106047
雅特力科技(開曼)股份有限公司　股務代理人
宏遠證券股份有限公司　股務代理部
股務辦理地址：台北市大安區信義路四段236號3樓
郵寄專用信箱：台北郵政第96-877號信箱
股務代理專線：(02)2326-8818 網址：http://www.honsec.com.tw
股東會24小時語音專線：(02)2326-8819

114年第一次股東臨時會通知請先拆閱

※股務營業時間：週一至週五上午九點至下午四點三十分
※本次股東臨時會恕不發放紀念品※

國內
郵資已付
台北郵局許可證
台北字第2154號
國內郵簡
(未書寫正確郵遞區號者，應按信函交付郵資)

請沿虛線先摺再撕

股東　台啓

※本股務代理部所蒐集之個人資料(含股東之姓名、身分證統一編號、護照號碼、電話、住址等辨識個人資料及集保帳號、銀行帳號、股數等財務與投資資料)，僅會在辦理股務業務之目的範圍內爲處理及利用，相關資料將依法令或契約所約定之保存期限保存，　貴股東如欲行使相關權利，請逕洽本股務代理部。

(2025) 雅特力科技(開曼)股份有限公司
2025年第一次股東臨時會
出席簽到卡

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)

第一聯

股東户號：
股東户名：
持有股數：

親自出席
簽名或蓋章

委託書

一、茲委託　　　　　君（須由委託人親自填寫，不得以蓋章方式代替）爲本股東代理人，出席本公司2025年8月29日舉行之第一次股東臨時會，代理人並依下列授權行使股東權利：
☐(一)代理本股東就會議事項行使股東權利。(全權委託)
☐(二)代理本股東就下列各項議案行使本股東所委託表示之權利與意見，下列議案未勾選者，視爲對各該議案示承認或贊成。
1.修正公司章程案。　(1)○贊成(2)○反對(3)○棄權
二、本股東未於前項☐內勾選授權範圍或同時勾選者，視爲全權委託，但股務代理機構擔任受託代理人者，不得接受全權委託，代理人應依前項(二)之授權內容行使股東權利。
三、本股東代理人得對會議臨時事宜全權處理之。
四、請將出席證（或出席簽到卡）寄交代理人收執，如因故改期開會，本委託書仍屬有效（限此一會期）。

此致
雅特力科技(開曼)股份有限公司
授權日期　　年　　月　　日

委託人（股東）		編號
股東户號		簽名或蓋章
持有股數		
姓名或名稱		

受託代理人		簽名或蓋章
户號		
姓名或名稱		
身分證字號或統一編號		
住址		

開會通知書

一、茲訂於2025年8月29日(星期五)上午十時整，假新竹市東區金山八街1號1樓(訓練教室B)，召開2025年第一次股東臨時會，受理股東會報到時間爲上午九點三十分，報到處同開會地點，其議題包括：
(一)討論事項：1.修正公司章程案。
(二)臨時動議。
二、修正公司章程對照表詳背面附件。
三、特函送達，並隨附股東臨時會通知書及委託書各一份，至希　查照撥冗出席。
貴股東如親自出席時，請於出席簽到卡上蓋妥印鑑或簽名後，於開會當日辦理報到即可（**親自出席者免再寄回**），若委託代理人出席時，請填具**委託書並加蓋印鑑或簽名**後折疊寄回，並請於**開會前**送達本公司股務代理人宏遠證券股份有限公司股務代理部，俟經核對資料無誤後，於出席簽到卡内加蓋登記章後，交　貴股東代理人收執，以憑出席股東臨時會。
四、股東及受託代理人應於出席股東臨時會時，攜帶身分證明文件，以備核對。
五、敬請　查照辦理爲荷。

此致
貴股東

雅特力科技(開曼)股份有限公司董事會　敬啓

委託書填發須知

一、股東親自出席者，不得以另一部份股權委託他人代理。
二、股東得於每次股東會，出具公司印發之委託書，載明授權範圍，委託代理人，出席股東會。
三、一股東以出具一委託書，並以委託一人爲限，應於股東會開會前送達本公司股務組，委託書有重複時，以最先送達者爲準，但聲明撤銷前委託者，不在此限。

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	SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION 第二次修訂及重述章程大綱和章程 SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION 第二次修訂及重述章程	THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION 第三次修訂及重述章程大綱和章程 THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION 第三次修訂及重述章程	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 a written ballot or electronic transmission as one of the voting methods at the general meeting, so that, when the Company convenes the general meeting, Members may exercise the voting power by way of a written ballot or electronics transmission. 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. 24.4 於符合開曼公司法且爲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式行使表決權作爲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，以最先送達者爲準，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，視爲委託會議主席爲其代理人，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。爲免疑義，該股東以該等方式行使表決權，即應視爲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。	24.4 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. 24.4 於符合開曼公司法且爲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爲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，以最先送達者爲準，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，視爲委託會議主席爲其代理人，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。爲免疑義，該股東以該等方式行使表決權，即應視爲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。	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
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 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五分之一。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。	33.4 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. 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。	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
第34.5條	Where a legal entity is a Member, its authorised representative may 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. 法人爲股東時，得由其代表人依本章程規定當選爲董事。代表人有數人時，得分別當選。	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. 法人爲股東時，該法人得由其代表人依本章程規定當選爲董事。代表人有數人時，得分別當選。就其已當選爲董事之代表人（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。爲避免疑義，就該法人依本第34.5條規定將原代表董事改派爲新代表董事，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。	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