區間範圍內，本公司得以董事會決議決定董事應選人數。

33.2 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，除經中華民國主管機關核准者外，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。

33.3 本公司召開股東會選任董事者，當選人不符本章程第33.2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33.2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，應自違反之日起，當然解任。

33.4 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，除依公開發行公司規則另准許者外，本公司之獨立董事人數不得少於三人，且獨立董事席次不得少於董事席次三分之一。此外，獨立董事中至少二人應在中華民國設有戶籍，且至少一名獨立董事應具有會計或財務專業知識。股份登錄興櫃或於台灣之證交所或櫃買中心上市櫃前，董事會得決議本公司應於股東會選任獨立董事。

33.5 於股份登錄興櫃或於證交所或櫃買中心上市櫃期間，董事之提名應依公開發行公司規則採候選人提名制度。

33.6 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，不得與本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。

34 董事選舉

34.1 本公司得於股東會依董事候選人名單選任董事，其得票數應依本章程第 34.2 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。

34.2 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。

34.3 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，獨立董事因故辭職或解任致人數不足三人或章程其他規定時，本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。股份登錄興櫃或於證交所或櫃買中心上市櫃期間，如本公司董事長與總經理或相當職務者為同一人或互為配偶或有一親等親屬（依中華民國民法之定義）者，應設置獨立董事人數不得少於四人，並應有過半數董事未兼任本公司員工或經理人；惟如董事席次超過十五人者，獨立董事人數則應進一步增加為不得少於五人。

34.4 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，董事因故解任，致不足五人者，

本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。

34.5 法人為股東時，該法人得由其代表人依本章程規定當選為董事。代表人有數人時，得分別當選。就其已當選為董事之代表人（下稱「**原代表董事**」），若原代表董事之任期尚未屆滿，該法人得全權自主決定且隨時以書面通知本公司之方式，於原代表董事任期屆滿前，改派其他代表人（下稱「**新代表董事**」）補足原代表董事之剩餘任期。本公司於收到該書面通知後，應據以辦理董事名冊之更新。為避免疑義，就該法人依本第34.5條規定將原代表董事改派為新代表董事，本公司不須依第34.1條、第34.2條及第35.1條所訂程序辦理。即使本章程有任何相反規定，倘原代表董事係依第35條經重度決議解任，則本第34.5條規定不適用。

35 董事解任

35.1 本公司得隨時以重度決議解除任何董事之職務。於本公司董事任期尚未屆滿前，倘股東會改選全體董事者，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親自出席或委託代理人出席。

35.2 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，董事執行業務，有重大損害本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，持有本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訴訟管轄法院。

36 董事職位之解除

36.1 董事之職位如有下列情事應被解除：

(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33.3條規定董事當然解任者；

(d) 董事以書面通知本公司辭任董事職位；

(e) 經法院依本章程第35.2條規定裁判解任；或

(f) 董事有下列情事之一者，當然解任：

(i) 若受破產之宣告或經法院裁定開始清算程序，尚未復權者；

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

(iii) 若曾犯中華民國組織犯罪防制條例規定之罪，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾五年；

(iv) 若曾因刑事詐欺、背信或侵占罪，經宣告有期徒刑一年以上之刑確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年；

(v) 若曾犯中華民國貪汙治罪條例之罪，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年；

(vi) 若曾因使用信用工具而經拒絕往來尚未期滿者；或

(vii) 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。

如董事候選人有本章程第 36.1 條第(f)款各目情事之一者，該人應被取消董事候選

人之資格。

36.2 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，若董事（不含獨立董事）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，其解任毋須經股東會之同意立即生效。

36.3 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，董事（不含獨立董事）當選後，於就任前轉讓超過選任當時所持有之本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，轉讓持股超過二分之一時，毋須經股東會之同意，其當選失其效力。

37 董事報酬

37.1 股份登錄興櫃或於證交所或櫃買中心上市櫃期間，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或於證交所或櫃買中心上市櫃前設置薪資報酬委員會。

37.2 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。

37.3 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。本公司亦得支付董事因往返董事會、董事會授權由董事組成之委員會、本公司股東會或與本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，獲配本公司利益。

38 董事選舉瑕疵

於不違反本章程第 22.6 條及適用法律規定之情形下，董事會、董事授權由董事組成之委員會或任何董事依誠信所為之所有行為，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。

39 董事管理業務

本公司業務應由董事會管理及執行。於管理本公司業務時，於本章程、開曼公司法及本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本公司於股東會行使者外，董事會得行使本公司之一切權力。

40 董事會之職權及職責

40.1 於不影響本章程第39條之概括規定及不違反適用法律之情形下，董事會得：

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

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

(c) 指派本公司經理人負責本公司日常業務，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；

(d) 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，擔任本

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；

(e) 促使本公司支付所有創立及成立本公司所生費用；

(f) 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；

(g) 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）；

(h) 提出本公司清算或重整之聲請或申請；

(i) 於發行股份時，支付法律允許相關之佣金及經紀費；及

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

40.2 於不影響本章程第39條之概括規定及不違反適用法律之情形下，董事會得借入款項、就本公司事業或財產之全部或一部設定抵押、質押或擔保，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本公司或第三人債務、責任或義務之擔保；

41 董事及經理人名冊

41.1 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，內容應包括下列關於董事及經理人之事項：

(a) 姓名；及

(b) 地址。

41.2 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。

42 經理人

42.1 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。

42.2 秘書（及其他經理人，如有）應由董事會隨時指派。

42.3 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。

42.4 經理人之報酬由董事會定之。

43 利益衝突

43.1 任何董事或其公司、合夥人或與董事有關之公司，得以任何地位而為本公司行事、被本公司僱用或向本公司提供服務，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。惟本章程第43.1條於獨立董事不適用之。

43.2 縱本章程第43條有相反規定，董事對於董事會議討論之事項或與本公司之契約、擬簽定之契約或協議有直接或間接利害關係者，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；於本公司進行併購時，對於該併購交易有自身利害關係之董事應向董事會及股東會說明其與併購交易自身利害關係之重要內容及贊成或反對併購決議之理由。本公司並應於股東會召集事由中敘明董事利害關係之重要內容及贊成或反對該交易決議之理由，其內容得置於中華民國證券主管機關或公司指定之網站，並應將其網址載明於股東會召集通知。

43.3 縱本章程第43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本公司利益之虞時，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。

43.4 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。「控制」及「從屬」應依公開發行公司規則認定之。

43.5 縱本章程第43條有相反規定，董事為自己或他人為屬於本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。

44 董事及經理人之補償及免責

44.1 本公司董事及經理人及任何受託管理人在處理與本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，本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，或就本公司應或得存放保管金錢或財產之銀行或他人，或對本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44.4條所致者，不在此限。

44.2 本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本公司或從屬公司可能因過失、違約、違反職責或背信而有罪，所依法而生之損失或義務。

44.3 董事會或董事執行業務有違反任何法律或命令、章程或股東會決議之行為者，審計委員會之獨立董事應即通知董事會或董事停止其行為。

44.4 在開曼群島法允許之範圍內，繼續六個月以上持有本公司已發行股份總數百分之一以上之股東得以書面請求審計委員會依公開發行公司規則之規定決議由獨立董事成員單獨或共同為本公司對董事向具適當管轄權之管轄法院提起訴訟，包括臺灣臺北地方法院。
若審計委員會自收到依前項規定請求提起訴訟之股東請求之日起三十日內未為決議，或審計委員會所決議之獨立董事未提起或拒絕提起訴訟，於開曼群島法允許之範圍內，前項之股東得為公司向具適當管轄權之管轄法院提起訴訟，包括臺灣臺北地方法院。

44.5 於不影響及不違反本公司之董事依開曼群島之普通法原則及法律對本公司及股東所負之一般董事責任之情形下，董事於執行本公司之業務經營時，應忠實執行業務並盡善良管理人之注意義務，如有違反致本公司受有損害者，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，本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本公司所有。本

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本公司對於任何人負有任何補償或損害責任時，該董事應與本公司就該等補償或損害負連帶賠償之責，且若因任何原因，該董事無須與本公司負連帶賠償之責，該董事應就其違反其責任導致本公司所受之任何損失予以補償。經理人於執行本公司職務時，應負與本公司董事相同之損害賠償責任。

董事會

45 董事會

45.1 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。

45.2 本公司應至少每季召開一次董事會；於股份登錄興櫃或於證交所或櫃買中心上市櫃期間，並應依公開發行公司規則辦理。

45.3 董事會會議中之決議應由出席董事表決權過半數之同意始為通過，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。於股份登錄興櫃或於證交所或櫃買中心上市櫃前，由全體董事簽署之書面決議（以一份或多份副本）應有效並與董事合法召集與召開董事會之效力相同。

45.4 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。

45.5 董事委託他人代理出席董事會之委託書應以委託董事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。

45.6 代理人應為董事，且以受一人委託為限。

46 董事會通知

46.1 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。

46.2 股份登錄興櫃或於證交所或櫃買中心上市櫃前，董事會之召集應至少於48小時前通知各董事； 但遇有過半數董事同意之緊急情事時，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。股份登錄興櫃或於證交所或櫃買中心上市櫃期間，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，以較短之召集通知召集。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。

47 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，以視訊或其他通訊設備參與董事會，使所有與會者同時並即時參與討論，並視為親自出席。於股份登錄興櫃或於證交所或櫃買中心上市櫃前，除前開方式外，董事得以電話會議參與董事會，並視為親自出席。

48 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。

49 董事會成員缺額之運作

董事會成員如有缺額仍得運作。

50　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。

51　董事會先前行為之效力

本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

52　議事錄

董事會應將會議紀錄納入所備置之簿冊，以供下列目的之用：

(a) 所有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。

53　抵押擔保登記簿

53.1 董事應依開曼公司法備置抵押及擔保登記簿。

53.2 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本公司債權人檢閱，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。

54　印章之形式和使用

54.1 印章僅能依董事或董事組成之委員會之董事成員依授權使用之；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組成之委員會之董事成員授權之人在場時蓋印。

54.2 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。

54.3 於開曼公司法許可下，本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國家、領土、地區或地點的名稱。

55　會計帳簿

55.1 董事會就所有本公司交易應備置適當之會計帳簿，尤其是：

(a) 本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) 本公司所銷售及購買之一切物品；及

(c) 本公司之所有資產及負債。

會計帳簿自備置日起，應至少保存五年。

55.2 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、公平反映本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。

55.3 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。

56 會計年度

除本公司董事會另為議定者外，本公司之會計年度自每年度之一月一日起至十二月三十一日止。

審計委員會

57 委員會人數

股份登錄興櫃或於證交所或櫃買中心上市櫃期間，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，且全體獨立董事均應為審計委員會成員。審計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。董事會得決議於登錄興櫃或於證交所或櫃買中心上市櫃前設立審計委員會。

58 審計委員會之職權

58.1 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) 由董事長、經理人及會計主管簽名或蓋章之年度財務報告及須經會計師查核簽證之第二季財務報告；及

(k) 本公司隨時認定或本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。

58.2 本公司於召開董事會決議合併、收購、股份轉換或分割事項前，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，但如依開曼公司法規定無須經股東會決議者得不提報股東會。審計委員會為進行併購計畫與交易之審議，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意見，應於發送股東會召集通知時，一併發送股東，但如依開曼公司法規定無須經股東會決議者，

董事會應於該併購交易後最近一次股東會就前開事項提出報告。前開應發送股東之文件，經公司於中華民國證券主管機關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。

58.3 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本公司業務之執行，並得隨時調查本公司業務及財務狀況，查核、抄錄或複製簿冊文件，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，審計委員會之獨立董事得代表公司委任律師、會計師審核之。

58.4 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。

其他關於董事、獨立董事、審計委員會及薪資報酬委員會

59 中華民國證券法令

股份登錄興櫃或於證交所或櫃買中心上市櫃期間，本公司之董事、獨立董事、薪資報酬委員會及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，應遵循適用於本公司之中華民國證券法令。

自願解散和清算

60 自願解散和清算

60.1 本公司得依本章程第12.4條之規定自願解散。

60.2 如本公司應行清算，清算人經特別決議同意後，得將本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，並得依適用法律，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

61 變更章程

在不違反開曼公司法和章程大綱之情形下，本公司得經特別決議變更或增訂其章程。

訴訟及非訟代理人

62 委任訴訟及非訟代理人

股份登錄興櫃或於證交所或櫃買中心上市櫃期間，本公司應依適用法律委任訴訟及非訟代理人，擔任本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。