股 票 代 碼
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芮 特 科 技 股 份 有 限 公 司

Radiation Technology, Inc.

2023年股東常會

議　事　手　冊

日期：2023年6月20日（星期二）

地點：基隆市七堵區工建路1號（本公司）

召開方式：實體股東會

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壹、開會程序

芮特科技股份有限公司

2023年股東常會開會程序

一、 宣布開會

二、 主席致詞

三、 報告事項

四、 承認事項

五、 討論事項

六、 選舉事項

七、 其他議案

八、 臨時動議

九、 散會

貳、開會議程

芮 特 科 技 股 份 有 限 公 司

2023年股東常會議程

時間：2023年6月20日(星期二)上午九時正

地點：基隆市七堵區工建路1號（本公司）

股東會召開方式：實體股東會

一、宣佈開會

二、主席致詞

三、報告事項

第一案：2022年度營業報告。

第二案：審計委員會審查2022年度決算表冊報告。

第三案：2022年度員工酬勞及董事酬勞分配情形報告。

第四案：2022年度盈餘分派現金股利情形報告。

第五案：修訂「董事會議事規範」部分條文報告。

四、承認事項

第一案：承認2022年度營業報告書及決算表冊案。

第二案：承認2022年度盈餘分配案。

五、討論事項

討論修訂「公司章程」部分條文案。

六、選舉事項

改選董事八席(含獨立董事四席)案。

七、其他議案

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：2022年度營業報告，報請　公鑒。
說　明：本公司2022年度營業報告書，請參閱本手冊第8至10頁，附件一。

第二案：審計委員會審查2022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。

第三案：2022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2022年度員工酬勞與董事酬勞，業經2023年3月28日董事會決議通過。
2、員工酬勞新台幣6,421,195(人民幣1,447,928.50元)與董事酬勞新台幣4,177,161元(人民幣941,916.60元)，以2022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。

第四案：2022年度盈餘分派現金股利情形報告，報請　公鑑。
說　明：

1、本案係依據公司章程第100條規定，授權經董事會以特別決議將應分派股息及紅利之全部或一部以發放現金之方式為之，並報告股東會。
2、擬配發現金股利每股新台幣3.5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105,053,837元。
3、本案業經董事會決議通過並授權董事長訂定配息基準日、發放日及其他相關事宜；嗣後如因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，擬授權董事長全權處理之。

第五案：修訂「董事會議事規範」部分條文報告，報請　公鑑。
說　明：依據中華民國111年8月9日之證櫃監字第1110064012號函令，修正本公司「董事會議事規範」部分條文，請參閱本手冊第12頁，附件三。

二、承認事項

第一案：董事會提

案　由：2022年度營業報告書及決算表冊案，敬請　承認。

說　明：

1、2022年度營業報告書及合併財務報表已編製完竣，業經2023年3月28日董事會決議通過，並經勤業眾信聯合會計師事務所黃秀椿、莊碧玉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14至23頁，附件一及附件四。

決　議：

第二案：董事會提

案　由：2022年度盈餘分配案，敬請　承認。

說　明：

1、本公司2022年度稅後純益為人民幣28,435,598.23元，依本公司章程規定，本年度迴轉特別盈餘公積人民幣2,177,710.64元，餘依公司章程規定分配之。2022年度盈餘分配表，請參閱本手冊第24頁，附件五。

2、111年度盈餘分配案，按本公司112年3月1日流通在外普通股股數計算，每股擬配發現金股利新台幣3.5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105,053,837元。

3、本案經董事會決議通過並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，擬授權董事長全權處理之。

5、提請　承認。

決　議：

三、討論事項

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、配合相關法令修訂與公司實務運作，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25至32頁，附件六。

3、提請　討論。

決　議：

四、選舉事項

董事會提

案　由：改選董事八席(含獨立董事四席)案。

說　明：

1、本公司第三屆董事任期已於112年6月17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112年6月20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，本次擬選舉董事八席(含獨立董事四席)，採候選人提名制選舉方式。

3、第四屆新任董事任期自當選日起生效，自112年6月20日起至115年6月19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、董事八席(含獨立董事四席)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33頁，附件七。

選舉結果：

五、其他議案

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、第四屆董事（含獨立董事）候選人兼任他公司職務，請參閱本手冊第34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

2022 年度營業報告書

回顧過去一年，雖因疫情管控影響到部分生產安排，但在經營團隊與全體同仁的共同努力之下，整體營運表現仍舊穩定。芮特公司將持續在生產效率提升與成本管控上不斷優化，且積極投入研發資源與拓展物聯網應用商機。展望未來，無線通訊領域仍將重回蓬勃發展的軌道上，因此預期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 2022 年度合併營收 677,801 仟元，較 2021 年度 814,632 仟元，減少 17% 。合併營業淨利及稅後純益分別為 97,625 仟元及 126,105 仟元，較 2021 年度 114,430 仟元及 93,104 仟元，分別減少 16,805 仟元及增加 33,001 仟元，2022 年度每股盈餘為新台幣 4.20 元。2022 年度因集團組織架構調整，營業收入所包含的營運主體有所不同，以及疫情管控影響等原因，致營業收入較前一年度減少，但目前世界各國均已鬆綁防疫限制，生產步調回復正常，整體營運狀況在未來無線通訊產業的應用與需求提升下，未來展望持續增長。

（二）預算執行情形

本公司 2022 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	%
營業收入	677,801	100
營業成本	500,548	74
營業毛利	177,253	26
營業費用	79,628	11
營業淨利	97,625	15
稅前純益	158,037	24
稅後純益	126,105	19

（三）財務收支及獲利能力分析

分析項目			2022 年度	2021 年度
財務結構	負債占資產比率		20.05	30.60
	長期資金占固定資產比率		823.89	678.31
償債能力	流動比率		515.92	313.96
	速動比率		457.33	265.13
	利息保障倍數(倍)		不適用	300.82
獲利能力	資產報酬率		14.10	9.87
	股東權益報酬率		18.94	14.26
	占實收資本比率	營業利益	32.52	38.12
		稅前純益	52.65	40.15
	純益率		18.60	11.43
	基本每股盈餘(元)		4.20	3.10

（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 世代蓬勃發展，以及未來 6G 世代的來臨，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並廣泛布局，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 2022 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	2022 年度	2021 年度
研究發展費用	25,416	31,286
營業收入	677,801	814,632
比率（%）	3.75%	3.84

二、2023 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，持續增加研發測試設備的投入,除提升既有研發能量外,持續在產品設計、材料及製程上增加競爭力，強化具優勢的產品核心價值，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，隨著 5G 技術應用發展已進入商用化階段，物聯網、智慧監控技術在無人農業/工業、公共安全及自動駕駛等新興應用與

起，後續市場端對天線模組與射頻元件等無線網路元件需求殷切，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、整合生產資源，提升整體效率

在過去一年，本公司持續提升製程良率與生產效率外，也將整合供應商資源，並視情況靈活擴充配置產能，提升整體營運效率；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111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112年股東常會

審計委員會召集人：吳文瑜 吳文瑜

中　華　民　國　1　1　2　年　3　月　2　8　日

附件三

芮特科技股份有限公司

董事會議事規範修正前後條文對照表

修訂後條文	現行條文	說明
第三條： 本公司董事會每季召集乙次，召集時應載明事由，於七日前通知各董事，但遇有緊急情事時，得不經書面通知隨時召集之。 前項召集之通知，經相對人同意者，得以電子方式為之。 第七條第一項各款之事項，應在召集事由中列舉，不得以臨時動議提出。	第三條： 本公司董事會每季召集乙次，召集時應載明事由，於七日前通知各董事，但遇有緊急情事時，得不經書面通知隨時召集之。 前項召集之通知，經相對人同意者，得以電子方式為之。 第七條第一項各款之事項，~~除有突發緊急情事或正當理由外，~~應在召集事由中列舉，不得以臨時動議提出。	配合公開發行公司董事會議事辦法第三條修正調整文字。
第七條： 公司對於下列事項應提董事會討論： 一、公司之營運計畫。 二、年度財務報告及須經會計師查核簽證之第二季財務報告。 三、依本法第十四條之一規定訂定或修正內部控制制度，及內部控制制度有效性之考核。 四、依本法第三十六條之一規定訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。 五、募集、發行或私募具有股權性質之有價證券。 六、董事會未設常務董事者，董事長之選任或解任。 七、財務、會計或內部稽核主管之任免。 八、對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救助之公益性質捐贈，得提下次董事會追認。 九、依本法第十四條之三、其他依法令或章程規定應由股東會決	第七條： 公司對於下列事項應提董事會討論： 一、公司之營運計畫。 二、年度財務報告及須經會計師查核簽證之第二季財務報告。 三、依本法第十四條之一規定訂定或修正內部控制制度，及內部控制制度有效性之考核。 四、依本法第三十六條之一規定訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。 五、募集、發行或私募具有股權性質之有價證券。 六、財務、會計或內部稽核主管之任免。 七、對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救助之公益性質捐贈，得提下次董事會追認。 八、依本法第十四條之三、其他依法令或章程規定應由股東會決議或董事會決議之事項或主管機關規定之重大事項。	配合公開發行公司董事會議事辦法第七條修正增訂第六項董事長之選任或退任。

修訂後條文	現行條文	說明
議或董事會決議之事項或主管機關規定之重大事項。 前項第七款所稱關係人指證券發行人財務報告編製準則所規範之關係人；所稱對非關係人之重大捐贈，指每筆捐贈金額或一年內累積對同一對象捐贈金額達新臺幣一億元以上，或達最近年度經會計師簽證之財務報告營業收入淨額百分之一或實收資本額百分之五以上者。 前項所稱一年內係以本次董事會召開日期為基準，往前追溯推算一年，已提董事會決議通過部分免再計入。 公司設有獨立董事者，應有至少一席獨立董事親自出席董事會；對於第一項應提董事會決議事項，應有全體獨立董事出席董事會，獨立董事如無法親自出席，應委由其他獨立董事代理出席。獨立董事如有反對或保留意見，應於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。	前項第七款所稱關係人指證券發行人財務報告編製準則所規範之關係人；所稱對非關係人之重大捐贈，指每筆捐贈金額或一年內累積對同一對象捐贈金額達新臺幣一億元以上，或達最近年度經會計師簽證之財務報告營業收入淨額百分之一或實收資本額百分之五以上者。 前項所稱一年內係以本次董事會召開日期為基準，往前追溯推算一年，已提董事會決議通過部分免再計入。 公司設有獨立董事者，應有至少一席獨立董事親自出席董事會；對於第一項應提董事會決議事項，應有全體獨立董事出席董事會，獨立董事如無法親自出席，應委由其他獨立董事代理出席。獨立董事如有反對或保留意見，應於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。	

附件四

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 111 年及 110 年 12 月 31 日之合併資產負債表，暨民國 111 年及 110 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 111 年及 110 年 12 月 31 日之合併財務狀況，暨民國 111 年及 110 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及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 111 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 111 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 111 年度之特定客戶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 111 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、二六及三十。

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：

1. 瞭解及抽樣測試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。
2. 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入帳及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，並發函確認年底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。

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

1. 辨認並評估合併財務報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。
2. 對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對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。
5. 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111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。

勤業眾信聯合會計師事務所

會計師 黃秀椿　　會計師 莊碧玉

黃秀椿　　莊碧玉

證券暨期貨管理委員會核准文號
台財證六字第0920123784號

金融監督管理委員會核准文號
金管證審字第1070323246號

中華民國 112 年 3 月 28 日

芮特科技股份有限公司

（Radiation Technology, Inc.）及子公司

合併資產負債表

民國 111 年及 110 年 12 月 31 日

單位：新台幣仟元

代碼	資產	111年12月31日 金額	%	110年12月31日 金額	%
	流動資產				
1100	現金及約當現金（附註四及六）	$ 465,013	54	$ 211,794	23
1136	按攤銷後成本衡量之金融資產－流動（附註四、七及二七）	92,990	11	271,694	29
1150	應收票據（附註四及八）	1,543	-	434	-
1170	應收帳款（附註四及八）	84,277	10	140,750	15
1180	應收帳款－關係人（附註四、八及二六）	28,583	3	68,103	7
1200	其他應收款（附註四及八）	1,058	-	1,063	-
1210	其他應收款－關係人（附註四、八及二六）	589	-	269	-
130X	存貨（附註四及九）	82,520	10	117,179	13
1410	預付款項（附註二六）	3,957	1	10,826	1
1470	其他流動資產（附註十四）	992	-	777	-
11XX	流動資產總計	761,522	89	822,889	88
	非流動資產				
1600	不動產、廠房及設備（附註四及十一）	86,222	10	98,567	11
1755	使用權資產（附註四及十二）	5,515	1	5,665	1
1821	無形資產（附註四及十三）	177	-	223	-
1840	遞延所得稅資產（附註四及二十）	3,386	-	2,690	-
1990	其他非流動資產（附註十四）	1,158	-	651	-
15XX	非流動資產總計	96,458	11	107,796	12
1XXX	資產總計	$ 857,980	100	$ 930,685	100
代碼	負債及權益				
	流動負債				
2170	應付帳款（附註十五）	$ 61,500	7	$ 177,831	19
2180	應付帳款－關係人（附註十五及二六）	681	-	852	-
2200	其他應付款（附註十六）	68,665	8	73,332	8
2220	其他應付款－關係人（附註十六及二六）	-	-	70	-
2230	本期所得稅負債（附註四及二十）	8,559	1	6,362	1
2280	租賃負債－流動（附四及十二）	-	-	43	-
2399	其他流動負債（附註十六）	8,200	1	3,606	-
21XX	流動負債總計	147,605	17	262,096	28
	非流動負債				
2570	遞延所得稅負債（附註四及二十）	24,439	3	22,665	3
2XXX	負債總計	172,044	20	284,761	31
	權益（附註四、十八、二二及二三）				
	股本				
3110	普通股股本	300,154	35	300,154	32
3200	資本公積	204,275	24	203,913	22
	保留盈餘				
3320	特別盈餘公積	78,158	9	68,264	8
3350	未分配盈餘	171,913	20	151,751	16
3300	保留盈餘總計	250,071	29	220,015	24
3410	國外營運機構財務報表換算之兌換差額	(68,564)	(8)	(78,158)	(9)
3XXX	權益總計	685,936	80	645,924	69
	負債與權益總計	$ 857,980	100	$ 930,685	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

芮特科技股份有限公司

（Radiation Technology, Inc.）及子公司

合併綜合損益表

民國 111 年及 110 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟每股盈餘為元

代碼		111年度 金額	111年度 %	110年度 金額	110年度 %
	營業收入（附註四、二六及三十）				
4100	銷貨收入	$ 673,005	99	$ 813,693	100
4800	其他營業收入	4,796	1	939	-
4000	營業收入合計	677,801	100	814,632	100
	營業成本（附註四、九、十七、十九及二六）				
5110	銷貨成本	500,548	74	597,188	73
5950	營業毛利	177,253	26	217,444	27
	營業費用（附註八、十七、十九及二六）				
6100	推銷費用	7,701	1	21,661	3
6200	管理費用	45,328	6	49,559	6
6300	研究發展費用	25,416	4	31,286	4
6450	預期信用減損損失	1,183	-	508	-
6000	營業費用合計	79,628	11	103,014	13
6900	營業淨利	97,625	15	114,430	14
	營業外收入及支出（附註四、十九及二六）				
7100	利息收入	6,272	1	3,213	1
7190	其他收入	4,504	1	11,185	1
7020	其他利益及損失	49,636	7	(7,900)	(1)
7050	財務成本	-	-	(402)	-
7000	營業外收入及支出合計	60,412	9	6,096	1

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代 碼		111年度 金 額	%	110年度 金 額	%
7900	繼續營業單位稅前淨利	$ 158,037	24	$ 120,526	15
7950	所得稅費用（附註四及二十）	31,932	5	27,422	3
8200	本年度淨利	126,105	19	93,104	12
	其他綜合損益（附註四及十八）				
8310	不重分類至損益之項目：				
8341	換算表達貨幣之兌換差額	16,619	2	(6,279)	(1)
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差額	(7,025)	(1)	989	-
8300	本年度其他綜合損益（稅後淨額）合計	9,594	1	(5,290)	(1)
8500	本年度綜合損益總額	$ 135,699	20	$ 87,814	11
	淨利歸屬於：				
8610	本公司業主	$ 126,105	19	$ 93,104	12
8620	非控制權益	-	-	-	-
8600		$ 126,105	19	$ 93,104	12
	綜合損益總額歸屬於：				
8710	本公司業主	$ 135,699	20	$ 87,814	11
8720	非控制權益	-	-	-	-
8700		$ 135,699	20	$ 87,814	11
	每股盈餘（附註二一）				
9710	基 本	$ 4.20		$ 3.10	
9810	稀 釋	$ 4.18		$ 3.09	

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

芮特科技股份有限公司
（Radiation Technology, Inc.）及子公司
合併權益變動表
民國 111 年及 110 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

		歸屬於本公司業主之權益											
		股本（附註四及十八）		資本公積（附註十八、二二及二三）			保留盈餘（附註四及十八）			國外營運機構財務報表換算之兌換差額（附註四、十八及二三）		非控制權益（附註四及二五）	
代碼		股數（仟股）	金額	股票發行溢價	員工認股權	合計	特別盈餘公積	未分配盈餘	合計		總計		權益總額
A1	110 年 1 月 1 日餘額	30,015	$ 300,154	$ 241,430	$ -	$ 241,430	$ 73,448	$ 113,494	$ 186,942	($ 68,264)	$ 660,262	$ 41	$ 660,303
	109 年度盈餘指撥及分配												
B3	迴轉特別盈餘公積	-	-	-	-	-	(5,184)	5,184	-	-	-	-	-
B5	本公司股東現金股利	-	-	-	-	-	-	(60,031)	(60,031)	-	(60,031)	-	(60,031)
C15	資本公積配發現金股利	-	-	(45,023)	-	(45,023)	-	-	-	-	(45,023)	-	(45,023)
D1	110 年度淨利	-	-	-	-	-	-	93,104	93,104	-	93,104	-	93,104
D3	110 年度淨利稅後其他綜合損益	-	-	-	-	-	-	-	-	(5,290)	(5,290)	-	(5,290)
D5	110 年度淨利綜合損益總額	-	-	-	-	-	-	93,104	93,104	(5,290)	87,814	-	87,814
M3	組織重整下之處分子公司	-	-	7,263	-	7,263	-	-	-	(4,604)	2,659	(41)	2,618
T1	認列員工認股權酬勞成本	-	-	-	243	243	-	-	-	-	243	-	243
Z1	110 年 12 月 31 日餘額	30,015	300,154	203,670	243	203,913	68,264	151,751	220,015	(78,158)	645,924	-	645,924
	110 年度盈餘指撥及分配												
B3	提列特別盈餘公積	-	-	-	-	-	9,894	(9,894)	-	-	-	-	-
B5	本公司股東現金股利	-	-	-	-	-	-	(96,049)	(96,049)	-	(96,049)	-	(96,049)
D1	111 年度淨利	-	-	-	-	-	-	126,105	126,105	-	126,105	-	126,105
D3	111 年度稅後其他綜合損益	-	-	-	-	-	-	-	-	9,594	9,594	-	9,594
D5	111 年度綜合損益總額	-	-	-	-	-	-	126,105	126,105	9,594	135,699	-	135,699
T1	認列員工認股權酬勞成本	-	-	-	362	362	-	-	-	-	362	-	362
Z1	111 年 12 月 31 日餘額	30,015	$ 300,154	$ 203,670	$ 605	$ 204,275	$ 78,158	$ 171,913	$ 250,071	($ 68,564)	$ 685,936	$ -	$ 685,936

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

芮特科技股份有限公司

（Radiation Technology, Inc.）及子公司

合併現金流量表

民國 111 年及 110 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代　碼		111年度	110年度
	營業活動之現金流量		
A10000	本年度稅前淨利	$ 158,037	$ 120,526
A20010	收益費損項目		
A20100	折舊費用	15,630	17,140
A20200	攤銷費用	74	892
A20300	預期信用減損提列損失	1,183	508
A20900	財務成本	-	402
A21200	利息收入	(6,272)	(3,213)
A21900	員工認股權酬勞成本	362	243
A22500	處分不動產、廠房及設備損失	188	561
A23700	提列（迴轉）備抵存貨跌價及呆滯損失	2,874	(59)
A24100	未實現外幣兌換淨利益	3,113	14
A30000	營業資產及負債之淨變動數		
A31130	應收票據	(1,109)	2,464
A31150	應收帳款	53,589	(35,002)
A31160	應收帳款－關係人	37,917	(22,847)
A31180	其他應收款	32	48
A31190	其他應收款－關係人	(330)	(7)
A31200	存　　貨	31,580	(47,801)
A31230	預付款項	6,869	(6,896)
A31240	其他流動資產	(215)	960
A32130	應付票據	-	(35)
A32150	應付帳款	(116,179)	74,227
A32160	應付帳款－關係人	748	244
A32180	其他應付款	(2,983)	5,026
A32190	其他應付款－關係人	(70)	(2,872)
A32230	其他流動負債	4,640	(35)
A32240	淨確定福利負債	-	(64)
A33000	營運產生之現金	189,678	104,424
A33100	收取之利息	6,284	2,735

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代　碼		111年度	110年度
A33300	支付之利息	$ -	($ 401)
A33500	支付之所得稅	(28,643)	(12,773)
AAAA	營業活動之淨現金流入	167,319	93,985
	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	(309,085)	(383,890)
B00050	處分按攤銷後成本衡量之金融資產	504,632	180,107
B02300	處分子公司之淨現金流入（附註二三）	-	224,704
B02700	取得不動產、廠房及設備	(3,277)	(4,190)
B02800	處分不動產、廠房及設備價款	-	196
B03800	存出保證金減少	100	730
B04500	購置無形資產	(24)	(247)
B07100	預付設備款增加	(1,570)	(3,876)
BBBB	投資活動之淨現金流入	190,776	13,534
	籌資活動之現金流量		
C00100	短期借款增加	-	145,333
C00200	短期借款減少	-	(207,657)
C04020	租賃負債本金償還	(43)	(113)
C04500	發放現金股利	(96,049)	(105,054)
CCCC	籌資活動之淨現金流出	(96,092)	(167,491)
DDDD	匯率變動對現金及約當現金之影響	(8,784)	487
EEEE	現金及約當現金淨增加（減少）	253,219	(59,485)
E00100	年初現金及約當現金餘額	211,794	271,279
E00200	年底現金及約當現金餘額	$ 465,013	$ 211,794

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

附件五

芮特科技股份有限公司

2022 年度盈餘分配表

金額：人民幣元

期初餘額	7,718,792.96
加：本年度稅後淨利	28,435,598.23
加：迴轉特別盈餘公積	2,177,710.64
本年度可供分配盈餘	38,332,101.83
分配項目：	
現金股利(每股配發新台幣 3.5 元）(註 1 及 2）	23,768,911.94
期末未分配盈餘	14,563,189.89

附註：

註 1：2022 年度盈餘分配案，按本公司 2023 年 3 月 1 日流通在外普通股股數計算，每股擬配發現金股利新台幣 3.5 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 105,053,837 元。以董事會前一營業日 112 年 3 月 27 日之台灣銀行買入賣出人民幣即期外匯收盤價之平均數新台幣 4.4198 兌換 1 人民幣，設算配發之現金股利人民幣金額。

註 2：本次現金股利依本公司 112 年 3 月 1 日流通在外股數 30,015,382 股計算，嗣後如因配息基準日之流通在外股數變動，致配息率發生變動時，擬授權董事長全權處理之。

董事長：陳淑敏　　經理人：吳東義　　會計主管：劉若涵

附件六

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. **條次**	**Current Provisions** **現行條文**	**Proposed Amendments** **修正條文草案**	**Explanations** **修正理由**
第 31 條	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. 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。	During the Relevant Period, all general meetings **to be held in physical locations** 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. 於掛牌期間，本公司**召開實體**股東會均應於中華民國境內**為之**。於非掛牌期間，董事會得於其認為適當之地點召集股東會。	為配合財團法人中華民國證券櫃檯買賣中心（下稱「櫃買中心」）於2022年3月15日以證櫃審字第11101004091號公告修正「外國發行人註冊地國股東權益保護事項檢查表」(下稱「2022年股東權益保護事項檢查表」)之要求，修訂第31條之規定。
第 39 條	增訂第 2、3 項。	**(2) When a general meeting is held, a Member may participate in the general meeting through the medium of video conference call or any other form of communications designated and announced by**	為提供股東便利參與股東會之管道，爰參照 2022 年股

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		the competent authority set forth in the Company Act of the R.O.C.; provided that in case of calamities, unforeseen incidents, or force majeure, the competent authority set forth in the Company Act of the R.O.C. may announce and designate that during a prescribed period the Company shall hold a general meeting by means of video conference call or any other form of communications without regard to lack of express provisions in these Articles. A Member participating in this way is deemed to be present in person at the general meeting. **(3) During the Relevant Period, with respect to participation of a general meeting through the medium of video conference call referred to in the preceding Paragraph, the Company shall comply with the conditions, operating procedures and other matters prescribed by the Applicable Listing Rules.** **(2)** 本公司股東會開會時，得以視訊會議或其他經中華民國公司法主管機關公告指定之方式為之。但因天災、事變或其他不可抗力情事，中華民國公司法主管機關得公告公司於一定期間內，得不經章程訂明，以視訊會議或其公告之方式開會。股東以本項規定之方式參與股東會者，視為親自出席股東會。 **(3)** 於掛牌期間，前項有關本公司股東會以視訊會議為之，其條件、作業程序及其他應遵行事項，應遵循上市（櫃）規範之規定。	東權益保護事項檢查表之內容，增訂第 39 條第 2、3 項，訂明得以視訊會議或其他經中華民國公司法主管機關公告指定之方式召開股東會，原第 39 條本文則配合調整項次為第 39 條第 1 項。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 48 條	(3) Without prejudice to the Law, **<u>in the event the Company and</u>** a Member **<u>making a</u>** 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 Company shall, within thirty (30) days after such sixty (60) days period, file a petition against all Members who fail to reach such an agreement (collectively, the "Dissenting Members") with the R.O.C. Courts for a ruling on the appraisal price, and may designate Taiwan Taipei District Court of the R.O.C. as the court of first instance. (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<u>之</u>股東<u>，</u>與本公司在股東會決議日起六十日內未達成協議者，本公司應於此期間經過後三十日內，以全體未達成協議之股東為相對人，向中華民國法院聲請為價格之裁定，並得以臺灣臺北地方法院為第一審管轄法院。	(3) Without prejudice to the Law, a Member **<u>who votes against or waives his voting right at the meeting may</u>** request **<u>the Company to repurchase all of his Shares</u>** pursuant to Paragraphs (2) of this Article**<u>. In the event the Company and such Member</u>** fail to reach an agreement on the purchase price within sixty (60) days following the date of the resolution, the Company shall, within thirty (30) days after such sixty (60) days period, file a petition against all Members who fail to reach such an agreement (collectively, the "Dissenting Members") with the R.O.C. Courts for a ruling on the appraisal price, and may designate Taiwan Taipei District Court of the R.O.C. as the court of first instance. **<u>Any and all votes waived by a Member referred to in this Paragraph shall not be counted toward the number of votes represented by the Members present at a general meeting.</u>** (3) 在不違反開曼法令規定之情形下，**<u>於股東會投票反對或放棄表決權之股東，得</u>**依本條第 2 項行使股份收買請求權**<u>，如</u>**股東與本公司在股東會決議日起六十日內未達成協議者，本公司應於此期間經過後三十日內，以全體未達成協議之股東為相對人，向中華民國法院聲請為價格之裁定，並得以臺灣臺北地方法院為第一審管轄法院。**<u>本項放棄表決權之股份數，不算入已出席股東之表決權數。</u>**	為配合櫃買中心於 2023 年 1 月 17 日以證櫃審字第 11200504511 號公告修正「外國發行人註冊地國股東權益保護事項檢查表」(下稱「2023 年股東權益保護事項檢查表」)，修訂第 48 條第 3 項之規定。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 77 條	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. Two (2) 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.	<u>(1)</u> 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. Two (2) of the Independent Directors shall have resident status of the R.O.C. (such resident status being registered with local government authorities) <u>**PROVIDED HOWEVER that the number of Independent Directors of the Company shall not be less than four (4) when the Chairman is also the general manager or holds an office equivalent to the general manager or when a spousal relationship or a familial relationship within the first degree of kinship as defined under the Civil Code of Taiwan exists between the Chairman and the general manager of the Company or between the Chairman and an officer equivalent to the general manager of the Company**</u>. <u>(2)</u> 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.	為配合「財團法人中華民國證券櫃檯買賣中心上櫃公司董事會設置及行使職權應遵循事項要點」第 4 條第 2 項之規定，明定董事長與總經理或相當職務者為同一人或互為配偶或一親等親屬者，設置獨立董事人數不得少於四人，並將原第 77 條前、後段內容分別調整為第 77 條第 1 項及第 2 項規定。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	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，其中至少二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。	<u>(1)</u> 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，其中至少二人必須在中華民國設有戶籍。<u>**但本公司董事長與總經理或相當職務者為同一人或互為配偶或依中華民國民法定義之一親等親屬者，本公司獨立董事席次不得少於四席。**</u> <u>(2)</u> 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。	
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. 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	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. <u>**The Company shall specify in the notice of general meeting with descriptions of the essential contents of a Director's personal interest and the reason of approval or disapproval of the resolution in connection with the transaction. The essential contents may be posted on the website designated by the R.O.C. competent**</u>	為配合 2023 年股東權益保護事項檢查表之要求，修訂第 91 條之規定。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	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. 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。	**<u>authorities or the Company, and such website shall be indicated in the above notice.</u>** 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. 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**<u>，本公司並應於股東會召集事由中敘明董事利害關係之重要內容及贊成或反對該交易決議之理由，其內容得置於中華民國證券主管機關或本公司指定之網站，並應將其網址載明於召集通知</u>**。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	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		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 97 條	(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. (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。	(1) During the Relevant Period, subject to the Law, where the Company incurs no loss, it **(a)** 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 to its Members**, or (b) may, by 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, distribute 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 to its Members by cash in proportion to the number of Shares held by them respectively; and in addition thereto a report of such distribution shall be submitted to the general meeting**. (1) 於掛牌期間，本公司無虧損時，除開曼法令另有規定外，**本公司(a)**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，發行新股予股東**；或(b)得由董事會以三分之二以上董事之出席，及出席董事過半數之決議，將資本公積中之股份溢價帳戶或受領贈與之所得全部或一部，按股東原有股份之比**	參照台灣公司法規定，修訂第 97 條第 1 項，明定本公司得經董事會以三分之二以上董事之出席，及出席董事過半數之決議，將資本公積中之股份溢價帳戶或受領贈與之所得全部或一部，按股東持股之比例以現金發放予股東，並報告股東會。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		例支付現金予股東，並報告股東會。	

*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、所援引之英屬開曼群島公司法版本更新、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。

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	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			41,222
董事	吳東義	University of Colorado at Boulder Electrical Engineering, Ph.D.	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	蔣孝彥	奧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	1,063,858
董事	邱健智	DREXEL UNIVERSITY MBA	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 元富證券承銷部協理	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	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 展茂光電(股)公司人資行政處處長	0
獨立董事	陳一平	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	46,990
獨立董事	林必佳	美國加州大學爾灣分校MBA 國立政治大學會計研究所碩士	誠一聯合會計師事務所執業會計師	0

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	UMT HOLDINGS (SAMOA) LIMITED 代表人：陳淑敏	1.昇達科技(股)公司董事長 2.UMT Holdings (Samoa) Ltd.董事 3.正通科技(股)公司董事 4.士誼科技事業(股)公司董事長
董事	吳東義	1.昇達科技(股)公司董事/總經理 2.UMT Holdings (HK) Ltd.董事 3.昆山昆升達通信設備有限公司董事及代表人 4.正通科技(股)公司董事長 5.士誼科技事業(股)公司董事 6. Bridge components (HK) LTD 董事 7.將門科技股份有限公司董事長 8.道達科技股份有限公司董事 9.賦達精密股份有限公司董事長
董事	邱健智	宇智網通(股)公司獨立董事
獨立董事	李一平	奇鈦科技(股)公司獨立董事
獨立董事	林必佳	長佳機電工程股份有限公司獨立董事

肆、附錄

附錄一：

芮特科技股份有限公司

董事會議事規範

中華民國 109 年 11 月 5 日經董事會通過
中華民國 110 年 6 月 23 日經股東會報告

第一條　為建立本公司良好董事會治理制度、健全監督功能及強化管理機能，爰依證券交易法（以下簡稱本法）第二十六條之三第八項規定訂定之。

第二條　本公司董事會之議事規範，除法令或章程另有規定者外，應依本規範之規定辦理。

第三條　本公司董事會每季召集乙次，召集時應載明事由，於七日前通知各董事，但遇有緊急情事時，得不經書面通知隨時召集之。

前項召集之通知，經相對人同意者，得以電子方式為之。

第七條第一項各款之事項，除有突發緊急情事或正當理由外，應在召集事由中列舉，不得以臨時動議提出。

第四條　本公司董事會指定辦理議事事務單位為管理部。議事單位應擬訂董事會議事內容，並提供充分之會議資料，於召集通知時一併寄送。

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

第五條　董事會之召開，應於本公司所在地及辦公時間內為之。但為業務需要，得於其他便利董事出席且適合董事會召開之地點及時間為之。

第六條　定期性董事會之議事內容，至少包括下列事項：

一、報告事項：

（一）上次會議紀錄及執行情形。

（二）重要財務業務報告。

（三）內部稽核業務報告。

（四）其他重要報告事項。

二、討論事項：

（一）上次會議保留之討論事項。

（二）本次會議討論事項。

三、臨時動議。

第七條　公司對於下列事項應提董事會討論：

一、公司之營運計畫。

二、年度財務報告及須經會計師查核簽證之第二季財務報告。

三、依本法第十四條之一規定訂定或修正內部控制制度，及內部控制制度有效性之考核。

四、依本法第三十六條之一規定訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。

五、募集、發行或私募具有股權性質之有價證券。

六、財務、會計或內部稽核主管之任免。
七、對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救助之公益性質捐贈，得提下次董事會追認。
八、依本法第十四條之三、其他依法令或章程規定應由股東會決議或董事會決議之事項或主管機關規定之重大事項。

前項第七款所稱關係人，指證券發行人財務報告編製準則所規範之關係人；所稱對非關係人之重大捐贈，指每筆捐贈金額或一年內累積對同一對象捐贈金額達新臺幣一億元以上，或達最近年度經會計師簽證之財務報告營業收入淨額百分之一或實收資本額百分之五以上者。

前項所稱一年內，係以本次董事會召開日期為基準，往前追溯推算一年，已提董事會決議通過部分免再計入。

公司設有獨立董事者，應有至少一席獨立董事親自出席董事會；對於第一項應提董事會決議事項，應有全體獨立董事出席董事會，獨立董事如無法親自出席，應委由其他獨立董事代理出席。獨立董事如有反對或保留意見，應於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

第八條　本公司除前條第一項應提董事會討論事項外，董事會依法令或公司章程規定，授權董事長行使董事會職權之內容或事項如下：
一、召集董事會並執行其決議。
二、營運計劃之擬定。
三、與營業相關之章則及契約之審定。
四、與營業相關之財產購置及處份之核定。
五、與營業相關之人員調動及各部門員額之核定。
六、預算決算及營業報告書等草案之編審。
七、資本增減、盈餘分配或虧損彌補草案之研擬。

第九條　召開董事會時，應設簽名簿供出席董事簽到，並供查考。

董事應親自出席董事會，如不能親自出席，得依公司章程規定委託其他董事代理出席；如以視訊參與會議者，視為親自出席，但應傳真或電子方式提供簽到卡以代簽到。

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

第二項代理人，以受一人之委託為限。

第十條　本公司董事會由董事長召集者，由董事長擔任主席。但每屆第一次董事會，由股東會所得選票代表選舉權最多之董事召集，會議主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

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

董事長請假或因故不能行使職權時，由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。

第十一條　董事會召開時，管理部應備妥相關資料供與會董事隨時查考。

董事會進行中，得視議案內容通知相關部門或子公司之人員列席會議，報告目前公司業務概況及答覆董事提問事項，以協助董事瞭解公司現況，作出適當決議。另亦得邀請會計師、律師或其他專業人士列席會議

及說明，提供專家意見以供董事會參考。但討論及表決時應離席。

第十二條　董事會之主席於已屆開會時間並有過半數之董事出席時，應即宣布開會。但未有過半數之董事出席時，主席得宣布延後開會，其延後次數以二次為限，延後二次仍不足額者，主席得依第三條第二項規定之程序重行召集，始得再行集會。

前項及第十七條第二項第二款所稱全體董事，以實際在任者計算之。

第十三條　本公司董事會應依會議通知所排定之議事程序進行，但經出席董事過半數同意者，得變更之。

非經出席董事過半數同意者，主席不得逕行宣布散會。

會議進行中，主席得酌定時間宣布休息或協商。

董事會議事進行中，若在席董事未達出席董事過半數者，經在席董事提議，主席應宣布暫停開會，並準用前條第一項規定。

第十四條　主席對於議案之討論，認為已達可付表決之程度時，得宣布停止討論，提付表決。

議案表決時，經主席徵詢出席董事全體無異議者，視為通過。如經主席徵詢而有異議者，即應提付表決。

表決方式由主席就下列各款規定擇一行之，但出席董事有異議時，應徵求多數之意見決定之：

一、舉手表決或投票器表決。

二、唱名表決。

三、投票表決。

四、公司自行選用之表決。

議案之表決如有設置監票及計票人員之必要者，由主席指定之，但監票人員應具董事身分。

表決之結果，應當場報告，並做成紀錄。

本條所稱出席董事不包括依第十六條所規定不得行使表決權之董事。

第十五條　議案之表決，除公司法及本公司章程另有規定外，以出席董事過半數之同意通過之。

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

第十六條　董事對於會議事項，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，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。如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。

本公司董事會之決議，對依前項規定不得行使表決權之董事，依公司法第二百零六條第四項準用第一百八十條第二項規定辦理。

第十七條　董事會之議事，應作成議事錄，議事錄應詳實記載下列事項：

一、會議屆次(或年次)及時間地點。

二、主席之姓名。

三、董事出席狀況，包括出席、請假及缺席者之姓名與人數。

四、列席者之姓名及職稱。

五、紀錄之姓名。

六、報告事項。

七、討論事項：各議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內

容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見且有紀錄或書面聲明及獨立董事依第七條第五項規定出具之書面意見。

八、臨時動議：提案人姓名、議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形及反對或保留意見且有紀錄或書面聲明。

九、其他應記載事項。

董事會之議決事項，如（一）獨立董事有反對或保留意見且有紀錄或書面聲明，或（二）未經本公司審計委員會通過之事項，而經全體董事三分之二以上同意通過者，除應於議事錄載明外，並應於董事會之日起二日內於主管機關指定之資訊申報網站辦理公告申報。

董事會簽到簿為議事錄之一部分，應於公司存續期間妥善保存。

議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送各董事，並應列入公司重要檔案，於公司存續期間妥善保存。

第一項議事錄之製作及分發，得以電子方式為之。

第十八條　董事會之開會過程，應全程錄音或錄影存證，並至少保存五年，其保存得以電子方式為之。

前項保存期限未屆滿前，發生關於董事會相關議決事項之訴訟時，相關錄音或錄影存證資料應續予保存至訴訟終結止。

以視訊會議召開者，其視訊影音資料為議事錄之一部分，應於公司存續期間妥善保存。

第十九條　本議事規範經董事會決議通過後實施，修正時亦同。

第二十條　本議事規範自中華民國一Ｏ九年十一月五日施行。

附錄二：

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（2022 年修訂版）所設立

Radiation Technology, Inc.
芮特科技股份有限公司
第七次修訂組織備忘錄及章程

（中譯文）

（於 2022 年 6 月 14 日經股東會特別決議通過）

依英屬開曼群島公司法（2022 年修訂版）所設立

Radiation Technology, Inc.
芮特科技股份有限公司
第七次修訂組織備忘錄

（於 2022 年 6 月 14 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）。

2. 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（2022 年修訂版）第 7 條第 4 項之規定，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（2022 年修訂版）第 27 條第 2 項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（2022 年修訂版）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（2022 年修訂版）成立之股份有限公司

Radiation Technology, Inc.

芮特科技股份有限公司

第七次修訂章程

（於 2022 年 6 月 14 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（2022 年修訂版）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、企業併購法、臺灣地區與大陸地區人民關係條例與其他類似法律、由中華民國主管機關依法制定之規章、規則及條例，以及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）規範或一般公認會計準則認定之資本公積項目；
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興櫃股票市場；
員工	本公司及/或任一控制或從屬公司之員工，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	依據開曼法令及上市（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（2022 年修訂版）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；或 (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；
人	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）；
特別股	依本章程第 4 條之定義；
私募	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；
註冊辦公處	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興櫃市場、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	依本章程及開曼法令設置之本公司股份溢價帳戶；
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；
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；或 (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；
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；
從屬公司	指(a)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；(b)其人事、財務或業務經營受本公司直接或間接控制之公司；(c)其董事與本公司之董事有半數以上相同之公司；或(d)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

3. 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（櫃）規範公告之。

   (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。

(3) 本公司不得發行無記名之股份。

(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。

(5) 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，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. (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；或

(f) 依本章程進行公積轉增資而發行新股予原股東者。

(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。

(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。

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/或控制或從屬公司之員工，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（暨其修訂）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，不得超過買回時本公司已發行股份總數百分之十，且收買股份之總金額，不得逾保留盈餘加計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：

(a) 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；

(b) 庫藏股不得以任何方式質押或設定擔保；

(c) 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

(d) 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董事會定之）。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，或基於有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、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。

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，公司得依據開曼法令及上市（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。

(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、股份轉換或分割；

(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。但本公司於最近會計年度終了當日實收資本額達新台幣 100 億元以上或最近會計年度召開股東常會時股東名簿記載之僑外投資人及大陸地區投資人持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。

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；
        (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) 股份轉換；

(g) 授權由本公司參與之新設合併或吸收合併計劃；

(h) 自願清算；

(i) 私募；

(j) 解除董事競業禁止之義務或許可董事從事競業行為；

(k) 變更公司名稱；

(l) 變更資本幣別；

(m) 增加資本，分為不同股份類別及面額之股份；

(n) 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；

(o) 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；

(p) 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；

(q) 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；

(r) 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；

(s) 依開曼法令規定，指派檢查人檢查公司事務；

(t) 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/或其控制或從屬公司之員工；以及

(u) 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) 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(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) 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) 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日起六十日內未達成協議者，本公司應於此期間經過後三十日內，以全體未達成協議之股東為相對人，向中華民國法院聲請為價格之裁定，並得以臺灣臺北地方法院為第一審管轄法院。

(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) 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（2022 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。

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(i)控制公司或(ii)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。

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，並應於股東會開會五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五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。

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(a)與其持有股份數相應之投票權數，乘以(b)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、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，其中至少二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. (1) 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。

(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，有紀錄或書面聲明可證者，免其責任。

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）。

82.1 (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) 審計委員會進行前項之審議時，應委請獨立專家就換股比例或配發股東之現金或其他財產之合理性提供意見。

(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) 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，對於股東視為已發送。

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：

(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) 曾犯詐欺、背信、侵占罪經宣告有期徒刑一年以上之刑確定，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兩年者；

(c) 曾犯貪污治罪條例之罪，經判決有罪確定，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兩年者；

(d) 受破產之宣告或經法院裁定開始清算程序，尚未復權者；

(e) 使用票據經拒絕往來尚未期滿者；

(f) 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尚未撤銷，或其行為能力依其應適用之法律受有限制者；

(g) 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；

(h) 依第 84 條當選無效或當然解任者；

(i) 以書面向本公司辭職者；

(j) 依本章程規定解任者；或

(k) 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）(a)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(b)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. 除經與櫃市場、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：(a)配偶，或(b)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數較低者，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，得依據上市（櫃）規範以書面隨時召集之。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；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。

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：(a) 繳納該會計年度之應納稅捐；(b) 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，得由董事會以三分之二以上董事之出席，及出席董事過半數之決議，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，並報告股東會。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. (1) 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。

(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。

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:(a)營業報告書、(b)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(c)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、歷居股東會議事錄、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，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) 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) 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) 現任董事或持股超過百分之十之大股東持有公開收購人或其關係企業之股份種類、數量及其金額；以及

(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經普通決議指定之。

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、興櫃市場、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。

本公司註冊辦公處

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起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組織備忘錄或本章程之全部或一部。

– 以下空白 –

Company Number: 290956

THE CAYMAN ISLANDS

THE COMPANIES ACT (2022 REVISION)

SEVENTH 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 18th day of August, 2014

(as adopted by a Special Resolution passed on 14th June 2022)

THE CAYMAN ISLANDS
THE COMPANIES ACT (2022 REVISION)
COMPANY LIMITED BY SHARES

SEVENTH 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 14th June 2022)

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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 Act (2022 Revision).

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 Act (2022 Revision).

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 Act (As Revised) or to carry on insurance business from within the Cayman Islands or the business of an insurance manager, agent, sub-agent or broker without being licensed in that behalf under the Insurance Law (As Revised) or to carry on the business of company management without being licensed in that behalf under the Companies Management Act (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 Act (2022 Revision) 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.

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

SEVENTH 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 14th June 2022)

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 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 Business Mergers And Aequisitions 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 generated and treated as capital reserve pursuant to the Applicable Listing Rules or generally accepted accounting principles;
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 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;
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 holding company or 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 (2020 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;
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;

(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

(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. (as revised), 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;

(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

(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 part of it 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:

(a) words importing the singular number shall include the plural number and vice-versa;

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

(c) 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

(d) "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 in compliance with the Law and the Applicable Listing Rules and subject to receipt of the subscription price from each subsciber, 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.

   (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.

(3) The Company shall not issue bearer Shares.

(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.

(5) 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:

(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

(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. (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 obligation under share subscription warrant or Preferred Shares vested with rights to acquire Shares; or

(f) in connection with issuance of new Shares to the existing Members by capitalisation of the Company's reserves in accordance with these Articles.

(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 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.

(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.

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 holding company or 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. (as revised).

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 Commission, 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.

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 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.

(2) 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 exchange, 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. However, in the event the Company's total paid-in capital as of the close of the most recent financial year reaches NT$10 billion or more, or when the aggregate number of Shares held by the foreign investors and Mainland Chinese investors reached thirty percent (30%) or more as recorded in the Register at the time of holding of the general meeting in the most recent financial year, the Company shall upload the electronic files of the abovementioned manual and relevant materials thirty (30) days prior to the scheduled date of the relevant annual general meeting.

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 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.

(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 and outstanding Shares in the Register upon commencement of the Book Closure Period before the relevant annual general meeting of the Company; or

(c) the proposal contains more than one matter;

(d) the proposal contains more than three hundred (300) words; or

(e) the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals.

(f) enter into any share exchange

(5) If a proposal submitted by Member(s) is intended to urge the Company to promote public interests or fulfil its social responsibilities, the Board may include the proposal notwithstanding that one of the circumstances set forth in the preceding Paragraph.

(6) 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) enter into any share exchange;

(g) authorise a plan of Merger or Consolidation involving the Company;

(h) resolve that the Company be wound up voluntarily;

(i) carry out a Private Placement;

(j) grant a waiver to a Director's non-competition obligation, or approve a Director to engage in activities in competition with the Company;

(k) change its name;

(l) change the currency denomination of its share capital;

(m) 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;

(n) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;

(o) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum;

(p) 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;

(q) subject to these Articles (including without limitation Articles 16 and 17), alter or amend the Memorandum or these Articles, in whole or in part;

(r) 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

(s) appoint an inspector to examine the affairs of the Company under the Law; and

(t) issue new Shares to Employees of the Company and/or its holding company or Subordinate Companies subject to any restrictions and conditions in accordance with Article 12.

(u) 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 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.

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 compliance with the Law, in the event any of the resolutions with respect to the matter(s) as set out in Subparagraph (a), (b) or (c) of Paragraph (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 Subparagraph (b) of Paragraph (1) of Article 46 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 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.

(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 Company shall,

within thirty (30) days after such sixty (60) days period, file a petition against all Members who fail to reach such an agreement (collectively, the "Dissenting Members") with the R.O.C. Courts for a ruling on the appraisal price, and may designate Taiwan Taipei District Court of the R.O.C. as the court of first instance.

(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.

(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.

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 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.

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.

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.

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, 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.

(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. Two (2) 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. (1)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.

(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.

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.

82.1 (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.

(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.

(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.

(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.

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 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;

(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 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 two (2) years;

(c) has been imposed a final sentence due to violation of the Anti-corruption Act, 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 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;

(j) 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), (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 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 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 upon a written notice given in accordance with the Applicable Listing Rules. 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. 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 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: (a) a reserve for payment of tax for the relevant financial year; and (b) an amount to offset losses incurred in previous year(s); and (c) a Statutory Reserve in accordance with the Applicable Listing Rules, 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 or bonuses, 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 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.

(2) During 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 Board may, by 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, 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 to the Members as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles; and in addition thereto a report of such distribution shall be submitted to the general meeting, 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.(1)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.

(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.

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. During the Relevant Period, 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 any 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 the contents of such change, if any;

(d) the types, number and amount of the shares of the tender offeror or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares; 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 31st 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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附錄三：

芮特科技股份有限公司

董事選舉辦法

中華民國 110 年 6 月 23 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。董事會成員組成應考量多元化，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，宜包括但不限於以下二大面向之標準：

一、基本條件與價值：性別、年齡、國籍及文化等。

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

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

一、營運判斷能力。

二、會計及財務分析能力。

三、經營管理能力。

四、危機處理能力。

五、產業知識。

六、國際市場觀。

七、領導能力。

八、決策能力。

董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。

本公司董事會應依據績效評估之結果，考量調整董事會成員組成。

第三條　本公司董事之選舉，均應依照台灣公司法第一百九十二條之一所規定之候選人提名制度程序為之，並載明於本公司章程，股東應就董事候選人名單中選任之。每一股份除法令另有規定外，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。

董事因故解任致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達本公司章程所定席次三分之一者，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。

獨立董事之人數不足台灣證券交易法第十四條之二第一項但書規定者，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。

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，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權較多者，依次分別當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

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。

本公司獨立董事之資格，應符合台灣「公開發行公司獨立董事設置及應遵

循事項辦法」第二條、第三條以及第四條之規定；且本公司獨立董事之選任，應符合台灣「公開發行公司獨立董事設置及應遵循事項辦法」第五條、第六條、第七條、第八條以及第九條之規定，並應依據「上市上櫃公司治理實務守則」第二十四條規定辦理。

持有已發行股份總數百分之一以上股份之股東，得以書面向本公司提出董事候選人名單，提名人數不得超過董事應選名額；董事會提名董事候選人之人數，亦同。

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）　不用董事會或有召集權人規定之選票。

（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。

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。

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。但經股東以股東會之召集程序或其決議方法違反法令或本公司章程為由，提起訴訟訴請法院撤銷決議者，應保存至訴訟終結為止。

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。

附錄四：

芮特科技股份有限公司

股東會議事規則

中華民國 111 年 6 月 14 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，但本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之僑外投資人及大陸地區投資人持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。股東常會開會十五日前，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、解除董事競業禁止之義務或許可董事從事競業行為、依本公司章程進行盈餘轉增資或公積轉增資、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

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

持有已發行股份總數百分之一以上股份之股東，得以書面或電子受理方式向本公司提出股東常會議案，以一項為限，提案超過一項者，均不列入議案。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、書面或電子受理方式、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攜帶身分證明文件，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，並同時公布無表決權數及出席股份數等相關資訊。

惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍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，相關議案（包括臨時動議及原議案修正）均應採逐案票決，會議應依排定之議程進行，非經股東會決議不得變更之。

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

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

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，並安排適足之投票時間。

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，應採行以電子方式並得採行以書面方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。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。及落選董事名單及其獲得之選舉權數。

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

第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、議事經過之要領及表決結果（包含統計之權數）記載之，有選舉董事時，應揭露每位候選人之得票權數。在本公司存續期間，應永久保存。

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。

附錄五：

全體董事持股情形

職　稱	姓　名	停止過戶日：2023 年 4 月 22 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	蔣孝彥	1,063,858
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	46,990
董事合計股數		17,180,826
全體董事法定最低應持有股數		3,601,231

說明：

1 2023年4月22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。