

股票代碼：1589



**永冠集團**  
YEONGGUAN GROUP

**Yeong Guan Energy Technology Group Co., Ltd.**

**永冠能源科技集團有限公司**

**2018年**  
**股東常會議事手冊**

時間：2018年6月5日（星期二）上午九時整

地點：桃園市大園區大觀路777號(桃禧航空城酒店二樓桃園廳)

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## 壹、開會程序

### 永冠能源科技集團有限公司

#### 2018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、會議議程

### 永冠能源科技集團有限公司

### 2018 年股東常會會議議程

開會時間：2018 年 6 月 5 日（星期二）上午九時整

開會地點：桃園市大園區大觀路 777 號(桃禧航空城酒店二樓桃園廳)

#### 一、宣布開會

#### 二、主席致詞

#### 三、報告事項

（一）本公司 2017 年度營業報告。

（二）本公司 2017 年度審計委員會查核報告。

（三）本公司 2017 年度董事酬勞與員工酬勞分配情形報告。

（四）本公司 2017 年度中華民國境內第一次及第二次無擔保轉換公司債發行情形報告。

（五）本公司庫藏股買回執行情形報告。

#### 四、承認事項：

（一）本公司 2017 年度營業報告書及合併財務報表承認案。

（二）本公司 2017 年度盈餘分配承認案。

#### 五、討論事項：

（一）修訂本公司「公司章程」討論案（以特別決議通過）。

#### 六、選舉事項

（一）本公司董事補選案。

#### 七、其他議案

（一）解除新任董事競業禁止討論案（以重度決議通過）。

#### 八、臨時動議

#### 九、散會

## 一、報告事項

### 第一案

案由：本公司 2017 年度營業報告。

說明：謹檢附本公司 2017 年度營業報告書，請參閱議事手冊第 9 頁(附件 1)。

### 第二案

案由：本公司 2017 年度審計委員會查核報告。

說明：1、本公司 2017 年度各項決算表冊報告，業經審計委員會查核完竣。

2、謹檢附本公司 2017 年度審計委員會查核報告書，請參閱議事手冊第 10 頁(附件 2)。

### 第三案

案由：本公司 2017 年度董事酬勞與員工酬勞分配情形報告。

說明：1、依公司章程規定應就公司年度獲利提撥獲利的百分之二(2%)至百分之十五(15%)為員工酬勞，員工酬勞之發放對象包含符合一定條件之從屬公司員工；公司得以上開獲利數額，提撥不多於當年度獲利的百分之三(3%)為董事酬勞。

2、本公司 2017 年度稅前純益為新台幣 270,473,797 元，依法令及章程規定提撥稅前純益之 6.24%即新台幣 18,000,000 元為本公司預計以現金方式發放之員工酬勞。

3、本公司 2017 年度擬不發放董事酬勞。

### 第四案

案由：本公司 2017 年度中華民國境內第一次及第二次無擔保轉換公司債發行情形報告。

說明：1、本公司為償還銀行借款及充實營運資金需求，已於 2014 年 6 月 3 日發行中華民國境內第一次無擔保轉換公司債，該項計畫已經執行完畢。

2、本公司為因應未來營運成長需求，興建廠房、購置機器設備及充實營運資金等需求，已於 2015 年 8 月 18 日發

行中華民國境內第二次無擔保轉換公司債，該項計畫尚在執行中。

- 3、謹檢附本公司 2017 年度中華民國境內第一次及第二次無擔保轉換公司債辦理情形，請參閱議事手冊第 11 頁(附件 3)。

#### 第五案

案由：本公司庫藏股買回執行情形報告

說明：(一)依「證券交易法」第二十八條之二及「上市上櫃公司買回本公司股份辦法」規定辦理。

(二)買回本公司股份情形報告如下：

買回期次	第一次
買回目的	維護公司信用及股東權益
買回期間	2018 年 1 月 10 日至 2018 年 3 月 9 日
買回區間價格	45.85~99.44
已買回股份種類及數量	普通股/7,200,000 股
已買回股份金額	549,584,268
平均每股買回價格	76.33
未執行完畢之原因	無
已辦理銷除及轉讓之股份數量	7,200,000 股
累積持有本公司股份數量占已發行股份總數比率(%)	-

## 二、承認事項

### 第一案

董事會提

案由：本公司 2017 年度營業報告書及合併財務報表承認案，提請承認。

說明：1、本公司 2017 年度合併財務報表，業經勤業眾信聯合會計師事務所陳致源及張敬人會計師共同查核完竣，經 2018 年 3 月 8 日董事會決議通過，並送請審計委員會查核完竣並出具審計委員查核報告書在案。

2、謹檢附本公司 2017 年度營業報告書、會計師查核報告及合併財務報表，請參閱議事手冊第 9 頁(附件 1)及第 12~22 頁(附件 4)。

決議：

### 第二案

董事會提

案由：本公司 2017 年度盈餘分配承認案，提請承認。

說明：1、本公司 2017 年度稅後純益為新台幣 270,473,797 元，依法令及章程規定提撥 10%法定盈餘公積計新台幣 27,047,380 元及特別盈餘公積計新台幣 218,680,892 元，暨因採權益法之投資調整保留盈餘 17,752,114 元，並加計期初未分配盈餘新台幣 1,535,491,766 元，合計可分配盈餘為新台幣 1,542,485,177 元。

2、擬自 2017 年度可供分配盈餘中提撥新台幣 171,186,779 元，股東每股配發新台幣 1.5 元之現金股利。現金股利分派採「元以下無條件捨去」之計算方式，其畸零款合計數計入本公司之其他收入。俟本次股東常會通過後，提請股東會授權董事會全權處理股利分配之相關事宜。

3、俟股東常會通過後，授權董事會另訂基準日、發放日及其他相關事宜。嗣後如因買回本公司股份、將庫藏股轉讓、註銷、可轉換公司債轉換或員工認股權憑證行使等，影響流通在外股數，使股東配息率有調整之必要時，擬請股東會授權董事長全權處理。

4、謹檢附本公司 2017 年度盈餘分配表，請參閱議事手冊第 23 頁(附件 5)。

決議：

### 三、討論事項

#### 第一案

董事會提

案由：修訂本公司「公司章程」討論案，提請討論。

說明：1、依臺灣證券交易所股份有限公司 2017 年 09 月 19 日臺證上二字第 10617032511 號修正後之「外國發行人註冊地股東權益保護事項檢查表」內之股東權益保護事項規定，擬修訂本公司之「公司章程」，以新的「公司章程」取代本公司現有之「公司章程」。

2、謹檢附新「公司章程」及修訂對照表，請參閱議事手冊 24~96 頁(附件 6)。

3、授權本公司之註冊代理人向開曼群島公司登記處為必要之申報。

4、以上核請股東會以特別決議表決。

決議：



#### 四、選舉事項

##### 第一案

董事會提

案由：補選董事乙席案，提請 補選。

說明：1、本公司第五屆董事會已於 2016 年度股東常會選任董事十一席。

2、茲因董事乙席辭任，本公司因公司業務需要，擬補選董事乙席，任期至本屆董事會改選日為止。

選舉結果：

#### 五、其他議案

##### 第一案

董事會提

案由：解除新任董事競業禁止討論案，提請 討論。

說明：1、依本公司章程規定「董事為自己或他人為屬於公司營業範圍內之行為者，應於股東會向股東說明其行為之重要內容，並取得股東會重度決議之許可」。

2、本公司為考量業務上之需要，擬提請股東會同意解除新選任之董事競業禁止之限制。

3、以上核請股東會以重度決議表決。

決議：

#### 六、臨時動議

#### 七、散會

## 參、附件

### 附件 1：本公司 2017 年度營業報告書

## 營業報告書

### 一、2017 年度營業情形

#### (一)營業計畫實施成果：

永冠集團 2017 年度合併營收為新台幣 64.04 億元，較去年減少 13.2%，出貨量為 145,623 噸，較去年減少 3.5%，獲利方面，毛利率與營業淨利率分別為 22% 與 4%，分別較去年的 33% 與 16%，減少 11% 與 12%，毛利率及營業淨利率下降主要除受到能源類出貨需求下降外，原物料上漲影響、人力成本增加及因應中國環保、職業健康及工業安全政策的落實，進而增加公司之經營成本與費用。綜合前述，本年度合併稅後淨利為新台幣 270,474 仟元，較去年減少 737,824 仟元，每股盈餘為 2.28 元，較去年減少 6.22 元。

#### (二)財務收支及獲利能力分析：請參閱合併綜合損益表。

#### (三)研究發展狀況：

2017 年度研究發展經費佔營業收入淨額為 2.54%。本集團將持續研究及更新生產工藝，縮短新產品研發時程及降低產品開發不良率等，逐步提升新產品開發能力及技術。

### 二、2017 年度營業計畫概要：

永冠為全球主要風力發電機、注塑機、產業機械廠商之首要鑄件供應商，具備先進的製程技術，掌握高技術含量的冶金及工程技術，產品品質優良且交期穩定，因此深受客戶的重視及依賴。本公司的核心競爭力在於領先同業的生產規模、深入細節的鑄造工藝、與垂直整合的能力，同時致力於追求優於同業與整體產業在營收與獲利方面之成長。

2018 年度預估出貨目標為 14~16 萬噸；產能擴充方面，上海鑄一廠已於 2017 年開始小量生產，2018 年第一季會做新一輪的招工提升產能，另一方面，江蘇鋼銳一廠將於 2018 年上半年度完成擴建並投入生產，藉以紓解集團內產能不足；此外，臺中港設廠計畫現階段已完成換約，並已開始執行建廠相關事宜。

未來在產業高端產品成長趨勢下，本集團仍將持續擴大客戶來源、切入新產品市場，研發新製程設備，提升競爭力；同時掌握產業委外製造比重日漸增加之長期趨勢，以期在市場結構仍分散的球墨鑄鐵產業中，建立領先地位，追求獲利穩定成長。

董事長：



總經理：



主辦會計：



附件 2：本公司 2017 年度審計委員查核報告書

永冠能源科技集團有限公司  
審計委員查核報告書

董事會造具本公司 2017 年度營業報告書、合併財務報表及盈餘分配議案等。上述營業報告書、合併財務報表及盈餘分配案，經本審計委員會查核，認為尚無不合，爰依相關法令之規定報告如上，敬請 鑒核。

此致

本公司 2018 年股東常會

永冠能源科技集團有限公司



審計委員會召集人：



西 元 2 0 1 8 年 3 月 8 日

附件 3：本公司 2017 年度中華民國境內第一次及第二次無擔保轉換公司債辦理情形

公司債辦理情形

公 司 債 種 類	中華民國境內第一次無擔保轉換公司債	中華民國境內第二次無擔保轉換公司債	
發 行 ( 辦 理 ) 日 期	2014 年 6 月 3 日	2015 年 8 月 18 日	
面 額	每張面額新台幣壹拾萬元	每張面額新台幣壹拾萬元	
發 行 及 交 易 地 點	中華民國財團法人櫃檯買賣中心	中華民國財團法人櫃檯買賣中心	
發 行 價 格	依票面金額十足發行	依票面金額十足發行	
總 額	新台幣壹拾伍億元整	新台幣貳拾伍億元整	
利 率	0%	0%	
期 限	5 年期；到期日：2019 年 6 月 3 日	5 年期；到期日：2020 年 8 月 18 日	
保 證 機 構	無	無	
受 託 人	臺灣土地銀行股份有限公司信託部	臺灣土地銀行股份有限公司信託部	
承 銷 機 構	凱基證券股份有限公司	凱基證券股份有限公司	
簽 證 律 師	理律法律事務所宋天祥律師	理律法律事務所王雅嫻律師	
簽 證 會 計 師	勤業眾信聯合會計師事務所 李東峰會計師、龔則立會計師	勤業眾信聯合會計師事務所 李東峰會計師、龔則立會計師	
償 還 方 法	除本公司贖回、債券持有人賣回或執行轉換者外，到期時依債券面額加計利息補償金，以面額 105.10%(年收益率約 1%)以現金一次償還。	除本公司贖回、債券持有人賣回或執行轉換者外，到期時依債券面額加計利息補償金，以面額 102.53%(年收益率約 0.5%)以現金一次償還。	
未 償 還 本 金	新台幣 2,100 仟元整	新台幣 2,500,000 仟元整	
贖 回 或 提 前 清 償 之 條 款	請參閱發行及轉換辦法。	請參閱發行及轉換辦法。	
限 制 條 款	無	無	
信用評等機構名稱、評等日期、公司債評等結果	無	無	
附 其 他 權 利	已轉換(交換或認股)普通股、海外存託憑證或其他有價證券之金額	截至 2018 年 4 月 7 日為止，共計已轉換新台幣 1,354,900 仟元，轉換成普通股 8,928,504 股，每股面額 10 元。	截至 2018 年 4 月 7 日為止，尚無轉換。
	發行及轉換(交換或認股)辦法	請參閱公開資訊觀測站債信專區之債券發行資料。	請參閱公開資訊觀測站債信專區之債券發行資料。
發行及轉換、交換或認股辦法、發行條件對股權可能稀釋情形及對現有股東權益影響	依目前轉換價格為 137.2 元，若全數轉換為普通股則尚需發行 15,306 股，對股東權益影響尚屬有限。	依目前轉換價格為 199.9 元，若全數轉換為普通股則尚需發行 12,506,253 股，對股東權益影響尚屬有限。	
交換標的委託保管機構名稱	不適用	不適用	

## 附件 4：會計師查核報告及合併財務報表

### 會計師查核報表

Yeong Guan Energy Technology Group Co., Ltd. 公鑒：

#### 查核意見

Yeong Guan Energy Technology Group Co., Ltd.及子公司民國 106 年及 105 年 12 月 31 日之合併資產負債表，暨民國 106 年及 105 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、合併現金流量表，以及合併財務報表附註（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，上開合併財務報表在所有重大方面係依照中華民國證券發行人財務報告編製準則暨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 Yeong Guan Energy Technology Group Co., Ltd.及子公司民國 106 年及 105 年 12 月 31 日之合併財務狀況，暨民國 106 年及 105 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

本會計師係依照中華民國會計師查核簽證財務報表規則及一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表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中華民國會計師職業道德規範，與 Yeong Guan Energy Technology Group Co., Ltd.及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 Yeong Guan Energy Technology Group Co., Ltd.及子公司民國 106 年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表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 Yeong Guan Energy Technology Group Co., Ltd.及子公司民國 106 年度合併財務報表之關鍵查核事項敘明如下：

### 營業收入之截止

Yeong Guan Energy Technology Group Co., Ltd.及子公司之營業收入主要來自外銷，因產品特性皆須採用海運出口，依國際會計準則第 18 號對於收入認列時點提供之相關指引，企業需於將所有權之重大風險及報酬移轉予買方時，始符合收入認列條件，請參閱合併財務報表附註四。因此期末外銷收入是否已依照營業收入認列時點正確的被記錄係屬本期查核最為重要之事項。

針對此最為重要之事項，本會計師考量 Yeong Guan Energy Technology Group Co., Ltd.及子公司之營業收入認列政策，評估營業收入相關內部控制之設計及執行情形，並自外銷收入中選取樣本執行細項證實測試，查核交易憑證等查核程序，以確認營業收入是否被記錄於正確的期間。

### 備抵呆帳之會計估計判斷

如合併財務報表附註九所述，備抵呆帳除依據公司制定之呆帳準備提列政策評估外，尚需考量應收帳款之可回收性，該部分涉及重大會計估計判斷，若未來實際現金流量少於預期，可能會產生重大減損損失。相關之重大會計估計和判斷說明如財務報表附註四及五所揭露。因是，此對於本期查核係屬重要事項。

針對此最為重要之事項，本會計師考量 Yeong Guan Energy Technology Group Co., Ltd.及子公司備抵呆帳提列政策，評估與應收帳款評價相關內部控制之設計及執行情形。測試管理階層對備抵呆帳之估計及其所依據之資料，藉由期後收款核至憑證以測試款項可回收性，且重新核算備抵呆帳金額，並與 Yeong Guan Energy Technology Group Co., Ltd.及子公司已認列之備

抵呆帳金額比較，以確認其是否已依據 Yeong Guan Energy Technology Group Co., Ltd.及子公司備抵呆帳政策提列及其適足情況。

#### **管理階層與治理單位對合併財務報表之責任**

管理階層之責任係依照中華民國證券發行人財務報告編製準則暨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表，且維持與合併財務報表編製有關之必要內部控制，以確保合併財務報表未存有導因於舞弊或錯誤之重大不實表達。

於編製合併財務報表時，管理階層之責任亦包括評估 Yeong Guan Energy Technology Group Co., Ltd.及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 Yeong Guan Energy Technology Group Co., Ltd.及子公司或停止營業，或除清算或停業外別無實際可行之其他方案。

Yeong Guan Energy Technology Group Co., Ltd.及子公司之治理單位（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表之責任**

本會計師查核合併財務報表之目的，係對合併財務報表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，惟依照中華民國一般公認審計準則執行之查核工作無法保證必能偵出合併財務報表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表使用者所作之經濟決策，則被認為具有重大性。

本會計師依照中華民國一般公認審計準則查核時，運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作：

1. 辨認並評估合併財務報表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 Yeong Guan Energy Technology Group Co., Ltd. 及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 Yeong Guan Energy Technology Group Co., Ltd. 及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表使用者注意合併財務報表之相關揭露，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 Yeong Guan Energy Technology Group Co., Ltd. 及子公司不再具有繼續經營之能力。
5. 評估合併財務報表（包括相關附註）之整體表達、結構及內容，以及合併財務報表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，以對合併財務報表表示意見。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中華民國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 Yeong Guan Energy Technology Group Co., Ltd.及子公司民國 106 年度合併財務報表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 陳 致 源

陳 致 源



會計師 張 敬 人

張 敬 人



金融監督管理委員會核准文號  
金管證審字第 1060023872 號

證券暨期貨管理委員會核准文號  
台財證六字第 0920123784 號

中 華 民 國 1 0 7 年 3 月 8 日

## Yeong Guan Energy Technology Group Co., Ltd.及子公司

民國 106 年及 105 年 12 月 31 日

單位：新台幣仟元

代 碼	資 產	106年12月31日		105年12月31日	
		金 額	%	金 額	%
	流動資產				
1100	現金及約當現金(附註四及六)	\$ 3,316,285	23	\$ 4,240,818	28
1110	透過損益按公允價值衡量之金融資產—流動(附註四、五、七及十七)	17,121	-	8,386	-
1147	無活絡市場之債務工具投資—流動(附註四及八)	180,515	1	-	-
1150	應收票據(附註四及三十)	307,146	2	278,886	2
1170	應收帳款淨額(附註四、五、九及三十)	1,718,582	12	1,907,569	13
130X	存貨淨額(附註四、五及十)	1,256,181	8	1,261,237	8
1419	預付款項	272,346	2	246,282	2
1479	其他流動資產(附註四、十五、二三、三十及三一)	244,671	2	184,588	1
11XX	流動資產總計	<u>7,312,847</u>	<u>50</u>	<u>8,127,766</u>	<u>54</u>
	非流動資產				
1600	不動產、廠房及設備(附註四、五、十二、三十及三一)	6,279,225	44	5,700,681	38
1760	投資性不動產淨額(附註四、十三、二七及三一)	20,799	-	27,405	-
1805	商譽(附註四、五及十四)	144,002	1	145,208	1
1840	遞延所得稅資產(附註四、五及二三)	100,380	1	72,066	-
1915	預付設備款	160,702	1	561,335	4
1985	長期預付租賃款(附註四、十五及三一)	413,696	3	380,547	3
1990	其他非流動資產(附註四及三十)	51,139	-	37,381	-
15XX	非流動資產總計	<u>7,169,943</u>	<u>50</u>	<u>6,924,623</u>	<u>46</u>
1XXX	資 產 總 計	<u>\$ 14,482,790</u>	<u>100</u>	<u>\$ 15,052,389</u>	<u>100</u>
	負債及權益				
	流動負債				
2100	短期借款(附註十六及三一)	\$ 523,055	4	\$ 521,950	3
2120	透過損益按公允價值衡量之金融負債—流動(附註四、五、七及十七)	27,000	-	2,190	-
2150	應付票據(附註三十)	387,713	3	369,993	2
2170	應付帳款(附註三十)	748,615	5	728,110	5
2219	其他應付款(附註十九及三十)	447,948	3	528,177	4
2230	本期所得稅負債(附註四、五及二三)	75,690	-	93,153	1
2321	一年內執行賣回權之應付公司債(附註四及十七)	2,438,634	17	145,360	1
2322	一年內到期長期借款(附註十六及三一)	-	-	96,780	1
2399	其他流動負債(附註十八)	8,622	-	60,309	-
21XX	流動負債總計	<u>4,657,277</u>	<u>32</u>	<u>2,546,022</u>	<u>17</u>
	非流動負債				
2500	透過損益按公允價值衡量之金融負債—非流動(附註四、五、七及十七)	-	-	20,500	-
2530	應付公司債(附註四及十七)	2,146	-	2,392,775	16
2540	長期借款(附註十六及三一)	89,370	1	-	-
2570	遞延所得稅負債(附註四、五及二三)	18,093	-	14,046	-
2613	應付租賃款—非流動(附註十八)	714	-	735	-
2670	其他非流動負債	3	-	3	-
25XX	非流動負債總計	<u>110,326</u>	<u>1</u>	<u>2,428,059</u>	<u>16</u>
2XXX	負債總計	<u>4,767,603</u>	<u>33</u>	<u>4,974,081</u>	<u>33</u>
	歸屬於本公司業主之權益				
3110	普通股股本	1,188,175	8	1,188,175	8
3200	資本公積	6,204,774	43	6,204,774	41
	保留盈餘				
3310	法定盈餘公積	460,025	3	359,195	2
3320	特別盈餘公積	620,848	4	8,214	-
3350	未分配盈餘	1,788,213	13	2,635,112	18
3300	保留盈餘總計	<u>2,869,086</u>	<u>20</u>	<u>3,002,521</u>	<u>20</u>
	其他權益				
3410	國外營運機構財務報表換算之兌換差額	( 838,663)	( 6)	( 621,320)	( 4)
31XX	本公司業主之權益總計	<u>9,423,372</u>	<u>65</u>	<u>9,774,150</u>	<u>65</u>
36XX	非控制權益	<u>291,815</u>	<u>2</u>	<u>304,158</u>	<u>2</u>
3XXX	權益總計	<u>9,715,187</u>	<u>67</u>	<u>10,078,308</u>	<u>67</u>
	負債與權益總計	<u>\$ 14,482,790</u>	<u>100</u>	<u>\$ 15,052,389</u>	<u>100</u>

後附之附註係本合併財務報告之一部分。

董事長：張賢銘



經理人：張賢銘



會計主管：林毓儀



Yeong Guan Energy Technology Group Co., Ltd.及子公司

合併綜合損益表

民國 106 年及 105 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		106年度		105年度	
		金 額	%	金 額	%
4000	營業收入（附註四及三十）	\$ 6,404,342	100	\$ 7,373,888	100
5000	營業成本（附註四、十、二 二及三十）	<u>4,972,143</u>	<u>78</u>	<u>4,955,142</u>	<u>67</u>
5900	營業毛利	<u>1,432,199</u>	<u>22</u>	<u>2,418,746</u>	<u>33</u>
	營業費用（附註二二）				
6100	推銷費用	406,421	6	496,660	7
6200	管理及總務費用	567,153	9	590,688	8
6300	研究發展費用	<u>163,176</u>	<u>3</u>	<u>187,517</u>	<u>2</u>
6000	營業費用合計	<u>1,136,750</u>	<u>18</u>	<u>1,274,865</u>	<u>17</u>
6900	營業淨利	<u>295,449</u>	<u>4</u>	<u>1,143,881</u>	<u>16</u>
	營業外收入及支出				
7100	利息收入	64,938	1	39,682	-
7110	租金收入（附註三十）	656	-	1,344	-
7190	其他利益及損失（附註 四、十七及二二）	77,749	1	66,047	1
7235	透過損益按公允價值衡 量之金融商品淨益 （損）（附註四、五、 七及十七）	25,461	1	( 18,004)	-
7630	外幣兌換淨益（損）（附 註二二及三二）	( 54,013)	( 1)	150,299	2
7510	利息費用（附註十七）	( 68,473)	( 1)	( 58,591)	( 1)
7000	營業外收入及支出 合計	<u>46,318</u>	<u>1</u>	<u>180,777</u>	<u>2</u>

（接次頁）

(承前頁)

代 碼	106年度		105年度		
	金 額	%	金 額	%	
7900	稅前淨利	\$ 341,767	5	\$ 1,324,658	18
7950	所得稅 (附註四及二三)	83,843	1	327,239	5
8200	本期淨利	257,924	4	997,419	13
	其他綜合損益				
	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	( 217,094)	( 3)	( 899,614)	( 12)
8500	本期綜合損益總額	\$ 40,830	1	\$ 97,805	1
	淨利歸屬於：				
8610	本公司業主	\$ 270,474	4	\$ 1,008,298	14
8620	非控制權益	( 12,550)	-	( 10,879)	-
8600		\$ 257,924	4	\$ 997,419	14
	綜合損益總額歸屬於：				
8710	本公司業主	\$ 53,131	1	\$ 114,169	1
8720	非控制權益	( 12,301)	-	( 16,364)	-
8700		\$ 40,830	1	\$ 97,805	1
	每股盈餘 (附註二四)				
9750	基 本	\$ 2.28		\$ 8.50	
9850	稀 釋	\$ 2.27		\$ 7.89	

後附之附註係本合併財務報告之一部分。

董事長：張賢銘



經理人：張賢銘



會計主管：林毓儀



Yeong Guan Energy Technology Group Co., Ltd. 及子公司

民國 106 年 12 月 31 日

單位：新台幣仟元

代碼	歸屬於本公司業主之權益 (附註四)										國外營運機構財務報表換算之兌換差額		非控制權益 (附註四及一)		權益總額
	股本	已失效認股權	公積	保留	盈餘	未分配盈餘	本公司業主權益合計	非控制權益	權益總額	兌換差額	非控制權益	權益總額			
A1	\$ 1,179,796	\$ 162,717	\$ 6,091,651	\$ 224,123	\$ 8,214	\$ 2,766,074	\$ 10,542,667	\$ 111,775	\$ 10,654,442	\$ 272,809	\$ 10,927,251	\$ 10,654,442			
B1	-	-	-	135,072	-	(135,072)	-	-	-	-	-	-			
B5	-	-	-	-	-	(1,004,188)	(1,004,188)	-	(1,004,188)	-	(1,004,188)	(1,004,188)			
	-	-	-	135,072	-	(1,139,260)	(1,004,188)	-	(1,004,188)	-	(1,004,188)	(1,004,188)			
D1	-	-	-	-	-	1,008,298	1,008,298	-	1,008,298	(10,879)	997,419	997,419			
D3	-	-	-	-	-	-	-	-	(894,129)	(5,485)	(899,614)	(899,614)			
D5	-	-	-	-	-	1,008,298	1,008,298	-	1,008,298	(16,364)	97,805	97,805			
I1	8,379	(5,704)	113,123	-	-	-	121,502	-	121,502	-	121,502	121,502			
O1	-	-	-	-	-	-	-	-	208,747	-	208,747	208,747			
Z1	1,188,175	157,013	6,204,774	359,195	8,214	2,635,112	9,774,150	304,158	10,078,308	-	10,078,308	10,078,308			
B1	-	-	-	100,830	-	(100,830)	-	-	-	-	-	-			
B3	-	-	-	-	612,634	(612,634)	-	-	-	-	-	-			
B5	-	-	-	-	-	(386,157)	(386,157)	-	(386,157)	-	(386,157)	(386,157)			
	-	-	-	100,830	-	(1,099,621)	(386,157)	-	(386,157)	-	(386,157)	(386,157)			
D1	-	-	-	-	-	270,474	270,474	-	270,474	(12,550)	257,924	257,924			
D3	-	-	-	-	-	-	-	-	(217,343)	249	(217,094)	(217,094)			
D5	-	-	-	-	-	270,474	270,474	-	270,474	(12,301)	40,830	40,830			
T1	-	(6,562)	-	-	-	-	-	-	-	-	-	-			
O1	-	-	-	-	-	(17,752)	(17,752)	-	(17,752)	(42)	(17,794)	(17,794)			
Z1	1,188,175	150,451	6,204,774	460,025	620,848	1,786,213	9,423,372	291,815	9,715,187	838,663	10,553,850	9,715,187			

後附之附註係本合併財務報告之一部分。



會計主管：林建煥



經理人：張賢鈞



董事長：張賢鈞

Yeong Guan Energy Technology Group Co., Ltd.及子公司

合併現金流量表

民國 106 年及 105 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		106年度	105年度
	營業活動之現金流量		
A10000	稅前淨利	\$ 341,767	\$ 1,324,658
A20010	不影響現金流量之收益費損項目		
A20100	折舊費用	491,223	467,847
A20200	攤銷費用	8,583	5,617
A20300	呆帳費用	6,826	3,087
A20400	透過損益按公允價值衡量金融 資產及負債之淨損（益）	( 10,635)	14,304
A20900	利息費用	68,473	58,591
A21200	利息收入	( 64,938)	( 39,682)
A22500	處分及報廢不動產、廠房及設 備淨損	10,200	2,773
A22900	處分子公司利益	( 584)	-
A23800	存貨跌價及呆滯損失	40,128	31,371
A24100	未實現外幣兌換淨益	( 1,685)	( 7,427)
A24200	應付公司債賣回損失	2,944	-
A29900	預付租賃款攤銷	10,588	9,037
A30000	營業資產及負債淨變動數		
A31130	應收票據	( 33,307)	( 20,058)
A31150	應收帳款	143,014	134,324
A31200	存 貨	( 58,912)	( 56,449)
A31230	預付款項	( 30,782)	( 90,654)
A31240	其他流動資產	( 60,666)	96,426
A32110	透過損益按公允價值衡量之金 融商品	6,196	( 2,971)
A32130	應付票據	24,668	( 33,419)
A32150	應付帳款	34,407	( 60,464)
A32180	其他應付款	( 58,954)	( 54,285)
A32230	其他流動負債	( 50,208)	( 8,010)
A33000	營運產生之淨現金流入	818,346	1,774,616
A33300	支付之利息	( 21,795)	( 19,882)
A33500	支付之所得稅	( 124,359)	( 415,523)
AAAA	營業活動之淨現金流入	<u>672,192</u>	<u>1,339,211</u>

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代 碼		106年度	105年度
	投資活動之現金流量		
B02300	處分子公司	\$ 3,005	\$ -
B00600	取得無活絡市場之債務工具投資	( 178,210)	-
B02200	對子公司之收購	-	935
B02700	取得不動產、廠房及設備	( 766,735)	( 326,794)
B02800	處分不動產、廠房及設備價款	27,904	24,296
B04500	取得無形資產	( 17,898)	( 12,142)
B06700	其他非流動資產增加	( 5,018)	( 767)
B07100	預付設備款減少(增加)	16,450	( 594,237)
B07300	長期預付租賃款減少(增加)	( 51,846)	11,056
B07500	收取之利息	<u>63,796</u>	<u>40,532</u>
BBBB	投資活動之淨現金流出	<u>( 908,552)</u>	<u>( 857,121)</u>
	籌資活動之現金流量		
C00100	短期借款增加	12,679	-
C00200	短期借款減少	-	( 227,739)
C01300	償還公司債	( 147,333)	-
C01600	舉借長期借款	88,229	-
C01700	償還長期借款	( 93,668)	( 129,121)
C03000	存入保證金增加	-	3
C04500	發放現金股利	( 386,157)	( 1,004,188)
C05800	非控制權益變動	<u>( 17,794)</u>	<u>-</u>
CCCC	籌資活動之淨現金流出	<u>( 544,044)</u>	<u>( 1,361,045)</u>
DDDD	匯率變動對現金及約當現金之影響	<u>( 144,129)</u>	<u>( 288,036)</u>
EEEE	本期現金及約當現金減少數	( 924,533)	( 1,166,991)
E00100	期初現金及約當現金餘額	<u>4,240,818</u>	<u>5,407,809</u>
E00200	期末現金及約當現金餘額	<u>\$ 3,316,285</u>	<u>\$ 4,240,818</u>

後附之附註係本合併財務報告之一部分。

董事長：張賢銘



經理人：張賢銘



會計主管：林毓儀



附件 5：本公司 2017 年度盈餘分配表

永冠能源科技集團有限公司

2017 年度盈餘分配表

單位：新台幣元

項 目	金 額
期初未分配盈餘	1,535,491,766
加：本期稅後淨利	270,473,797
減：	
因採權益法之投資調整保留盈餘	(17,752,114)
提撥法定盈餘公積(10%)	(27,047,380)
依法提列特別盈餘公積(註)	(218,680,892)
本年度可供分配盈餘	1,542,485,177
分配項目：	
現金股利－每股配發現金新台幣 1.50 元	171,186,779
期末未分配盈餘	<u>1,371,298,398</u>
附註：	
特別盈餘公積明細：國外營運機構財務報表換算之兌換差額。	

董事長：



經理人：



會計主管：





附件 6：本公司「公司章程」修訂條文對照表及修訂後「公司章程」

本公司「公司章程」修訂條文對照表

<p><b>Proposal for the Amendment</b> 修訂後條文</p>	<p><b>Original Article</b> 原條文</p>	<p><b>Reason for Amendments</b> 修訂說明</p>
<p>1.1 In these <u>tenth</u> Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively: Law The Companies Law (<u>Revised</u>) of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;</p> <p>1.1 本第十次修訂及重述章程中，下列文字及用語於與前後文內容不牴觸之情況下，應定義如下： “法律” 指開曼群島之公司法（<u>修訂版</u>）及所有對現行法之修正、重新制定或修訂。</p>	<p>1.1 In these <u>ninth</u> Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively: Law The Companies Law of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;</p> <p>1.1 本第九次修訂及重述章程中，下列文字及用語於與前後文內容不牴觸之情況下，應定義如下： “法律” 指開曼群島之公司法及所有對現行法之修正、重新制定或修訂。</p>	<p>This Article is amended due to the change of the version of the Articles of Association.</p> <p>This definition is amended due to the change of the version of the Companies Law of the Cayman Islands.</p> <p>配合章程版本，修正本條文。</p> <p>配合開曼群島公司法版本之修訂，修正本定義名詞。</p>
<p style="text-align: center;"><u>OTHERS</u></p> <p>66. <u>Shareholder Protection Mechanism</u> <u>If the Company proposes to undertake:</u> (a) <u>a merger or consolidation which will result in the Company being dissolved;</u> (b) a sale, transfer or</p>	<p>(New Article)</p>	<p>This Article was added pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on September 19, 2017.</p>

<b>Proposal for the Amendment</b> 修訂後條文	<b>Original Article</b> 原條文	<b>Reason for Amendments</b> 修訂說明
<p> <u>assignment of all of the Company's assets and businesses to another entity;</u>  <u>(c) a share exchange; or</u>  <u>(d) a demerger (spin off), which would result in the termination of the Company's listing on the TSE, and where (in the case of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the entity whose shares has been allotted in exchange for the Company's shares and, (in the case of (d) above) the existing or newly incorporated spun-off company's shares are not listed on the TSE or the Taipei Exchange, then in addition to any requirements to be satisfied under the Law, such action shall be first approved at a general meeting by a resolution passed by members holding two-thirds or more of the votes of the total number of issued shares of the Company.</u> </p> <p>           其他            66 股東保護機制  <u>如公司有意進行下列任一交易：</u>  <u>(a) 合併(公司於合併後消滅)；</u>  <u>(b) 出售、讓與或轉讓公司全部之財產或營業予</u> </p>	<p>(新增條文)</p>	<p>依據臺灣證券交易所於 2017 年 9 月 19 日公布之修正後「外國發行人註冊地股東權益保護事項檢查表」，新增本條。</p>

<b>Proposal for the Amendment</b> 修訂後條文	<b>Original Article</b> 原條文	<b>Reason for Amendments</b> 修訂說明
<p> <u>其他公司；</u>  <u>(c) 股份轉換；或</u>  <u>(d) 分割，</u>  <u>而導致公司終止上市，且於下列公司的股份非於中華民國上市櫃者：(i) 上述 (a) 情況下的存續公司、(ii) 上述 (b) 情況下的受讓公司、(iii) 上述 (c) 情況下其股份已被劃撥作為交換公司股份的他公司，及 (iv) 上述 (d) 情況下的既存或新設之公司，除法律另有規定外，該等交易應經公司已發行股份總數三分之二以上股東之同意行之。</u> </p>		

本公司修訂後「公司章程」

**TENTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

**OF**

**Yeong Guan Energy Technology Group Company Limited**

**永冠能源科技集團有限公司**

**(Adopted by a special resolution passed by the members of the company on [-], 2018)**

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**TENTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION  
OF**

**Yeong Guan Energy Technology Group Company Limited**

永冠能源科技集團有限公司

**(Adopted by a special resolution passed by the members of the company on June [-], 2018)**

**Table A**

The regulations in Table A in the First Schedule to the Law (as defined below) do not apply to the Company.

**INTERPRETATION**

**1. Definitions**

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

Applicable Law	the Applicable Public Company Rules, the Law or such other rules or legislation applicable to the Company;
Applicable Public Company Rules	the ROC laws, rules and regulations (including, without limitation, the Company Law, the Securities and Exchange Law, the rules and regulations promulgated by the FSC and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;
Articles	these Articles of Association as altered from time to time;
Audit Committee	the audit committee under the Board, which shall comprise solely of Independent Directors of the Company;
Board	the board of directors appointed or elected pursuant to these Articles and acting at a meeting of directors at which there is a quorum in accordance

	with these Articles;
Capital Reserve	for the purpose of these Articles only, comprises of the premium (meaning such amount above par value of the shares) paid on the issuance of any share under the Law and income from endowments received by the Company;
Chairman	the Director elected by and amongst all the Directors as the chairman of the Board;
Company	Yeong Guan Energy Technology Group Company Limited 永冠能源科技集團有限公司;
Compensation Committee	a committee established by the Board, which shall be comprised of professional individuals appointed by the Board and having the functions, in each case, prescribed by the Applicable Public Company Rules;
Cumulative Voting	the voting mechanism for an election of Directors as described in Article 34.2;
Directors	the directors for the time being of the Company and shall include any and all Independent Director(s);
Electronic Record	has the same meaning as in the Electronic Transactions Law;
Electronic Transactions Law	the Electronic Transactions Law (2003 Revision) of the Cayman Islands;
Family Relationship within Second Degree of Kinship	in respect of a person, means another person who is related to the first person either by blood or by marriage of a member of the family and within the second degree to include the parents, siblings, grandparents, children and grandchildren of the person as well as spouse's parents, siblings and grandparents;
FSC	The Financial Supervisory Commission of the Republic of China;
Independent Directors	the Directors who are elected as "Independent Directors" for the purpose of Applicable Public Company Rules;
Joint Operation Contract	a contract between the Company and one or more person(s) or entit(ies) where the parties to the contract agree to pursue the same business venture and jointly bear losses and enjoy profits arising out

	of such business venture in accordance with the terms of such contract;
Law	The Companies Law (Revised) of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;
Lease Contract	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate the whole business of the Company in the name of such person, and as consideration, the Company receives a pre-determined compensation from such person;
Management Contract	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) manage and operate the business of the Company in the name of the Company and for the benefits of the Company, and as consideration, such person(s) receive a pre-determined compensation while the Company continues to be entitled to the profits (or losses) of such business;
Market Observation Post System	the public company reporting system maintained by the Taiwan Stock Exchange Corporation, via <a href="http://mops.twse.com.tw/">http://mops.twse.com.tw/</a> ;
Member	the person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means the person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires;
Memorandum	the memorandum of association of the Company;
Notice	written notice as further provided in these Articles unless otherwise specifically stated;
Merger	a transaction whereby:  (a) (i) all of the companies participating in such transaction are combined into a new company, which new company generally assumes all rights and obligations of the combined companies; or (ii) all of the companies participating in such transaction are merged into one of such companies as the surviving company, and the surviving



	company generally assumes all rights and obligations of the merged companies, and in each case the consideration for the transaction being the shares of the surviving or new company or any other company, cash or other assets; or
	(b) other forms of mergers and acquisitions which fall within the definition of "merger and/or consolidation" under the Applicable Public Company Rules;
month	calendar month;
Officer	any person appointed by the Board to hold an office in the Company;
ordinary resolution	a resolution passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by not less than a simple majority of the votes cast;
Private Placement	has the meaning given thereto in Article 11.6;
Preferred Shares	has the meaning given thereto in Article 6;
Register of Directors and Officers	the register of directors and officers referred to in these Articles;
Register of Members	the register of members of the Company maintained in accordance with the Law and (as long as the Company is listed on the TSE) the Applicable Public Company Rules;
Registered Office	the registered office for the time being of the Company;
Related Person(s)	the persons as defined in Article 33.2;
ROC	Taiwan, the Republic of China;
Seal	the common seal or any official or duplicate seal of the Company;
Secretary	the person appointed to perform any or all of the duties of secretary of the Company and includes any deputy or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary;
share(s)	share(s) of par value NT\$10 each in the Company and includes fraction of a share;
special resolution	a resolution passed by a majority of at least two-thirds (or such greater number as may be

specified in these Articles, if any) of such Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;

Subsidiary

with respect to any company, (1) the entity, one half or more of whose total number of the issued voting shares or the total amount of the share capital are directly or indirectly held by such company; (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (3) the entity, one half or more of whose shareholders involved in management or board of directors are concurrently acting as the shareholders involved in management or board of directors of such company; and (4) the entity, one half or more of whose total number of the issued voting shares or the total amount of the share capital are held by the same shareholder(s) of such company;

supermajority resolution

a resolution passed by Members (present in person, by proxy or corporate representative) who represent a majority of the outstanding issued shares of the Company as, being entitled to do so, vote in person or, in the case of such Members as are corporations, by their respective duly representative or, where proxies are allowed, by proxy at a duly convened general meeting attended by Members (present in person, by proxy or corporate representative) who represent two-thirds or more of the total outstanding shares of the Company entitled to vote thereon or, if the total number of shares represented by the Members (present in person, by proxy or corporate representative) at the general meeting is less than two-thirds of the total outstanding shares of the Company entitled to vote thereon, but more than one half of the total outstanding shares of the Company entitled to vote thereon, means instead, a resolution adopted at such general meeting by the Members (present in person, by proxy or corporate representative) who represent two-thirds or more of the total number of shares entitled to vote on such

	resolution at such general meeting;
TDCC	means the Taiwan Depository & Clearing Corporation;
Treasury Shares	has the meaning given thereto in Article 3.11;
Threshold	means the spousal relationship and/or Family Relationship within Second Degree of Kinship threshold for members of the Board as defined in Article 33.2;
TSE	The Taiwan Stock Exchange Corporation; and
Year	calendar year.

**1.2** In these Articles, where not inconsistent with the context:

- (a) words denoting the plural number include the singular number and vice versa;
- (b) words denoting the masculine gender include the feminine and neuter genders;
- (c) words importing persons include companies, associations or bodies of persons whether corporate or not;
- (d) the words:
  - (i) "may" shall be construed as permissive; and
  - (ii) "shall" shall be construed as imperative;
- (e) "written" and "in writing" include all modes of representing or reproducing words in visible form, including the form of an Electronic Record;
- (f) a reference to statutory provision shall be deemed to include any amendment or reenactment thereof;
- (g) unless otherwise provided herein, words or expressions defined in the Law shall bear the same meaning in these Articles; and
- (h) Section 8 of the Electronic Transactions Law shall not apply to the extent that it imposes obligations or requirements in addition to those set out.

**1.3** In these Articles expressions referring to writing or its cognates shall, unless the contrary intention appears, include facsimile, printing, lithography, photography, electronic mail and other modes of representing words in visible form.

**1.4** Headings used in these Articles are for convenience only and are not to be used or relied upon in the construction hereof.

## **SHARES**

### **2. Power to Issue Shares**

**2.1** Subject to these Articles and any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any

unissued shares of the Company on such terms and conditions as it may determine and any shares or class of shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may by resolution of the Members prescribe, provided that no share shall be issued at a discount except in accordance with the Law.

- 2.2** Unless otherwise provided in these Articles, the issue of new shares of the Company shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new shares shall at all times be subject to the sufficiency of the authorized capital of the Company.
- 2.3** Where the Company increases its issued share capital by issuing new shares for cash consideration in the ROC the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the ROC to the public ("Public Offering Portion") unless it is not necessary or appropriate, as determined by the FSC or TSE, for the Company to conduct the aforementioned public offering. However, if a percentage higher than the aforementioned 10% is resolved by the Members in a general meeting by ordinary resolution to be offered, the percentage determined by such resolution shall prevail and shares corresponding to such percentage shall be reserved as Public Offering Portion. The Company may also reserve up to 15% of such new shares for subscription by its employees (the "Employee Subscription Portion").
- 2.4** Unless otherwise resolved by the Members in general meeting by ordinary resolution, where the Company increases its issued share capital by issuing new shares for cash consideration, after allocation of the Public Offering Portion and the Employee Subscription Portion pursuant to Article 2.3 hereof, the Company shall make a public announcement and notify each Member that he is entitled to exercise a pre-emptive right to purchase his pro rata portion of the remaining new shares, to be issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members the procedures for exercising such pre-emptive rights and that if any Member fails to purchase his pro rata portion of such remaining newly-issued shares within the prescribed period, such Member shall be deemed to forfeit his pre-emptive right to purchase such newly-issued shares. Where an exercise of the pre-emptive right may result in fractional entitlement of a Member, the entitlements (including fractional entitlements) of two or more Members may be combined to jointly subscribe for one or more whole new shares in the name of a single Member, subject to compliance with such directions and terms and conditions as determined by the Board and the Applicable Public Company Rules. If the total number of the new shares to be issued has not been fully subscribed for by the Members within the prescribed period, the Company may consolidate such shares into the public offering tranche or offer any un-subscribed new shares to a specific person or persons in such manner as is consistent with the Applicable Public Company Rules.

- 2.5** Subject to the provisions of the Law, the Company may issue new shares subject to restrictions and conditions ("**Restricted Shares**") to employees of the Company and its Subsidiaries with the sanction of a Supermajority Resolution provided that Article 2.3 hereof shall not apply in respect of the issue of such shares. For so long as the shares are listed on the TSE, the terms of issue of the Restricted Shares, including but not limited to the number of Restricted Shares so issued, issue price of Restricted Shares and other related matters shall be in accordance with the Applicable Public Company Rules.
- 2.6** The Public Offering Portion and the Employee Subscription Portion under Article 2.3 and the pre-emptive right of Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:
- (a) in connection with a Merger, spin-off, or pursuant to any reorganization of the Company;
  - (b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.10 hereof;
  - (c) in connection with the issue of Restricted Shares in accordance with Article 2.5 hereof;
  - (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;
  - (e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares; or
  - (f) in connection with a Private Placement of the securities issued by the Company.
- 2.7** The Company shall not issue any unpaid shares or partly paid-up shares.
- 2.8** Notwithstanding Article 2.5 hereof, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more employee incentive programmes and may issue shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries, and for the avoidance of doubt, approval by the Members is not required.
- 2.9** Options, warrants or other similar instruments issued in accordance with Article 2.8 above are not transferable save by inheritance.
- 2.10** The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 2.8 above, whereby employees may subscribe, within a specific period of time, a specific number of the shares. The terms and conditions of such agreements shall not be less favorable than the terms specified in the applicable incentive programme.

### **3. Redemption and Purchase of Shares**

- 3.1 Subject to the Law, the Company is authorised to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Member.
- 3.2 The Company is authorised to make payments in respect of the redemption of its shares out of capital or out of any other account or fund authorised for this purpose in accordance with the Law.
- 3.3 The redemption price of a redeemable share, or the method of calculation thereof, shall be fixed by the Board at or before the time of issue.
- 3.4 Every share certificate relating to redeemable share shall indicate that the share is redeemable.
- 3.5 Subject to the provisions of the Applicable Law and these Articles, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own shares (including any redeemable shares) on such terms and in such manner as the Directors may determine and hold them as treasury shares of the Company in accordance with the Law (“**Treasury Shares**”). If any purchase of the Company’s own shares involves any immediate cancellation of shares of the Company, such repurchase of shares is subject to approval by the Members by way of an ordinary resolution and the number of shares of the Company to be cancelled shall be allocated among all the Members as of the date of such cancellation on a pro rata basis (as rounded up or down to the nearest whole number as determined by the Directors) based on the then prevailing percentage of shareholding of the Members, unless otherwise provided for in the Law or the Applicable Public Company Rules.

Upon approval by Members by way of an ordinary resolution to repurchase and cancel shares of the Company, the repurchase price may be paid in cash or in kind, provided that where any repurchase price is to be paid in kind, the monetary equivalent value of such payment in kind shall be (a) assessed by an ROC certified public accountant before being submitted by the Board to the Members for approval as part of the ordinary resolution authorising the repurchase and cancellation of shares of the Company; and (b) agreed to individually by each Member who will be receiving the repurchase price in kind.

- 3.6 In the event that the Company proposes to purchase any share listed on the TSE pursuant to the preceding Article and hold them as Treasury Shares of the Company, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares listed on the TSE for any reason.
- 3.7 Subject to Article 3.5, the redemption or repurchase price may be paid in any manner permissible under the Law as determined by the Directors, including out of capital.
- 3.8 A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate

to be representative of the rates being offered by banks holding “A” licenses (as defined in the Banks and Trust Companies Law (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.

- 3.9** Subject to Article 3.5, the Directors may exercise as they think fit the powers conferred on the Company by Section 37(5) of the Law (payment out of capital).
- 3.10** Subject as aforesaid and to Article 3.5, the Directors may determine, as they think fit all questions that may arise concerning the manner in which the redemption of the shares shall or may be effected.
- 3.11** No share may be redeemed unless it is fully paid-up.
- 3.12** Subject to Article 3.5, shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) shall be cancelled immediately or be held as Treasury Shares .
- 3.13** No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up of the Company) may be made to the Company in respect of a Treasury Share.
- 3.14** The Company shall be entered in the Register of Members as the holder of the Treasury Shares provided that:
- (a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
  - (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Law.
- 3.15** After the Company purchases its shares listed on the TSE, any proposal to transfer the Treasury Shares to the employees of the Company and its Subsidiaries at a price below the average actual repurchase price must be approved by special resolution in the next general meeting and the items required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporary motion. The aggregate number of Treasury Shares resolved at all general meetings and transferred to the employees of the Company and its Subsidiaries shall not exceed 5% of the total number of issued shares, and each employee may not subscribe for more than 0.5% of the total number of issued shares in aggregate. The Company may prohibit such employees from transferring such Treasury Shares within a certain period; provided, however, that such a period cannot be more than two years from the date that such employees became the registered holders of the relevant Treasury Shares.
- 3.16** Subject to Article 3.15, Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Directors.

#### **4. Rights Attaching to Shares**

- 4.1** Subject to Article 2.1, the Memorandum and these Articles, other contractual obligations or restrictions that the Company is bound by and any resolution of the Members to the contrary and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares, the share capital of the Company shall be divided into shares of a single class the holders of which shall, subject to the provisions of these Articles:
- (a) be entitled to one vote per share;
  - (b) be entitled to such dividends as recommended by the Board and approved by the Members at general meeting may from time to time declare;
  - (c) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganization or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and
  - (d) generally be entitled to enjoy all of the rights attaching to shares.

## **5. Share Certificates**

- 5.1** Shares of the Company shall be issued in uncertificated/scripless form unless the issuance of share certificates is required by the provisions of the Applicable Public Company Rules. Where share certificates are issued, every Member shall be entitled to a certificate issued under the Seal (or a facsimile thereof), which shall be affixed or imprinted with the authority of the Board, specifying the number and, where appropriate, the class of shares held by such Member. The Board may by resolution determine, either generally or in a particular case, that any or all signatures on certificates may be printed thereon or affixed by mechanical means.
- 5.2** If any share certificate shall be proved to the satisfaction of the Board to have been worn out, lost, mislaid, or destroyed the Board may cause a new certificate to be issued and request an indemnity for the lost certificate if it sees fit.
- 5.3** Share may not be issued in bearer form.
- 5.4** When the Company issue share certificates pursuant to Article 5.1 hereof, the Company shall deliver the share certificates to the allottees of such shares within thirty (30) days from the date such share certificates may be issued pursuant to the Law, the Memorandum, the Articles, and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such share certificates pursuant to the Applicable Public Company Rules.
- 5.5** Where the Company shall issue the shares in uncertificated/scripless form, the Company shall upon the issue of such shares cause the name of the subscriber and other particulars to be entered onto the Register of Members in accordance with the Law and the Applicable Public Company Rules.

## **6. Preferred Shares**

- 6.1** Notwithstanding any provisions of these Articles, the Company may by special resolution designate one or more classes of shares with preferred or other special rights as the Company, by special resolution, may determine (shares with such



preferred or other special rights, the "Preferred Shares"), and cause to be set forth in these Articles.

- 6.2** The rights and obligations of Preferred Shares may include (but not limited to) the following terms and shall be consistent with the Applicable Public Company Rules:
- (a) the order of priority and fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;
  - (b) the order of priority and fixed amount or fixed ratio of allocation of surplus assets of the Company;
  - (c) the order of priority for or restriction on the voting right(s) (including declaring no voting rights whatsoever) of the Members holding the Preferred Shares;
  - (d) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply; and
  - (e) other matters concerning rights and obligations incidental to Preferred Shares.

## **REGISTRATION OF SHARES**

### **7. Register of Members**

- (a) For so long as shares are listed on the TSE, the Board shall cause to be kept a Register of Members which may be kept outside the Cayman Islands at such place as the Directors shall appoint and which shall be maintained in accordance with the Law and the Applicable Public Company Rules.
- (b) In the event that the Company has shares that are not listed on the TSE, the Company shall also cause to be kept a register of such shares in accordance with Section 40 of the Law.

### **8. Registered Holder Absolute Owner**

Except as required by Law:

- (a) no person shall be recognised by the Company as holding any share on any trust; and
- (b) no person other than the Member shall be recognised by the Company as having any right in a share.

### **9. Transfer of Registered Shares**

- 9.1** Title to shares listed on the TSE may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules (including through the book-entry system of the TDCC) that are applicable to shares listed on the TSE.
- 9.2** All transfers of shares which are in certificated form may be effected by an instrument of transfer in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and, if the Board so requires, by or on behalf of the transferee. Without prejudice to the foregoing, the Board may also resolve, either generally or in any particular case, upon

request by either the transferor or transferee, to accept mechanically executed transfers.

- 9.3** The Board may refuse to recognise any instrument of transfer in respect of shares in certificated form unless it is accompanied by the certificate in respect of the shares to which it relates and by such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.
- 9.4** The joint holders of any share may transfer such share to one or more of such joint holders, and the surviving holder or holders of any share previously held by them jointly with a deceased Member may transfer any such share to the executors or administrators of such deceased Member.
- 9.5** The Board may in its absolute discretion and without assigning any reason therefor refuse to register the transfer of a share in certificated form in the event such registration of transfer would (i) conflict with the Applicable Law; or (ii) conflict with the Memorandum and/or these Articles. If the Board refuses to register a transfer of any share, the Secretary shall, within three months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of the refusal.
- 9.6** Nothing in these Articles shall preclude the Board from recognizing a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect of it.

## **10. Transmission of Shares**

- 10.1** In the case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognised by the Company as having any title to the deceased Member's interest in the shares. Nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased Member with other persons. Subject to the provisions of Section 39 of the Law, for the purpose of this Article, legal personal representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, decide as being properly authorised to deal with the shares of a deceased Member.
- 10.2** Any person becoming entitled to a share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) may, upon such evidence being produced as may from time to time be required by the Board, elect, by a notice in writing sent by him to the Company, either to become the holder of such share or to have some person nominated by him registered as the holder of such share. If he elects to have another person registered as the holder of such share, he shall sign an instrument of transfer of that share to that person.
- 10.3** A person becoming entitled to a share by reason of the death or bankruptcy or liquidation or dissolution of a Member (or in any case other than by transfer) shall be

entitled to the same dividend, other distributions and other advantages to which he would be entitled if he were the registered holder of such share. However, he shall not, before becoming a Member in respect of a share, be entitled in respect of it to exercise any right conferred by membership in relation to general meetings of the Company. Notwithstanding the aforesaid, the Board may at any time give notice requiring any such person to elect either to be registered himself or to have some person nominated by him be registered as the holder of the share. If the notice is not complied with within ninety days of being received or deemed to be received (as determined pursuant to the Articles), the Board may thereafter withhold payment of all dividend, other distributions, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with.

- 10.4** Notwithstanding the above, for as long as the shares are listed on the TSE, the transmission of the shares may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules (including through the book-entry system of the TDCC) that are applicable to shares listed on the TSE.

## **ALTERATION OF SHARE CAPITAL**

### **11. Power to Alter Capital**

- 11.1** Subject to the Law, the Company may from time to time by ordinary resolution alter the conditions of its Memorandum to increase its authorized share capital by such amount as it thinks expedient.
- 11.2** Subject to the Law, the Company may from time to time by ordinary resolution alter the conditions of its Memorandum to:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares in such manner as permitted by Applicable Law; or
  - (b) cancel shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled in such manner as permitted by Applicable Law.
- 11.3** Subject to the Law and the Articles, the Company may from time to time by special resolution:
- (a) change its name;
  - (b) alter or add to the Articles;
  - (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein; or
  - (d) reduce its share capital and any capital redemption reserve fund in any manner authorised by the Law and the Applicable Public Company Rules.
- 11.4** Subject to the Law and Article 11.5, the following actions by the Company shall require the approval of the Members by a supermajority resolution:

- (a) effecting any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 16 hereof;
- (b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by special resolution only) or spin-off or Private Placement of the securities issued by the Company;
- (c) entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
- (d) the transferring of the whole or any essential part of the business or assets of the Company; or
- (e) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation.

**11.5** Subject to the Law, the Company may be wound up voluntarily:

- (a) if the Company resolves by supermajority resolution that it be wound up voluntarily because the Company is unable to pay its debts as they fall due; or
- (b) if the Company resolves by special resolution that it be wound up voluntarily for reasons other than set out in Article 11.5(a) above.

**11.6** Subject to the Law and in addition to approval by the Board in accordance with Article 2.2, the Company may, with a resolution approved by at least two-thirds of the votes of the Members present at a general meeting attended by Members representing a majority of the total number of issued shares, issue securities to the following persons by way of private placement within the territory of the ROC in accordance with Applicable Public Company Rules (“**Private Placement**”):

- (a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other legal entities or institutions approved by the FSC;
- (b) natural person, legal entities or funds meeting the qualifications set forth by the FSC; and
- (c) directors, supervisors (if any) or managers of the Company or its Subsidiaries.

## **12. Variation of Rights Attaching to Shares**

If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound-up, be varied with the sanction of a special resolution passed at a general meeting of the holders of the shares of the class with a quorum of such number of holders holding more than one-half of the total outstanding shares of such class being present in person, by proxy or corporate representatives. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of shares, such modification or alteration shall be adopted by a special resolution and shall also be adopted by a special resolution passed at a separate meeting of Members of that class of shares. The rights conferred upon the holders of the shares of any

class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

## **DIVIDENDS AND CAPITALISATION**

### **13. Dividends**

- 13.1** The Board may, subject to approval by the Members by way of ordinary resolution or, in the case of Article 11.4(a), supermajority resolution and subject to these Articles and any direction of the Company in general meeting, declare a dividend to be paid to the Members in proportion to the number of shares held by them, and such dividend may be paid in cash, shares or wholly or partly in specie in which case the Board may fix the value for distribution in specie of any assets. No unpaid dividend shall bear interest as against the Company.
- 13.2** The Directors may determine that a dividend shall be paid wholly or partly by the distribution of specific assets (which may consist of the shares or securities of any other company) and may settle all questions concerning such distribution. Without limiting the foregoing generality, the Directors may fix the value of such specific assets, may determine that cash payments shall be made to some Members in lieu of specific assets and may vest any such specific assets in trustees on such terms as the Directors think fit.
- 13.3** Subject to the Law, Article 11.4(a) and these Articles and except as otherwise provided by the rights attached to any shares, the Company may distribute profits in accordance with a proposal for profits distribution approved by the Board and sanctioned by the Members by an ordinary resolution, in annual general meetings. No dividends or other distribution shall be paid except out of profits of the Company, realised or unrealised, out of share premium account or any reserve, fund or account as otherwise permitted by the Law. Except as otherwise provided by the rights attached to any shares, all dividends and other distributions shall be paid according to the number of the shares that a Member holds and the amount paid up on such shares. If any share is issued on terms providing that it shall be entitled to dividends as from a particular date only, such shares shall be entitled to dividends accordingly.
- 13.4** Upon the final settlement of the Company's accounts, if there is "surplus profit" (as defined below), the Company shall set aside between two per cent (2%) and fifteen per cent (15%) as compensation to employees ("**Employees' Compensations**") and Employees' Compensations may be distributed to employees of the Company and its Subsidiaries, who meet certain qualifications. The Company shall, from the surplus profit, set aside no more than three per cent (3%) thereof as remuneration for the Directors ("**Directors' Remuneration**"). The distribution proposals in respect of Employees' Compensation and Directors' Remuneration shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors and submitted to the shareholders' meeting for report. However, if the Company has accumulated losses, the Company shall reserve an

amount thereof for making up the losses before proceeding with the abovementioned distributions and allocation. The "surplus profit" referred to above means the net profit before tax of the Company and for the avoidance of doubt, such amount is before any payment of compensation to employees and remuneration for the Directors.

- 13.5** In determining the Company's dividend policy, the Board recognises that the Company operates in a mature industry, and has stable profit streams and a sound financial structure. In determining the amount, if any, of the dividend or other distribution it recommends to Members for approval in any financial year, the Board:
- (a) may take into consideration the earnings of the Company, overall development, financial planning, capital needs, industry outlook and future prospects of the Company in the relevant financial year, so as to ensure the protection of Members' rights and interests; and
  - (b) shall set aside out of the current year profits of the Company, in addition to the provision in Article 13.4: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses; (iii) ten per cent (10%) as a general reserve, and (iv) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules or a reserve as determined by the Board pursuant to Article 14.1.
- 13.6** Subject to compliance with the Law and after setting aside the amounts for Employees' Compensations and Directors' Remuneration in accordance with Article 13.4 and such amounts as the Board deems fit in accordance with the distribution policy set out in Article 13.5, the Board shall recommend to Members for approval to distribute no less than twenty per cent (20%) of the distributable amount as dividend to the Members and the allocation will be made upon the passing of the resolution by the Members.
- 13.7** Dividends to the Members and the Employees' Compensation may be distributed, in the discretion of the Board, by way of cash or by way of applying such sum in paying up in full unissued shares or a combination of both for allocation and distribution to employees or the Members, provided that, in the case of a distribution to Members, no less than ten per cent (10%) of the total amount of such dividend shall be paid in cash. No unpaid dividend and compensation shall bear interest as against the Company.
- 13.8** The Board shall fix any date as the record date for determining the Members entitled to receive any dividend or other distribution.
- 13.9** For the purpose of determining Members entitled to receive payment of any dividend or other distributions, the Directors may provide that the Register of Members be closed for transfers for five (5) days before the relevant record date or such other period consistent with the Applicable Public Company Rules subject to compliance with the Law.

#### **14. Capital Reserve and Power to Set Aside Profits**

- 14.1** The Board may, before declaring a dividend, set aside out of the surplus or profits of the Company, such sum as it thinks proper as a reserve to be used to meet contingencies or for meeting the deficiencies for implementing dividend distribution plans or for any other purpose to which those funds may be properly applied. Pending application, such sums may be in the absolute discretion of the Directors either be employed in the business of the Company or invested in such investment as Directors may from time to time think fit, and need not be kept separate from other assets of the Company. The Directors may also, without placing the same to reserve, carry forward any profit which they decide not to distribute.
- 14.2** Subject to any direction from the Company in general meeting, the Directors may on behalf of the Company exercise all the powers and options conferred on the Company by the Law in regard to the Capital Reserve. Subject to compliance with the Law, the Directors may on behalf of the Company set off accumulated losses against credits standing in the Capital Reserve and make distributions out of the Capital Reserve.

## **15. Method of Payment**

- 15.1** Any dividend, interest, or other monies payable in cash in respect of the shares may be paid by wire transfer to the Member's designated account or by cheque or draft sent through the post directed to the Member at such Member's address in the Register of Members.
- 15.2** In the case of joint holders of shares, any dividend, interest or other monies payable in cash in respect of shares may be paid by wire transfer to the holder first named in the Register of Members to such holder's designated account or by cheque or draft sent through the post directed to the address of the holder first named in the Register of Members. If two or more persons are registered as joint holders of any shares any one can give an effectual receipt for any dividend paid in respect of such shares.

## **16. Capitalisation**

Subject to Article 11.4(a), the Board may capitalise any sum for the time being standing to the credit of any of the Company's Capital Reserve or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

## **MEETINGS OF MEMBERS**

### **17. Annual General Meetings**

- 17.1** The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year. The Board shall convene all annual general meetings.
- 17.2** The general meetings (including annual general meetings and extraordinary general meetings) shall be held at such time and place as the Chairman or any two Directors or any Director and the Secretary or the Board shall appoint provided that unless otherwise provided by the Law, the general meetings shall be held in the ROC. If the Board resolves to hold a general meeting outside the ROC, the Company shall

apply for the approval of the TSE thereof within two days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

## **18. Extraordinary General Meetings**

- 18.1** General meetings other than annual general meetings shall be called extraordinary general meetings.
- 18.2** The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary or upon requisition in accordance with Article 18.3.
- 18.3** One or more Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding shares of the Company continuously for a period of one year or more may make a requisition that contains the details set out in Article 18.4 below to request the Board to convene an extraordinary general meeting of the Company.
- 18.4** The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office and the Company's stock affairs agent located in the ROC, and may consist of several documents in like form each signed by one or more requisitionists.
- 18.5** If the Board does not within fifteen days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting, provided that if the extraordinary general meeting will be held outside the ROC, an application shall be submitted by such requisitionists to the TSE for its prior approval.

## **19. Notice**

- 19.1** At least thirty days' notice of an annual general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting.
- 19.2** At least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting.
- 19.3** The Board shall fix a record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with Applicable Public Company Rules and close its Register of Members accordingly in accordance with Applicable Public Company Rules.
- 19.4** Subject to Article 22.4, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive



notice shall not invalidate the proceedings at that meeting.

- 19.5** For so long as the shares are listed on the TSE, the Company shall announce to the public by via the Market Observation Post System in accordance with Applicable Public Company Rules the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Articles 19.1 and 19.2 hereof. If the voting power of a Member at a general meeting shall be exercised by way of a written instrument, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Articles 19.1 and 19.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in a manner consistent with the Applicable Public Company Rules.
- 19.6** The following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion:
- (a) election or discharge of Directors,
  - (b) alteration of the Memorandum or Articles,
  - (c) (i) dissolution, Merger, any scheme or arrangement involving a transfer of all issued shares of the Company to a corporate acquirer in exchange for the issuance of shares by that corporate acquirer to the Members as consideration or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,
  - (d) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business,
  - (e) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 16, and
  - (f) Private Placement of any equity-related securities to be issued by the Company.
- 19.7** For so long as the shares are listed on the TSE and unless the Law provides otherwise, the Board shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's stock affairs agent located in the ROC. The Members may request, from time to time, by submitting document(s) evidencing his/her interests

involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.

**19.8** The Company shall make available all the statements and records prepared by the Board and the report prepared by the Audit Committee which will be submitted to the Members at the annual general meeting at the Registered Office (if applicable) and its stock affairs agent located in the ROC ten (10) days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.

## **20. Giving Notice**

**20.1** Any Notice or document, whether or not to be given or issued under these Articles from the Company to a Member, shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication, and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register of Members or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or to the extent permitted by Applicable Law, may also be served by advertisement in appropriate newspapers. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register of Members and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;
- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch

or transmission; and in proving such service or delivery a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and

- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all Applicable Law, rules and regulations.

This Article 20.1 shall apply mutatis mutandis to the service of any document by a Member on the Company under these Articles.

## **21. Postponement of General Meeting**

The Board may postpone any general meeting called in accordance with the provisions of these Articles provided that notice of postponement is given to each Member before the time for such meeting. A notice stating the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of these Articles.

## **22. Quorum and Proceedings at General Meetings**

- 22.1** No resolutions shall be adopted unless a quorum is present. Unless otherwise provided for in the Articles, Members present in person or by proxy or in the case of a corporate Member, by corporate representative, representing more than one-half of the total issued shares of the Company entitled to vote, shall constitute a quorum for any general meeting.
- 22.2** For so long as the shares are listed on the TSE and unless the Law provides otherwise, the Board shall submit business reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of the Company for confirmation and adoption by the Members in a manner consistent with the Applicable Public Company Rules. After confirmation and adoption at the general meeting, the Board shall send or announce to the public via the Market Observation Post System in accordance with Applicable Public Company Rules copies of the adopted financial statements and the minutes of the general meeting containing the resolutions passed on the distribution of profits or allocation of losses, to each Member or otherwise make the same available to the Members in accordance with the Applicable Public Company Rules.
- 22.3** Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands.
- 22.4** Nothing in these Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the convening of any general meeting or the passage of any resolution in violation of applicable laws or regulations or these Articles within 30 days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 22.5** Unless otherwise expressly required by the Law, the Memorandum or the Articles,

any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an ordinary resolution.

**22.6** Member(s) holding one per cent (1%) or more of the Company's total number of issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company in writing one matter for discussion at an annual general meeting. The Company shall give a public notice in such manner as permitted by Applicable Law at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Proposals submitted for discussion at an annual general meeting shall not be included in the agenda of the annual general meeting where (a) the proposing Member(s) holds less than one cent (1%) of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting; (c) the proposing Member(s) has proposed more than one proposal; or (d) the proposal is submitted to the Company after the date fixed and announced by the Company for accepting Member(s)' proposal(s).

**23. Chairman to Preside**

Unless otherwise agreed by a majority of those attending and entitled to vote thereat, the Chairman, shall act as chairman at all meetings of the Members at which such person is present. In his absence a chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.

**24. Voting on Resolutions**

**24.1** Subject to any rights, privileges or restrictions attached to any share, every Member who (being an individual) is present in person or by proxy (or in the case of a corporation or other non-natural person by duly authorized representative(s) or by proxy) shall have one vote for every share of which he is the holder. A Member holding more than one share shall cast the votes in respect of his/her/its shares in the same way on a resolution proposed at a general meeting unless otherwise provided by the Applicable Public Company Rules, in which circumstance, the qualifications, application, manners for the exercise of such respective voting rights, procedures and other related matters thereof shall comply with the Applicable Public Company Rules, these Articles and the Law.

**24.2** No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of shares unless he is registered as a Member on the record date for such meeting.

**24.3** Votes may be cast either in person or by proxy. A Member may appoint another person as his proxy by specifying the scope of appointment in the proxy instrument prepared by the Company to attend and vote at a general meeting, provided that a Member may appoint only one proxy under one instrument to attend and vote at such meeting.

**24.4** To the extent permitted by Applicable Law and notwithstanding any provisions provided in these Articles, the Board may resolve to allow Members not attending

and voting at a general meeting in person, by proxy or by duly authorized representatives (where a Member is a corporation or other non-natural person), to exercise their voting power and cast their votes by a written instrument approved by the Board or by way of electronic transmission (as provided under the ROC Electronic Signatures Act) prior to commencement of the general meeting, provided that (1) the Board shall allow the voting rights in respect of shares held by a Member to be exercised by way of electronic transmission if the Company meets the requirements set forth in the Applicable Public Company Rules; and (2) the relevant methods and procedures are specified in the notice of that meeting and complied with by such Member(s). However, if a general meeting is convened outside the territory of the ROC, to the extent permitted by Applicable Law, the Company must allow the Members to exercise their voting rights and cast their votes by way of a written instrument approved by the Board or by way of electronic transmission in the manner referred to in the foregoing. Any Member who intends to exercise his voting power by a written instrument or by way of electronic transmission shall serve the Company with his/her/its voting decision at least two (2) calendar days prior to the date of such general meeting. Where more than one voting instrument is received from the same Member by the Company, the first voting instrument shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting instrument in the later-received voting instrument. For the avoidance of doubt, those Members voted in the manner mentioned in the foregoing shall, for purposes of these Articles and the Law, be deemed to have appointed the chairman of the general meeting as their proxy to vote their shares at the general meeting only in the manner directed by their written instrument or electronic document. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the general meeting, and the Members shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

- 24.5** In the event any Member who has served the Company with his/her/its declaration of intention to exercise his/her/its voting power by means of a written instrument or by means of electronic transmission pursuant to Article 24.4 hereof later intends to attend general meetings in person, he/she/it shall, at least two (2) calendar days prior to the date of the general meeting, serve a separate declaration of intention to revoke his/her/its previous votes casted by written instrument or electronic transmission in the same manner previously used in exercising his/her/its voting power, failing which, the Member shall be deemed to have waived his right to attend and vote at the relevant general meeting in person, the deemed appointment by the Member of the chairman as proxy shall remain valid and the Company shall not count any votes cast by such Member physically at the relevant general meeting.
- 24.6** A Member who is deemed to have appointed the chairman as proxy pursuant to Article 24.4 for purposes of casting his vote by written instrument approved by the Board or by way of electronic transmission shall have the right to appoint another person as its proxy to attend the meeting in accordance with these Articles, in which

case the express appointment of another proxy shall be deemed to have revoked the deemed appointment of the chairman as proxy under Article 24.4 and the Company shall only count the vote(s) casted by such expressly appointed proxy at the meeting.

## **25. Proxies**

- 25.1** The instrument of proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the solicitor for proxy solicitation (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 25.2** An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 25.3** In the event that a Member exercises his voting power by way of a written instrument or electronic transmission and is deemed to have appointed the chairman of the meeting as his/her/its proxy pursuant to Article 24.4, and has also validly authorised another proxy to attend a general meeting by completing and returning the requisite proxy form, then the voting power exercised by the proxy (rather than the chairman of the meeting) at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting (excluding the deemed appointment of the chairman of the meeting pursuant to Article 24.4) later intends to attend the general meeting in person or to exercise his voting power by way of a written instrument or electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 25.4** Subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock agencies approved by the ROC competent authority, save with respect to the chairman being deemed appointed as proxy under Article 24.4, when a person acts as the proxy for two or more Members, the total number of voting shares that the proxy may vote shall not exceed three percent (3%) of the total number of voting shares of the Company; 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 entitled to vote on such resolution 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.

**25.5** The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the ROC or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company not less than five days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, save with respect to the deemed appointment of the chairman as proxy under Article 24.4, the instrument of proxy shall not be treated as valid PROVIDED that the chairman of the meeting may in his discretion accept an instrument of proxy sent by telex or telefax upon receipt of telex or telefax confirmation that the signed original thereof has been sent. Where multiple instruments of proxy are received by the Company from the same Member, the first written duly executed and valid instrument of proxy received by the Company shall prevail, unless an explicit written statement revoking the previous instrument(s) appointing a proxy is made in the subsequent duly executed and valid instrument of proxy received by the Company. The chairman of the meeting shall have the discretion to determine which instrument of proxy shall be accepted where there is any dispute. Unless otherwise provided in these Articles, delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

**26. Proxy Solicitation**

For so long as the shares are listed on the TSE and subject to the laws of the Cayman Islands, the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

**27. Dissenting Member's Appraisal Right**

**27.1** Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has notified the Company in writing of his objection to such matter prior to the meeting and has raised again his objection at the meeting, may request the Company to purchase all of his shares at the then prevailing fair price:

- (a) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
- (b) the Company transfers the whole or an essential part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
- (c) acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company.

**27.2** In the event any part of the Company's business is spun off or involved in any Merger, any Member, who has abstained from voting in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting approving such spin off or Merger, may request the Company to purchase all of his shares at the then prevailing fair price.

## **28. Shares that May Not be Voted**

### **28.1 Shares held:**

- (a) by the Company itself;
- (b) by any entity in which the Company owns, legally or beneficially, more than fifty per cent (50%) of its total issued and voting share or share capital; or
- (c) by any entity in which the Company, together with (i) the holding company of the Company and/or (ii) any Subsidiary of (a) the holding company of the Company or (b) the Company owns, legally or beneficially, directly or indirectly, more than fifty per cent (50%) of its issued and voting share or share capital;

shall not carry any voting rights nor be counted in the total number of issued shares at any given time.

**28.2** A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with and impair those of the Company, shall abstain from voting such Member's shares in regard to such motion and such shares shall not be counted in determining the number of votes of the Members present at the said meeting. However, such shares may be counted in determining the number of shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member. To the extent that the Company has knowledge, any votes cast by or on behalf of such Member in contravention of the foregoing shall not be counted by the Company.

**28.3** For so long as the shares are listed on the TSE, in the event that a Director creates or has created security, charge, encumbrance, mortgage or lien over any shares held by him, then he shall notify the Company of such security, charge, encumbrance, mortgage or lien. If at any time the security, charge, encumbrance, mortgage or lien created by a Director is in respect of more than half of the shares held by him at the time of his appointment, then the voting rights attaching to the shares held by such Director at such time shall be reduced, such that the shares over which security, charge, encumbrance, mortgage or lien has been created which are in excess of half of the shares held by the Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Members at a general meeting but shall be counted towards the quorum of the general meeting.

## **29. Voting by Joint Holders of Shares**

In the case of joint holders, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

## **30. Representation of Corporate Member**

**30.1** A corporation or non-natural person which is a Member may, by written instrument, authorise such person or persons as it thinks fit to act as its representative at any



meeting of the Members and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation or non-natural person which such person represents as that corporation or non-natural person could exercise if it were an individual Member, and that Member shall be deemed to be present in person at any such meeting attended by its authorised representative or representatives.

**30.2** Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at general meetings on behalf of a corporation or non-natural person which is a Member.

**31. Adjournment of General Meeting**

The chairman of a general meeting may, with the consent of a majority in number of the Members present at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, a notice stating the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of these Articles.

**32. Directors Attendance at General Meetings**

The Directors of the Company shall be entitled to receive notice of, attend and be heard at any general meeting.

**DIRECTORS AND OFFICERS**

**33. Number and Term of Office of Directors**

**33.1** There shall be a board of Directors consisting of no less than eleven (11) persons, each of whom shall be appointed to a term of office of three (3) years. Directors may be eligible for re-election. The Company may from time to time by special resolution increase or reduce the number of Directors subject to the above number limitation provided that the requirements under the Applicable Law are met. The Directors shall elect a vice chairman ("Vice Chairman") amongst all the Directors. In case the Chairman is on leave or absent or can not exercise his/her power and authority for any cause, the Vice Chairman shall act on his/her behalf.

**33.2** A spousal relationship and/or a Family Relationship within the Second Degree of Kinship may not exist among more than half (1/2) of the members of the Board (the "Threshold"), unless with prior approval by the ROC competent authority. Where any person among the persons elected for appointment as a Director has a spousal relationship and/or a Family Relationship within the Second Degree of Kinship with any existing member of the Board or with any other person(s) also elected for appointment as a director (collectively, the "Related Persons" and each a "Related Person"), in respect of the Related Person who was elected by way of Cumulative Voting and who received the lowest number of votes from the Members for its appointment among all such elected Related Persons, with the intent that the Threshold will not be breached as a result of his/her appointment: (i) if his/her appointment is already effective, shall automatically cease to be a director of the

Company on and from the date that the Company has actual knowledge of a breach of the Threshold; (ii) if his/her appointment has not yet taken effect, his/her appointment shall not take effect if the Company has actual knowledge of a possible breach of the Threshold if his/her appointment takes effect.

- 33.3** Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors accounting for not less than one-fifth of the total number of Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least one of them shall have accounting or financial expertise.
- 33.4** The Independent Directors shall be nominated by adopting the candidate nomination system specified in the Applicable Public Company Rules. Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be consistent with the Applicable Public Company Rules.
- 33.5** Unless provided otherwise in these Articles, the qualifications, composition, appointment, removal, exercise of power in performing duties and other matters with respect to the Directors, Independent Directors, Compensation Committee and Audit Committee, shall comply with the provisions under ROC Securities and Exchange Act and the regulations issued pursuant to the ROC Securities and Exchange Act applicable to the Company.

#### **34. Election of Directors**

- 34.1** The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 34.2 below. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to elect one or more Directors.
- 34.2** The Director(s) shall be elected by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as “Cumulative Voting”) in the following manner:
- (i) on an election of Directors, the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of Directors nominated for appointment at the general meeting provided that such votes shall only cumulate in respect of such number of Directors nominated within the same category (namely, independent or non-independent) of Directors to be appointed;
  - (ii) the Member(s) may vote all or part of their cumulated votes in respect of one or more Director candidates within the same category of Directors to be elected;
  - (iii) such number of Director candidates receiving the highest number of votes in the same category of Directors to be elected shall be appointed; and

(iv) where two or more Director candidates receive the same number of votes and as a result the total number of new Directors intended to be appointed is exceeded, there shall be a draw by such Director candidates receiving the same number of votes to determine who shall be appointed; the chairman of the meeting shall draw for a Director nominated for appointment who is not present at the general meeting.

**34.3** If the number of Independent Directors is less than three (3) persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty (60) days from the date of resignation or removal of last Independent Director, an extraordinary general meeting to elect succeeding Independent Directors to fill the vacancies.

**34.4** If the number of Directors is less than five (5) persons due to the vacancy of Director(s) for any reason, the Company shall call an election of Director(s) at the next following general meeting to fill the vacancies. When the number of vacancies in the Board of the Company equals to one third of the total number of Directors elected, the Board shall hold, within sixty (60) days from the date of the occurrence of vacancies, a general meeting of Members to elect succeeding Directors to fill the vacancies.

## **35. Removal and Re-election of Directors**

**35.1** The Company may from time to time by supermajority resolution remove any Director from office, whether or not appointing another in his stead.

**35.2** In case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or is in serious violation of applicable laws, regulations and/or these Articles, but has not been removed by a supermajority resolution, the Member(s) holding three per cent (3%) or more of the total number of issued shares of the Company may, within thirty (30) days after such general meeting, to the extent permissible under Applicable Law, institute a lawsuit to remove such Director. The Taiwan Taipei District Court, ROC, may be the court of the first instance for this matter.

**35.3** Prior to the expiration of the term of office of the current Directors, the Members may at a general meeting elect or re-elect all Directors, which vote shall be calculated in accordance with Article 34.2 above. If no resolution is passed to approve that the existing Director(s) who is/are not re-elected at the general meeting that such Director(s) shall remain in office until expiry of his/her original term of office, such non-re-elected Directors shall vacate their office with effect from the date the other Directors elected or re-elected at the same general meeting commence their office. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to re-elect all Directors. If the term of office of all Directors expires at the same time and no general meeting was held before such expiry for re-election, their term of office shall continue and be extended to such time when new Directors are elected or re-elected in

the next general meeting and they commence their office.

**36. Vacancy in the Office of Director**

**36.1** The office of Director shall be vacated if the Director:

- (a) is removed from office pursuant to these Articles;
- (b) dies or becomes bankrupt, or makes any arrangement or composition with his creditors generally;
- (c) is automatically discharged from his office in accordance with Article 33.2;
- (d) resigns his office by notice in writing to the Company;
- (e) an order is made by any competent court or official on the grounds that he has no legal capacity, or his legal capacity is restricted according to Applicable Law;
- (f) having committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five years;
- (g) having committed an offence involving fraud, breach of trust or misappropriation and subsequently punished with imprisonment for a term of more than one year, and the time elapsed after he has served the full term of such sentence is less than two years;
- (h) having been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two years;
- (i) having been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;
- (j) subject to Article 35.3, upon expiry of term of office (if any) of the relevant Director;
- (k) is automatically removed in accordance with Article 36.2; or
- (l) ceases to be a Director in accordance with Article 36.3.

In the event that the foregoing events described in clauses (b), (e), (f), (g), (h) or (i) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.

**36.2** In case a Director that has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him/her at the time he/she is elected, he/she shall, ipso facto, be removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required.

**36.3** If any Director has, after having been elected and before his/her inauguration of the office of Director, transferred more than one half of the Company's shares being held by him/her at the time of his/her election as a Director, then he/she shall immediately

cease to be a Director and no shareholders' approval shall be required. If any Director has, after having been elected as a Director, transferred more than one half of the Company's shares being held by him/her within the share transfer prohibition period prior to the convention of a shareholders' meeting according to the Applicable Public Company Rules, then he/she shall immediately cease to be a Director and no shareholders' approval shall be required.

### **37. Compensation of Directors**

- 37.1** The Board may establish a Compensation Committee comprised of at least three members appointed by the Board, one of whom shall be an Independent Director. The professional qualifications of the members of the Compensation Committee, the exercise by the members of the Compensation Committee of its responsibilities, powers and other related matters of the Compensation Committee shall comply with the Applicable Public Company Rules. Upon the establishment of the Compensation Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee the provisions of which shall be consistent with the Applicable Public Company Rules.
- 37.2** The compensation referred in the preceding Article shall include the compensation, stock option and other incentive payments of Directors and managers of the Company.
- 37.3** The compensation of the Directors may be decided by the Board by reference to recommendation made by the Compensation Committee (if established), the standard generally adopted by other enterprises in the same industry, and shall be paid in cash only. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of profits of the Company if permitted by the Law, the Applicable Public Company Rules, the service agreement or other similar contract that he/she has entered into with the Company.

### **38. Defect in Election of Director**

All acts done in good faith by the Board or by a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and was qualified to be a Director, subject to and upon ratification by the Members of such acts in a general meeting.

### **39. Directors to Manage Business**

The business of the Company shall be managed and conducted by the Board. In managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Law or by these Articles, required to be exercised by the Company in general meeting subject, nevertheless, to these Articles, the provisions of the Law, and to such directions as may be prescribed by the Company in general meeting.

#### **40. Powers of the Board of Directors**

Without limiting the generality of Article 39, the Board may subject to Article 11.4:

- (a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their compensation and determine their duties;
- (b) exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party;
- (c) appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company;
- (d) appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;
- (e) by power of attorney, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney. Such attorney may, if so authorised, execute any deed or instrument in any manner permitted by the Law;
- (f) procure that the Company pays all expenses incurred in promoting and incorporating the Company;
- (g) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Board and every such committee shall conform to such directions as the Board shall impose on them. Subject to any directions or regulations made by the Directors for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board;
- (h) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board sees fit;
- (i) present any petition and make any application in connection with the liquidation or reorganisation of the Company;
- (j) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and
- (k) authorise any company, firm, person or body of persons to act on behalf of the

Company for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Company.

**41. Register of Directors and Officers**

**41.1** The Board shall cause to be kept in one or more books at the Registered Office a Register of Directors and Officers in accordance with the Law and shall enter therein the following particulars with respect to each Director and Officer:

- (a) first name and surname; and
- (b) address.

**41.2** The Board shall, within the period of thirty days from the occurrence of:-

- (a) any change among its Directors and Officers; or
- (b) any change in the particulars contained in the Register of Directors and Officers,

cause to be entered on the Register of Directors and Officers the particulars of such change and the date on which such change occurred, and shall notify the Registrar of Companies in accordance with the Law.

**42. Officers**

The Officers shall consist of a Secretary and such additional Officers as the Board may determine all of whom shall be deemed to be Officers for the purposes of these Articles.

**43. Appointment of Officers**

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

**44. Duties of Officers**

The Officers shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time.

**45. Compensation of Officers**

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

**46. Conflicts of Interest**

**46.1** Any Director, or any Director's firm, partner or any company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company and such Director or such Director's firm, partner or company shall be entitled to compensation as if such Director were not a Director; provided that this Article 46.1 shall not apply to Independent Directors.

**46.2** A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest as required by the Applicable Law.

**46.3** Notwithstanding anything to the contrary contained in these Articles, a Director who has a personal interest in the matter under discussion at a meeting of the Board shall

disclose and explain material contents of such personal interest at the meeting of the Board. Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.

**46.4** Notwithstanding anything to the contrary contained in this Article 46, a Director who is engaged in anything on his own account or on behalf of another person, which is within the scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek their approval by supermajority resolution.

#### **47. Indemnification and Exculpation of Directors and Officers**

**47.1** Unless otherwise provided in these Articles, The Directors and Officers of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and every former director, officer or trustee and their respective heirs, executors, administrators, and personal representatives (each of which persons being referred to in this Article as an "indemnified party") shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and no indemnified party shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any breach of duties, fraud or dishonesty which may attach to any of the said persons.

**47.2** Without prejudice and subject to the general directors' duties that a Director owes to the Company and its shareholders under common law principals and the laws of the Cayman Islands, a Director shall perform his/her fiduciary duties of loyalty and due care of a good administrator in the course of conducting the Company's business, and shall indemnify the Company, to the maximum extent legally permissible, from any loss incurred or suffered by the Company arising from breach of his/her fiduciary duties. If a Director has made any profit for the benefit of himself/herself or any third party as a result of any breach of his/her fiduciary duties, the Company shall, if so resolved by the Members by way of an ordinary resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover such profit from such relevant Director. If a Director has, in the course of conducting the Company's business, violated any laws or regulations that causes the



Company to become liable for any compensation or damages to any person, such Director shall become jointly and severally liable for such compensation or damages with the Company and if for any reason such Director is not made jointly and severally liable with the Company, such Director shall indemnify the Company for any loss incurred or suffered by the Company caused by a breach of duties by such Director.

**47.3** The Officers, in the course of performing their duties to the Company, shall assume such duties and obligations to indemnify the Company in the same manner as if they are Directors.

**47.4** The Company may purchase and maintain insurance for the benefit of any Director or Officer of the Company against any liability incurred by him in his capacity as a Director or Officer of the Company or indemnifying such Director or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or Officer may be guilty in relation to the Company or any Subsidiary thereof.

**47.5** To the extent permitted under the laws of the Cayman Islands and there is a cause of action under applicable laws by the Company against such relevant Director(s), a Member or Members collectively continuously holding three per cent (3%) or more of the total issued shares of the Company for a year or longer may:

- (a) request in writing the Board to authorise any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or
- (b) request in writing any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors with the approval of the Board;

within thirty (30) days after the Member(s) having made the request under the preceding clause (a) or (b), if (i) in the case of clause (a), the Board fails to make such authorisation or the Independent Director of the Audit Committee having been authorised by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition or the Board disapproves such action, to the extent permitted under the laws of the Cayman Islands and there is a cause of action under applicable laws by the Company against such relevant Director(s), such Member(s) may file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors.

## **MEETINGS OF THE BOARD OF DIRECTORS**

### **48. Board Meetings**

Subject to the Applicable Public Company Rules, the Chairman may call a meeting of the Board and the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. Regular meetings of the Board shall be held at least on a

quarterly basis to review the Company's performance during the previous fiscal quarter and to decide on matters customarily requiring approval of the Board as stipulated herein. A resolution put to the vote at a meeting of the Board shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution shall fail.

**49. Notice of Board Meetings**

The Chairman may, and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board. To convene a meeting of the Board, a notice setting forth therein the matters to be considered and if appropriate, approved at the meeting shall be given to each Director no later than seven (7) days prior to the scheduled meeting date. However, in the case of emergency as agreed by a majority of the Directors, the meeting may be convened with a shorter notice period in a manner consistent with the Applicable Public Company Rules. Notice of a meeting of the Board shall be deemed to be duly given to a Director if, to the extent permitted by Applicable Law, it is given to such Director verbally (in person or by telephone) or otherwise communicated or sent to such Director by post, cable, telex, telecopier, facsimile, electronic mail or other mode of representing words in a legible form at such Director's last known address or any other address given by such Director to the Company for this purpose.

**50. Participation in Meetings by Video Conference**

Directors may participate in any meeting of the Board by means of video conference or other communication facilities, as permitted by the Applicable Law, where all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

**51. Quorum at Board Meetings**

The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors. Any of the Directors may appoint another Director as proxy to represent him at any meeting of the Board if such Director is unable to do so in person for any reason. If a Director appoints a proxy then for all purposes the presence or vote of the proxy shall be deemed to be that of the appointing Director. The appointed Director may only act as the proxy of one Director only.

**52. Board to Continue in the Event of Vacancy**

The Board may act notwithstanding any vacancy in its number.

**53. Chairman to Preside**

Unless otherwise agreed by a majority of the Directors attending, the Chairman, if there be one, shall act as chairman at all meetings of the Board at which such person is present. In his absence a chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.

**54. Validity of Prior Acts of the Board**

No regulation or alteration to these Articles made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation or

alteration had not been made.

## **CORPORATE RECORDS**

### **55. Minutes**

The Board shall cause minutes to be duly entered in books provided for the purpose:

- (a) of all elections and appointments of Officers;
- (b) of the names of the Directors present at each meeting of the Board and of any committee appointed by the Board; and
- (c) of all resolutions and proceedings of general meetings of the Members, meetings of the Board, meetings of managers and meetings of committees appointed by the Board.

### **56. Register of Mortgages and Charges**

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

**56.2** The Register of Mortgages and Charges shall be open to inspection by Members and creditors in accordance with the Law, at the Registered Office on every business day in the Cayman Islands, subject to such reasonable restrictions as the Board may impose, so that not less than two (2) hours in each such business day be allowed for inspection.

### **57. Form and Use of Seal**

**57.1** The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf; and, until otherwise determined by the Directors, the Seal shall be affixed in the presence of a Director or the Secretary or an assistant secretary or some other person authorised for this purpose by the Directors or the committee of Directors.

**57.2** Notwithstanding the foregoing, the Seal may without further authority be affixed by way of authentication to any document required to be filed with the Registrar of Companies in the Cayman Islands, and may be so affixed by any Director, Secretary or assistant secretary of the Company or any other person or institution having authority to file the document as aforesaid.

**57.3** The Company may have one or more duplicate Seals, as permitted by the Law; and, if the Directors think fit, a duplicate Seal may bear on its face of the name of the country, territory, district or place where it is to be issued.

## **TENDER OFFER AND ACCOUNTS**

### **58. Tender Offer**

Within seven (7) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigious and non-litigious agent ( 訴訟及非訴訟代理人, which term shall be construed under the laws of ROC ) appointed by the Company

pursuant to the Applicable Public Company Rules, the Board shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:

- (a) the types and number of the shares held by the Directors and the Members holding more than ten per cent (10%) of the total issued shares in their own names or in the names of other persons.
- (b) recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.
- (c) whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
- (d) the types, numbers and amount of the shares of the tender offeror or its affiliates held by the Directors and the Members holding more than ten per cent (10%) of the total number of issued shares held in their own names or in the name of other persons.

## **59. Books of Account**

**59.1** The Board shall cause to be kept proper records of account with respect to all transactions of the Company and in particular with respect to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure relates;
- (b) all sales and purchases of goods by the Company; and
- (c) all assets and liabilities of the Company.

Such books of account shall be kept for at least five (5) years from the date they are prepared.

**59.2** Such records of account shall be kept and proper books of account shall not be deemed to be kept with respect to the matters aforesaid if there are not kept, at such place as the Board thinks fit, such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

**59.3** The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one (1) year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one (1) year.

## **60. Financial Year End**

The financial year end of the Company shall be 31st December in each year but, subject to any direction of the Company in general meeting, the Board may from time to time prescribe some other period to be the financial year, provided that the Board may not without the sanction of an ordinary resolution prescribe or allow any financial year longer than eighteen months.

## **AUDIT COMMITTEE**

### **61. Number of Committee Members**

The Board shall set up an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and the number of committee members shall not be less than three (3). One of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members.

### **62. Powers of Audit Committee**

The Audit Committee shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:

- (a) adoption of or amendment to an internal control system;
- (b) assessment of the effectiveness of the internal control system;
- (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;
- (d) any matter relating to the personal interest of the Directors;
- (e) a material asset or derivatives transaction;
- (f) a material monetary loan, endorsement, or provision of guarantee;
- (g) the offering, issuance, or Private Placement of any equity-related securities;
- (h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) the appointment or discharge of a financial, accounting, or internal auditing officer;
- (j) approval of annual and semi-annual financial reports; and
- (k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

## **VOLUNTARY WINDING-UP AND DISSOLUTION**

### **63. Winding-Up**

**63.1** The Company may be voluntarily wound-up in accordance with Article 11.5.

**63.2** If the Company shall be wound up the liquidator may, with the sanction of a special resolution, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in the trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or assets whereon there is any liability.

## **CHANGES TO CONSTITUTION**

### **64. Changes to Articles**

Subject to the Law and to the conditions contained in its Memorandum, the Company may, by special resolution, alter or add to its Articles.

### **65. Discontinuance**

The Board may exercise all the powers of the Company to transfer by way of continuation the Company to a named country or jurisdiction outside the Cayman Islands pursuant to the Law.

## **OTHERS**

### **66. Shareholder Protection Mechanism**

If the Company proposes to undertake:

- (a) a merger or consolidation which will result in the Company being dissolved;
- (b) a sale, transfer or assignment of all of the Company's assets and businesses to another entity;
- (c) a share exchange; or
- (d) a demerger (spin off),

which would result in the termination of the Company's listing on the TSE, and where (in the case of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the entity whose shares has been allotted in exchange for the Company's shares and, (in the case of (d) above) the existing or newly incorporated spun-off company's shares are not listed on the TSE or the Taipei Exchange, then in addition to any requirements to be satisfied under the Law, such action shall be first approved at a general meeting by a resolution passed by members holding two-thirds or more of the votes of the total number of issued shares of the Company.

(中譯文)

**第十次修訂及重述公司章程**

Yeong Guan Energy Technology Group Company Limited.

**永冠能源科技集團有限公司**

(經 2018 年[-]月[-]日股東會以特別決議通過)

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## 第十次修訂及重述章程大綱

### Yeong Guan Energy Technology Group Company Limited.

#### 永冠能源科技集團有限公司

(經 2018 年[-]月[-]日股東會以特別決議通過)

法律（如后定義）附件一表格 A 中之法令不適用於本公司。

### 釋義

## 2 定義

2.1 本第十次修訂及重述章程中，下列文字及用語於與前後文內容不抵觸之情況下，應定義如下：

“適用法律”	指公開發行公司規則、法律或其他適用於公司之規則或法令。
“公開發行公司規則”	指相關主管機關隨時針對公開發行公司或任何在臺灣之證券交易所或證券市場上市或上櫃公司訂定之中華民國法律、規則和規章（包括但不限於公司法、證券交易法、金管會（定義如后）發布之法令規章，或證交所（定義如后）發布之規章制度，及其日後之修訂版本），而經相關主管機關要求應適用公司者。
“章程”	指不時變更之本章程。
“審計委員會”	指董事會轄下之審計委員會，由公司之獨立董事組成。
“董事會”	指依本章程指派或選舉之董事會，並依本章程於達法定出席人數之董事會議中行使權限。
“資本公積”	為本章程之目的，係指公司依法律發行股份之溢價（指高於股票面額之金額）加計受領贈與後之金額。
“董事長”	指由所有董事間選出擔任董事會主席之董事。
“公司”	指Yeong Guan Energy Technology Group Company Limited 永冠能源科技集團有限公司。
“薪資報酬委員會”	指董事會依公開發行公司規則之規定，由董事會所指派之專業人士組成，並具有所規定之各項職能之一委員會。
“累積投票制”	指第34.2條所規定之選舉董事之投票機制。
“董事”	指公司當時之董事，包括任一和全部獨立董事。
“電子記錄”	定義如《電子交易法》之定義。
“電子交易法”	指開曼群島之《電子交易法》（2003年修訂）。
“二親等以內之親屬關係”	指某人因血緣或婚姻之緣故而與另一人有親屬關係，且係屬二親等以內之關係，包括該人與其父母、其祖父母、其兄弟姊妹、其子女、其孫子女、及該人與其配偶之父母、其配偶之祖父母及其配偶之兄弟姊妹等。

“金管會”	指中華民國行政院金融監督管理委員會。
“獨立董事”	指依公開發行公司規則之規定選出之獨立董事。
“共同經營契約”	指公司與他人，或其他機構所訂立之契約，契約各當事人同意，將按契約條款共同經營某一事業，並共擔虧損、共享獲利者。
“法律”	指開曼群島之公司法（修訂版）及所有對現行法之修正、重新制定或修訂。
“營業出租契約”	指公司與他人所訂立之契約或協議，約定將公司之某些必要機具及資產出租予對方，而該他人以自身名義經營公司之全部營業；公司則自該他人受領一筆事先約定之報酬作為對價。
“委託經營契約”	公司與他人所訂立之契約或協議，依該契約或協議委託對方以公司名義，並基於公司利益，經營公司之事業，公司則向該方給付一筆事先約定之報酬做為對價；該部分事業之獲利和虧損，仍繼續由公司享有及負擔。
“公開資訊觀測站”	指臺灣證券交易所維護之公開發行公司申報系統，網址為 <a href="http://mops.twse.com.tw/">http://mops.twse.com.tw/</a> 。
“股東”	指股東名冊登記持有公司股份之股東，若為二人以上登記為共同持有股份者，指股東名簿中登記為第一位之共同持有人或全部共同持有人，依其前後文需求適用之。
“章程大綱”	指公司章程大綱。
“通知”	除另有指明外，指本章程所指之書面通知。
“合併”	指下列交易： (i)參與該交易之公司均併入新設公司，而該新設公司概括承受被併入公司之一切權利及義務，或(ii)所有參與該交易之公司均併入存續公司，而該存續公司概括承受被併入公司之一切權利及義務，且於上述任何一種情形，其對價為存續公司或新設公司或其他公司之股份、現金或其他資產；或 其他符合公開發行公司規則定義之「併購及／或合併」。
“月”	指日曆月。
“經理人”	任何經董事會指派擔任公司職務之人。
“普通決議”	指公司股東會中（或如特別指明，持有特定種類股份之股東會議）以簡單多數決通過的決議。
“私募”	其意義如本章程第11.6條之定義。
“特別股”	其意義如本章程第6條之定義。
“董事及經理人名冊”	本章程所指董事及經理人名冊。
“股東名冊”	指公司依法律備置之股東名冊，且就公司於證交所上市者，則指公司依公開發行公司規則備置之股東名冊。
“註冊處所”	指公司當時之註冊營業處所。

“關係人”	第33.2條所定義之人。
“中華民國”	指臺灣，中華民國。
“印章”	指公司通用圖章或正式或複製之印章。
“秘書”	經指派執行所有公司秘書職務之人，包括任何代理或助理秘書，及任何經董事會指派執行該秘書職務之人。
“股份”	指每股面額新臺幣10元之公司股份，包括畸零股。
“特別決議”	指於公司股東會中，經有權參與表決之股東親自出席、或如得適用委託書，經由委託書表決，經計算每位股東有權表決權數後，以出席股東表決權至少三分之二（或依本章程規定之更高成數，如有）同意通過之決議。前開股東會之開會通知中應載明該等事項為應經特別決議之事項。
“附屬公司”	就任一公司而言，指(1)被該公司直接或間接持有半數（含）以上已發行有表決權之股份總數或全部資本總額之公司；(2)該公司對其人事、財務或業務經營有直接或間接控制權之公司；(3)公司之執行業務股東或董事半數（含）以上與該公司相同者；及(4)已發行有表決權之股份總數或全部資本總額有半數（含）以上為相同股東持有之公司。
“重度決議”	由代表公司已發行股份總數三分之二以上之股東出席（包括親自出席、以委託書指定代理人或經由法人代表人出席者）經合法召開之股東會，由該等出席股東表決權過半數同意（包括親自出席、或經由法人代表人出席者，如得適用委託書，以委託書指定代理人者）通過之決議；或如出席股東會之股東所代表之股份總數，少於公司已發行股份總數之三分之二（包括親自出席、以委託書指定代理人或經由法人代表人出席者），但超過公司已發行股份總數之半數（包括親自出席、或經由法人代表人出席者，如得適用委託書，以委託書指定代理人者）時，則指由該等出席股東表決權三分之二以上之同意通過之決議。
“集保結算所”	指臺灣集中保管結算所股份有限公司。
“庫藏股”	其定義如本章程第3.11條所示。
“門檻”	指第33.2條所定義之董事間具有配偶或二親等以內之親屬關係之門檻。
“證交所”	臺灣證券交易所股份有限公司。
“年”	日曆年。

2.2 本章程中，於內容不抵觸之情況下：

- (a) 複數詞語包括單數含義，反之亦然；
- (b) 陽性詞語包括陰性及中性含義；
- (c) 人包括公司、組織或個人團體，不論是否為公司；
- (d) 文字：
  - (i) “得”應被解釋為“可以”；

- (ii) “應”應被解釋為“必須”。
  - (e) “書面”和“以書面形式”包括所有以可視形式呈現的重述或複製之文字模式，包括電子記錄；
  - (f) 所提及任何法律或規章之規定應包括該規定之增補或重新制定；
  - (g) 除另有規定，法律定義之文字或意義於本章程應有相同解釋；且
  - (h) 除本章程明定者外，電子交易法第八條所規定的各項義務及要求均不適用。
- 2.3 本章程所提及之書面或相似涵義，除有相反意思外，應包括傳真、列印、平版印刷、攝影、電子郵件及其他以可視形式呈現且形諸文字之方式。
- 2.4 本章程之標題僅為方便之用，不應用以或據以解釋本章程。

## 股份

### 3 發行股份之權力

- 3.1 除本章程及股東會另有決議外，於未損及任何現有股份或股別持有人之特別權利下，董事會有權依其決定之條件發行任何公司尚未發行之股份，且得依股東決議發行任何就股利、表決權、資本返還或其他事項具有優先權、遞延權或其他特殊權利或限制之股份或股別（包括就股份所發行得棄權或其他種類之選擇權、認股權憑證和其他權利），惟除依法律規定外，不得折價發行股票。
- 3.2 除本章程另有規定外，公司發行新股應經董事會三分之二以上董事出席及出席董事超過二分之一之同意，並限於公司之授權資本內為之。
- 3.3 公司於中華民國境內辦理現金增資發行新股時，除經金管會或證交所認為公司無須或不適宜辦理外，公司應提撥發行新股總額百分之十，在中華民國境內對外公開發行（「公開發行部分」）；然若股東會以普通決議另為較高比率之決議者，從其決議，並提撥相當於該等較高比率之股份作為公開發行部分。公司得保留發行新股總額不超過百分之十五供公司員工認購（「員工認股部分」）。
- 3.4 除經股東會另以普通決議為不同決議外，公司辦理現金增資發行新股時，於提撥公開發行部分及員工認股部分後，應公告及通知原有股東，其有權按照原有股份比例優先認購剩餘新股。公司應在前開公告中聲明行使此優先認股權之方式，及若任何股東逾期不認購者，視為喪失其權利。原有股東持有股份按比例不足分認一新股者，得依董事會決定之條件及公開發行公司規則，合併其認股權而以單一股東名義共同認購一股或多股；原有股東於前述時間內未認足者，公司得就未認購部分依符合公開發行公司規則之方式辦理公開發行或洽特定人認購。
- 3.5 於不違反或抵觸法律之前提下，公司得經股東會重度決議發行限制員工權利之新股（下稱「限制型股票」）予本公司及附屬公司之員工，針對發行該種股份，不適用本章程第 2.3 條之規定。公司股份於證交所上市期間，限制型股票之發行條件，包括但不限於發行數量、發行價格及其他相關事項，應符合公開發行公司規則之規定。
- 3.6 本章程第 2.3 條規定之公開發行部分及員工認股部分及本章程第 2.4 條規定之股東優先認股權於公司因以下原因或基於以下目的發行新股時，不適用之：
- (a) 公司合併、分割，或為公司重整；

- (b) 公司為履行認股權憑證及／或選擇權下之義務，包括本章程第 2.8 條及第 2.10 條所規定者；
  - (c) 公司依本章程第 2.5 條發行限制型股票；
  - (d) 公司為履行可轉換公司債或附認股權公司債下之義務；
  - (e) 公司為履行附認股權特別股下之義務；或
  - (f) 公司進行私募有價證券時。
- 3.7 公司不得發行任何未繳納股款或繳納部分股款之股份。
- 3.8 縱有本章程第 2.5 條規定，公司得經董事會三分之二以上董事出席及出席董事超過二分之一之同意，通過一個以上之員工獎勵措施，並得發行股份或選擇權、認股權憑證或其他類似之工具予公司及其附屬公司之員工；為免疑義，前開事項毋需另經股東會決議通過。
- 3.9 依前述本章程第 2.8 條發行之選擇權、認股權憑證或其他類似之工具不得轉讓，但因繼承者不在此限。
- 3.10 公司得與其員工及其附屬公司之員工就前述本章程第 2.8 條所定之獎勵措施簽訂契約，約定於一定期間內，員工得認購特定數量之公司股份。此等契約之條款對相關員工之限制不得少於其所適用之獎勵措施所載條件。

#### 4 贖回及購回股份

- 4.1 在不違反法律情形下，公司得發行由公司或股東行使贖回權或贖回選擇權的股份。
- 4.2 於依法律規定得授權之範圍內，授權公司得自資本或其他帳戶或其他資金中支付贖回股份之股款。
- 4.3 得贖回股份之贖回價格或其計算方式，應於股份發行前由董事會訂之。
- 4.4 有關得贖回股份之股票應載明該等股份係可贖回。
- 4.5 在不違反適用法律規定及本章程規定下，公司得經董事會三分之二以上董事出席及出席董事超過二分之一之同意，依董事所定之條件及方式，買回其自身股份（包括可贖回之股份），並依法律規定作為庫藏股由公司持有（下稱「庫藏股」）。如公司擬買回其自身股份並立即銷除所買回股份，該買回需經股東會普通決議通過，且除法律或公開發行公司規則另有規定外，銷除所買回股份，應依股東於註銷股份當日所持股份比例減少之（四捨五入至董事決定之整數位）。
- 經公司股東會以普通決議通過之買回並註銷公司股份，得以現金或其他財產支付買回股款；惟以其他財產支付買回股款時，該財產之價值應：(a)於董事會提交股東會決議前，送交中華民國會計師查核簽證，作為普通決議授權買回並註銷公司股份之依據，及(b)經收受以其他財產支付買回股款之各股東同意。
- 4.6 公司如依前條規定決議買回於證交所上市之股份，並作為庫藏股由公司持有者，應依公開發行公司規則之規定，將董事會決議及執行情形，於最近一次之股東會報告；其因故未買回於證交所上市之股份者，亦同。
- 4.7 於不違反本章程第 3.5 條規定下，公司得依董事決定及法律允許之任何方式，支付贖回或買回股款，包括由資本支付。
- 4.8 股份贖回款項之給付遲延不影響股份之贖回，惟如遲延超過三十日，應按董事

經適當查詢後所預估可代表開曼群島持有 A 級執照（定義如開曼群島銀行及信託公司法（修訂版）所示）之銀行同類貨幣三十日之定存利率，支付自到期日至實際支付款項期間之利息。

- 4.9 於不違反本章程第 3.5 條規定下，董事可於其認為適當時，行使法律第 37 條第 (5) 項（從資本中撥款支付）賦予公司之權限。
- 4.10 於不違反前述及本章程第 3.5 條規定下，有關股份贖回應實行或可實行之方式，而可能產生之一切問題，董事得自為適當決定。
- 4.11 除股款已全數繳清，不得贖回該股份。
- 4.12 於不違反本章程第 3.5 條規定下，公司買回、贖回或取得（經由交付或其他方式）之股份應立即註銷或作為庫藏股由公司持有。
- 4.13 對於庫藏股，不得配發或支付股利予公司，亦不得就公司之資產為任何其他分配（無論係以現金或其他方式）予公司（包括公司清算時對於股東的任何資產分配）。
- 4.14 公司應以庫藏股持有人之身份載入股東名冊，惟：
- (a) 不得因任何目的將公司視同股東，且公司不得就庫藏股行使任何權利，意圖行使該權利者，應屬無效；
  - (b) 於公司任一會議中，庫藏股均不得直接或間接參與表決，且無論係為本章程或法律之目的，如欲決定任何特定時點之已發行股份總數時，庫藏股亦不應計入。
- 4.15 公司買回於證交所上市之股份後，以低於實際買回股份之平均價格轉讓庫藏股予公司或附屬公司員工之任何議案，應經最近一次股東會特別決議通過，且公開發行公司規則要求之事項應於股東會開會通知中載明，而不得以臨時動議提出。歷次股東會通過且轉讓予公司及附屬公司員工之庫藏股總數，累計應不得超過已發行股份總數的 5%，且每一名員工認購總數累計不得超過已發行股份總數的 0.5%。公司買回自己之股份轉讓予員工者，得限制在一定期間內不得轉讓，但其期間最長不得超過自該員工成為該庫藏股登記持有人起二年。
- 4.16 除本章程第 3.15 條之規定者外，公司得依董事決定之條款及條件處分庫藏股。

## 5 股份所附權利

- 5.1 除本章程第 2.1 條、章程大綱及本章程另有規定、公司依契約另負其他義務或受其他限制、及股東另為不同決議者外，且在不損及任何股份及股別之股份持有人之特別權利之範圍內，公司之股份應只有單一種類，其股東依本章程規定：
- (a) 每股有一表決權；
  - (b) 享有董事會所提議並經股東會隨時決議之股利；
  - (c) 於公司清算或解散時（無論該清算或解散係自願或非自願、或係為重整或其他目的、或於分配資本時），有權受領公司剩餘資產之分派；及
  - (d) 得享有一般附加於股份上之全部權利。

## 6 股票

- 6.1 除依公開發行公司規則應發行實體股票者外，公司股份應以無實體發行。如發行實體股票，各股東有權獲得蓋有印章之股份憑證（或其複本），該印章由董事會

依其權限所鈐印，憑證上並載明股東之持股股數及股別（如有）。董事會得決議於一般或特定情況下，憑證之任一或所有簽名得以印刷或機器方式為之。

- 6.2 如股票塗污、磨損、遺失或損壞，經提出董事會滿意之證據，董事會得換發新股票。如董事會認為適當，並得請求遺失股票之賠償。
- 6.3 不得發行無記名股份。
- 6.4 公司依第 5.1 條發行實體股票時，公司應於該等實體股票依法律、章程大綱、本章程及公開發行公司規則規定得發行之日起三十日內，交付實體股票予認股人，並應於交付該等實體股票前，依公開發行公司規則辦理公告。
- 6.5 公司應發行無實體股票時，應依法律及公開發行公司規則規定，於發行時使認購人姓名及其他事項載明於股東名冊。

## 7 特別股

- 7.1 縱使本章程有任何規定，公司得以特別決議發行一種或一種以上類別具有優先或其他特別權利之股份（以下稱「特別股」），並於本章程中明訂特別股之權利及義務。
- 7.2 特別股之權利及義務應包含（但不限於）下列項目，且應符合公開發行公司規則之規定：
  - (a) 特別股之股利及紅利分配之順序、固定額度或固定比率；
  - (b) 公司剩餘財產分配之順序、固定額度或固定比率；
  - (c) 特別股股東表決權之順序或限制（包括宣佈無表決權）；
  - (d) 公司經授權或被迫贖回特別股之方式或不適用贖回權之聲明；及
  - (e) 有關特別股之附隨權利及義務等其他事項。

## 股份登記

## 8 股東名冊

- (a) 股份於證交所上市期間，董事會應備置一份股東名冊，備置地點得為開曼群島境外經董事認為適當之處所，並應依法律及公開發行公司規則維護之。
- (b) 若公司有未於證交所上市之股份者，公司應依法律第 40 條備置此等股票之名冊。

## 9 登記持有人為絕對所有人

除法律另有規定外：

- (a) 公司無須承認因信託而持有股份之人；且
- (b) 除股東外，公司無須承認任何人對股份享有任何權利。

## 10 記名股份轉讓

- 10.1 於證交所上市之股份，其所有權之證明及移轉得依符合證交所上市公司所適用之公開發行公司規則之方式（包括透過集保結算所帳簿劃撥系統）為之。
- 10.2 以實體發行之股票，其轉讓得依一般書面格式、或董事會通過之其他書面格式為之。該等書面應由讓與人或以讓與人之名義簽署，惟如董事會要求時，該等書面得僅由受讓人簽署。於不違反前述規定之前提下，董事會得應讓與人或受

讓人之要求，一般性地或針對個案，決議接受機械方式簽署之轉讓書面。

- 10.3 就實體股票之轉讓，除提供相關股份之股票及董事會合理要求得證明讓與人係有權轉讓之其他證據外，董事會得拒絕承認任何轉讓文件。
- 10.4 股份共同持有人得轉讓該股份予其他一名或多名共同持有人，且先前與死亡股東共同持有股份之存續股份持有人，得轉讓該等股份予該死亡股東之執行人或管理人。
- 10.5 若登記該轉讓將致下列情事者，董事會得毋須檢具任何理由自行決定拒絕實體股份轉讓之登記：(i)違反適用法律；或(ii)違反章程大綱或本章程。如董事會拒絕登記股份移轉，於該轉讓登記向公司提出之日起三個月內，秘書應將拒絕通知寄送與讓與人及受讓人。
- 10.6 本章程規定並不排除董事會認定受配股份之人為他人利益而拋棄配發或有條件配發股份之權。讓與人於受讓人姓名載明於股東名冊前，仍視為所轉讓股份之股份持有人。

## 11 股份移轉

- 11.1 如股東死亡，其共同持有股份之他尚存共同持有人，或如為單獨持有股份者，其法定代理人，為公司唯一承認有權享有該死亡股東之股東權益之人。死亡股東之財產就其所共同持有之股份所生之義務，不因本章程之規定而免除。依法律第 39 條規定，本條所稱法定代理人係指該死亡股東之執行人或管理人、或依董事會裁量決定之其他經適當授權處理該股份事宜之人。
- 11.2 因股東死亡、破產、清算或解散（或因轉讓之外其他情形）而對股份享有權利之人，於董事會認為證據充足時，得以書面通知公司登記為該股份持有人或選擇指定他人登記為該股份持有人。如對該股份享有權利之人選擇使他人登記為該股份持有人，其應簽署股份轉讓之文件予該他人。
- 11.3 因股東死亡、破產、清算或解散（或因轉讓之外其他情形）而對股份享有權利之人，有權取得如同其係登記為股份持有人之股利、其他分配或其他利益。惟該對股份享有權利之人於成為公司股東前，不得行使股東於股東會之權利。不論前述如何規定，董事會得隨時通知要求該對股份享有權利之人登記為股東或指定他人登記為股份持有人。若未於收到通知或視為收到通知後九十日內遵循通知上之要求（依本章程認定），其後董事得拒絕給付就該股份之股利、其他分配、紅利或其他金錢，直到符合通知之要求。
- 11.4 不論前述如何規定，股份於證交所上市期間，股份之移轉於依證交所上市公司所適用之公開發行公司規定（包括透過集保結算所帳簿劃撥系統）所定方式生效。

## 股本變更

## 12 變更資本

- 12.1 在不違反法律之情形下，公司得隨時以普通決議變更章程大綱以增加所認適當之授權股本。
- 12.2 在不違反法律之情形下，公司得隨時以普通決議變更章程大綱：
  - (a) 依適用法律所允許之方式，將全部或部分股份合併且分割為較現有股份面



額大之股份；及

- (b) 依適用法律所允許之方式，銷除任何於決議通過之日尚未為任何人取得或同意取得之股份，並註銷與所銷除股份等值之資本。

12.3 在不違反法律及本章程之情況下，公司得隨時經特別決議：

- (a) 變更其名稱；
- (b) 修改或增加章程；
- (c) 修改或增加章程大綱有關公司目的、權力或其他特別載明之事項；或
- (d) 依法律及公開發行公司規則允許之方式減少資本及資本贖回準備金。

12.4 於不違反法律和章程第 11.5 條之情形下，公司之下列行為應取得股東重度決議之許可：

- (a) 將得分派之股利及/或紅利及/或其他第 16 條所定款項撥充資本；
- (b) 合併（除符合法律所定義之「併購及/或合併」僅須特別決議即可）、分割或私募有價證券；
- (c) 締結、變更或終止營業出租契約、委託經營契約或共同經營契約；
- (d) 讓與其全部或主要部分之營業或財產；或
- (e) 取得或受讓他人的全部營業或財產而對公司營運有重大影響者。

12.5 在不違反法律之情形下，公司得以下列決議方式自願解散：

- (a) 如公司係因無法清償到期債務而決議自願解散者，經重度決議；或
- (b) 如公司係因前述第 11.5 條(a)款以外之事由而決議自願解散者，經特別決議。

12.6 在不違反法律之情形，且除依第 2.2 條取得董事會同意外，公司得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意，依公開發行公司規則之規定，在中華民國境內對下列之人進行有價證券之私募（「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。
- (c) 公司或其從屬公司之董事、監察人（如有）及經理人。

### 13 股份權利之變更

無論公司是否已清算，如公司資本分為不同種類之股份，除該類股份發行條件另有規範外，該類股份之權利得經已發行該類股份二分之一以上該類股份持有人出席（包括親自出席、以委託書指定代理人或經由法人代表人出席者）之股東會以特別決議變更之。縱如前述規定，如章程之任何修改或變更將損及任一種類股份的優先權，則相關之修改或變更應經特別決議通過，並應經該類受損股份股東另行召開之股東會特別決議通過。除該類股份發行條件另有明確規範外，各股份持有人就各該股份之優先權或其他權利不受其他同等順位股票之創設或發行而影響。

### 股利及撥充資本

## 14 股利

- 14.1 董事會經股東會以普通決議通過後，或於章程第 11.4(a)條所述情況下，依重度決議通過後，於不違反章程及股東會之指示下，依各股東持股比例發放股利予股東，且股利得以現金、股份、或將其全部或部分以各類資產發放，且該各類資產之價值由董事會認定之。公司就未分派之股利概不支付利息。
- 14.2 董事得決定股利之全部或部分自特定資產中分派（得為他公司之股份或有價證券），並處理分派所生相關問題。於不影響上述概括規定下，董事得決定該特定資產之價值，並決定對部分股東發放現金代替特定資產，且得以其認為適當之條件交付該等特定資產予受託人。
- 14.3 除法律、第 11.4(a)條、本章程或股份所附權利另有規定者外，公司得依股東常會以普通決議通過之董事會盈餘分派提案，分派盈餘。除以公司已實現或未實現盈餘、股份發行溢價帳戶或法律允許之公積、準備金或其他款項支付股利或為其他分派外，公司不得發放股利或為其他分派。除股份所附權利另有規定者外，所有股利及其他分派應依股東持有股份數額及所支付金額計算之。如有股份之發行條件係自一特定日期起計算股利，則該股份之股利應依此計算。
- 14.4 公司年度如有「獲利」（定義如后），應提撥獲利的百分之二（2%）至百分之十五（15%）為員工酬勞，員工酬勞之發放對象包含符合一定條件之從屬公司員工；公司得以上開獲利數額，提撥不多於當年度獲利的百分之三（3%）為董事酬勞。員工酬勞及董事酬勞分派案應由董事會三分之二以上董事出席及出席董事過半數同意之決議行之，並提股東會報告。但公司尚有累積虧損時，應預先保留彌補數額，再依前述比例提撥員工酬勞及董事酬勞。前述「獲利」係指公司之稅前淨利。為免疑義，稅前淨利係指支付員工酬勞及董事酬勞前之數額。
- 14.5 就公司股利政策之決定，董事會了解公司營運之業務係屬成熟產業，且公司具有穩定之收益及健全之財務結構。於各會計年度建請股東同意之股利或其他分派數額（若有）之決定，董事會：
- (a) 得考量公司各該會計年度之盈餘、整體發展、財務規劃、資本需求、產業展望及公司未來前景等，以確保股東權利及利益之保障；及
  - (b) 除依第 13.4 條提撥外，應於當期淨利中提列：(i)支付相關會計年度稅款之準備金；(ii)彌補虧損；(iii)百分之十（10%）之一般公積，及(iv)依董事會依第 14.1 條決議之公積或證券主管機關依公開發行公司規則要求之特別盈餘公積。
- 14.6 在不違反法律之情形下，且依第 13.4 條規定提撥員工酬勞及董事酬勞並依第 13.5 條之股利分派政策提列董事會認為適當之金額後，董事會應提撥不少於可分派數額之百分之二十（20%）作為股東股利，經股東會決議通過後分派。
- 14.7 股東股利及員工酬勞之分派，得依董事會決定以現金、或以該金額繳足尚未發行股份之價金、或兩者併採之方式而分配予員工或股東；惟就股東股利部分，所發放之現金股利不得少於全部股利之百分之十（10%）。公司就未分派之股利及酬勞概不支付利息。
- 14.8 董事會應擇定基準日決定有權獲配股利或其他分派之股東。
- 14.9 為決定有權獲配股利或其他分配之股東，董事得決定股東名冊之變更於相關基準日前五日、或其他符合公開發行公司規則及法律規定之期間內，不得為之。

## 15 盈餘之提撥

- 15.1 董事會得於分派股利前，自公司盈餘或利潤中提撥部分其所認適當之準備金以支應或有支出、或填補執行股利分配計畫不足之數額或為其他妥適使用之目的。該等款項於運用前，得由董事全權決定用於公司業務或依董事隨時認為之適當投資，且無須與公司其他資產分離。董事亦得不提撥準備金而保留不予分配之利潤。
- 15.2 於不違反股東會指示下，董事得代表公司就資本公積行使法律賦予公司之權力及選擇權。董事得依法律規定，代表公司以資本公積彌補累積虧損及分派盈餘。

## 16 付款方式

- 16.1 任何股利、利息或股份相關之現金支付得以匯款轉帳至股東指定帳戶、或以支票或匯票郵寄至股東名冊所載股東地址支付之。
- 16.2 於共同持有股份之情形，任何股利、利息或股份相關之現金支付，得以匯款至股東名冊所載第一列名持有人指定帳戶，或以支票或匯票郵寄至股東名冊所載第一列名持有人地址、或該持有人以書面指定之第三人及其地址之方式支付之。如二人以上之人登記為股份共同持有人，任一人皆有權於收訖該股份之股利後，出具有效之收據。

## 17 撥充資本

在不違反章程第 11.4(a)條之情形下，董事會得以公司之資本公積、其他準備金帳戶或損益帳戶之餘額或其他可供分配之款項，繳足未發行股份之股款，供等比例配發與股東做為股票紅利之方式，撥充資本。

## 股東會

### 18 股東常會

- 18.1 公司應於每一會計年度終了後六個月內召開股東常會。董事會應召集股東常會。
- 18.2 股東會（包括股東常會及股東臨時會）之召開時間及地點，應由董事長、或任兩位董事、或任一董事及秘書、或由董事會指定之，惟除法律另有規定外，股東會應於中華民國境內召開。如董事會決議在中華民國境外召開股東會，公司應於董事會決議後二日內申報證交所核准。於中華民國境外召開股東會時，公司應委任一中華民國境內之專業股務代理機構，受理該等股東會行政事務（包括但不限於受理股東委託行使表決權事宜）。

### 19 股東臨時會

- 19.1 股東常會外所召集之股東會，為股東臨時會。
- 19.2 董事會隨時依其判斷而認有必要時，或經股東依本章程第 18.3 條請求時，應召集股東臨時會。
- 19.3 繼續一年以上合計持有公司已發行股份總數百分之三以上股份之股東，得以載明第 18.4 條內容之書面請求董事會召開股東臨時會。
- 19.4 股東請求須以書面記明提議於股東臨時會討論之事項及理由，並由提出請求者簽名，交存於註冊處所及公司於中華民國境內之股務代理機構，且得由格式相似的數份文件構成，每一份由一個或多個請求者簽名。

- 19.5 如董事會於股東提出請求日起十五日內未為股東臨時會召集之通知，提出請求之股東得自行召集股東臨時會。惟如召開股東臨時會之地點位於中華民國境外，提出請求之股東應事先申報證交所核准。

## 20 通知

- 20.1 股東常會之召開，應至少於三十日前通知各有權出席及表決之股東，並載明會議召開之日期、地點及時間及召集事由。
- 20.2 股東臨時會之召開，應至少於十五天前通知各有權出席及表決之股東，並載明會議召開之日期、地點及時間及召集事由。
- 20.3 董事會應依公開發行公司規則擇定基準日以決定得收受股東會通知及得表決之股東，並相應地停止股東名冊記載之變更。
- 20.4 除本章程第 22.4 條規定之情形外，倘公司意外漏發股東會通知予有權收受通知之人、或有權收受通知之人漏未收到股東會通知，股東會之程序不因之而無效。
- 20.5 股份於證交所上市期間，公司應依本章程第 19.1 及 19.2 條的規定，將股東會開會通知書、委託書用紙、議程、有關承認案與討論案（包含但不限於選任或解任董事之議案）等各項議案之案由及說明資料，依公開發行公司規則於公開資訊觀測站公告；其採行書面行使表決權者，並應將上述資料及書面行使表決權用紙，依本章程第 19.1 條及第 19.2 條併同寄送給股東。董事並應依符合公開發行公司規則所定之方式，備妥股東會議事手冊和補充資料，寄發予所有股東或以其他方式供所有股東索閱，並傳輸至公開資訊觀測站。
- 20.6 下列事項，應載明於股東會召集通知並說明其主要內容，且不得以臨時動議提出：
- (a) 選舉或解任董事；
  - (b) 修改章程大綱或本章程；
  - (c) (i)解散、合併、公司讓與全部已發行股份予收購公司作為對價，以取得該收購公司發行股份予公司股東之任何計畫或約定或分割，(ii)締結、變更或終止營業出租契約、委託經營契約或共同經營契約，(iii)讓與公司全部或主要部分營業或財產，及(iv)取得或受讓他人全部營業或財產而對公司營運有重大影響者；
  - (d) 許可董事為自己或他人為屬於公司營業範圍內之行為；
  - (e) 依本章程第 16 條規定，以發行新股或以資本公積或其他金額撥充資本之方式分派全部或部分盈餘；及
  - (f) 公司私募發行具股權性質之有價證券。
- 20.7 股份於證交所上市期間，且除法律另有規定外，董事會應將公司章程大綱及章程、股東會議事錄、財務報表、股東名冊以及公司發行的公司債存根簿備置於公司註冊處所（如有適用）及公司於中華民國境內之股務代理機構。股東得隨時檢具利害關係證明文件，指定查閱範圍，請求檢查、查閱或抄錄。
- 20.8 公司應依公開發行公司規則之規定，將董事會準備之所有表冊，及審計委員會擬提交股東常會所準備之報告書，於股東常會十日前備置於註冊處所（如有適用）及公司位於中華民國境內之股務代理機構。股東可隨時檢查和查閱前述文件，並可偕同其律師或會計師進行檢查和查閱。

## 21 寄發通知

21.1 任何通知或文件，不論是否由公司依本章程所寄送予股東者，應以書面或以電報、電傳、傳真或其他電子形式之傳輸方式為之。該等通知或文件得由公司親自遞送、或以預付郵資信封郵寄至股東名冊所載該股東之地址或該股東為此目的指示之其他地址，或寄送至該股東為收受公司通知之目的而提供予公司之電傳、傳真號碼，或電子號碼、電子郵件地址或網站，或寄送通知之人於寄送時合理且本於善意相信該股東得適當收受該通知所寄送之地址、電傳、傳真號碼，或電子號碼、電子郵件地址或網站；或於適用法律許可之範圍內，透過適當報紙之廣告公示送達。對共同持股股東之所有通知應送交股東名冊上列名第一位之股東，如此寄送之通知應視為對共同持股股東全體之通知。

任何通知或其他文件：

- (a) 若採郵寄方式遞交或送達，如適當者，應以航空郵件寄送，並於將通知或文件裝入預付郵資且於載明正確地址之信封遞郵之翌日視為送達；如需證明投遞或送達，僅需證明該通知或文件所裝入的信封或封套，確實書寫正確地址且完成投郵，即屬充分證明。經公司秘書、其他高階職員或董事會指定之人簽署之書面聲明，聲明該通知或文件所裝入之信封或封套，已確實書寫地址並且付郵者，為已完成送達之最終證明；
- (b) 採電子通訊方式發送者，則應以通知或文件從公司或其代理人伺服器傳送之日之當天，視為送達；
- (c) 採本章程所訂定其他任何方式遞交或送達，則應以人員親自遞交之時，或於派發或傳送之時，視同已送達。經公司秘書、其他高階人員或董事會指定之人簽署之書面聲明，聲明該遞交、派發或傳送行為之發生事實及時間者，為已完成送達之最終證明；及
- (d) 在符合所有適用法律、規則及規定之前提下，得以中文或英文作成，發送予股東。

股東依本章程之規定送達任何文件予公司時，應準用本條之規定。

## 22 股東會延期

董事會得於依本章程規定召集之股東會會議開始前，發出延期通知。該通知應載明延期會議召開之日期、時間及地點，並應依本章程規定送達各股東。

## 23 股東會之法定出席數及議事程序

23.1 除非出席股東代表股份數已達法定出席股份數，股東會不得為任何決議。除章程另有規定外，代表已發行有表決權股份總數過半數之股東親自出席、委託代理人出席或由法人股東代表人出席，應構成股東會之法定出席股份數。

23.2 股份於證交所上市期間，且除法律另有規定外，董事會應依符合公開發行公司規則所定之方式，將其所備妥之營業報告書、財務報表、及盈餘分派或虧損撥補之議案，提交於股東常會供股東承認。經股東於股東會承認後，董事會應將經承認之財務報表及載明盈餘分派或虧損撥補議案決議之股東常會議事錄副本寄送各股東或依公開發行公司規則於公開資訊觀測站公告，或依公開發行公司規則以其他方式提供之。

23.3 除本章程另有規定者外，會議決議之表決應以投票方式決定之。會議決議之表決不得以舉手表決方式決定之。

- 23.4 本章程之內容不妨礙任何股東於決議作成後三十日內，以股東會之召集程序或決議方法有違反法令或章程，向有管轄權之法院提起訴訟，尋求有關之適當救濟。因前述事項所生之爭議，得以臺灣臺北地方法院為第一審管轄法院。
- 23.5 除法律、章程大綱或章程另有明文規定者外，任何於股東會上提交股東決議、同意、確認或承認者，均應以普通決議為之。
- 23.6 於相關之股東名冊停止過戶期間前，持有已發行股份總數百分之一以上股份之股東，得以書面向公司提出一項股東常會議案。公司於董事會認為適當之時，應依適用法律所許可之方式辦理公告，敘明受理股東提案之處所及不少於十日之受理期間。下列提案均不列入議案：(a)提案股東持股未達已發行股份總數百分之一者；(b)該提案事項非股東會所得決議者；(c)該提案股東提案超過一項者；或(d)該提案於公告受理期間截止日後提出者。

## 24 會議主席

除另經出席並有表決權之多數股東同意者外，董事長如出席，應擔任股東會主席。如其未出席，應依公開發行公司規則指派或選舉出會議主席。

## 25 股東表決

- 25.1 在不影響其股份所附有之任何權利或限制下，每一親自出席或委託代理人出席之自然人股東，或經由其合法授權之代表親自出席或委託代理人出席之公司或非自然人股東，就其所持有的每一股份均有一表決權。除公開發行公司規則另有規定外，持股超過一股之股東就股東會同一議案不得分別行使表決權。而分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他相關事項，應遵循公開發行公司規則、公司章程及法律之規定。
- 25.2 除於相關股東會或特定類別股份股東會基準日已登記為該股份之股東者外，任何人均無權在股東會上行使表決權。
- 25.3 股東得親自或透過代理人行使表決權。股東得以公司準備之委託書，載明委託範圍委託代理人出席股東會行使表決權；惟一股東以出具一委託書，並以委託一個代理人出席股東會並行使表決權為限。
- 25.4 於適用法律許可之範圍內，縱本章程另有規定，董事會得決議允許未親自出席、委託代理人出席或經由合法授權之代表人出席（法人股東）之股東，以董事會通過之書面或以電子方式（依中華民國電子簽章法規範之方式）於股東會開始前行使表決權，惟(1)如公司符合公開發行公司規則所定要件者，董事會應允許股東以電子方式行使表決權，且(2)相關方式及程序應載明於該次股東會之召集通知且經該等股東遵守。但股東會若於中華民國境外召開者，於適用法律許可之範圍內，公司應提供股東得以前述方式以書面投票或電子方式行使表決權。股東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曆日前送達公司，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。為免疑義，為本章程及法律之目的，以前述方式投票之股東應被視為指定會議主席為其代理人，於股東會上依其書面或電子指示之方式行使表決權。會議主席基於代理人之地位，就書面或電子文件中未提及或未載明之事項、及／或該股東會上所提出對原議案之修正，皆無權行使該股東之表決權。該股東以該等方式行使表決權，即應視為其就該次股東會中所提之臨時動議及／或原議案之修正，業已放棄表決權之行使。
- 25.5 倘股東依第 24.4 條之規定向公司送達其以書面或電子方式行使表決權之意思表

示後，欲親自出席股東會者，至遲應於股東會開會前二日曆日，以與其先前行使表決權相同之書面或電子方式，另向公司送達其欲撤銷之前行使表決權之意思表示。未符合前述規定者，應視為該股東已放棄親自出席股東會投票之權利，股東會主席仍視為其代理人，且公司不應計入該股東親自於股東會所行使之投票權。

- 25.6 依第 24.4 條以書面或電子方式行使表決權，而被視為指定股東會主席為代理人之股東，有權依本章程規定另行指定他人出席該次股東會。於此情形，對另一代理人之明示指定視為撤銷依第 24.4 條以股東會主席為代理人之指定，公司應僅計算該獲明示指定之代理人所行使之表決權。

## 26 代理

- 26.1 委託書應以董事會同意之格式為之，並載明僅為特定股東會使用。委託書之格式應至少包含下列資訊：(a)填表須知，(b)股東委託行使事項，及(c)相關股東、代理人及委託書徵求人（若有）之個人基本資料。委託書表格應連同該次會議之相關通知，一併提供予股東，且該等通知及委託書文件亦應於同日發送予所有股東。
- 26.2 委託書應為書面，並經委託人或其以書面合法授權之代理人簽署。如委託人為公司時，由其合法授權之職員或代理人簽署。受託代理人毋庸為公司之股東。
- 26.3 倘股東擬以書面或電子方式行使表決權，且依本章程第 24.4 條之規定視為已委託會議主席為其代理人後，又填具並擲回委託書表格有效授權其他代理人出席股東會，則以該代理人（而非會議主席）行使之表決權為準。倘股東授權代理人出席股東會（不含依本章程第 24.4 條視為委託會議主席之情形），嗣後欲親自出席股東會或以書面或電子方式行使表決權者，至遲應於股東會開會前二日，另向公司送達其欲撤銷先前委託代理人之通知。倘股東逾期撤銷者，以代理人行使之表決權為準。
- 26.4 於不違反公開發行公司規則之情況下，除中華民國信託事業、經中華民國證券主管機關核准之股務代理機構，及依第 24.4 條被視為受託代理人之股東會主席外，一人同時受兩人（含）以上股東委託時，其代理之有權表決權數不得超過公司已發行股份總數表決權的百分之三；超過時其超過之表決權，不予計入相關議案之贊成或反對票數，亦不計入該議案有權投票之表決權總數，但仍應計入出席數。依前述規定計算不予計入之表決權時，委託同一人之股東間，應按照應予排除之表決權數總數與該股東委託代理人行使之表決權總數之比例，計算各股東應予排除之表決權數。
- 26.5 委託書應至少於委託書所載代理人所擬行使表決權之股東會或其延會至少五日前，送達公司之註冊處所、公司在中華民國之股務代理機構辦公室、或於股東會召集通知上或公司寄出之委託書上所指定之處所。違反前開規定者，除依第 24.4 條股東會主席視為受託代理人之情況外，該委託書無效，但股東會主席得依其裁量，於收到電報或電傳確認委託書原本已經寄出時，接受經由電報或電傳寄送之委託書。除非股東於後送達之文件中明確以書面聲明撤銷先前之委託書，如公司收到同一股東之多份委託書時，以最先送達且合法簽署者為準。有爭議時，股東會主席得依其裁量決定之。除本章程另有明文規定外，以委託書委託代理人出席股東會並不排除該股東親自出席股東會之權利，於股東親自出席之情形，應視為其已撤銷前所寄發之委託書。

## 27 委託書徵求

股份於證交所上市期間內，且於不違反開曼法令下，委託書之使用與徵求應遵守公開發行公司規則，包括但不限於「公開發行公司出席股東會使用委託書規則」。

## 28 異議股東股份收買請求權

28.1 於不違反法律規範下，股東會決議下列任一事項時，於會議前已以書面通知公司其反對該事項之意思表示，並於股東會上提出反對意見的股東，得請求公司以當時公平價格收買其所有之股份：

- (a) 公司擬締結、變更或終止任何營業出租契約、委託經營契約或共同經營契約；
- (b) 公司轉讓其全部或主要部分的營業或財產，但公司依解散所為之轉讓，不在此限；或
- (c) 公司取得或受讓他人全部營業或財產，對公司營運產生重大影響者。

28.2 於公司營業被分割或進行合併之情況下，於作成分割或合併決議之股東會前或股東會中，以書面表示異議、或以口頭表示異議經紀錄，且已放棄表決權之股東，得要求公司按當時公平價格收買其持有之股份。

## 29 無表決權股份

29.1 下列股份於任何股東會上均無表決權，亦不算入已發行股份之總數：

- (a) 公司持有自己之股份；
- (b) 直接或間接被持有已發行有表決權之股份總數或資本總額超過半數之附屬公司，所持有之公司股份；或
- (c) 公司、附屬公司、公司之控股公司及該控股公司之附屬公司直接或間接持有他公司已發行有表決權之股份總數或資本總額超過半數之公司，所持有之公司股份。

29.2 股東對於股東會討論之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，且其持有之股份數不算入已出席股東之表決權數。惟其持有之股份數仍得算入計算法定出席人數時之股份數。上述股東亦不得代理他股東行使表決權。在本公司所知之範圍內，該股東親自或委託他人所為違反前述規定之任何表決，本公司均將不予計算。

29.3 股份於證交所上市期間，董事以所持股份設定擔保、質權、負擔、抵押或留置者，應通知公司該設定擔保、質權、負擔、抵押或留置之情事。如董事設定擔保、質權、負擔、抵押或留置之股份超過其選任當時所持有之公司股份數額二分之一時，則該董事之表決權數應予減少，超過其選任當時所持有之公司股份數額二分之一之部分無表決權，且不算入已出席股東之表決權數，惟應算入股東會之出席門檻。

## 30 共同股份持有之表決

在共同持有人的情形，順位較高者之行使表決權（親自出席或委託代理人出席）應排除其他共同持有之表決。前所稱之順位，係指股東名冊中名字記載之次序。

## 31 法人股東之代表

31.1 法人股東或非自然人股東得以書面授權其認為適當之人為其代表人，參與任何股東之會議。代表人有權行使該被代表法人或非自然人之權利內容，與假設該



法人或非自然人為自然人股東時所得行使者同。於代表人出席之會議，該法人股東或非自然人股東並應視為已親自出席。

- 31.2 縱有如上規定，就任何人是否有權以法人股東或非自然人股東名義出席股東會並參與表決，會議主席仍得接受其認為適當之確認方式。

### 32 股東會延會

於股東會達法定出席股份數並經出席股東多數同意，股東會主席應得依其指示宣佈散會。除散會時已宣布延會之召開日期、地點及時間外，新會議召開日期、地點及時間之通知，應依本章程條款規定送交有權出席及表決之股東。

### 33 董事出席股東會

公司董事應有權收受任何股東會之通知、出席並發言。

## 董事及經理人

### 34 董事人數及任期

- 34.1 公司董事會，設置董事人數不得少於十一人。每一董事任期三年，得連選連任。於符合適用法律規範及前述董事人數範圍之前提下，公司得隨時以特別決議增加或減少董事人數。董事應互選一人為副董事長。於董事長請假或因故不能行使職權時，由副董事長代理其行使職權。
- 34.2 除經中華民國主管機關核准者外，董事間不應有超過半數（1/2）之席次，互為具有配偶關係或二親等以內之親屬關係（下稱「門檻」）。如有任何被選為董事之人與現任董事或與其他被選為董事者具有配偶或二親等以內之親屬關係（以下合稱為「關係人全體」；分別稱為「關係人」），以累積投票制選出之關係人全體間，所得股東選票代表選舉權最低之關係人，其當選效力如下，以符合門檻之規定：(i)如其選任已生效，自公司知悉違反門檻之日起，其當選失其效力；(ii)如其選任尚未生效，而公司知悉其選任可能違反門檻時，其當選不生效力。
- 34.3 除依公開發行公司規則另獲許可者外，應設置獨立董事，人數不得少於三人且不得少於董事席次五分之一。於公開發行公司規則要求範圍內，獨立董事其中至少一人應在中華民國境內設有戶籍，且至少一名獨立董事應具有會計或財務專業知識。
- 34.4 獨立董事之提名應依公開發行公司規則採候選人提名制度。獨立董事應具備專業知識，且於執行董事業務範圍內應保持獨立性，不得與公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定，應符合公開發行公司規則之規定。
- 34.5 除章程另有規定外，有關董事、獨立董事、薪資報酬委員會或審計委員會之資格條件、組成、選任、解任、職權行使及其他應遵行事項，應遵循適用於公司之中華民國證券交易法及根據中華民國證券交易法所發布之法規命令。

### 35 董事選舉

- 35.1 公司得於股東會選任任何人為董事，其得票數應依下述第 34.2 條計算之。有代表公司已發行股份總數過半數之股東出席（親自出席或委託代理人出席）者，即構成選舉一席以上董事之股東會法定出席股份數。

- 35.2 董事應由股東以下述累積投票制選出（本條所規範之投票方式下稱「累積投票制」）：
- (i) 董事選舉時，每一股東得行使之投票權數，為其所持之股份乘以該次股東會應選出董事人數之數目，惟投票權數係以所持股份數分別乘以相同類別之董事（即獨立董事或非獨立董事）應選人數計算之；
  - (ii) 於相同類別之董事中，股東得將其投票權數集中選舉一名董事候選人，或分配選舉數名董事候選人；
  - (iii) 相同類別之董事中，與董事應選出人數相當，並獲得最多選票之候選人，當選為董事；且
  - (iv) 如有兩名以上之董事候選人獲得相同選票數，且當選人數超過董事應選人數時，相同票數之董事應以抽籤決定當選之人。如董事候選人未出席該次股東會，會議主席應代其抽籤。
- 35.3 獨立董事因故辭職或解任，致人數不足三人時，公司應於最近一次股東會補選之。所有獨立董事均辭職或解任時，董事會應於最後一位獨立董事辭職或解任之日起六十日內，召開股東臨時會補選獨立董事以填補缺額。
- 35.4 董事因故解任，致不足五人者，公司應於最近一次股東會補選之。但董事缺額達已選任董事總數三分之一者，董事會應自事實發生之日起六十日內，召集股東臨時會補選之。

## 36 董事免職及改選

- 36.1 公司得隨時以重度決議解除任何董事之職務，不論有無指派定另一董事取代之。
- 36.2 董事執行業務，有重大損害公司之行為或違反法令及／或本章程之重大事項，但未以重度決議將其解任者，於適用法律許可之範圍內，持有公司已發行股份總數百分之三以上之股東，得於該次股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為第一審管轄法院。
- 36.3 現任董事任期屆滿前，股東得於股東會決議選任或改選全體董事，其投票方式依本章程第 34.2 條規定為之。如股東會未決議未經改選之現任董事應繼續留任至原任期屆滿時止，則該等未經改選之董事應於經同次股東會選任或改選之其他董事就任時解任。由持有已發行股份總數二分之一以上之股東親自或經代理人出席者，構成股東會改選全體董事之最低出席人數。若全體董事之任期同時屆滿，而在屆滿前未召開股東會進行改選者，董事任期應繼續並延長至下次股東會選任或改選新任董事時且於該等董事就任時止。

## 37 董事職位之解任

- 37.1 董事如有下列情事應被解任：
- (a) 依本章程規定被解除職務；
  - (b) 死亡、破產或與其債權人為整體協議或和解；
  - (c) 依本章程第 33.2 條規定自動解任者；
  - (d) 書面通知公司辭任董事職位；
  - (e) 經相關管轄法院或官員裁決其無行為能力，或依適用法律，其行為能力受有限制；

- (f) 曾犯中華民國法規禁止之組織犯罪，經有罪判決確定，且服刑期滿尚未逾五年；
- (g) 曾因刑事詐欺、背信或侵占等罪，經受有期徒刑一年以上宣告，服刑期滿尚未逾二年；
- (h) 曾服公務虧空公款，經有罪判決確定，服刑期滿尚未逾二年；
- (i) 曾因不法使用信用工具而遭退票尚未期滿者；
- (j) 除第 35.3 條另有規定外，於相關董事任期（如有）屆滿時；
- (k) 董事依第 36.2 條自動解任；或
- (l) 董事依第 36.3 條喪失為董事。

如董事候選人有前項第(b)、(e)、(f)、(g)、(h)或(i)款情事之一者，該人應被取消董事候選人之資格。

- 37.2 如董事在任期中，轉讓超過其選任當時所持有之公司股份數額二分之一時，則該董事即自動解任並立即生效，且無須經股東同意。
- 37.3 如董事於當選後，於其就任前，轉讓超過選任當時所持有之公司股份數額二分之一時，應立即喪失當選為董事之效力，且無須經股東同意。如董事於當選後，於依公開發行公司規則規定之股東會召開前之股票停止過戶期間內，轉讓超過所持有之公司股份數額二分之一時，應立即喪失當選為董事之效力，且無須經股東同意。

### 38 董事報酬

- 38.1 董事會得設立至少由三名由董事會指派之成員組成之薪資報酬委員會，且成員中之一人須為獨立董事。薪資報酬委員會成員之專業資格、所定職權之行使及相關事項，應符合公開發行公司規則之規定。於薪資報酬委員會設立時，董事會應以決議通過薪資報酬委員會之組織章程，且該組織章程應符合公開發行公司規則之規定。
- 38.2 前條所稱薪資報酬應包括董事及公司經理人之薪資、股票選擇權與其他具有實質獎勵之措施。
- 38.3 董事報酬得由董事會參考薪資報酬委員會（若有設置者）之建議及其他同業一般水準決定之，惟僅得以現金支付。公司亦得支付董事因往返董事會、董事會轄下之委員會、公司股東會或與公司業務相關或為董事通常職務而適當支出之差旅費、住宿費及其他費用。董事有權依法律、公開發行公司規則、服務協議或其他與公司簽訂之相類契約，獲配公司利益。

### 39 董事選舉瑕疵

董事會、董事委員會或任何董事依善意所為之行為，縱使嗣後經查董事選舉程序有瑕疵，或有董事不具備董事資格之情形者，所為之行為如經股東會追認，其效力仍與經正當程序選任之董事、或具備董事資格之董事所為者，同等有效。

### 40 董事管理業務

公司業務應由董事會管理及執行。於管理公司業務時，於本章程、法律及公司於股東會指示之範圍內，除經法律或本章程要求應由公司於股東會行使者外，董事會得行使公司之一切權力。

## 41 董事會之職權

於不影響第 39 條之概括規定下，董事會得於不違反本章程第 11.4 條所規定範圍內：

- (a) 指派、終止或解免任何公司經理、秘書、職員、代理人或僱員，並決定其報酬及其職責；
- (b) 借入款項、就公司事業、財產和尚未繳納股款之全部或一部設定抵押或擔保，或發行債券、債券性質股份或其他有價證券，或發行此等有價證券以作為公司或第三人債務或義務之擔保；
- (c) 指派一位或數位董事擔任公司之執行董事或執行長，於董事會管理下監督及管理公司所有一般業務及事務；
- (d) 指派公司經理人負責公司日常業務，並得委託及賦予該經理人為從事此種業務之交易或執行之適當之權力與職責；
- (e) 以授權方式，指派董事會直接或間接提名之公司、行號、個人或團體，擔任公司代理人，於董事會認為適當之期間與條件內，基於其認為適當之目的，賦予其認為適當之權力、授權及裁量權（但不得超過董事會所擁有或得以行使之權力）。該等授權書得涵蓋董事會認為適當之條款，以保護或便利與該代理人處理事務之人，亦得授權該代理人複委任其權力、授權及裁量權。若經授權時，該代理人並得依法律所允許之方式，簽署任何契約或文件；
- (f) 促使公司支付所有創立及成立公司所生費用；
- (g) 授與權限（包括複委任之權限）予董事會指定之一人或數人所成立之委員會，各該委員會並應依董事會指示行事。除董事另有指示或規範外，該委員會之會議及議事程序應依本章程所定之董事會議及其議事程序而進行；
- (h) 以董事會認為適當之條件及其方式授予任何人權限（包括複委任之權限）；
- (i) 提出公司清算或重整之聲請或申請；
- (j) 於發行股份時，支付法律允許相關之佣金及經紀費；及
- (k) 授權任何公司、行號、個人及團體為特定目的代理公司，並以公司名義簽署任何相關之協議、文件與契約。

## 42 董事及經理人登記

42.1 董事會應依法律規定，備置一本或數本董事及經理人名冊於註冊處所，內容應包括下列事項：

- (a) 姓名；及
- (b) 地址。

42.2 董事會應於下列事情發生三十日內，變更董事及經理人名冊內之記載及發生日期，並依法律規定通知公司登記處：

- (a) 董事及經理人變更；或
- (b) 董事及經理人名冊內事項變更。

## 43 經理人

就本章程所稱之經理人係由董事會指派之秘書及其他經理人組成。

## 44 指派經理人

秘書（及其他經理人，如有）應由董事會隨時指派。

#### 45 經理人職責

經理人應有董事會所隨時委託之管理並處理業務及事務之權力與職責。

#### 46 經理人報酬

經理人之報酬由董事會定之。

#### 47 利益衝突

47.1 任何董事或其公司、合夥人或與董事有關之公司，得以任何地位而為公司行事、被公司僱用或向公司提供服務，而該董事或其公司、合夥人或與董事有關之公司有權收取之報酬，與假設其非為董事之情形者同。惟本條於獨立董事不適用之。

47.2 如與公司之契約、擬簽定之契約或協議有直接或間接利害關係者，董事應依適用法律揭露之。

47.3 縱本章程另有相反之規定，董事對於董事會議之事項有自身利益關係時，應於當次董事會說明其自身利益關係之重要內容。縱本章程第 46 條有相反規定，董事對於董事會討論事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，亦不得代理他董事行使表決權。依前述規定不得行使表決權之董事，其表決權不計入已出席董事之表決權數。

47.4 縱本章程第 46 條有相反規定，董事為自己或他人為屬於公司營業範圍內之行為者，應於股東會向股東說明其行為之重要內容，並取得股東會重度決議之許可。

#### 48 董事及經理人之補償及免責

48.1 除本章程另有規定外，公司董事及經理人及任何受託管理人在處理與公司有關業務之期間，及各前任董事、前任經理人、前任受託管理人，及其各自之繼承人、執行人、管理人、個人代表人（各該人等於本條稱為「被補償人」），因執行其職務或其應盡之職責、或於其職務上或信託中，因其作為、同時發生之作為、或其不作為所衍生或遭受之求償、成本、費用、損失、損害及支出，公司應以其資產補償之，且被補償人對其他被補償人之行為、所收款項、過失或違約，或為一致性需求所參與之收取，或就公司應或得存放保管金錢或財產之銀行或他人，或對公司因擔保而應存入或補提之任何不足金額或財產，或因執行其職務或信託而生或相關聯之任何其他損失、災禍或損害，概不負責；惟如係因上述人員之違反義務、詐欺或不誠實所致者，不在此限。

48.2 於不違反本公司董事對本公司及本公司股東依普通法原則及開曼法律所負之一般董事義務，本公司董事執行本公司業務時應盡忠實業務並盡善良管理人之注意義務，且於法律所許可之最大範圍內，應賠償本公司因其違反忠實義務所致之任何損害。如本公司董事因任何忠實義務之違反致該董事為自己或他人獲有任何利益者，如經股東會普通決議，本公司得採取其認為適當之全部行為或行動，且於法律所允許最大範圍內得對該相關董事請求返還其所獲之利益。本公司董事於執行本公司業務時，如有違反任何法令致本公司對他人所受之任何損害應負賠償責任時，該董事應與本公司就該人所受之損害負連帶賠償責任，且如因任何原因該董事未與本公司負連帶賠償責任，該名董事應賠償本公司因其違反忠實義務致本公司所受之任何損失。

48.3 經理人於執行公司職務時，應負與公司董事相同之損害賠償責任。

- 48.4 公司得為其董事或經理人就其因擔任董事或經理人而生之責任購買保險或續保，或以該保險補償其對公司或附屬公司可能因過失、違約、違反職責或背信而有罪，所依法而生之損失或義務。
- 48.5 在開曼群島法允許且依適用法律之規定本公司對相關董事得提起訴訟之範圍內，繼續一年以上持有公司已發行股份總數百分三以上之股東得：
- (a) 以書面請求董事會授權審計委員會之獨立董事為本公司對董事提起訴訟，並得以臺灣臺北地法院為第一審管轄法院；或
  - (b) 以書面請求審計委員會之獨立董事經董事會決議通過後為本公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院；

於依上述第(a)款或第(b)款提出請求後 30 日內，如：(i)受請求之董事會未依第(a)款授權審計委員會之獨立董事或經董事會授權之審計委員會之獨立董事未依第(a)款提起訴訟；或(ii)受請求之審計委員會之獨立董事未依第(b)款提起訴訟或董事會未決議通過提起訴訟時，在開曼群島法允許且依適用法律之規定本公司對相關董事得提起訴訟之範圍內，股東得為本公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院。

## 董事會

### 49 董事會

在不違反公開發行公司規則之情形下，董事長得召集董事會，且董事會得因執行業務而召集、休會及依其認為適切之其他方式管理其會議。董事會應至少於每季定期召開，以檢視公司於上一會計季度之表現並決定本章程所定通常須經董事會同意之事項。董事會會議中之決議應由多數贊成票之支持始為通過，票數相同時則為不通過。

### 50 董事會通知

董事長得於、或秘書經董事長要求時應，隨時召集董事會。召集董事會時，應於預定開會日七日前，將載明擬討論事項及承認事項（如屬適當）之開會通知寄發各董事。但遇有過半數董事同意之緊急情況時，得依符合公開發行公司規則之方式，於較短之期間內通知各董事召集之。於適用法律許可範圍內，會議通知於口頭告知董事（當面或透過電話），或用郵件、電報、電傳、傳真、電子郵件或其他可閱讀之文字，寄送至董事最近已知之地址或其他由該董事提供予公司之聯絡地址時，視為已通知。

### 51 視訊會議參與董事會

董事得以視訊會議，或於適用法律許可範圍內，以其他通訊器材參與董事會，使所有與會者同時並即時參與討論，並視為親自出席。

### 52 董事會之法定出席數

董事會會議所需之法定出席人數，應為過半數之董事。董事因故不能出席董事會時，得委託其他董事代理出席董事會會議。董事如委託其他董事代理出席者，該代理人之出席或表決應視為委託董事之行為，但董事受委託以代理一人為限。

### 53 董事會之再次召集

董事會如有缺席仍得運作。

### 54 董事會主席

除另經出席董事多數同意者外，董事長（如有）如出席董事會，應為董事會議主席。董事長缺席時，應依公開發行公司規則指派或選舉會議主席。

## 55 董事會先前行為之效力

公司於股東會就本章程所為之制定或修改，不應使董事會於本章程未制定或修改前之有效行為變為無效。

## 公司記錄

## 56 議事錄

董事會應將會議記錄納入所備置之簿冊，以供下列目的之用：

- (a) 所有公司經理人之選任與任命；
- (b) 各次董事會之出席董事姓名，及董事會所委任之委員會各次會議之出席董事姓名；及
- (c) 股東會、董事會、經理人會議與董事會委任之委員會會議中所有決議及議事程序。

## 57 抵押擔保登記簿

57.1 董事應備置抵押及擔保登記簿。

57.2 依法律規定，抵押擔保登記簿應備置於註冊處所，於開曼群島各營業日供股東及債權人檢閱，但應受限於董事會所為之合理限制；惟每營業日開放供檢閱之時間應不少於二小時。

## 58 格式和印章之使用

58.1 印章僅能依董事或董事授權之董事委員會依授權使用之；於董事另有決定前，印章應於董事或秘書或助理秘書或其他經董事或董事委員會授權之人在場時蓋印。

58.2 縱有如上規定，印章得於未經授權下，為應檢送予開曼群島公司登記處之文件，而由公司任一董事、秘書或助理秘書或其他有權檢送前述文件之人或機構，以驗證之方式於該文件上蓋印。

58.3 於法律許可下，公司得有一個或數個複製印章；且如董事認為適當，得在該複製印章表面加上其將使用之城市、領土、地區或地點的名稱。

## 公開收購及帳戶

## 59 公開收購

董事會於公司或公司依公開發行公司規則之規定指派之訴訟及非訴訟代理人（依中華民國法律解釋）接獲公開收購申報書副本及相關書件後 7 日內，應對建議股東接受或反對本次公開收購作成決議，並公告下列事項：

- (a) 董事及持有公司已發行股份超過百分之十之股東自己及以他人名義目前持有之股份種類、數量。
- (b) 就本次公開收購對股東之建議，並應載明對本次公開收購棄權投票或持反對意見之董事姓名及其所持理由。
- (c) 公司財務狀況於最近期財務報告提出後有無重大變化及其變化說明（如有）。

- (d) 董事及持有公司已發行股份超過百分之十之股東自己及以他人名義持有公開收購人或其關係企業之股份種類、數量及其金額。

## 60 帳簿

60.1 董事會就所有公司交易應備置適當會計帳戶紀錄，尤其是：

- (a) 公司所有收受及支出之款項、及與該收受或支出之相關事宜；
- (b) 公司所銷售及購買之一切物品；及
- (c) 公司之所有資產及負債。

此等帳簿自備置日起，至少應保存五年。

60.2 帳目紀錄應予保存，若於董事會認為之適當處所，未備有能正確、公平反映公司事務及說明相關交易所必要之簿冊者，視同未就前述事項妥善備置帳簿。

60.3 依本章程與依相關法規製作之委託書、文件、表冊及電子媒體資訊等，應保存至少一年。惟如有股東就該委託書、文件、表冊及／或本條所述之資訊等提起訴訟時，倘該訴訟費時逾一年，則應保存至該訴訟終結為止。

## 61 會計年度結束

公司之會計年度結束於每年十二月三十一日，於公司股東會決議範圍內，董事得隨時指定其他期間為會計年度，惟非經公司股東會普通決議，一會計年度不得逾十八個月。

## 審計委員會

### 62 委員會人數

董事會應設立審計委員會。審計委員會僅得由獨立董事組成，其委員會人數不得少於三人，其中一人為召集人，負責不定期召集審計委員會會議，且至少一人應具備會計或財務專長。審計委員會之決議，應有審計委員會全體成員二分之一（含）以上之同意。

### 63 審計委員會之職權

審計委員會應依公開發行公司規則之規定行使職權。下列事項應經審計委員會全體成員二分之一以上同意，並提董事會決議：

- (a) 訂定或修正公司內部控制制度；
- (b) 內部控制制度有效性之考核；
- (c) 訂定或修正重要財務或業務行為之處理程序，例如取得或處分資產、衍生性商品交易、資金貸與他人，或為他人背書或保證；
- (d) 涉及董事自身利害關係之事項；
- (e) 重大之資產或衍生性商品交易；
- (f) 重大之資金貸與、背書或提供保證；
- (g) 募集、發行或私募具有股權性質之有價證券；
- (h) 簽證會計師之委任、解任或報酬；
- (i) 財務、會計或內部稽核主管之任免；



- (j) 年度及半年度財務報告之核可；及
- (k) 公司隨時認定或公司監理主管機關所要求之其他事項。

除第(j)款以外，其他任何事項如未經審計委員會成員半數（含）以上同意者，得經全體董事三分之二（含）以上同意行之，不受前項規定之限制，審計委員會之決議並應載明於董事會議事錄中。

### 自願清算和解散

#### 64 清算

64.1 公司得依本章程第 11.5 條之規定自願解散。

64.2 如公司應行清算，清算人經特別決議同意後，得將公司全部或部分之資產（無論其是否由性質相同之財產所組成）以其實物分配予各股東，並得以其所認公平之方式，決定前開應分配財產之價值，及各股東間、或不同股別股東間之分配方式。經特別決議，清算人得依其認為適當之方式，將該等資產之全部或一部，為股東之利益而交付信託。惟股東毋庸接受其上附有任何負債之股份、或其他有價證券或財產。

### 變更章程

#### 65 變更章程

在不違反法律和章程大綱之情形下，公司得經特別決議變更或增訂其章程。

#### 66 中止

董事會得依法律行使公司之一切權力而將公司以存續方式移轉至開曼群島境外之特定國家或司法管轄區域。

### 其他

#### 67 股東保護機制

如公司有意進行下列任一交易：

- (a) 合併（公司於合併後消滅）；
- (b) 出售、讓與或轉讓公司全部之財產或營業予其他公司；
- (c) 股份轉換；或
- (d) 分割，

而導致公司終止上市，且於下列公司的股份非於中華民國上市櫃者：(i) 上述 (a) 情況下的存續公司、(ii) 上述 (b) 情況下的受讓公司、(iii) 上述 (c) 情況下其股份已被劃撥作為交換公司股份的他公司，及 (iv) 上述 (d) 情況下的既存或新設之公司，除法律另有規定外，該等交易應經公司已發行股份總數三分之二以上股東之同意行之。

## 肆、附錄

### 附錄 1：股東會議事規則

- 第一條 為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，爰依主管機關規定訂定本規則，以資遵循。
- 第二條 本公司股東會之議事規則，除相關適用法令(開曼群島之法令及臺灣證券交易所相關應適用之規定)或章程另有規定者外，應依本規則之規定。
- 第三條 本公司股東會除法令另有規定外，由董事會召集之。
- 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、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案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，製作電子檔案傳送至公開資訊觀測站。股東會開會十五日前，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、公司解散、合併、分割或中華民國公司法第一百八十五第一項各款、中華民國證券交易法第二十六條之一、第四十三條之六、發行人募集與發行有價證券處理準則第五十六條之一及第六十條之二之事項應在召集事由中列舉，不得以臨時動議提出。
- 持有已發行股份總數百分之一以上股份之股東，得以書面向公司提出股東常會議案，但以一項為限，提案超過一項者，均不列入議案。另股東所提議案有中華民國公司法第一百七十二條之一第四項各款情形之一，董事會得不列為議案。
- 本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、受理處所及受理期間；其受理期間不得少於十日。
- 股東所提議案以三百字為限，超過三百字者，不予列入議案；提案股東應親自或委任他人出席股東常會，並參與該項議案討論。
- 本公司應於股東常會召集通知日前，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，董事會應於股東常會說明未列入之理由。
- 第四條 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。
- 第五條 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。惟本公司股份已在臺灣證券交易所交易時，所有股東會應在臺灣召開。若董事

會決議將在臺灣以外地區召開股東會，本公司應於董事會做出該決議後二日內向臺灣證券交易所申請核准。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。

第六條 本公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。前項受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之。

股東本人或股東所委託之代理人(以下稱股東)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。

本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。

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。

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。

第七條 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，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

前項主席係由常務董事或董事代理者，以任職六個月以上，並瞭解公司財務業務狀況之常務董事或董事擔任之。主席如為法人董事之代表人者，亦同。

董事會所召集之股東會，董事長宜親自主持，且宜有董事會過半數之董事及各類功能性委員會成員至少一人代表出席，並將出席情形記載於股東會議事錄。

股東會如由董事會以外之其他召集權人召集者，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律師、會計師或相關人員列席股東會。

第八條 本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。

前項影音資料應至少保存一年。但經股東依中華民國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。

第九條 股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。

已屆開會時間，主席應即宣布開會，惟未有代表已發行股份總數過半之股東出席時，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。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣布流會。

前項延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時，得依中華民國公司法第一百七十五條第一項規定為假決議，並將假決議通知各股東於一個月內再行召集股東會。

於當次會議未結束前，如出席股東所代表股數達已發行股份總數過半數時，主席得將作成之假決議，依中華民國公司法第一百七十四條規定重新提請股東會表決。

第十條 股東會如由董事會召集者，其議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議不得變更之。

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

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

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

第十一條 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。

第十二條 股東會之表決，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。

除信託事業或經中華民國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。

第十三條 股東每股有一表決權；但受限制或中華民國公司法第一百七十九條第二項所列無表決權者，不在此限。

本公司召開股東會時，得採行以書面或電子方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。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，除中華民國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

- 後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。
- 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。
- 股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。
- 第十四條 股東會有選舉董事(含獨立董事)時，應依本公司所訂【董事選任程序】辦理，並應當場宣佈選舉結果，包含當選董事(含獨立董事)之名單與其當選權數。
- 前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依中華民國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。
- 第十五條 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。
- 前項議事錄之分發，本公司得以輸入公開資訊觀測站之公告方式為之。
- 議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其結果記載之，在本公司存續期間，應永久保存。
- 第十六條 徵求人徵得之股數及受託代理人之股數，本公司應於股東會開會當日，依規定格式編造統計表，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規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。
- 第十七條 辦理股東會之會務人員應佩帶識別證或臂章。
- 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，應佩帶「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。
- 第十八條 會議進行時，主席得酌定時間宣佈休息，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。股東會得依中華民國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。
- 第十九條 本規則之規定與本公司章程之規定相牴觸時，則以本公司章程之規定為準。
- 本規則如與相關適用法令(開曼群島之法令及臺灣證券交易所相關應適用之規定)相牴觸時，僅該牴觸之部份失效，該部份並悉依相關適用法令辦理。
- 第二十條 本規則經股東會通過後自本公司股票於臺灣證券交易所股份有限公司上市之日起施行，修正時亦同。
- 本規則訂定於2010年5月5日。
- 本規則第一次修正於2013年6月17日。
- 本規則第二次修正於2014年6月6日。
- 本規則第三次修正於2017年6月13日。

附錄 2：公司章程

**NINTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION  
OF**

**Yeong Guan Energy Technology Group Company Limited**  
永冠能源科技集團有限公司

**(Adopted by a special resolution passed by the members of the company on June 7, 2016)**

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**NINTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION  
OF  
Yeong Guan Energy Technology Group Company Limited**

**永冠能源科技集團有限公司**

**(Adopted by a special resolution passed by the members of the company on June 7, 2016)**

**Table A**

The regulations in Table A in the First Schedule to the Law (as defined below) do not apply to the Company.

**INTERPRETATION**

**1. Definitions**

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

Applicable Law	the Applicable Public Company Rules, the Law or such other rules or legislation applicable to the Company;
Applicable Public Company Rules	the ROC laws, rules and regulations (including, without limitation, the Company Law, the Securities and Exchange Law, the rules and regulations promulgated by the FSC and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;
Articles	these Articles of Association as altered from time to time;
Audit Committee	the audit committee under the Board, which shall comprise solely of Independent Directors of the Company;
Board	the board of directors appointed or elected pursuant



	to these Articles and acting at a meeting of directors at which there is a quorum in accordance with these Articles;
Capital Reserve	for the purpose of these Articles only, comprises of the premium (meaning such amount above par value of the shares) paid on the issuance of any share under the Law and income from endowments received by the Company;
Chairman	the Director elected by and amongst all the Directors as the chairman of the Board;
Company	Yeong Guan Energy Technology Group Company Limited 永冠能源科技集團有限公司;
Compensation Committee	a committee established by the Board, which shall be comprised of professional individuals appointed by the Board and having the functions, in each case, prescribed by the Applicable Public Company Rules;
Cumulative Voting	the voting mechanism for an election of Directors as described in Article 34.2;
Directors	the directors for the time being of the Company and shall include any and all Independent Director(s);
Electronic Record	has the same meaning as in the Electronic Transactions Law;
Electronic Transactions Law	the Electronic Transactions Law (2003 Revision) of the Cayman Islands;
Family Relationship within Second Degree of Kinship	in respect of a person, means another person who is related to the first person either by blood or by marriage of a member of the family and within the second degree to include the parents, siblings, grandparents, children and grandchildren of the person as well as spouse's parents, siblings and grandparents;
FSC	The Financial Supervisory Commission of the Republic of China;
Independent Directors	the Directors who are elected as "Independent Directors" for the purpose of Applicable Public Company Rules;
Joint Operation Contract	a contract between the Company and one or more person(s) or entit(ies) where the parties to the contract agree to pursue the same business venture and jointly bear losses and enjoy profits arising out of such business venture in accordance with the

	terms of such contract;
Law	The Companies Law of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;
Lease Contract	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate the whole business of the Company in the name of such person, and as consideration, the Company receives a pre-determined compensation from such person;
Management Contract	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) manage and operate the business of the Company in the name of the Company and for the benefits of the Company, and as consideration, such person(s) receive a pre-determined compensation while the Company continues to be entitled to the profits (or losses) of such business;
Market Observation Post System	the public company reporting system maintained by the Taiwan Stock Exchange Corporation, via <a href="http://mops.twse.com.tw/">http://mops.twse.com.tw/</a> ;
Member	the person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means the person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires;
Memorandum	the memorandum of association of the Company;
Notice	written notice as further provided in these Articles unless otherwise specifically stated;
Merger	a transaction whereby: <p>(a) (i) all of the companies participating in such transaction are combined into a new company, which new company generally assumes all rights and obligations of the combined companies; or (ii) all of the companies participating in such transaction are merged into one of such companies as the surviving company, and the surviving company generally assumes all rights and obligations of the merged companies, and in each case the consideration for the transaction being the shares of the surviving or new company or any other company, cash or other assets; or</p>

	(b) other forms of mergers and acquisitions which fall within the definition of "merger and/or consolidation" under the Applicable Public Company Rules;
month	calendar month;
Officer	any person appointed by the Board to hold an office in the Company;
ordinary resolution	a resolution passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by not less than a simple majority of the votes cast;
Private Placement	has the meaning given thereto in Article 11.6;
Preferred Shares	has the meaning given thereto in Article 6;
Register of Directors and Officers	the register of directors and officers referred to in these Articles;
Register of Members	the register of members of the Company maintained in accordance with the Law and (as long as the Company is listed on the TSE) the Applicable Public Company Rules;
Registered Office	the registered office for the time being of the Company;
Related Person(s)	the persons as defined in Article 33.2;
ROC	Taiwan, the Republic of China;
Seal	the common seal or any official or duplicate seal of the Company;
Secretary	the person appointed to perform any or all of the duties of secretary of the Company and includes any deputy or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary;
share(s)	share(s) of par value NT\$10 each in the Company and includes fraction of a share;
special resolution	a resolution passed by a majority of at least two-thirds (or such greater number as may be specified in these Articles, if any) of such Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
Subsidiary	with respect to any company, (1) the entity, one half or more of whose total number of the issued

	<p>voting shares or the total amount of the share capital are directly or indirectly held by such company; (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (3) the entity, one half or more of whose shareholders involved in management or board of directors are concurrently acting as the shareholders involved in management or board of directors of such company; and (4) the entity, one half or more of whose total number of the issued voting shares or the total amount of the share capital are held by the same shareholder(s) of such company;</p>
supermajority resolution	<p>a resolution passed by Members (present in person, by proxy or corporate representative) who represent a majority of the outstanding issued shares of the Company as, being entitled to do so, vote in person or, in the case of such Members as are corporations, by their respective duly representative or, where proxies are allowed, by proxy at a duly convened general meeting attended by Members (present in person, by proxy or corporate representative) who represent two-thirds or more of the total outstanding shares of the Company entitled to vote thereon or, if the total number of shares represented by the Members (present in person, by proxy or corporate representative) at the general meeting is less than two-thirds of the total outstanding shares of the Company entitled to vote thereon, but more than one half of the total outstanding shares of the Company entitled to vote thereon, means instead, a resolution adopted at such general meeting by the Members (present in person, by proxy or corporate representative) who represent two-thirds or more of the total number of shares entitled to vote on such resolution at such general meeting;</p>
TDCC	<p>means the Taiwan Depository &amp; Clearing Corporation;</p>
Treasury Shares	<p>has the meaning given thereto in Article 3.11;</p>
Threshold	<p>means the spousal relationship and/or Family Relationship within Second Degree of Kinship threshold for members of the Board as defined in Article 33.2;</p>
TSE	<p>The Taiwan Stock Exchange Corporation; and</p>
Year	<p>calendar year.</p>

- 1.2** In these Articles, where not inconsistent with the context:
- (a) words denoting the plural number include the singular number and vice versa;
  - (b) words denoting the masculine gender include the feminine and neuter genders;
  - (c) words importing persons include companies, associations or bodies of persons whether corporate or not;
  - (d) the words:
    - (i) "may" shall be construed as permissive; and
    - (ii) "shall" shall be construed as imperative;
  - (e) "written" and "in writing" include all modes of representing or reproducing words in visible form, including the form of an Electronic Record;
  - (f) a reference to statutory provision shall be deemed to include any amendment or reenactment thereof;
  - (g) unless otherwise provided herein, words or expressions defined in the Law shall bear the same meaning in these Articles; and
  - (h) Section 8 of the Electronic Transactions Law shall not apply to the extent that it imposes obligations or requirements in addition to those set out.
- 1.3** In these Articles expressions referring to writing or its cognates shall, unless the contrary intention appears, include facsimile, printing, lithography, photography, electronic mail and other modes of representing words in visible form.
- 1.4** Headings used in these Articles are for convenience only and are not to be used or relied upon in the construction hereof.

## **SHARES**

### **2. Power to Issue Shares**

- 2.1** Subject to these Articles and any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any unissued shares of the Company on such terms and conditions as it may determine and any shares or class of shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may by resolution of the Members prescribe, provided that no share shall be issued at a discount except in accordance with the Law.
- 2.2** Unless otherwise provided in these Articles, the issue of new shares of the Company shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new shares shall at all times be subject to the sufficiency of the authorized capital of the Company.
- 2.3** Where the Company increases its issued share capital by issuing new shares for cash consideration in the ROC the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the ROC to the public ("Public Offering

Portion") unless it is not necessary or appropriate, as determined by the FSC or TSE, for the Company to conduct the aforementioned public offering. However, if a percentage higher than the aforementioned 10% is resolved by the Members in a general meeting by ordinary resolution to be offered, the percentage determined by such resolution shall prevail and shares corresponding to such percentage shall be reserved as Public Offering Portion. The Company may also reserve up to 15% of such new shares for subscription by its employees (the "Employee Subscription Portion").

- 2.4** Unless otherwise resolved by the Members in general meeting by ordinary resolution, where the Company increases its issued share capital by issuing new shares for cash consideration, after allocation of the Public Offering Portion and the Employee Subscription Portion pursuant to Article 2.3 hereof, the Company shall make a public announcement and notify each Member that he is entitled to exercise a pre-emptive right to purchase his pro rata portion of the remaining new shares, to be issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members the procedures for exercising such pre-emptive rights and that if any Member fails to purchase his pro rata portion of such remaining newly-issued shares within the prescribed period, such Member shall be deemed to forfeit his pre-emptive right to purchase such newly-issued shares. Where an exercise of the pre-emptive right may result in fractional entitlement of a Member, the entitlements (including fractional entitlements) of two or more Members may be combined to jointly subscribe for one or more whole new shares in the name of a single Member, subject to compliance with such directions and terms and conditions as determined by the Board and the Applicable Public Company Rules. If the total number of the new shares to be issued has not been fully subscribed for by the Members within the prescribed period, the Company may consolidate such shares into the public offering tranche or offer any un-subscribed new shares to a specific person or persons in such manner as is consistent with the Applicable Public Company Rules.
- 2.5** Subject to the provisions of the Law, the Company may issue new shares subject to restrictions and conditions ("**Restricted Shares**") to employees of the Company and its Subsidiaries with the sanction of a Supermajority Resolution provided that Article 2.3 hereof shall not apply in respect of the issue of such shares. For so long as the shares are listed on the TSE, the terms of issue of the Restricted Shares, including but not limited to the number of Restricted Shares so issued, issue price of Restricted Shares and other related matters shall be in accordance with the Applicable Public Company Rules.
- 2.6** The Public Offering Portion and the Employee Subscription Portion under Article 2.3 and the pre-emptive right of Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:
- (a) in connection with a Merger, spin-off, or pursuant to any reorganization of the Company;
  - (b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.10 hereof;
  - (c) in connection with the issue of Restricted Shares in accordance with Article

2.5 hereof;

- (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;
- (e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares; or
- (f) in connection with a Private Placement of the securities issued by the Company.

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

**2.8** Notwithstanding Article 2.5 hereof, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more employee incentive programmes and may issue shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries, and for the avoidance of doubt, approval by the Members is not required.

**2.9** Options, warrants or other similar instruments issued in accordance with Article 2.8 above are not transferable save by inheritance.

**2.10** The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 2.8 above, whereby employees may subscribe, within a specific period of time, a specific number of the shares. The terms and conditions of such agreements shall not be less favorable than the terms specified in the applicable incentive programme.

### **3. Redemption and Purchase of Shares**

**3.1** Subject to the Law, the Company is authorised to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Member.

**3.2** The Company is authorised to make payments in respect of the redemption of its shares out of capital or out of any other account or fund authorised for this purpose in accordance with the Law.

**3.3** The redemption price of a redeemable share, or the method of calculation thereof, shall be fixed by the Board at or before the time of issue.

**3.4** Every share certificate relating to redeemable share shall indicate that the share is redeemable.

**3.5** Subject to the provisions of the Applicable Law and these Articles, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own shares (including any redeemable shares) on such terms and in such manner as the Directors may determine and hold them as treasury shares of the Company in accordance with the Law ("**Treasury Shares**"). If any purchase of the Company's own shares involves any immediate cancellation of shares of the Company, such repurchase of shares is subject to approval by the Members by way of an ordinary resolution and the number of shares of the Company to be cancelled shall be allocated among all the Members as of the date of such cancellation on a pro rata basis (as rounded up or down to the nearest whole number as determined by the Directors) based on the then prevailing

percentage of shareholding of the Members, unless otherwise provided for in the Law or the Applicable Public Company Rules.

Upon approval by Members by way of an ordinary resolution to repurchase and cancel shares of the Company, the repurchase price may be paid in cash or in kind, provided that where any repurchase price is to be paid in kind, the monetary equivalent value of such payment in kind shall be (a) assessed by an ROC certified public accountant before being submitted by the Board to the Members for approval as part of the ordinary resolution authorising the repurchase and cancellation of shares of the Company; and (b) agreed to individually by each Member who will be receiving the repurchase price in kind.

- 3.6** In the event that the Company proposes to purchase any share listed on the TSE pursuant to the preceding Article and hold them as Treasury Shares of the Company, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares listed on the TSE for any reason.
- 3.7** Subject to Article 3.5, the redemption or repurchase price may be paid in any manner permissible under the Law as determined by the Directors, including out of capital.
- 3.8** A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by banks holding “A” licenses (as defined in the Banks and Trust Companies Law (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.
- 3.9** Subject to Article 3.5, the Directors may exercise as they think fit the powers conferred on the Company by Section 37(5) of the Law (payment out of capital).
- 3.10** Subject as aforesaid and to Article 3.5, the Directors may determine, as they think fit all questions that may arise concerning the manner in which the redemption of the shares shall or may be effected.
- 3.11** No share may be redeemed unless it is fully paid-up.
- 3.12** Subject to Article 3.5, shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) shall be cancelled immediately or be held as Treasury Shares .
- 3.13** No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up of the Company) may be made to the Company in respect of a Treasury Share.
- 3.14** The Company shall be entered in the Register of Members as the holder of the Treasury Shares provided that:
- (g) 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;



- (h) 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.

**3.15** After the Company purchases its shares listed on the TSE, any proposal to transfer the Treasury Shares to the employees of the Company and its Subsidiaries at a price below the average actual repurchase price must be approved by special resolution in the next general meeting and the items required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporaneous motion. The aggregate number of Treasury Shares resolved at all general meetings and transferred to the employees of the Company and its Subsidiaries shall not exceed 5% of the total number of issued shares, and each employee may not subscribe for more than 0.5% of the total number of issued shares in aggregate. The Company may prohibit such employees from transferring such Treasury Shares within a certain period; provided, however, that such a period cannot be more than two years from the date that such employees became the registered holders of the relevant Treasury Shares.

**3.16** Subject to Article 3.15, Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Directors.

#### **4. Rights Attaching to Shares**

**4.1** Subject to Article 2.1, the Memorandum and these Articles, other contractual obligations or restrictions that the Company is bound by and any resolution of the Members to the contrary and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares, the share capital of the Company shall be divided into shares of a single class the holders of which shall, subject to the provisions of these Articles:

- (a) be entitled to one vote per share;
- (b) be entitled to such dividends as recommended by the Board and approved by the Members at general meeting may from time to time declare;
- (c) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganization or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and
- (d) generally be entitled to enjoy all of the rights attaching to shares.

#### **5. Share Certificates**

**5.1** Shares of the Company shall be issued in uncertificated/scripless form unless the issuance of share certificates is required by the provisions of the Applicable Public Company Rules. Where share certificates are issued, every Member shall be entitled to a certificate issued under the Seal (or a facsimile thereof), which shall be affixed or imprinted with the authority of the Board, specifying the number and, where appropriate, the class of shares held by such Member. The Board may by resolution determine, either generally or in a particular case, that any or all signatures on certificates may be printed thereon or affixed by mechanical means.

**5.2** If any share certificate shall be proved to the satisfaction of the Board to have been worn out, lost, mislaid, or destroyed the Board may cause a new certificate to be issued and request an indemnity for the lost certificate if it sees fit.

- 5.3** Share may not be issued in bearer form.
- 5.4** When the Company issue share certificates pursuant to Article 5.1 hereof, the Company shall deliver the share certificates to the allottees of such shares within thirty (30) days from the date such share certificates may be issued pursuant to the Law, the Memorandum, the Articles, and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such share certificates pursuant to the Applicable Public Company Rules.
- 5.5** Where the Company shall issue the shares in uncertificated/scripless form, the Company shall upon the issue of such shares cause the name of the subscriber and other particulars to be entered onto the Register of Members in accordance with the Law and the Applicable Public Company Rules.

## **6. Preferred Shares**

- 6.1** Notwithstanding any provisions of these Articles, the Company may by special resolution designate one or more classes of shares with preferred or other special rights as the Company, by special resolution, may determine (shares with such preferred or other special rights, the "Preferred Shares"), and cause to be set forth in these Articles.
- 6.2** The rights and obligations of Preferred Shares may include (but not limited to) the following terms and shall be consistent with the Applicable Public Company Rules:
- (a) the order of priority and fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;
  - (b) the order of priority and fixed amount or fixed ratio of allocation of surplus assets of the Company;
  - (c) the order of priority for or restriction on the voting right(s) (including declaring no voting rights whatsoever) of the Members holding the Preferred Shares;
  - (d) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply; and
  - (e) other matters concerning rights and obligations incidental to Preferred Shares.

## **REGISTRATION OF SHARES**

### **7. Register of Members**

- (a) For so long as shares are listed on the TSE, the Board shall cause to be kept a Register of Members which may be kept outside the Cayman Islands at such place as the Directors shall appoint and which shall be maintained in accordance with the Law and the Applicable Public Company Rules.
- (b) In the event that the Company has shares that are not listed on the TSE, the Company shall also cause to be kept a register of such shares in accordance with Section 40 of the Law.

### **8. Registered Holder Absolute Owner**

Except as required by Law:

- (a) no person shall be recognised by the Company as holding any share on any trust; and
- (b) no person other than the Member shall be recognised by the Company as having any right in a share.

## **9. Transfer of Registered Shares**

- 9.1** Title to shares listed on the TSE may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules (including through the book-entry system of the TDCC) that are applicable to shares listed on the TSE.
- 9.2** All transfers of shares which are in certificated form may be effected by an instrument of transfer in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and, if the Board so requires, by or on behalf of the transferee. Without prejudice to the foregoing, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers.
- 9.3** The Board may refuse to recognise any instrument of transfer in respect of shares in certificated form unless it is accompanied by the certificate in respect of the shares to which it relates and by such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.
- 9.4** The joint holders of any share may transfer such share to one or more of such joint holders, and the surviving holder or holders of any share previously held by them jointly with a deceased Member may transfer any such share to the executors or administrators of such deceased Member.
- 9.5** The Board may in its absolute discretion and without assigning any reason therefor refuse to register the transfer of a share in certificated form in the event such registration of transfer would (i) conflict with the Applicable Law; or (ii) conflict with the Memorandum and/or these Articles. If the Board refuses to register a transfer of any share, the Secretary shall, within three months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of the refusal.
- 9.6** Nothing in these Articles shall preclude the Board from recognizing a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect of it.

## **10. Transmission of Shares**

- 10.1** In the case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognised by the Company as having any title to the deceased Member's interest in the shares. Nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased Member with other persons. Subject to the provisions of Section 39 of the Law, for the purpose of this Article, legal personal representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, decide as being properly authorised to deal with the shares of a

deceased Member.

- 10.2** Any person becoming entitled to a share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) may, upon such evidence being produced as may from time to time be required by the Board, elect, by a notice in writing sent by him to the Company, either to become the holder of such share or to have some person nominated by him registered as the holder of such share. If he elects to have another person registered as the holder of such share, he shall sign an instrument of transfer of that share to that person.
- 10.3** A person becoming entitled to a share by reason of the death or bankruptcy or liquidation or dissolution of a Member (or in any case other than by transfer) shall be entitled to the same dividend, other distributions and other advantages to which he would be entitled if he were the registered holder of such share. However, he shall not, before becoming a Member in respect of a share, be entitled in respect of it to exercise any right conferred by membership in relation to general meetings of the Company. Notwithstanding the aforesaid, the Board may at any time give notice requiring any such person to elect either to be registered himself or to have some person nominated by him be registered as the holder of the share. If the notice is not complied with within ninety days of being received or deemed to be received (as determined pursuant to the Articles), the Board may thereafter withhold payment of all dividend, other distributions, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with.
- 10.4** Notwithstanding the above, for as long as the shares are listed on the TSE, the transmission of the shares may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules (including through the book-entry system of the TDCC) that are applicable to shares listed on the TSE.

## **ALTERATION OF SHARE CAPITAL**

### **11. Power to Alter Capital**

- 11.1** Subject to the Law, the Company may from time to time by ordinary resolution alter the conditions of its Memorandum to increase its authorized share capital by such amount as it thinks expedient.
- 11.2** Subject to the Law, the Company may from time to time by ordinary resolution alter the conditions of its Memorandum to:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares in such manner as permitted by Applicable Law; or
  - (b) cancel shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled in such manner as permitted by Applicable Law.
- 11.3** Subject to the Law and the Articles, the Company may from time to time by special resolution:
- (a) change its name;

- (b) alter or add to the Articles;
- (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein; or
- (d) reduce its share capital and any capital redemption reserve fund in any manner authorised by the Law and the Applicable Public Company Rules.

**11.4** Subject to the Law and Article 11.5, the following actions by the Company shall require the approval of the Members by a supermajority resolution:

- (f) effecting any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 16 hereof;
- (g) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by special resolution only) or spin-off or Private Placement of the securities issued by the Company;
- (h) entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
- (i) the transferring of the whole or any essential part of the business or assets of the Company; or
- (j) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation.

**11.5** Subject to the Law, the Company may be wound up voluntarily:

- (a) if the Company resolves by supermajority resolution that it be wound up voluntarily because the Company is unable to pay its debts as they fall due; or
- (b) if the Company resolves by special resolution that it be wound up voluntarily for reasons other than set out in Article 11.5(a) above.

**11.6** Subject to the Law and in addition to approval by the Board in accordance with Article 2.2, the Company may, with a resolution approved by at least two-thirds of the votes of the Members present at a general meeting attended by Members representing a majority of the total number of issued shares, issue securities to the following persons by way of private placement within the territory of the ROC in accordance with Applicable Public Company Rules ("**Private Placement**"):

- (a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other legal entities or institutions approved by the FSC;
- (b) natural person, legal entities or funds meeting the qualifications set forth by the FSC; and
- (c) directors, supervisors (if any) or managers of the Company or its Subsidiaries.

## **12. Variation of Rights Attaching to Shares**

If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound-up, be varied with the sanction of a special resolution passed at a general meeting of the holders of the shares of the class with a quorum of such number of holders holding more than one-half of the total outstanding shares of such

class being present in person, by proxy or corporate representatives. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of shares, such modification or alteration shall be adopted by a special resolution and shall also be adopted by a special resolution passed at a separate meeting of Members of that class of shares. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

## **DIVIDENDS AND CAPITALISATION**

### **13. Dividends**

- 13.1** The Board may, subject to approval by the Members by way of ordinary resolution or, in the case of Article 11.4(a), supermajority resolution and subject to these Articles and any direction of the Company in general meeting, declare a dividend to be paid to the Members in proportion to the number of shares held by them, and such dividend may be paid in cash, shares or wholly or partly in specie in which case the Board may fix the value for distribution in specie of any assets. No unpaid dividend shall bear interest as against the Company.
- 13.2** The Directors may determine that a dividend shall be paid wholly or partly by the distribution of specific assets (which may consist of the shares or securities of any other company) and may settle all questions concerning such distribution. Without limiting the foregoing generality, the Directors may fix the value of such specific assets, may determine that cash payments shall be made to some Members in lieu of specific assets and may vest any such specific assets in trustees on such terms as the Directors think fit.
- 13.3** Subject to the Law, Article 11.4(a) and these Articles and except as otherwise provided by the rights attached to any shares, the Company may distribute profits in accordance with a proposal for profits distribution approved by the Board and sanctioned by the Members by an ordinary resolution, in annual general meetings. No dividends or other distribution shall be paid except out of profits of the Company, realised or unrealised, out of share premium account or any reserve, fund or account as otherwise permitted by the Law. Except as otherwise provided by the rights attached to any shares, all dividends and other distributions shall be paid according to the number of the shares that a Member holds and the amount paid up on such shares. If any share is issued on terms providing that it shall be entitled to dividends as from a particular date only, such shares shall be entitled to dividends accordingly.
- 13.4** Upon the final settlement of the Company's accounts, if there is "surplus profit" (as defined below), the Company shall set aside between two per cent (2%) and fifteen per cent (15%) as compensation to employees ("**Employees' Compensations**") and Employees' Compensations may be distributed to employees of the Company and its Subsidiaries, who meet certain qualifications. The Company shall, from the surplus profit, set aside no more than three per cent (3%) thereof as remuneration for the Directors ("**Directors' Remuneration**"). The distribution proposals in respect of Employees' Compensation and Directors' Remuneration shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors and submitted to the shareholders' meeting for report.

However, if the Company has accumulated losses, the Company shall reserve an amount thereof for making up the losses before proceeding with the abovementioned distributions and allocation. The "surplus profit" referred to above means the net profit before tax of the Company and for the avoidance of doubt, such amount is before any payment of compensation to employees and remuneration for the Directors.

- 13.5** In determining the Company's dividend policy, the Board recognises that the Company operates in a mature industry, and has stable profit streams and a sound financial structure. In determining the amount, if any, of the dividend or other distribution it recommends to Members for approval in any financial year, the Board:
- (a) may take into consideration the earnings of the Company, overall development, financial planning, capital needs, industry outlook and future prospects of the Company in the relevant financial year, so as to ensure the protection of Members' rights and interests; and
  - (b) shall set aside out of the current year profits of the Company, in addition to the provision in Article 13.4: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses; (iii) ten per cent (10%) as a general reserve, and (iv) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules or a reserve as determined by the Board pursuant to Article 14.1.
- 13.6** Subject to compliance with the Law and after setting aside the amounts for Employees' Compensations and Directors' Remuneration in accordance with Article 13.4 and such amounts as the Board deems fit in accordance with the distribution policy set out in Article 13.5, the Board shall recommend to Members for approval to distribute no less than twenty per cent (20%) of the distributable amount as dividend to the Members and the allocation will be made upon the passing of the resolution by the Members.
- 13.7** Dividends to the Members and the Employees' Compensation may be distributed, in the discretion of the Board, by way of cash or by way of applying such sum in paying up in full unissued shares or a combination of both for allocation and distribution to employees or the Members, provided that, in the case of a distribution to Members, no less than ten per cent (10%) of the total amount of such dividend shall be paid in cash. No unpaid dividend and compensation shall bear interest as against the Company.
- 13.8** The Board shall fix any date as the record date for determining the Members entitled to receive any dividend or other distribution.
- 13.9** For the purpose of determining Members entitled to receive payment of any dividend or other distributions, the Directors may provide that the Register of Members be closed for transfers for five (5) days before the relevant record date or such other period consistent with the Applicable Public Company Rules subject to compliance with the Law.

#### **14. Capital Reserve and Power to Set Aside Profits**

- 14.1** The Board may, before declaring a dividend, set aside out of the surplus or profits of the Company, such sum as it thinks proper as a reserve to be used to meet contingencies or for meeting the deficiencies for implementing dividend distribution

plans or for any other purpose to which those funds may be properly applied. Pending application, such sums may be in the absolute discretion of the Directors either be employed in the business of the Company or invested in such investment as Directors may from time to time think fit, and need not be kept separate from other assets of the Company. The Directors may also, without placing the same to reserve, carry forward any profit which they decide not to distribute.

**14.2** Subject to any direction from the Company in general meeting, the Directors may on behalf of the Company exercise all the powers and options conferred on the Company by the Law in regard to the Capital Reserve. Subject to compliance with the Law, the Directors may on behalf of the Company set off accumulated losses against credits standing in the Capital Reserve and make distributions out of the Capital Reserve.

## **15. Method of Payment**

**15.1** Any dividend, interest, or other monies payable in cash in respect of the shares may be paid by wire transfer to the Member's designated account or by cheque or draft sent through the post directed to the Member at such Member's address in the Register of Members.

**15.2** In the case of joint holders of shares, any dividend, interest or other monies payable in cash in respect of shares may be paid by wire transfer to the holder first named in the Register of Members to such holder's designated account or by cheque or draft sent through the post directed to the address of the holder first named in the Register of Members. If two or more persons are registered as joint holders of any shares any one can give an effectual receipt for any dividend paid in respect of such shares.

## **16. Capitalisation**

Subject to Article 11.4(a), the Board may capitalise any sum for the time being standing to the credit of any of the Company's Capital Reserve or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

## **MEETINGS OF MEMBERS**

### **17. Annual General Meetings**

**17.1** The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year. The Board shall convene all annual general meetings.

**17.2** The general meetings (including annual general meetings and extraordinary general meetings) shall be held at such time and place as the Chairman or any two Directors or any Director and the Secretary or the Board shall appoint provided that unless otherwise provided by the Law, the general meetings shall be held in the ROC. If the Board resolves to hold a general meeting outside the ROC, the Company shall apply for the approval of the TSE thereof within two days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

### **18. Extraordinary General Meetings**



- 18.1** General meetings other than annual general meetings shall be called extraordinary general meetings.
- 18.2** The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary or upon requisition in accordance with Article 18.3.
- 18.3** One or more Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding shares of the Company continuously for a period of one year or more may make a requisition that contains the details set out in Article 18.4 below to request the Board to convene an extraordinary general meeting of the Company.
- 18.4** The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office and the Company's stock affairs agent located in the ROC, and may consist of several documents in like form each signed by one or more requisitionists.
- 18.5** If the Board does not within fifteen days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting, provided that if the extraordinary general meeting will be held outside the ROC, an application shall be submitted by such requisitionists to the TSE for its prior approval.

## **19. Notice**

- 19.1** At least thirty days' notice of an annual general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting.
- 19.2** At least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting.
- 19.3** The Board shall fix a record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with Applicable Public Company Rules and close its Register of Members accordingly in accordance with Applicable Public Company Rules.
- 19.4** Subject to Article 22.4, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 19.5** For so long as the shares are listed on the TSE, the Company shall announce to the public by via the Market Observation Post System in accordance with Applicable Public Company Rules the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Articles 19.1 and 19.2 hereof. If the voting power of a Member at a general meeting shall be exercised by way of a written instrument, the Company shall also send the written document for the Member to exercise his voting power together

with the above mentioned materials in accordance with Articles 19.1 and 19.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in a manner consistent with the Applicable Public Company Rules.

**19.6** The following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion:

- (a) election or discharge of Directors,
- (b) alteration of the Memorandum or Articles,
- (c) (i) dissolution, Merger, any scheme or arrangement involving a transfer of all issued shares of the Company to a corporate acquirer in exchange for the issuance of shares by that corporate acquirer to the Members as consideration or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,
- (d) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business,
- (e) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 16, and
- (f) Private Placement of any equity-related securities to be issued by the Company.

**19.7** For so long as the shares are listed on the TSE and unless the Law provides otherwise, the Board shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's stock affairs agent located in the ROC. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.

**19.8** The Company shall make available all the statements and records prepared by the Board and the report prepared by the Audit Committee which will be submitted to the Members at the annual general meeting at the Registered Office (if applicable) and its stock affairs agent located in the ROC ten (10) days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.

## **20. Giving Notice**

**20.1** Any Notice or document, whether or not to be given or issued under these Articles

from the Company to a Member, shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication, and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register of Members or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or to the extent permitted by Applicable Law, may also be served by advertisement in appropriate newspapers. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register of Members and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;
- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all Applicable Law, rules and regulations.

This Article 20.1 shall apply mutatis mutandis to the service of any document by a Member on the Company under these Articles.

## **21. Postponement of General Meeting**

The Board may postpone any general meeting called in accordance with the provisions of these Articles provided that notice of postponement is given to each Member before the time for such meeting. A notice stating the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of these Articles.

## **22. Quorum and Proceedings at General Meetings**

- 22.1** No resolutions shall be adopted unless a quorum is present. Unless otherwise provided for in the Articles, Members present in person or by proxy or in the case of a corporate Member, by corporate representative, representing more than one-half of the total issued shares of the Company entitled to vote, shall constitute a quorum for any general meeting.
- 22.2** For so long as the shares are listed on the TSE and unless the Law provides otherwise, the Board shall submit business reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of the Company for confirmation and adoption by the Members in a manner consistent with the Applicable Public Company Rules. After confirmation and adoption at the general meeting, the Board shall send or announce to the public via the Market Observation Post System in accordance with Applicable Public Company Rules copies of the adopted financial statements and the minutes of the general meeting containing the resolutions passed on the distribution of profits or allocation of losses, to each Member or otherwise make the same available to the Members in accordance with the Applicable Public Company Rules.
- 22.3** Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands.
- 22.4** Nothing in these Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the convening of any general meeting or the passage of any resolution in violation of applicable laws or regulations or these Articles within 30 days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 22.5** Unless otherwise expressly required by the Law, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an ordinary resolution.
- 22.6** Member(s) holding one per cent (1%) or more of the Company's total number of issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company in writing one matter for discussion at an annual general meeting. The Company shall give a public notice in such manner as permitted by Applicable Law at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Proposals submitted for discussion at an annual general meeting shall not be included in the agenda of the annual general meeting where (a) the proposing Member(s) holds less than one cent (1%) of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting; (c) the proposing Member(s) has proposed more than one proposal; or (d) the proposal is submitted to the Company after the date fixed and announced by the Company for accepting Member(s)' proposal(s).

**23. Chairman to Preside**

Unless otherwise agreed by a majority of those attending and entitled to vote thereat, the Chairman, shall act as chairman at all meetings of the Members at which such person is

present. In his absence a chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.

## **24. Voting on Resolutions**

- 24.1** Subject to any rights, privileges or restrictions attached to any share, every Member who (being an individual) is present in person or by proxy (or in the case of a corporation or other non-natural person by duly authorized representative(s) or by proxy) shall have one vote for every share of which he is the holder. A Member holding more than one share shall cast the votes in respect of his/her/its shares in the same way on a resolution proposed at a general meeting unless otherwise provided by the Applicable Public Company Rules, in which circumstance, the qualifications, application, manners for the exercise of such respective voting rights, procedures and other related matters thereof shall comply with the Applicable Public Company Rules, these Articles and the Law.
- 24.2** No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of shares unless he is registered as a Member on the record date for such meeting.
- 24.3** Votes may be cast either in person or by proxy. A Member may appoint another person as his proxy by specifying the scope of appointment in the proxy instrument prepared by the Company to attend and vote at a general meeting, provided that a Member may appoint only one proxy under one instrument to attend and vote at such meeting.
- 24.4** To the extent permitted by Applicable Law and notwithstanding any provisions provided in these Articles, the Board may resolve to allow Members not attending and voting at a general meeting in person, by proxy or by duly authorized representatives (where a Member is a corporation or other non-natural person), to exercise their voting power and cast their votes by a written instrument approved by the Board or by way of electronic transmission (as provided under the ROC Electronic Signatures Act) prior to commencement of the general meeting, provided that (1) the Board shall allow the voting rights in respect of shares held by a Member to be exercised by way of electronic transmission if the Company meets the requirements set forth in the Applicable Public Company Rules; and (2) the relevant methods and procedures are specified in the notice of that meeting and complied with by such Member(s). However, if a general meeting is convened outside the territory of the ROC, to the extent permitted by Applicable Law, the Company must allow the Members to exercise their voting rights and cast their votes by way of a written instrument approved by the Board or by way of electronic transmission in the manner referred to in the foregoing. Any Member who intends to exercise his voting power by a written instrument or by way of electronic transmission shall serve the Company with his/her/its voting decision at least two (2) calendar days prior to the date of such general meeting. Where more than one voting instrument is received from the same Member by the Company, the first voting instrument shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting instrument in the later-received voting instrument. For the avoidance of doubt, those Members voted in the manner mentioned in the foregoing shall, for purposes of these Articles and the Law, be deemed to have appointed the chairman of the general meeting as their proxy to vote their shares at the general meeting only in the manner

directed by their written instrument or electronic document. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the general meeting, and the Members shall be deemed to have waived their voting rights with respect to any extemporaneous matters or amendment to resolution(s) proposed at the general meeting.

**24.5** In the event any Member who has served the Company with his/her/its declaration of intention to exercise his/her/its voting power by means of a written instrument or by means of electronic transmission pursuant to Article 24.4 hereof later intends to attend general meetings in person, he/she/it shall, at least two (2) calendar days prior to the date of the general meeting, serve a separate declaration of intention to revoke his/her/its previous votes casted by written instrument or electronic transmission in the same manner previously used in exercising his/her/its voting power, failing which, the Member shall be deemed to have waived his right to attend and vote at the relevant general meeting in person, the deemed appointment by the Member of the chairman as proxy shall remain valid and the Company shall not count any votes cast by such Member physically at the relevant general meeting.

**24.6** A Member who is deemed to have appointed the chairman as proxy pursuant to Article 24.4 for purposes of casting his vote by written instrument approved by the Board or by way of electronic transmission shall have the right to appoint another person as its proxy to attend the meeting in accordance with these Articles, in which case the express appointment of another proxy shall be deemed to have revoked the deemed appointment of the chairman as proxy under Article 24.4 and the Company shall only count the vote(s) casted by such expressly appointed proxy at the meeting.

## **25. Proxies**

**25.1** The instrument of proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the solicitor for proxy solicitation (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.

**25.2** An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.

**25.3** In the event that a Member exercises his voting power by way of a written instrument or electronic transmission and is deemed to have appointed the chairman of the meeting as his/her/its proxy pursuant to Article 24.4, and has also validly authorised another proxy to attend a general meeting by completing and returning the requisite proxy form, then the voting power exercised by the proxy (rather than the chairman of the meeting) at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting (excluding the deemed appointment of the chairman of the meeting pursuant to Article 24.4) later intends to attend the general meeting in person or to exercise his voting power by way of a

written instrument or electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.

**25.4** Subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock agencies approved by the ROC competent authority, save with respect to the chairman being deemed appointed as proxy under Article 24.4, when a person acts as the proxy for two or more Members, the total number of voting shares that the proxy may vote shall not exceed three percent (3%) of the total number of voting shares of the Company; 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 entitled to vote on such resolution 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.

**25.5** The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the ROC or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company not less than five days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, save with respect to the deemed appointment of the chairman as proxy under Article 24.4, the instrument of proxy shall not be treated as valid PROVIDED that the chairman of the meeting may in his discretion accept an instrument of proxy sent by telex or telefax upon receipt of telex or telefax confirmation that the signed original thereof has been sent. Where multiple instruments of proxy are received by the Company from the same Member, the first written duly executed and valid instrument of proxy received by the Company shall prevail, unless an explicit written statement revoking the previous instrument(s) appointing a proxy is made in the subsequent duly executed and valid instrument of proxy received by the Company. The chairman of the meeting shall have the discretion to determine which instrument of proxy shall be accepted where there is any dispute. Unless otherwise provided in these Articles, delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

## **26. Proxy Solicitation**

For so long as the shares are listed on the TSE and subject to the laws of the Cayman Islands, the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

## **27. Dissenting Member's Appraisal Right**

**27.1** Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has notified the Company in writing of his objection to such matter prior to the meeting and has raised again his objection at

the meeting, may request the Company to purchase all of his shares at the then prevailing fair price:

- (a) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
- (b) the Company transfers the whole or an essential part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
- (c) acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company.

**27.2** In the event any part of the Company's business is spun off or involved in any Merger, any Member, who has abstained from voting in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting approving such spin off or Merger, may request the Company to purchase all of his shares at the then prevailing fair price.

## **28. Shares that May Not be Voted**

### **28.1** Shares held:

- (a) by the Company itself;
- (b) by any entity in which the Company owns, legally or beneficially, more than fifty per cent (50%) of its total issued and voting share or share capital; or
- (c) by any entity in which the Company, together with (i) the holding company of the Company and/or (ii) any Subsidiary of (a) the holding company of the Company or (b) the Company owns, legally or beneficially, directly or indirectly, more than fifty per cent (50%) of its issued and voting share or share capital;

shall not carry any voting rights nor be counted in the total number of issued shares at any given time.

**28.2** A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with and impair those of the Company, shall abstain from voting such Member's shares in regard to such motion and such shares shall not be counted in determining the number of votes of the Members present at the said meeting. However, such shares may be counted in determining the number of shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member. To the extent that the Company has knowledge, any votes cast by or on behalf of such Member in contravention of the foregoing shall not be counted by the Company.

**28.3** For so long as the shares are listed on the TSE, in the event that a Director creates or has created security, charge, encumbrance, mortgage or lien over any shares held by him, then he shall notify the Company of such security, charge, encumbrance, mortgage or lien. If at any time the security, charge, encumbrance, mortgage or lien created by a Director is in respect of more than half of the shares held by him at the time of his appointment, then the voting rights attaching to the shares held by such Director at such time shall be reduced, such that the shares over which security,



charge, encumbrance, mortgage or lien has been created which are in excess of half of the shares held by the Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Members at a general meeting but shall be counted towards the quorum of the general meeting.

**29. Voting by Joint Holders of Shares**

In the case of joint holders, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

**30. Representation of Corporate Member**

**30.1** A corporation or non-natural person which is a Member may, by written instrument, authorise such person or persons as it thinks fit to act as its representative at any meeting of the Members and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation or non-natural person which such person represents as that corporation or non-natural person could exercise if it were an individual Member, and that Member shall be deemed to be present in person at any such meeting attended by its authorised representative or representatives.

**30.2** Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at general meetings on behalf of a corporation or non-natural person which is a Member.

**31. Adjournment of General Meeting**

The chairman of a general meeting may, with the consent of a majority in number of the Members present at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, a notice stating the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of these Articles.

**32. Directors Attendance at General Meetings**

The Directors of the Company shall be entitled to receive notice of, attend and be heard at any general meeting.

**DIRECTORS AND OFFICERS**

**33. Number and Term of Office of Directors**

**33.1** There shall be a board of Directors consisting of no less than eleven (11) persons, each of whom shall be appointed to a term of office of three (3) years. Directors may be eligible for re-election. The Company may from time to time by special resolution increase or reduce the number of Directors subject to the above number limitation provided that the requirements under the Applicable Law are met. The Directors shall elect a vice chairman ("Vice Chairman") amongst all the Directors. In case the Chairman is on leave or absent or can not exercise his/her power and authority for any cause, the Vice Chairman shall act on his/her behalf.

**33.2** A spousal relationship and/or a Family Relationship within the Second Degree of Kinship may not exist among more than half (1/2) of the members of the Board (the

“Threshold”), unless with prior approval by the ROC competent authority. Where any person among the persons elected for appointment as a Director has a spousal relationship and/or a Family Relationship within the Second Degree of Kinship with any existing member of the Board or with any other person(s) also elected for appointment as a director (collectively, the “Related Persons” and each a “Related Person”), in respect of the Related Person who was elected by way of Cumulative Voting and who received the lowest number of votes from the Members for its appointment among all such elected Related Persons, with the intent that the Threshold will not be breached as a result of his/her appointment: (i) if his/her appointment is already effective, shall automatically cease to be a director of the Company on and from the date that the Company has actual knowledge of a breach of the Threshold; (ii) if his/her appointment has not yet taken effect, his/her appointment shall not take effect if the Company has actual knowledge of a possible breach of the Threshold if his/her appointment takes effect.

**33.3** Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors accounting for not less than one-fifth of the total number of Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least one of them shall have accounting or financial expertise.

**33.4** The Independent Directors shall be nominated by adopting the candidate nomination system specified in the Applicable Public Company Rules. Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be consistent with the Applicable Public Company Rules.

**33.5** Unless provided otherwise in these Articles, the qualifications, composition, appointment, removal, exercise of power in performing duties and other matters with respect to the Directors, Independent Directors, Compensation Committee and Audit Committee, shall comply with the provisions under ROC Securities and Exchange Act and the regulations issued pursuant to the ROC Securities and Exchange Act applicable to the Company.

#### **34. Election of Directors**

**34.1** The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 34.2 below. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to elect one or more Directors.

**34.2** The Director(s) shall be elected by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as “Cumulative Voting”) in the following manner:

- (v) on an election of Directors, the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of Directors nominated for appointment at the general meeting provided that such votes shall only cumulate in respect of such number of Directors nominated within the same category (namely, independent or non-independent) of

Directors to be appointed;

- (vi) the Member(s) may vote all or part of their cumulated votes in respect of one or more Director candidates within the same category of Directors to be elected;
- (vii) such number of Director candidates receiving the highest number of votes in the same category of Directors to be elected shall be appointed; and
- (viii) where two or more Director candidates receive the same number of votes and as a result the total number of new Directors intended to be appointed is exceeded, there shall be a draw by such Director candidates receiving the same number of votes to determine who shall be appointed; the chairman of the meeting shall draw for a Director nominated for appointment who is not present at the general meeting.

**34.3** If the number of Independent Directors is less than three (3) persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty (60) days from the date of resignation or removal of last Independent Director, an extraordinary general meeting to elect succeeding Independent Directors to fill the vacancies.

**34.4** If the number of Directors is less than five (5) persons due to the vacancy of Director(s) for any reason, the Company shall call an election of Director(s) at the next following general meeting to fill the vacancies. When the number of vacancies in the Board of the Company equals to one third of the total number of Directors elected, the Board shall hold, within sixty (60) days from the date of the occurrence of vacancies, a general meeting of Members to elect succeeding Directors to fill the vacancies.

## **35. Removal and Re-election of Directors**

**35.1** The Company may from time to time by supermajority resolution remove any Director from office, whether or not appointing another in his stead.

**35.2** In case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or is in serious violation of applicable laws, regulations and/or these Articles, but has not been removed by a supermajority resolution, the Member(s) holding three per cent (3%) or more of the total number of issued shares of the Company may, within thirty (30) days after such general meeting, to the extent permissible under Applicable Law, institute a lawsuit to remove such Director. The Taiwan Taipei District Court, ROC, may be the court of the first instance for this matter.

**35.3** Prior to the expiration of the term of office of the current Directors, the Members may at a general meeting elect or re-elect all Directors, which vote shall be calculated in accordance with Article 34.2 above. If no resolution is passed to approve that the existing Director(s) who is/are not re-elected at the general meeting that such Director(s) shall remain in office until expiry of his/her original term of office, such non-re-elected Directors shall vacate their office with effect from the date the other Directors elected or re-elected at the same general meeting commence their office. Members present in person or by proxy, representing more than one-half of the total

issued shares shall constitute a quorum for any general meeting to re-elect all Directors. If the term of office of all Directors expires at the same time and no general meeting was held before such expiry for re-election, their term of office shall continue and be extended to such time when new Directors are elected or re-elected in the next general meeting and they commence their office.

### **36. Vacancy in the Office of Director**

**36.1** The office of Director shall be vacated if the Director:

- (a) is removed from office pursuant to these Articles;
- (b) dies or becomes bankrupt, or makes any arrangement or composition with his creditors generally;
- (c) is automatically discharged from his office in accordance with Article 33.2;
- (d) resigns his office by notice in writing to the Company;
- (e) an order is made by any competent court or official on the grounds that he has no legal capacity, or his legal capacity is restricted according to Applicable Law;
- (f) having committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five years;
- (g) having committed an offence involving fraud, breach of trust or misappropriation and subsequently punished with imprisonment for a term of more than one year, and the time elapsed after he has served the full term of such sentence is less than two years;
- (h) having been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two years;
- (i) having been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;
- (j) subject to Article 35.3, upon expiry of term of office (if any) of the relevant Director;
- (k) is automatically removed in accordance with Article 36.2; or
- (l) ceases to be a Director in accordance with Article 36.3.

In the event that the foregoing events described in clauses (b), (e), (f), (g), (h) or (i) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.

**36.2** In case a Director that has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him/her at the time he/she is elected, he/she shall, ipso facto, be removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required.

**36.3** If any Director has, after having been elected and before his/her inauguration of the office of Director, transferred more than one half of the Company's shares being held

by him/her at the time of his/her election as a Director, then he/she shall immediately cease to be a Director and no shareholders' approval shall be required. If any Director has, after having been elected as a Director, transferred more than one half of the Company's shares being held by him/her within the share transfer prohibition period prior to the convention of a shareholders' meeting according to the Applicable Public Company Rules, then he/she shall immediately cease to be a Director and no shareholders' approval shall be required.

### **37. Compensation of Directors**

**37.1** The Board may establish a Compensation Committee comprised of at least three members appointed by the Board, one of whom shall be an Independent Director. The professional qualifications of the members of the Compensation Committee, the exercise by the members of the Compensation Committee of its responsibilities, powers and other related matters of the Compensation Committee shall comply with the Applicable Public Company Rules. Upon the establishment of the Compensation Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee the provisions of which shall be consistent with the Applicable Public Company Rules.

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

**37.3** The compensation of the Directors may be decided by the Board by reference to recommendation made by the Compensation Committee (if established), the standard generally adopted by other enterprises in the same industry, and shall be paid in cash only. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of profits of the Company if permitted by the Law, the Applicable Public Company Rules, the service agreement or other similar contract that he/she has entered into with the Company.

### **38. Defect in Election of Director**

All acts done in good faith by the Board or by a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and was qualified to be a Director, subject to and upon ratification by the Members of such acts in a general meeting.

### **39. Directors to Manage Business**

The business of the Company shall be managed and conducted by the Board. In managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Law or by these Articles, required to be exercised by the Company in general meeting subject, nevertheless, to these Articles, the provisions of the Law, and to such directions as may be prescribed by the Company in general meeting.

### **40. Powers of the Board of Directors**

Without limiting the generality of Article 39, the Board may subject to Article 11.4:

- (a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their compensation and determine their duties;
- (b) exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party;
- (c) appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company;
- (d) appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;
- (e) by power of attorney, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney. Such attorney may, if so authorised, execute any deed or instrument in any manner permitted by the Law;
- (f) procure that the Company pays all expenses incurred in promoting and incorporating the Company;
- (g) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Board and every such committee shall conform to such directions as the Board shall impose on them. Subject to any directions or regulations made by the Directors for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board;
- (h) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board sees fit;
- (i) present any petition and make any application in connection with the liquidation or reorganisation of the Company;
- (j) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and
- (k) authorise any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Company.

#### **41. Register of Directors and Officers**

- 41.1** The Board shall cause to be kept in one or more books at the Registered Office a Register of Directors and Officers in accordance with the Law and shall enter therein

the following particulars with respect to each Director and Officer:

- (a) first name and surname; and
- (b) address.

**41.2** The Board shall, within the period of thirty days from the occurrence of:-

- (a) any change among its Directors and Officers; or
- (b) any change in the particulars contained in the Register of Directors and Officers,

cause to be entered on the Register of Directors and Officers the particulars of such change and the date on which such change occurred, and shall notify the Registrar of Companies in accordance with the Law.

**42. Officers**

The Officers shall consist of a Secretary and such additional Officers as the Board may determine all of whom shall be deemed to be Officers for the purposes of these Articles.

**43. Appointment of Officers**

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

**44. Duties of Officers**

The Officers shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time.

**45. Compensation of Officers**

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

**46. Conflicts of Interest**

**46.1** Any Director, or any Director's firm, partner or any company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company and such Director or such Director's firm, partner or company shall be entitled to compensation as if such Director were not a Director; provided that this Article 46.1 shall not apply to Independent Directors.

**46.2** A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest as required by the Applicable Law.

**46.3** Notwithstanding anything to the contrary contained in these Articles, a Director who has a personal interest in the matter under discussion at a meeting of the Board shall disclose and explain material contents of such personal interest at the meeting of the Board. Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.

**46.4** Notwithstanding anything to the contrary contained in this Article 46, a Director who is engaged in anything on his own account or on behalf of another person, which is

within the scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek their approval by supermajority resolution.

**47. Indemnification and Exculpation of Directors and Officers**

- 47.1** Unless otherwise provided in these Articles, The Directors and Officers of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and every former director, officer or trustee and their respective heirs, executors, administrators, and personal representatives (each of which persons being referred to in this Article as an "indemnified party") shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and no indemnified party shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any breach of duties, fraud or dishonesty which may attach to any of the said persons.
- 47.2** Without prejudice and subject to the general directors' duties that a Director owes to the Company and its shareholders under common law principals and the laws of the Cayman Islands, a Director shall perform his/her fiduciary duties of loyalty and due care of a good administrator in the course of conducting the Company's business, and shall indemnify the Company, to the maximum extent legally permissible, from any loss incurred or suffered by the Company arising from breach of his/her fiduciary duties. If a Director has made any profit for the benefit of himself/herself or any third party as a result of any breach of his/her fiduciary duties, the Company shall, if so resolved by the Members by way of an ordinary resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover such profit from such relevant Director. If a Director has, in the course of conducting the Company's business, violated any laws or regulations that causes the Company to become liable for any compensation or damages to any person, such Director shall become jointly and severally liable for such compensation or damages with the Company and if for any reason such Director is not made jointly and severally liable with the Company, such Director shall indemnify the Company for any loss incurred or suffered by the Company caused by a breach of duties by such Director.
- 47.3** The Officers, in the course of performing their duties to the Company, shall assume such duties and obligations to indemnify the Company in the same manner as if they are Directors.
- 47.4** The Company may purchase and maintain insurance for the benefit of any Director or Officer of the Company against any liability incurred by him in his capacity as a Director or Officer of the Company or indemnifying such Director or Officer in



respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or Officer may be guilty in relation to the Company or any Subsidiary thereof.

**47.5** To the extent permitted under the laws of the Cayman Islands and there is a cause of action under applicable laws by the Company against such relevant Director(s), a Member or Members collectively continuously holding three per cent (3%) or more of the total issued shares of the Company for a year or longer may:

- (a) request in writing the Board to authorise any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or
- (b) request in writing any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors with the approval of the Board;

within thirty (30) days after the Member(s) having made the request under the preceding clause (a) or (b), if (i) in the case of clause (a), the Board fails to make such authorisation or the Independent Director of the Audit Committee having been authorised by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition or the Board disapproves such action, to the extent permitted under the laws of the Cayman Islands and there is a cause of action under applicable laws by the Company against such relevant Director(s), such Member(s) may file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors.

## **MEETINGS OF THE BOARD OF DIRECTORS**

### **48. Board Meetings**

Subject to the Applicable Public Company Rules, the Chairman may call a meeting of the Board and the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. Regular meetings of the Board shall be held at least on a quarterly basis to review the Company's performance during the previous fiscal quarter and to decide on matters customarily requiring approval of the Board as stipulated herein. A resolution put to the vote at a meeting of the Board shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution shall fail.

### **49. Notice of Board Meetings**

The Chairman may, and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board. To convene a meeting of the Board, a notice setting forth therein the matters to be considered and if appropriate, approved at the meeting shall be given to each Director no later than seven (7) days prior to the scheduled meeting date. However, in the case of emergency as agreed by a majority of the Directors, the meeting may be convened with a shorter notice period in a manner consistent with the Applicable Public Company Rules. Notice of a meeting of the Board shall be deemed to be duly given to a Director if, to the extent permitted by Applicable Law, it is given to such Director verbally (in person or by telephone) or otherwise communicated or sent to such Director by post, cable, telex, telecopier, facsimile, electronic mail or other mode of representing words in a

legible form at such Director's last known address or any other address given by such Director to the Company for this purpose.

**50. Participation in Meetings by Video Conference**

Directors may participate in any meeting of the Board by means of video conference or other communication facilities, as permitted by the Applicable Law, where all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

**51. Quorum at Board Meetings**

The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors. Any of the Directors may appoint another Director as proxy to represent him at any meeting of the Board if such Director is unable to do so in person for any reason. If a Director appoints a proxy then for all purposes the presence or vote of the proxy shall be deemed to be that of the appointing Director. The appointed Director may only act as the proxy of one Director only.

**52. Board to Continue in the Event of Vacancy**

The Board may act notwithstanding any vacancy in its number.

**53. Chairman to Preside**

Unless otherwise agreed by a majority of the Directors attending, the Chairman, if there be one, shall act as chairman at all meetings of the Board at which such person is present. In his absence a chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.

**54. Validity of Prior Acts of the Board**

No regulation or alteration to these Articles made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation or alteration had not been made.

## **CORPORATE RECORDS**

**55. Minutes**

The Board shall cause minutes to be duly entered in books provided for the purpose:

- (a) of all elections and appointments of Officers;
- (b) of the names of the Directors present at each meeting of the Board and of any committee appointed by the Board; and
- (c) of all resolutions and proceedings of general meetings of the Members, meetings of the Board, meetings of managers and meetings of committees appointed by the Board.

**56. Register of Mortgages and Charges**

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

**56.2** The Register of Mortgages and Charges shall be open to inspection by Members and

creditors in accordance with the Law, at the Registered Office on every business day in the Cayman Islands, subject to such reasonable restrictions as the Board may impose, so that not less than two (2) hours in each such business day be allowed for inspection.

## **57. Form and Use of Seal**

**57.1** The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf; and, until otherwise determined by the Directors, the Seal shall be affixed in the presence of a Director or the Secretary or an assistant secretary or some other person authorised for this purpose by the Directors or the committee of Directors.

**57.2** Notwithstanding the foregoing, the Seal may without further authority be affixed by way of authentication to any document required to be filed with the Registrar of Companies in the Cayman Islands, and may be so affixed by any Director, Secretary or assistant secretary of the Company or any other person or institution having authority to file the document as aforesaid.

**57.3** The Company may have one or more duplicate Seals, as permitted by the Law; and, if the Directors think fit, a duplicate Seal may bear on its face of the name of the country, territory, district or place where it is to be issued.

## **TENDER OFFER AND ACCOUNTS**

### **58. Tender Offer**

Within seven (7) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigious and non-litigious agent ( 訴訟及非訴訟代理人, which term shall be construed under the laws of ROC ) appointed by the Company pursuant to the Applicable Public Company Rules, the Board shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:

- (a) the types and number of the shares held by the Directors and the Members holding more than ten per cent (10%) of the total issued shares in their own names or in the names of other persons.
- (b) recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.
- (c) whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
- (d) the types, numbers and amount of the shares of the tender offeror or its affiliates held by the Directors and the Members holding more than ten per cent (10%) of the total number of issued shares held in their own names or in the name of other persons.

### **59. Books of Account**

**59.1** The Board shall cause to be kept proper records of account with respect to all transactions of the Company and in particular with respect to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure relates;

- (b) all sales and purchases of goods by the Company; and
- (c) all assets and liabilities of the Company.

Such books of account shall be kept for at least five (5) years from the date they are prepared.

**59.2** Such records of account shall be kept and proper books of account shall not be deemed to be kept with respect to the matters aforesaid if there are not kept, at such place as the Board thinks fit, such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

**59.3** The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one (1) year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one (1) year.

## **60. Financial Year End**

The financial year end of the Company shall be 31st December in each year but, subject to any direction of the Company in general meeting, the Board may from time to time prescribe some other period to be the financial year, provided that the Board may not without the sanction of an ordinary resolution prescribe or allow any financial year longer than eighteen months.

## **AUDIT COMMITTEE**

### **61. Number of Committee Members**

The Board shall set up an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and the number of committee members shall not be less than three (3). One of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members.

### **62. Powers of Audit Committee**

The Audit Committee shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:

- (a) adoption of or amendment to an internal control system;
- (b) assessment of the effectiveness of the internal control system;
- (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;
- (d) any matter relating to the personal interest of the Directors;
- (e) a material asset or derivatives transaction;

- (f) a material monetary loan, endorsement, or provision of guarantee;
- (g) the offering, issuance, or Private Placement of any equity-related securities;
- (h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) the appointment or discharge of a financial, accounting, or internal auditing officer;
- (j) approval of annual and semi-annual financial reports; and
- (k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

## **VOLUNTARY WINDING-UP AND DISSOLUTION**

### **63. Winding-Up**

**63.1** The Company may be voluntarily wound-up in accordance with Article 11.5.

**63.2** If the Company shall be wound up the liquidator may, with the sanction of a special resolution, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in the trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or assets whereon there is any liability.

## **CHANGES TO CONSTITUTION**

### **64. Changes to Articles**

Subject to the Law and to the conditions contained in its Memorandum, the Company may, by special resolution, alter or add to its Articles.

### **65. Discontinuance**

The Board may exercise all the powers of the Company to transfer by way of continuation the Company to a named country or jurisdiction outside the Cayman Islands pursuant to the Law.

(中譯文)

**第九次修訂及重述公司章程**

Yeong Guan Energy Technology Group Company Limited.

**永冠能源科技集團有限公司**

(經 2016 年 6 月 7 日股東會以特別決議通過)

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## 第九次修訂及重述章程大綱

### Yeong Guan Energy Technology Group Company Limited.

#### 永冠能源科技集團有限公司

(經 2016 年 6 月 7 日股東會以特別決議通過)

法律 (如后定義) 附件一表格 A 中之法令不適用於本公司。

### 釋義

#### 1 定義

1.1 本第九次修訂及重述章程中，下列文字及用語於與前後文內容不抵觸之情況下，應定義如下：

- “**適用法律**” 指公開發行公司規則、法律或其他適用於公司之規則或法令。
- “**公開發行公司規則**” 指相關主管機關隨時針對公開發行公司或任何在臺灣之證券交易所或證券市場上市或上櫃公司訂定之中華民國法律、規則和規章 (包括但不限於公司法、證券交易法、金管會 (定義如后) 發布之法令規章，或證交所 (定義如后) 發布之規章制度，及其日後之修訂版本)，而經相關主管機關要求應適用公司者。
- “**章程**” 指不時變更之本章程。
- “**審計委員會**” 指董事會轄下之審計委員會，由公司之獨立董事組成。
- “**董事會**” 指依本章程指派或選舉之董事會，並依本章程於達法定出席人數之董事會議中行使權限。
- “**資本公積**” 為本章程之目的，係指公司依法律發行股份之溢價 (指高於股票面額之金額) 加計受領贈與後之金額。
- “**董事長**” 指由所有董事間選出擔任董事會主席之董事。
- “**公司**” 指 Yeong Guan Energy Technology Group Company Limited 永冠能源科技集團有限公司。
- “**薪資報酬委員會**” 指董事會依公開發行公司規則之規定，由董事會所指派之專業人士組成，並具有所規定之各項職能之一委員會。
- “**累積投票制**” 指第 34.2 條所規定之選舉董事之投票機制。
- “**董事**” 指公司當時之董事，包括任一和全部獨立董事。
- “**電子記錄**” 定義如《電子交易法》之定義。
- “**電子交易法**” 指開曼群島之《電子交易法》(2003 年修訂)。
- “**二親等以內之親屬關係**” 指某人因血緣或婚姻之緣故而與另一人有親屬關係，且係屬二親等以內之關係，包括該人與其父母、其祖父母、其兄弟姊妹、其子女、其孫子女、及該人與其配偶之父母、其配偶之祖父母及其配偶之兄弟姊妹等。
- “**金管會**” 指中華民國行政院金融監督管理委員會。



“獨立董事”	指依公開發行公司規則之規定選出之獨立董事。
“共同經營契約”	指公司與他人，或其他機構所訂立之契約，契約各當事人同意，將按契約條款共同經營某一事業，並共擔虧損、共享獲利者。
“法律”	指開曼群島之公司法及所有對現行法之修正、重新制定或修訂。
“營業出租契約”	指公司與他人所訂立之契約或協議，約定將公司之某些必要機具及資產出租予對方，而該他人以自身名義經營公司之全部營業；公司則自該他人受領一筆事先約定之報酬作為對價。
“委託經營契約”	公司與他人所訂立之契約或協議，依該契約或協議委託對方以公司名義，並基於公司利益，經營公司之事業，公司則向該方給付一筆事先約定之報酬做為對價；該部分事業之獲利和虧損，仍繼續由公司享有及負擔。
“公開資訊觀測站”	指臺灣證券交易所維護之公開發行公司申報系統，網址為 <a href="http://mops.twse.com.tw/">http://mops.twse.com.tw/</a> 。
“股東”	指股東名冊登記持有公司股份之股東，若為二人以上登記為共同持有股份者，指股東名簿中登記為第一位之共同持有人或全部共同持有人，依其前後文需求適用之。
“章程大綱”	指公司章程大綱。
“通知”	除另有指明外，指本章程所指之書面通知。
“合併”	指下列交易： (i)參與該交易之公司均併入新設公司，而該新設公司概括承受被併入公司之一切權利及義務，或(ii)所有參與該交易之公司均併入存續公司，而該存續公司概括承受被併入公司之一切權利及義務，且於上述任何一種情形，其對價為存續公司或新設公司或其他公司之股份、現金或其他資產；或 其他符合公開發行公司規則定義之「併購及／或合併」。
“月”	指日曆月。
“經理人”	任何經董事會指派擔任公司職務之人。
“普通決議”	指公司股東會中(或如特別指明，持有特定種類股份之股東會議)以簡單多數決通過的決議。
“私募”	其意義如本章程第11.6條之定義。
“特別股”	其意義如本章程第6條之定義。
“董事及經理人名冊”	本章程所指董事及經理人名冊。
“股東名冊”	指公司依法律備置之股東名冊，且就公司於證交所上市者，則指公司依公開發行公司規則備置之股東名冊。
“註冊處所”	指公司當時之註冊營業處所。
“關係人”	第33.2條所定義之人。
“中華民國”	指臺灣，中華民國。

<b>“印章”</b>	指公司通用圖章或正式或複製之印章。
<b>“秘書”</b>	經指派執行所有公司秘書職務之人，包括任何代理或助理秘書，及任何經董事會指派執行該秘書職務之人。
<b>“股份”</b>	指每股面額新臺幣10元之公司股份，包括畸零股。
<b>“特別決議”</b>	指於公司股東會中，經有權參與表決之股東親自出席、或如得適用委託書，經由委託書表決，經計算每位股東有權表決權數後，以出席股東表決權至少三分之二（或依本章程規定之更高成數，如有）同意通過之決議。前開股東會之開會通知中應載明該等事項為應經特別決議之事項。
<b>“附屬公司”</b>	就任一公司而言，指(1)被該公司直接或間接持有半數（含）以上已發行有表決權之股份總數或全部資本總額之公司；(2)該公司對其人事、財務或業務經營有直接或間接控制權之公司；(3)公司之執行業務股東或董事半數（含）以上與該公司相同者；及(4)已發行有表決權之股份總數或全部資本總額有半數（含）以上為相同股東持有之公司。
<b>“重度決議”</b>	由代表公司已發行股份總數三分之二以上之股東出席（包括親自出席、以委託書指定代理人或經由法人代表人出席者）經合法召開之股東會，由該等出席股東表決權過半數同意（包括親自出席、或經由法人代表人出席者，如得適用委託書，以委託書指定代理人者）通過之決議；或如出席股東會之股東所代表之股份總數，少於公司已發行股份總數之三分之二（包括親自出席、以委託書指定代理人或經由法人代表人出席者），但超過公司已發行股份總數之半數（包括親自出席、或經由法人代表人出席者，如得適用委託書，以委託書指定代理人者）時，則指由該等出席股東表決權三分之二以上之同意通過之決議。
<b>“集保結算所”</b>	指臺灣集中保管結算所股份有限公司。
<b>“庫藏股”</b>	其定義如本章程第3.11條所示。
<b>“門檻”</b>	指第33.2條所定義之董事間具有配偶或二親等以內之親屬關係之門檻。
<b>“證交所”</b>	臺灣證券交易所股份有限公司。
<b>“年”</b>	日曆年。

1.2 本章程中，於內容不抵觸之情況下：

- (a) 複數詞語包括單數含義，反之亦然；
- (b) 陽性詞語包括陰性及中性含義；
- (c) 人包括公司、組織或個人團體，不論是否為公司；
- (d) 文字：
  - (i) “得”應被解釋為“可以”；
  - (ii) “應”應被解釋為“必須”。
- (e) “書面”和“以書面形式”包括所有以可視形式呈現的重述或複製之文字模

式，包括電子記錄；

- (f) 所提及任何法律或規章之規定應包括該規定之增補或重新制定；
- (g) 除另有規定，法律定義之文字或意義於本章程應有相同解釋；且
- (h) 除本章程明定者外，電子交易法第八條所規定的各項義務及要求均不適用。

1.3 本章程所提及之書面或相似涵義，除有相反意思外，應包括傳真、列印、平版印刷、攝影、電子郵件及其他以可視形式呈現且形諸文字之方式。

1.4 本章程之標題僅為方便之用，不應用以或據以解釋本章程。

## 股份

### 2 發行股份之權力

- 2.1 除本章程及股東會另有決議外，於未損及任何現有股份或股別持有人之特別權利下，董事會有權依其決定之條件發行任何公司尚未發行之股份，且得依股東決議發行任何就股利、表決權、資本返還或其他事項具有優先權、遞延權或其他特殊權利或限制之股份或股別（包括就股份所發行得棄權或其他種類之選擇權、認股權憑證和其他權利），惟除依法律規定外，不得折價發行股票。
- 2.2 除本章程另有規定外，公司發行新股應經董事會三分之二以上董事出席及出席董事超過二分之一之同意，並限於公司之授權資本內為之。
- 2.3 公司於中華民國境內辦理現金增資發行新股時，除經金管會或證交所認為公司無須或不適宜辦理外，公司應提撥發行新股總額百分之十，在中華民國境內對外公開發行（「公開發行部分」）；然若股東會以普通決議另為較高比率之決議者，從其決議，並提撥相當於該等較高比率之股份作為公開發行部分。公司得保留發行新股總額不超過百分之十五供公司員工認購（「員工認股部分」）。
- 2.4 除經股東會另以普通決議為不同決議外，公司辦理現金增資發行新股時，於提撥公開發行部分及員工認股部分後，應公告及通知原有股東，其有權按照原有股份比例優先認購剩餘新股。公司應在前開公告中聲明行使此優先認股權之方式，及若任何股東逾期不認購者，視為喪失其權利。原有股東持有股份按比例不足分認一新股者，得依董事會決定之條件及公開發行公司規則，合併其認股權而以單一股東名義共同認購一股或多股；原有股東於前述時間內未認足者，公司得就未認購部分依符合公開發行公司規則之方式辦理公開發行或洽特定人認購。
- 2.5 於不違反或抵觸法律之前提下，公司得經股東會重度決議發行限制員工權利之新股（下稱「限制型股票」）予本公司及附屬公司之員工，針對發行該種股份，不適用本章程第2.3條之規定。公司股份於證交所上市期間，限制型股票之發行條件，包括但不限於發行數量、發行價格及其他相關事項，應符合公開發行公司規則之規定。
- 2.6 本章程第2.3條規定之公開發行部分及員工認股部分及本章程第2.4條規定之股東優先認股權於公司因以下原因或基於以下目的發行新股時，不適用之：
  - (a) 公司合併、分割，或為公司重整；

- (b) 公司為履行認股權憑證及／或選擇權下之義務，包括本章程第 2.8 條及第 2.10 條所規定者；
  - (c) 公司依本章程第 2.5 條發行限制型股票；
  - (d) 公司為履行可轉換公司債或附認股權公司債下之義務；
  - (e) 公司為履行附認股權特別股下之義務；或
  - (f) 公司進行私募有價證券時。
- 2.7 公司不得發行任何未繳納股款或繳納部分股款之股份。
- 2.8 縱有本章程第 2.5 條規定，公司得經董事會三分之二以上董事出席及出席董事超過二分之一之同意，通過一個以上之員工獎勵措施，並得發行股份或選擇權、認股權憑證或其他類似之工具予公司及其附屬公司之員工；為免疑義，前開事項毋需另經股東會決議通過。
- 2.9 依前述本章程第 2.8 條發行之選擇權、認股權憑證或其他類似之工具不得轉讓，但因繼承者不在此限。
- 2.10 公司得與其員工及其附屬公司之員工就前述本章程第 2.8 條所定之獎勵措施簽訂契約，約定於一定期間內，員工得認購特定數量之公司股份。此等契約之條款對相關員工之限制不得少於其所適用之獎勵措施所載條件。

### 3 贖回及購回股份

- 3.1 在不違反法律情形下，公司得發行由公司或股東行使贖回權或贖回選擇權的股份。
- 3.2 於依法律規定得授權之範圍內，授權公司得自資本或其他帳戶或其他資金中支付贖回股份之股款。
- 3.3 得贖回股份之贖回價格或其計算方式，應於股份發行前由董事會訂之。
- 3.4 有關得贖回股份之股票應載明該等股份係可贖回。
- 3.5 在不違反適用法律規定及本章程規定下，公司得經董事會三分之二以上董事出席及出席董事超過二分之一之同意，依董事所定之條件及方式，買回其自身股份（包括可贖回之股份），並依法律規定作為庫藏股由公司持有（下稱「庫藏股」）。如公司擬買回其自身股份並立即銷除所買回股份，該買回需經股東會普通決議通過，且除法律或公開發行公司規則另有規定外，銷除所買回股份，應依股東於註銷股份當日所持股份比例減少之（四捨五入至董事決定之整數位）。
- 經公司股東會以普通決議通過之買回並註銷公司股份，得以現金或其他財產支付買回股款；惟以其他財產支付買回股款時，該財產之價值應：(a)於董事會提交股東會決議前，送交中華民國會計師查核簽證，作為普通決議授權買回並註銷公司股份之依據，及(b)經收受以其他財產支付買回股款之各股東同意。
- 3.6 公司如依前條規定決議買回於證交所上市之股份，並作為庫藏股由公司持有者，應依公開發行公司規則之規定，將董事會決議及執行情形，於最近一次之股東會報告；其因故未買回於證交所上市之股份者，亦同。
- 3.7 於不違反本章程第 3.5 條規定下，公司得依董事決定及法律允許之任何方式，支付贖回或買回股款，包括由資本支付。

- 3.8 股份贖回款項之給付遲延不影響股份之贖回，惟如遲延超過三十日，應按董事經適當查詢後所預估可代表開曼群島持有A級執照（定義如開曼群島銀行及信託公司法（修訂版）所示）之銀行同類貨幣三十日之定存利率，支付自到期日至實際支付款項期間之利息。
- 3.9 於不違反本章程第3.5條規定下，董事可於其認為適當時，行使法律第37條第(5)項（從資本中撥款支付）賦予公司之權限。
- 3.10 於不違反前述及本章程第3.5條規定下，有關股份贖回應實行或可實行之方式，而可能產生之一切問題，董事得自為適當決定。
- 3.11 除股款已全數繳清，不得贖回該股份。
- 3.12 於不違反本章程第3.5條規定下，公司買回、贖回或取得（經由交付或其他方式）之股份應立即註銷或作為庫藏股由公司持有。
- 3.13 對於庫藏股，不得配發或支付股利予公司，亦不得就公司之資產為任何其他分配（無論係以現金或其他方式）予公司（包括公司清算時對於股東的任何資產分配）。
- 3.14 公司應以庫藏股持有人之身份載入股東名冊，惟：
- (c) 不得因任何目的將公司視同股東，且公司不得就庫藏股行使任何權利，意圖行使該權利者，應屬無效；
  - (d) 於公司任一會議中，庫藏股均不得直接或間接參與表決，且無論係為本章程或法律之目的，如欲決定任何特定時點之已發行股份總數時，庫藏股亦不應計入。
- 3.15 公司買回於證交所上市之股份後，以低於實際買回股份之平均價格轉讓庫藏股予公司或附屬公司員工之任何議案，應經最近一次股東會特別決議通過，且公開發行公司規則要求之事項應於股東會開會通知中載明，而不得以臨時動議提出。歷次股東會通過且轉讓予公司及附屬公司員工之庫藏股總數，累計應不得超過已發行股份總數的5%，且每一名員工認購總數累計不得超過已發行股份總數的0.5%。公司買回自己之股份轉讓予員工者，得限制在一定期間內不得轉讓，但其期間最長不得超過自該員工成為該庫藏股登記持有人起二年。
- 3.16 除本章程第3.15條之規定者外，公司得依董事決定之條款及條件處分庫藏股。

#### 4 股份所附權利

- 4.1 除本章程第2.1條、章程大綱及本章程另有規定、公司依契約另負其他義務或受其他限制、及股東另為不同決議者外，且在不損及任何股份及股別之股份持有人之特別權利之範圍內，公司之股份應只有單一種類，其股東依本章程規定：
- (a) 每股有一表決權；
  - (b) 享有董事會所提議並經股東會隨時決議之股利；
  - (c) 於公司清算或解散時（無論該清算或解散係自願或非自願、或係為重整或其他目的、或於分配資本時），有權受領公司剩餘資產之分派；及
  - (d) 得享有一般附加於股份上之全部權利。

#### 5 股票

- 5.1 除依公開發行公司規則應發行實體股票者外，公司股份應以無實體發行。如發

行實體股票，各股東有權獲得蓋有印章之股份憑證（或其複本），該印章由董事會依其權限所鈐印，憑證上並載明股東之持股股數及股別（如有）。董事會得決議於一般或特定情況下，憑證之任一或所有簽名得以印刷或機器方式為之。

- 5.2 如股票塗污、磨損、遺失或損壞，經提出董事會滿意之證據，董事會得換發新股票。如董事會認為適當，並得請求遺失股票之賠償。
- 5.3 不得發行無記名股份。
- 5.4 公司依第5.1條發行實體股票時，公司應於該等實體股票依法律、章程大綱、本章程及公開發行公司規則規定得發行之日起三十日內，交付實體股票予認股人，並應於交付該等實體股票前，依公開發行公司規則辦理公告。
- 5.5 公司應發行無實體股票時，應依法律及公開發行公司規則規定，於發行時使認購人姓名及其他事項載明於股東名冊。

## 6 特別股

- 6.1 縱使本章程有任何規定，公司得以特別決議發行一種或一種以上類別具有優先或其他特別權利之股份（以下稱「特別股」），並於本章程中明訂特別股之權利及義務。
- 6.2 特別股之權利及義務應包含（但不限於）下列項目，且應符合公開發行公司規則之規定：
  - (a) 特別股之股利及紅利分配之順序、固定額度或固定比率；
  - (b) 公司剩餘財產分配之順序、固定額度或固定比率；
  - (c) 特別股股東表決權之順序或限制（包括宣佈無表決權）；
  - (d) 公司經授權或被迫贖回特別股之方式或不適用贖回權之聲明；及
  - (e) 有關特別股之附隨權利及義務等其他事項。

## 股份登記

## 7 股東名冊

- (c) 股份於證交所上市期間，董事會應備置一份股東名冊，備置地點得為開曼群島境外經董事認為適當之處所，並應依法律及公開發行公司規則維護之。
- (d) 若公司有未於證交所上市之股份者，公司應依法律第 40 條備置此等股票之名冊。

## 8 登記持有人為絕對所有人

除法律另有規定外：

- (a) 公司無須承認因信託而持有股份之人；且
- (b) 除股東外，公司無須承認任何人對股份享有任何權利。

## 9 記名股份轉讓

- 9.1 於證交所上市之股份，其所有權之證明及移轉得依符合證交所上市公司所適用之公開發行公司規則之方式（包括透過集保結算所帳簿劃撥系統）為之。

- 9.2 以實體發行之股票，其轉讓得依一般書面格式、或董事會通過之其他書面格式為之。該等書面應由讓與人或以讓與人之名義簽署，惟如董事會要求時，該等書面得僅由受讓人簽署。於不違反前述規定之前提下，董事會得應讓與人或受讓人之要求，一般性地或針對個案，決議接受機械方式簽署之轉讓書面。
- 9.3 就實體股票之轉讓，除提供相關股份之股票及董事會合理要求得證明讓與人係有權轉讓之其他證據外，董事會得拒絕承認任何轉讓文件。
- 9.4 股份共同持有人得轉讓該股份予其他一名或多名共同持有人，且先前與死亡股東共同持有股份之存續股份持有人，得轉讓該等股份予該死亡股東之執行人或管理人。
- 9.5 若登記該轉讓將致下列情事者，董事會得毋須檢具任何理由自行決定拒絕實體股份轉讓之登記：(i)違反適用法律；或(ii)違反章程大綱或本章程。如董事會拒絕登記股份移轉，於該轉讓登記向公司提出之日起三個月內，秘書應將拒絕通知寄送與讓與人及受讓人。
- 9.6 本章程規定並不排除董事會認定受配股份之人為他人利益而拋棄配發或有條件配發股份之權。讓與人於受讓人姓名載明於股東名冊前，仍視為所轉讓股份之股份持有人。

## 10 股份移轉

- 10.1 如股東死亡，其共同持有股份之他尚存共同持有人，或如為單獨持有股份者，其法定代理人，為公司唯一承認有權享有該死亡股東之股東權益之人。死亡股東之財產就其所共同持有之股份所生之義務，不因本章程之規定而免除。依法律第39條規定，本條所稱法定代理人係指該死亡股東之執行人或管理人、或依董事會裁量決定之其他經適當授權處理該股份事宜之人。
- 10.2 因股東死亡、破產、清算或解散（或因轉讓之外其他情形）而對股份享有權利之人，於董事會認為證據充足時，得以書面通知公司登記為該股份持有人或選擇指定他人登記為該股份持有人。如對該股份享有權利之人選擇使他人登記為該股份持有人，其應簽署股份轉讓之文件予該他人。
- 10.3 因股東死亡、破產、清算或解散（或因轉讓之外其他情形）而對股份享有權利之人，有權取得如同其係登記為股份持有人之股利、其他分配或其他利益。惟該對股份享有權利之人於成為公司股東前，不得行使股東於股東會之權利。不論前述如何規定，董事會得隨時通知要求該對股份享有權利之人登記為股東或指定他人登記為股份持有人。若未於收到通知或視為收到通知後九十日內遵循通知上之要求（依本章程認定），其後董事得拒絕給付就該股份之股利、其他分配、紅利或其他金錢，直到符合通知之要求。
- 10.4 不論前述如何規定，股份於證交所上市期間，股份之移轉於依證交所上市公司所適用之公開發行公司規定（包括透過集保結算所帳簿劃撥系統）所定方式生效。

## 股本變更

## 11 變更資本

- 11.1 在不違反法律之情形下，公司得隨時以普通決議變更章程大綱以增加所認適當之授權股本。

- 11.2 在不違反法律之情形下，公司得隨時以普通決議變更章程大綱：
- (a) 依適用法律所允許之方式，將全部或部分股份合併且分割為較現有股份面額大之股份；及
  - (b) 依適用法律所允許之方式，銷除任何於決議通過之日尚未為任何人取得或同意取得之股份，並註銷與所銷除股份等值之資本。
- 11.3 在不違反法律及本章程之情況下，公司得隨時經特別決議：
- (a) 變更其名稱；
  - (b) 修改或增加章程；
  - (c) 修改或增加章程大綱有關公司目的、權力或其他特別載明之事項；或
  - (d) 依法律及公開發行公司規則允許之方式減少資本及資本贖回準備金。
- 11.4 於不違反法律和章程第11.5條之情形下，公司之下列行為應取得股東重度決議之許可：
- (a) 將得分派之股利及/或紅利及/或其他第16條所定款項撥充資本；
  - (b) 合併（除符合法律所定義之「併購及/或合併」僅須特別決議即可）、分割或私募有價證券；
  - (c) 締結、變更或終止營業出租契約、委託經營契約或共同經營契約；
  - (d) 讓與其全部或主要部分之營業或財產；或
  - (e) 取得或受讓他人的全部營業或財產而對公司營運有重大影響者。
- 11.5 在不違反法律之情形下，公司得以下列決議方式自願解散：
- (a) 如公司係因無法清償到期債務而決議自願解散者，經重度決議；或
  - (b) 如公司係因前述第11.5條(a)款以外之事由而決議自願解散者，經特別決議。
- 11.6 在不違反法律之情形，且除依第2.2條取得董事會同意外，公司得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意，依公開發行公司規則之規定，在中華民國境內對下列之人進行有價證券之私募（「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。
  - (c) 公司或其從屬公司之董事、監察人（如有）及經理人。

## 12 股份權利之變更

無論公司是否已清算，如公司資本分為不同種類之股份，除該類股份發行條件另有規範外，該類股份之權利得經已發行該類股份二分之一以上該類股份持有人出席（包括親自出席、以委託書指定代理人或經由法人代表人出席者）之股東會以特別決議變更之。縱如前述規定，如章程之任何修改或變更將損及任一種類股份的優先權，則相關之修改或變更應經特別決議通過，並應經該類受損股份股東另行召開之股東會特別決議通過。除該類股份發行條件另有明確規範外，各股份持有人就各該股份之優先權或其他權利不受其他同等順位股票之創設或發行而影響。



## 股利及撥充資本

### 13 股利

- 13.1 董事會經股東會以普通決議通過後，或於章程第11.4(a)條所述情況下，依重度決議通過後，於不違反章程及股東會之指示下，依各股東持股比例發放股利予股東，且股利得以現金、股份、或將其全部或部分以各類資產發放，且該各類資產之價值由董事會認定之。公司就未分派之股利概不支付利息。
- 13.2 董事得決定股利之全部或部分自特定資產中分派（得為他公司之股份或有價證券），並處理分派所生相關問題。於不影響上述概括規定下，董事得決定該特定資產之價值，並決定對部分股東發放現金代替特定資產，且得以其認為適當之條件交付該等特定資產予受託人。
- 13.3 除法律、第11.4(a)條、本章程或股份所附權利另有規定者外，公司得依股東常會以普通決議通過之董事會盈餘分派提案，分派盈餘。除以公司已實現或未實現盈餘、股份發行溢價帳戶或法律允許之公積、準備金或其他款項支付股利或為其他分派外，公司不得發放股利或為其他分派。除股份所附權利另有規定者外，所有股利及其他分派應依股東持有股份數額及所支付金額計算之。如有股份之發行條件係自一特定日期起計算股利，則該股份之股利應依此計算。
- 13.4 公司年度如有「獲利」（定義如后），應提撥獲利的百分之二（2%）至百分之十五（15%）為員工酬勞，員工酬勞之發放對象包含符合一定條件之從屬公司員工；公司得以上開獲利數額，提撥不多於當年度獲利的百分之三（3%）為董事酬勞。員工酬勞及董事酬勞分派案應由董事會三分之二以上董事出席及出席董事過半數同意之決議行之，並提股東會報告。但公司尚有累積虧損時，應預先保留彌補數額，再依前述比例提撥員工酬勞及董事酬勞。前述「獲利」係指公司之稅前淨利。為免疑義，稅前淨利係指支付員工酬勞及董事酬勞前之數額。
- 13.5 就公司股利政策之決定，董事會了解公司營運之業務係屬成熟產業，且公司具有穩定之收益及健全之財務結構。於各會計年度建請股東同意之股利或其他分派數額（若有）之決定，董事會：
- (a) 得考量公司各該會計年度之盈餘、整體發展、財務規劃、資本需求、產業展望及公司未來前景等，以確保股東權利及利益之保障；及
  - (b) 除依第 13.4 條提撥外，應於當期淨利中提列：(i) 支付相關會計年度稅款之準備金；(ii) 彌補虧損；(iii) 百分之十（10%）之一般公積，及(iv) 依董事會依第 14.1 條決議之公積或證券主管機關依公開發行公司規則要求之特別盈餘公積。
- 13.6 在不違反法律之情形下，且依第13.4條規定提撥員工酬勞及董事酬勞並依第13.5條之股利分派政策提列董事會認為適當之金額後，董事會應提撥不少於可分派數額之百分之二十（20%）作為股東股利，經股東會決議通過後分派。
- 13.7 股東股利及員工酬勞之分派，得依董事會決定以現金、或以該金額繳足尚未發行股份之價金、或兩者併採之方式而分配予員工或股東；惟就股東股利部分，所發放之現金股利不得少於全部股利之百分之十（10%）。公司就未分派之股利及酬勞概不支付利息。
- 13.8 董事會應擇定基準日決定有權獲配股利或其他分派之股東。
- 13.9 為決定有權獲配股利或其他分配之股東，董事得決定股東名冊之變更於相關基

準日前五日、或其他符合公開發行公司規則及法律規定之期間內，不得為之。

#### **14 盈餘之提撥**

- 14.1 董事會得於分派股利前，自公司盈餘或利潤中提撥部分其所認適當之準備金以支應或有支出、或填補執行股利分配計畫不足之數額或為其他妥適使用之目的。該等款項於運用前，得由董事全權決定用於公司業務或依董事隨時認為之適當投資，且無須與公司其他資產分離。董事亦得不提撥準備金而保留不予分配之利潤。
- 14.2 於不違反股東會指示下，董事得代表公司就資本公積行使法律賦予公司之權力及選擇權。董事得依法律規定，代表公司以資本公積彌補累積虧損及分派盈餘。

#### **15 付款方式**

- 15.1 任何股利、利息或股份相關之現金支付得以匯款轉帳至股東指定帳戶、或以支票或匯票郵寄至股東名冊所載股東地址支付之。
- 15.2 於共同持有股份之情形，任何股利、利息或股份相關之現金支付，得以匯款至股東名冊所載第一列名持有人指定帳戶，或以支票或匯票郵寄至股東名冊所載第一列名持有人地址、或該持有人以書面指定之第三人及其地址之方式支付之。如二人以上之人登記為股份共同持有人，任一人皆有權於收訖該股份之股利後，出具有效之收據。

#### **16 撥充資本**

在不違反章程第 11.4(a)條之情形下，董事會得以公司之資本公積、其他準備金帳戶或損益帳戶之餘額或其他可供分配之款項，繳足未發行股份之股款，供等比例配發與股東做為股票紅利之方式，撥充資本。

### **股東會**

#### **17 股東常會**

- 17.1 公司應於每一會計年度終了後六個月內召開股東常會。董事會應召集股東常會。
- 17.2 股東會（包括股東常會及股東臨時會）之召開時間及地點，應由董事長、或任兩位董事、或任一董事及秘書、或由董事會指定之，惟除法律另有規定外，股東會應於中華民國境內召開。如董事會決議在中華民國境外召開股東會，公司應於董事會決議後二日內申報證交所核准。於中華民國境外召開股東會時，公司應委任一中華民國境內之專業股務代理機構，受理該等股東會行政事務（包括但不限於受理股東委託行使表決權事宜）。

#### **18 股東臨時會**

- 18.1 股東常會外所召集之股東會，為股東臨時會。
- 18.2 董事會隨時依其判斷而認有必要時，或經股東依本章程第18.3條請求時，應召集股東臨時會。
- 18.3 繼續一年以上合計持有公司已發行股份總數百分之三以上股份之股東，得以載明第18.4條內容之書面請求董事會召開股東臨時會。

- 18.4 股東請求須以書面記明提議於股東臨時會討論之事項及理由，並由提出請求者簽名，交存於註冊處所及公司於中華民國境內之股務代理機構，且得由格式相似的數份文件構成，每一份由一個或多個請求者簽名。
- 18.5 如董事會於股東提出請求日起十五日內未為股東臨時會召集之通知，提出請求之股東得自行召集股東臨時會。惟如召開股東臨時會之地點位於中華民國境外，提出請求之股東應事先申報證交所核准。

## 19 通知

- 19.1 股東常會之召開，應至少於三十日前通知各有權出席及表決之股東，並載明會議召開之日期、地點及時間及召集事由。
- 19.2 股東臨時會之召開，應至少於十五天前通知各有權出席及表決之股東，並載明會議召開之日期、地點及時間及召集事由。
- 19.3 董事會應依公開發行公司規則擇定基準日以決定得收受股東會通知及得表決之股東，並相應地停止股東名冊記載之變更。
- 19.4 除本章程第22.4條規定之情形外，倘公司意外漏發股東會通知予有權收受通知之人、或有權收受通知之人漏未收到股東會通知，股東會之程序不因之而無效。
- 19.5 股份於證交所上市期間，公司應依本章程第19.1及19.2條的規定，將股東會開會通知書、委託書用紙、議程、有關承認案與討論案（包含但不限於選任或解任董事之議案）等各項議案之案由及說明資料，依公開發行公司規則於公開資訊觀測站公告；其採行書面行使表決權者，並應將上述資料及書面行使表決權用紙，依本章程第19.1條及第19.2條併同寄送給股東。董事並應依符合公開發行公司規則所定之方式，備妥股東會議事手冊和補充資料，寄發予所有股東或以其他方式供所有股東索閱，並傳輸至公開資訊觀測站。
- 19.6 下列事項，應載明於股東會召集通知並說明其主要內容，且不得以臨時動議提出：
- (a) 選舉或解任董事；
  - (b) 修改章程大綱或本章程；
  - (c) (i)解散、合併、公司讓與全部已發行股份予收購公司作為對價，以取得該收購公司發行股份予公司股東之任何計畫或約定或分割，(ii)締結、變更或終止營業出租契約、委託經營契約或共同經營契約，(iii)讓與公司全部或主要部分營業或財產，及(iv)取得或受讓他人全部營業或財產而對公司營運有重大影響者；
  - (d) 許可董事為自己或他人為屬於公司營業範圍內之行為；
  - (e) 依本章程第16條規定，以發行新股或以資本公積或其他金額撥充資本之方式分派全部或部分盈餘；及
  - (f) 公司私募發行具股權性質之有價證券。
- 19.7 股份於證交所上市期間，且除法律另有規定外，董事會應將公司章程大綱及章程、股東會議事錄、財務報表、股東名冊以及公司發行的公司債存根簿備置於公司註冊處所（如有適用）及公司於中華民國境內之股務代理機構。股東得隨時檢具利害關係證明文件，指定查閱範圍，請求檢查、查閱或抄錄。
- 19.8 公司應依公開發行公司規則之規定，將董事會準備之所有表冊，及審計委員會

擬提交股東常會所準備之報告書，於股東常會十日前備置於註冊處所（如有適用）及公司位於中華民國境內之股務代理機構。股東可隨時檢查和查閱前述文件，並可偕同其律師或會計師進行檢查和查閱。

## 20 寄發通知

20.1 任何通知或文件，不論是否由公司依本章程所寄送予股東者，應以書面或以電報、電傳、傳真或其他電子形式之傳輸方式為之。該等通知或文件得由公司親自遞送、或以預付郵資信封郵寄至股東名冊所載該股東之地址或該股東為此目的指示之其他地址，或寄送至該股東為收受公司通知之目的而提供予公司之電傳、傳真號碼，或電子號碼、電子郵件地址或網站，或寄送通知之人於寄送時合理且本於善意相信該股東得適當收受該通知所寄送之地址、電傳、傳真號碼，或電子號碼、電子郵件地址或網站；或於適用法律許可之範圍內，透過適當報紙之廣告公示送達。對共同持股股東之所有通知應送交股東名冊上列名第一位之股東，如此寄送之通知應視為對共同持股股東全體之通知。

任何通知或其他文件：

- (a) 若採郵寄方式遞交或送達，如適當者，應以航空郵件寄送，並於將通知或文件裝入預付郵資且於載明正確地址之信封遞郵之翌日視為送達；如需證明投遞或送達，僅需證明該通知或文件所裝入的信封或封套，確實書寫正確地址且完成投郵，即屬充分證明。經公司秘書、其他高階職員或董事會指定之人簽署之書面聲明，聲明該通知或文件所裝入之信封或封套，已確實書寫地址並且付郵者，為已完成送達之最終證明；
- (b) 採電子通訊方式發送者，則應以通知或文件從公司或其代理人伺服器傳送之日之當天，視為送達；
- (c) 採本章程所訂定其他任何方式遞交或送達，則應以人員親自遞交之時，或於派發或傳送之時，視同已送達。經公司秘書、其他高階人員或董事會指定之人簽署之書面聲明，聲明該遞交、派發或傳送行為之發生事實及時間者，為已完成送達之最終證明；及
- (d) 在符合所有適用法律、規則及規定之前提下，得以中文或英文作成，發送予股東。

股東依本章程之規定送達任何文件予公司時，應準用本條之規定。

## 21 股東會延期

董事會得於依本章程規定召集之股東會會議開始前，發出延期通知。該通知應載明延期會議召開之日期、時間及地點，並應依本章程規定送達各股東。

## 22 股東會之法定出席數及議事程序

22.1 除非出席股東代表股份數已達法定出席股份數，股東會不得為任何決議。除章程另有規定外，代表已發行有表決權股份總數過半數之股東親自出席、委託代理人出席或由法人股東代表人出席，應構成股東會之法定出席股份數。

22.2 股份於證交所上市期間，且除法律另有規定外，董事會應依符合公開發行公司規則所定之方式，將其所備妥之營業報告書、財務報表、及盈餘分派或虧損撥補之議案，提交於股東常會供股東承認。經股東於股東會承認後，董事會應將經承認之財務報表及載明盈餘分派或虧損撥補議案決議之股東常會議事錄副本寄送各股東或依公開發行公司規則於公開資訊觀測站公告，或依公開發行公司

規則以其他方式提供之。

- 22.3 除本章程另有規定者外，會議決議之表決應以投票方式決定之。會議決議之表決不得以舉手表決方式決定之。
- 22.4 本章程之內容不妨礙任何股東於決議作成後三十日內，以股東會之召集程序或決議方法有違反法令或章程，向有管轄權之法院提起訴訟，尋求有關之適當救濟。因前述事項所生之爭議，得以臺灣臺北地方法院為第一審管轄法院。
- 22.5 除法律、章程大綱或章程另有明文規定者外，任何於股東會上提交股東決議、同意、確認或承認者，均應以普通決議為之。
- 22.6 於相關之股東名冊停止過戶期間前，持有已發行股份總數百分之一以上股份之股東，得以書面向公司提出一項股東常會議案。公司於董事會認為適當之時，應依適用法律所許可之方式辦理公告，敘明受理股東提案之處所及不少於十日之受理期間。下列提案均不列入議案：(a)提案股東持股未達已發行股份總數百分之一者；(b)該提案事項非股東會所得決議者；(c)該提案股東提案超過一項者；或(d)該提案於公告受理期間截止日後提出者。

## 23 會議主席

除另經出席並有表決權之多數股東同意者外，董事長如出席，應擔任股東會主席。如其未出席，應依公開發行公司規則指派或選舉出會議主席。

## 24 股東表決

- 24.1 在不影響其股份所附有之任何權利或限制下，每一親自出席或委託代理人出席之自然人股東，或經由其合法授權之代表親自出席或委託代理人出席之公司或非自然人股東，就其所持有的每一股份均有一表決權。除公開發行公司規則另有規定外，持股超過一股之股東就股東會同一議案不得分別行使表決權。而分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他相關事項，應遵循公開發行公司規則、公司章程及法律之規定。
- 24.2 除於相關股東會或特定類別股份股東會基準日已登記為該股份之股東者外，任何人均無權在股東會上行使表決權。
- 24.3 股東得親自或透過代理人行使表決權。股東得以公司準備之委託書，載明委託範圍委託代理人出席股東會行使表決權；惟一股東以出具一委託書，並以委託一個代理人出席股東會並行使表決權為限。
- 24.4 於適用法律許可之範圍內，縱本章程另有規定，董事會得決議允許未親自出席、委託代理人出席或經由合法授權之代表人出席（法人股東）之股東，以董事會通過之書面或以電子方式（依中華民國電子簽章法規範之方式）於股東會開始前行使表決權，惟(1)如公司符合公開發行公司規則所定要件者，董事會應允許股東以電子方式行使表決權，且(2)相關方式及程序應載明於該次股東會之召集通知且經該等股東遵守。但股東會若於中華民國境外召開者，於適用法律許可之範圍內，公司應提供股東得以前述方式以書面投票或電子方式行使表決權。股東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曆日前送達公司，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。為免疑義，為本章程及法律之目的，以前述方式投票之股東應被視為指定會議主席為其代理人，於股東會上依其書面或電子指示之方式行使表決權。會議主席基於代理人之地位，就書面或電子文件中未提及或未載明之事項、及／或該股東會上所提出對原議案之修正，皆無權行使該股東之表決權。

。該股東以該等方式行使表決權，即應視為其就該次股東會中所提之臨時動議及／或原議案之修正，業已放棄表決權之行使。

- 24.5 倘股東依第24.4條之規定向公司送達其以書面或電子方式行使表決權之意思表示後，欲親自出席股東會者，至遲應於股東會開會前二日曆日，以與其先前行使表決權相同之書面或電子方式，另向公司送達其欲撤銷之前行使表決權之意思表示。未符合前述規定者，應視為該股東已放棄親自出席股東會投票之權利，股東會主席仍視為其代理人，且公司不應計入該股東親自於股東會所行使之投票權。
- 24.6 依第24.4條以書面或電子方式行使表決權，而被視為指定股東會主席為代理人之股東，有權依本章程規定另行指定他人出席該次股東會。於此情形，對另一代理人之明示指定視為撤銷依第24.4條以股東會主席為代理人之指定，公司應僅計算該獲明示指定之代理人所行使之表決權。

## 25 代理

- 25.1 委託書應以董事會同意之格式為之，並載明僅為特定股東會使用。委託書之格式應至少包含下列資訊：(a)填表須知，(b)股東委託行使事項，及(c)相關股東、代理人及委託書徵求人（若有）之個人基本資料。委託書表格應連同該次會議之相關通知，一併提供予股東，且該等通知及委託書文件亦應於同日發送予所有股東。
- 25.2 委託書應為書面，並經委託人或其以書面合法授權之代理人簽署。如委託人為公司時，由其合法授權之職員或代理人簽署。受託代理人毋庸為公司之股東。
- 25.3 倘股東擬以書面或電子方式行使表決權，且依本章程第24.4條之規定視為已委託會議主席為其代理人後，又填具並擲回委託書表格有效授權其他代理人出席股東會，則以該代理人（而非會議主席）行使之表決權為準。倘股東授權代理人出席股東會（不含依本章程第24.4條視為委託會議主席之情形），嗣後欲親自出席股東會或以書面或電子方式行使表決權者，至遲應於股東會開會前二日，另向公司送達其欲撤銷先前委託代理人之通知。倘股東逾期撤銷者，以代理人行使之表決權為準。
- 25.4 於不違反公開發行公司規則之情況下，除中華民國信託事業、經中華民國證券主管機關核准之股務代理機構，及依第24.4條被視為受託代理人之股東會主席外，一人同時受兩人（含）以上股東委託時，其代理之有權表決權數不得超過公司已發行股份總數表決權的百分之三；超過時其超過之表決權，不予計入相關議案之贊成或反對票數，亦不計入該議案有權投票之表決權總數，但仍應計入出席數。依前述規定計算不予計入之表決權時，委託同一人之股東間，應按照應予排除之表決權數總數與該股東委託代理人行使之表決權總數之比例，計算各股東應予排除之表決權數。
- 25.5 委託書應至少於委託書所載代理人所擬行使表決權之股東會或其延會至少五日前，送達公司之註冊處所、公司在中華民國之股務代理機構辦公室、或於股東會召集通知上或公司寄出之委託書上所指定之處所。違反前開規定者，除依第24.4條股東會主席視為受託代理人之情況外，該委託書無效，但股東會主席得依其裁量，於收到電報或電傳確認委託書原本已經寄出時，接受經由電報或電傳寄送之委託書。除非股東於後送達之文件中明確以書面聲明撤銷先前之委託書，如公司收到同一股東之多份委託書時，以最先送達且合法簽署者為準。有爭議時，股東會主席得依其裁量決定之。除本章程另有明文規定外，以委託書委

託代理人出席股東會並不排除該股東親自出席股東會之權利，於股東親自出席之情形，應視為其已撤銷前所寄發之委託書。

## 26 委託書徵求

股份於證交所上市期間內，且於不違反開曼法令下，委託書之使用與徵求應遵守公開發行公司規則，包括但不限於「公開發行公司出席股東會使用委託書規則」。

## 27 異議股東股份收買請求權

27.1 於不違反法律規範下，股東會決議下列任一事項時，於會議前已以書面通知公司其反對該事項之意思表示，並於股東會上提出反對意見的股東，得請求公司以當時公平價格收買其所有之股份：

- (a) 公司擬締結、變更或終止任何營業出租契約、委託經營契約或共同經營契約；
- (b) 公司轉讓其全部或主要部分的營業或財產，但公司依解散所為之轉讓，不在此限；或
- (c) 公司取得或受讓他人全部營業或財產，對公司營運產生重大影響者。

27.2 於公司營業被分割或進行合併之情況下，於作成分割或合併決議之股東會前或股東會中，以書面表示異議、或以口頭表示異議經紀錄，且已放棄表決權之股東，得要求公司按當時公平價格收買其持有之股份。

## 28 無表決權股份

28.1 下列股份於任何股東會上均無表決權，亦不算入已發行股份之總數：

- (a) 公司持有自己之股份；
- (b) 直接或間接被持有已發行有表決權之股份總數或資本總額超過半數之附屬公司，所持有之公司股份；或
- (c) 公司、附屬公司、公司之控股公司及該控股公司之附屬公司直接或間接持有他公司已發行有表決權之股份總數或資本總額超過半數之公司，所持有之公司股份。

28.2 股東對於股東會討論之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，且其持有之股份數不算入已出席股東之表決權數。惟其持有之股份數仍得算入計算法定出席人數時之股份數。上述股東亦不得代理他股東行使表決權。在本公司所知之範圍內，該股東親自或委託他人所為違反前述規定之任何表決，本公司均將不予計算。

28.3 股份於證交所上市期間，董事以所持股份設定擔保、質權、負擔、抵押或留置者，應通知公司該設定擔保、質權、負擔、抵押或留置之情事。如董事設定擔保、質權、負擔、抵押或留置之股份超過其選任當時所持有之公司股份數額二分之一時，則該董事之表決權數應予減少，超過其選任當時所持有之公司股份數額二分之一之部分無表決權，且不算入已出席股東之表決權數，惟應算入股東會之出席門檻。

## 29 共同股份持有之表決

在共同持有人的情形，順位較高者之行使表決權（親自出席或委託代理人出席）應排除其他共同持有之表決。前所稱之順位，係指股東名冊中名字記載之次序。

### 30 法人股東之代表

- 30.1 法人股東或非自然人股東得以書面授權其認為適當之人為其代表人，參與任何股東之會議。代表人有權行使該被代表法人或非自然人之權利內容，與假設該法人或非自然人為自然人股東時所得行使者同。於代表人出席之會議，該法人股東或非自然人股東並應視為已親自出席。
- 30.2 縱有如上規定，就任何人是否有權以法人股東或非自然人股東名義出席股東會並參與表決，會議主席仍得接受其認為適當之確認方式。

### 31 股東會延會

於股東會達法定出席股份數並經出席股東多數同意，股東會主席應得依其指示宣佈散會。除散會時已宣布延會之召開日期、地點及時間外，新會議召開日期、地點及時間之通知，應依本章程條款規定送交有權出席及表決之股東。

### 32 董事出席股東會

公司董事應有權收受任何股東會之通知、出席並發言。

## 董事及經理人

### 33 董事人數及任期

- 33.1 公司董事會，設置董事人數不得少於十一人。每一董事任期三年，得連選連任。於符合適用法律規範及前述董事人數範圍之前提下，公司得隨時以特別決議增加或減少董事人數。董事應互選一人為副董事長。於董事長請假或因故不能行使職權時，由副董事長代理其行使職權。
- 33.2 除經中華民國主管機關核准者外，董事間不應有超過半數（1/2）之席次，互為具有配偶關係或二親等以內之親屬關係（下稱「門檻」）。如有任何被選為董事之人與現任董事或與其他被選為董事者具有配偶或二親等以內之親屬關係（以下合稱為「關係人全體」；分別稱為「關係人」），以累積投票制選出之關係人全體間，所得股東選票代表選舉權最低之關係人，其當選效力如下，以符合門檻之規定：(i)如其選任已生效，自公司知悉違反門檻之日起，其當選失其效力；(ii)如其選任尚未生效，而公司知悉其選任可能違反門檻時，其當選不生效力。
- 33.3 除依公開發行公司規則另獲許可者外，應設置獨立董事，人數不得少於三人且不得少於董事席次五分之一。於公開發行公司規則要求範圍內，獨立董事其中至少一人應在中華民國境內設有戶籍，且至少一名獨立董事應具有會計或財務專業知識。
- 33.4 獨立董事之提名應依公開發行公司規則採候選人提名制度。獨立董事應具備專業知識，且於執行董事業務範圍內應保持獨立性，不得與公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定，應符合公開發行公司規則之規定。
- 33.5 除章程另有規定外，有關董事、獨立董事、薪資報酬委員會或審計委員會之資格條件、組成、選任、解任、職權行使及其他應遵行事項，應遵循適用於公司之中華民國證券交易法及根據中華民國證券交易法所發布之法規命令。

### 34 董事選舉



- 34.1 公司得於股東會選任任何人為董事，其得票數應依下述第34.2條計算之。有代表公司已發行股份總數過半數之股東出席（親自出席或委託代理人出席）者，即構成選舉一席以上董事之股東會法定出席股份數。
- 34.2 董事應由股東以下述累積投票制選出（本條所規範之投票方式下稱「累積投票制」）：
- (v) 董事選舉時，每一股東得行使之投票權數，為其所持之股份乘以該次股東會應選出董事人數之數目，惟投票權數係以所持股份數分別乘以相同類別之董事（即獨立董事或非獨立董事）應選人數計算之；
  - (vi) 於相同類別之董事中，股東得將其投票權數集中選舉一名董事候選人，或分配選舉數名董事候選人；
  - (vii) 相同類別之董事中，與董事應選出人數相當，並獲得最多選票之候選人，當選為董事；且
  - (viii) 如有兩名以上之董事候選人獲得相同選票數，且當選人數超過董事應選人數時，相同票數之董事應以抽籤決定當選之人。如董事候選人未出席該次股東會，會議主席應代其抽籤。
- 34.3 獨立董事因故辭職或解任，致人數不足三人時，公司應於最近一次股東會補選之。所有獨立董事均辭職或解任時，董事會應於最後一位獨立董事辭職或解任之日起六十日內，召開股東臨時會補選獨立董事以填補缺額。
- 34.4 董事因故解任，致不足五人者，公司應於最近一次股東會補選之。但董事缺額達已選任董事總數三分之一者，董事會應自事實發生之日起六十日內，召集股東臨時會補選之。

## 35 董事免職及改選

- 35.1 公司得隨時以重度決議解除任何董事之職務，不論有無指派定另一董事取代之。
- 35.2 董事執行業務，有重大損害公司之行為或違反法令及／或本章程之重大事項，但未以重度決議將其解任者，於適用法律許可之範圍內，持有公司已發行股份總數百分之三以上之股東，得於該次股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為第一審管轄法院。
- 35.3 現任董事任期屆滿前，股東得於股東會決議選任或改選全體董事，其投票方式依本章程第34.2條規定為之。如股東會未決議未經改選之現任董事應繼續留任至原任期屆滿時止，則該等未經改選之董事應於經同次股東會選任或改選之其他董事就任時解任。由持有已發行股份總數二分之一以上之股東親自或經代理人出席者，構成股東會改選全體董事之最低出席人數。若全體董事之任期同時屆滿，而在屆滿前未召開股東會進行改選者，董事任期應繼續並延長至下次股東會選任或改選新任董事時且於該等董事就任時止。

## 36 董事職位之解任

- 36.1 董事如有下列情事應被解任：
- (a) 依本章程規定被解除職務；
  - (b) 死亡、破產或與其債權人為整體協議或和解；
  - (c) 依本章程第 33.2 條規定自動解任者；

- (d) 書面通知公司辭任董事職位；
- (e) 經相關管轄法院或官員裁決其無行為能力，或依適用法律，其行為能力受有限制；
- (f) 曾犯中華民國法規禁止之組織犯罪，經有罪判決確定，且服刑期滿尚未逾五年；
- (g) 曾因刑事詐欺、背信或侵占等罪，經受有期徒刑一年以上宣告，服刑期滿尚未逾二年；
- (h) 曾服公務虧空公款，經有罪判決確定，服刑期滿尚未逾二年；
- (i) 曾因不法使用信用工具而遭退票尚未期滿者；
- (j) 除第 35.3 條另有規定外，於相關董事任期（如有）屆滿時；
- (k) 董事依第 36.2 條自動解任；或
- (l) 董事依第 36.3 條喪失為董事。

如董事候選人有前項第(b)、(e)、(f)、(g)、(h)或(i)款情事之一者，該人應被取消董事候選人之資格。

36.2 如董事在任期中，轉讓超過其選任當時所持有之公司股份數額二分之一時，則該董事即自動解任並立即生效，且無須經股東同意。

36.3 如董事於當選後，於其就任前，轉讓超過選任當時所持有之公司股份數額二分之一時，應立即喪失當選為董事之效力，且無須經股東同意。如董事於當選後，於依公開發行公司規則規定之股東會召開前之股票停止過戶期間內，轉讓超過所持有之公司股份數額二分之一時，應立即喪失當選為董事之效力，且無須經股東同意。

## 37 董事報酬

37.1 董事會得設立至少由三名由董事會指派之成員組成之薪資報酬委員會，且成員中之一人須為獨立董事。薪資報酬委員會成員之專業資格、所定職權之行使及相關事項，應符合公開發行公司規則之規定。於薪資報酬委員會設立時，董事會應以決議通過薪資報酬委員會之組織章程，且該組織章程應符合公開發行公司規則之規定。

37.2 前條所稱薪資報酬應包括董事及公司經理人之薪資、股票選擇權與其他具有實質獎勵之措施。

37.3 董事報酬得由董事會參考薪資報酬委員會（若有設置者）之建議及其他同業一般水準決定之，惟僅得以現金支付。公司亦得支付董事因往返董事會、董事會轄下之委員會、公司股東會或與公司業務相關或為董事通常職務而適當支出之差旅費、住宿費及其他費用。董事有權依法律、公開發行公司規則、服務協議或其他與公司簽訂之相類契約，獲配公司利益。

## 38 董事選舉瑕疵

董事會、董事委員會或任何董事依善意所為之行為，縱使嗣後經查董事選舉程序有瑕疵，或有董事不具備董事資格之情形者，所為之行為如經股東會追認，其效力仍與經正當程序選任之董事、或具備董事資格之董事所為者，同等有效。

## 39 董事管理業務

公司業務應由董事會管理及執行。於管理公司業務時，於本章程、法律及公司於股東會指示之範圍內，除經法律或本章程要求應由公司於股東會行使者外，董事會得行使公司之一切權力。

#### 40 董事會之職權

於不影響第 39 條之概括規定下，董事會得於不違反本章程第 11.4 條所規定範圍內：

- (a) 指派、終止或解免任何公司經理、秘書、職員、代理人或僱員，並決定其報酬及其職責；
- (b) 借入款項、就公司事業、財產和尚未繳納股款之全部或一部設定抵押或擔保，或發行債券、債券性質股份或其他有價證券，或發行此等有價證券以作為公司或第三人債務或義務之擔保；
- (c) 指派一位或數位董事擔任公司之執行董事或執行長，於董事會管理下監督及管理公司所有一般業務及事務；
- (d) 指派公司經理人負責公司日常業務，並得委託及賦予該經理人為從事此種業務之交易或執行之適當之權力與職責；
- (e) 以授權方式，指派董事會直接或間接提名之公司、行號、個人或團體，擔任公司代理人，於董事會認為適當之期間與條件內，基於其認為適當之目的，賦予其認為適當之權力、授權及裁量權（但不得超過董事會所擁有或得以行使之權力）。該等授權書得涵蓋董事會認為適當之條款，以保護或便利與該代理人處理事務之人，亦得授權該代理人複委任其權力、授權及裁量權。若經授權時，該代理人並得依法律所允許之方式，簽署任何契約或文件；
- (f) 促使公司支付所有創立及成立公司所生費用；
- (g) 授與權限（包括複委任之權限）予董事會指定之一人或數人所成立之委員會，各該委員會並應依董事會指示行事。除董事另有指示或規範外，該委員會之會議及議事程序應依本章程所定之董事會議及其議事程序而進行；
- (h) 以董事會認為適當之條件及其方式授予任何人權限（包括複委任之權限）；
- (i) 提出公司清算或重整之聲請或申請；
- (j) 於發行股份時，支付法律允許相關之佣金及經紀費；及
- (k) 授權任何公司、行號、個人及團體為特定目的代理公司，並以公司名義簽署任何相關之協議、文件與契約。

#### 41 董事及經理人登記

41.1 董事會應依法律規定，備置一本或數本董事及經理人名冊於註冊處所，內容應包括下列事項：

- (a) 姓名；及
- (b) 地址。

41.2 董事會應於下列事情發生三十日內，變更董事及經理人名冊內之記載及發生日期，並依法律規定通知公司登記處：

- (a) 董事及經理人變更；或
- (b) 董事及經理人名冊內事項變更。

## 42 經理人

就本章程所稱之經理人係由董事會指派之秘書及其他經理人組成。

## 43 指派經理人

秘書（及其他經理人，如有）應由董事會隨時指派。

## 44 經理人職責

經理人應有董事會所隨時委託之管理並處理業務及事務之權力與職責。

## 45 經理人報酬

經理人之報酬由董事會定之。

## 46 利益衝突

46.1 任何董事或其公司、合夥人或與董事有關之公司，得以任何地位而為公司行事、被公司僱用或向公司提供服務，而該董事或其公司、合夥人或與董事有關之公司有權收取之報酬，與假設其非為董事之情形者同。惟本條於獨立董事不適用之。

46.2 如與公司之契約、擬簽定之契約或協議有直接或間接利害關係者，董事應依適用法律揭露之。

46.3 縱本章程另有相反之規定，董事對於董事會議之事項有自身利益關係時，應於當次董事會說明其自身利益關係之重要內容。縱本章程第46條有相反規定，董事對於董事會討論事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，亦不得代理他董事行使表決權。依前述規定不得行使表決權之董事，其表決權不計入已出席董事之表決權數。

46.4 縱本章程第46條有相反規定，董事為自己或他人為屬於公司營業範圍內之行為者，應於股東會向股東說明其行為之重要內容，並取得股東會重度決議之許可。

## 47 董事及經理人之補償及免責

47.1 除本章程另有規定外，公司董事及經理人及任何受託管理人在處理與公司有關業務之期間，及各前任董事、前任經理人、前任受託管理人，及其各自之繼承人、執行人、管理人、個人代表人（各該人等於本條稱為「被補償人」），因執行其職務或其應盡之職責、或於其職務上或信託中，因其作為、同時發生之作為、或其不作為所衍生或遭受之求償、成本、費用、損失、損害及支出，公司應以其資產補償之，且被補償人對其他被補償人之行為、所收款項、過失或違約，或為一致性需求所參與之收取，或就公司應或得存放保管金錢或財產之銀行或他人，或對公司因擔保而應存入或補提之任何不足金額或財產，或因執行其職務或信託而生或相關聯之任何其他損失、災禍或損害，概不負責；惟如係因上述人員之違反義務、詐欺或不誠實所致者，不在此限。

47.2 於不違反本公司董事對本公司及本公司股東依普通法原則及開曼法律所負之一般董事義務，本公司董事執行本公司業務時應盡忠實業務並盡善良管理人之注意義務，且於法律所許可之最大範圍內，應賠償本公司因其違反忠實義務所致之任何損害。如本公司董事因任何忠實義務之違反致該董事為自己或他人獲有任何利益者，如經股東會普通決議，本公司得採取其認為適當之全部行為或行動，且於法律所允許最大範圍內得對該相關董事請求返還其所獲之利益。本公

司董事於執行本公司業務時，如有違反任何法令致本公司對他人所受之任何損害應負賠償責任時，該董事應與本公司就該人所受之損害負連帶賠償責任，且如因任何原因該董事未與本公司負連帶賠償責任，該名董事應賠償本公司因其違反忠實義務致本公司所受之任何損失。

- 47.3 經理人於執行公司職務時，應負與公司董事相同之損害賠償責任。
- 47.4 公司得為其董事或經理人就其因擔任董事或經理人而生之責任購買保險或續保，或以該保險補償其對公司或附屬公司可能因過失、違約、違反職責或背信而有罪，所依法而生之損失或義務。
- 47.5 在開曼群島法允許且依適用法律之規定本公司對相關董事得提起訴訟之範圍內，繼續一年以上持有公司已發行股份總數百分三以上之股東得：
- (a) 以書面請求董事會授權審計委員會之獨立董事為本公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院；或
  - (b) 以書面請求審計委員會之獨立董事經董事會決議通過後為本公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院；

於依上述第(a)款或第(b)款提出請求後 30 日內，如：(i)受請求之董事會未依第(a)款授權審計委員會之獨立董事或經董事會授權之審計委員會之獨立董事未依第(a)款提起訴訟；或(ii)受請求之審計委員會之獨立董事未依第(b)款提起訴訟或董事會未決議通過提起訴訟時，在開曼群島法允許且依適用法律之規定本公司對相關董事得提起訴訟之範圍內，股東得為本公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院。

## 董事會

### 48 董事會

在不違反公開發行公司規則之情形下，董事長得召集董事會，且董事會得因執行業務而召集、休會及依其認為適切之其他方式管理其會議。董事會應至少於每季定期召開，以檢視公司於上一會計季度之表現並決定本章程所定通常須經董事會同意之事項。董事會會議中之決議應由多數贊成票之支持始為通過，票數相同時則為不通過。

### 49 董事會通知

董事長得於、或秘書經董事長要求時應，隨時召集董事會。召集董事會時，應於預定開會日七日前，將載明擬討論事項及承認事項（如屬適當）之開會通知寄發各董事。但遇有過半數董事同意之緊急情況時，得依符合公開發行公司規則之方式，於較短之期間內通知各董事召集之。於適用法律許可範圍內，會議通知於口頭告知董事（當面或透過電話），或用郵件、電報、電傳、傳真、電子郵件或其他可閱讀之文字，寄送至董事最近已知之地址或其他由該董事提供予公司之聯絡地址時，視為已通知。

### 50 視訊會議參與董事會

董事得以視訊會議，或於適用法律許可範圍內，以其他通訊器材參與董事會，使所有與會者同時並即時參與討論，並視為親自出席。

### 51 董事會之法定出席數

董事會會議所需之法定出席人數，應為過半數之董事。董事因故不能出席董事會時，得委託其他董事代理出席董事會會議。董事如委託其他董事代理出席者，該代理人之

出席或表決應視為委託董事之行為，但董事受委託以代理一人為限。

## 52 董事會之再次召集

董事會如有缺席仍得運作。

## 53 董事會主席

除另經出席董事多數同意者外，董事長（如有）如出席董事會，應為董事會議主席。董事長缺席時，應依公開發行公司規則指派或選舉會議主席。

## 54 董事會先前行為之效力

公司於股東會就本章程所為之制定或修改，不應使董事會於本章程未制定或修改前之有效行為變為無效。

## 公司記錄

## 55 議事錄

董事會應將會議記錄納入所備置之簿冊，以供下列目的之用：

- (a) 所有公司經理人之選任與任命；
- (b) 各次董事會之出席董事姓名，及董事會所委任之委員會各次會議之出席董事姓名；及
- (c) 股東會、董事會、經理人會議與董事會委任之委員會會議中所有決議及議事程序。

## 56 抵押擔保登記簿

56.1 董事應備置抵押及擔保登記簿。

56.2 依法律規定，抵押擔保登記簿應備置於註冊處所，於開曼群島各營業日供股東及債權人檢閱，但應受限於董事會所為之合理限制；惟每營業日開放供檢閱之時間應不少於二小時。

## 57 格式和印章之使用

57.1 印章僅能依董事或董事授權之董事委員會依授權使用之；於董事另有決定前，印章應於董事或秘書或助理秘書或其他經董事或董事委員會授權之人在場時蓋印。

57.2 縱有如上規定，印章得於未經授權下，為應檢送予開曼群島公司登記處之文件，而由公司任一董事、秘書或助理秘書或其他有權檢送前述文件之人或機構，以驗證之方式於該文件上蓋印。

57.3 於法律許可下，公司得有一個或數個複製印章；且如董事認為適當，得在該複製印章表面加上其將使用之城市、領土、地區或地點的名稱。

## 公開收購及帳戶

## 58 公開收購

董事會於公司或公司依公開發行公司規則之規定指派之訴訟及非訴訟代理人（依中華民國法律解釋）接獲公開收購申報書副本及相關書件後 7 日內，應對建議股東接受或

反對本次公開收購作成決議，並公告下列事項：

- (a) 董事及持有公司已發行股份超過百分之十之股東自己及以他人名義目前持有之股份種類、數量。
- (b) 就本次公開收購對股東之建議，並應載明對本次公開收購棄權投票或持反對意見之董事姓名及其所持理由。
- (c) 公司財務狀況於最近期財務報告提出後有無重大變化及其變化說明（如有）。
- (d) 董事及持有公司已發行股份超過百分之十之股東自己及以他人名義持有公開收購人或其關係企業之股份種類、數量及其金額。

## 59 帳簿

59.1 董事會就所有公司交易應備置適當會計帳戶紀錄，尤其是：

- (a) 公司所有收受及支出之款項、及與該收受或支出之相關事宜；
- (b) 公司所銷售及購買之一切物品；及
- (c) 公司之所有資產及負債。

此等帳簿自備置日起，至少應保存五年。

59.2 帳目紀錄應予保存，若於董事會認為之適當處所，未備有能正確、公平反映公司事務及說明相關交易所必要之簿冊者，視同未就前述事項妥善備置帳簿。

59.3 依本章程與依相關法規製作之委託書、文件、表冊及電子媒體資訊等，應保存至少一年。惟如有股東就該委託書、文件、表冊及／或本條所述之資訊等提起訴訟時，倘該訴訟費時逾一年，則應保存至該訴訟終結為止。

## 60 會計年度結束

公司之會計年度結束於每年十二月三十一日，於公司股東會決議範圍內，董事得隨時指定其他期間為會計年度，惟非經公司股東會普通決議，一會計年度不得逾十八個月。

### 審計委員會

## 61 委員會人數

董事會應設立審計委員會。審計委員會僅得由獨立董事組成，其委員會人數不得少於三人，其中一人為召集人，負責不定期召集審計委員會會議，且至少一人應具備會計或財務專長。審計委員會之決議，應有審計委員會全體成員二分之一（含）以上之同意。

## 62 審計委員會之職權

審計委員會應依公開發行公司規則之規定行使職權。下列事項應經審計委員會全體成員二分之一以上同意，並提董事會決議：

- (a) 訂定或修正公司內部控制制度；
- (b) 內部控制制度有效性之考核；
- (c) 訂定或修正重要財務或業務行為之處理程序，例如取得或處分資產、衍生性商品交易、資金貸與他人，或為他人背書或保證；

- (d) 涉及董事自身利害關係之事項；
- (e) 重大之資產或衍生性商品交易；
- (f) 重大之資金貸與、背書或提供保證；
- (g) 募集、發行或私募具有股權性質之有價證券；
- (h) 簽證會計師之委任、解任或報酬；
- (i) 財務、會計或內部稽核主管之任免；
- (j) 年度及半年度財務報告之核可；及
- (k) 公司隨時認定或公司監理主管機關所要求之其他事項。

除第(j)款以外，其他任何事項如未經審計委員會成員半數（含）以上同意者，得經全體董事三分之二（含）以上同意行之，不受前項規定之限制，審計委員會之決議並應載明於董事會議事錄中。

### 自願清算和解散

#### 63 清算

63.1 公司得依本章程第11.5條之規定自願解散。

63.2 如公司應行清算，清算人經特別決議同意後，得將公司全部或部分之資產（無論其是否由性質相同之財產所組成）以其實物分配予各股東，並得以其所認公平之方式，決定前開應分配財產之價值，及各股東間、或不同股別股東間之分配方式。經特別決議，清算人得依其認為適當之方式，將該等資產之全部或一部，為股東之利益而交付信託。惟股東毋庸接受其上附有任何負債之股份、或其他有價證券或財產。

### 變更章程

#### 64 變更章程

在不違反法律和章程大綱之情形下，公司得經特別決議變更或增訂其章程。

#### 65 中止

董事會得依法律行使公司之一切權力而將公司以存續方式移轉至開曼群島境外之特定國家或司法管轄區域。



### 附錄 3：董事選任程序

- 第一條 為公平、公正、公開選任董事，爰依主管機關法令規定訂定本程序。
- 第二條 本公司董事之選任，除法令或章程另有規定者外，應依本程序辦理。
- 第三條 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。
- 第四條 本公司獨立董事應具備下列之條件：
- 一、誠信踏實。
  - 二、公正判斷。
  - 三、專業知識。
  - 四、豐富之經驗。
  - 五、閱讀財務報表之能力。
- 本公司獨立董事除需具備前項之要件外，全體獨立董事中應至少一人須為會計或財務專業人士。
- 第五條 本公司獨立董事之資格及選任，應符合主管機關法令之規定。
- 第六條 本公司獨立董事之選舉，均應依照中華民國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，為審查獨立董事候選人之資格條件、學經歷背景及有無中華民國公司法第三十條所列各款情事等事項，不得任意增列其他資格條件之證明文件，並應將審查結果提供股東參考，俾選出適任之獨立董事。
- 董事因故解任，致不足五人者，公司應於最近一次股東會補選之。但董事缺額達章程所定席次三分之一者，公司應自事實發生之日起六十日內，召開股東臨時會補選之。
- 獨立董事之人數不足中華民國證券交易法第十四條之二第一項但書、臺灣證券交易

所上市審查準則相關規定或中華民國證券櫃檯買賣中心「證券商營業處所買賣有價證券審查準則第十條第一項各款不宜上櫃規定之具體認定標準」第八款規定者，應於最近一次股東會補選之；獨立董事均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。

- 第七條 本公司董事之選舉應採用累積投票制，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分配選舉數人。
- 第八條 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。
- 第九條 本公司董事依公司章程所定之名額，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數較多者分別依次當選，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。
- 第十條 選舉開始前，應由主席指定具有股東身分之監票員、計票員各若干人，執行各項有關職務。投票箱由董事會製備之，於投票前由監票員當眾開驗。
- 第十一條 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明文件編號。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。
- 第十二條 選舉票有下列情事之一者無效：  
一、不用董事會製備之選票者。  
二、以空白之選票投入投票箱者。  
三、字跡模糊無法辨認或經塗改者。  
四、所填被選舉人如為股東身分者，其戶名、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、身分證明文件編號經核對不符者。  
五、除填被選舉人之戶名（姓名）或股東戶號（身分證明文件編號）及分配選舉權數外，夾寫其他文字者。  
六、所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。
- 第十三條 投票完畢後當場開票，開票結果應由主席當場宣佈，包含董事及獨立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。但經股東依中華民國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 當選之董事及獨立董事由本公司董事會發給當選通知書。
- 第十五條 本程序由股東會通過後施行，修正時亦同。  
本程序訂定於2010年1月29日。  
本程序第一次修正於2017年6月13日。

#### 附錄 4：董事持有股數一覽表

### 全體董事持股情形

基準日：2018 年 6 月 5 日

- (一)、本公司實收資本額新台幣 1,116,175,190 元，已發行流通在外股數計 111,617,519 股。
- (二)、本公司全體董事法定持有股數為 8,000,000 股，截至本次股東會停止過戶日全體董事持有股數為 24,023,680 股，已符合「證券交易法」第 26 條及「公開發行公司董事、監察人股權成數及查核實施規則」之規定。
- (三)、本公司設置審計委員會，故不適用監察人法定應持有股數之規定。

職稱	姓名	選任日期	目前持有股數	
			股數	持股比例
董事長	張賢銘	2016/06/07	13,693,540	12.27%
董事	蔡樹根	2016/06/07	780,156	0.70%
董事	張正忠	2016/06/07	3,494,408	3.13%
董事	陳戊己	2016/06/07	1,614,263	1.45%
董事	張文龍	2016/06/07	4,426,313	3.97%
董事	龔興源	2016/06/07	0	0.00%
董事	黃文弘	2016/06/07	15,000	0.01%
獨立董事	張城隆	2016/06/07	0	0.00%
獨立董事	陳慶洪	2016/06/07	0	0.00%
獨立董事	魏嘉民	2016/06/07	0	0.00%
全體董事合計			24,829,795	21.53%

註：

1. 本次股東常會最後過戶日為 2018/4/6，停止過戶期間自 2018/4/7 起至 2018/6/5 止。

附錄 5：無償配股對營業績效、每股盈餘及股東投資報酬率之影響

本次股東會未擬議無償配股故不適用。