

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

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)



時 間 : 2020年6月18日(星期四)上午九時整

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)

出席股數: 出席股東連同代理人持有股數共19,882,998股,佔本公司已發行

總股數為 30,015,382 股之 66.24 %,已逾法定開會股數。

出席董事: UMT HOLDINGS (SAMOA) LIMITED 代表人: 陳淑敏董事長、

吳東義董事、邱健智董事

出席獨立董事: 吳文瑜獨立董事

列席人員: 勤業眾信聯合會計師事務所郭慈容會計師

建業法律事務所張佳容律師

主席: 陳淑敏董事長



紀 錄:陳嘉慧



# 膏、 報告出席股數及宣佈開會:

出席股東及代表股份總額已達法定開會股數,本主席依法宣佈開會。

貳、 主席致詞:略。

參、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,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,請參閱附件一。

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,請參閱附件二。

### 肆、 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。

營業報告書、會計師查核報告書及財務報表,請參閱附件一及附件
 。

決 議:本議案投票表決結果如下:

表決時出席股東表決權數 19,882,998 權

表決結果			占出席股東表決權數%
贊成權數	19,874,815 權(含電子投票 16,2	250,866 權)	99.95
反對權數	3,121 權(含電子投票	3,121 權)	0.01
棄權權數	5,062 權(含電子投票	5,062 權)	0.02
無效權數	0權(含電子投票	0 權)	0.00

本案照原案表決通過。

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:本議案投票表決結果如下:

表決時出席股東表決權數 19,882,998 權

表決結果			占出席股東表決權數%
贊成權數	19,874,815 權(含電子投票 16,	250,866 權)	99.95
反對權數	3,121 權(含電子投票	3,121 權)	0.01
棄權權數	5,062 權(含電子投票	5,062 權)	0.02
無效權數	0 權(含電子投票	0 權)	0.00

本案照原案表決通過。

## 伍、 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,請參閱附件五。

3、提請 討論。

決 議:本議案投票表決結果如下:

表決時出席股東表決權數 19,882,998 權

表決結果			占出席股東表決權數%
贊成權數	19,874,815 權(含電子投票 16,2	250,866 權)	99.95
反對權數	3,121 權(含電子投票	3,121 權)	0.01
棄權權數	5,062 權(含電子投票	5,062 權)	0.02
無效權數	0權(含電子投票	0 權)	0.00

本案照原案以特別決議表決通過。

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:

1、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附件六。

決 議:表決時出席股東表決權數 19,882,998 權

表決結果			占出席股東表決權數%
贊成權數	19,874,815 權(含電子投票 16,2	250,866 權)	99.95
反對權數	3,121 權(含電子投票	3,121 權)	0.01
棄權權數	5,062 權(含電子投票	5,062 權)	0.02
無效權數	0權(含電子投票	0 權)	0.00

本案照原案表決通過。

### 陸、 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,請參閱附件七。

選舉結果:當選之董事名單如下。

職稱	戶號	户名	當選權數
董事	1	UMT Holdings (Samoa) Limited 代表人: 陳淑敏	26,988,185
董事	F1***2***8	吳東義	20,289,256
董事	2	蔣孝彦	19,744,398
董事	T1***4***3	邱健智	18,871,529
獨立董事	K2***1***2	吳文瑜	17,738,860
獨立董事	D1***7***3	李一平	17,443,540
獨立董事	1711	陳一平	17,148,290

# 柒、 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:本議案投票表決結果如下:

表決時出席股東表決權數 19,882,998 權

表決結果			占出席股東表決權數%
贊成權數	19,862,147 權(含電子投票	16,238,198 權)	99.89
反對權數	8,131 權(含電子投票	8,131 權)	0.04
棄權權數	12,720 權(含電子投票	12,720 權)	0.06
無效權數	0權(含電子投票	0 權)	0.00

本案照原案以特別決議表決通過。

### 捌、 臨時動議

經詢無其他臨時動議,主席宣布議畢散會。

玖、 散會:(同日)上午九時三十五分。

(本股東會議事錄記載發言內容僅為摘要,實際發言情形以現場錄音、錄影為準)

# 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

	項目			金額	%
誉	業	收	入	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

兌	<b>?</b>			析	項	目	2019 年度	2018 年度						
нŢ	34	44	構	負債占資	產比率		28.51	25.62						
財	務	結	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						
	ı			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						
茶	<b>1</b> 1	能力	ᄼ	<b>4</b> F	4t 4	,	,	<b>此</b>	4t	上安小乡	8十11. 亦	营業利益	28.84	26.33
獲	利		//	白貝収貝	占實收資本比率	兒前純益	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

					108年12月31日			107年12月31	
代 碌	碼	資	產	金	額	%	金	額	%
		流動資產							
100		現金及約當現金(附註四及六)		\$	223,263	24	\$	266,727	36
1136		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
1150		應收票據(附註四及八)			2,773	-		2,667	-
1170		應收帳款(附註四及八)			136,029	14		89,227	12
1180		應收帳款-關係人(附註四、八及二九)			40,753	4		54,736	7
1200		其他應收款(附註四、八及二三)			1,979	-		1,327	-
1210		其他應收款-關係人(附註四、八及二九)			34,645	4		33,659	5
130X		存貨(附註四及九)			98,354	10		51,303	7
1410		預付款項(附註三、十五及二九)			6,870	1		6,341	1
1470		其他流動資產(附註十六)			1,661	-		1,857	-
11XX		流動資產總計			649,467	68		530,221	71
		al al code h							
1550		非流動資產 採用權益法之投資(附註四、十一及二六)						02.700	12
					-	-		92,700	
1600		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
1755		使用權資產(附註三、四及十三)			6,808	1			-
1821		無形資產(附註四及十四)			2,613	-		812	-
1840		遞延所得稅資產(附註四及二三)			6,363	1		3,362	1
1985		長期預付租賃款(附註三及十五)			-	-		6,194	1
1990		其他非流動資產—其他(附註十六)			3,946			2,096	
15XX		非流動資產總計			301,677	32		217,403	29
1XXX		資產總計		<u>\$</u>	951,144	100	\$	747,624	100
代 碌	碼	負 債 及 權	益						
		流動負債							
2100		短期借款(附註十七及三十)		\$	49,970	5	\$	11,487	2
2150		應付票據(附註十八)			327	-		-	-
2170		應付帳款(附註十八)			95,329	10		83,077	11
2180		應付帳款-關係人(附註十八及二九)			8,026	1		8,427	1
2200		其他應付款 (附註十九)			81,600	9		64,204	9
2220		其他應付款-關係人(附註十九及二九)			2,080	<u>-</u>		28	-
2230		本期所得稅負債(附註四及二三)			4,153	_		3,607	_
2280		租賃負債一流動(附註三、四及十三)			690	_		-	_
2399		其他流動負債(附註十九)			6,614	1		3,609	1
21XX		流動負債總計			248,789	26		174,439	24
		非流動負債							
2570		遞延所得稅負債(附註四及二三)			22,057	3		17,132	2
2580		租賃負債一非流動(附註三、四及十三)			169	-		-	_
2640		海確定福利負債—非流動(附註四、五及二十)			198	_		-	-
25XX		非流動負債總計			22,424	3		17122	2
2377		升 加勒 具 俱 総 訓		_	22,424	3		17,132	
2XXX		負債總計			271,213	29		191,571	<u>26</u>
		歸屬於本公司業主之權益(附註四、二十、二一及二五)							
2440		股本			2004=4			0.45 / 0.5	
3110		普通股股本		_	300,154	32	_	245,625	33
3200		資本公積			241,281	25		240,951	32
		保留盈餘							
3320		特別盈餘公積			51,944	5		45,146	6
3350		未分配盈餘		_	159,958	17		76,275	10
3300		保留盈餘總計			211,902	22		121,421	16
3410		國外營運機構財務報表換算之兌換差額		(	73,448)	$(\underline{} 8)$	(	51,944)	$(\underline{}7)$
31XX		本公司業主權益總計			679,889	71		556,053	74
36XX		非控制權益 (附註四、十及二六)		_	42			<u>-</u>	
3XXX		權益總計			679,931	<u>71</u>		556,053	<u>74</u>
		名 傳 物 描 兴 6m 土		¢.	OE1 144	100	dr.	747 624	100
		負債 與權 益 總 計		<u>\$</u>	951,144	<u>100</u>	<u>\$</u>	747,624	<u>100</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年月	Ę
代 碼		金	頭 %	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、				
	宫亲成本(附註四、丑、儿、二十、二二及二九)				
5110	当 · 一一 《 一	533,529	74	207 440	75
5110	朔貝瓜平	333,329		<u>397,440</u>	
5950	營業毛利	188,004	<u>26</u>	135,312	<u>25</u>
	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	<u> </u>	$(\underline{2,511})$	<u> </u>
6000	營業費用合計	<u>101,451</u>	<u>14</u>	70,632	13
6900	營業淨利	86,553	12	64,680	12
	all the all the all the				
=1.10	營業外收入及支出				
7140	廉價購買利益—取得關				
	聯企業(附註四、十		_		
<b>5</b> 4.00	一及二六)	41,153	6	-	-
7190	其他收入(附註四、二		_		_
	二及二九)	13,688	2	11,122	2

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		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						
7225	註四及十一) 處分採權益法之投資利		2,170	-		2,053	-
	益(附註四、十一及 二六)		29,787	4		_	_
7000	營業外收入及支出 合計		87,171	12		22,556	4
	,						
7900	繼續營業單位稅前淨利	-	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		146,416	20		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						
8311	目: 確定福利計畫之再						
	衡量數		5,471	1		-	-
8341	換算表達貨幣之兌	,	20.426)	( 4)	,	0.020)	( 2)
8360	換差額 後續可能重分類至損益	(	28,436)	( 4)	(	8,829)	( 2)
	之項目:						
8361	國外營運機構財務						
	報表換算之兌換 差額		( 022	1		2.021	1
8300	左領 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>	\$	60,411	<u>11</u>

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		108年度		107年度	
代 碼		金額	%	金額	%
	淨利(損)歸屬於:				
8610	本公司業主	\$ 146,417	20	\$ 67,209	12
8620	非控制權益	(1)		<u>-</u> _	
8600		<u>\$ 146,416</u>	<u>20</u>	<u>\$ 67,209</u>	<u>12</u>
	綜合損益總額歸屬於:				
8710	本公司業主	\$ 130,384	18	\$ 60,411	11
8720	非控制權益	( <u>1</u> )		<del>_</del>	
8700		<u>\$ 130,383</u>	<u>18</u>	<u>\$ 60,411</u>	<u>11</u>
	每股盈餘 (附註二四)				
9710	基本	<u>\$ 4.88</u>		<u>\$ 2.24</u>	
9810	稀釋	<u>\$ 4.86</u>		<u>\$ 2.23</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



会計十篇・別立派



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>	<u>565</u>		<del>_</del>	<del>_</del>	<del>-</del>	<u>565</u>	<u>-</u>	<u>565</u>
Z1	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



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

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

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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	( <u>28,395</u> )	( <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	(6,878)	( <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 義。
		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 <u>(暨其修訂)</u> ,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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條次	現行條文	修正條文草案	修正理由
		(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。	
		AA 1.5 t.A and motives and status (M	

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;	(1) Subparagraph (a) of Article 8 and Article 9 shall not apply whenever the new Shares are issued due to the following reasons:  (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;  (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the Employees;  (c) in connection with distribution of the Employees' compensation;  (d) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;  (e) in connection with meeting the Company's	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。 第 第 第 第 第 第 第 第 第 第 第 第 第 第 第 第 第 第 第

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
12/1 2 2	(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: (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	(1) 第8條第a款與第9條規定於本公司因下列事由發行新股者,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) 與分派員工酬勞有關者; (d) 與履行可轉換公司債或附認股權公司債之義務有關者; (e) 與履行認股權憑證或附認股權特別股之義務有關者;	
	(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。	(f) 依本章程進行公積轉增資而發行新股予原股東 者。	
		(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	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
		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	
		<u>13; or</u>	
		(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.	
		Law and/of 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	
		與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	
		<u>者;</u>	
		(c) 發行新股全數用於收購他公司已發行之股份、營	
		<u>業或財產者;</u>	
		(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	
		<u>禁止、限制或除外情事有關者。</u>	

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。

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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.	17 17 17	酌正定依及規 等確式法櫃。 於規需令)
	(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	

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,並説明其主要內容,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.	為杜疑義, 予調整第1項 條文用語, 企本章程第28 條第2項對於 「股票停止過
	(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:	(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:	户期間」(the Book Closure Period)之定義,調整第 4 項第 b 款文
	(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:	字,使條文用語一致。
	(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 <u>period in which the Register is closed for transfers</u> 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.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	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
		(f) 股份轉換;	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="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) 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 <b>exchange</b> 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.	酌作文字修正。
	(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	(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	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	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第及,第配,開法查各8第並4合並曼規接第一項本依群定條項增。條據島,第48條項增。條據島,第
	(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) <u>在不違反</u> 開曼法令規定 <u>之情形下</u> ,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) Subject to the compliance with the Law, in the event	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

No.	Current Provisions	Proposed Amendments	Explanations
條次		修正條文草案	修正理由
<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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	六十日內未達成協議者, <b>得在</b> 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。 <b>惟本</b>	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。		
		(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.	
		(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.	<b>Current Provisions</b>	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
		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	
		<u>求本公司按公平價格收買其持有股份之權利,不受</u> <u>本條規定之限制或禁止。</u>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
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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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.	(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, exercise due care and skill and act in the best interest of the Company in conducting the business operation of the Company including matters in connection with Spin-off, Consolidation, Merger, or acquisition 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	為配合 2020 年 8 8 8 8 8 8 9 9 8 8 8 8 9 9 8 9 8 9 9 8 9

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		明可證者,免其責任。	
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.	為日 2020年 1 8 日 8 日 8 日 8 日 8 日 8 日 8 日 8 2 1 条 4 接 查 8 2 1 条 4 条 4 条 5 年 6 年 7 年 7 年 7 年 7 年 7 年 7 年 7 年 7 年 7
		换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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		供意見。  (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.	الما كالمنازي
		(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	

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		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	

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	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	

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	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 1 月 8 日股 東權益表 項第 91 條規 定。

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		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.	予調整條文用

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	(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 第2019 年之修 訂,增訂第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

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	form, the public tender offer prospectus, and relevant documents, the Company shall make a public announcement of the following:	form, the public tender offer prospectus, and relevant documents, the Company shall make a public announcement of the following:	辦法之規定, 修 訂 第 109
	(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:	(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:	條。
	(a) the types, number and amount of the Shares held by the Directors and <u>the</u> Member <u>s</u> holding more than ten percent (10%) of the total issued and outstanding Shares;	(a) the types, number and amount of the Shares held by the Directors and <u>any</u> Member holding more than ten percent (10%) of the total issued and outstanding 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 <b>an explanation</b> of <b>the</b> 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 <u>offeror</u> 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,並説 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,

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。

票過戶日前公告受理股東之提案、書

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。
過之要領及表決結果 (包含統計之權	經過之要領及其結果記載之,在本	
數)記載之,有選舉董事時,應揭露	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 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
		1.昇達科技(股)公司董事長
	UMT HOLDINGS	2.UMT Holdings (Samoa) Ltd.董事
女士	(SAMOA)	3.正通科技(股)公司董事
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
		4.昆山昆升達通信設備有限公司董事及代表人
女士	ロモギ	5.台昕達通信設備(蘇州)有限公司董事及代表人
董事	吳東義	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
女士	CP 14 Km	1.宇智網通(股)公司獨立董事
董事	邱健智	2.智辰財務諮詢有限公司負責人
		1.英屬維京群島商天材創新材料科技(股)公司台灣
		分公司資深副總經理
		2.TPK America, LLC 經理人
獨立董事	吳文瑜	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