

芮特科技股份有限公司 Radiation Technology, Inc. 2020年股東常會 議事手冊

日期:2020年6月18日(星期四)

地點:基隆市七堵區工建北路1之2號2樓

(基隆就業中心六堵分站)

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## 壹、開會程序

# 芮特科技股份有限公司 2020年股東常會開會程序

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- 二、主席致詞
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## 貳、開會議程

# 芮特科技股份有限公司 2020年股東常會議程

時間:2020年6月18日(星期四)上午九時正

地點:基隆市七堵區工建北路1之2號2樓(基隆就業中心六堵分站)

一、宣佈開會

二、主席致詞

三、報告事項

第一案:2019年度員工酬勞及董事酬勞分配情形報告。

第二案:2019年度營業報告。

第三案:審計委員會審查2019年度決算表冊報告。

四、承認事項

第一案:承認2019年度營業報告書及決算表冊案。

第二案:承認2019年度盈餘分配案。

五、討論事項

第一案:討論修訂「公司章程」部分條文案。

第二案:討論修訂「股東會議事規則」部分條文案。

六、選舉事項

第一案:改選董事七席(含三席獨立董事)案。

七、其他議案

第一案:討論解除新任董事競業禁止限制案。

八、臨時動議

九、散會

## 一、報告事項

第一案:2019度員工酬勞及董事酬勞分配情形報告,報請 公鑒。

說 明:

- 1、本公司2019年度員工酬勞與董事酬勞,業經2020年3月19日董事會決議通過。
- 2、員工酬勞新台幣4,931,740元(人民幣1,100,307.50元)與董事 酬勞新台幣2,928,590元(人民幣653,390.00元),以2019年度 台灣銀行買入賣出人民幣即期外匯收盤價之平均數計算, 均以現金方式發放。

第二案:2019年度營業報告,報請 公鑒。

說 明:本公司2019年度營業報告書,請參閱本手冊第8至10頁,附件

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第三案:審計委員會審查2019年度決算表冊報告,報請 公鑑。 說 明:審計委員會審查報告書,請參閱本手冊第11頁,附件二。

## 二、承認事項

第一案:董事會提

案 由:2019年度營業報告書及決算表冊案,敬請 承認。

說 明:

- 1、2019年度營業報告書及合併財務報表已編製完竣,業經 2020年3月19日董事會決議通過,並經勤業眾信聯合會計 師事務所郭慈容、黃秀椿會計師出具書面查核報告,併同 營業報告書送審計委員會審查完竣。
- 2、營業報告書、會計師查核報告書及財務報表,請參閱本手冊第8至10頁及第12至22頁,附件一及附件三。

決 議:

第二案:董事會提

案 由:2019年度盈餘分配案,敬請 承認。

說 明:

- 1、本公司2019年度稅後純益為人民幣32,542,034.03元,依本公司章程規定,本年度提列特別盈餘公積人民幣4,989,151.32元,餘依公司章程規定分配之。2019年度盈餘分配表,請參閱本手冊第23頁,附件四。
- 2、2019年度盈餘分配案,按本公司2020年3月2日流通在外普通股股數計算,每股擬配發現金股利新台幣3元(計算至元為止,元以下捨去,其畸零款合計數計入本公司其他收入),為現金股利新台幣90,046,146元,目前暫以2020年3月2日新台幣4.3102元兌換1人民幣設算,合計擬分配之盈餘約為人民幣20,891,407.82元;正確配發之現金股利人民幣金額,將以股東會前一營業日之台灣銀行買入賣出人民幣即期外匯收盤價之平均數計算為準。
- 3、本案俟股東常會通過後,授權董事長訂定配息基準日、發放 日及其他相關事宜。
- 4、嗣後如因現金增資發行新股、員工認股權執行、買回本公司 股票、或將庫藏股轉讓及註銷等,造成本公司配息基準日之 流通在外股數變動致配息率發生變動時,擬請股東會授權董 事長全權處理之。
- 5、提請 承認。

決 議:

## 三、討論事項

第一案:董事會提

案 由:修訂「公司章程」部分條文案,謹提請 討論公決。

說 明:

- 1、配合中華民國公司法與相關法令修訂並強化公司治理,擬修訂「公司章程」部份條文。
- 2、「公司章程」修正條文對照表,請參閱本手冊第24至58頁, 附件五。
- 3、提請 討論。

決 議:

第二案:董事會提

案 由:修訂「股東會議事規則」部分條文案,謹提請 討論公決。

說 明:

- 為配合中華民國公司法修訂,擬修訂「股東會議事規則」 部份條文。
- 2、「股東會議事規則」修訂前後條文對照表請參閱本手冊第 59至60頁,附件六。

決 議:

## 四、選舉事項

第一案:董事會提

案 由:改選七席董事(含三席獨立董事)案。

說 明:

1、本公司第二屆董事任期已於109年6月7日屆滿,擬於本次股東常會依法全面改選董事,惟本年股東常會係於民國109年6月18日召開,故全體董事之任期依法延至本次股東常會選任完成時止。

- 2、依據本公司章程之規定,本次擬選舉董事七席(含三席獨立董事),採候選人提名制選舉方式。
- 3、第三屆新任董事任期自當選日起生效,自109年6月18日起至112年6月17日止,任期三年,連選得連任,選舉後由全體獨立董事組成審計委員會。
- 4、本次選舉將依本公司「董事選舉辦法」辦理,採行單記名 累積投票法。
- 5、七席董事(含三席獨立董事)候選人名單及其學、經歷及持 有股數等資料,請參閱本手冊第61頁,附件七。

#### 選舉結果:

## 五、其他議案

第一案:董事會提

案 由:解除新任董事競業禁止限制案,謹提請 討論公決。

說 明:

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

2、第三屆董事(含獨立董事)候選人兼任他公司職務,請參 閱本手冊第62頁,附件八,擬提請股東常會同意自就任之 日起解除本次新任董事暨其代表人競業禁止之限制。

決 議:

## 臨時動議

散會

## 叁、附件

#### 附件一

## 芮特科技股份有限公司 2019年度營業報告書

近年受到全球經濟情勢變化劇烈以及中國大陸逐年上調的人工成本,本公司 面臨相當多的挑戰與不確定因素,但芮特公司仍持續在生產效率提升與成本管控 上優化,並積極投入研發資源與拓展物聯網相關應用商機。展望未來,無線通訊 領域蓬勃發展,在整體產業需求提升與客戶基礎穩固的帶動下,將有助於本公司 穩步成長。。

#### 一、營業實施成果

#### (一) 營業計畫實施成果

芮特科技 2019 年度合併營收 721,533 仟元,較 2018 年度 532,752 仟元,增加 35%。合併營業淨利及稅後純益分別為 86,553 仟元及 146,416 仟元,較 2018 年度 64,680 仟元及 67,209 仟元,分別增加 21,873 仟元及 79,207 仟元。2019 年度在全球無線通訊產業需求提升與成本管控得宜下,營業淨利與稅後純益較前一年度明顯提升,2019 年度每股盈餘為新台幣 4.88 元。

#### (二)預算執行情形

本公司 2019 年度並未公開財務預測,當年度營運狀況如下表列:

單位:新台幣仟元

	IJ	頁目		金額	%
誉	業	收	λ	721,533	100
誉	業	成	本	533,529	74
誉	業	毛	利	188,004	26
誉	業	費	用	101,451	14
誉	業	淨	利	86,553	12
稅	前	純	益	173,724	24
稅	後	純	益	146,416	20

#### (三) 財務收支及獲利能力分析

Ġ	}			析項	E	=	2019 年度	2018 年度
日十	34	結	構	負債占資產比率			28.51	25.62
財	務	給	侢	長期資金占固定資	產比率		249.11	510.68
				流動比率			261.05	303.96
償	債	能	力	速動比率			218.76	270.91
				利息保障倍數(倍)			178.45	740
				資產報酬率			17.33	9.45
				股東權益報酬率	_		23.69	12.38
水炸	<b>1</b> 1	ムヒ	ょ	上安业次上山东	營業利益		28.84	26.33
獲	利	能	力	占實收資本比率	稅前純益		57.88	35.52
				純益率			20.29	12.62
				基本每股盈餘(元)			4.88	2.74

#### (四)研究發展狀況

因應各式無線電子產品的發展與萬物互聯(IoT)的 5G 世代來臨,我們除了持續進行品質改善、提升製程能力外,同時強化公司研發能量,針對利基市場產品與未來新應用發展產品,不斷研發導入新的生產技術與設備,藉以強化公司的核心能力,增加在產業中的競爭力。本公司 2019 年度研究發展主要重點在於配合客戶端開發新一代的產品應用為主,相關支出整理如下表:

年度 項目	2019 年度	2018 年度
研究發展費用	31,562	20,579
營業收入	721,533	532,752
比率 (%)	4.37	3.86

#### 二、2020年度營運計畫概要

#### (一) 經營方針及重要產銷政策

#### 1、強化研發能量,掌握核心技術

有鑑於全球通訊產業發展快速,為進一步提升公司研發能力與產品競爭力,於台灣逐步建立天線設計研發團隊,並增加研發測試設備的投入,除提升既有研發能量外,與大陸團隊相互配合,希能強化自主研發能力與掌握關鍵技術,提供客戶更彈性有效的解決方案並縮短回饋速度,並增加產品組合的多樣性。

#### 2、拓展物聯網商機,開拓利基型應用市場

基於無線通訊運用愈趨多元,物聯網的應用將更為廣泛,不僅在通訊產業有實質需求外,其他方面包括汽車產業、醫療產業、智能電錶與智慧生活等應用發展均越趨廣泛,未來將持續關注 5G 發展與其所帶來的新應用領域,公司過去已累積相關產品的協同開發經驗,將持續憑藉技術優勢與客戶基礎,拓展新的市場應用商機。

#### 3、精實生產成本,提升整體效率

在過去一年,本公司持續進行組織作業流程的優化,未來除繼續提升 製程良率與生產效率外,也將精實成本並整合供應商資源,除了選擇 符合成本效益與品質的供應商,亦同步考量供應商是否符合相關環保 規範要求,確保供貨穩定與善盡企業社會責任,以提供客戶兼具品質 與市場競爭力的產品與服務,進一步提升公司競爭力與獲利能力。

#### (二)預期銷售數量及依據

銷售數量係依據市場需求與發展趨勢、客戶營運概況及公司目前接單情形而定。儘管全球景氣亦是影響營收預期之重要因素,但隨著物聯網應用的蓬勃發展,無線通信應用已為全球趨勢所在,在產能已能符合今年營收成長動能所需前提下,預期營收躍升動能當可展現。

#### 三、外部競爭環境、法規環境及總體經營環境之影響

整體而言,外部競爭環境、法規環境與總體經營環境上每年多少都有些許不同,近年隨著中國大陸經濟結構的調整與環境保護要求日趨嚴格,使得經營成本逐年上升,本公司將持續積極導入自動化生產設備,提高生產效率以降低生產成本,並持續開發利基型產品與客戶,以維持良好的獲利能力。遵守國內外相關法規,並克盡企業社會責任,逐步建立良好的公司治理制度。因此,外部競爭環境、法規環境及總體經營環境變動,對於公司營運面並不會因此產生太大影響。

#### 四、未來發展策略

無線通訊產品的日新月異已改變現今社會的生活習慣,自公司設立以來一直秉持著『穩健踏實、專注聚焦、精益求精』的態度並獲得客戶滿意所肯定,未來芮特科技仍將延續此項精神與客戶、供應商等合作夥伴一同努力來扮演不可或缺的角色,達到獲利穩健成長的積極目標。

最後,謹代表公司感謝各位股東之支持,期望新的一年能繼續給予鼓勵 與指導。

董事長: 陳淑敏

總經理: 吳東義

會計主管:劉若涵



### 附件二

## 芮特科技股份有限公司 審計委員會審查報告書

茲准

董事會造送本公司民國108年度合併財務報表、營業報告書及盈餘 分派議案等;其中財務報表俟經董事會委任勤業眾信聯合會計師事務 所查核完竣, 並出具查核報告書。

上述合併財務報表、營業報告書及盈餘分派議案經本審計委員會 審核認為尚無不符,爰依證券交易法第十四條之四及公司法第二百一 十九條之規定,備具報告書,敬請 鑒察。

此致

芮特科技股份有限公司109年股東常會

審計委員會召集人:吳文瑜 又 7900

中 華 民 國 1 0 9 年 3 月 1 9 日

#### 附件三

#### 會計師查核報告

芮特科技股份有限公司(Radiation Technology, Inc.) 公鑒:

#### 查核意見

芮特科技股份有限公司(Radiation Technology, Inc.)及其子公司(以下簡稱芮特公司及其子公司)民國 108 年及 107 年 12 月 31 日之合併資產負債表,暨民國 108 年及 107 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表及合併現金流量表,以及合併財務報告附註(包括重大會計政策彙總),業經本會計師查核竣事。

依本會計師之意見,上開合併財務報告在所有重大方面係依照證券發行人財務報告編製準則及經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製,足以允當表達芮特公司及其子公司民國 108 年及 107 年 12 月 31 日之合併財務狀況,暨民國 108 年及 107 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

#### 查核意見之基礎

本會計師民國 108 年度係依照會計師查核簽證財務報表規則、金融監督管理委員會 109 年 2 月 25 日金管證審字第 1090360805 號函及一般公認審計準則執行查核工作;民國 107 年度係依照會計師查核簽證財務報表規則及一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報告之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範,與芮特公司及其子公司保持超然獨立,並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據,以作為表示查核意見之基礎。

#### 關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷,對芮特公司及其子公司民國 108年度合併財務報告之查核最為重要之事項。該等事項已於查核合併財務報 告整體及形成查核意見之過程中予以因應,本會計師並不對該等事項單獨表 示意見。

茲對芮特公司及其子公司民國 108 年度合併財務報告之關鍵查核事項敘明如下:

#### 特定客戶銷貨收入認列之真實性

芮特公司及其子公司於民國 108 年度之特定客戶銷貨收入為新台幣 177,115 仟元,占合併營收淨額 25%,且該等特定客戶之銷貨收入較以前年度 具顯著之成長,因特定客戶銷貨收入認列之真實性對於芮特公司及其子公司合併財務報告營業收入淨額及財務績效具明顯影響,因是將特定客戶銷貨收入認列之真實性考量為民國 108 年度關鍵查核事項。

與收入認列相關會計政策及資訊,請參閱合併財務報告附註四及三四。

本會計師對於上開所述之特定客戶銷貨收入認列之真實性已執行主要查 核程序如下:

- 瞭解及抽樣測試特定客戶銷貨交易收入認列之真實性相關之主要內部控制制度設計與執行之有效性。
- 針對特定客戶抽核原始訂單、出貨單及發票等原始憑證,覆核相關交易 表單是否齊備及檢視公司收款對象與金額與各表單是否相符。
- 3. 檢視特定客戶期後銷貨退回及折讓之發生情形,並發函確認期末應收帳款是否有異常情事。

#### 管理階層與治理單位對合併財務報告之責任

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

於編製合併財務報告時,管理階層之責任亦包括評估芮特公司及其子公司繼續經營之能力、相關事項之揭露,以及繼續經營會計基礎之採用,除非

管理階層意圖清算芮特公司及其子公司或停止營業,或除清算或停業外別無實際可行之其他方案。

芮特公司及其子公司之治理單位(含審計委員會)負有監督財務報導流程之責任。

#### 會計師查核合併財務報告之責任

本會計師查核合併財務報告之目的,係對合併財務報告整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信,並出具查核報告。合理確信係高度確信,惟依照一般公認審計準則執行之查核工作無法保證必能偵出合併財務報告存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報告使用者所作之經濟決策,則被認為具有重大性。

本會計師依照一般公認審計準則查核時,運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作:

- 辨認並評估合併財務報告導因於舞弊或錯誤之重大不實表達風險;對所評估之風險設計及執行適當之因應對策;並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制,故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
- 對與查核攸關之內部控制取得必要之瞭解,以設計當時情況下適當之查核程序,惟其目的非對芮特公司及其子公司內部控制之有效性表示意見。
- 3. 評估管理階層所採用會計政策之適當性,及其所作會計估計與相關揭露 之合理性。
- 4. 依據所取得之查核證據,對管理階層採用繼續經營會計基礎之適當性, 以及使芮特公司及其子公司繼續經營之能力可能產生重大疑慮之事件或 情況是否存在重大不確定性,作出結論。本會計師若認為該等事件或情 況存在重大不確定性,則須於查核報告中提醒合併財務報告使用者注意 合併財務報告之相關揭露,或於該等揭露係屬不適當時修正查核意見。 本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來 事件或情況可能導致芮特公司及其子公司不再具有繼續經營之能力。

- 評估合併財務報告(包括相關附註)之整體表達、結構及內容,以及合併財務報告是否允當表達相關交易及事件。
- 6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據,以對合併 財務報告表示意見。本會計師負責集團查核案件之指導、監督及執行, 並負責形成集團查核意見。

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

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

本會計師從與治理單位溝通之事項中,決定對芮特公司及其子公司民國 108年度合併財務報告查核之關鍵查核事項。本會計師於查核報告中敘明該等 事項,除非法令不允許公開揭露特定事項,或在極罕見情況下,本會計師決 定不於查核報告中溝通特定事項,因可合理預期此溝通所產生之負面影響大 於所增進之公眾利益。



證券暨期貨管理委員會核准文號 台財證六字第 0920123784 號 證券暨期貨管理委員會核准文號 台財證六字第 0920123784 號

中 華 民 國 109 年 3 月 19 日

民國 108 年及 107 年 12 月 31 日

單位:新台幣仟元

淡色彩色   100					108年12月31	日		107年12月	31日
別会及的意配金(所は中級大)	代 碼	資	產	金	額	%	金		額 %
36 接触病成本有変を全端差と一点的(例は可及七) 103.140 11 22.377 : 2,667 170		流動資產				· · · · · · · · · · · · · · · · · · ·			
55	100	現金及約當現金 (附註四及六)		\$	223,263	24	\$	266,727	36
170	136	按攤銷後成本衡量之金融資產-流動(附註四及七)			103,140	11		22,377	3
250.029   14   892.27   1 880   無機株之 側体(の対性のへ入ニカ)   407.33   4   547.76   1 900   井地島改文 (附社のへ入ニカ)   1,979   1,327   1 900   井地島改文 (附社のへ入ニカ)   346.45   4   33.659   1 900   井地島改文 (附社の入力)   96.334   10   51,303   1 901   井地島安育産 (附社の大力)   6.870   1   6.341   1 902   井地島安育産 (附社の大力)   6.870   1   6.341   1 903   井地島安育産 (附社の大力)   6.870   1   6.341   1 903   井地島安育産 (附社の大力)   6.870   1   6.341   1 904   井地島安育産 (附社の大力・ニュー・ナー・ナーカー・)   281,947   30   112,239   1 905   木砂倉産産 (別社の大土・ニー・ナー・ナーカー・)   281,947   30   112,239   1 906   木砂倉産産 (別社の大土・ニー・ナーカー・)   6.808   1   12,239   1 907   木砂倉産産 (別社の大土・ニー・ナーカー・)   6.808   1   1 908   日本安全会 (別社の大土・ニー・ナーカー・)   6.808   1   1 909   井地市投資産 (別社の大土・ニー・カー・)   9.326   2   20.965   1 900   松崎保祉 (別社・大力・	150	應收票據 ( 附註四及八 )			,	_		,	_
総称株 当橋人 (附註四・人及二人) 40.733 4 54.736 1209	170					14		,	12
1979	180								7
210									
93X 存 ( 何計四 共 九) 98.354 10 51.303 110 51.303 110 63.41 1 63.41 1 63.41 1 63.41 1 63.41 1 770									5
100									
1.661									
次数									1
#流動資産    お頂盤盆と投資 (附社はの・十一及二六)									71
550   採用程益と対策 (附注四・1 - 1	IAA	//L划 貝 /生心可		_	049,407			550,221	
112,239 1 12,239 1		非流動資產							
1	550	採用權益法之投資(附註四、十一及二六)			-	-		92,700	12
201	600	不動產、廠房及設備(附註四、五、十二、十七及三十)			281,947	30		112,239	15
221	755	使用權資產 (附註三、四及十三)			,			-	
1	821							812	_
1985					,				1
### ### ### ### ### ### ### ### ### #					0,505	1			1
SXX     非漁動資産總計     301,677     32     217,403     2       CXX     資産機算     株        100     \$ 747,624     100       (2. 成) 負債     人     様     基       (3. 成) 負債     人     様     基       (3. 成) 負債     人     基     49,970     5     \$ 11,487       (3. 成) 負債     人     327     -     -       (3. 成) 負債     供給     人     95,329     10     83,077     1       (3. 成) 長代株式(附は十人)     男     81,600     9     64,204       (2. 以) 共化患情状(附は十九及二九)     2,080     -     28       (3. 本場所得負債(附は中人及二九)     2,080     -     28       (3. 公) 本場所得負債(附は日及二三)     4,153     -     3,607       (3. 以) 流動負債(附は日及二三)     6,614     1     3,609       (3. 以) 流動負債(附は日及二三)     22,057     3     17,132       (3. 以) 流動負債(所は日及二三)     169     -     -       (4. 以) 流動負債(所は日及二三)     22,057     3     17,132       (50     租賃負債(所は日及二三)     169     -     -       (40     本資金組利負債・非流動(附は日、中央三三)     198     -     -       (50     租賃債(財政日、上上、金属     22,424     3     17,132     -       (50     未分配盈額     241		7-11-11-11-11-11-11-11-11-11-11-11-11-11			3 9/16	_			
(XX 資産 地 計				_					
残り   様   接   接   接   接   接   接   接   接   接		护肌切员压心可			301,077			217,403	
議動負債     短期借款(附註十七及三十)	XXX	資產總計		\$	951,144	<u>100</u>	\$	747,624	100
50	- 碼	負 債 及 權	益						
50    應付票線 (附注十八)									
170    應付帳款 (附註十八)	100	短期借款(附註十七及三十)		\$	49,970	5	\$	11,487	2
80    應付帳款一關係人(附註十八及二九)	150	應付票據(附註十八)			327	-		-	-
2000   其他應付款 (附注十九)	170	應付帳款(附註十八)			95,329	10		83,077	11
220     其他應付款一關係人(附註中九及二九)     2,080     -     28       230     本期所得稅負債(附註四及二三)     4,153     -     3,607       280     租賃負債一施動 (附註三、四及十三)     690     -     -       399     其他流動負債(附註十九)     6,614     1     3,609       XXX     漁負債     248,789     26     174,439     2       \$80     租賃負債一非流動(附註三、四及十三)     169     -     -     -       \$60     净確金編利負債一非流動(附註三、四及十三)     198     -     -     -       \$60     事流動負債總計     22,424     3     17,132     -       \$60     事施執負債總計     271,213     29     191,571     2       \$60     事務所本公司業主之權益(附註四、二十、二一及二五)     股本     -     -     -     -       \$60     事在分積     21,213     29     191,571     2       \$60     事務所本公司業主之權益(附註四、二十、二一及二五)     -     -     -     -     -       \$60     事務所未     300,154     32     245,625     3       \$60     資本公積     51,944     5     45,146     6       \$60     未分配盈餘     15,948     5     45,146     6       \$60     未分配盈餘     11,902     22     121,421     1       \$60     未分配盈餘     11,902	180	應付帳款-關係人(附註十八及二九)			8,026	1		8,427	1
220     其他應付款一關係人(附註中九及二九)     2,080     -     28       230     本期所得稅負債(附註四及二三)     4,153     -     3,607       280     租賃負債一施動 (附註三、四及十三)     690     -     -       399     其他流動負債(附註十九)     6,614     1     3,609       XXX     漁負債     248,789     26     174,439     2       \$80     租賃負債一非流動(附註三、四及十三)     169     -     -     -       \$60     净確金編利負債一非流動(附註三、四及十三)     198     -     -     -       \$60     事流動負債總計     22,424     3     17,132     -       \$60     事施執負債總計     271,213     29     191,571     2       \$60     事務所本公司業主之權益(附註四、二十、二一及二五)     股本     -     -     -     -       \$60     事在分積     21,213     29     191,571     2       \$60     事務所本公司業主之權益(附註四、二十、二一及二五)     -     -     -     -     -       \$60     事務所未     300,154     32     245,625     3       \$60     資本公積     51,944     5     45,146     6       \$60     未分配盈餘     15,948     5     45,146     6       \$60     未分配盈餘     11,902     22     121,421     1       \$60     未分配盈餘     11,902	200	其他應付款 (附註十九)				9			ç
230 本期所得税負債 (附註四及二三)						-			
程賃負債-流動(附註=、四及十三) 690 - 3,609						_			
999 其他流動負債(附註中九)     6,614 1 3,609 26 174,439 2       非流動負債     248,789 26 174,439 2       \$70 遞延所得稅負債(附註四及二三)     22,057 3 17,132 1       \$80 租賃負債一非流動(附註三、四及十三)     169 1640 子確定福利負債一非流動(附註四、五及二十)     198 17,132 1       \$6XX 非進期負債結計     271,213 29 191,571 2       \$8屬於本公司業主之權益(附註四、二十、二一及二五)     次本 300,154 32 245,625 3       \$10 普通股股本 241,281 25 240,951 3     26       \$20 特別盈餘公積 51,944 5 45,146 5     45,146 5       \$30 特別盈餘公積 51,944 5 45,146 5     51,942 5       \$30 特別盈餘公積 51,948 (8) 51,944 (1) 21,1902 22 121,421 11       \$30 好營運機構財務報表轉享之稅接差額 (73,448) (8) (51,944) (1) 21,202 22 121,421 11       \$30 非控制權益(附註四、十及二六) 42								3,007	
XX     流動負債       非流動負債     22,057     3     17,132       570     逃延所得稅負債(附註四及二三)     22,057     3     17,132       580     租賃負債一非流動(附註三、四及十三)     169     -     -       540     净確定福利負債一非流動(附註四、五及二十)     198     -     -       5XX     非流動負債總計     22,424     3     17,132       5XX     負債總計     271,213     29     191,571     2       5XX     負債總計     271,213     29     191,571     2       5XX     負債總計     271,213     29     191,571     2       5XX     責債總計     271,213     29     191,571     2       5XX     事通股股本     300,154     32     245,625     3       5XX     特別盈餘公積     241,281     25     240,951     3       5XX     非方別餘公積     5     45,146     6       5XX     非方別餘公積     5     45,146     6       5XX     非方別餘公前     211,902     22     121,421     1       5XX     非控制權益統計     679,889     71     556,053     7       5XX     推進日本     679,931     71     556,053     7       5XX     推進日本     679,931     71     556,053     7						1		2 600	
非流動負債     22,057     3     17,132       570     遞延所得稅負債(附註四及二三)     169     -     -       580     租賃負債一非流動(附註三、四及十三)     169     -     -       540     净確定福利負債一非流動(附註四、五及二十)     198     -     -       5XX     負債總計     271,213     29     191,571     2       5XX     負債總計     271,213     29     191,571     2       5XX     養債總計     271,213     29     191,571     2       5XX     養債總計     271,213     29     191,571     2       5XX     養殖股股本     300,154     32     245,625     3       3     (300,154     32     245,625     3       3     (300,154     32     245,625     3       3     (300,154     32     245,625     3       3     (300,154     32     245,625     3       3     (300,154     32     245,625     3       3     (400     第本公積     51,944     5     45,146     4       450     未分配盈餘     159,958     17     76,275     10       400     保留盈餘總計     211,902     22     121,421     1       400     保留盈餘總計     (73,448)     (8)     51,944 <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>									
22,057 3 17,132   15,000   15,000   15,000   15,000   15,000   15,000   15,000   15,000   15,000   10,000	IAA	<i>川(3)</i> 只			240,709			174,439	
169						_			
540     净確定福利負債—非流動(附註四、五及二十)     198					,	3		17,132	2
XXX     非流動負債總計     22,424     3     17,132       XXX     負債總計     271,213     29     191,571     2       #編房於本公司業主之權益(附註四、二十、二一及二五)     股本     300,154     32     245,625     33       110     普通股股本     241,281     25     240,951     33       130     特別盈餘公積     51,944     5     45,146     6       150     未分配盈餘     159,958     17     76,275     1       100     保留盈餘總計     211,902     22     121,421     1       110     國外營運機構財務報表換算之兌換差額     (73,448)     (8)     (51,944)     (       1XX     本公司業主權益總計     679,889     71     556,053     7       5XX     非控制權益(附註四、十及二六)     42     -     -       4XX     權益總計     679,931     71     556,053     7					169	-		-	
				_					
500   日本公司業主之権益(附註四、二十、二一及二五)   R   本   300,154   32   245,625   32   32   320,951   33   33   33   33   33   33   33	5XX	非流動負債總計		_	22,424	3	_	17,132	2
股 本 300,154 32 245,625 33 200 資本公積 241,281 25 240,951 33 33 33 33 33 33 33 33 33 33 33 33 33	XXX	負債總計			271,213	29		191,571	26
股 本 300,154 32 245,625 33 200 資本公積 241,281 25 240,951 33 33 33 33 33 33 33 33 33 33 33 33 33		緑屋が木小司業よう様送(附註四、二十、二一及二五)							
110     普通股股本     300,154     32     245,625     3       200     資本公積     241,281     25     240,951     3       320     特別盈餘公積     51,944     5     45,146     6       350     未分配盈餘     159,958     17     76,275     16       360     保留盈餘總計     211,902     22     121,421     16       410     國外營運機構財務報表換算之兌換差額     (73,448)     (8)     (51,944)     (5									
200     資本公積 保留盈餘     241,281     25     240,951     3       320     特別盈餘公積 550     51,944     5     45,146     6       350     未分配盈餘     159,958     17     76,275     1       300     保留盈餘總計     211,902     22     121,421     1       410     國外營運機構財務報表換算之兌換差額     (73,448)     (8)     (51,944)     (       300     本公司業主權益總計     679,889     71     556,053     7       500     非控制權益(附註四、十及二六)     42     -     -       500     推益總計     679,931     71     556,053     7       500     東控制權益(附註四、十及二六)     679,931     71     556,053     7	110				300 154	32		245 625	33
保留盈餘 320 特別盈餘公積 51,944 5 45,146 6 350 未分配盈餘 159,958 17 76,275 11 300 保留盈餘總計 211,902 22 121,421 11 410 國外營運機構財務報表換算之兌換差額 (73,448) (8) (51,944) (1) XXX 本公司業主權益總計 679,889 71 556,053 75 XXX 非控制權益(附註四、十及二六) 42 XXX 權益總計 679,931 71 556,053 75		4		_					
320     特別盈餘公積     51,944     5     45,146     6       350     未分配盈餘     159,958     17     76,275     10       300     保留盈餘總計     211,902     22     121,421     10       110     國外營運機構財務報表換算之兌換差額     ( 73,448)     ( 8)     ( 51,944)     ( 5	200				241,201			240,931	
850     未分配盈餘     159,958     17     76,275     16       800     保留盈餘總計     211,902     22     121,421     16       410     國外營運機構財務報表換算之兌換差額     (73,448)     (8)     (51,944)     <	220				E1 044	_		4E 146	
800     保留盈餘總計     211,902     22     121,421     10       410     國外營運機構財務報表換算之兌換差額     ( 73,448 )     ( 8 )     ( 51,944 )     ( 51,944 )     ( 51,944 )     ( 51,944 )     ( 51,944 )     ( 51,944 )     ( 51,944 )     ( 7,954 )<									
IIO     國外營運機構財務報表換算之兌換差額     ( 73,448 )     ( 8 )     ( 51,944 )     ( 51,944 )       IXX     本公司業主權益總計     679,889     71     556,053     7.       IXX     非控制權益(附註四、十及二六)     42				_					
XXX     本公司業主權益總計     679,889     71     556,053     7.       5XX     非控制權益(附註四、十及二六)     42     -     -       XXX     權益總計     679,931     71     556,053     7.				.—			.—		
XXX     非控制權益(附註四、十及二六)     42     -     -       XXX     權益總計     679,931     71     556,053     7.				(			(		
XXX 權益總計						/1		550,055	/4
	хX	非控制權益(附註四、十及二六)		_	42		_	<u>-</u>	
負債與權益總計 <u>\$ 951,144</u> <u>100</u> <u>\$ 747,624</u> <u>10</u>	XXX	權益總計		_	679,931	<u>71</u>	_	556,053	74
		負 債 與 權 益 總 計		\$	951,144	100	\$	747,624	_100

後附之附註係本合併財務報告之一部分。

董事長: 陳淑敏



經理人: 吳東義



會計主管:劉若涵





### 民國 108 年及 107 年 1 月 1 日至 12 月 31 日

單位:新台幣仟元,惟 每股盈餘為元

		108年度		107年度			
代 碼		金額	%	金額	%		
	營業收入 (附註四、二九及 三四)						
4100	銷貨收入	\$ 718,723	100	\$ 529,994	99		
4800	其他營業收入	2,810		2,758	1		
4000	營業收入合計	721,533	100	532,752	100		
	營業成本(附註四、五、九、 二十、二二及二九)						
5110	銷貨成本	533,529	<u>74</u>	397,440	<u>75</u>		
5950	營業毛利	188,004	<u>26</u>	135,312	25		
	營業費用(附註八、二十、 二二及二九)						
6100	推銷費用	17,455	3	13,354	2		
6200	管理費用	51,753	7	39,210	7		
6300	研究發展費用	31,562	4	20,579	4		
6450	預期信用減損損失(迴	,		,			
	轉利益)	681		(2,511)			
6000	營業費用合計	101,451	<u>14</u>	70,632	13		
6900	營業淨利	86,553	12	64,680	12		
7140	營業外收入及支出 廉價購買利益—取得關 聯企業(附註四、十						
7190	一及二六) 其他收入(附註四、二	41,153	6	-	-		
, 1, 0	二及二九)	13,688	2	11,122	2		

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## (承前頁)

		108年度			107年度			
代 碼		金	額	%	金	額	%	
7020	其他利益及損失(附註					_	·	
	四及二二)	\$	1,352	-	\$	9,499	2	
7050	財務成本(附註三、四及二二)	(	979)	-	(	118)	-	
7060	採用權益法認列之關聯 企業損益之份額(附		2 170			2.052		
7225	註四及十一) 處分採權益法之投資利 益(附註四、十一及		2,170	-		2,053	-	
7000	二六)		29,787	4		<del>_</del>		
	合計		87,17 <u>1</u>	12		<u>22,556</u>	4	
7900	繼續營業單位稅前淨利	1	173,724	24		87,236	16	
7950	所得稅費用(附註四及二三)		27,308	4		20,027	4	
8200	本年度淨利	1	146,416			67,209	12	
	其他綜合損益(附註四、二 十、二一及二三)							
8310	不重分類至損益之項 目:							
8311	確定福利計畫之再		F 451	1				
8341	衡量數 換算表達貨幣之兌		5,471	1		-	-	
	換差額	(	28,436)	(4)	(	8,829)	( 2)	
8360	後續可能重分類至損益 之項目:							
8361	國外營運機構財務							
	報表換算之兌換							
8300	差額 本年度其他綜合損		6,932	1		2,031	1	
0000	益(稅後淨額)	(	16,033)	(2)	(	6,798)	(1)	
8500	本年度綜合損益總額	<u>\$ 1</u>	130,383	<u>18</u>	<u>\$</u>	60,411	<u>11</u>	

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### (承前頁)

		108年度				107年度	
代 碼		金	額	%	金	額	%
	淨利(損)歸屬於:			_			
8610	本公司業主	\$ 146,4	17	20	\$	67,209	12
8620	非控制權益	(	<u>1</u> )			<u>-</u>	<u>-</u>
8600		<u>\$ 146,4</u>	<u>16</u>	<u>20</u>	<u>\$</u>	67,209	<u>12</u>
	綜合損益總額歸屬於:						
8710	本公司業主	\$ 130,3	384	18	\$	60,411	11
8720	非控制權益	(	<u>1</u> )			<u>-</u>	
8700		<u>\$ 130,3</u>	<u>883</u>	<u>18</u>	<u>\$</u>	60,411	<u>11</u>
	每股盈餘 (附註二四)						
9710	基本	<u>\$ 4</u>	<u>.88</u>		\$	2.24	
9810	稀釋	<u>\$ 4</u>	<u>.86</u>		<u>\$</u>	2.23	

後附之附註係本合併財務報告之一部分。

董事長: 陳淑敏



經理人: 吳東義



会計十篇・別立法



單位:新台幣仟元

		歸	屬	於	本	公	司	£ #	<u> </u>		益		
										國外營運機構			
										財務報表換算之兌換差額		非控制權益	
		股本(附註	四及二一)	資本公積	(附註二-	- 及二五)	保留盈餘(	附註四、二	+ 及 二 一 )	(附註四		(附註四	
代 碼		股數 (仟股)	金 額	股票發行溢價	員工認股權	合 計		未分配盈餘		及二一)	總 計	及二六)	權益總額
代 碼 A1	107 年 1 月 1 日餘額	24,562	\$ 245,625	\$ 239,640	\$ 746	\$ 240,386	\$ 35,646	\$ 52,954	\$ 88,600	(\$ 45,146)	\$ 529,465	\$ -	\$ 529,465
	106 年度盈餘指撥及分配												
В3	提列特別盈餘公積	_	_	_	_	_	9,500	( 9,500)	_	_	_	_	_
B5	本公司股東現金股利	-	-	-	-	-	-	( 34,388)	( 34,388)	-	( 34,388)	- -	( 34,388)
								( - ,,	,		,		( - ,,
D1	107 年度淨利	-	-	-	-	-	-	67,209	67,209	-	67,209	-	67,209
D3	107 年度稅後其他綜合損益		<u>-</u>		<del>_</del>	<del>_</del>		<u>-</u>		(6,798)	(6,798)	<u>-</u>	( <u>6,798</u> )
	40= /s - N. V. J. Ja V. V. S.												
D5	107 年度綜合損益總額	<del></del>	<del>-</del>					67,209	67,209	(6,798)	60,411	<del>-</del>	60,411
T1	認列員工認股權酬勞成本		<u>-</u>	<del>-</del>	<u>565</u>	565		<del>_</del>	<del>_</del>	<del>-</del>	<u>565</u>	<u>-</u>	<u>565</u>
<b>Z</b> 1	107年12月31日餘額	24,562	245,625	239,640	1,311	240,951	45,146	76,275	121,421	( 51,944)	556,053	-	556,053
	107 年度盈餘指撥及分配												
В3	提列特別盈餘公積	-	-	-	-	-	6,798	( 6,798)	-	-	_	-	-
В5	本公司股東現金股利	-	-	-	-	-	-	( 6,878)	( 6,878)	-	( 6,878)	-	( 6,878)
В9	本公司股東股票股利	5,453	54,529	-	-	-	-	( 54,529)	( 54,529)	-	-	-	-
N1	行使員工認股權	-	-	841	( 841)	-	-	-	-	-	-	-	-
D1	108 年度淨利	-	-	_	-	-	-	146,417	146,417	_	146,417	( 1)	146,416
D3	108 年度稅後其他綜合損益							5,471	5,471	(21,504)	(16,033)		( <u>16,033</u> )
D5	108 年度綜合損益總額			<del>-</del>	<del>-</del>			151,888	151,888	(21,504)	130,384	( <u>1</u> )	130,383
O1	非控制權益-取得子公司部分股權	-	-	-	-	-	-	-	-	-	-	43	43
T1	認列員工認股權酬勞成本		<del>-</del>	<u>-</u>	330	330		<u>-</u>			330		330
<b>Z</b> 1	108年12月31日餘額	30,015	<u>\$ 300,154</u>	<u>\$ 240,481</u>	<u>\$ 800</u>	<u>\$ 241,281</u>	<u>\$ 51,944</u>	<u>\$ 159,958</u>	<u>\$ 211,902</u>	( <u>\$ 73,448</u> )	<u>\$ 679,889</u>	<u>\$ 42</u>	<u>\$ 679,931</u>

後附之附註係本合併財務報告之一部分。

董事長: 陳淑敏



會計主管:劉若涵





### 民國 108 年及 107 年 1 月 1 日至 12 月 31 日

單位:新台幣仟元

代	碼		1	08年度	1	07年度
		營業活動之現金流量				
A1000	00	本年度稅前淨利	\$	173,724	\$	87,236
A2001	10	收益費損項目				
A2010	00	折舊費用		17,454		16,290
A2020	00	攤銷費用		1,332		852
A2030	00	預期信用減損損失(迴轉利益)		681	(	2,511)
A2090	00	財務成本		979	•	118
A2120	00	利息收入	(	7,289)	(	4,464)
A2190	00	員工認股權酬勞成本		330		565
A2230	00	採用權益法認列之關聯企業損				
		益之份額	(	2,170)	(	2,053)
A2250	00	處分不動產、廠房及設備損失		665		1,236
A2320	00	處分採用權益法之投資利益	(	29,787)		-
A2370	00	迴轉備抵存貨跌價及呆滯損失	(	2,889)	(	1,326)
A2410	00	未實現外幣兌換淨損失		359		739
A2990	00	預付租賃款攤銷		-		202
A2990	00	廉價購買利益	(	41,153)		_
A3000	00	營業資產及負債之淨變動數				
A3113	30	應收票據		101		742
A3115	50	應收帳款		9,703	(	14,861)
A3116	60	應收帳款-關係人		13,729	(	24,973)
A3118	80	其他應收款	(	546)		67
A3119	90	其他應收款-關係人	(	173)	(	8)
A3120	00	存	(	3,533)	(	7,229)
A3123	30	預付款項		1,221		3,873
A3124	40	其他流動資產		494	(	1,291)
A3213	30	應付票據		42		-
A3215	50	應付帳款	(	25,659)		11,542
A3216	60	應付帳款-關係人		47		8,846
A3218	80	其他應付款		5,112		4,811
A3219	90	其他應付款-關係人		2,055		31

(接次頁)

## (承前頁)

代 碼		108年度	107年度
A32230	其他流動負債	\$ 1,941	(\$ 2,751)
A32240	淨確定福利負債	(86)	<u> </u>
A33000	營運產生之現金	116,684	75,683
A33100	收取之利息	7,258	4,731
A33300	支付之利息	( 966)	( 118)
A33500	支付之所得稅	$(\underline{28,395})$	( <u>11,173</u> )
AAAA	營業活動之淨現金流入	94,581	69,123
	投資活動之現金流量		
B00040	取得按攤銷後成本衡量之金融資產	( 466,143)	( 31,919)
B00050	處分按攤銷後成本衡量之金融資產	380,982	104,877
B02200	對子公司之淨現金流出(附註二六)	( 63,870)	-
B02700	購置不動產、廠房及設備	( 4,513)	( 5,055)
B02800	處分不動產、廠房及設備價款	2,088	10
B03700	存出保證金增加	( 100)	-
B03800	存出保證金減少	195	-
B04300	其他應收款-關係人增加	-	(33,565)
B04500	購置無形資產	( 237)	( 41)
B07100	預付設備款增加	(6,292)	(2,790)
BBBB	投資活動之淨現金流(出)入	(157,890)	31,517
	籌資活動之現金流量		
C00100	短期借款增加	203,520	22,160
C00200	短期借款減少	( 168,122)	( 10,673)
C04020	租賃負債本金償還	( 340)	-
C04500	發放現金股利	( <u>6,878</u> )	( <u>34,388</u> )
CCCC	籌資活動之淨現金流入(出)	28,180	(22,901)
DDDD	匯率變動對現金及約當現金之影響	(8,335)	(4,920)
EEEE	現金及約當現金淨(減少)增加	( 43,464)	72,819
E00100	年初現金及約當現金餘額	266,727	193,908
E00200	年底現金及約當現金餘額	<u>\$ 223,263</u>	<u>\$ 266,727</u>

後附之附註係本合併財務報告之一部分。

董事長: 陳淑敏



經理人: 吳東義



會計 主管:劉芸派



#### 附件四



金額:人民幣元

期初餘額	602,430.88
加:本年度稅後淨利	32,542,034.03
滅:提列特別盈餘公積	(4,989,151.32)
加:因採用權益法之投資調整保留盈餘	1,220,551.21
本年度可供分配盈餘	29,375,864.80
分配項目:	
現金股利(每股配發新台幣 3 元)(註 1 及 2)	20,891,407.82
期末未分配盈餘	8,484,456.98

#### 附註:

註 1:2019 年度盈餘分配案,按本公司 2020 年 3 月 2 日流通在外普通股股數計算,每股擬配發現金股利新台幣 3 元(計算至元為止,元以下捨去,其畸零款合計數計入本公司其他收入),計現金股利新台幣 90,046,146 元。正確配發之現金股利人民幣金額,將以股東會前一營業日之台灣銀行買入賣出人民幣即期外匯收盤價之平均數計算為準,目前暫以 2020 年 3 月 2 日新台幣 4.3102 元兌換 1 人民幣設算。

註 2:本次現金股利依本公司 2020 年 3 月 2 日流通在外股數 30,015,382 股計算,嗣後如因現金增資發行新股、員工認股權執行、買回本公司股票、或將庫藏股轉讓及註銷等,造成本公司配息基準日之流通在外股數變動致配息率發生變動時,擬請股東會授權董事長全權處理之。

註 3: 現金股利每股配發新台幣 3 元, 俟股東常會通過後, 授權董事長另訂配息 基準日等相關事宜辦理發放。

董事長: 陳淑敏



經理人:吳東義



會計主管:劉若涵



## Radiation Technology, Inc. 芮特科技股份有限公司

## Comparison Table for ARTICLES OF ASSOCIATION

## 章程修正對照表

No.		Current Provisions		Proposed Amendments	Explanations
條次	(1) 7 1 1	現行條文	(1) T 1 1 1 1	修正條文草案	修正理由
第2條	` /	icles the following terms shall have the	* *	icles the following terms shall have the	為配合財團法
	. •	opposite unless the context otherwise	•	opposite unless the context otherwise	人中華民國證
	requires:		requires:		券櫃檯買賣中
	(1) 以口上旧然	b 7 1 在4 2 四 4 4 1 一 。	(1) 以口上归故	b 4 1 克尔、田岛南美)一。	心於 2020 年 1
	(1) 除另有規範> 	者外,本章程之用辭定義如下:	(1) 除另有規範:	者外,本章程之用辭定義如下:	月8日以證櫃
	Applicable	the relevant laws, regulations, rules and	Applicable	the relevant laws, regulations, rules and	審 字 第
	Listing Rules	codes as amended, from time to time,	Listing Rules	codes as amended, from time to time,	10800681281
		applicable as a result of the original and	S	applicable as a result of the original and	號公告修正
		continued trading or listing of any		continued trading or listing of any	「外國發行人
		shares on any Taiwan stock exchange or		shares on any Taiwan stock exchange or	註册地國股東
		securities market, including, without		securities market, including, without	權益保護事項
		limitation the relevant provisions of the		limitation the relevant provisions of the	檢查表」(下稱
		Securities and Exchange Act of the		Securities and Exchange Act of the	「2020年1月
		R.O.C., the Company Act of the R.O.C.,		R.O.C., the Company Act of the R.O.C.,	8 日股東權益
		the Act Governing Relations Between		the Business Mergers And	保護事項檢查
		Peoples of the Taiwan Area and the		Acquisitions Act of the R.O.C., the Act	表」)明確納入
		Mainland Area, and any similar laws,		Governing Relations Between Peoples	
		statutes and the rules and regulations of		of the Taiwan Area and the Mainland	我國企業併購
		the R.O.C. authorities thereunder, and		Area, and any similar laws, statutes and	法相關規定,
		the rules and regulations promulgated		the rules and regulations of the R.O.C.	修改第2條
		by the Financial Supervisory		authorities thereunder, and the rules and	「上市(櫃)
		Commission, the TPEx and the TWSE		regulations promulgated by the	規範」之範

No. 條次		Current Provisions 現行條文		Proposed Amendments 修正條文草案	Explanations 修正理由
	上市(櫃)規範	(where applicable); 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證券交易法、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	上市(櫃)規範	Financial Supervisory Commission, the TPEx and the TWSE (where applicable);  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證券交易法、公司法、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	圍,並酌予義 整其他定義 字,以杜疑 之
		民國主官機關依法制定之規草、規則 及條例,以及中華民國金融監督管理 委員會、櫃買中心與證交所頒布之規 範(如適用);		之規章、規則及條例,以及金管會、 櫃買中心與證交所頒布之規範(如適 用);	
	Capital Reserve	means (1) the Share Premium Account, (2) income from endowments received by the Company and (3) other items required to be treated as Capital Reserve pursuant to the Applicable Listing Rules;	Capital Reserve	means (1) the Share Premium Account, (2) income from endowments received by the Company and (3) other items <b>generated and</b> treated as <b>capital reserve</b> pursuant to the Applicable Listing Rules <b>or generally accepted accounting principles</b> ;	
	資本公積	係指(1)股份溢價帳戶、(2)受領贈與 之所得,以及(3)其他依上市(櫃)規 範 <u>所定</u> 之資本公積項目;	資本公積	係指(1)股份溢價帳戶、(2)受領贈與之 所得,以及(3)其他依上市(櫃)規範 或一般公認會計準則認定之資本公積 項目;	

No. 條次		Current Provisions 現行條文		Proposed Amendments 修正條文草案	Explanations 修正理由
	Consolidation	the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies in the consolidated company within the meaning of the Law and the Applicable Listing Rules;	Consolidation	the combination of two or more constituent companies into a consolidated company which is the new company that results from the consolidation of the constituent companies and the vesting of the undertaking, property and liabilities of such companies in the consolidated company within the meaning of the Law and the Applicable Listing Rules;	
	吸收合併	在開曼法令及上市(櫃)規範定義下, 由兩個以上參與合併之公司將其營 業、財產及責任移轉於其中一存續公 司;	吸收合併	在開曼法令及上市(櫃)規範定義下, 由兩個以上參與合併之公司將其營 業、財產及責任移轉於其中一存續公 司;	
	Law	the Companies Law (As Revised) of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;	Law	the Companies Law (2020 Revision) of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;	

No. 條次		Current Provisions 現行條文		Proposed Amendments 修正條文草案	Explanations 修正理由
	開曼法令	現行有效且適用於本公司之英屬開曼 群島公司法 <u>(修訂)</u> 暨其修訂或其他 變更,與其他適用或影響於本公司、 組織備忘錄及/或本章程法律、命令、 法令或其他在英屬開曼群島具有法效 性之文書(暨其修訂);當本章程援引 開曼法令之任何條文時,應為法律所 修訂之現行條文;	開曼法令	現行有效且適用於本公司之英屬開曼群島公司法 <u>(2020年修訂版)</u> 暨其修訂或其他變更,與其他適用或影響於本公司、組織備忘錄及/或本章程法律、命令、法令或其他在英屬開曼群島具有法效性之文書(暨其修訂);當本章程援引開曼法令之任何條文時,應為法律所修訂之現行條文;	
	Ordinary Resolution	a resolution:-  (a) passed by a simple majority of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles; and	Ordinary Resolution	a resolution:-  (a) passed by a simple majority of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles;	
		(b) at any time other than during the Relevant Period, approved 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 (or being Juristic Persons by their duly authorized representatives); and		(b) at any time other than during the Relevant Period, approved 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 (or being Juristic Persons by their duly authorized representatives); or	

No. 條次		Current Provisions 現行條文		Proposed Amendments 修正條文草案	Explanations 修正理由
	普通決議	(c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;	普通決議	(c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;	
		指下列決議: (a)於依本章程召集之股東會,由股東親自出席,如為法人股東則由其合法授權代表出席,或以委託書方式出席之股東表決權過半數通過者;		指下列決議: (a)於依本章程召集之股東會,由股東親自出席,如為法人股東則由其合法授權代表出席,或以委託書方式出席之股東表決權過半數通過者;	
		(b)於非掛牌期間,由當時有權出席股東會並行使表決權之股東(如為法人股東則為其合法授權代表)全體以書面(乙份或數份副本)經簽認通過者; <u>與</u>		(b)於非掛牌期間,由當時有權出席股東會並行使表決權之股東(如為法人股東則為其合法授權代表)全體以書面(乙份或數份副本)經簽認通過者; <u>或</u>	
		(c)當本公司僅有一名股東時,由該股 東以書面經簽認通過者;該決議有 效日應以簽認之日為準;		(c)當本公司僅有一名股東時,由該股東以書面經簽認通過者;該決議有效 日應以簽認之日為準;	
	Shareholder Service Agent	the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable	Shareholder Service Agent	the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable	

No. 條次		Current Provisions 現行條文		Proposed Amendments 修正條文草案	Explanations 修正理由
		Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C., to the Company;		Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C. (as revised), to the Company;	
	股務代理機構	經中華民國主管機關許可,在中華民國境內設有辦公室,依據上市(櫃) 規範及中華民國公開發行股票公司股 務處理準則,為本公司提供股東服務 之代理機構;	股務代理機構	經中華民國主管機關許可,在中華民國境內設有辦公室,依據上市(櫃)規範及中華民國公開發行股票公司股務處理準則(暨其修訂),為本公司提供股東服務之代理機構;	
	Special Resolution	a special resolution of the Company passed in accordance with the Law, being a resolution:  (a) passed by a majority of at least two-thirds of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special	Special Resolution	a special resolution of the Company passed in accordance with the Law, being a resolution:  (a) passed by a majority of at least two-thirds of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given;	

No.		<b>Current Provisions</b>		Proposed Amendments	Explanations
條次		現行條文		修正條文草案	修正理由
		Resolution, has been duly given;			
		<u>and</u>			
				(b) at any time other than during the	
		(b) at any time other than during the Relevant Period, approved in		Relevant Period, approved in writing (in one or more	
		writing (in one or more		counterparts) signed by all Members	
		counterparts) signed by all Members		for the time being entitled to receive	
		for the time being entitled to receive		notice of and to attend and vote at	
		notice of and to attend and vote at		general meetings (or being Juristic	
		general meetings (or being Juristic		Persons by their duly authorized	
		Persons by their duly authorized representatives); <u>and</u>		representatives); <u>or</u>	
				(c) where the Company has only one	
		(c) where the Company has only one		Member, approved in writing by	
		Member, approved in writing by		such Member signed by such Member and the effective date of	
		such Member signed by such Member and the effective date of		the special resolution so adopted	
		the special resolution so adopted		shall be the date on which the	
		shall be the date on which the instrument is executed.		instrument is executed.	
				A Special Resolution shall be effective	
		A Special Resolution shall be effective		for any purpose for which an Ordinary	
		for any purpose for which an Ordinary		Resolution is expressed to be required	
		Resolution is expressed to be required under any provision of these Articles;		under any provision of these Articles;	
			特別決議	指本公司依據開曼法令通過之下列特	
	特別決議	指本公司依據開曼法令通過之下列特		別決議:	
		別決議:		(a)於依本章程召集之股東會,由股東	
		(a)於依本章程召集之股東會,由股東		親自出席,如為法人股東則由其合	
		親自出席,如為法人股東則由其合		法授權代表出席,或以委託書方式	
		法授權代表出席,或以委託書方式			

No. 條次		Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		出席之股東表決權三分之二以上 通過,且記載擬以特別決議通過有 關議案事項之召集通知已合法送 達者;	出席之股東表決權三分之二以上 通過,且記載擬以特別決議通過有 關議案事項之召集通知已合法送 達者;	
		(b)於非掛牌期間,由當時有權出席股東會並行使表決權之股東(如為法人股東則為其合法授權代表)全體以書面(乙份或數份副本)經簽認通過者;	(b)於非掛牌期間,由當時有權出席股東會並行使表決權之股東(如為法人股東則為其合法授權代表)全體以書面(乙份或數份副本)經簽認通過者; <u>或</u>	
		(c)當本公司僅有一名股東時,由該股 東以書面經簽認通過者;該決議有 效日應以簽認之日為準。 本章程規定應以普通決議通過之事項	(c)當本公司僅有一名股東時,由該股東以書面經簽認通過者;該決議有效日應以簽認之日為準。 本章程規定應以普通決議通過之事項	
	Spin-off	而以特別決議為之者,亦為有效; an act wherein a transferor company	而以特別決議為之者,亦為有效; Spin-off an act wherein a transferor company	
		transfers all of its independently operated business or any <u>single</u> <u>independently operated business</u> to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets to the transferor company or to shareholders of the transferor company;	transfers all of its independently operated business or any <b>part of it</b> to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets to the transferor company or to shareholders of the transferor company;	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	讓與公司將其全部或一部獨立營運之	分割 讓與公司將其全部或一部獨立營運之 業務讓與一既存公司或新設公司,而 受讓之既存或新設公司交付股份、現 金或其他財產予讓與公司或其股東作 為對價之行為;	
第 7 條	(1) The Company shall issue Shares without printing share certificates, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his/her/its name. During the Relevant Period, whenever the Company issues Shares, the Company shall deliver or cause the Shareholder Service Agent to deliver Shares by advising TDCC to record the number of Shares against the name of each subscriber within thirty (30) days from the date <u>such</u> Shares <u>may be delivered, pursuant to the Law</u> . The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the delivery of such Shares.	(1) The Company shall issue Shares without printing share certificates, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his/her/its name. During the Relevant Period, whenever the Company issues Shares, the Company shall, in compliance with the Law and the Applicable Listing Rules and subject to receipt of the subscription price from each subscriber, deliver or cause the Shareholder Service Agent to deliver Shares by advising TDCC to record the number of Shares against the name of each subscriber within thirty (30) days from the date the Board resolves to issue Shares. The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the delivery of such Shares.	為年東項訂項股之各遞條4第酌配1權檢第發款規項延第項3作合8保表條股告,文並項原)字。與實理,第份期後依就與本條字之限續次本第條文調
	(1) 本公司發行股份時得不印製股票,惟股東名簿之記 載應為任何人對於股份權利之絕對證據。在掛牌期 間,本公司發行股份時,應於開曼法令規定得交付 股份之日起三十日內,自行或促使股務代理機構將 股份以通知集保結算所登記之方式交付予認股人。 本公司並應於股份交付前依上市(櫃)規範公告之。	(1) 本公司發行股份時得不印製股票,惟股東名簿之記 載應為任何人對於股份權利之絕對證據。在掛牌期 間,本公司發行股份時,應依照開曼法令規定及上 市(櫃)規範,在收訖認股人繳納股款之情形下, 於董事會決議發行股份之日起三十日內,自行或促 使股務代理機構將股份以通知集保結算所登記之方 式交付予認股人。本公司並應於股份交付前依上市	整。

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		(櫃)規範公告之。	
		(2) When the total number of Shares in every issuance	
		has been subscribed to in full, the Company shall	
		immediately request each of the subscribers for	
		payment. Where the Company issues Shares at a	
		premium, the amount in excess of par value shall be	
		collected at the same time with the payment for	
		Shares. Where a subscriber delays payment for Shares as mentioned above, the Company shall	
		prescribe a period of not less than one (1) month	
		and call upon each subscriber to pay up, declaring	
		that in case of default of payment within that	
		prescribed period the subscriber's right shall be	
		forfeited. After the Company have made the	
		aforesaid call, the subscribers who fail to pay	
		accordingly shall forfeit their rights and the Shares	
		subscribed to by them shall be otherwise sold.	
		Under such circumstances, the Company may hold	
		the subscriber liable for compensating the damage,	
		if any, resulting from such default in payment.	
		(2) 本公司於每次發行股份總數募足時,應即向各認股	
		人催繳股款,以超過票面金額發行股票時,其溢額	
		應與股款同時繳納。認股人延欠上開應繳之股款,	
		經本公司定一個月以上之期限催告照繳,並聲明逾	
		期不繳失其權利者,若認股人仍不照繳,即失其權	
		利,其所認股份另行募集,且本公司如受有損害時,	
		仍得向該認股人請求賠償。	
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No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	(3) The Company shall not issue any unpaid Shares or partial paid-up Shares to any Person.  (3) 本公司不得發行無面額股份,或將票面金額股份轉	(4) The Company shall not issue any unpaid Shares or partial paid-up Shares to any Person. For the avoidance of doubt, a subscriber who fails to pay up the Shares pursuant to Paragraph (2) of this Article will not be considered a Member until the Shares to be subscribed are paid in full, and only if the Shares the subscriber subscribed have been paid in full may the subscriber's name be entered in the Register.	
	換為無面額股份。	(4)本公司不得發行任何未繳納股款或僅繳納部分股款之股份。為避免疑義,未依本條第2項之規定繳納股款之認股人,在未繳足其所認購股份之股款以前,不具有股東之身分,且唯有在認股人就其所認購之股份繳足股款後,其姓名始得被登記於股東名簿。	
第 8 條	(a) upon each issuance of new Shares (other than resulting from or in connection with any Merger or Consolidation of the Company, Spin-off of the Company's business, any reorganisation of the Company, asset acquisition, share swap, exercise of share options or warrants granted to the Employees, conversion of convertible securities or debt instruments, exercise of subscription warrants or rights to acquire Shares vested with preferential or special rights, where the Company issues new Shares to the existing Members by capitalisation of its reserves in accordance with these Articles, Private Placement or other issuance of Shares for	(a) upon each issuance of new Shares, the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the Employees pursuant to the Law and the Applicable Listing Rules; and	為配合第 10 條之修訂內 容 8 8 8 8 8 8 2 規定。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	consideration other than cash), the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the Employees pursuant to the Law and the Applicable Listing Rules; and  (a) 發行新股時 (關於合併、分割、重整、資產收購、股份互易、員工股份選擇權或認股權之行使、可轉換有價證券或公司債之轉換、具優先或特別取得股份權利之認購權或其他權利之行使或依本章程進行公積轉增資而發行新股予原股東、私募或非以現金增資發行新股者除外),董事會得依照開曼法令及上市(櫃)規範保留發行新股總數不超過百分之十五之股份由員工優先承購。	(a) 發行新股時,董事會得依照開曼法令及上市(櫃) 規範保留發行新股總數不超過百分之十五之股份由 員工優先承購。	
第 10 條	The preceding Article shall not apply whenever the new Shares are issued for the following purpose:  (a) in connection with a Merger or a Consolidation of the Company or a Spin-off of the Company's business, or pursuant to any reorganisation of the Company; (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the Employees; (c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares; (d) in connection with meeting the Company's obligation under share subscription warrant or Preferred Shares vested with rights to acquire Shares;	<ul> <li>(1) Subparagraph (a) of Article 8 and Article 9 shall not apply whenever the new Shares are issued due to the following reasons:</li> <li>(a) in connection with a Merger or a Consolidation of the Company or a Spin-off of the Company's business, or pursuant to any reorganisation of the Company save as otherwise provided by these Articles;</li> <li>(b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the Employees;</li> <li>(c) in connection with distribution of the Employees' compensation;</li> <li>(d) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;</li> <li>(e) in connection with meeting the Company's</li> </ul>	為年東項訂項規條調10並司修之配月益查10第,文項第照之各容合 8 保表條項第原則次1台規款。與項第照之各容問護,第項第配為項灣定條項第配為項灣定條

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12/1/20	(e) in connection with any share swap arrangement	obligation under share subscription warrant or	134-14
	entered into by the Company, or	Preferred Shares vested with rights to acquire	
	(f) in connection with any Private Placement	Shares; or	
	conducted pursuant to Article 13; or	(f) in connection with issuance of new Shares to the	
	(g) in connection with any other event otherwise	existing Members by capitalisation of the	
	prohibited, limited, restricted or exempted to so	Company's reserves in accordance with these	
	apply pursuant to the Law and/or the Applicable	Articles.	
	<u>Listing Rules.</u>		
	   前條規定於本公司因下列情形發行新股者,不適用之:	(1) 每 Q 及每 a 数确每 0 及目空秋大八司田工列重山縣	
	<u>削保</u>	(1) 第8條第a款與第9條規定於本公司因下列事由發	
	   (a) 與合併、分割或重整有關者;	行新股者,不適用之:	
		(a) 除本章程另有規定外,與因合併他公司、分割或	
	(b) 與履行員工認股權憑證或選擇權之義務有關者;	重整有關者;	
	(c) 與履行可轉換公司債或附認股權公司債之義務有	(b) 與履行員工認股權憑證或選擇權之義務有關者;	
	關者;	(c) 與分派員工酬勞有關者;	
	(d) 與履行認股權憑證或附認股權特別股之義務有關	(d) 與履行可轉換公司債或附認股權公司債之義務有	
	者;	關者;	
	(e) 與股份互易有關者;	(e) 與履行認股權憑證或附認股權特別股之義務有關	
	(f) 與第 13 條私募規定有關者;或	者; <u>或</u>	
	(g) 與開曼法令及(或)上市(櫃)規範所定之其他	(f) 依本章程進行公積轉增資而發行新股予原股東	
	禁止、限制或除外情事有關者。	<u>者。</u>	
		(2) Article 8 and Article 9 shall not apply to any of the	
		following circumstances:	
		(a) the Company, as the surviving company, issues	
		new Shares for a Merger, or the Company issues	
		new shares for the Merger between its subsidiary	
		and other companies;	
		(b) all new Shares are issued as consideration for	
		being acquired by the other company with the	

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		intention of takeover;	
		(c) all new Shares are issued as consideration for the	
		acquisition of issued shares, business, or assets of	
		other companies;	
		(d) new Shares are issued for the share exchange	
		entered into by the Company,	
		(e) new Shares are issued for a Spin-off effected by	
		the transferor company; (f) new Shares are issued in connection with any	
		Private Placement conducted pursuant to Article	
		13; or	
		(g) new Shares are issued 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) 第8條與第9條規定於本公司有下列情形之一者,	
		不適用之:	
		(a) 存續公司為合併而發行新股,或本公司為子公司	
		奥他公司之合併而發行新股者;	
		(b) 為利進行併購之意願,發行新股全數用於被收購	
		者;	
		(c) 發行新股全數用於收購他公司已發行之股份、營	
		業或財產者;	
		(d) 因進行股份轉換而發行新股者;	
		(e) 因受讓分割而發行新股者;	
		(f) 因本章程第 13 條規定之私募而發行新股者;或	
		(g) 與開曼法令及(或)上市(櫃)規範所定之其他	
		禁止、限制或除外情事有關者。	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		(3) New Shares issued for any of the circumstances in the preceding Paragraph may be paid up in cash or assets as required for the business of the Company.  (3) 本公司因前項所列事由而發行之新股,得以現金或公司事業所需之財產為出資。	
第 15 條	During the Relevant Period, any issuance, conversion or cancellation of the Shares or any other equity securities (including but not limited to warrants, options or bonds), capitalisation and shareholder services, shall comply with the Law, the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C.  於掛牌期間,本公司股份或其他具有股權性質之有價證券(包括但不限於認股權憑證、選擇權或公司債)之發行、轉換或銷除,以及轉增資、股務等,應遵守開曼法令、上市(櫃)規範及公開發行股票公司股務處理準則之規定。	During the Relevant Period, any issuance, conversion or cancellation of the Shares or any other equity securities (including but not limited to warrants, options or bonds), capitalisation and shareholder services, shall comply with the Law, the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C. (as revised).  於掛牌期間,本公司股份或其他具有股權性質之有價證券(包括但不限於認股權憑證、選擇權或公司債)之發行、轉換或銷除,以及轉增資、股務等,應遵守開曼法令、上市(櫃)規範及公開發行股票公司股務處理準則(暨其修訂)之規定。	為杜疑義,酌予調整條文用語。

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
第 34 條	(1) During the Relevant Period, at least thirty (30) days notice of an annual general meeting and fifteen (15) days notice of an extraordinary general meeting shall be given to each Member, and the Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.	(1) During the Relevant Period, at least thirty (30) days' notice of an annual general meeting and fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member, and subject to the Law and the Applicable Listing Rules, the Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.	的正定依 所,公告 所,公告 所,公告 所,公 所, 会 所, 会 所, 会 所, 会 所, 之 行 , 之 行 , 之 。 。 。 。 。 。 。 。 。 。 。 。 。 。 。 。 。 。
	(1) 於掛牌期間,股東常會之召集,應於三十日前通知各股東;股東臨時會之召集,應於十五日前通知各股東。對於持股未滿 1,000 股之股東,公司得以公告方式通知之。通知之寄發日及召集日均不計入前述期間。前述通知應以書面為之,並載明開會之地點、日期、時間、議程與召集事由,並依本章程之規定送達,或於取得股東事前同意且不違反開曼法令及上市(櫃)規範之情形下,以電子通訊方式為之。	(1) 於掛牌期間,股東常會之召集,應於三十日前通知各股東;股東臨時會之召集,應於十五日前通知各股東。對於持股未滿1,000股之股東,公司得依據開慶法令及上市(櫃)規範之規定以公告方式通知之。通知之寄發日及召集日均不計入前述期間。前述通知應以書面為之,並載明開會之地點、日期、時間、議程與召集事由,並依本章程之規定送達,或於取得股東事前同意且不違反開曼法令及上市(櫃)規範之情形下,以電子通訊方式為之。	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 36 條	The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents; the major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:	The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents; the major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:	予調整條文用
	下列事項,非在股東會召集事由中列舉,並說明其主要內容,不得在股東會中審議、討論或提付表決;其主要內容得置於中華民國證券主管機關或本公司指定之網站,並應將其網址載明於召集通知:	下列事項,非在股東會召集事由中列舉,並說明其主要內容,不得在股東會中審議、討論或提付表決;其主要內容得置於中華民國證券主管機關或本公司指定之網站,並應將其網址載明於召集通知:	
	(e) any dissolution, voluntary winding-up, Merger, share <a href="mailto:swap"><u>swap</u></a> , Consolidation or Spin-off of the Company;	(e) any dissolution, voluntary winding-up, Merger, share <a href="mailto:exchange">exchange</a> , Consolidation or Spin-off of the Company;	
	(e) 解散、自願清算、合併、股份轉換或分割;	(e) 解散、自願清算、合併、股份轉換或分割;	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
第 40 條	(1) During the Relevant Period, one or more Member(s) holding one percent (1%) or more of the total issued <b>and outstanding</b> Shares of the Company may submit to the Company not more than one proposal in writing or by way of electronic transmission for resolution at an annual general meeting.	(1) During the Relevant Period, one or more Member(s) holding one percent (1%) or more of the total issued Shares of the Company may submit to the Company not more than one proposal in writing or by way of electronic transmission for resolution at an annual general meeting.	為日本 為日本 為日本 為日本 第日 第日 第日 第日 第日 第日 第日 第日 第日 第日
	(1) 於掛牌期間,持有已發行股份總數百分之一以上股份之一位或數位股東,得以書面或電子受理方式向本公司提出股東常會議案。	(1) 於掛牌期間,持有已發行股份總數百分之一以上股份之一位或數位股東,得以書面或電子受理方式向本公司提出股東常會議案。	
	(4) The Board shall include a proposal submitted by Member(s)unless:	(4) The Board shall include a proposal submitted by Member(s)unless:	項第 b 款文字,使條文用語一致。
	(4) 除有下列情事之一者外,股東所提議案,董事會應 予列入:	(4) 除有下列情事之一者外,股東所提議案,董事會應 予列入:	
	(b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued Shares in the Register upon commencement of the <b>period in which the Register is closed for transfers</b> before the relevant annual general meeting of the Company;	(b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued Shares in the Register upon commencement of the <b>Book Closure Period</b> before the relevant annual general meeting of the Company;	
	(b) 提案股東於本公司股票停止過戶期間開始時,持 股未達百分之一者;	(b) 提案股東於本公司股票停止過戶期間開始時,持 股未達百分之一者;	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 46 條	(1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:	(1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:	為配合 2020 年1月8日股
	(1) 除開曼法令或上市(櫃)規範另有規定外,下列事項應經股東會之特別決議為之:	(1) 除開曼法令或上市(櫃)規範另有規定外,下列事項應經股東會之特別決議為之:	東權益保護事項檢查表,增 訂第46條第1
	新增第1項第f款。	(f) enter into any share exchange;	項第 f 款,後續各款條文依
		<u>(f) 股份轉換;</u>	次遞延;並就 第46條第2項
	(2) Notwithstanding anything contained in these Articles, unless otherwise provided by the Law and the Applicable Listing Rules, in case the Company is dissolved after participating in the merger/consolidation or the Company is delisted from the TPEx or TWSE due to the general transfer (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share <a href="mailto:swap arrangement">swap arrangement</a> or any Spin-off entered into or carried out by the Company while the surviving, transferee, existing or newly incorporated company is not a listed company (including TWSE/TPEx listed company), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members of the Company.  (2) 儘管本章程有所規範,除開曼法令或上市(櫃)規範另有規定外,本公司參與合併後消滅,或本公司	(2) Notwithstanding anything contained in these Articles, unless otherwise provided by the Law and the Applicable Listing Rules, in case the Company is dissolved after participating in the merger/consolidation or the Company is delisted from the TPEx or TWSE due to the general transfer (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share exchange or any Spin-off entered into or carried out by the Company while the surviving, transferee, existing or newly incorporated company is not a listed company (including TWSE/TPEx listed company), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members of the Company.  (2) 儘管本章程有所規範,除開曼法令或上市(櫃)規範另有規定外,本公司參與合併後消滅,或本公司	酌作文字修

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	本公司之營業或財產、股份轉換或分割而致終止上市(櫃),且存續、既存、新設或受讓之公司非屬上市(櫃)公司(包括證交所/櫃買中心之上市(櫃)公司)者,應經本公司全部已發行股份總數三分之二以上股東之同意行之。	本公司之營業或財產、股份轉換或分割而致終止上市(櫃),且存續、既存、新設或受讓之公司非屬上市(櫃)公司(包括證交所/櫃買中心之上市(櫃)公司)者,應經本公司全部已發行股份總數三分之二以上股東之同意行之。	
第 48 條	(1) Subject to the Law, in the event any of the resolutions with respect to the matter(s) as set out in <a href="Paragraphs">Paragraphs</a> (a), (b) or (c) of Article 46(1) is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Paragraph (b) of Article 46(1) and at the same meeting the resolution for the winding up of the Company is also adopted.	(1) Subject to the <u>compliance with the</u> Law, in the event any of the resolutions with respect to the matter(s) as set out in <u>Subparagraph</u> (a), (b) or (c) of <u>Paragraph</u> (1) of Article 46 is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in <u>Subparagraph</u> (b) of <u>Paragraph</u> (1) of Article 46 and at the same meeting the resolution for the winding up of the Company is also adopted.	為年東項正項定條為訂屬司訂配月益查48第近4合並曼規法第一個人工工程檢第及,第配,開法第一個人工工程,第一個人工工程,第一個人工工程,第一個人工工程,第一個人工工程,第一個人工工程,第一個人工工程,
	(1) 除開曼法令另有規定者外,股東在股東會通過關於第46條第(1)項第(a)、(b)或(c)款所定事項之決議前,已以書面通知本公司其反對該項行為之表示,且嗣後並於股東會已為反對者,得請求本公司按當時公平價格收買其所有之股份;但股東會為第46條第(1)項第(b)款之決議,同時決議解散時,不在此限。	(1) 在不違反開曼法令規定之情形下,股東在股東會通過關於第46條第1項第avb或c款所定事項之決議前,已以書面通知本公司其反對該項行為之表示,且嗣後於股東會已為反對者,得請求本公司按當時公平價格收買其所有之股份;但股東會為第46條第1項第b款之決議,同時決議解散時,不在此限。	項示司司之份權規以東冊令議買受限確本國定東請本制定東請本限定東議本限定限

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<b>條次</b>	現行條文  any part of the Company's business is involved in any Spin-Off, Merger or Consolidation, a Member, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing or orally with an entry to that effect in the minutes of the meeting before the relevant vote, may request the Company to purchase all of his Shares at the then prevailing fair price.	that the Company resolves to carry out any Spin-Off, Consolidation, Merger, acquisition or share exchange (collectively, the "Merger and Acquisition"), a Member expressing his dissent in accordance with the Applicable Listing Rules may request the Company to purchase all of his Shares at the then prevailing fair price.	禁止,俾保障
	(2) 在不違反開曼法令規定之情形下,股東會決議本公司分割或與他公司新設合併/吸收合併時,股東在該議案表決前以書面表示異議,或以口頭表示異議經紀錄,並就該議案放棄其表決權者,得請求本公司按當時公平價格收買其持有之股份。	(2) 在不違反開曼法令規定之情形下,股東會決議本公司進行分割、新設合併/吸收合併、收購或股份轉換 (下合稱「併購事項」)時,依上市(櫃)規範之 規定表示異議之股東得請求本公司按當時公平價格 收買其持有之股份。	
	(3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (1) or (2) of this Article fail to reach an agreement on the purchase price within sixty (60) days following the date of the resolution, the Member may, within thirty (30) days after such sixty (60) days period, file a petition to the Taiwan Taipei District Court of the R.O.C. for a ruling on the appraisal price. However, for the purpose of protecting rights of the dissenting Member, the Company may elect to act in accordance with the laws of place where the securities of the Company are registered or listed.	(3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (2) of this Article fail to reach an agreement on the purchase price within sixty (60) days following the date of the resolution, the <b>Company shall</b> , within thirty (30) days after such sixty (60) days period, file a petition <b>against all Members who fail to reach such an agreement (collectively, the "Dissenting Members") with</b> the <b>R.O.C. Courts</b> for a ruling on the appraisal price, and may designate Taiwan Taipei <b>District Court of the R.O.C. as the court of first instance.</b>	
	(3) 在不違反開曼法令規定之情形下,依 <u>前二</u> 項行使股份收買請求權之股東,與本公司在股東會決議日起	(3) 在不違反開曼法令規定之情形下,依本條第2項行 使股份收買請求權之股東,與本公司在股東會決議	

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條次	現行條文	修正條文草案	修正理由
	六十日內未達成協議者,得在此期間經過後三十日	日起六十日內未達成協議者,本公司應於此期間經	
	內,向 <b>臺灣臺北地方法院</b> 聲請為價格之裁定。惟本	過後三十日內,以全體未達成協議之股東為相對	
	公司亦得為保障異議股東之權益而依據掛牌地國法	人,向中華民國法院聲請為價格之裁定,並得以臺	
	令辦理。	灣臺北地方法院為第一審管轄法院。	
	<u> </u>	19 E 200 CO TA TOWN AT THE PART TO THE PAR	
		(4) Without prejudice to the Law, a Member making a	
		request pursuant to Paragraphs (1) or (2) of this	
		Article shall make such request in writing within	
		twenty (20) days after the date of the general	
		meeting adopting resolutions with respect to the	
		matter(s) as set out in Subparagraph (a), (b) or (c)	
		of Paragraph (1) of Article 46 or the Merger and	
		Acquisition, and specify the repurchase price. If the	
		Member and the Company reach an agreement on the repurchase price, the Company shall pay for the	
		Shares to be repurchased within ninety (90) days	
		after the date of the general meeting adopting such	
		resolutions. In case no agreement is reached, the	
		Company shall pay the fair repurchase price	
		determined at its discretion to the Dissenting	
		Members with whom the Company fail to reach an	
		agreement within ninety (90) days after the date of	
		the general meeting adopting such resolutions. If the	
		Company fails to pay the price, it shall be	
		considered to have accepted the repurchase price proposed by such Dissenting Members.	
		proposed by such Dissenting Members.	
		(4) 在不違反開曼法令規定之情形下,依本條第1項及	
		第 2 項行使股份收買請求權之股東,應於股東會決	
		議日起二十日內以書面提出,並列明請求收買價	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案 格。股東與本公司就收買價格達成協議者,本公司應自股東會決議日起九十日內支付價款。若股東與本公司未達成協議者,本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;本公司未支付者,視為同意股東請求收買之價格。  (5) Notwithstanding Paragraphs (2), (3) and (4) of this Article, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Companies Law (2020 Revision) of the Cayman Islands and any amendment or other statutory modification thereof to payment of the fair value of his shares upon dissenting from a Consolidation or Merger.  (5) 儘管有本條第 2 項至第 4 項之規定,就本公司進行新設合併/吸收合併表示異議之股東,仍得依照英屬開曼群島公司法(2020 年修訂版)第 238 條行使請求本公司按公平價格收買其持有股份之權利,不受本條規定之限制或禁止。	修正理由

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第 49 條	In case the procedure for convening a general meeting in which a resolution is adopted or the method of adopting a resolution is in violation of the Law, the Applicable Listing Rules or these Articles, a Member may, if and to the extent permitted under the Law, within thirty (30) days from the date of the resolution, submit a petition to the Taiwan Taipei District Court, as applicable, for an appropriate remedy, including but not limited to, requesting the court to invalidate and cancel the resolution adopted therein.	In case the procedure for convening a general meeting in which a resolution is adopted or the method of adopting a resolution is in violation of the Law, the Applicable Listing Rules or these Articles, a Member may, if and to the extent permitted under the Law, within thirty (30) days from the date of the resolution, submit a petition to the Taiwan Taipei District Court of the R.O.C., as applicable, for an appropriate remedy, including but not limited to, requesting the court to invalidate and cancel the resolution adopted therein.	為杜疑義,酌予調整條文用語。
	股東會之召集程序或其決議方法,違反開曼法令、上市 (櫃)規範或本章程時,在開曼法令允許之範圍內,股東得自決議之日起三十日內,向臺灣臺北地方法院訴請適當救濟,包括但不限於訴請法院確認該決議無效或撤銷該決議。	股東會之召集程序或其決議方法,違反開曼法令、上市 (櫃)規範或本章程時,在開曼法令允許之範圍內,股東得自決議之日起三十日內,向臺灣臺北地方法院訴請適當救濟,包括但不限於訴請法院確認該決議無效或撤銷該決議。	

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條次	現行條文	修正條文草案	修正理由
第 73 條	(1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation, the due care of a good administrator, and exercise due care and skill in conducting the business operation of the Company. A Director may be liable to the Company if he acts contrary to his duties. In circumstances where a Director breaches any of such duties and acts for his/her or other Person's interest, the Company may, with the sanction 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 any and all earnings derived from such act as if such misconduct is done for the benefit of the Company.		為配合 2020年1月8日股東權益保護事項檢查表,修訂第73條第1項。
	(1) 在不影響董事依據英屬開曼群島普通法對本公司所 負義務之情況下,除開曼法令另有規定外,董事應 對本公司負忠實義務,且不限於善良管理人之注意 義務,並應以合理之注意及技能執行本公司業務。 董事如有違反其義務者,應對本公司負擔賠償責 任;若該董事違反其義務且係為自己或他人利益為 行為時,經股東會普通決議,本公司得在法律允許 之最大範圍內,為一切適當行為,以將該行為之所 得歸為本公司之所得。	(1) 在不影響董事依據英屬開曼群島普通法對本公司所 負義務之情況下,除開曼法令另有規定外,董事應 對本公司負忠實義務,且不限於善良管理人之最大 義務,並應以合理之注意、技能,及為公司之最大 利益執行本公司業務 (包括處理本公司進行分割、 新設合併/吸收合併、收購等事宜)。董事如有違反 其義務者,應對本公司負擔賠償責任;若該董事違 反其義務且係為自己或他人利益為行為時,經股東 會普通決議,本公司得在法律允許之最大範圍內, 為一切適當行為,以將該行為之所得歸為本公司之	

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		所得。	
第 79 條	新增第2項。	(2) If the Board fails to comply with the Applicable Listing Rules, these Articles and any resolutions passed in a general meeting in dealing with matters in connection with Spin-off, Consolidation, Merger, or acquisition of the Company, as a result of which the Company suffers damages, any Director involved in decision-making related thereto shall be liable to the Company in respect of the damages suffered by the Company. However, a Director may be exempted from the liability if the minutes of the Board meeting or written statement demonstrates such Director's dissent.  (2) 董事會違反上市(櫃)規範、本章程或股東會決議 進行分割、新設合併/吸收合併、收購等事宜,致本公司受有損害時,參與決議之董事,對本公司應負 賠償之責。但經表示異議之董事,有紀錄或書面聲	為年東項訂項76第項配月 2020年東項訂項79合第項格 2020年 2

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第 82.1 條	本條新增。	(1) During the Relevant Period, prior to any resolution of the Merger and Acquisition by the Board, the audit committee of the Company shall review the fairness and reasonableness of the plan and transaction of the Merger and Acquisition, and then submit review results to the Board and the general meeting of the Company. However, the audit committee of the Company may elect not to submit the aforesaid review results to the Members at a general meeting if the Law provides that the Merger and Acquisition to be resolved requires no approval by the Members.  (1) 於掛牌期間,本公司董事會決議併購事項前,應由審計委員會就併購事項計畫與交易之公平性、合理性進行審議,並將審議結果提報董事會及股東會。但依開曼法令規定無須召開股東會決議者,得不提報股東會。  (2) When reviewing the abovementioned matters, the audit committee of the Company shall seek opinions from an independent expert on the reasonableness of the share exchange ratio or the distribution of cash or other assets.	為 2020年 2020
		換股比例或配發股東之現金或其他財產之合理性提	

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	光竹 床又	供意見。	沙亚姓田
		(3) The Company shall send the review results of the audit committee of the Company and opinions of independent experts to all Members together with the notice of general meeting in which the Merger and Acquisition is to be resolved. However, the Company shall report the Merger and Acquisition to the Members at the most recent general meeting if the Law provides that the Merger and Acquisition to be resolved requires no approval by the Members.	
		(3) 審計委員會之審議結果及獨立專家之意見,應於發送決議併購事項之股東會召集通知時,一併發送予股東;但依開曼法令規定無須召開股東會決議者,應於最近一次股東會就併購事項提出報告。	
		(4) If the Company posted the aforesaid review results and opinions of independent experts on a website designated by the R.O.C. competent authorities and arranged for the same documents to be made available at the venue of the general meeting of the Company for inspection by Members, those documents shall be deemed as having been sent to all Members.	
		(4) 前項審議結果及獨立專家之意見,經本公司於中華 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者,對於股東視為已發	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		送。	
第 83 條	(1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically:	(1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically:	為杜疑義,酌 予調整條文用 語。
	(1) 於掛牌期間,有下列情事之一者不得擔任董事,其已擔任者,當然解任:	(1) 於掛牌期間,有下列情事之一者不得擔任董事,其 已擔任者,當然解任:	
	(a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than five (5) years;	(a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and either (i) he has not started serving the sentence, (ii) he has not completed serving the sentence, or (iii) the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than five (5) years;	
	(a) 曾犯重罪(包括但不限於中華民國組織犯罪防制條例之罪),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未逾五年者;	(a) 曾犯重罪(包括但不限於中華民國組織犯罪防制條例之罪),經有罪判決確定,且(i)尚未執行、(ii) 尚未執行完畢,或(iii)執行完畢、緩刑期滿或赦免 後未逾五年者;;	
	(b) has been imposed a final sentence involving imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and has not started serving the sentence, has not completed serving the sentence, or	(b) has been imposed a final sentence involving imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and <a href="either (i) he">either (i) he</a> has not started serving the sentence, <a href="final-right">(ii) he</a> has not completed	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;	serving the sentence, or <u>(iii)</u> the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;	
	(b) 曾犯詐欺、背信、侵占罪經宣告有期徒刑一年以上之確定,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兩年者;	(b) 曾犯詐欺、背信、侵占罪經宣告有期徒刑一年以上之 <u>刑</u> 確定, <u>且(i)</u> 尚未執行、 <u>(ii)</u> 尚未執行完畢, 或 <u>(iii)</u> 執行完畢、緩刑期滿或赦免後未逾兩年者;	
	(c) has been imposed a final sentence due to violation of the Anti-corruption Act, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;	(c) has been imposed a final sentence due to violation of the Anti-corruption Act, and <u>either (i) he</u> has not started serving the sentence, <u>(ii) he</u> has not completed serving the sentence, or <u>(iii)</u> the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;	
	(c) 曾犯貪污治罪條例之罪,經判決有罪確定,尚未執行、尚未執行完畢,或執行完畢、緩刑期滿或 赦免後未逾兩年者;	(c) 曾犯貪污治罪條例之罪,經判決有罪確定, <u>且(i)</u> 尚未執行、 <u>(ii)</u> 尚未執行完畢,或 <u>(iii)</u> 執行完畢、緩 刑期滿或赦免後未逾兩年者;	
	(3) During the Relevant Period, if a Director (other than Independent Director), (i) after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held by such Director at the time of his election or, (ii) within the Book Closure Period fixed prior to the general meeting for the election of such Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the	(3) During the Relevant Period, if a Director (other than Independent Director), (a) after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held by such Director at the time of his election or, (b) within the Book Closure Period fixed by the Board in accordance with Paragraph (2) of Article 28 prior to the general meeting for the election of such Director, has transferred some or all his Shares held by	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	Shares held at the commencement of the Book Closure Period, his election as a Director shall be deemed invalid and void.	him such that the remaining Shares are less than one half of the Shares held at the commencement of the Book Closure Period, his election as a Director shall be deemed invalid and void.	
	(3) 於掛牌期間,如董事(不含獨立董事)(i)於當選後、就任前轉讓全部或部份股份致其剩餘股份少於選任當時所持有公司股份數額之二分之一,或(ii)於董事會依照本章程第28條第2項所訂股東會召開前之股票停止過戶期間內,轉讓全部或部份股份致其剩餘股份少於其於股票停止過戶期間起始日當時所持有公司股份之二分之一時,該董事之當選應失其效力。	(3) 於掛牌期間,如董事(不含獨立董事)( <u>a</u> )於當選後、就任前轉讓全部或部份股份致其剩餘股份少於選任當時所持有公司股份數額之二分之一,或( <u>b</u> )於董事會依照本章程第28條第2項所訂股東會召開前之股票停止過戶期間內,轉讓全部或部份股份致其剩餘股份少於其於股票停止過戶期間起始日當時所持有公司股份之二分之一時,該董事之當選應失其效力。	
第 91 條	A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at such relevant meeting. Where the spouse, a blood relative within the second degree of kinship of a Director as defined under the Civil Code of Taiwan, or any company which has a controlling or subordinate relation with a Director bear any interest in the matter under discussion at a Board meeting, such Director shall be deemed to bear a personal interest in the matter. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.	A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at such relevant meeting. When the Company conducts any Spin-Off, Consolidation, Merger, or acquisition, a Director who bears any interest in the transaction shall explain the essential contents of such personal interest and the reason of approval or disapproval of the resolution in connection with the transaction in a meeting of the Board and the general meeting of the Company. Where the spouse, a blood relative within the second degree of kinship of a Director as defined under the Civil Code of Taiwan, or any company which has a controlling or subordinate relation with a Director bear any interest in the matter under discussion at a Board meeting, such Director shall be deemed to bear a personal interest in the matter. Any Director who bears a personal interest that may	為配合 2020 年18日股 東權益長 東權查表 91條規 定。

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
		conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.	
	董事就董事會議之事項,具有直接或間接利害關係時,應於董事會中揭露其自身利害關係之重要內容。董事之配偶、依中華民國民法定義之二親等內血親,或與董事具有控制從屬關係之公司,就董事會議之事項有利害關係者,視為董事就該事項有自身利害關係。董事對於董事會之事項,有自身利害關係致有害於公司利益之虞時,不得加入表決,並不得代理他董事行使其表決權。該不得行使表決權之董事,其表決權不算入已出席董事之表決權數。	董事就董事會議之事項,具有直接或間接利害關係時,應於董事會中揭露其自身利害關係之重要內容;於本公司進行分割、新設合併/吸收合併、收購時,董事應於董事會及股東會說明其與該交易自身利害關係之重要內容及贊成或反對該交易決議之理由。董事之配偶、依中華民國民法定義之二親等內血親,或與董事具有控制從屬關係之公司,就董事會議之事項有利害關係者,視為董事就該事項有自身利害關係。董事對於董事會之事項,有自身利害關係致有害於公司利益之虞時,不得加入表決,並不得代理他董事行使其表決權。該不得行使表決權之董事,其表決權不算入已出席董事之表決權數。	
第 100 條	(1) As the Company is in the growing stage, the dividend/bonus of the Company may be distributed in the form of cash dividends/bonus and/or stock dividends/bonus and shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure, funds requirement and other plans for sustainable development needs.	(1) As the Company is in the growing stage, the dividends/bonuses of the Company may be distributed in the form of cash dividends/bonuses and/or stock dividends/bonuses. The Company shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure, funds requirement and other plans for sustainable development needs in assessing the amount of dividends/bonuses the Company wishes to distribute.	為杜疑義,酌 予調整條文用 語。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	(1) 本公司現處於成長階段,本公司之股利得以現金或/ 及股份方式配發予本公司股東,且本公司股利之配 發應考量本公司資本支出、未來業務擴充計畫、財 務規劃及其他為求永續發展需求之計畫。	(1) 本公司現處於成長階段,本公司之股利得以現金或/ 及股份方式配發予本公司股東,且本公司股利之配 發應考量本公司資本支出、未來業務擴充計畫、財 務規劃及其他為求永續發展需求之計畫。	
第 103 條	新增第2項。	(2) If the Company keeps its accounting records and books of account at any place outside the Cayman Islands in accordance with the preceding paragraph, it shall, upon service of an order or notice pursuant to the Tax Information Authority Law and any amendment or other statutory modification thereof, make available, in electronic form or any other medium at its Registered Office copies of its books of account, or any part or parts thereof, as are specified in such order or notice.  (2) 本公司依前項規定將會計紀錄與帳冊備置於英屬開 曼群島境外者,應於收受依據英屬開曼群島稅務資 訊機關法暨其修訂或其他變更所發布之命令或通知後,按該命令或通知所記載,以電子或其他方式備置帳冊或其中之任何部份於本公司註冊辦公處供查 閱。	為配合英屬開 曼群島公司 全 之 3 2019 年之修 訂第103 條第2項。
第 109 條	(1) Subject to the Law and the Applicable Listing Rules, during the Relevant Period, within fifteen (15) days after receipt of the notice of a public tender offer report	(1) Subject to the Law and the Applicable Listing Rules, during the Relevant Period, within fifteen (15) days after receipt of the notice of a public tender offer report	參照公開收購 公開發行公司

No.	Current Provisions	Proposed Amendments	Explanations
No. 條次	現行條文 form, the public tender offer prospectus, and relevant documents, the Company shall make a public announcement of the following:  (1) 除開曼法令或上市(櫃)規範另有規定外,於掛牌期間,董事會於本公司或本公司之訴訟及非訟代理人,接獲依上市(櫃)規範作成之公開收購申報書副本及相關書件後十五日內公告下列事項:  (a) the types, number and amount of the Shares held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding	Proposed Amendments 修正條文草案  form, the public tender offer prospectus, and relevant documents, the Company shall make a public announcement of the following:  (1) 除開曼法令或上市(櫃)規範另有規定外,於掛牌期間,本公司接獲依上市(櫃)規範作成之公開收購申報書副本、公開收購說明書及相關書件後十五日內應公告下列事項:  (a) the types, number and amount of the Shares held by the Directors and any Member holding more than ten percent (10%) of the total issued and outstanding Shares;	修正理由
	Shares; (a) 董事及持有本公司已發行股份超過百分之十之股東持有之股份種類及數量;	(a) 董事及持有本公司已發行股份超過百分之十之股東 持有之股份種類及數量;	
	(c) whether there is any material change in the financial condition of the Company after the delivery of its most recent financial report and <u>an explanation</u> of <u>the</u> change, if any;  (c) 公司財務狀況於最近期財務報告提出後,有無重大變化及其變化之說明。	(c) whether there is any material change in the financial condition of the Company after the delivery of its most recent financial report and the contents of such change, if any;  (c) 本公司財務狀況於最近期財務報告提出後,有無重大變化及其變化內容。	
	(d) the types, number and amount of the shares of the tender <u>offer</u> or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares <u>held in its own name or in the name of other Persons</u> ; and	(d) the types, number and amount of the shares of the tender <b>offeror</b> or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares; and	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
	(d) 董事或持股超過百分之十之股東 <u>自己及他人名義</u> 持 有公開收購人或其關係企業之股份種類 <u>及</u> 數量; <u>及</u>	(d) 現任董事或持股超過百分之十之 <u>大</u> 股東持有公開收購人或其關係企業之股份種類、數量及 <u>其金額;以及</u>	

<sup>\*</sup>本公司修訂後之組織備忘錄及章程應以英文版本為準;如僅為公司組織備忘錄及章程之勘誤、項次/款次敘述之調整、編碼更正而不涉及實質內容變動,或僅為中譯文之文字調整,不予臚列。

# 芮特科技股份有限公司 股東會議事規則修訂對照表

#### 修訂後條文 現行條文 說明 第二條 第二條 配合公司章程 第一、二、三項略。 第一、二、三項略。 與公司法第 172 選任或解任董事、變更章程、減資或 選任或解任董事、變更章程、減資 條第5項修訂, 依本公司章程第二十四條第一項規定 或依本公司章程第二十四條第一項 修正第4項內容 強制買回本公司股份並予銷除、申請 規定強制買回本公司股份並予銷 與增訂第5項。 停止公開發行、解除董事競業禁止之 除、申請停止公開發行、公司解散、 義務或許可董事從事競業行為、依本 合併、分割或公司法第一百八十五 公司章程進行盈餘轉增資或公積轉增 條第一項各款、證券交易法第二十 資、公司解散、合併、分割或公司法 六條之一、第四十三條之六之事項 第一百八十五條第一項各款、證券交 應在召集事由中列舉,並説明其主 易法第二十六條之一、第四十三條之 要內容,不得以臨時動議提出。其 六之事項應在召集事由中列舉,並說 主要內容得置於中華民國證券主管 明其主要內容,不得以臨時動議提 機關或本公司指定之網站,並應將 出。其主要內容得置於中華民國證券 其網址載明於召集通知。 主管機關或本公司指定之網站,並應 持有已發行股份總數百分之一以上 將其網址載明於召集通知。 股份之股東,得以書面或電子受理 股東會召集事由已載明全面改選董 方式向本公司提出股東常會議案。 事,並載明就任日期,該次股東會改 另股東所提議案除有公司法第一百 選完成後,同次會議不得再以臨時動 七十二條之一第四項各款情形之一 議或其他方式變更其就任日期。 外,董事會應予列為議案。惟所提 持有已發行股份總數百分之一以上股 議案係為敦促本公司增進公共利益 份之股東,得以書面或電子受理方式 或善盡社會責任之建議,縱有台灣 向本公司提出股東常會議案,以一項 公司法第一百七十二條之一第四項 為限,提案超過一項者,均不列入議 各款所定情形者,董事會仍得列入 案。另股東所提議案除有公司法第一 議案。 百七十二條之一第四項各款情形之一 本公司應於股東常會召開前之停止 外,董事會應予列為議案。惟所提議 股票過戶日前公告受理股東之提 案係為敦促本公司增進公共利益或善 案、受理處所及受理期間; 其受理 盡社會責任之建議,縱有台灣公司法 期間不得少於十日。 第一百七十二條之一第四項各款所定 提案股東應親自或委託他人出席股 情形者,董事會仍得列入議案。 東常會,並參與該項議案討論。 本公司應於股東常會召開前之停止股 本公司應於股東會召集通知日前, 票過戶日前公告受理股東之提案、書 將處理結果通知提案股東,並將合

於本條規定之議案列於開會通知。

面或電子受理方式、受理處所及受理

修訂後條文	現行條文	說明
期間;其受理期間不得少於十日。	對於未列入議案之股東提案,董事	
提案股東應親自或委託他人出席股東	會應於股東會說明未列入之理由。	
常會,並參與該項議案討論。		
本公司應於股東會召集通知日前,將		
處理結果通知提案股東,並將合於本		
條規定之議案列於開會通知。對於未		
列入議案之股東提案,董事會應於股		
東會說明未列入之理由。		
第九條	第九條	配合公司全面
股東會如由董事會召集者,其議程由	股東會如由董事會召集者,其議程	採行電子投票
董事會訂定之,相關議案(包括臨時	由董事會訂定之,會議應依排定之	並落實逐案投
動議及原議案修正)均應採逐案票	議程進行,非經股東會決議不得變	票精神。
<u>決</u> ,會議應依排定之議程進行,非經	更之。	
股東會決議不得變更之。	略	
略	主席對於議案及股東所提之修正案	
主席對於議案及股東所提之修正案或	或臨時動議,應給予充分說明及討	
臨時動議,應給予充分說明及討論之	論之機會,認為已達可付表決之程	
機會,認為已達可付表決之程度時,	度時,得宣布停止討論,提付表決。	
得宣布停止討論,提付表決, <mark>並安排</mark>		
適足之投票時間。		
第十二條	第十二條	酌做文字調整。
本公司股東除法令或本公司章程另有	本公司股東除法令或本公司章程另	
規定無表決權者外,每股有一表決權。	有規定無表決權者外,每股有一表	
本公司召開股東會時, <u>應</u> 採行以 <u>電子</u>	決權。	
方式並得採行以書面方式行使其表決	本公司召開股東會時,得採行以書	
權;其以書面或電子方式行使表決權	面或電子方式行使其表決權;其以	
時,其行使方法應載明於股東會召集	書面或電子方式行使表決權時,其	
通知。	行使方法應載明於股東會召集通	
	知。	
第十四條	第十四條	為落實逐案投
議事錄應確實依會議之年、月、日、	議事錄應確實依會議之年、月、日、	票精神與公司
場所、主席姓名、決議方法、議事經	場所、主席姓名、決議方法、議事	治理酌做修正。
過之要領及 <u>表決</u> 結果 <u>(包含統計之權</u>	經過之要領及其結果記載之,在本	
<u>數)</u> 記載之, <u>有選舉董事時,應揭露</u>	公司存續期間,應永久保存。	
每位候選人之得票權數。在本公司存		
續期間,應永久保存。		

### 附件七

# 董事(含獨立董事)候選人名單

職稱	姓名	主要學歷	主要經歷	持有股數(股)
董事	UMT HOLDINGS (SAMOA) LIMITED	美國加州大學洛杉磯分 校企管碩士 台灣大學工商管理學系	昇達科技(股)公司董事長 芮特科技(股)公司董事長	16,069,978
	代表人:陳淑敏	學士		1,222
董事	吳東義	University of Colorado at Boulder Electrical Engineering, Ph.D.交通 大學電信系學士	昇達科技(股)公司總經理/ 董事 芮特科技(股)公司董事長/ 總經理	0
董事	蔣孝彦	奥克拉荷馬州立大學機 械工程學士/碩士	昆山昕芮特電子科技有限 公司總經理 臺灣耀鈦公司專案經理	1,422,858
董事	邱健智	DREXEL UNIVERSITY MBA 文化大學會計學學士	宇智網通(股)公司薪酬委員、審計委員與獨立董事智辰財務諮詢有限公司負責人	0
獨立董事	吳文瑜	東海大學會計學學士	宸鴻光電科技(股)公司財 務會計資深副總經理 鈦績創新財務長	0
獨立董事	李一平	台灣大學工商管理學士 美國喬治華盛頓大學企 管碩士	奇鈦科技(股)公司獨立董事 銘傳大學兼任講師 國立台北科技大學兼任講師 展茂光電(股)公司人資行 政處處長	0
獨立董事	陳一平	台灣大學工商管理系學 士 日本一橋大學商學研究 所研究生	敦美投資股份有限公司董 事長 中華開發工業銀行投資部 資深經理 台新銀行國外部襄理 日商三和銀行授信部副總 裁	60,990

### 附件八

# 董事會(含獨立董事)候選人兼任他公司職務明細表

提名職稱	姓名	擔任他公司之職務
董事		1.昇達科技(股)公司董事長
	UMT HOLDINGS	2.UMT Holdings (Samoa) Ltd.董事
	(SAMOA)	3.正通科技(股)公司董事
	LIMITED	4.昕達投資(股)公司董事長
	代表人:陳淑敏	5.雷捷電子(股)公司董事
		6. 士誼科技事業(股)公司董事長
		1.昇達科技(股)公司董事/總經理
		2.UMT Holdings (HK) Ltd.董事
		3.正通科技(股)公司董事長
	吳東義	4.昆山昆升達通信設備有限公司董事及代表人
生古		5.台昕達通信設備(蘇州)有限公司董事及代表人
董事		6.雷捷電子(股)公司董事
		7. 士誼科技事業(股)公司董事
		8.昕達投資(股)公司董事
		9. Bridge components (HK) LTD 董事
		10.將門科技股份有限公司董事長
<b>生</b> 由	邱健智	1.宇智網通(股)公司獨立董事
董事		2.智辰財務諮詢有限公司負責人
	吳文瑜	1.英屬維京群島商天材創新材料科技(股)公司台灣
獨立董事		分公司資深副總經理
		2.TPK America, LLC 經理人
		3.天來創新生活產業(股)公司董事長
		4. 創兆力室內裝修設計(股)公司董事
		5.樹花園(股)公司董事
		6.上海紘崴音響科技有限公司董事
獨立董事	李一平	奇鈦科技(股)公司獨立董事
獨立董事	陳一平	敦美投資股份有限公司董事長

### 肆、附錄

#### 附錄一:

#### 芮特科技股份有限公司

#### 董事選舉辦法

中華民國 107年6月20日經股東會通過施行

第一條 本公司董事之選任,除法令或章程另有規定外,應依本辦法之規定辦理。

第二條 本公司董事之選任,應考量董事會之整體配置。董事會成員應普遍具備執 行職務所必須之知識、技能及素養,其整體應具備之能力如下:

- 一、營運判斷能力。
- 二、會計及財務分析能力。
- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。
- 第三條 本公司董事之選舉採用單記名累積選舉法,每一股份有與應選出董事人數相同之選舉權,得集中選舉一人,或分開選舉數人。除法令另有規定者外,不得任意要求檢附資格條件之證明文件,並應將董事候選人名單及其學歷、經歷公告,股東應就董事候選人名單選任之。

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

獨立董事之人數不足臺灣證券交易法(下稱證交法)第十四條之二第一項但書、臺灣證券交易所上市審查準則相關規定或中華民國證券櫃檯買賣中心「證券商營業處所買賣有價證券審查準則第十條第一項各款不宜上櫃規定之具體認定標準」第八款規定者,應於最近一次股東會補選之;獨立董事均解任時,應自事實發生之日起六十日內,召開股東臨時會補選之。

本公司除經主管機關核准外,其董事當選人間應有超過半數之席次,不得 具有下列關係之一:

- (一) 配偶。
- (二) 二親等以內之親屬。

本公司董事當選人不符本辦法前項規定者,不符規定之董事中所得選票代 表選舉權數較低者,其當選失其效力。

董事選舉時,應依公司法第一百九十八條規定辦理,獨立董事與非獨立董 事一併進行選舉,分別計算當選名額。

第四條 本公司董事,由股東會就有行為能力之人選任之,並依本公司章程所規定 之名額,由所得選舉票代表選舉權較多者,依次分別當選為董事人,如有 二人以上得權數相同而超過規定名額時,由得權數相同者抽籤決定,未出 席者由主席代為抽籤。依前項同時當選為董事之股東,應自行決定充任董 事,其缺額由原選次多數之被選舉人遞充。

第五條 本公司獨立董事與非獨立董事應一併進行選舉,分別計算當選名額,獨立 董事與非獨立董事選舉採侯選人提名制度,持有已發行股份總數百分之一 以上股份之股東及董事會審查其符合獨立董事與非獨立董事候選人所應具 備條件後,送請股東會,股東應就獨立董事與非獨立董事候選人名單中選 任之。

> 有關獨立董事與非獨立董事侯選人提名之受理方式及公告等相關事宜,悉 依公司法、證券交易法相關法令規定辦理。

- 第六條 董事會應製備與應選出董事人數相同之選舉票,並加填其權數,分發出席 股東會之股東,選舉人之記名,得以在選舉票上所印出席證號碼代之。
- 第七條 選舉開始前,應由主席指定具有股東身分之監票員、記票員各若干人,執 行各項有關職務。
- 第八條 董事之選舉,由董事會設置投票箱,於投票前由監票員當眾開驗。
- 第九條 被選舉人如為股東身分者,選舉人須在選舉票「被選舉人」欄填明被選舉人戶名及股東戶號;如非股東身分者,應填明被選舉人姓名及身分證統一編號。惟政府或法人股東為被選舉人時,選舉票之被選舉人戶名欄應填列該政府或法人名稱,亦得填列該政府或法人名稱及其代表人姓名;代表人有數人時,應分別加填代表人姓名。
- 第十條 選舉票有下列情事之一者無效:
  - (1) 不用本辦法規定之選票。
  - (2) 以空白之選舉票投入投票箱者。
  - (3) 字跡模糊無法辨認或經塗改者。
  - (4) 所填被選舉人如為股東身分者,其身分、股東戶號與股東名簿不符者;所 填被選舉人如非股東身分者,其姓名、身分證統一編號經核對不符者。
  - (5) 除填被選舉人之姓名及股東戶號或身分證統一編號外,夾寫其他文字者。
  - (6) 所填被選舉人姓名與其他股東相同者,而未填股東戶號或身分證統一編號 以資識別者。
  - (7) 同一選舉票填列被選舉人二人或二人以上者。
- 第十一條 投票完畢後當場開票,開票結果由主席當場宣布,包含董事當選名單與 其當選權數。。
- 第十二條 當選之董事由本公司董事會分別發給當選通知書。
- 第十三條 本辦法未規定事項悉依公司法及有關法令規定辦理。
- 第十四條 本辦法由股東會通過後施行,修改時亦同。

#### 附錄二:

## 芮特科技股份有限公司 股東會議事規則

中華民國 108 年 6 月 25 日經股東會通過施行

第一條 法另依據

本公司股東會之議事規則,除上市(櫃)法令或法律另有規定者外,應依本規則辦理。

第二條 本公司股東會除法令或本公司章程另有規定外,由董事會召集之。董事會 或其他召集權人召集股東會者,得請求本公司或本公司之股務代理機構提 供股東名簿。

本公司應於股東常會開會三十日前或股東臨時會開會十五日前,將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事等各項議案之案由及說明資料製作成電子檔傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前,將股東會議事手冊及會議補充資料,製作成電子檔傳送至公開資訊觀測站。股東常會開會十五日前,備妥當次股東會議事手冊及會議補充資料,供股東隨時索閱,並陳列於本公司及本公司所委任之專業股務代理機構,且應於股東會現場發放。

通知及公告應載明召集事由;其通知經相對人同意者,得以電子方式為之。 選任或解任董事、變更章程、減資或依本公司章程第二十四條第一項規定 強制買回本公司股份並予銷除、申請停止公開發行、公司解散、合併、分 割或公司法第一百八十五條第一項各款、證券交易法第二十六條之一、第 四十三條之六之事項應在召集事由中列舉,並說明其主要內容,不得以臨 時動議提出。其主要內容得置於中華民國證券主管機關或本公司指定之網 站,並應將其網址載明於召集通知。

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 向本公司提出股東常會議案。另股東所提議案除有公司法第一百七十二條 之一第四項各款情形之一外,董事會應予列為議案。惟所提議案係為敦促 本公司增進公共利益或善盡社會責任之建議,縱有台灣公司法第一百七十 二條之一第四項各款所定情形者,董事會仍得列入議案。

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

提案股東應親自或委託他人出席股東常會,並參與該項議案討論。

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

第三條 股東得於每次股東會,出具本公司印發之委託書,載明授權範圍,委託代理人,出席股東會。一股東以出具一委託書,並以委託一人為限,應於股東會開會五日前送達本公司,委託書有重複時,以最先送達者為準。但聲明撤銷前委託者,不在此限。

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

- 第四條 股東會召開之地點,應於本公司所在地或便利股東出席且適合股東會召開之地點為之,會議開始時間不得早於上午九時或晚於下午三時,召開之地點及時間,應充分考量獨立董事之意見。
- 第五條 本公司應設簽名簿供出席股東本人或股東所委託之代理人(以下稱為股東) 簽到,或由出席股東繳交簽到卡以代簽到,出席股數依簽名簿或繳交之簽 到卡計算之。

本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料, 交付予出席股東會之股東;有選舉董事者,應另附選舉票。

股東應憑出席證、出席簽到卡或其他出席證件出席股東會,本公司對股東 出席所憑依之證明文件不得任意增列要求提供其他證明文件;屬徵求委託 書之徵求人並應携帶身分證明文件,以備核對。

政府或法人為股東時,出席股東會之代表人不限於一人。法人受託出席股東會時,僅得指派一人代表出席。

第六條 股東會如由董事會召集者,其主席由董事長擔任之,董事長請假或因故不 能行使職權時,由董事長指定董事一人代理之;董事長未指定代理人者, 由董事互推一人代理之。

股東會如由董事會以外之其他有召集權人召集者,其主席由該召集權人擔任之,召集權人有二人以上時,應互推一人擔任之。

本公司得指派所委任之律師、會計師或相關人員列席股東會。

- 第七條 股東會之開會過程應全程錄音或錄影,並至少保存一年。但經股東依公司 法第一百八十九條提起訴訟者,應保存至訴訟終結為止。
- 第八條 股東會之出席,應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡, 加計以書面或電子方式行使表決權之股數計算之。

已屆開會時間,主席應即宣布開會,惟未有代表已發行股份總數過半數之 股東出席時,主席得宣布延後開會,其延後次數以二次為限,延後時間合 計不得超過一小時。延後二次仍未有代表已發行股份總數過半數之股東出 席時,由主席宣布流會。

第九條 股東會如由董事會召集者,其議程由董事會訂定之,會議應依排定之議程 進行,非經股東會決議不得變更之。

股東會如由董事會以外之其他有召集權人召集者,準用前項之規定。

前二項排定之議程於議事(含臨時動議)未終結前,非經決議,主席不得逕行宣布散會。主席違反議事規則,宣布散會者,董事會其他成員應迅速協助出席股東依法定程序,以出席股東表決權過半數之同意推選一人擔任主席,繼續開會。

會議散會後,股東不得另推選主席於原址或另覓場所續行開會。

主席對於議案及股東所提之修正案或臨時動議,應給予充分說明及討論之機會,認為已達可付表決之程度時,得宣布停止討論,提付表決。

第十條 出席股東發言前,須先填具發言條載明發言要旨、股東戶號 (或出席證編號)及戶名,由主席定其發言順序。

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

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

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

法人股東指派二人以上之代表出席股東會時,同一議案僅得推由一人發言。

出席股東發言後,主席得親自或指定相關人員答覆。

第十一條股東會之出席及表決,應以股份為計算基準。

股東會之決議,對無表決權股東之股份數,不算入已發行股份之總數。 股東對於會議之事項,有自身利害關係致有害於本公司利益之虞時,不 得加入表決,並不得代理他股東行使其表決權。

前項不得行使表決權之股份數,不算入已出席股東之表決權數。

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

第十二條本公司股東除法令或本公司章程另有規定無表決權者外,每股有一表決權。 本公司召開股東會時,得採行以書面或電子方式行使其表決權;其以書 面或電子方式行使表決權時,其行使方法應載明於股東會召集通知。除 本公司章程另有規定外,以書面或電子方式行使表決權之股東,視為親 自出席股東會。但就該次股東會之臨時動議及原議案之修正,視為棄權。

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

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

議案之表決,除公司法及本公司章程另有規定外,以出席股東表決權過 半數之同意通過之。表決時,應逐案由主席或其指定人員宣佈出席股東 之表決權總數。

議案經主席徵詢全體出席股東無異議者,視為通過,其效力與投票表決 同;有異議者,應依前項規定採取投票方式表決。

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

議案表決之監票及計票人員,由主席指定之,但監票人員應具有股東身分。計票應於股東會場內公開為之,表決之結果,應當場報告,並作成紀錄。

第十三條股東會有選舉董事時,應依本公司所訂相關選任規範辦理,並應當場宣布 選舉結果,包含當選董事之名單與其當選權數。

前項選舉事項之選舉票,應由監票員密封簽字後,妥善保管,並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者,應保存至訴訟終結為止。

第十四條股東會之議決事項,應作成議事錄,由主席簽名或蓋章,並於會後二十日 內,將議事錄分發各股東。議事錄之製作及分發,得以電子方式為之。 本公司前項議事錄之分發,得以公告方式為之。

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其結果記載之,在本公司存續期間,應永久保存。

前項決議方法,係經主席徵詢股東意見,股東對議案無異議者,應記載「經主席徵詢全體出席股東無異議通過」;惟股東對議案有異議時,應載明採票決方式及通過表決權數與權數比例。

第十五條徵求人徵得之股數及受託代理人代理之股數,本公司應於股東會開會當日, 依規定格式編造之統計表,於股東會場內為明確之揭示。

股東會決議事項,如有屬法令規定、臺灣證券交易所股份有限公司(財團法人中華民國證券櫃檯買賣中心)規定之重大訊息者,本公司應於規定時間內,將內容傳輸至主管機關指定申報網站。

第十六條辦理股東會之會務人員應佩戴識別證或臂章。

主席得指揮糾察員或保全人員協助維持會場秩序。

糾察員或保全人員在場協助維持秩序時,應佩戴「糾察員」字樣臂章或 識別證。

會場備有擴音設備者,股東非以本公司配置之設備發言時,主席得制止之。

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

第十七條會議進行時,主席得酌定時間宣布休息,發生不可抗拒之情事時,主席得 裁定暫時停止會議,並視情況宣布續行開會之時間。

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

股東會得依公司法第一百八十二條之規定,決議在五日內延期或續行集會。

第十八條本規則經股東會通過後施行,修正時亦同。

附錄三: 芮特科技股份有限公司公司章程

本中譯文僅供參考之用, 實際內容應以英文版為準

依英屬開曼群島公司法 (修訂) 所設立

Radiation Technology, Inc. 芮特科技股份有限公司 第五次修訂組織備忘錄及章程

(中譯文)

(於2019年6月25日經股東會特別決議通過)

#### 依英屬開曼群島公司法(修訂)所設立

# Radiation Technology, Inc. 芮特科技股份有限公司 第五次修訂組織備忘錄

(於2019年6月25日經股東會特別決議通過)

- 1. 本公司名稱為 Radiation Technology, Inc. (芮特科技股份有限公司)。
- 本公司註冊辦公處設於 Portcullis (Cayman) Ltd, The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O.Box 32052, Grand Cayman KY1-1208, Cayman Islands 之辦公室,或其他隨時經由董事會決議通過,位於英屬開曼群島作為本公司註冊辦公處之處所。
- 3. 在符合本備忘錄下列條款之情形下,本公司成立之目的不受限制,且本公司依英屬開曼群島公司法(修訂)第7(4)條之規定,應有完整權力及授權實行任何未受法令禁止之目的。
- 4. 在符合本備忘錄下列條款之情形下,不論所為行為是否對本公司有利,本公司具備如同自然人之完全行為能力,而與英屬開曼群島公司法(修訂)第27(2)條規定之公司利益問題無涉。
- 5. 本備忘錄未允許本公司在尚未取得英屬開曼群島銀行及信託公司法(修訂) 所定許可之情形下,經營銀行或信託公司業務,或於未取得英屬開曼群島 保險法(修訂)所定許可之情形下,於英屬開曼群島經營保險業務或保險 經理人、代理人、複代理人或經紀人之業務,或於未取得英屬開曼群島公 司管理法(修訂)所定許可之情形下,經營公司管理業務。
- 6. 除為推展於英屬開曼群島境外經營之業務者外,本公司不得在英屬開曼群島境內與任何個人、商號或公司進行商業交易,但本條規定不妨礙本公司在英屬開曼群島境內成立或締結契約,以及為經營境外業務所需,而在英

屬開曼群島境內行使權力。

- 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,以善盡社會責任。
- 8. 股東僅就其所認購之股份數,負擔繳納股款之義務。
- 9. 本公司資本總額為新台幣 1,000,000,000.00 元,分為普通股 100,000,000.00 股,每股面額新台幣 10.00 元,本公司得基於英屬開曼群島公司法(修訂)及本章程之規定,贖回或買回任何股份,以及分拆、增加或減少資本額,並得於資本額內發行附有或未附有任何優先權或其他特別權利,或權利劣後、附條件或限制之普通股股份、可贖回股份、增資或減資股份。除發行條件經明確規定者外,不論發行普通股、優先股或其他類型之股份,均應依據前述規定之權限內為之。
- 10. 本備忘錄未定義之大寫詞彙與本公司章程中使用者具有相同意義,本公司章程規定之用辭解釋章節亦適用於本備忘錄。

# 依英屬開曼群島公司法(修訂)成立之股份有限公司

# Radiation Technology, Inc.

# 芮特科技股份有限公司 第五次修訂章程

(於2019年6月25日依股東會特別決議通過)

### 用辭定義

- 1. 英屬開曼群島公司法(修訂)第一個附件中A表(包括其修訂、補充或修 正版本)記載之規範內容不適用於本公司。
- 2. (1) 除另有規範者外,本章程之用辭定義如下:

上市(櫃)規範

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證券交易 法、公司法、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,以及中華民國金融監督管理委員 會、櫃買中心與證交所頒布之規範(如適用);

本章程

經股東會特別決議所修改、增補或取代之本公司現

行章程;

會計師

本公司所聘任,依據本公司之委任或指示,審查公司帳務、查核及/或簽證公司財務報表或執行其他類似職務之註冊會計師(如有);

董事會

由本公司全體董事組成之董事會;

資本公積

係指(1)股份溢價帳戶、(2)受領贈與之所得,以及(3)

其他依上市(櫃)規範所定之資本公積項目;

董事長

依本章程第69條之定義;

股份類別

本公司依據本章程所發行不同類別之股份;

金管會

中華民國金融監督管理委員會或中華民國證券交

易法之其他主管機關;

本公司

Radiation Technology, Inc. 芮特科技股份有限公司;

新設合併

在開曼法令及上市(櫃)規範定義下,由兩個以上 參與合併之公司將其營業、財產及責任移轉並整併 於其共同設立之新公司;

董事

本公司組成董事會之董事或獨立董事 (如有);

折價轉讓

依本章程第23條第(4)項之定義;

電子

其定義應依據英屬開曼群島電子交易法(修訂)暨 其修訂或重新制定之法規,包括該法所援引或取代 之其他法律;

興櫃市場

櫃買中心在中華民國建置之與櫃股票市場;

員工

本公司及/或任一從屬公司之員工,其範圍由董事會 決定之;

財務報告

依本章程第104條之定義;

獨立董事

為符合本章程目的以及上市(櫃)規範之要求,經

股東會選任並指派為獨立董事之董事;

法人

依據英屬開曼群島法令及上市(櫃)規範,得作為

法律主體之商號、公司或其他組織;

開曼法令

現行有效且適用於本公司之英屬開曼群島公司法 (修訂)暨其修訂或其他變更,與其他適用或影響 於本公司、組織備忘錄及/或本章程法律、命令、法 令或其他在英屬開曼群島具有法效性之文書(暨其 修訂);當本章程援引開曼法令之任何條文時,應 為法律所修訂之現行條文;

股東

股東名簿上依法登記之股份持有人,包括登記為共同持有人者;

組織備忘錄

本公司現行有效之組織備忘錄;

吸收合併

在開曼法令及上市(櫃)規範定義下,由兩個以上 參與合併之公司將其營業、財產及責任移轉於其中 一存續公司;

月

日曆月;

新台幣

新台幣;

普通決議

指下列決議:

- (a)於依本章程召集之股東會,由股東親自出席,如 為法人股東則由其合法授權代表出席,或以委託 書方式出席之股東表決權過半數通過者;
- (b)於非掛牌期間,由當時有權出席股東會並行使表 決權之股東(如為法人股東則為其合法授權代 表)全體以書面(乙份或數份副本)經簽認通過 者;與
- (c)當本公司僅有一名股東時,由該股東以書面經簽 認通過者;該決議有效日應以簽認之日為準; 包括自然人、商號、公司、合資企業、合夥、法人、

協會或其他組織(不論是否具有獨立之法人格);

人

依本章程第4條之定義;

私募

特別股

依據上市(櫃)規範對特定人招募本公司股份、債 券或其他經金管會核定之有價證券之行為;

股東名簿

依據開曼法令在英屬開曼群島境內或境外所備置

之本公司股東名簿;

註冊辨公處

本公司依據開曼法令註冊登記之辦公處;

掛牌期間

自本公司有價證券於首次公開發行或與櫃市場、櫃 買中心、證交所或其他臺灣股票交易所或證券市場 交易或掛牌日之前一日起算之掛牌交易期間(該有 價證券因任何理由被暫停交易之期間,為本定義之 目的,仍應算入);

中華民國或臺灣

包括中華民國之領土、屬地及其司法管轄權所及之 地區;

中華民國法院

臺灣臺北地方法院或其他在中華民國境內有管轄權之法院;

公司印鑑

本公司一般印鑑;

公司秘書

經董事會委任執行本公司秘書職責之人,包括任何助理秘書、代理秘書、執行祕書或臨時秘書;

股份

由本公司資本分成之股份,包括任何或所有類別之

股份;為杜疑義,本章程所稱股份應包括畸零股;

股份溢價帳戶股務代理機構

依本章程及開曼法令設置之本公司股份溢價帳戶;

經中華民國主管機關許可,在中華民國境內設有辦公室,依據上市(櫃)規範及中華民國公開發行股

票公司股務處理準則,為本公司提供股東服務之代

理機構;

經簽認

經簽名或以機械方式固著而表現其簽名,或由有意在電子通訊上簽章之人所為附於或邏輯關聯於該

電子通訊之電子符號或程式;

特別盈餘公積

依本章程第95條之定義;

特別決議

指本公司依據開曼法令通過之下列特別決議:

- (a)於依本章程召集之股東會,由股東親自出席,如 為法人股東則由其合法授權代表出席,或以委託 書方式出席之股東表決權三分之二以上通過,且 記載擬以特別決議通過有關議案事項之召集通 知已合法送達者;
- (b)於非掛牌期間,由當時有權出席股東會並行使表 決權之股東(如為法人股東則為其合法授權代 表)全體以書面(乙份或數份副本)經簽認通過 者;與
- (c)當本公司僅有一名股東時,由該股東以書面經簽 認通過者;該決議有效日應以簽認之日為準。 本章程規定應以普通決議通過之事項而以特別決 議為之者,亦為有效;

讓與公司將其全部或一部獨立營運之業務讓與一 既存公司或新設公司,而受讓之既存或新設公司交 付股份、現金或其他財產予讓與公司或其股東作為 對價之行為;

分割

從屬公司

指(i)公司已發行有表決權之股份總數或資本總額 過半數為本公司所持有之該公司;(ii)其人事、財務 或業務經營受本公司直接或間接控制之公司;(iii) 其董事與本公司之董事有半數以上相同之公司;或 (iv)公司已發行有表決權之股份總數或資本總額與 本公司已發行有表決權之股份總數有半數以上為 相同之股東持有或出資之該公司;

集保結算所 臺灣集中保管結算所股份有限公司;

櫃買中心 財團法人中華民國證券櫃檯買賣中心;

庫藏股 依開曼法令,經本公司買回而未予銷除且繼續持有

之本公司股份;以及

證交所臺灣證券交易所股份有限公司。

(2) 除另有規定者外,業經開曼法令定義並使用於本章程之用辭,應依開 曼法令定義之。

- (3) 本章程中,除另有規定者外:
  - (a) 單數用語應包含複數用語,反之亦然;
  - (b) 男性用語應包含女性及中性用語;
  - (c) 本章程所定之通知,除另有規定外,應以書面為之;本章程所稱「書面」,應包括印刷、平版印刷、攝相片及其他得以永久可見形式表現或複製文字之方式;以及
  - (d) 「得」應解釋為任意規定;「應」應解釋為強制規定。
- (4) 本章程使用之標題僅為便宜之目的,不應影響本章程之解釋。

### 股份

- 除本章程另有規定或股東會另有決議外,對於所有本公司尚未發行之股份, 董事會得:
  - (a) 依其認為適當之方式、時間、權利或限制,提供、發行及分配該等 股份予他人認購;但除依據開曼法令及於掛牌期間依上市(櫃)規 範所為者外,本公司股份不得折價發行;且
  - (b) 依據開曼法令及於掛牌期間依上市(櫃)規範,授與股份選擇權、發行認股權憑證或類似憑證;且為前述目的,董事會得保留適當數量之未發行股份。

- 4. 在不違反本章程第5條規定且於本公司授權資本額之範圍內,本公司得經董事會三分之二以上董事之出席及出席董事過半數之同意,發行不同股份類別之股份(即「特別股」),其權利得優先或劣後於本公司所發行之普通股。
- 5. (1) 本公司發行特別股時,下列事項應明定於本章程:
  - (a) 授權發行及已發行之特別股總數;
  - (b) 特別股分派股息、紅利或其他利益之順序、定額或定率;
  - (c) 特別股分派公司賸餘財產之順序、定額或定率;
  - (d) 特別股股東行使表決權之順序或限制(包括無表決權等);
  - (e) 與特別股權利及義務有關之其他事項;及
  - (f) 本公司被授權或強制贖回特別股時,其贖回之方法,或表示公司無 強制贖回該特別股權利之聲明。
  - (2)除開曼法令另有規定外,組織備忘錄及本章程所規範特別股之權利、 利益及限制,以及得發行之股數,應以特別決議修訂之。
- 6. 於掛牌期間,在授權資本額之範圍內,且符合本章程規定之情形下,本公司發行新的普通股,應經董事會三分之二以上董事之出席及出席董事過半數之同意。
- 7. (1) 本公司發行股份時得不印製股票,惟股東名簿之記載應為任何人對於股份權利之絕對證據。在掛牌期間,本公司發行股份時,應於開曼法令規定得交付股份之日起三十日內,自行或促使股務代理機構將股份以通知集保結算所登記之方式交付予認股人。本公司並應於股份交付前依上市(櫃)規範公告之。
  - (2) 本公司不得發行無記名之股份。
  - (3) 本公司不得發行任何未繳納股款或僅繳納部分股款之股份。
  - (4) 本公司不得發行無面額股份,或將票面金額股份轉換為無面額股份。
- 8. 於掛牌期間:

- (a) 發行新股時(關於合併、分割、重整、資產收購、股份互易、員工 股份選擇權或認股權之行使、可轉換有價證券或公司債之轉換、具 優先或特別取得股份權利之認購權或其他權利之行使或依本章程進 行公積轉增資而發行新股予原股東、私募或非以現金增資發行新股 者除外),董事會得依照開曼法令及上市(櫃)規範保留發行新股總 數不超過百分之十五之股份由員工優先承購。
  - (b) 以現金增資發行新股時,董事會依前項保留股份予員工優先承購後,除(i)金管會、興櫃市場、櫃買中心及(或)證交所(如適用)認為無須或不適宜對外公開發行,或(ii)上市(櫃)規範另有規定者外,本公司應提撥發行新股總額百分之十(或依股東會普通決議決定之較高比例),在中華民國境內對外公開發行。
- 9. 於掛牌期間,除股東會依普通決議另有決定外,本公司現金增資發行新股時,於依前條規定保留予員工優先承購及在中華民國境內對外公開發行之股份後,應公告並分別通知原股東,得按原有股份比例儘先分認剩餘股份,並聲明未於指定期間內認購者喪失其權利。但:
  - (a) 原股東持有股份按比例不足分認一新股者,得合併共同認購或歸併 一人認購之;
  - (b) 原股東新股認購權利,得與原有股份分離而獨立讓與;且
  - (c) 原股東未認購之新股,得公開發行或洽由特定人認購。
- 10. 前條規定於本公司因下列情形發行新股者,不適用之:
  - (a) 與合併、分割或重整有關者;
  - (b) 與履行員工認股權憑證或選擇權之義務有關者;
  - (c) 與履行可轉換公司債或附認股權公司債之義務有關者;
  - (d) 與履行認股權憑證或附認股權特別股之義務有關者;
  - (e) 與股份互易有關者;
  - (f) 與第13條私募規定有關者;或

- (g) 與開曼法令及(或)上市(櫃)規範所定之其他禁止、限制或除外 情事有關者。
- 11. 於掛牌期間,除上市(櫃)規範另有規定者外,本公司得經董事會以三分之二以上董事之出席及出席董事過半數同意之決議,與員工簽訂認股權契約,約定於一定期間內,員工得依約定價格認購特定數量之股份。訂約後由公司發給員工認股權憑證。員工認股權憑證,除因繼承者外,不得轉讓。
- 12. 於掛牌期間,本公司得以特別決議通過發行限制員工權利新股予本公司及 /或從屬公司之員工,不適用本章程第8條及第9條之規定。關於前述發行 限制員工權利新股,其發行數量、發行價格、發行條件、限制及其他事項 應遵守上市(櫃)規範及開曼法令之規定。
- 13. (1) 於掛牌期間,在符合上市(櫃)規範之情況下,本公司得依股東會之 特別決議,於中華民國境內對下列之人進行有價證券之私募:
  - (a) 銀行業、票券業、信託業、保險業、證券業或其他經金管會核准之 法人或機構;
  - (b) 符合金管會所定條件之自然人、法人或基金;或
  - (c) 本公司或關係企業之董事、監察人及經理人。
  - (2) 依據前項規定,本公司普通公司債之私募,得經董事會三分之二以上 董事之出席及出席董事過半數之同意,於董事會決議之日起一年內分 次辦理。
- 14. 本公司得經股東會特別決議,依開曼法令及上市(櫃)規範所定之程序及條件減少資本。
- 15. 於掛牌期間,本公司股份或其他具有股權性質之有價證券(包括但不限於認股權憑證、選擇權或公司債)之發行、轉換或銷除,以及轉增資、股務等,應遵守開曼法令、上市(櫃)規範及公開發行股票公司股務處理準則之規定。

### 權利變更

- 16. 本公司資本分為不同股份類別時,包括有特別股發行之情形,任一股份類別所附特別權利之變更或廢止,除應符合第46條並經股東會特別決議通過外,應經該股份類別股東會之特別決議通過之。各股份類別股東會之召集與延期,應準用本章程關於股東會程序之規定。
- 17. 除該股份類別之股份發行辦法另有規定者外,任何類別股份附具之優先權或其他權利,均不因本公司其後創設、分配或發行同等或劣後於該等股份之股份,或本公司贖回或買回任何股份類別之股份,而受重大不利之變更或廢止。

### 股東名簿

- 18. 董事會應依開曼法令於英屬開曼群島境內或境外之適當處所備置股東名 簿。於掛牌期間,股東名簿應具備開曼法令及上市(櫃)規範所定應記載 事項,並應備置於中華民國境內之股務代理機構。董事會或其他召集權人 召集股東會者,得請求本公司或本公司之股務代理機構提供股東名簿。
- 19. 不論本章程其他條款之規定,在不違反開曼法令之情形下,於掛牌期間, 股東相關資訊應由集保結算所紀錄之,且本公司股東之認定,應以集保結 算所提供予本公司之紀錄為依據。本公司於收到該等紀錄之日時,該等紀 錄應構成本公司股東名簿之一部。

# 股份之贖回及買回

- 20. (1) 依據開曼法令及本章程之規定,本公司得於股份發行前,以股東會特別決議決定該等股份得基於本公司或持有人之選擇,按特定期間及方式贖回該股份。
  - (2) 本公司發行之特別股,得依開曼法令贖回之,但開曼法令及上市(櫃) 規範下特別股股東依本章程取得之權利應不受影響。

- 21. (1) 在不違反開曼法令、上市(櫃)規範及本章程規定之情形下,本公司 得經三分之二以上董事出席之董事會及出席董事過半數之同意,買回 自己股份。
  - (2) 於掛牌期間:
    - (a) 本公司買回股份之數量,不得超過買回時已發行股份總數百分之十, 且收買股份之總金額,不得逾保留盈餘加發行股份溢價及已實現之 資本公積之金額。
    - (b) 董事會買回股份之決議及執行情形(包括因故未能依據前述董事會 決議買回者(如有)),應於最近一次之股東會向股東報告。
- 22. (1) 本公司買回、贖回或取得(因股份拋棄或其他情形)之股份,應依董 事會認為適當之期間、方式及條件立即辦理註銷或以庫藏股持有之。
  - (2) 於掛牌期間,所有有關本公司買回及贖回股份之事項均應遵循開曼法令及上市(櫃)規範。
- 23. (1) 本公司應登記於股東名簿為庫藏股之持有人,但除開曼法令另有規定 外,凡於本公司持有庫藏股之期間:
  - (一)不論為何種目的,本公司不得被以股東身分對待之,且不得 行使關於庫藏股之任何權利,任何行使該等權利之行為均屬 無效;
  - (二)庫藏股不得以任何方式質押或設定擔保;
  - (三)無論係為本章程或開曼法令之目的,庫藏股不得直接或間接 於本公司任何會議行使表決權,且不算入本公司已發行股份 總數;且
  - (四)庫藏股不得受股息或紅利之分派或支付,或其他本公司資產 (包括解散時分配予股東之剩餘資產)之分配(無論係現金或 其他)。
  - (2) 除開曼法令及本章程另有規定者外,庫藏股之全部或一部得隨時依董

事會認為適當之期間、方式及條件辦理銷除或轉讓予任何人(包括員工;在不違反本條第(5)項之規定下,該等員工之資格應由股東會定之)。 董事會得決定本項轉讓之期限及條件(包括限制員工依本項規定取得之庫藏股在最長不超過二年之期間內不得轉讓)。

- (3) 本公司因轉讓庫藏股所取得之對價(如有),其金額應依據開曼法令記入帳戶。
- (4) 在不違反本條第(5)項及開曼法令之情形下,本公司得經最近一次股東會之特別決議,以低於實際買回股份之平均價格轉讓庫藏股予員工(下稱「折價轉讓」),但該次股東會召集通知中應已有下列事項主要內容之說明,不得為臨時動議:
  - (a) 董事會所定折價轉讓之轉讓價格、折價比率、計算依據及合理性;
  - (b) 折價轉讓之轉讓股數、目的及合理性;
  - (c) 認股員工之資格條件及得認購之股數;以及
  - (d) 董事會認為可能影響股東權益影響之事項:
    - (i) 依據上市(櫃) 規範,折價轉讓可能費用化之金額及對公司每股盈 餘稀釋情形;及
    - (ii)依據上市(櫃)規範,說明折價轉讓對公司造成之財務負擔。
- (5) 本公司依前項規定通過且已折價轉讓予員工之庫藏股股數,累計不得 超過已發行股份總數之百分之五,且單一認股員工之認購股數累計不 得超過已發行股份總數之百分之零點五。
- 24. (1)儘管本章程另有相反之規定,在不違反開曼法令之情形下,本公司 得依股東會特別決議,依各該股東持股比例(小數點後四捨五入),強 制買回本公司股份並予銷除。依前段規定買回股份時應給付予股東之 對價,得為現金或現金以外之財產;以現金以外之財產為對價者,其 財產類型及相應抵充之數額應經股東會特別決議,並經該收受財產股 東之同意。董事會並應於股東會前將該財產之價值與抵充之資本數額,

送交中華民國會計師查核簽證。

(2)為避免疑義,擬買回及銷除股份非依股東持股比例為之者,除開曼法令及上市(櫃)規範另有規定外,本公司董事會有權決定之,無須依前項規定經股東會特別決議為之。

#### 股份之轉讓

- 25. 除開曼法令或上市(櫃)規範另有規定外,本公司股份得自由轉讓。但本章程另有規定者不在此限。
- 26. 股份之轉讓,非將讓與人及受讓人之姓名/名稱及其住所/居所記載於股東 名簿,不得以其轉讓對抗本公司。於第 28 條之股票停止過戶期間,應暫 停股東名簿之轉讓登記。

#### 不承認信託

27. 除開曼法令或上市(櫃)規範另有規定者外,任何人不得以其基於信託持有股份之事由對抗本公司,且除開曼法令或上市(櫃)規範另有規定者外,任何衡平的、可能的、將來的或實際的股份利益(僅本章程、開曼法令或上市(櫃)規範規定,或基於管轄權法院之命令者除外),或除登記持有者所取得對股份之絕對權利外之其他與股份有關之權利,對於本公司(即使已受通知)不生拘束效力。

# 基準日與股票停止過戶期間

28. (1) 董事會得預先就下列事項決定基準日: (a)確定有權收受股息、紅利、 財產分配或其他收益之股東; (b)確定有權收受股東會召集通知、有權 親自或以委託書、書面方式或電子方式出席股東會或其延會或參與表 決之股東;及(c)董事會決定之其他目的。

董事會依本條規定指定(b)款之基準日時,該基準日應在股東會召集日

前。

(2) 於掛牌期間,除開曼法令另有規定者外,為(a)確定有權收受股息、紅利、財產分配或其他收益之股東;與(b)確定有權收受股東會召集通知、有權於股東會或延會出席或參與表決之股東,董事會應決定股東名簿之過戶登記,於股東常會開會前六十日內,股東臨時會開會前三十日內,或公司決定分派股息及紅利或其他分配之基準日前五日內,不得為之(下稱「股票停止過戶期間」)。股票停止過戶期間應自各股東會之召集日或相關基準日起算。

### 股東會

- 29. 本公司應於每年會計年度終了後六個月或其他經金管會、興櫃市場、櫃買中心或證交所(如適用)核准之期間內,召集股東常會。股東常會應由董事會召集之。
- 30. 凡非屬股東常會之股東會均被稱為股東臨時會。董事會得於其認為適當時 召集本公司之股東臨時會。
- 31. 於掛牌期間,本公司股東會均應於中華民國境內召開。於非掛牌期間,董事會得於其認為適當之地點召集股東會。
- 32. (1)繼續一年以上,持有已發行股份總數百分之三以上股份之股東,得以 書面載明召集事由及其理由,請求董事會召集股東臨時會。董事會收受該 請求後十五日內不為股東會召集之通知時,該請求之股東得自行召集股東 會。
  - (2)繼續三個月以上,持有已發行股份總數過半數股份之股東,得自行召 集股東臨時會。股東持股期間及持股數之計算,以股票停止過戶期間起始 日當時之持股為準。
  - (3) 除董事會依開曼法令、上市(櫃)規範或本章程之規定應召集而不為 召集或不能召集股東會外,審計委員會之任一獨立董事亦得為本公司利益,

於必要時,召集股東會。

33. 於掛牌期間,本公司應委託中華民國之股務代理機構處理股東會相關事宜, 包括但不限於投票事務。

### 股東會召集通知

- 34. (1) 於掛牌期間,股東常會之召集,應於三十日前通知各股東;股東臨時會之召集,應於十五日前通知各股東。對於持股未滿 1,000 股之股東,公司得以公告方式通知之。通知之寄發日及召集日均不計入前述期間。前述通知應以書面為之,並載明開會之地點、日期、時間、議程與召集事由,並依本章程之規定送達,或於取得股東事前同意且不違反開曼法令及上市(櫃)規範之情形下,以電子通訊方式為之。
  - (2)於非掛牌期間,股東會之召集,應於五日前以書面通知各股東,但該通知得經全體股東於會議前或會議中之同意免除之,且該通知或同意得以電子郵件、電報或傳真方式送達之。於非掛牌期間,股東會之召集,得經有權出席並參與表決之股東半數以上且代表已發行股份總數百分之九十五以上之同意,以較短期間通知各股東。
- 35. (1) 於掛牌期間,本公司應於股東常會開會至少三十日前或股東臨時會開會至少十五日前,公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料。
  - (2)於掛牌期間,股東依據第57條採行書面或電子方式行使表決權時,本公司應將前項資料及行使表決權格式,併同寄送給股東。
- 36. 下列事項,非在股東會召集事由中列舉,並說明其主要內容,不得在股東會中審議、討論或提付表決;其主要內容得置於中華民國證券主管機關或本公司指定之網站,並應將其網址載明於召集通知:
  - (a) 選任或解任董事;
  - (b) 變更公司組織備忘錄及/或本章程;

- (c) 減資或依本章程第 24 條第(1)項規定強制買回本公司股份並予銷除;
- (d) 申請停止公開發行;
- (e) 解散、自願清算、合併、股份互易或分割;
- (f) 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;
- (g) 讓與全部或主要部分之營業或財產;
- (h) 受讓他人全部營業或財產,對本公司營運有重大影響者;
- (i) 私募具有股權性質之有價證券;
- (j) 解除董事競業禁止之義務或許可董事從事競業行為;
- (k) 以發行新股之方式,分派股息、紅利或其他分配之全部或一部;以 及
- (l) 將特別盈餘公積、股份溢價帳戶及本公司受領贈與之所得,以發行 新股或現金方式,依持股比例分配予原股東。
- 37. 於掛牌期間,本公司召開股東會應編製股東會議事手冊,並應依上市(櫃) 規範之規定,於股東常會開會前二十一日或股東臨時會開會前十五日,將 議事手冊及其他會議相關資料公告於金管會、興櫃市場、櫃買中心或證交 所(如適用)指定之網站上。
- 38. 股東會召集通知偶發之遺漏寄送或股東未收受召集通知,不影響該次股東會已進行程序之效力。

# 股東會程序

39. 除已達章定出席數者外,股東會不得進行任何事項之討論或表決,但為選 任股東會主席者不在此限。除本章程另有規定外,股東會應有代表已發行 有表決權股份總數過半數之兩名以上股東親自、委託代理人或由其合法授 權代表(如為法人股東)出席。

- 40. (1) 於掛牌期間,持有已發行股份總數百分之一以上股份之一位或數位股東,得以書面或電子受理方式向本公司提出股東常會議案。
  - (2) 於掛牌期間,本公司應於股東常會召開前之股票停止過戶日前,公告 受理股東提案之受理處所及受理期間;該受理期間不得少於十日。
  - (3) 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。
  - (4) 除有下列情事之一者外,股東所提議案,董事會應予列入:
    - (a) 該議案依開曼法令、上市(櫃)規範或本章程之規定,非股東會所得決議者;
    - (b) 提案股東於本公司股票停止過戶期間開始時,持股未達百分之一者; 或
    - (c) 提案超過一項者;
    - (d) 提案超過三百字者;或
    - (e) 該議案於本公司公告受理期間經過後始提出者。
  - (5) 如股東提案係為敦促本公司增進公共利益或善盡社會責任之建議,縱 有前項各款所定情形者,董事會仍得列入議案。
  - (6) 本公司應於寄發股東常會召集通知前,將處理結果通知提案股東,並 將合於本條規定之議案列於召集通知。對於未列入議案之股東提案, 董事會應於股東會說明未列入之理由。
- 41. 由董事會召集之股東會,應由董事長擔任會議主席;由董事會以外之人召集者,主席由該召集人擔任之,召集人有二人以上時,應互推一人擔任之。
- 42. 本公司召開股東會時,如董事長未能出席股東會或不願擔任主席,其應指 定董事一人代理之;未指定代理人者,由出席董事互推一人擔任主席。
- 43. 股東會得依普通決議休會,並定五日內於其他地點續行,但續行之股東會 僅得處理休會前未完成之事項。如休會超過五日,其後之股東會,應如同 一般股東會,送達載明集會時間及地點之召集通知。
- 44. 股東會中提付議決之事項,均應以投票方式表決。

- 45. 除開曼法令、上市(櫃)規範或本章程另有規定者外,任何提付股東會決議之事項,應以普通決議為之。
- 46. (1) 除開曼法令或上市(櫃)規範另有規定外,下列事項應經股東會之特別決議為之:
  - (a) 締結、變更、終止關於出租其全部營業、委託經營或與他人經常共 同經營之契約;
  - (b) 讓與全部或主要部分之營業或財產;
  - (c) 受讓他人全部營業或財產而對公司之營運有重大影響者;
  - (d) 以發行新股方式分派股息、紅利或其他利益之全部或一部;
  - (e) 分割;
  - (f) 授權由本公司參與之新設合併或吸收合併計劃;
  - (g) 自願清算;
  - (h) 私慕;
  - (i) 解除董事競業禁止之義務或許可董事從事競業行為;
  - (i) 變更公司名稱;
  - (k) 變更資本幣別;
  - (l) 增加資本,分為不同股份類別及面額之股份;
  - (m) 將全部或一部股份合併再分割為面額大於已發行股份面額之股份;
  - (n) 將全部或一部股份分割為面額小於已發行股份面額之股份;
  - (o) 銷除在有關決議通過日仍未被認購或同意認購之股份,並據以減少 資本額;
  - (p) 依本章程(包括但不限於第 16 條及第 17 條)之規定,變更或修改組織備忘錄或本章程之全部或一部;
  - (q) 依開曼法令及上市(櫃)規範所允許之方式減少資本額及資本贖回 準備金;
  - (r) 依開曼法令規定,指派檢查人檢查公司事務;

- (s) 依據本章程第 12 條之規定發行限制員工權利新股予本公司及;/或其 從屬公司之員工;以及
- (t) 申請停止公開發行。
- (2) 儘管本章程有所規範,除開曼法令或上市(櫃)規範另有規定外,本公司參與合併後消滅,或本公司概括讓與(或轉讓本公司所有權利與義務)讓與本公司之營業或財產、股份轉換或分割而致終止上市(櫃),且存續、既存、新設或受讓之公司非屬上市(櫃)公司(包括證交所/櫃買中心之上市(櫃)公司)者,應經本公司全部已發行股份總數三分之二以上股東之同意行之。
- 47. 除開曼法令或上市(櫃)規範另有規定者外,本公司得於不能清償到期債 務時,經股東會特別決議自願清算。
- 48. (1)除開曼法令另有規定者外,股東在股東會通過關於第 46 條第(1)項第(a)、(b)或(c)款所定事項之決議前,已以書面通知本公司其反對該項行為之表示,且嗣後並於股東會已為反對者,得請求本公司按當時公平價格收買其所有之股份;但股東會為第 46 條第(1)項第(b)款之決議,同時決議解散時,不在此限。
  - (2) 在不違反開曼法令規定之情形下,股東會決議本公司分割或與他公司 新設合併/吸收合併時,股東在該議案表決前以書面表示異議,或以口 頭表示異議經紀錄,並就該議案放棄其表決權者,得請求本公司按當 時公平價格收買其持有之股份。
  - (3) 在不違反開曼法令規定之情形下,依前二項行使股份收買請求權之股東,與本公司在股東會決議日起六十日內未達成協議者,得在此期間經過後三十日內,向臺灣臺北地方法院聲請為價格之裁定。惟本公司亦得為保障異議股東之權益而依據掛牌地國法令辦理。
- 49. 股東會之召集程序或其決議方法,違反開曼法令、上市(櫃)規範或本章程時,在開曼法令允許之範圍內,股東得自決議之日起三十日內,向臺灣

- 臺北地方法院訴請適當救濟,包括但不限於訴請法院確認該決議無效或撤銷該決議。
- 50. 儘管本章程另有相反之規定,於非掛牌期間,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(一份或數份)書面決議(包括特別決議), 應與經股東會合法通過之決議具有相同效力。
- 51. 股東會程序或表決方法,本章程未規定者,應以股東會依普通決議通過制 訂或修正之內部規章為據,該等內部規章應符合開曼法令及上市(櫃)規 範(特別是中華民國公開發行公司股東會議事規範)。

### 股東表決權

- 52. 除依本章程就股份之表決權附有任何權利或限制者外,每一親自出席股東 會之股東(如為法人股東時,由其合法授權代表出席),或以委託書委託 出席之股東,就登記於其名下之每一股份有一表決權。
- 53. 股份為數人共有者,其共有人應推舉一人為代表人行使表決權,該代表人 親自或委託代理人行使之表決權,應視為全體共有人之一致表決。
- 54. 股東係為他人持有股份時,其表決權無須與為其自己所持有股份之表決權 為同一之行使。關於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,應遵循上市(櫃)規範。
- 55. 股東為法人時,得經其董事會或其他管理單位之決議,授權其認為適合之 自然人為其代表人,代表出席任何股東會或本公司股份類別之股東會。
- 56. (1) 除開曼法令或上市(櫃)規範另有規定者外,有下列情形之一者,其股份無表決權,於計算股東會是否已達章定出席數時,不算入已發行股份總數:
  - (a) 本公司所持有之自己股份(若該持有為開曼法令所允許);
  - (b) 被本公司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) 本公司及本公司之控制或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合計超過半數之他公司,所持有之本 公司股份。
- (2) 股東對於提請股東會討論及表決之事項,有自身利害關係致有害於公司利益之虞時,不得加入表決,亦不得代理其他股東或擔任法人之代表人行使表決權。不得行使表決權之股份數,不算入出席股東之表決權數。
- (3) 當本公司董事亦為本公司股東時,如以其所持有之股份設定質權(下稱「設質股份」)超過其最近一次選任時所持有之股份數額二分之一時,其超過之股份不得行使表決權,且不算入已出席股東之表決權數, 但仍應計入股東會出席股數。
- 57. 在開曼法令允許之範圍內,董事會得決議股東於股東會行使表決權,得以書面或電子方式為之。股東得以書面或電子方式行使表決權時,其行使方式應載明於股東會召集通知。惟於掛牌期間,除上市(櫃)規範另有規定者外,本公司應將電子方式作為股東表決權行使方式之一。股東擬以書面或電子方式行使表決權者,應於股東會召集二日前,依召集通知所載方式為之;有重複時,應以最先送達者為準,但於後送達者中已明示撤銷先送達者,不在此限。股東以書面或電子方式行使表決權者,應視為委託股東會主席為代理人依該書面或電子文件所載內容行使表決權,但股東會主席就該等內容未論及或表明之事項、臨時動議或原議案之修正案,並無表決權。為免疑義,股東以上開方式行使投票權時,就該次股東會之臨時動議及原議案之修正案,視為棄權。
- 58. 股東以書面或電子方式行使表決權後,擬親自出席股東會者,至遲應於股東會開會二日前,以與行使表決權相同之方式,撤銷先前行使表決權之意思表示。逾期撤銷者,以書面或電子方式行使之表決權為準。惟該股東雖未按照本條規定為撤銷之通知,而仍親自出席股東會並行使表決權者,該

股東親自出席並行使表決權之行為,應視為其業依本條規定撤銷其先前以書面或電子方式行使表決權之意思表示。

### 委託書

- 59. (1) 股東得於每次股東會,出具本公司印發之委託書,載明授權範圍,委託代理人出席之。受託人不須為股東。
  - (2) 除開曼法令或本章程另有規定外,委託書格式應由本公司印發,載明下列事項:(a)填表須知,(b)股東委託行使事項或委託行使表決權事項,以及與(c)股東、受託代理人和徵求人(如有)基本身分資料,併同股東會召集通知於同一日送達全體股東。
- 60. 一股東以出具一委託書委託一人為限,並應於股東會開會5日前依前條規 定送達本公司或股務代理機構。委託書有重複時,以最先送達者為準,但 後送達之委託書亦於股東會開會5日前送達且聲明撤銷前委託書者,不在 此限。
- 61. 委託書送達後,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,至遲應於股東會開會二日前,以書面向公司或股務代理機構為撤銷委託之通知;逾期撤銷者,以委託代理人出席行使之表決權為準。惟該股東雖未按照本條規定為撤銷之通知,而仍親自出席股東會並行使表決權者,該股東親自出席並行使表決權之行為,應視為其業依本條規定撤銷其先前委託之意思表示。
- 62. 股東依第 57 條之規定以書面或電子方式行使表決權者,得依本章程規定 委託代理人出席股東會,於上開情形,代理人所行使之表決權應視為股東 撤回其先前向公司行使之表決權,且公司應僅得計算該受委託代理人出席 股東會行使之表決權。
- 63. 於掛牌期間,除依中華民國法律設立之信託事業或經中華民國證券主管機關核准之股務代理機構或依本章程第57條規定被視為代理人之股東會主

席外,一人同時受二人以上股東委託時,其代理之表決權不得超過已發行 股份總數表決權之百分之三;超過時,其超過之表決權,不應算入贊成或 反對相關決議而投出之票數,亦不應算入該次決議投票之具表決權股數, 但應算入股東會之出席人數。有上述排除表決權之情形時,應以經排除之 具表決權股份與代理人所代理各股東具有表決權之股數,按比例排除之。

64. 關於委託書之使用或徵求,本章程未規定者,應以董事會制訂或修正之內 部規章為據,該等內部規章應符合開曼法令及上市(櫃)規範(特別是中 華民國公開發行公司出席股東會使用委託書規則(暨其修訂、補充或修 改))。

# 董事及董事會

- 65. (1) 本公司董事(包括獨立董事)應不少於五名。每一屆董事會之董事席次,應於選舉該屆董事之股東會召集通知中載明。
  - (2)董事得為自然人或法人。法人為董事時,應指定自然人代表行使職務;該自然人得依其職務關係,隨時改派補足原任期。董事不須為本公司股東。
  - (3) 董事應由股東會選任之。法人為股東時,得指派一名或數名自然人為 其代表人,依本章程之規定分別被提名並當選為董事。
  - (4) 依本章程之規定選舉董事時,應採用累積投票制。各股東於該董事選舉時,應有(i)與其持有股份數相應之投票權數,乘以(ii)股東會應選出董事人數相同數量之選舉權。各股東得將其選舉權分配予多數董事候選人或集中選舉單一董事候選人。於該次選舉中,由所得選票代表選舉權較多者,當選為董事。儘管於本項有相反之規定,於非掛牌期間,本公司得以普通決議指派任何人擔任董事或解任任何董事。
  - (5) 選舉董事之程序及表決方式,本章程未規定者,應以股東會普通決議制訂或修正之內部規章為據,該等內部規章應符合開曼法令及上市(櫃)規範,特別是中華民國公開發行公司董監事選舉辦法。

- 66. 本公司得於適當時採用上市(櫃)規範所訂定之候選人提名制度選舉董事。惟本公司於掛牌期間,任何董事之選任均應採用候選人提名制度。在採用候選人提名制度之情形下,董事及獨立董事應由股東分別自董事及獨立董事候選人名單中選任之。候選人提名制度之相關規則及程序,得由董事會依開曼法令及上市(櫃)規範訂定之。
- 67. 除本章程另有規定外,每一董事任期三年,得連選連任。若董事任期屆滿而不及改選時,應延長其任期至原董事經連選連任或新董事經合法選任並就任時為止。在董事有缺額時,經股東會補選之新任董事任期應補足原董事之任期。
- 68. (1) 除本章程另有規定者外,董事得依股東會之特別決議,隨時解任之。
  - (2)除本章程另有規定者外,董事任期屆滿前得經股東會改選全部董事。 於此情形,如未決議現任董事於任期屆滿或其他特定日期始為解任, 且新董事已於同次會議中選出者,現任董事應視為於該股東會決議日 提前解任。
- 69. 董事會應由三分之二以上董事之出席,出席董事過半數之同意,互選一名為董事長。董事長對外代表公司,對內應為董事會主席及由董事會召集之股東會主席。如董事長未能出席董事會或不能行使其職權,應指定董事一人代理之;董事長未指定代理人者,由董事互推一人代理之。
- 70. 董事之報酬得有不同,不論本公司盈虧,每年得由董事會依下列因素酌給之:(a)其對本公司營運參與之程度;(b)其對本公司貢獻之價值;(c)參酌同業通常水準;及(d)其他相關因素。
- 71. 董事因故解任致不足五人時,本公司應於最近一次股東會補選之,以補足原董事之任期。但董事缺額達該屆董事席次三分之一者,本公司應自事實發生之日起六十日內,召開股東臨時會補選之。
- 72. 除本章程另有規定外,非獨立董事於其擔任董事期間,得同時擔任本公司

其他有給職(會計師除外),任職期間與條件(關於薪資報酬及其他)由董事會決定之。董事或願任董事不因擔任本公司其他職務,而喪失其董事資格;董事亦不因擔任本公司其他職務或因而受有利益,而須將因擔任該職務或因而建立忠實關係之獲利歸入本公司。

- 73. (1) 在不影響董事依據英屬開曼群島普通法對本公司所負義務之情況下,除開曼法令另有規定外,董事應對本公司負忠實義務,且不限於善良管理人之注意義務,並應以合理之注意及技能執行本公司業務。董事如有違反其義務者,應對本公司負擔賠償責任;若該董事違反其義務且係為自己或他人利益為行為時,經股東會普通決議,本公司得在法律允許之最大範圍內,為一切適當行為,以將該行為之所得歸為本公司之所得。
  - (2)董事對於本公司業務之執行,如有違反法令致他人受有損害時,對他人應與本公司負連帶賠償之責。
  - (3) 前二項規定,於本公司之經理人在被授權執行經營階層之職務範圍內, 準用之。
- 74. 除本章程另有規定外,非獨立董事得為自己或其事業向本公司提供專業服務(會計師除外),且得享有相當的報酬,如同其非為本公司董事。
- 75. 在開曼法令允許之範圍內,除因過失或違背誠信行為所生之責任外,本公司得為本公司、本公司之子公司以及本公司對其有直接或間接利益之公司之現任或前任董事(包含代理董事)、秘書、經理人或會計師,按董事會決定之責任保險範圍,依契約支付保險金或同意支付保險金。
- 76. 於掛牌期間,本公司董事(包括獨立董事)之資格條件、選任、解任、職權行使及其他應遵行事項,本章程未規範者,應遵循上市(櫃)規範。

# 獨立董事

77. 於掛牌期間,本公司獨立董事席次不得少於三席且不得少於董事席次五分之一,其中至少一人必須在中華民國設有戶籍。每一屆董事會之獨立董事 席次,應於選舉該屆獨立董事之股東會召集通知中載明。獨立董事因故解 任,致人數不足上述最低人數時,應於最近一次股東會補選之。獨立董事均解任時,本公司應自事實發生之日起六十日內,召開股東臨時會補選之。

78. 獨立董事應具備專業知識,於執行董事業務範圍內應保持獨立性,不得與本公司有任何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、獨立性之認定應遵守上市(櫃)規範之規定。董事會或其他召集選舉該屆獨立董事之股東會之人,應確保獨立董事候選人符合本條之要求。

### 董事會之權限及責任

- 79. 除開曼法令、本章程、上市(櫃)規範另有規定或股東會另有決議外,董事會應以其認為合適之方式,負責本公司業務之執行。董事會得支付所有與執行業務有關之合理費用(包括但不限於因本公司設立及登記所需費用),並得行使本公司之一切權力。
- 80. 為管理本公司所需,董事會得於其認為必要時任命公司經理人,並決定其 合適之任職期間、酬勞,亦得將其解任。
- 81. 董事會得委任公司秘書(如有需要亦可委任助理秘書),並決定其合適之 任期、酬勞及工作條件。董事會得隨時解任公司秘書或助理秘書。公司秘 書應出席股東會並正確製作議事錄。除上市(櫃)規範另有規定外,公司 秘書應依開曼法令或董事會決議執行職務。

# 委員會

82. 除開曼法令或上市(櫃)規範另有規定外,董事會得自行或經股東會普通 決議,設立並將董事會部分權限委由其認為適當之人組成之委員會(包括 但不限於審計委員會、薪資報酬委員會)行使。委員會之資格條件、組成、 選任、解任、職權行使、程序與其他應遵行事項,應符合董事會依據上市 (櫃)規範制定之規則,無相關規定時,成員達二人以上之委員會,應準 用本章程關於董事會之規定(如適用)。

#### 董事消極資格和解任

- 83. (1) 於掛牌期間,有下列情事之一者不得擔任董事,其已擔任者,當然解任:
  - (一)曾犯重罪(包括但不限於中華民國組織犯罪防制條例之罪), 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未逾五年者;
  - (二)曾犯詐欺、背信、侵占罪經宣告有期徒刑一年以上之確定, 尚未執行、尚未執行完畢,或執行完畢、緩刑期滿或赦免後 未逾兩年者;
  - (三)曾犯貪污治罪條例之罪,經判決有罪確定,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兩年者;
  - (四)受破產之宣告或經法院裁定開始清算程序,尚未復權者;
  - (五)使用票據經拒絕往來尚未期滿者;
  - (六)死亡或被有管轄權法院或主管機關以其為或將為心智缺陷, 或因其他原因而無法處理自己事務為由作出裁決而<u>尚未撤銷</u>, 或其行為能力依其應適用之法律受有限制者;
  - (七)依據開曼法令及/或上市(櫃)規範作成之裁決,解任其董事 職務或禁止其擔任董事者;
  - (八)依第84條當選無效或當然解任者;
  - (九)以書面向本公司辭職者;
  - (十)依本章程規定解任者;或
  - (十一)董事執行業務,有重大損害本公司之行為或違反開曼法令、 上市(櫃)規範或本章程之重大事項,由本公司或股東向中 華民國法院提起訴訟,經中華民國法院命令解任者。

- (2) 於掛牌期間,如董事(不含獨立董事)在其任期中轉讓全部或部份股份致其剩餘股份少於選任當時所持有公司股份數額之二分之一時,該董事應當然解任。
- (3) 於掛牌期間,如董事(不含獨立董事)(i)於當選後、就任前轉讓全部或部份股份致其剩餘股份少於選任當時所持有公司股份數額之二分之一,或(ii)於董事會依照本章程第28條第2項所訂股東會召開前之股票停止過戶期間內,轉讓全部或部份股份致其剩餘股份少於其於股票停止過戶期間起始日當時所持有公司股份之二分之一時,該董事之當選應失其效力。
- 84. 除經興櫃市場、櫃買中心、證交所或金管會(如適用)核准外,董事間應 有超過半數之席次,不得具有下列關係之一:(1)配偶,或(2)依中華民國 民法定義之二親等以內親屬。董事間不符規定者,不符規定之董事中所得 選票代表選舉權較低者,其當選失其效力,已充任者,當然解任,直至符 合前段規定為止。
- 85. 董事執行業務,有重大損害公司之行為或違反開曼法令、上市(櫃)規範或本章程之重大事項,股東會未為決議將其解任時,持有公司已發行股份總數百分之三以上之股東,得於股東會後三十日內,在開曼法令與上市(櫃)規範允許之範圍內,訴請有管轄權之法院(包括臺灣臺北地方法院),裁判解任之。
- 86. 除開曼法令另有規定外,繼續六個月以上持有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之任一獨立董事為本公司,向有管轄權之法院(包括臺灣臺北地方法院),對執行職務損害本公司或違反開曼法令、上市(櫃)規範或本章程之董事提起訴訟。為免疑義,儘管未經所有董事以董事會或書面決議批准,該獨立董事自收受前述請求日起,三十日內不提起訴訟時,於開曼法令允許之範圍內,該請求之股東得為本公司提起訴訟。

### 董事會程序

- 87. 董事會得為執行職務而召集或休會,或以其他適當之方式規範其集會;且應依開曼法令與上市(櫃)規範訂立相關內部規章。於掛牌期間,董事會應每季或於其他上市(櫃)規範規定之期間,至少召集一次。董事會應有過半數董事之出席,始得開會。除開曼法令、上市(櫃)規範或本章程另有規定外,董事會之決議,應以出席董事過半數之同意行之。
- 88. 董事會之召集,應以書面載明召集事由,掛牌期間於七日前,非掛牌期間 則於四十八小時前,通知各董事。但有緊急情事者,得依過半數董事之同 意,以書面隨時召集之。儘管有前段規定,於非掛牌期間,董事會召集通 知得由全體董事於事前、事中或事後之同意免除之。任何通知或同意均得 以電子郵件、電報或傳真方式送達之。
- 89. 董事得以視訊參與董事會或其為成員之一之委員會之會議。董事以視訊參 與前述會議者,視為親自出席。
- 90. 董事得每次出具委託書,載明授權範圍,委託其他董事代理出席董事會, 該委託董事應視為親自出席及表決。代理之董事,以受一人之委託為限。 除本章程另有規定外,董事代理其他董事出席會議時,其得同時行使該委 託董事及其本身之表決權。
- 91. 董事就董事會議之事項,具有直接或間接利害關係時,應於董事會中揭露 其自身利害關係之重要內容。董事之配偶、依中華民國民法定義之二親等 內血親,或與董事具有控制從屬關係之公司,就董事會議之事項有利害關 係者,視為董事就該事項有自身利害關係。董事對於董事會之事項,有自 身利害關係致有害於公司利益之虞時,不得加入表決,並不得代理他董事 行使其表決權。該不得行使表決權之董事,其表決權不算入已出席董事之 表決權數。
- 92. 除本章程另有規定外,董事會缺額不影響在職董事繼續執行其職務。
- 93. 儘管本章程另有相反規定,於非掛牌期間,經全體在職董事或全體委員會

成員簽章的一份或數份書面決議(包括於複本簽署或以電子郵件、電報或傳真方式簽署),應與董事會會議或委員會會議合法通過之決議具有相同效力。

94. 關於董事會之程序,本章程未規定者,應依董事會制訂或修正並報告股東會之內部規章為據,該等內部規章應符合開曼法令及上市(櫃)規範,特別是中華民國公開發行公司董事會議事規範。

### 公積與轉增資

- 95. 於掛牌期間,本公司應於每會計年度之盈餘中提撥一定金額用於下列目的:
  - (i) 繳納該會計年度之應納稅捐;(ii) 彌補以往年度之虧損;於提撥該等金額後分派股利前,除依金管會要求,董事會應將剩餘部分之全部或一部提為特別盈餘公積外,本公司亦得以章程訂定或股東會特別決議,另提特別盈餘公積,用於任何得以盈餘支應之目的(下合稱「特別盈餘公積」)。
- 96. 於掛牌期間,除開曼法令、上市(櫃)規範或本章程另有規定外,資本公 積除填補虧損外,不得使用之;非於以填補虧損為目的提撥之特別盈餘公 積填補虧損仍有不足時,不得以資本公積填補之。
- 97. (1) 於掛牌期間,本公司無虧損時,除開曼法令另有規定外,得經股東會特別決議,將全部或一部之特別盈餘公積或資本公積中之股份溢價帳戶或 受領贈與之所得撥充資本,發行新股或支付現金予股東。
  - (2) 於非掛牌期間,除開曼法令另有規定外,董事會得將全部或一部之股份溢價帳戶、其他準備金帳戶或盈餘帳戶之餘額,或其他得分配之利益,撥充資本,依股東持股比例發給新股。
- 98. 當股東因持有畸零股致依本章程規定分派股息、紅利或其他利益有困難時, 董事會得為權宜之處理,而以現金代替股票股息、股票紅利或其他相類似 利益之全部或一部給付予該股東。該等董事會之決定應有效力且對於股東 具有拘束力。

#### 酬勞、股息及紅利

- 99. 於非掛牌期間,除開曼法令或本章程另有規定或附於股份之權利另有規範外,董事會得根據股東所享有之權利及利益分派股息/紅利,包括董事會認為依本公司之狀況為合理之期中股息/紅利。
- 100. (1)本公司現處於成長階段,本公司之股利得以現金或/及股份方式配發予本公司股東,且本公司股利之配發應考量本公司資本支出、未來業務擴充計畫、財務規劃及其他為求永續發展需求之計畫。
  - (2) 於掛牌期間,除開曼法令、上市(櫃)規範或本章程另有規定外,本公司年度如有獲利(所謂獲利係指尚未扣除分派員工酬勞及董事酬勞之稅前利益),應經董事會三分之二以上董事之出席及出席董事過半數之決議,提撥不超過當年度獲利百分之十五為員工酬勞,以發行股票及/或現金方式分派予員工(除開曼法令或上市(櫃)規範另有規定外,該等員工之資格應由董事會定之);並得經董事會三分之二以上董事之出席及出席董事過半數之決議提撥不高於當年度獲利百分之五作為董事酬勞分派予董事。但本公司尚有累積虧損(包括調整未分配盈餘金額)時,應預先保留彌補數額,再就其剩餘數額依前述比例提撥員工及董事酬勞。員工及董事酬勞分配案應提股東會報告。除上市(櫃)規範另有規定外,董事酬勞不應以發行新股之方式為之。
  - (3) 於掛牌期間,除開曼法令、上市(櫃)規範或本章程另有規定,或附於股份之權利另有規範外,凡本公司於每一會計年度終了時如有本期稅後淨利,應先彌補虧損(包括先前年度之虧損及調整未分配盈餘金額),次提特別盈餘公積(如有)後,得由股東常會以普通決議,以不低於剩餘之可分配盈餘(包括經迴轉之特別盈餘公積)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(包

括調整未分配盈餘金額)之全部或一部,依股東持股比例,派付股息/ 紅利予股東,其中現金股利之數額,不得低於該次派付股息/紅利總額 之百分之十。

- (4) 董事會得自任何股息、紅利或其他與股份有關之應付款中,抵扣股東 當時到期應給付予本公司之任何款項(如有)。
- (5) 任何股息、紅利或其他與股份有關之應付款均得以電匯至股東指定之銀行帳戶,或直接將支票或匯票郵寄至股東登記地址,或至持有人以書面指定之人或地址之方式給付之。在共同持股之情形下,任一持有人均得有效收受股息、紅利或其他與股份有關之應付款。
- (6) 除開曼法令、上市(櫃)規範另有規定者外,任何特別盈餘公積得迴轉為本公司之未分配盈餘。
- 101. 於掛牌期間,除開曼法令、上市(櫃)規範或本章程另有規定外,依本章程應分派予股東之股息或紅利,得經股東會特別決議將其全部或一部, 以發行新股方式為之。
- 102. 股息、紅利或其他利益分派,僅得自盈餘或其他依開曼法令得用於股息、 紅利或其他利益分配之金錢支付之。本公司對於股息、紅利或其他利益 分派,或其他與股份有關之應給付款項,均不負擔利息。

### 公司會計

- 103. 董事應使會計紀錄與帳冊足以適當表達本公司之狀況、足以說明本公司之交易行為,且符合開曼法令之要求;並依其認為適當之方式,將之備置於本公司之註冊主營業所或其他其認為適當之處所;且應開放供董事隨時查閱。
- 104. 於掛牌期間,每年會計年度終了時,董事會應造具下列表冊:(1)營業報告書,(2)財務報告及其他依開曼法令及上市(櫃)規範所要求提出之文件及資訊(下稱「財務報告」),及(3)依本章程規定之盈餘分派或虧損撥

補議案,提出於股東常會請求承認。其後,董事會應將股東常會承認之財務報告及盈餘分派或虧損撥補之決議,分發給各股東,於掛牌期間亦得以公告方式代之。

- 105. 於掛牌期間,董事會依前條所造具提出於股東會之各項表冊,應於股東常會開會十日前,備置於中華民國境內之股務代理機構,供股東於正常營業時間內查閱。
- 106. 除開曼法令或上市(櫃)規範另有規定外,董事會得決定(或撤銷、變 更其決定)本公司會計帳目應經查核,並委聘會計師。
- 107. 董事會應將組織備忘錄、本章程、歷屆股東會議事錄、財務報告、股東 名簿及公司債存根簿備置於中華民國境內之股務代理機構,股東得檢具 利害關係證明文件,指定範圍,隨時請求查閱、抄錄或複製;本公司並 應令該等股務代理機構提供。
- 108. 董事會每年應依開曼法令編製年度申報書,並提交英屬開曼群島公司註 冊處。

### 公開收購

- 109. 除開曼法令或上市(櫃)規範另有規定外,於掛牌期間,董事會於本公司或本公司之訴訟及非訟代理人,接獲依上市(櫃)規範作成之公開收購申報書副本及相關書件後十五日內公告下列事項:
  - (a) 董事及持有本公司已發行股份超過百分之十之股東持有之股份種類 及數量;
  - (b) 董事會應就當次公開收購人身分與財務狀況、收購條件公平性,及 收購資金來源合理性之查證情形,對本公司股東提供建議,並應載 明董事同意或反對之明確意見及其所持理由;
  - (c) 公司財務狀況於最近期財務報告提出後,有無重大變化及其變化之 說明;

- (d) 董事或持股超過百分之十之股東自己及他人名義持有公開收購人或 其關係企業之股份種類及數量;及
- (e) 其他相關重大訊息。

### 清算

- 110. 在符合開曼法令之情形下,本公司得依股東會特別決議進行清算程序。 本公司進入清算程序,可供分派予股東之剩餘財產不足清償全部股份資 本時,該剩餘資產分配後,股東應依其持股比例承擔損失。如在清算過 程中,可供分派予股東之剩餘財產足以清償清算開始時之全部股份資本, 剩餘財產應按清算開始時股東所持股份之比例,在股東間進行分派。本 條規定不影響特別股股東之權利。
- 111. 在符合開曼法令之情形下,本公司清算時,清算人得經本公司股東會特別決議同意並根據依開曼法令之授權,依股東所持股份比例,將公司全部或部分財產之實物(無論是否為同樣性質的資產)分配予股東。清算人並得決定所分派財產之合理價值,並決定股東間或不同股份類別間之分派方式。經前述決議且合於開曼法令之授權下,如清算人認為適當時,得為股東之利益將此等財產之全部或一部交付信託,惟不應迫使股東接受負有債務之任何財產。
- 112. 本公司所有報表、會計紀錄和文件,應自清算完成之日起保存十年。保管人應由清算人或本公司普通決議指定之。

### 通知

113. 除開曼法令或本章程另有規定外,任何通知或文件得由本公司,以當面送交、傳真、預付郵資郵件或預付費用之知名快遞服務等方式,送達至股東於股東名簿所登記之位址,或在開曼法令及上市(櫃)規範允許之範圍內,公告於金管會、與櫃市場、櫃買中心或證交所(如適用)指定

之網站或本公司網站,或以電子方式傳送至股東曾以書面確認得作為送達之電子郵件帳號或地址。對共同持股股東之送達,應送達於股東名簿所記載該股份之代表股東。

- 114. 股東已親自或委託他人出席股東會者,應被視為已收到該股東會之召集 通知。
- 115. 通知或文件以下列方式送達時:
  - (a) 以郵遞者,應於其付郵或交付運送人之次日,發生送達效力;
  - (b) 以傳真者,應於傳真機報告確認已傳真全部資料至收件人號碼時, 發生送達效力;
  - (c) 以快遞服務者,應於交付快遞服務後四十八小時後,發生送達效力; 或
  - (d) 以電子郵件者,除開曼法令另有規定外,於傳送電子郵件時,發生送達效力。
- 116. 通知或文件已依本章程送達至股東於股東名簿登記之地址者,即使該股東當時已死亡或破產,且無論本公司是否已知悉其死亡或破產,應視為已合法送達於持有該股份之股東。

### 本公司註册辨公處

117. 本公司於英屬開曼群島之註冊辦公處應由董事會決定。

# 會計年度

118. 除董事會另有決議外,本公司會計年度自每年一月一日至每年十二月三十一日止。

### 公司印鑑

119. 本公司應依董事會決議使用印鑑,且本公司依據開曼法令亦得有數個相

同印鑑,並於開曼群島以外之處所使用之。董事會得隨時按本公司根據 上市(櫃)規範制定之印鑑使用管理辦法之規定,決議使用本公司之印 鑑(或數相同印鑑)。

# 中華民國境內之訴訟及非訟代理人

- 120. (1) 依據上市(櫃)規範,本公司應經董事會決議委任或解任一自然人為 其訴訟及非訟代理人,且該代理人應被視為本公司依照上市(櫃)規 範在中華民國境內之負責人。
  - (2) 前述代理人應於中華民國境內有住所或居所。
  - (3) 本公司應將前述代理人之姓名、住所或居所及授權文件向中華民國主 管機關申報;變更時,亦同。

# 組織文件之修訂

121. 在不違反開曼法令與上市(櫃)規範之情況下,本公司得以特別決議修 改或增補本章程之全部或一部。

- 以下空白 -

# THE CAYMAN ISLANDS

# THE COMPANIES LAW (AS REVISED)

# FIFTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

Radiation Technology, Inc. 芮特科技股份有限公司

Incorporated on the 18<sup>th</sup> day of August, 2014

(as adopted by a Special Resolution passed on 25<sup>th</sup> June 2019)

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# THE CAYMAN ISLANDS THE COMPANIES LAW (AS REVISED) COMPANY LIMITED BY SHARES

### FIFTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

**OF** 

### Radiation Technology, Inc. 芮特科技股份有限公司

(as adopted by a Special Resolution passed on 25<sup>th</sup> June2019)

- 1. The name of the Company is Radiation Technology, Inc. 芮特科技股份有限公司.
- 2. The Registered Office of the Company shall be situated at the offices of Portcullis (Cayman) Ltd, The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands or such other place within the Cayman Islands as the Board may from time to time decide, being the registered office of the Company.
- 3. Subject to the following provisions of this Memorandum of Association, the objects for which the Company is established are unrestricted, and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law (As Revised).
- 4. Subject to the following provisions of this Memorandum of Association, 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 Law (As Revised).
- 5. Nothing in this Memorandum of Association shall permit the Company to carry on a business of a bank or trust company without being licensed in that behalf under the Banks and Trust Companies Law (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 Insurance Law (As Revised) or to carry on the business of company management without being licensed in that behalf under the Companies Management Law (As Revised).
- 6. The Company shall 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 clause 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

- fulfil 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 share capital of the Company is NT\$1,000,000,000.00 divided into 100,000,000 ordinary shares of a nominal or par value of NT\$10 each with power for the Company, subject to the provisions of the Companies Law (As Revised) and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce the said capital and to issue any part of its capital, 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 and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the power hereinbefore contained.
- 10. Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company and the interpretations section of the Articles of Association of the Company shall apply to this Memorandum of Association.

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# THE CAYMAN ISLANDS THE COMPANIES LAW (AS REVISED) COMPANY LIMITED BY SHARES

# FIFTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF

#### Radiation Technology, Inc.

芮特科技股份有限公司

((as adopted by a Special Resolution passed on 25<sup>th</sup> June 2019)

#### INTERPRETATION

- 1. The Regulations contained or incorporated in Table A of the First Schedule of the Companies Law (As Revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) shall not apply to this Company.
- 2. (1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:

Applicable Listing Rules the re

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 the Securities and Exchange Act of the R.O.C., the Company Act of the R.O.C., the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, and any similar laws, statutes and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the TPEx and the TWSE (where applicable);

Articles

these Articles of Association of the Company in their present form, as amended, substituted or supplemented from time to time by a Special Resolution;

**Auditors** 

the certified public accountant (if any) retained by the Company to audit the accounts of the Company, to audit and/or certify the financial statements of the Company or to perform other similar duties as assigned or requested by the Company for the time

being;

Board the board of Directors of the Company comprising all

the Directors;

Capital Reserve means (1) the Share Premium Account, (2) income

from endowments received by the Company and (3) other items required to be treated as Capital Reserve

pursuant to the Applicable Listing Rules;

Chairman has the meaning given thereto in Article 69;

Class or Classes any class or classes of Shares as may from time to

time be issued by the Company in accordance with

these Articles;

Commission the Financial Supervisory Commission of the R.O.C.

or any other authority for the time being

administering the Securities and Exchange Act of the

R.O.C.;

Company Radiation Technology, Inc. 芮特科技股份有限公

司;

Consolidation the combination of two or more constituent

companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies in the consolidated company within the meaning of the Law and the Applicable Listing

Rules;

Director a director of the Company or an Independent Director

(if any) for the time being who collectively form the Board, and "Directors" means 2 or more of them (including any and all Independent Director(s));

Discount Transfer has the meaning set out in Article 23(4);

Electronic shall have the meaning given to it in the Electronic

Transactions Law (as revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force including every other law incorporated therewith or substituted therefore;

Emerging Market the emerging market board of the TPEx in Taiwan;

Employees employees of the Company and/or any of the

Subordinate Companies of the Company, as

determined by the Board from time to time in its sole

discretion, and "Employee" shall mean any one of

them;

Financial Statements has the meaning set out in Article 104;

Independent Directors those Directors designated as "Independent

Directors" who are elected by the Members at a general meeting and appointed as "Independent Directors" for the purpose of these Articles and the requirements of the Applicable Listing Rules, and "Independent Director" means any one of them;

Juristic Person a firm, corporation or other organization which is

recognised by the Law and the Applicable Listing

Rules as a legal entity;

Law the Companies Law (As Revised) of the Cayman

Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum and/or these Articles, and where in these Articles any provision of the Law is referred to the reference is to that provision as

referred to, the reference is to that provision as modified by any law for the time being in force;

Member or Shareholder a Person who is duly registered as the holder of any

Share or Shares in the Register for the time being, including persons who are jointly so registered and "Members" or "Shareholders" means 2 or more of

them;

Memorandum the memorandum of association of the Company, as

amended or substituted from time to time;

Merger the merging of two or more constituent companies

and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company within the meaning of the Law and the

Applicable Listing Rules;

Month a calendar month;

NTD New Taiwan Dollars;

Ordinary Resolution a resolution:-

(a) passed by a simple majority of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being

Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles; and

- (b) at any time other than during the Relevant Period, approved 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 (or being Juristic Persons by their duly authorized representatives); and
- (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;

Person

any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;

**Preferred Shares** 

has the meaning given thereto in Article 4;

Private Placement

an offer by the Company of its Shares, bonds and other securities approved by the Commission to specific persons pursuant to the Applicable Listing Rules;

Register

the register of Members of the Company maintained in accordance with the Law at such place within or outside the Cayman Islands;

Registered Office

the registered office of the Company for the time being as required under the Law;

Relevant Period

the period commencing from the date on which any of the securities of the Company first become public offering or registered or listed on the Emerging Market, the TPEx, the TWSE or any Taiwan stock exchange or securities market to and including the date immediately before the day on which none of such securities are so registered or listed (and so that if at any time registration or listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as

registered or listed);

R.O.C. or Taiwan the Republic of China, its territories, its possessions

and all areas subject to its jurisdiction;

R.O.C. Courts the Taiwan Taipei District Court or any other

competent courts in the R.O.C.;

Seal the common seal of the Company;

Secretary any Person for the time being appointed by the

Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy,

acting or temporary secretary;

Share any share in the capital of the Company. All

references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a

Share;

Share Premium Account the share premium account of the Company

established in accordance with these Articles and the

Law;

Shareholder Service

Agent

the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C., to the

Company;

signed bearing a signature or representation of a signature

affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic

communication;

Special Reserve has the meaning set out in Article 95;

Special Resolution a special resolution of the Company passed in accordance with the Law, being a resolution:

(a) passed by a majority of at least two-thirds of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or,

where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given; and

- (b) at any time other than during the Relevant Period, approved 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 (or being Juristic Persons by their duly authorized representatives); and
- (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the special resolution so adopted shall be the date on which the instrument is executed.

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;

Spin-off

an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets to the transferor company or to shareholders of the transferor company;

Subordinate Company

any company (i) of which a majority of the total outstanding voting shares or the total amount of the capital stock is held by the Company; (ii) in which the Company has a direct or indirect control over the management of the personnel, financial or business operation of that company; (iii) of which a majority of directors in such company are contemporarily acting as directors in the Company; or (iv) of which a majority of the total outstanding voting shares or the total amount of the capital stock of such companies and that of the Company are held by the same Members;

**TDCC** 

the Taiwan Depository & Clearing Corporation;

TPEx the Taipei Exchange, originally named as GreTai

Securities Market (GTSM), in Taiwan;

Treasury Shares Shares that have been purchased by the Company and

have not been cancelled but have been held continuously by the Company since they were purchased, in accordance with the Law; and

TWSE the Taiwan Stock Exchange Corporation.

(2) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.

- (3) In these Articles unless the context otherwise requires:
  - (f) words importing the singular number shall include the plural number and vice-versa;
  - (g) words importing the masculine gender shall include the feminine gender and neuter genders;
  - (h) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and
  - (i) "may" shall be construed as permissive and "shall" shall be construed as imperative.
- (4) Headings used herein are intended for convenience only and shall not affect the construction of these Articles.

#### **SHARES**

- 3. Subject to these Articles and any resolution of the Members to the contrary, the Board may, in respect of all Shares for the time being unissued:
  - (a) offer, issue and allot of such Shares to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Law and, if during the Relevant Period, the Applicable Listing Rules; and
  - (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto, in accordance with the provisions of the Law and, if during the Relevant Period, Applicable Listing Rules; and, for such purposes, the Board may reserve an appropriate number of Shares for the time being unissued.
- 4. Subject to Article 5 and the sufficiency of the authorised share capital of the Company, the

Company may issue Shares of different Classes with rights which are preferential or inferior to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.

- 5. (1) Where the Company is to issue Preferred Shares, the following shall be expressly set out in these Articles:
  - (a) the total number of Preferred Shares that have been authorised to be issued and the numbers of the Preferred Shares already issued;
  - (b) the order, fixed amount or fixed ratio of allocation of dividends, bonuses and other distributions on such Preferred Shares;
  - (c) the order, fixed amount or fixed ratio of allocation of surplus assets of the Company, upon its liquidation, to the holders of the Preferred Shares;
  - (d) the order of or restrictions on the voting right(s) (including, where applicable, a statement that such Preferred Shares have no voting rights whatsoever) of the holders of such Preferred Shares;
  - (e) other matters concerning rights and obligations incidental to the Preferred Shares; and
  - (f) the method by which the Company is authorised or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.
  - (2) Subject to the Law, the Memorandum and these Articles shall be amended with the sanction of a Special Resolution to stipulate the rights, benefits and restrictions of such Preferred Shares and the number of the Preferred Shares the Company is authorised to issue.
- 6. During the Relevant Period, subject to the sufficiency of the authorised share capital of the Company and these Articles, the issue of new ordinary Shares in the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.
- 7. (1) The Company shall issue Shares without printing share certificates, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his/her/its name. During the Relevant Period, whenever the Company issues Shares, the Company shall deliver or cause the Shareholder Service Agent to deliver Shares by advising TDCC to record the number of Shares against the name of each subscriber within thirty (30) days from the date such Shares may be delivered, pursuant to the Law. The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the delivery of such Shares.
  - (2) The Company shall not issue bearer Shares.
  - (3) The Company shall not issue any unpaid Shares or partial paid-up Shares to any

Person.

(4) The Company shall neither issue Shares without par value nor convert its Shares from Shares with par value to Shares without par value.

#### 8. During the Relevant Period:

- upon each issuance of new Shares (other than resulting from or in connection with any Merger or Consolidation of the Company, Spin-off of the Company's business, any reorganisation of the Company, asset acquisition, share swap, exercise of share options or warrants granted to the Employees, conversion of convertible securities or debt instruments, exercise of subscription warrants or rights to acquire Shares vested with preferential or special rights, where the Company issues new Shares to the existing Members by capitalisation of its reserves in accordance with these Articles, Private Placement or other issuance of Shares for consideration other than cash), the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the Employees pursuant to the Law and the Applicable Listing Rules; and
- (b) where the Company issues new Shares for cash consideration, after the Board reserving certain percentage of the new Shares for subscription by the Employees pursuant to subsection (a) of this Article, the Company shall allocate ten percent (10%) (or such greater percentage as the Company by an Ordinary Resolution determines) of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless (i) the Commission, the Emerging Market, the TPEx and/or the TWSE (where applicable) considers such public offering unnecessary or inappropriate or (ii) the Applicable Listing Rules provide otherwise.
- 9. During the Relevant Period, subject to an Ordinary Resolution, upon each issuance of new Shares for cash consideration, the Company shall, after reserving the portion of new Shares for subscription by the Employees and public offering in the R.O.C. pursuant to Article 8, first offer such remaining new Shares, by a public announcement and a written notice to each existing Member respectively, stating that in case any such existing Member fails to confirm his/her/its subscription within the prescribed period his/her/its subscription right shall be forfeited, for the subscription of each such existing Member in proportion to the number of Share(s) held by him/her/it, provided that:
  - (a) where any fractional Share held by a Member is insufficient to subscribe for one new Share, the fractional Shares being held by several Members may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Member;
  - (b) the existing Member(s) may assign and transfer his subscription right to other Persons independently of his original Shares; and
  - (c) new Shares left unsubscribed may be offered to the public or to specific Persons through negotiation.
- 10. The preceding Article shall not apply whenever the new Shares are issued for the following purpose:

- (a) in connection with a Merger or a Consolidation of the Company or a Spin-off of the Company's business, or pursuant to any reorganisation of the Company;
- (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the Employees;
- in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;
- (d) in connection with meeting the Company's obligation under share subscription warrant or Preferred Shares vested with rights to acquire Shares;
- (e) in connection with any share swap arrangement entered into by the Company, or
- (f) in connection with any Private Placement conducted pursuant to Article 13; 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.
- 11. During the Relevant Period, subject to the Applicable Listing Rules, the Company may, upon adoption of a resolution passed by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors, enter into a share subscription right agreement with the Employees whereby such Employees may subscribe, within a specific period of time, for a specific number of Shares of the Company at an agreed subscription price. Upon execution of the said agreement, the Company shall issue to each of such Employees a share subscription warrant. Such issued share subscription warrant shall be non-assignable, except for transfer by inheritance or intestacy.
- 12. During the Relevant Period, the Company may, subject to approval of Shareholders by way of Special Resolution, issue new Shares with restricted rights as approved by such Special Resolution to Employees of the Company and/or its Subordinate Companies, provided that Articles 8 and 9 shall not apply. In respect of the issuance of Shares to Employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.
- 13. (1) During the Relevant Period and subject to the Applicable Listing Rules, the Company may, with the sanction of a Special Resolution, conduct a Private Placement with any of the following Persons in the R.O.C.:
  - (a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other Juristic Persons or institutions approved by the Commission;
  - (b) natural persons, Juristic Persons, or funds meeting the conditions prescribed by the Commission; or

- (c) directors, supervisors, officers and managers of the Company or its affiliated enterprises.
- (2) Subject to the preceding paragraph, the Board may resolve by a majority of the Directors presents at a meeting attended by two-thirds or more of the total numbers of the Directors that a Private Placement of ordinary corporate bonds be carried out by installments within one year of the date of such resolution.
- 14. The Company may by a Special Resolution reduce its share capital in the manner authorised, and subject to any conditions prescribed, by the Law and the Applicable Listing Rules.
- 15. During the Relevant Period, any issuance, conversion or cancellation of the Shares or any other equity securities (including but not limited to warrants, options or bonds), capitalisation and shareholder services, shall comply with the Law, the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C..

#### MODIFICATION OF RIGHTS

- 16. Whenever the share capital of the Company is divided into different Classes of Shares, including where Preferred Shares are issued, subject to Article 46 and in addition to a Special Resolution, the special rights attached to any Class shall be varied or abrogated with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of such Class. To every such separate general meeting and all adjournments thereof, all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply.
- 17. 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 materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

#### REGISTER

- 18. Subject to the Law, the Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholder Service Agent's office in the R.O.C. The Board or any other authorized conveners of general meetings of the Company may request that the Company or the Company's Shareholder Service Agent provide a copy of the Register for inspection.
- 19. Notwithstanding anything contained in these Articles and subject to the Law, during the Relevant Period, the relevant information of the Members shall be recorded by TDCC, and the Company shall recognize each person identified in the records provided by TDCC to the Company as a Member and such records shall form part of the Register as at the date of receipt of such records by the Company.

#### REDEMPTION AND REPURCHASE OF SHARES

- 20. (1) Subject to the Law and these Articles, Shares may be issued on the terms that they are, or at the option of the Company or the holder are, to be redeemed on such terms and in such manner as the Company, before the issue of the shares, may by Special Resolution determine.
  - (2) All Preferred Shares may be redeemed in accordance with the provisions of the Law, provided that the privileges accorded to holders of the Preferred Shares by these Articles shall not be impaired under the Law and the Applicable Listing Rules.
- 21. (1) Subject to the Law, the Applicable Listing Rules and these Articles, upon the approval of a majority of the Directors present at a Board meeting attended by two-thirds or more of Directors, the Company may purchase its own Shares.
  - (2) During the Relevant Period:
    - (a) The number of Shares to be purchased by the Company from time to time shall not exceed ten percent (10%) of the total number of issued and outstanding Shares and the total amount of the Shares to be purchased by the Company shall not exceed the aggregate amount of retained earnings, premium on capital stock, and realized capital reserve.
    - (b) Such resolutions of the Board approving purchases of Shares and the implementation thereof (including the failure of any purchase of Shares as approved by such resolutions, if any) shall be reported to the Shareholders at the next general meeting of the Company.
- 22. (1) Shares repurchased, redeemed or acquired (by way of surrender or otherwise) by the Company shall be cancelled immediately or held as Treasury Shares, upon such terms and manner and subject to such conditions as the Board thinks fit.
  - (2) During the Relevant Period, all matters relating to the Company's redemption and repurchase of Shares shall be subject to the Law and the Applicable Listing Rules.
- 23. (1) Subject to the Law, for so long as the Company holds Treasury Shares, the Company shall be entered in the Register 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) the Treasury Shares shall not be pledged or encumbered in any manner whatsoever;
  - (c) 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 these Articles or the Law; and
- (d) no dividend or bonus 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) may be made to the Company, in respect of a Treasury Share.
- (2) Subject to the Law and these Articles, any or all Treasury Shares may at any time be canceled or transferred to any person (including the Employees; the qualifications of such employees shall be determined by the Board, subject to Paragraph (5) of this Article) upon such terms and manner and subject to such conditions as the Board thinks fit. The Board may determine, at its discretion, the terms and conditions (including a lock-up period restricting the transfer of any Treasury Shares transferred to the Employees pursuant to this Paragraph (2) for a term of up to two (2) years) of such transfer.
- (3) A sum equal to the consideration (if any) received by the Company pursuant to the transfer of Treasury Share(s) shall be credited in accordance with the Law.
- (4) Subject to Paragraph (5) of this Article and the Law, the Company may, by way of a Special Resolution passed at the next general meeting of the Company, transfer the Treasury Shares to the Employees for a price that is below the average price that the Company has paid to purchase such Treasury Shares (the "Discount Transfer"), provided that the following matters shall be specified in the notice of such general meeting with the description of their major contents, and shall not be proposed as ad hoc motions:
  - (a) the transfer price of the Treasury Shares as determined by the Board, the discount rate used for the Discount Transfer, and the calculation basis of the Discount Transfer, and the basis of such determination;
  - (b) the amount of the Treasury Shares to be transferred pursuant to, and the purpose of, the Discount Transfer, and the basis of such determination;
  - (c) the qualification and terms of the Employees to whom the Treasury Shares are transferred and the amount of Treasury Shares for which such Employees may subscribe pursuant to the Discount Transfer;
  - (d) matters that the Board is of the opinion that may affect Shareholders' equity, including:
    - (i) any expenses that may be incurred and dilution of per share profit, if any, due to the Discount Transfer in accordance with the Applicable Listing Rules; and
    - (ii) any burden on the Company caused by the Discount Transfer in accordance with the Applicable Listing Rules.

- (5) The total aggregate amount of the Treasury Shares to be transferred to the Employees pursuant to the Discount Transfer in accordance with Paragraph (4) of this Article shall not exceed five percent (5%) of the total number of issued and outstanding Shares of the Company, and each Employee shall not subscribe for more than point five percent (0.5%) of the total issued and outstanding Shares of the Company in aggregate.
- 24. (1) Notwithstanding anything to the contrary contained in these Articles but subject to the Law, the Company may carry out a compulsory purchase and cancellation of its Shares on a pro rata basis (rounded up or down to the nearest whole number) among the Shareholders in proportion to the number of Shares held by each such Shareholder subject to approval by a Special Resolution. The purchase price payable to the Shareholders in connection with a purchase of Shares described in the preceding sentence may be paid in cash or in kind. Where any purchase price is paid in kind, the type of such payment in kind and the corresponding amount of such substitutive distribution shall be subject to approval by a Special Resolution as well as individual consent by the Shareholder(s) receiving such payment in kind. Prior to convening the general meeting for approving such purchase of Shares, the Board shall determine the monetary equivalent value of any purchase price to be paid in kind and have such value audited and certified by a certified public accountant in the R.O.C.
  - (2) For the avoidance of doubt, where the proposed purchase and cancellation of Shares is not on a pro rata basis, subject to the Law and the Applicable Listing Rules, the Board is empowered to authorize and carry out such repurchase without approval by Special Resolution in accordance with the preceding paragraph.

#### TRANSFER AND TRANSMISSION OF SHARES

- 25. Subject to the Law and Applicable Listing Rules and unless otherwise provided by these Articles, the Shares shall be freely transferable.
- 26. The Company shall not be obligated to recognize any transfer or assignment of Shares unless the name/title and residence/domicile of the transferor and transferee have been recorded in the Register. The registration of transfers may be suspended when the Register is closed in accordance with Article 28.

#### NON-RECOGNITION OF TRUSTS

27. Except as required by Law or the Applicable Listing Rules, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not, unless required by Law or the Applicable Listing Rules, be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or actual interest in any Share (except only as otherwise provided by these Articles, the Law or the Applicable Listing Rules otherwise requires or under an order of a court of competent jurisdiction) or any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

#### CLOSING REGISTER OR FIXING RECORD DATE

- 28. (1) The Board may fix in advance the record date(s) for (a) determining the Members entitled to receive any dividend, bonus, distribution or issue; (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof in person, by proxy, way of a written ballot or by way of electronic transmission; and (c) any other purposes as determined by the Board.
  - In the event the Board designates the record date(s) for (b) in accordance with this Article, such record date(s) shall be date(s) prior to the general meeting.
  - (2) During the Relevant Period, subject to the Law, for the purposes of (a) determining the Members entitled to receive any dividend, bonus, distribution or issue; and (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof, the Board shall fix the period that the Register shall be closed for transfers (the "Book Closure Period") at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the Book Closure Period, the respective convening date of the general meeting or the relevant target date shall be included.

#### **GENERAL MEETINGS**

- 29. The Company shall in each year hold a general meeting as its annual general meeting within six months after close of each financial year or such other period as may be permitted by the Emerging Market, the TPEx or the TWSE (where applicable). The annual general meeting shall be convened by the Board.
- 30. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, convene an extraordinary general meeting of the Company.
- 31. During the Relevant Period, all general meetings shall be held in the R.O.C. At any time other than during the Relevant Period, the Board may convene any general meeting at such place as it deems fit.
- 32. (1) Any one or more Member(s) continuously holding at least three percent (3%) of the issued Shares of the Company for a period of one (1) year or a longer time may, by depositing the requisition notice specifying the proposals to be resolved and the reasons, request the Board to convene an extraordinary general meeting. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.
  - (2) Any one or more Member(s) continuously holding more than half of the total issued Shares of the Company for a period of no less than three (3) months may convene an extraordinary general meeting. The number of Shares held by such Member or

Members and the holding period of which such Member or Members hold such Shares shall be calculated and determined based on the Register as of the first day of the Book Closure Period.

- (3) In addition to the circumstance where the Board should have convened a general meeting but does not or is unable to convene a general meeting pursuant to the Law, the Applicable Listing Rules or these Articles, any Independent Director from the audit committee of the Company may also, for the benefit of the Company, call a general meeting when it is deemed necessary.
- 33. During the Relevant Period, the Company shall engage a Shareholder Service Agent within the R.O.C. to handle the administration of general meetings, including but not limited to, the voting matters.

#### NOTICE OF GENERAL MEETING

- 34. (1) During the Relevant Period, at least thirty (30) days notice of an annual general meeting and fifteen (15) days notice of an extraordinary general meeting shall be given to each Member, and the Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.
  - At any time other than the Relevant Period, at least five (5) days notice in writing shall be given of an annual general meeting or any other general meeting PROVIDED HOWEVER that notice may be waived by all the Member either at or before the meeting is held PROVIDED FURTHER that notice or waiver thereof may be given by email, telex or telefax. At any time other than the Relevant Period, a general meeting may be convened by such shorter notice with the consent of a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five percent (95%) in nominal value of the Shares giving that right.
- 35. (1) During the Relevant Period, the Company shall make public announcements with regard to notice of general meeting, proxy form, summary information and details about items to be proposed at the meeting for approval, discussion, election or dismissal of Directors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.
  - (2) During the Relevant Period, if the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 57, the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.

- 36. The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents; the major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:
  - (a) any election or removal of Director(s);
  - (b) any alteration of the Memorandum and/or these Articles;
  - (c) any capital reduction or compulsory purchase and cancellation of Shares pursuant to Article 24(1);
  - (d) applying for the approval of ceasing the status as a public company;
  - (e) any dissolution, voluntary winding-up, Merger, share swap, Consolidation or Spin-off of the Company;
  - (f) entering into, amending, or terminating any contract for lease, management or regular joint operation of the Company's whole business;
  - (g) the transfer of the whole or any material part of the Company's business or assets;
  - (h) the acquisition of the whole business or assets of a Person, which has a material effect on the operation of the Company;
  - (i) carrying out a Private Placement of any equity-type securities issued by the Company;
  - (j) granting a waiver to a Director's non-competition obligation or approving a Director to engage in activities in competition with the Company;
  - (k) distributing dividends, bonuses or other distributions in whole or in part by way of issuance of new Shares; and
  - (l) capitalisation of the Company's Special Reserve, the Share Premium Account and/or the income from endowments received by the Company in the Capital Reserve, by issuing new Shares and/or cash to its existing Members.
- 37. During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission and the Emerging Market, the TPEx or the TWSE (where applicable) twenty-one (21) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules.
- 38. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

- 39. No business, other than the appointment of a chairman of the meeting, shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, at least two Members present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative representing more than one-half of the total issued and outstanding Shares with voting rights shall be a quorum of Members for all purposes.
- 40. (1) During the Relevant Period, one or more Member(s) holding one percent (1%) or more of the total issued and outstanding Shares of the Company may submit to the Company not more than one proposal in writing or by way of electronic transmission for resolution at an annual general meetin.
  - (2) During the Relevant Period, prior to the commencement of the period in which the Register is closed for transfers before an annual general meeting, the Company shall make a public announcement of the place and the period for Members to submit proposals; provided that the period for submitting such proposals shall not be less than ten (10) days.
  - (3) The Member who has submitted a proposal shall attend, in person or by a proxy, such general meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.
  - (4) The Board shall include a proposal submitted by Member(s)unless:
    - (a) the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles;
    - (b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued Shares in the Register upon commencement of the period in which the Register is closed for transfers before the relevant annual general meeting of the Company;
    - (c) the proposal contains more than one matter;
    - (d) the proposal contains more than three hundred (300) words; or
    - (c) the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals.
  - (5) The Company shall, prior to the despatch of a notice of the relevant annual general meeting, inform all the proposing Members of whether their proposals are accepted or not, and shall list in the notice of the relevant annual general meeting all the accepted proposals. The Board shall explain at the relevant annual general meeting the reasons for excluding any proposal submitted by Members.
- 41. The Chairman shall preside as chairman at every general meeting of the Company convened by the Board. For a general meeting convened by any Person other than the Board, such

Person shall act as the chairman of that meeting; provided that if there are two or more Persons jointly convening such meeting, the chairman of the meeting shall be elected from those Persons.

- 42. If at any general meeting the Chairman is not present or is unwilling to act as chairman, he shall appoint one of the Directors to act on his behalf. In the absence of such appointment, the Directors present may choose one of them to be the chairman of that general meeting.
- 43. A general meeting may be adjourned by the Company by an Ordinary Resolution from place to place within five (5) days, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for more than five (5) days, notice of the time and location of the adjourned meeting shall be given as in the case of an original meeting.
- 44. At any general meeting, a resolution put to the vote of the meeting shall be decided on a poll.
- 45. Unless otherwise expressly required by the Law, the Applicable Listing Rules or these Articles, any matter proposed for approval by the Members at a general meeting shall be passed by an Ordinary Resolution.
- 46. (1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:
  - (a)enter into, amend, or terminate any contract for lease, management or regular joint operation of its whole business;
  - (b)transfer the whole or any material part of its business or assets;
  - (c)acquire the whole business or assets of a Person, which has a material effect on the operation of the Company;
  - (d)distribute dividends, bonuses or other distributions in whole or in part by way of issuance of new Shares;
  - (e) effect any Spin-off of the Company;
  - (f) authorise a plan of Merger or Consolidation involving the Company;
  - (g)resolve that the Company be wound up voluntarily;
  - (h)carry out a Private Placement;
  - (i) grant a waiver to a Director's non-competition obligation, or approve a Director to engage in activities in competition with the Company;
  - (j) change its name;
  - (k) change the currency denomination of its share capital;

- (l) increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;
- (m) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;
- (n)subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum;
- (o)cancel any Shares that, at the date 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;
- (p)subject to these Articles (including without limitation Articles 16 and 17), alter or amend the Memorandum or these Articles, in whole or in part;
- (q) reduce its share capital and any fund of the capital redemption reserve in any manner authorised by the Law and the Applicable Listing Rules; and
- (r) appoint an inspector to examine the affairs of the Company under the Law; and
- (s) issue new Shares to Employees of the Company and/or its Subordinate Companies subject to any restrictions and conditions in accordance with Article 12.
- (t) apply for the approval of ceasing the status as a public company.
- (2) Notwithstanding anything contained in these Articles, unless otherwise provided by the Law and the Applicable Listing Rules, in case the Company is dissolved after participating in the merger/consolidation or the Company is delisted from the TPEx or TWSE due to the general transfer (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share swap arrangement or any Spin-off entered into or carried out by the Company while the surviving, transferee, existing or newly incorporated company is not a listed company (including TWSE/TPEx listed company), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members of the Company.
- 47. Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution resolve that the Company be wound up voluntarily if the Company is unable to pay its debts as they fall due.
- 48. (1) Subject to the Law, in the event any of the resolutions with respect to the matter(s) as set out in Paragraphs (a), (b) or (c) of Article 46(1) is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Paragraph (b) of Article 46(1) and at the same meeting the resolution for the winding up of the Company is also adopted.
  - (2) Subject to the compliance with the Law, in the event any part of the Company's business is involved in any Spin-Off, Merger or Consolidation, a Member, who has forfeited his

right to vote on such matter and expressed his dissent therefor, in writing or orally with an entry to that effect in the minutes of the meeting before the relevant vote, may request the Company to purchase all of his Shares at the then prevailing fair price.

- (3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (1) or (2) of this Article fail to reach an agreement on the purchase price within sixty (60) days following the date of the resolution, the Member may, within thirty (30) days after such sixty (60) days period, file a petition to the Taiwan Taipei District Court of the R.O.C. for a ruling on the appraisal price. However, for the purpose of protecting rights of the dissenting Member, the Company may elect to act in accordance with the laws of place where the securities of the Company are registered or listed.
- 49. In case the procedure for convening a general meeting in which a resolution is adopted or the method of adopting a resolution is in violation of the Law, the Applicable Listing Rules or these Articles, a Member may, if and to the extent permitted under the Law, within thirty (30) days from the date of the resolution, submit a petition to the Taiwan Taipei District Court, as applicable, for an appropriate remedy, including but not limited to, requesting the court to invalidate and cancel the resolution adopted therein.
- 50. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, 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 (or being Juristic Persons by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
- 51. The proceedings regarding general meetings and the voting in general meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Company by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular the Rules Governing the Conduct of Shareholders Meetings of R.O.C. Public Companies).

#### **VOTES OF MEMBERS**

- 52. Subject to any rights and restrictions as to voting for the time being attached to any Share by or in accordance with these Articles, at any general meeting, every Member present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his/her/its name in the Register.
- 53. In the case of joint Members, the joint Members shall select a representative among them to exercise their voting powers and the vote cast by such representative, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Members.
- 54. A Shareholder who holds Shares for the benefit of others need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of Share he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other requirements for separate votes shall be in compliance with the Applicable Listing Rules.
- 55. Any corporation which is a Member of the Company may, by resolution of its board or other

- governing body, authorise such natural person as it thinks fit to act as its representative at any general meeting or at any meeting of a Class of Members of the Company.
- 56. (1)Subject to the Law and the Applicable Listing Rules, Shares held by the following persons shall not be counted in the total number of issued Shares of the Company which are entitled to vote for when calculating the quorum at a general meeting and Members belonging to the following persons shall abstain from voting in respect of all Shares held by them:
  - (a) the Company itself (if such holding is permitted by the Law);
  - (b) any entity in which the Company is legally or beneficially interested in more than fifty percent (50%) of its issued and voting share capital or equity capital; or
  - (c) any entity in which the Company and (i) its holding company, and (ii) its Subordinate Company are legally or beneficially, directly or indirectly, interested in more than fifty percent (50%) of its issued and voting share capital or equity capital.
  - (2) Any Member who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a general meeting shall abstain from voting in respect of all the Shares that such Member should otherwise be entitled to vote, on his behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Member(s) shall not be counted in determining the number of votes for or against such matter.
  - (3) Where any Director, who is also a Shareholder of the Company, creates or has created any charge, mortgage, encumbrance or lien in respect of Shares held by such Director (the "Charged Shares") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Charged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, and such Shares shall not carry the voting rights and shall not be counted toward the number of votes represented by the Shareholders present at a general meeting but shall be included in the quorum.
- 57. To the extent permitted by the Law, the Board may resolve that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic 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. Notwithstanding the foregoing, during the Relevant Period, subject to the Applicable Listing Rules, the Company shall adopt the electronic transmission as one of the methods for exercising the voting power of a Member. 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, impromptu proposal 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.

58. In case a Member who has cast his votes by a written instrument or by way of electronic transmission intends to attend the relevant general meeting in person, he shall, at least two (2) day prior to the date of the general meeting, revoke such votes by serving a notice in the same manner as he cast such votes. In the absence of a timely revocation of such votes, such votes shall remain valid. Nonetheless, such Member who attends and votes at a general meeting in person would be deemed to have revoked his prior voting instructions by a written instrument or by way of electronic transmission, notwithstanding that such Member has not submitted a revocation notice in accordance with this Article 58.

#### **PROXY**

- 59. (1) A Member may appoint a proxy to attend a general meeting on his behalf by executing a proxy form produced by the Company stating therein the scope of power authorized to the proxy. A proxy need not be a Member.
  - (2) Subject to the Law and unless otherwise provided in these Articles, forms of instrument of proxy for use at a general meeting shall be produced by the Company specifying therein (a) the instructions for filling out the form, (b) the matters to be entrusted by the Member or to be voted upon pursuant to such proxy, and (c) the basic information of the Member as appointor, the proxy and the proxy solicitor (if any) and shall be sent out together with the notice of general meeting to all Members on the same day.
- 60. A Member may only appoint one proxy for each general meeting irrespective of how many Shares he holds and shall serve an executed proxy in compliance with the preceding Article to the Company or its Shareholder Service Agent as the case may be no later than five (5) days prior to the date of the general meeting. In case the Company receives two or more proxies from one Member, the one received first by the Company shall prevail unless an explicit statement by the Member to revoke such proxy is made in the subsequent proxy, provided this subsequent proxy is received no later than five (5) days prior to the date of the general meeting.
- 61. In case a Member who has served a proxy intends to attend the relevant 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 the general meeting, revoke such proxy by serving a separate written notice to the Company or Shareholder Service Agent. Otherwise, the votes cast by the proxy at the general meeting shall prevail. Nonetheless, such Member who attends and votes at a general meeting in person would be deemed to have revoked his proxy appointment, notwithstanding that such Member has not submitted a revocation notice in accordance with this Article 61.

- 62. A Member who has served the Company with his voting decision in accordance with Article 57 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 these 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.
- 63. During the Relevant Period, except for trust enterprises or shareholder service agencies duly licensed under the R.O.C. competent authorities or the chairman of a general meeting who is deemed appointed as proxy pursuant to Article 57, where a Person acts as a proxy for two or more Members, the number of voting Shares that the proxy may vote in respect thereof shall not exceed three percent (3%) of the total number of issued and outstanding voting Shares; otherwise, such number of voting Shares in excess of the aforesaid threshold shall not be counted towards the number of votes cast for or against the relevant resolution or the number of voting Shares present at the relevant general meeting but shall be included in the quorum. Upon such exclusion, the number of voting Shares being excluded and attributed to each Member represented by the same proxy shall be determined on a pro-rata basis based on the total number of voting Shares being excluded and the number of voting Shares that such Members have appointed the proxy to vote for.
- 64. The use and solicitation of proxies not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of R.O.C. Public Companies (as amended, supplemented or otherwise modified from time to time)).

#### DIRECTORS AND THE BOARD

- 65. (1) The Board shall consist of not less than five (5) Directors (including Independent Directors). Subject to the foregoing, the number of Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Directors will be held.
  - (2) A Director can be a natural person or a Juristic Person. Where a Director is a Juristic Person, it shall designate a natural person as its authorized representative to exercise, on its behalf, the powers of a Director and may replace such representative from time to time so as to fulfil its remaining term of the office. A Director shall not be required to hold any Shares in the Company.
  - (3) Directors shall be elected by Members at general meetings. Any Juristic Person which is a Member shall be entitled to appoint a natural person or natural persons as its representative(s) to be nominated for election as Director in accordance with these Articles.
  - (4) The principle of cumulative voting shall apply in any election of Directors pursuant to this Article. Each Member entitled to vote in such election shall have a number of votes equal to the product of (i) the number of votes conferred by such Member's Shares and (ii) the number of Directors to be elected at the general meeting. Each Member may divide and distribute such Member's votes, as so calculated, among any one or more

candidates for the directorships to be filled, or such Member may cast such Member's votes for a single candidate. At such election, the candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected. Notwithstanding anything to the contrary in this Paragraph (4) of this Article, at any time other than the Relevant Period, the Company may by Ordinary Resolution appoint any Person to be a Director or remove any Director from office.

- (5) The proceedings and the voting regarding the election of Directors not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Methods of Election of Directors and Supervisors of R.O.C. Public Companies).
- 66. The Company may, whenever it thinks fit, adopt and apply a candidate nomination mechanism for election of any of the Directors in accordance with the Applicable Listing Rules. Notwithstanding the foregoing, during the Relevant Period, a candidate nomination mechanism shall be adopted for election of all Directors. Upon adoption of candidate nomination mechanism, the Directors and Independent Directors shall be elected by the Members at a general meeting from among the nominees listed in the respective rosters of director candidates and independent director candidates. Subject to the Law and the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.
- 67. Subject to these Articles, each Director shall be appointed to a term of office of three (3) years and is eligible for re-election. In case no election of new Directors is effected prior to the expiration of the term of office of existing Directors, the term of office of such existing Directors shall be extended until the time such Directors are re-elected or new Directors are duly elected and assume their office subject to these Articles. In the event of any vacancy in the Board, the new Director elected in the general meeting shall fill the vacancy for the residual term of office.
- 68. (1) Unless otherwise provided by these Articles, a Director may be removed from office at any time by a Special Resolution adopted at a general meeting.
  - (2) Without prejudice to other provisions of these Articles, the Directors may be put up for re-election at any time before the expiration of the term of office of such Directors. In the event where all Directors are subject for re-election at a general meeting before the expiration of the term of office of such Directors, subject to the successful election of the new Directors at the same meeting, the term of office of all current Directors is deemed to have expired on the date of the re-election if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office or any other date as otherwise resolved by the Members at the general meeting
- 69. A chairman of the Board (the "Chairman") shall be elected from among the Directors and appointed in term by a majority of the Directors present at a Board meeting attended by at least two-thirds of all of the Directors then in office. The Chairman shall externally represent the Company and internally preside as the chairman at every Board meeting and at every general meeting convened by the Board. In the event the Chairman is not present at a meeting or cannot or will not exercise his power and authority for any cause, he shall designate one of the Directors to act on his behalf. In the absence of such designation, the

Directors present at the meeting shall elect from among themselves an acting chairman.

- 70. The remuneration of a Director may differ from other Directors, and shall be determined by the Board, regardless of the Company profits or losses of respective years, based on (i) the extent of a Director's involvement with the operations of the Company, (ii) the contribution of a Director to the Company, (iii) the prevailing industry standard and (iv) such other relevant factors.
- 71. When the number of Directors then in office falls below five (5) due to any Director(s) vacating his office for any reason, the Company shall hold an election for such number of Directors at the next general meeting to fill the vacancy for the remainder of the term of such outgoing Director(s). When the number of Directors then in office falls short by one-third of the total number of Directors initially constituting the existing Board, the Company shall convene an extraordinary general meeting within sixty (60) days of the occurrence of that fact for the purposes of electing such number of Directors to fill the casual vacancy.
- 72. Subject to these Articles, a Director other than an Independent Director may hold any other office (except that of Auditor) or place of profit under the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
- 73. (1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation, the due care of a good administrator, and exercise due care and skill in conducting the business operation of the Company. A Director may be liable to the Company if he acts contrary to his duties. In circumstances where a Director breaches any of such duties and acts for his/her or other Person's interest, the Company may, with the sanction 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 any and all earnings derived from such act as if such misconduct is done for the benefit of the Company.
  - (2) If a Director violates any law in the course of conducting the business of the Company, he shall be jointly and severally liable with the Company for the damages resulting from such violation.
  - (3) The preceding two Paragraph of this Article shall apply, mutatis mutandis, to the officers of the Company who are authorised to act on its behalf in a senior management capacity.
- 74. Subject to these Articles, a Director other than an Independent Director may act by himself or his firm in a professional capacity for the Company (except that of Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.
- 75. To the extent permitted by the Law, the Company may pay, or agree to pay, a premium in respect of a contract insuring each of the following persons against risks determined by the directors, other than liability arising out of that person's negligence and/or dishonestly: an

- existing or former director (including alternate director), secretary or officer or Auditor of: the Company; a company which is a subsidiary of the Company; and a company in which the Company has or had an interest (whether direct or indirect).
- 76. During the Relevant Period, the qualifications, election ,removal, power, authority and other requirements for Directors (including Independent Directors), which are not covered by these Articles, shall be in compliance with the Applicable Listing Rules.

#### INDEPENDENT DIRECTORS

- 77. During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or one-fifth of the total number of Directors at any time, whichever is greater. One (1) of the Independent Directors shall have resident status of the R.O.C. (such resident status being registered with local government authorities). Subject to the foregoing, the number of Independent Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Independent Directors will be held. When an Independent Director ceases to act, resulting in a number of Independent Directors then in office lower than the prescribed minimum number, an election for an Independent Director shall be held at the next general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election of Independent Directors within sixty (60) days from the date on which the situation arose.
- 78. Independent Directors shall possess professional knowledge and shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held by the Independent Directors shall be as prescribed by the Applicable Listing Rules, and the assessment of independence of such Independent Directors shall be in compliance with the Applicable Listing Rules. The Board or other Persons calling a general meeting at which an election for Independent Directors is proposed shall ensure that the requirements of this Article have been satisfied and complied with in relation to any candidate for Independent Director.

#### POWERS AND DUTIES OF THE BOARD

- 79. Subject to the Law, these Articles, the Applicable Listing Rules and any resolutions passed in a general meeting, the business of the Company shall be managed by the Board in such manner as it shall think fit, which may pay all reasonable expenses in connection with business management, including but not limited to expenses incurred in forming and registering the Company and may exercise all powers of the Company.
- 80. The Board may from time to time appoint any Person to hold such office in the Company as the Board may think necessary for the management of the Company, including but not limited to officers and managers, and for such term and at such remuneration as the Board may think fit. Any Person so appointed by the Board may be removed by the Board.
- 81. The Board may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as the Board thinks fit. Any Secretary or assistant Secretary

so appointed by the Board may be removed by the Board. The Secretary shall attend all general meetings and shall keep correct minutes of such meetings. Subject to the Applicable Listing Rules, the Secretary shall also perform such other duties as are prescribed by the Law or as may be prescribed by the Board.

#### **COMMITTEES**

82. Subject to the Law and the Applicable Listing Rules, the Board may, or the Company may by an Ordinary Resolution, establish any committee(s) and delegate any of their powers, authorities and discretions to such committee(s) (including but not limited to an audit committee and a remuneration committee) consisting of such member or members of their body or any other Persons as the Board thinks fit. Any committee(s) so formed shall, in the qualification requirements, composition, appointment, removal, exercise of the powers, authorities and discretions so delegated, in conducting its proceedings, and in any other requirement, conform to any regulations that may be imposed on it by the Board pursuant to the Applicable Listing Rules. If no regulations are imposed by the Board, the proceedings of a committee with two (2) or more members shall be, as far as is practicable, governed by these Articles regulating the proceedings of the Board.

#### DISQUALIFICATION AND VACATION OF OFFICE OF DIRECTORS

- 83. (1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically:
  - (a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than five (5) years;
  - (b) has been imposed a final sentence involving imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;
  - (c) has been imposed a final sentence due to violation of the Anti-corruption Act, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;
  - (d) becomes bankrupt or is adjudicated of commencement of liquidation proceeding by a court under the laws of any jurisdiction, and has not been reinstated to his rights and privileges;
  - (e) has allowed cheques and other negotiable instruments to be dishonoured and

- the records thereof have not been cancelled or expunged by the relevant regulatory authorities;
- (f) dies or an order has been made by any competent court or authority on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and such order has not been revoked, or his legal capacity is restricted according to the applicable laws;
- (g) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of the Law and/or Applicable Listing Rules;
- (h) ceases to be a Director by virtue of Article 84;
- (i) resigns his office by notice in writing to the Company;
- (i) is removed from office pursuant to these Articles; or
- (k) has been ordered to be removed from office by the R.O.C. Courts on the grounds that such Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts.
- (2) During the Relevant Period, in case a Director (other than Independent Director) has transferred some or all his Shares during the term of his office as a Director, such that the remaining Shares held by him are less than one half of the Shares being held by him at the time he was elected, he shall, ipso facto, cease to act as a Director and be removed from the position of Director automatically.
- (3) During the Relevant Period, if a Director (other than Independent Director), (i) after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held by such Director at the time of his election or, (ii) within the Book Closure Period fixed prior to the general meeting for the election of such Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held at the commencement of the Book Closure Period, his election as a Director shall be deemed invalid and void.
- 84. Except as approved by the Emerging Market, the TPEx, the TWSE or the Commission (where applicable), the following relationships shall not exist among half or the majority of the Directors: (1) a spousal relationship; or (2) a familial relationship within the second degree of kinship as defined under the Civil Code of Taiwan. If any of the foregoing relationships exists among half or the majority of the elected Directors, the election with respect to the one who received the lowest number of votes among those related Directors shall be deemed invalid and void; and if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically. For the remaining Directors, if the foregoing requirements are still not satisfied, the same procedure set out above shall be applied again to the remaining related Directors, until such time as the foregoing requirements can be complied with.

- 85. In case a Director has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in serious violation of the Law, the Applicable Listing Rules or these Articles, but has not been removed from office by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued and outstanding Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a competent court, including the Taiwan Taipei District Court of the R.O.C., but only if and to the extent permitted under the Law and the Applicable Listing Rules, for removing such Director from office.
- 86. Subject to the Law, one or more Members holding one percent (1%) or more of the total number of the issued Shares continuously for a period of six (6) months or a longer time may request in writing any Independent Director of the Audit Committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the Taiwan Taipei District Court of the R.O.C. In case the Independent Director fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.

#### PROCEEDINGS OF THE BOARD

- 87. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate and shall from time to time establish internal rules in this regard, which shall be in compliance with the Law and the Applicable Listing Rules. During the Relevant Period, the Board meetings shall be held at least once in each quarter or within such period and frequency as may be prescribed by the Applicable Listing Rules. The quorum necessary for the transaction of the business of the Board shall be a majority of the Directors. Subject to the Law, the Applicable Listing Rules and these Articles, any matter proposed for consideration and approval at a Board meeting shall be decided by a majority of votes entitled so to do.
- 88. A Director may, and the Secretary on the requisition of a Director shall, summon a Board meeting by, during the Relevant Period, at least seven (7) days' notice in writing, or at any time other than during the Relevant Period, at least forty eight hours' notice in writing, to every Director which notice shall set forth the general nature of the business to be considered PROVIDED HOWEVER, without prejudice to the prescribed notice, in the event of emergency, as determined by the Board in its sole discretion, a Board meeting may be called at any time if this has been agreed to by a majority of the Directors at such meeting. Notwithstanding the forgoing, at any time other than during the Relevant Period, a notice of Board meeting may be waived by all the Directors at, before or retrospectively after the relevant Board meeting is held. Any notice or waiver thereof may be given by email, telex or telefax.
- 89. A Director may participate in a meeting of Board, or of any committee appointed by the Board of which such Director is a member, by means of visual communication facilities which permit all Persons participating in the meeting to see and communicate with each other simultaneously and instantaneously, and such participation shall be deemed to constitute presence in person at the meeting.

- 90. A Director may appoint another Director as his proxy to attend a meeting of the Board in writing with regard to a particular meeting, and state therein the scope of authority with reference to the subjects to be discussed at such meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director appointer. No Director may act as proxy for two (2) or more other Directors. Subject to these Articles, if a Director attends a Board meeting on his behalf and as the proxy of another Director, he is entitled to vote both as a proxy and for his own.
- 91. A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at such relevant meeting. Where the spouse, a blood relative within the second degree of kinship of a Director as defined under the Civil Code of Taiwan, or any company which has a controlling or subordinate relation with a Director bear any interest in the matter under discussion at a Board meeting, such Director shall be deemed to bear a personal interest in the matter. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.
- 92. Subject to these Articles, the continuing Directors may act notwithstanding any vacancy in their body.
- 93. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, a resolution in writing signed by all of the Directors then in office or all of the members of a committee of Directors, including a resolution signed in counterpart or by way of signed email, telex or telefax transmission, shall be as valid and effectual as if it had been passed at a Board meeting or of a committee of Directors duly called and constituted.
- 94. The proceedings regarding Board meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board and reported to the Members at a general meeting from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing Procedure for Board of Directors Meetings of R.O.C. Public Companies).

#### RESERVES AND CAPITALISATION

95. During the Relevant Period, the Company shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; and (ii) an amount to offset losses incurred in previous year(s), and after the aforesaid sums as set aside from the profits for such relevant financial year for any purpose to which the profits of the Company may be properly applied, the Board shall, before recommending any dividend/bonus, set aside the remaining profits of the Company in whole or in part for the relevant financial year as a special reserve or reserves in accordance with the order from the Commission, and the Company may also, under these Articles or by Special Resolution of the general meeting, set aside another sum as a special reserve or reserves (collectively, the "Special Reserve").

- 96. Unless otherwise provided in the Law, the Applicable Listing Rules and these Articles, the Capital Reserve set aside during the Relevant Period shall not be used except for offsetting the losses of the Company. The Company shall not use the Capital Reserve to offset its capital losses unless any Special Reserve set aside for purposes of loss offset is insufficient to offset such losses.
- 97. (1) During the Relevant Period, subject to the Law, where the Company incurs no loss, it may, by a Special Resolution, distribute its Special Reserve, the Share Premium Account and/or the income from endowments received by the Company, which are in the Capital Reserve which are available for distribution, in whole or in part, by issuing new, fully paid Shares and/or by cash to its Members.
  - (2) At any time other than during the Relevant Period, subject to the Law, the Board may capitalise any sum for the time being standing to the credit of the Share Premium Account or any of the other Company's reserve accounts which are available for distribution or any sum standing to the credit of the profit and loss account or otherwise available for distribution and to appropriate such sums to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend/bonus and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.
- 98. Where any difficulty arises in regard to any declaration of share dividends or share bonuses or other similar distributions under these Articles due to any fraction held by Member(s), the Board may determine that cash payments should be made to any Members in full, or part thereof, as may seem expedient to the Board. Such decision of the Board shall be effective and binding upon the Members.

#### COMPENSATION. DIVIDENDS AND BONUSES

- 99. At any time other than during the Relevant Period, subject to the Law and these Articles and except as otherwise provided by the rights attaching to any Shares, the Board may from time to time declare dividends/bonuses to be paid to the Members according to their rights and interests, including such interim dividends/bonuses as appear to the Board to be justified by the position of the Company.
- 100.(1) As the Company is in the growing stage, the dividend/bonus of the Company may be distributed in the form of cash dividends/bonus and/or stock dividends/bonus and shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure, funds requirement and other plans for sustainable development needs.
  - Ouring the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, where the Company has annual profits at the end of a financial year (the term "annual profits", as used herein, shall mean the annual profits for such year before tax without deducting the amounts distributed to the Employees and Directors hereunder), upon the approval of a majority of the Directors present at a meeting attended by at least two-thirds or more of the total number of the Directors, the

Company may distribute not more than fifteen percent (15%) of the annual profits for such year to the Employees (unless otherwise provided by the Law and the Applicable Listing Rules, the qualifications of such Employees shall be determined by the Board) as the Employees' compensation in the form of shares or in cash and may distribute not more than five percent (5%) hereof to the Directors as the Directors' compensation, provided, however, that the total amount of accumulated losses of the Company (including adjusted undistributed earnings) shall be reserved from the said profits in advance, and the Company shall distribute the remaining balance thereof to the Employees and Directors in the proportion set out above. A report of such distribution of Employee and Directors' compensation shall be submitted to the general meeting of the Company. Except otherwise set forth by the Applicable Listing Rules, any Directors' compensation shall not be paid in the form of shares.

- (3) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles and except as otherwise provided by the rights attaching to any Shares, where the Company still has after-tax net profit for the year, after offsetting losses (including losses of previous years and adjusted undistributed earnings) and setting aside the Special Reserve (if any), the Company may distribute not less than ten percent (10%) of the remaining balance (including the amounts reversed from the Special Reserve), plus accumulated undistributed earnings of previous years (including adjusted undistributed earnings) in part or in whole as determined by an Ordinary Resolution passed at an annual general meeting of the Company duly convened and held in accordance with these Articles to the Members as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles, provided that, cash dividends/bonuses shall not be less than ten percent (10%) of the total amount of dividends/bonuses to the Members.
- (4) The Board may deduct from the dividend, bonuses or any other amount payable to the Member in respect of the Share any amount (if any) due by such Member to the Company on account of calls or otherwise in relation to the Share.
- (5) Any dividend, bonus or other monies payable on or in respect of the Share may be paid by wire transfer to the bank account nominated by the Member or by cheque or warrant sent through a post to the registered address of the Member, or to such Person and to such address as the holder may nominate in writing. In the case of joint Members, any of them may give a valid receipt for the dividend, bonus or other monies payable on or in respect of the Share.
- (6) Subject to the Law and the Applicable Listing Rules, any Special Reserve may be reversed to undistributed earnings of the Company.
- 101. During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, the Company may by a Special Resolution distribute any part or all of the dividends or bonuses to the Members declared in accordance with the preceding Article by way of applying such sum in paying up in full unissued Shares for allocation and distribution to the Members.
- 102. No dividend, bonus or other distribution shall be paid otherwise than out of profits or out of monies otherwise available for dividend, bonus or other distribution in accordance with the Law. No dividend, bonus or other distribution or other money payable by the Company

on or in respect of any Share shall bear interest against the Company.

#### ACCOUNTS, AUDIT, AND ANNUAL RETURN AND DECLARATION

- 103. The Directors shall cause to be kept accounting records and books of account sufficient to give a true and fair view of the state of the Company's affairs and to show and explain the transactions of the Company and otherwise in accordance with the Law, at the Registered Office or at such other place(s) in such manner as may be determined from time to time by the Board and shall always be open to the inspection by the Directors.
- 104. During the Relevant Period, at the end of each financial year, the Board shall prepare: (1) the business report; (2) the financial statements which include all the documents and information as required by the Law and the Applicable Listing Rules (the "Financial Statements"); and (3) any proposal relating to the distribution of net profit and/or loss offsetting in accordance with these Articles, for adoption by the annual general meeting of the Company. Upon adoption at the annual general meeting of the Company, the Board shall distribute to each Member copies of the Financial Statements and the resolutions relating to profit distribution and/or loss offsetting. However, during the Relevant Period, the Company may make a public announcement of the abovementioned statements and resolutions instead of distributing those to each Member.
- 105. During the Relevant Period, the documents prepared by the Board in accordance with the preceding Article shall be made available at the Shareholder Service Agent's office in the R.O.C. for inspection during normal business hours by the Members, ten (10) days prior to the annual general meeting.
- 106. Subject to the Law and the Applicable Listing Rules, the Board may determine (or revoke, alter or amend any such determination) that the accounts of the Company be audited and the appointment of the Auditors.
- 107. The Board shall keep copies of the Memorandum, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholder Service Agent's office in the R.O.C.. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to inspecting, transcribing and making copies of the above documents; the Company shall make Shareholder Service Agent provide the above documents.
- 108. The Board in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

#### TENDER OFFER

109. Subject to the Law and the Applicable Listing Rules, during the Relevant Period, within fifteen (15) days after receipt of the notice of a public tender offer report form, the public tender offer prospectus, and relevant documents, the Company shall make a public announcement of the following:

- (a) the types, number and amount of the Shares held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares in its own name or in the name of other Persons;
- (b) the recommendations made by the Board to the Members on the tender offer, which shall set forth the identity and financial status of the tender offeror, fairness of the tender offer conditions, verification on rationality of source of fund for tender offer, and the names of the Directors who abstain or object to the tender offer and the reason(s) therefore;
- (c) whether there is any material change in the financial condition of the Company after the delivery of its most recent financial report and an explanation of the change, if any;
- (d) the types, number and amount of the shares of the tender offer or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares held in its own name or in the name of other Persons; and
- (e) other relevant significant information.

#### WINDING UP

- 110. Subject to the Law, the Company may be wound up by a Special Resolution passed by the Members. If the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
- 111. Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide amongst the Members in specie or 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. The liquidator may, with the like sanction, vest the whole or any part of such assets in 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 asset whereon there is any liability.
- 112. The Company shall keep all statements, records of account and documents for a period of ten (10) years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by an Ordinary Resolution.

#### **NOTICES**

- 113. Subject to the Law and except as otherwise provided in these Articles, any notice or document may be served by the Company to any Member either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Member at his address as appearing in the Register, or, to the extent permitted by the Law and the Applicable Listing Rules, by posting it on a website designated by the Commission, the Emerging Market, the TPEx or the TWSE (where applicable) and/or the Company's website, or by electronic means by transmitting it to any electronic mail number or address such Member may have positively confirmed in writing for the purpose of such service of notices. In the case of joint Members, all notices shall be given to that one of the Members whose name stands as their representative in the Register in respect of the joint holding.
- 114. Any Member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting including the purpose for which such meeting was convened.
- 115. Any notice or other document, if served by:
  - (a) post, shall be deemed to have been served on the day following that on which the letter containing the same is posted or delivered to the courier;
  - (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;
  - (c) courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service; or
  - (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail, subject to the Law.
- 116. Any notice or document served to the registered address of any Member in accordance with these Articles shall notwithstanding that such Member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Member as sole or joint Member.

#### REGISTERED OFFICE OF THE COMPANY

117. The Registered Office of the Company shall be at such address in the Cayman Islands as the Board shall from time to time determine.

#### FINANCIAL YEAR

118. Unless the Board otherwise prescribes, the financial year of the Company shall end on December 31<sup>st</sup> in each year and shall begin on January 1st in each year.

#### **SEAL**

119. The Company shall adopt a Seal by resolution of the Board and, subject to the Law, the Company may also have a duplicate Seal or Seals for use in any place or places outside of the Cayman Islands. The use and management of the Seal (or duplicate Seals) may be determined by the Board from time to time pursuant to the adoption of any regulation governing the use and management of seals of the Company in accordance with the Applicable Listing Rules.

#### LITIGATION AND NON-LITIGATION AGENT IN THE R.O.C.

- 120.(1) Subject to the provisions of the Applicable Listing Rules, the Company shall, by a resolution of the Directors, appoint or remove a person as its litigation and non-litigation agent and such agent will be deemed as the responsible person of the Company in the R.O.C. under the Applicable Listing Rules.
  - (2) The preceding agent shall has residence or domicile in the R.O.C.
  - (3) The Company shall report the name, residence/domicile of the preceding agent and power of attorney to the competent authority in the R.O.C. This reporting requirement shall also apply if there is any change.

#### **CHANGES TO CONSTITUTION**

121. Subject to the Law and the Applicable Listing Rules, the Company may, by Special Resolution, alter or amend the Memorandum or these Articles, in whole or in part.

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附錄四:

# 董事持股情形

職稱	姓名	停止過戶日:2020年4月20日
		股數
董事長	UMT Holdings (Samoa) Limited 代表人:陳淑敏	16,069,978
董事	吳東義	0
董事	蔣孝彦	1,422,858
董事	邱健智	0
獨立董事	吳文瑜	0
獨立董事	李一平	0
獨立董事	陳一平	60,990
董事合計股數		17,553,826
全體董事法定最低應持有股數		3,601,230

# 說明:

- 1 2020年4月20日已發行總股數:30,015,382股。
- 2本公司設置審計委員會,故無監察人法定應持有股數之適用。