

股票代號：5225

**EASTTECH**

東科控股股份有限公司

Eastech Holding Limited

# 112年股東常會 議事手冊

開會日期：中華民國112年6月16日(星期五)上午九時整

召開方式：實體股東會

開會地點：集思交通部國際會議中心202會議室

台北市杭州南路一段24號

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東科控股股份有限公司

112 年股東常會會議程序

一、宣 佈 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

# 東科控股股份有限公司

## 112 年股東常會會議議程

**時間：**民國 112 年 6 月 16 日（星期五）上午九時整

**地點：**集思交通部國際會議中心 202 會議室(台北市杭州南路一段 24 號)

### 一、宣佈開會（報告出席股數）

### 二、主席致詞

### 三、報告事項

- (一)111 年度營業報告
- (二)審計委員會查核 111 年度決算表冊報告
- (三)111 年度盈餘分派現金股利情形報告
- (四)111 年度員工及董事酬勞分配情形報告
- (五)發行中華民國境內第一次有擔保轉換公司債執行報告

### 四、承認事項

- (一)本公司 111 年度營業報告書及合併財務報表案
- (二)本公司 111 年度盈餘分派案

### 五、討論事項

- (一)擬修訂本公司之『公司章程』

### 六、選舉事項

本公司第六屆董事選舉案

### 七、其他議案

解除本公司第六屆新任董事及其代表人競業禁止之限制案

### 八、臨時動議

### 九、散會

## 報告事項

### 一、111 年度營業報告，報請 公鑒。

說明：本公司 111 年度(2022 年度)營業報告書，請參閱附件一。

(本手冊第 8-12 頁)

### 二、審計委員會查核 111 年度決算表冊報告，報請 公鑒。

說明：審計委員會查核報告書，請參閱附件二。(本手冊第 13 頁)

### 三、111 年度盈餘分派現金股利情形報告，報請 公鑒。

說明：(一)本公司章程規定，授權董事會以特別決議得將擬分派之股息及紅利之全部或一部，以發放現金之方式為之，並應於事後向股東會報告。

(二)本公司 112 年 2 月 24 日董事會決議通過分配 111 年度可分配盈餘，普通股現金股利配發新台幣 196,397,400 元，每股配發新台幣 3.1 元，並授權董事長處理股利發放等相關事宜。

(三)因本公司員工認股權憑證執行認購普通股而調整現金股利每股配發新台幣 3.04520420 元，於 112 年 4 月 20 日發放。

### 四、111 年度員工及董事酬勞分配情形報告，報請 公鑒。

說明：(一)依本公司章程，以當年度扣除分派員工及董事酬勞前之稅前利益分別以不低於 1%及不高於 15%提撥員工酬勞及不高於 2%提撥董事酬勞。

(二)111 年度估列員工酬勞為新台幣 22,369,917 元及董事酬勞為新台幣 6,300,000 元，係分別按前述稅前利益之 5.4%及 1.5%估列，該等金額於 112 年 2 月 24 日業經董事會通過。

**五、發行中華民國境內第一次有擔保轉換公司債執行報告，報請 公鑒。**

說明：本公司民國 111 年 9 月 14 日董事會決議發行中華民國境內第一次有擔保可轉換公司債其執行情形，報告如下：

債券名稱	中華民國境內第一次有擔保可轉換公司債
發行原因	償還銀行借款，改善財務結構
發行金額	發行總面額新台幣參億伍仟萬元，總計發行 3,500 張，每張面額為新台幣壹拾萬元，依票面金額 106.42%發行，總計取得金額新台幣 3.7247 億元。
發行期間	3 年期，自民國 111 年 11 月 28 日至民國 114 年 11 月 28 日。
執行情形	民國 111 年 11 月 7 日取得金融監督管理委員會金管證發字第 1110359732 號申報生效函，民國 111 年 11 月 28 日上櫃掛牌買賣(代號 52251)。
轉換情形	現行每股轉換價格為 36.4 元，截至本次停止轉換日 112 年 4 月 18 日止，共申請轉換 1 張公司債，已轉換普通股 2,747 股。

## 承認事項

### 第一案

案 由：本公司 111 年度營業報告書及合併財務報表，謹提請 承認。(董事會 提)

說 明：一、本公司 111 年度（2022 年度）合併財務報表業經勤業眾信聯合會計師事務所施錦川會計師及邱鏞銘會計師查核完竣，連同營業報告書送審計委員會查核完竣，並出具審計委員會查核報告在案。

二、111 年度（2022 年度）營業報告書、會計師查核報告及上述合併財務報表，請參閱附件一（本手冊第 8-12 頁）及附件三～四（本手冊第 14-22 頁）。

三、謹提請 承認。

決 議：

### 第二案

案 由：本公司 111 年度盈餘分派案，謹提請 承認。(董事會 提)

說 明：一、本公司 111 年度盈餘分派表業經董事會決議通過並送請審計委員會查核完竣，請參閱附件五（本手冊第 23 頁）。

二、謹提請 承認。

決 議：

## 討論事項

### 第一案

案由：擬修訂本公司之『公司章程』，謹提請 討論。(董事會 提)

說明：一、依據臺灣證券交易所股份有限公司臺證上二字第1111704301號函修正「外國發行人註冊地國股東權益保護事項檢查表」規定，爰修訂章程第32及108條條文。

二、配合臺灣企業併購法第 12 條，爰修訂章程第 32 條條文。

三、配合臺灣企業併購法第 5 條第 4 項，爰修訂章程第 108 條條文。

四、章程修訂條文對照表，附件六(本手冊第 24-30 頁)。

五、謹提請 討論。

決議：

## 選舉事項

### 第一案

案由：本公司第六屆董事選舉案，謹提請 選舉。(董事會 提)

說明：一、本公司現任董事於 112 年 6 月 11 日任期屆滿，於 112 年股東常會改選，依本公司章程規定，現任董事任期延長至新董事就任之時為止。

二、本次改選七席董事(含三席獨立董事)，新任董事自股東常會結束後即就任，任期為三年，任期自 112 年 6 月 16 日至 115 年 6 月 15 日止，連選得連任。

三、本次董事(含獨立董事)之選任係採候選人提名制度。股東應就董事及獨立董事候選人名單選任之，候選人名單業經 112 年 4 月 27 日董事會通過，其學歷、經歷及其他相關資料，暨針對任期已達三屆之獨立董事候選人之提名理由，請參閱附件七(本手冊第 31-33 頁)。

提請選舉



## 其他議案

### 第一案

案 由：解除本公司第六屆新任董事及其代表人競業禁止之限制案，謹提請 討論。  
(董事會 提)

說 明：一、依公司法第 209 條規定「董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容並取得其許可」。

二、茲因考慮為策略聯盟或業務發展之需要，或董事有其他投資，擬提請股東會許可，解除新任董事及其代表人競業禁止之限制。董事兼任其他公司職務，請參閱附件八(本手冊第 34 頁)。

三、謹提請 討論。

決 議：

## 臨時動議

## 散 會

<附件一>

東科控股股份有限公司

2022 年營業報告書

2022 年，業務步向正軌成長，受惠營收成長之經濟規模效益，發揮營收成長、營業毛利改善的良性循環，加上原物料價格趨穩定、貨運物流緊張得以緩解及美元匯率強勢，營業毛利率較去年提高，且在有效控管相關營業費用下，營運得以回復至疫情前榮景。

2022 年，本公司是少數業績逆勢成長、穩定獲利且為國際品牌大廠一線代工廠，與 2021 年相較，優劣易位，本公司可以取得較好的議價籌碼及地位，一切處於上升的軌跡。公司持續開拓有潛力的新技術及新客戶，加快越南廠建立本地供應鏈，精簡架構，提高經營效率，應對所面對的挑戰。

一、 2022度營業報告

(一)營業計畫實施成果

單位：新台幣仟元

項目 / 年度	2022年度	2021年度	增(減)金額	變動比例(%)
營業收入淨額	12,810,382	9,412,311	3,398,071	36.1%
營業毛利	1,482,836	766,260	716,576	93.5%
營業淨利(損)	332,437	(302,484)	634,921	不適用
稅前利益	382,573	321,867	60,706	18.9%
稅後淨利	369,795	367,486	2,309	0.6%

(二)預算執行狀況：本公司2022年度並無編列財務預測。

(三)財務收支及獲利能力分析

項目		2022年度	2021年度
財務結構(%)	負債佔資產比率	60.9%	73.8%
	長期資金佔固定資產比率	277.2%	206.4%
償債能力(%)	流動比率	146.4%	117.7%
	速動比率	111.1%	80.2%
獲利能力(%)	資產報酬率	6.5%	6.2%
	股東權益報酬率	18.9%	25.8%
	純益率	2.9%	3.9%
	合併每股盈餘(元)	6.03	6.03

#### (四)研究發展狀況

2022年度研究發展費用為新台幣257,564仟元比2021年度研發費用新台幣230,479仟元增加新台幣27,085仟元，佔營業收入淨額約2.01%。

本公司擁有聲學、電子、結構、軟體及系統等專業領域工程團隊，在中國惠陽及丹麥維德拜克具備最先進的聲學研發設備，並與中國深圳及惠陽的軟體和電子研發設備整合與互補。

本公司核心業務著重於影音電子市場的聲學、音訊IoT、音訊系統及喇叭單體，以及專業及汽車喇叭應用，並利用現代化設備以及自有專利，提供世界一流的研發、製造和測試技術。

## 二、 2023年營業計畫概要

### (一)經營方針

2023年，電子零件短缺已緩解，但在能源危機，高通膨，高利息和全球經濟衰退下，公司要繼續強化電子、軟體和聲學的整合綜效，加速開發其他市場，加強和主要國際品牌夥伴關係，加大擴展北美歐洲業務，以True Wireless Stereo為軸心等Portable、Accessories，家庭個人娛樂，商務會議或個人系統，試產非醫療器材類輔聽TWS耳機、佈局未來AR/VR相關音頻產品，為未來開發新產品的新藍海，與ICT業廠商在物聯網聲學應用合作，建構生產彈性化、研發精緻化，採購多元化。持續努力優化生產資源配置，營運展望審慎樂觀看待。

### (二)預期銷售數量及其依據

公司歷年來都基於品牌客戶每年開發的新機種及已開發機種的客戶端的產銷計劃作為次年銷售預測的基礎。公司依據客戶端反饋，因2022年營收創歷史新高，預計2023年營收和2022年相近，而預估毛利率則會有所改善。

### (三)重要之產銷政策

#### 1.行銷政策

疫情的尾聲，經濟停滯，因應未來淨零減碳的綠色通膨趨勢，需要有前瞻視野，超前部署及永續策略來因應時代潮流，這改變，公司將會採取以下之策略：

- (1)公司積極配合品牌客戶ESG訴求及淨零減碳策略，面對公司長遠業務增長帶來驅動力。
- (2)強化在美、歐、日、韓等全球重要市場的銷售團隊，與品牌客戶攜手開拓新市場、新產業、新應用，相互支持和信任。扁平化銷售團隊及全球佈局，與現有大客戶維持策略性夥伴關係，加強彼此合作的深度與廣度，加大擴展各重要市場的國際品牌。
- (3)既有陸系品牌客戶的銷售實績，與中國IT龍頭及有潛力的中國本地的國際性品牌建立策略夥伴關係和擴大產品線。

- (4)更好的定位，貼近市場，依循開發新技術、新產品、新應用的趨勢，為客戶提供從OEM、ODM到JDM等彈性、靈活商業模式的一站式購足、全方位聲學解決方案服務。
- (5)公司除現有產品線外，將投入更多的業務及研發資源在Portable、Accessories，包括TWS耳機、穿戴，會議型或個人系統和揚聲器，進軍OTC輔聽TWS，VR/AR音訊裝置以擴大接單能見度及市場佔有率。

## 2.生產政策

- (1)滿足客戶的需求：部分訂單量移轉越南工廠生產，因此中國惠陽廠區的營運將依效能整合，部分部品由內加工改為外購，組織扁平化，提高管理的機動性和管理效率，進而降低工廠生產成本，提升中國惠陽廠的競爭力。
- (2)對主要客戶並訂單量較大的機種加大投資，進行投入可行性的自動化生產和自動檢測設備，保證品質穩定性和持續性，提高客戶的信心和公司的形象。
- (3)補強研發部門的電子、軟體及結構等專業人才隊伍，提高電子產品的生產技術。
- (4)完善各生產管理制度，強化制度管理：如績效評比、KPI獎懲、品質意識提升等考核規定的完善和實施。
- (5)推進越南工廠的倉庫智慧化，簡化入庫及出庫工作量，資料清晰、清楚。
- (6)越南生產加大自動化與智慧化比率，藉由IoT裝置來提升工廠的生產效力及品質。
- (7)越南本地購買材料繼續推進當地語系化，主要在電子元器件的當地語系化上加大力度。
- (8)越南提升人員品質主動意識，多管道及多方面讓幹部或員工學習。多用設備的自動化轉化自動與智慧化替代簡易的工序，以提高良率。

## 3.研究發展政策

公司2023年研發重點有如下：

- (1)與合作夥伴共同開發無線揚聲器系統，主打在LE Audio方案和產品開發，在系統（Sound Bars, BT wireless Speakers, Headphones）橫向展開。
- (2)開發及進一步擴展TV 聲霸(Sound Bars)內嵌標準的SoCs，以提供多樣選擇套餐的turn-key solutions；也開擴新產品類研發，例如“Neckband speakers”，“OTC Hearing-Aid TWS，開闢更多audio產品運用。
- (3)開始深入研發對Metaverse聲學運用和方案，用於Sound Bars和HP的產品類別。
- (4)加強和開發自有品牌 PUNKTKILDE® 系列感測器的新產品。主攻小口徑大聲壓，開拓新技術能力，為新種類產品提供新想法。

- (5)持續與供應商等建立環保、節能減碳、原材料及包材可回收或自然分解等長期目標，導入運用階層，提升運用環保材料導入在生產機種，有助於實踐企業社會責任CSR及綠色承諾。
- (6)在對應供應鏈對主晶片的供量問題，開發會朝向多元化，多共用和重用在設計上的策略來減低成產品所面對這方面的風險。
- (7)開始對2023年後，公司新產品類的策略在人力、資源、銷售、新技術的佈局和規劃。

#### (四)未來公司發展策略

- 1.產品更聚焦：相較於TWS耳機的紅海市場，家用及Portable產品是公司比較具競爭力的利基型產品。
- 2.技術更專精：聲音是王道、以聲學專業扛起產品差異化的重責大任。
- 3.客戶更分散：日系和歐洲客戶訂單大增與韓系分庭抗禮、三足鼎立又不致於太倚重單一客戶，減少單一客戶的業績起伏的衝擊。

#### (五)受到外部競爭環境、法規環境及總體經營環境影響

##### 1.公司受到外部競爭環境之影響：

- (1)隨著訂閱制線上串流影音興起、高速網路頻寬成本降低，音響產品以Sound Bars及無線可攜式揚聲器仍為成長大宗。
- (2)而近年數家IT大廠異業跨界競爭，因為電聲產品的微型化及電子化，致IT業者紛來爭搶，增加公司接單的難度或犧牲部分毛利留住客戶。
- (3)影音產品的消費主流，高規低價是王道，且呈價跌趨勢，致使產銷量值的值較量衰退程度來的嚴重。
- (4)因IC晶片缺貨雖有緩解，但全球高通膨及終端消費，景氣已有緊縮，品牌客戶隱然保守因應。

##### 2.公司受到法規環境之影響：

- (1)歐盟2021年提出「碳邊境調整機制-CBAM」，2023年起，開始試行，針對部分產業要求繳交碳排放量費用，2023年至2025年為過渡期間，進口商無須繳納碳排放費用和碳邊境稅，但每季要自行申報，提交進口品的直接與間接碳排放量。美國最快2024年也有CCA碳關稅，因此本公司中國及越南二地製造工廠，將提前在2023年加速導入淨零碳排策略及規劃。會相對增加節能、減碳資本支出及相關費用。
- (2)中國惠陽廠為因應產業升級及提倡環保節能減廢，推出Recycle、Reuse、Reduce及Replace等4R策略措施，開發新材料、再生可回收利用，以循環經濟理念為下階段願景目標。
- (3)配合越南的環保法規，嚴控廢氣、廢水排放、使用環保材料生產均影響材料成本及經營費用。

### 3.公司受到總體經營環境之影響：

#### (1)舉世通膨與清庫存：

自2022年2月俄烏戰爭開打，能源價格一路飆升，又再加上疫後景氣復甦腳步，全球通膨狂飆，經濟展望衰退，科技巨頭裁員一波波，消費信心漸失，通膨效應，仍持續在全世界發酵，公司仍需步步為營、嚴控進料及庫存水準。

#### (2)俄烏戰爭及地緣政治影響部分：

(a)除了提供一站式購足服務及產品外，配合客戶供應鏈碎片化趨勢，在中國惠陽及越南建構雙基地，因地制宜、各取所需，因所營產品並非敏感物資，嚴格來說並不受影響，但超前部署、提早因應，由just in time改為just in case，要有應變的應對策略。

(b)鑑於中國惠陽廠完善之供應鏈及較強開發能力的優勢，公司會將較複雜及高階產品留在惠陽廠生產。而單一及簡單產品會在越南生產，兩地互補。

#### (3)中國封控影響部分：

(a)公司自疫情初始，持續內部改造，並加速數位轉型，透過數位化，將企業的各部門之間以及自己內部的流程通通數據化、統一化，讓不同單位之間可以更有效率地協同合作。

(b)在2022年底中國大陸終於迎來非預期性的解封，即令廠內人員分批確診、輪班上工，除了打亂既有步調的生產節奏外，但也因為淡季，沒有帶來太大的困擾。在應對生活回到疫情前的常態，減少不確定的干擾性因素，總是曙光乍現。

逆境突圍，疫情終於來到尾聲，迎來2022年營收與獲利雙成長，公司產品市場定位升級、三率三升。寄望來年，總有不同的挑戰與考驗，EPS已達標，但ESG風潮隨之而起，面對永續經營、淨零減碳是刻不容緩的課題，萬里之行始於足下，堅定實踐，再創下個里程碑。

董事長 東雅電子股份有限公司

代表人劉政林



總經理 白錦蒼



會計主管 林佩敏



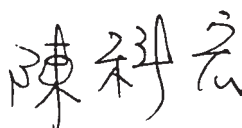
<附件二>

## 審計委員會查核報告書

董事會造具本公司西元 2022 年度營業報告書、合併財務報表及盈餘分派議案等，其中合併財務報表業經委託勤業眾信聯合會計師事務所查核完竣，並出具查核報告。上述營業報告書、合併財務報表及盈餘分派議案經本審計委員會查核，認為尚無不合，爰依證券交易法之相關規定報告如上，敬請 鑒核。

東科控股股份有限公司

審計委員會召集人：陳 科 宏



西 元 2 0 2 3 年 2 月 2 4 日

## 會計師查核報告

東科控股股份有限公司 (Eastech Holding Limited) 公鑒：

### 查核意見

東科控股股份有限公司 (Eastech Holding Limited，以下簡稱「東科控股公司」) 及子公司 (合稱「東科集團」) 西元 2022 年及 2021 年 12 月 31 日之合併資產負債表，暨西元 2022 年及 2021 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告附註 (包括重大會計政策彙總)，業經本會計師查核竣事。

依本會計師之意見，上開合併財務報告在所有重大方面係依照國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達東科集團西元 2022 年及 2021 年 12 月 31 日之合併財務狀況，暨西元 2022 年及 2021 年 1 月 1 日至 12 月 31 日之合併財務績效與合併現金流量。

### 查核意見之基礎

本會計師西元 2022 及 2021 年度係依照會計師查核簽證財務報表規則及審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報告之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與東科集團保持超然獨立，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，對東科集團西元 2022 年度合併財務報告之查核最為重要之事項。該事項已於查核合併財務報告整體及形成查核意見之過程中予以因應，本會計師並不對該事項單獨表示意見。



茲對東科集團西元 2022 年度合併財務報告之關鍵查核事項敘明如下：

#### 收入認列

東科集團是一家專注於揚聲器系統及影音電子原廠委託製造及設計代工（OEM/ODM）之企業。主要客戶大多為國際知名視聽影音品牌企業且互不關聯。

基於重要性及審計準則對銷貨收入認列預設為顯著審計風險，將符合特定標準之銷售對象的銷貨收入是否真實發生列為關鍵查核事項。收入相關會計政策，請參閱合併財務報告附註四。

本會計師對於上述所述層面事項已執行之主要查核程序如下：

1. 東科集團是 OEM/ODM 廠商，其營運模式係按客戶訂單進行備料及生產。本會計師測試收入交易之重點為銷貨是否已實際出貨。
2. 針對內部控制的測試包括：確認銷售訂單是否皆有適當主管核准、「出貨單」是否經單位主管核准及是否核對出貨單據以確認已實際出貨。
3. 執行以下分析性程序：主要客戶別前後期收入比較分析。
4. 執行應收帳款期後收款測試。
5. 測試公司與主要客戶之合約，檢視合約條款，確認會計處理及收入認列政策是否一致，並評估遵循國際財務報導準則第 15 號（IFRS 15）認列收入之合理性。

#### **管理階層與治理單位對合併財務報告之責任**

管理階層之責任係依照國際財務報導準則、國際會計準則、解釋及解釋公告編製允當表達之合併財務報告，且維持與合併財務報告編製有關之必要內部控制，以確保合併財務報告未存有導因於舞弊或錯誤之重大不實表達。

於編製合併財務報告時，管理階層之責任亦包括評估東科集團繼續經營之能力、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東科集團或停止營業，或除清算或停業外別無實際可行之其他方案。

東科集團之治理單位（含審計委員會）負有監督財務報導流程之責任。

#### **會計師查核合併財務報告之責任**

本會計師查核合併財務報告之目的，係對合併財務報告整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照審計準則執行之查核工作無法保證必能偵出合併財務報

告存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報告使用者所作之經濟決策，則被認為具有重大性。

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

1. 辨認並評估合併財務報告導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達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，惟其目的非對東科控股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，以及使東科集團繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報告使用者注意合併財務報告之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致東科集團不再具有繼續經營之能力。
5. 評估合併財務報告（包括相關附註）之整體表達、結構及內容，以及合併財務報告是否允當表達相關交易及事件。
6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報告表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團查核意見。

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

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

本會計師從與治理單位溝通之事項中，決定對東科集團西元 2022 年度合併財務報告查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

勤業眾信聯合會計師事務所

會計師 施 錦 川

施錦川



會計師 邱 鏞 銘

邱鏞銘



證券暨期貨管理委員會核准文號

台財證六字第 0930128050 號

金融監督管理委員會核准文號

金管證審字第 1100356048 號

西 元 2023 年 2 月 24 日

<附件四>



西元 2022 年及 2021 年 12 月 31 日

單位：新台幣千元

資產	2022年12月31日		2021年12月31日		負債及權益	2022年12月31日		2021年12月31日	
	金額	%	金額	%		金額	%	金額	%
流動資產					流動負債				
現金及約當現金 (附註六)	\$ 1,290,720	22.49	\$ 528,617	8.34	短期銀行借款 (附註十四)	\$ 5,019	0.09	\$ 1,135,747	17.92
透過損益按公允價值衡量之金融資產－流動 (附註七)	104	-	1,597	0.03	應付帳款及票據 (附註十六)	2,340,361	40.79	2,393,148	37.75
應收票據及帳款 (附註八、十九及二十四)	1,786,229	31.13	1,978,358	31.21	租賃負債－流動 (附註十二)	43,572	0.76	48,576	0.77
存貨 (附註十及二四)	1,101,281	19.19	1,272,731	20.08	本期所得稅負債 (附註二十)	5,877	0.10	6,682	0.10
受限制資產 (附註六及二四)	-	-	41,511	0.65	其他應付款 (附註十六)	729,474	12.71	796,137	12.56
本期所得稅資產	2,572	0.05	-	-	流動負債合計	3,124,303	54.45	4,380,290	69.10
其他應收款及預付款項 (附註九)	392,519	6.84	1,334,562	21.05					
流動資產合計	4,573,425	79.70	5,157,376	81.36	非流動負債				
					應付公司債 (附註十五)	328,865	5.73	-	-
非流動資產					透過損益按公允價值衡量之金融負債－非流動 (附註七)	595	0.01	-	-
不動產、廠房及設備淨額 (附註十一及二四)	943,147	16.43	948,845	14.97	租賃負債－非流動 (附註十二)	31,488	0.55	59,972	0.95
透過損益按公允價值衡量之金融資產－非流動 (附註七)	120,787	2.10	108,912	1.72	長期銀行借款 (附註十四)	-	-	222,890	3.52
使用權資產 (附註十二)	71,499	1.25	78,135	1.23	遞延所得稅負債 (附註二十)	6,413	0.11	7,291	0.11
無形資產 (附註十三及二四)	22,887	0.40	38,565	0.61	其他應付款－非流動	-	-	5,887	0.09
遞延所得稅資產 (附註二十)	6,760	0.12	6,844	0.11	非流動負債合計	367,361	6.40	296,040	4.67
非流動資產合計	1,165,080	20.30	1,181,301	18.64	負債合計	3,491,664	60.85	4,676,330	73.77
					權益 (附註十八)				
					普通股股本	631,390	11.00	614,060	9.69
					資本公積	829,969	14.46	749,535	11.83
					庫藏股票	(24,019)	(0.42)	(24,019)	(0.38)
					國外營運機構財務報表換算之兌換差額	74,012	1.29	(79,767)	(1.26)
					透過其他綜合損益按公允價值衡量之金融資產未實現損失	-	-	(29,950)	(0.47)
					保留盈餘				
					法定盈餘公積	7,629	0.14	5,898	0.09
					特別盈餘公積	109,717	1.91	-	-
					未分配盈餘	618,143	10.77	426,590	6.73
					權益合計	2,246,841	39.15	1,662,347	26.23
資產總計	\$ 5,738,505	100.00	\$ 6,338,677	100.00	負債及權益總計	\$ 5,738,505	100.00	\$ 6,338,677	100.00

後附之附註係本合併財務報告之一部分。



董事長：東雅電子股份有限公司  
代表人：劉政林



經理人：白錦蒼



會計主管：林佩敏

東科控股股份有限公司  
(Eastech Holding Limited)



合併綜合損益表  
西元 2022 年及 2021 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟  
每股盈餘為元

	2022年度		2021年度	
	金	額 %	金	額 %
銷貨收入淨額（附註十九）	\$ 12,810,382	100.00	\$ 9,412,311	100.00
銷貨成本（附註十）	11,327,546	88.42	8,646,051	91.86
營業毛利	1,482,836	11.58	766,260	8.14
營業費用				
推銷費用	270,979	2.12	165,144	1.75
管理及總務費用	865,266	6.75	896,095	9.52
預期信用減損損失（附註八）	14,154	0.11	7,505	0.08
營業費用合計	1,150,399	8.98	1,068,744	11.35
營業淨利（損）	332,437	2.60	( 302,484 )	( 3.21 )
營業外收入及費用				
其他收入（附註十九）	65,454	0.51	867,374	9.21
兌換利益（損失）（附註二六）	59,361	0.46	( 28,668 )	( 0.31 )
財務成本（附註十九）	( 37,572 )	( 0.29 )	( 36,069 )	( 0.38 )
其他損失（附註十九）	( 37,107 )	( 0.29 )	( 178,286 )	( 1.89 )
營業外收入及費用合計	50,136	0.39	624,351	6.63
稅前利益	382,573	2.99	321,867	3.42
所得稅（費用）利益（附註二十）	( 12,778 )	( 0.10 )	45,619	0.49
合併淨利	369,795	2.89	367,486	3.91
其他綜合損益（稅後淨金額）				
後續可能重分類至損益之項目				
國外營運機構財務報表換算之兌換差額	153,779	1.20	( 15,598 )	( 0.17 )
綜合損益總額	\$ 523,574	4.09	\$ 351,888	3.74
每股盈餘（附註二一）				
基本每股盈餘—稅後	\$ 6.03		\$ 6.03	
稀釋每股盈餘—稅後	\$ 5.98		\$ 6.03	

後附之附註係本合併財務報告之一部分。

董事長：東雅電子股份有限公司  
代表人：劉政林



經理人：白錦蒼



會計主管：林佩敏





西元 2022 年 12 月 31 日

單位：新台幣仟元

	普通股	股本	資本公積	庫藏股	股票	國外營運機構 財務報表換算 之兌換差額	員工未賺得酬勞	透過其他綜合損益按 公允價值衡量之金融 資產未實現損失	保	留	盈	餘 (累計虧損)	權 益	計
	\$	614,550	\$	779,951	(\$	24,019	(\$	186,751)	(\$	2,490)	(\$	29,950)	\$	1,181,781
2021 年 1 月 1 日餘額	-	-	-	-	-	-	-	-	-	-	-	-	-	-
處分子公司	( 490 )	( 490 )	( 1,014 )	-	-	-	1,504	-	-	-	59,104	59,104	-	122,582
限制員工權利新股註銷	-	-	-	-	-	-	-	-	-	-	-	-	-	-
提列限制員工權利新股酬勞成本	-	-	-	-	-	-	986	-	-	-	-	-	986	986
提列員工認股權酬勞成本	-	-	-	5,110	-	-	-	-	-	-	-	-	-	5,110
盈虧撥補調整	-	-	-	( 34,512 )	-	-	-	-	-	-	-	34,512	-	-
2021 年度淨利	-	-	-	-	-	-	-	-	-	-	-	367,486	367,486	367,486
2021 年度稅後其他綜合損益	-	-	-	-	-	-	( 15,598 )	-	-	-	-	-	( 15,598 )	-
2021 年度綜合損益總額	-	-	-	-	-	-	( 15,598 )	-	-	-	-	367,486	351,888	351,888
2021 年 12 月 31 日餘額	614,060	614,060	749,535	( 24,019 )	( 79,767 )	-	-	( 29,950 )	-	5,898	-	426,590	1,662,347	1,662,347
2021 年盈餘分配 現金股利	-	-	-	-	-	-	-	-	-	-	-	-	( 36,844 )	( 36,844 )
發放子公司股利調整資本公積	-	-	272	-	-	-	-	-	-	-	-	-	-	272
子公司提列法定盈餘公積	-	-	-	-	-	-	-	-	-	1,731	-	( 1,731 )	-	-
提列特別盈餘公積	-	-	-	-	-	-	-	-	-	-	109,717	( 109,717 )	-	-
提列員工認股權酬勞成本	-	-	-	14,398	-	-	-	-	-	-	-	-	-	14,398
員工認股權轉換發行之普通股	17,330	17,330	28,142	-	-	-	-	-	-	-	-	-	-	45,472
發行可轉換公司債	-	-	37,622	-	-	-	-	-	-	-	-	-	-	37,622
處分透過其他綜合損益按公允價值衡量之金融資產	-	-	-	-	-	-	-	29,950	-	-	-	( 29,950 )	-	-
2022 年度淨利	-	-	-	-	-	-	-	-	-	-	-	369,795	369,795	369,795
2022 年度稅後其他綜合損益	-	-	-	-	-	-	153,779	-	-	-	-	-	-	153,779
2022 年度綜合損益總額	-	-	-	-	-	-	153,779	-	-	-	-	369,795	523,574	523,574
2022 年 12 月 31 日餘額	\$ 631,390	\$ 631,390	829,969	( 24,019 )	\$ 74,012	\$	-	-	\$	7,629	\$	618,143	\$ 2,246,841	\$ 2,246,841

後附之附註係本合併財務報告之一部分。



董事長：東雅電子股份有限公司  
代表人：劉政林

經理人：白錦蒼



會計主管：林佩敏



東科控股股份有限公司  
(Eastech Holding Limited)



合併現金流量表

西元 2022 年及 2021 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

	2022 年度	2021 年度
營業活動之現金流量		
稅前利益	\$ 382,573	\$ 321,867
調整項目：		
攤銷費用—其他無形資產	18,955	71,647
提列呆帳費用	14,154	104
其他應收款減損損失	-	7,401
備抵存貨跌價損失及存貨報廢損失	29,512	17,981
商譽減損損失	-	107,281
不動產、廠房及設備之折舊費用	140,202	144,853
使用權資產之折舊費用	25,821	29,586
處分及報廢不動產、廠房及設備淨損失	21,073	35,650
處分子公司利益	-	( 700,372)
其他無形資產報廢損失	-	1,240
其他無形資產減損損失	-	21,455
利息費用	37,572	36,069
利息收入	( 5,000)	( 2,110)
股利收入	( 4,921)	-
限制員工權利股票酬勞成本	-	986
租賃終止利益	( 140)	( 66)
員工認股權酬勞成本	14,398	5,110
透過損益按公允價值衡量之金融工具之淨損失（利益）	<u>1,216</u>	<u>( 34,611)</u>
營運資金變動前之營運現金流量	675,415	64,071
營業資產及負債之淨變動		
應收票據及帳款	177,975	( 35,457)
其他應收款及預付款項	49,158	( 55,533)
存貨	141,938	( 57,399)
應付票據及帳款	( 52,787)	( 623,332)
其他應付款	<u>( 72,550)</u>	<u>( 137,374)</u>
營運產生之現金流入（出）	919,149	( 845,024)
支付利息	( 36,917)	( 36,069)
收取利息	5,000	2,110
收取股利	4,921	-
支付所得稅	<u>( 17,375)</u>	<u>( 19,364)</u>
營業活動之淨現金流入（出）	<u>874,778</u>	<u>( 898,347)</u>
投資活動之現金流量		
購置不動產、廠房及設備	( 113,392)	( 145,625)
質押定存減少（增加）	41,511	( 20,464)
處分不動產、廠房及設備價款	1,603	24,423
處分子公司之淨現金流入（附註九）	892,885	589,910
其他無形資產增加	<u>( 2,085)</u>	<u>( 58,164)</u>
投資活動之淨現金流入	<u>820,522</u>	<u>390,080</u>
籌資活動之現金流量		
發行可轉換公司債	366,287	-
舉借銀行借款	3,428,004	2,864,186

（接次頁）

( 承 前 頁 )

	2022 年度	2021 年度
償還銀行借款	(\$ 4,892,540)	(\$ 2,903,857)
租賃負債本金償還	( 50,730)	( 27,214)
發放現金股利	( 36,844)	-
庫藏股收取現金股利	272	-
員工執行認股權	<u>45,472</u>	<u>-</u>
籌資活動之淨現金流出	( <u>1,140,079</u> )	( <u>66,885</u> )
匯率影響數	<u>206,882</u>	( <u>5,520</u> )
本期現金及約當現金淨增加 ( 減少 )	762,103	( 580,672)
期初現金及約當現金餘額	<u>528,617</u>	<u>1,109,289</u>
期末現金及約當現金餘額	<u>\$ 1,290,720</u>	<u>\$ 528,617</u>
現金及約當現金明細如下：		
現金及銀行存款	\$ 1,290,720	\$ 570,128
質押之定期存款	<u>-</u>	( <u>41,511</u> )
現金及約當現金	<u>\$ 1,290,720</u>	<u>\$ 528,617</u>

後附之附註係本合併財務報告之一部分。

董事長：東雅電子股份有限公司

代表人：劉政林



經理人：白錦蒼



會計主管：林佩敏





< 附件五 >

東科控股股份有限公司

民國 111 年度盈餘分派表

摘 要	備註	金額 (新台幣元)
未分配盈餘期初餘額		280,030,091
加：本年度之合併淨利		369,796,177
迴轉去年帳列其他股東權益減項淨額而提列相同數額之特別盈餘公積	註 1	109,716,507
減：處分透過其他綜合損益按公允價值衡量之金融資產 東科聲學(深圳)有限公司提列特別盈餘公積	註 2	(29,950,000) (1,731,389)
可供分配盈餘		727,861,386
分配項目：股東現金紅利(每股配發計新台幣 3.1 元)	註 3	(196,397,400)
期末未分配盈餘餘額		531,463,986

[註 1]：

依據金管證發字第 10901500221 及 1090150022 號規定，應就當年帳列其他股東權益減項淨額，提列相同數額之特別盈餘公積，嗣後其他股東權益減項餘額有迴轉時，得就迴轉部分分派盈餘。

[註 2]：

依當地法規，大陸子公司東科聲學深圳需從本期淨利並彌補之前年度虧損提撥不低於 10% 作為法定盈餘公積。

[註 3]：

依本公司之章程規定：

股東股利不得低於當期盈餘餘額 10%，且現金股利不得低於分配股利 50%，其餘得以股票股利分配之。

股利下限計算如下：

本期盈餘(已包括迴轉去年提列之特別盈餘公積及扣除處分透過其他綜合損益按公允價值衡量之金融資產調整及扣除本期之法定盈餘公積調整)新台幣 447,831,295 元 X 10%=新台幣 44,783,130 元，故本期分配之現金股利 196,397,400 元符合本公司章程規定。另上表所配發普通股現金股利其每股配發股利之計算係以 2023 年 2 月 24 日普通股股本 63,354,000 股計算之股東現金股利每股 3.1 元，擬提請董事會通過後，於配息基準日前，如因員工認股權憑證之執行認購普通股、可轉換公司債轉換成普通股或其它法令等因素，致影響流通在外股份數量，股東配息率因此發生變動時，擬授權董事長處理。

董事長：東雅電子股份有限公司

代表人：劉政林



總經理：白錦蒼



會計主管：林佩敏



< 附件六 >

東科控股股份有限公司  
公司章程修訂條文對照表(英文原文)

	Original Article	Proposal for the Amendment	Explanations
32	<p>(A) Shareholder may request the Company to purchase all of his Shares at the then prevailing fair price in the event any of the following resolutions is adopted by general meeting:</p> <p>(a) the matters as prescribed in Article 185 of the Company Act, and the dissenting Shareholder has notified the Company in writing of his objection to such proposal prior to such meeting and subsequently raised his objection at the meeting; provided, however, that no Shareholder shall have the abovementioned appraisal right if the general meeting resolves on the dissolution of the Company after the completion of transfer of business or assets under the paragraph (b) of Article 31(A); or</p> <p>(b) the matters as prescribed in Article 12 of the M&amp;A Act, and the dissenting Shareholder has forfeited his right to vote on such matter and expressed his dissent therefore, in writing or verbally (with a record) before or during the general meeting.</p> <p>(B) The dissenting Shareholder shall make a written request specifying the price for buying back within 20 days after the resolution of the general meeting was made. If the Company and Shareholder reach an agreement about the share price, the Company shall pay for the shares within 90 days after the resolution of the general meeting was made. In case no agreement is reached, the Company shall pay the fair</p>	<p>(A) Shareholder may request the Company to purchase all of his Shares at the then prevailing fair price in the event any of the following resolutions is adopted by general meeting:</p> <p>(a) the matters as prescribed in Article 185 of the Company Act, and the dissenting Shareholder has notified the Company in writing of his objection to such proposal prior to such meeting and subsequently raised his objection at the meeting; provided, however, that no Shareholder shall have the abovementioned appraisal right if the general meeting resolves on the dissolution of the Company after the completion of transfer of business or assets under the paragraph (b) of Article 31(A); or</p> <p>(b) the matters as prescribed in Article 12 of the M&amp;A Act, and the dissenting Shareholder has <u>expressed his dissent therefore, in writing or verbally (with a record), and voted against or</u> forfeited his right to vote on such matter <del>and</del> before or during the general meeting. <u>Shares for which the dissenting Shareholder has forfeited the voting rights shall not be counted in the numbers of votes of the Shareholders present at the meeting.</u></p> <p>(B) The dissenting Shareholder shall make a written request specifying the price for buying back within 20 days after the resolution of the general meeting was made. If the Company and Shareholder</p>	Amended pursuant to Article 12 of the Taiwan Business Mergers And Acquisitions Act

<p>price it has recognized to such dissenting Shareholder within 90 days after the resolution of the general meeting was made. If the Company did not pay, the Company shall be considered to be agreeable to the higher price requested by the dissenting Shareholder.</p> <p>(C) In the event that the dissenting Shareholder files the request of buying back due to a resolution pursuant to the paragraph (a) of Article 32(A), if the Company fails to reach such agreement with the dissenting Shareholder within a 60-day period commencing from the resolution date, the dissenting Shareholder may, within 30 days after such 60-day period, file a petition to the Taipei District Court as the competent court of Taiwan for a ruling on the appraisal price, and such court ruling shall be binding and conclusive as between the Company and requested Shareholder with respect to the buying back price.</p> <p>(D) In the event that the dissenting Shareholder files the request of buying back due to a resolution pursuant to the paragraph (b) of Article 32(A), if no agreement is reached within 60 days since the resolution of the general meeting was made, the Company shall apply to the court for a ruling on a fair price against all the dissenting Shareholders as the opposing party within 30 days after such 60-day duration, and the Taipei District Court shall be the court of competent jurisdiction for the first instance.</p>	<p>reach an agreement about the share price, the Company shall pay for the shares within 90 days after the resolution of the general meeting was made. In case no agreement is reached, the Company shall pay the fair price it has recognized to such dissenting Shareholder within 90 days after the resolution of the general meeting was made. If the Company did not pay, the Company shall be considered to be agreeable to the higher price requested by the dissenting Shareholder.</p> <p>(C) In the event that the dissenting Shareholder files the request of buying back due to a resolution pursuant to the paragraph (a) of Article 32(A), if the Company fails to reach such agreement with the dissenting Shareholder within a 60-day period commencing from the resolution date, the dissenting Shareholder may, within 30 days after such 60-day period, file a petition to the Taipei District Court as the competent court of Taiwan for a ruling on the appraisal price, and such court ruling shall be binding and conclusive as between the Company and requested Shareholder with respect to the buying back price.</p> <p>(D) In the event that the dissenting Shareholder, <u>who voted against or forfeited his right to vote</u>, files the request of buying back due to a resolution pursuant to the paragraph (b) of Article 32(A), if no agreement is reached within 60 days since the resolution of the general meeting was made, the Company shall apply to the court for a ruling on a fair price against all the dissenting Shareholders as the opposing</p>
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		party within 30 days after such 60-day duration, and the Taipei District Court shall be the court of competent jurisdiction for the first instance.	
108	<p>A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in regard to any contract so made.</p> <p>A Director who has personal interest whether directly or indirectly in a matter under discussion at a meeting of the Board, shall declare the nature of his interest and explain the gist of such interest at the same meeting of the Board, and if such personal interest may be adverse to the interest of the Company, such Director cannot cast his own vote or vote by proxy on behalf of another Director. Such abstaining Director shall not be counted in the number of votes of Directors present at the Board meeting (but shall still be counted in the quorum for such meeting). When the Company conducts M&amp;A transactions, a Director who has a personal interest in the M&amp;A transaction shall explain to the Board and the general meeting as applicable the essential contents of such personal interest and the cause of approval or dissent to</p>	<p>A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in regard to any contract so made.</p> <p>A Director who has personal interest whether directly or indirectly in a matter under discussion at a meeting of the Board, shall declare the nature of his interest and explain the gist of such interest at the same meeting of the Board, and if such personal interest may be adverse to the interest of the Company, such Director cannot cast his own vote or vote by proxy on behalf of another Director. Such abstaining Director shall not be counted in the number of votes of Directors present at the Board meeting (but shall still be counted in the quorum for such meeting). When the Company conducts M&amp;A transactions, a Director who has a personal interest in the M&amp;A transaction shall explain to the Board and the general meeting as applicable the essential contents of such personal interest and the cause of approval or dissent to</p>	Amended pursuant to Paragraph 4, Article 5 of the Taiwan Business Mergers And Acquisitions Act

	<p>the resolution of the M&amp;A transaction.</p> <p>Where the spouse, a blood relative within the second degree of kinship of a Director, or any company which has a controlling or subordinate relation with a Director has interests in the matters under discussion in the Board meeting, such Director shall be deemed having a personal interest in the matter.</p>	<p>the resolution of the M&amp;A transaction. <u>The Company shall declare the essential contents of such personal interest and the cause of approval or dissent to the resolution of the M&amp;A transaction in the notice of a general meeting. The content of such may be posted on the website designated by the Taiwan securities authorities or the Company, and the uniform resource locator (URL) of such website shall be indicated in the above notice.</u></p> <p>Where the spouse, a blood relative within the second degree of kinship of a Director, or any company which has a controlling or subordinate relation with a Director has interests in the matters under discussion in the Board meeting, such Director shall be deemed having a personal interest in the matter.</p>	
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東科控股股份有限公司  
公司章程修訂條文對照表(中文翻譯)

	原條文	修訂後條文	修正理由
32	<p>(A) 股東會決議下列事項之一時，異議股東得對本公司行使股份收買請求權，請求本公司以當時公平價格收買其股份：</p> <p>(a) 有公司法第 185 條所定情事之一，股東於股東會前已以書面通知本公司反對該項議案之意思表示，並在股東會上再次提出反對意見者；但股東會依第 31(A)條第(b)項規定作成決議，於轉讓本公司營業或資產後，同時解散本公司者，股東不得享有上述請求收買股份之權利；</p> <p>(b) 有企業併購法第 12 條所定情事之一，股東於股東會集會前或集會中，以書面表示異議，或以口頭表示異議經紀錄，且放棄其表決權者。</p> <p>(B) 股東為前項之請求，應於股東會決議日起二十日內以書面提出，並列明請求收買價格。股東與本公司間就收買價格達成協議者，本公司應自股東會決議日起九十日內支付價款。未達成協議者，本公司應自決議日起九十日內，依其所認為之公平價格支付價款予未達成協議之股東；本公司未支付者，視為同意股東請求收買之價格。</p> <p>(C) 股東因股東會決議第 32(A)條第(a)項所列之議案而向公司請求收買其所有之股份者，倘若本公司與股東自該股東會決議之日起六十日內，未能就收買價格達成協議者，則該股東得在此六十日期間經過後三十日內，向臺灣臺</p>	<p>(A) 股東會決議下列事項之一時，異議股東得對本公司行使股份收買請求權，請求本公司以當時公平價格收買其股份：</p> <p>(a) 有公司法第 185 條所定情事之一，股東於股東會前已以書面通知本公司反對該項議案之意思表示，並在股東會上再次提出反對意見者；但股東會依第 31(A)條第(b)項規定作成決議，於轉讓本公司營業或資產後，同時解散本公司者，股東不得享有上述請求收買股份之權利；</p> <p>(b) 有企業併購法第 12 條所定情事之一，股東於股東會集會前或集會中，以書面表示異議，或以口頭表示異議經紀錄，且<u>投票反對或放棄其表決權者。放棄表決權之股份數，不算入已出席股東之表決權數。</u></p> <p>(B) 股東為前項之請求，應於股東會決議日起二十日內以書面提出，並列明請求收買價格。股東與本公司間就收買價格達成協議者，本公司應自股東會決議日起九十日內支付價款。未達成協議者，本公司應自決議日起九十日內，依其所認為之公平價格支付價款予未達成協議之股東；本公司未支付者，視為同意股東請求收買之價格。</p> <p>(C) 股東因股東會決議第 32(A)條第(a)項所列之議案而向公司請求收買其所有之股份者，倘若本公司與股東自該股東會決議之日起六十日</p>	依據企業併購法第 12 條修訂。

	<p>北地方法院聲請為價格之裁定。法院之裁定在本公司及該請求股東間針對收買價格有終局確定拘束力。</p> <p>(D) 股東因股東會決議第 32(A)條第(b)項所列之議案而向公司請求收買其所有之股份者，股東與本公司間就收買價格自股東會決議日起六十日內未達成協議者，本公司應於此六十日期間經過後三十日內，以全體未達成協議之股東為相對人，聲請法院為價格之裁定，並應以臺灣臺北地方法院為第一審管轄法院。</p>	<p>內，未能就收買價格達成協議者，則該股東得在此六十日期間經過後三十日內，向臺灣臺北地方法院聲請為價格之裁定。法院之裁定在本公司及該請求股東間針對收買價格有終局確定拘束力。</p> <p>(D) <u>於股東會投票反對或放棄表決權之</u>股東因股東會決議第 32(A)條第(b)項所列之議案而向公司請求收買其所有之股份，<u>如</u>股東與本公司間就收買價格自股東會決議日起六十日內未達成協議者，本公司應於此六十日期間經過後三十日內，以全體未達成協議之股東為相對人，聲請法院為價格之裁定，並應以臺灣臺北地方法院為第一審管轄法院。</p>	
108	<p>公司董事對於與公司簽訂之契約或擬簽訂之契約有直接或間接之利害關係時，應於董事會議中表明利害關係。董事已將其本身為某特定公司或組織成員且對於將與該公司或組織簽訂之契約具有利害關係通知董事會者，應認為已充分揭露對於該契約簽訂之利害關係。</p> <p>公司董事對於董事會議之事項，有自身利害關係時，應於當次董事會說明其自身利害關係之重要內容。董事對於董事會之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，並不得代理他董事行使其表決權。董事會之決議，依前述規定不得行使表決權之董事，不算入已出席董事之表決權數（但仍應計入法定出席人數）。於公司進行併購時，公司董事應向董事會及股東會說明其與併購交易自身利害關係之重要內容及贊成</p>	<p>公司董事對於與公司簽訂之契約或擬簽訂之契約有直接或間接之利害關係時，應於董事會議中表明利害關係。董事已將其本身為某特定公司或組織成員且對於將與該公司或組織簽訂之契約具有利害關係通知董事會者，應認為已充分揭露對於該契約簽訂之利害關係。</p> <p>公司董事對於董事會議之事項，有自身利害關係時，應於當次董事會說明其自身利害關係之重要內容。董事對於董事會之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，並不得代理他董事行使其表決權。董事會之決議，依前述規定不得行使表決權之董事，不算入已出席董事之表決權數（但仍應計入法定出席人數）。於公司進行併購時，公司董事應向董事會及股東會說明其與併購交易自身利害關係之重要內容及贊成</p>	依據企業併購法第 5 條第 4 項修訂。

	<p>或反對併購決議之理由。</p> <p>董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就前項會議之事項有利害關係者，視為董事就該事項有自身利害關係。</p>	<p>或反對併購決議之理由，<u>公司並應於股東會召集事由中敘明董事利害關係之重要內容及贊成或反對併購決議之理由，其內容得置於中華民國證券主管機關或公司指定之網站，並應將其網址載明於通知。</u></p> <p>董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就前項會議之事項有利害關係者，視為董事就該事項有自身利害關係。</p>	
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# 董事及獨立董事候選人名單

2023年4月18日；單位：股

序號	類別	姓名	學歷	經歷及現職	持股數
1	董事	東雅電子股份有限公司	不適用	不適用	453,000 股
2	董事	白錦蒼	(1)香港國際商學院工商管理碩士	<u>經歷/現職：</u> 東科控股(股)公司總經理	140,000 股
3	董事	張東益	(1)美國加州州立大學財管碩士	<u>經歷：</u> (1)國賓陶瓷執行副總 <u>現職：</u> (1)東科聲學股份有限公司董事 (2)東雅電子股份有限公司董事 (3)丹麥 Scan-Speak A/S 董事	37,000 股
4	董事	鄧秋香	(1)輔仁大學經濟系學士	<u>經歷：</u> 東雅電子股份有限公司人資協理 人力資源經驗已有 20 年 <u>現職：</u> (1)東科聲學股份有限公司董事 (2)東雅電子股份有限公司董事 (3)東美音響(香港)有限公司董事 (4)丹麥 Scan-Speak A/S 董事	20,000 股

序號	類別	姓名	學歷	經歷及現職	持股數
5	獨立董事	張三祝	(1)美國南加大電機工程碩士 (2)大同大學電機系學士	<u>經歷：</u> (1)大同大學電機系講師及人事室主任 (2)大同股份有限公司企劃處處長 (3)大同股份有限公司人事經營發展處處長 <u>現職：</u> (1)大同大學人事室主任 (2)東科控股(股)公司獨立董事	0 股
6	獨立董事	鄭世榮	(1)中興大學法律系學士	<u>經歷：</u> (1)立法院內政外交國防委員會主任秘書 (2)警察專科學校講師 (3)行政院公共工程委員會諮詢委員 <u>現職：</u> 東科控股(股)公司獨立董事	55,000 股
7	獨立董事	蘇怡仁	(1)美國舊金山大學企管碩士	<u>經歷：</u> (1)元勝國際實業(股)公司董事長兼總經理 (2)中華休斯網絡系統集成(股)公司執行長 <u>現職：</u> (1)中華休斯網絡系統集成(股)公司執行長 (2)長榮大學 EMBA 兼任助理教授	0 股

獨立董事任期達三屆者之提名理由：

張三祝先生是電機(EI)專業人士，學養俱佳，且任職大同公司與大同大學歷任人力資源及企劃部門高階主管經歷。眾所皆知，以原任職公司是遠大於本公司數十倍規模之大型企業，且行業別類似，對本公司智財權、人力培育招募利用都有業界導師的貢獻，並促成本公司與大同大學在聲學技術及自動化的產學合作，在其主持薪酬委員會下，以人資專家思維，不吝分享業界經驗、且在學界仍任教職及行政職雙軌，對本公司國際化與系統化導入人才，不可或缺。

東科控股股份有限公司  
董事兼任其他公司職務

類別	姓名	擔任其他公司之重要職務
獨立董事	蘇怡仁	中華休斯網絡系統集成(股)公司執行長

## 東科控股股份有限公司

### 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，爰依上市上櫃公司治理實務守則第五條規定訂定本規則，以資遵循。

第二條：本公司股東會之議事規則，除法令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。

股東會之召集通知應載明召集事由，並於股東常會三十天前、股東臨時會十五日前，以書面通知股東，並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，製作電子檔於公開資訊觀測站公告，倘股東會採行書面行使表決權時，並應將前述資料及書面行使表決權用紙，併同寄送予股東。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資料製作電子檔傳至公開資訊觀測站。本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會股東名簿記載之外資及陸資持股比例合計達百分之三十以上時，應於股東常會開會三十日前完成前開電子檔案之傳送。

倘本公司已取得股東事前同意或於開曼法及台灣法令許可前提下，股東會之通知得以電子通訊方式為之。

公司章程第 44 條(A)所列事項，應在股東會召集事由中列舉並說明其主要內容，不得以臨時動議提出；其主要內容得置於證券主管機關或本公司指定之網站，並應將其網址載明於通知。股東於股東會中得依法提出臨時動議，但以與召集事由直接相關者為限。

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

持有已發行股份總數百分之一以上股份之股東，得向本公司提出股東常會議案，以一項為限，提案超過一項者，均不列入議案。但股東提案係為敦促公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。另股東所提議案有公司法第 172 條之 1 第 4 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、書面或電子受理方式、受理處所及受理期間；其受理期間不得少於十日。

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託他人出席股東常會，並參與該項議案討論。

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

第四條：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，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，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。

本公司股東會之召開得以視訊會議或其他經台灣公司法主管機關公告之方式為之。股東會開會時，如以視訊會議為之，股東以視訊參與會議者，視為親自出席。股東會以視訊會議為之者，本公司應符合之條件、作業程序及其他應遵行事項，應遵循上市法令規定。

第六條：本公司應設簽名簿供出席股東本人或股東所委託之代理人（以下稱股東）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。

股東應憑出席證、出席簽到卡或其他出席證件出席股東會；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。政府或法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。

第七條：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，由董事長指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。

董事會所召集之股東會，宜有董事會過半數之董事參與出席。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之律師、會計師或相關人員列席股東會。

第八條：本公司應將股東會之開會過程全程錄音或錄影，並至少保存一年。遇有因股東會召集程序或決議方法違反相關法令而致發生訴訟時，應保存至訴訟終結為止。

第九條：除公司章程另有規定外，出席股東至少二人持有股份(包含親自出席或出具委託書者)合計已超過已發行有表決權股數半數時，為已達股東會議法定人數。但如本公司僅有一名股東時，經該股東依照公司章程規定簽署之書面決議，應與合法召集並召開之股東會所通過之決議具相同效力。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，主席應即宣佈開會，惟未有代表已發行股份總數過半數之股東出席時，主席得宣佈延後開會，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，由主席宣佈流會。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，得以出席股東過半數之同意作成假決議。該假決議之通知應發予每位股東，並應於一個月內再行召集股東會。前述股東會對於假決議，如仍有至少二人持有已發行股份總數三分之一以上之股東出席，並經出席股東表決權過半數之同意，該決議視為經普通決議通過。

第十條：股東會如由董事會召集者，其議程由董事會訂定之，相關議案(包括臨時動議及原議案修正)均應採逐案票決，會議應依排定之議程進行，非經股東會決議不得變更之。

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

前二項排定之議程於議事(含臨時動議)未終結前，非經決議，主席不得逕行宣佈散會；主席違反議事規則，宣佈散會者，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，得宣佈停止討論，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。若本公司知悉，就股東會決議事項，股東依台灣法令規定禁止就特定議案行使表決權，或限制不得針對特定議案行使表決權時，任何由該股東行使或代理其他股東行使而與上述規定牴觸之表決權數，不算入已出席股東之表決權數。

前項不得行使表決權之股份數，不算入已出席股東之表決權數。除信託事業或經證券主管機關核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。

第十三條：股東每股有一表決權；但受限制或本公司章程規定無表決權者，不在此限。

本公司召開股東會時，應採行以電子方式並得採行以書面方式行使其表決權；其以書面或電子方式行使其表決權，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，意思表示有兩個以上時，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，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，除法令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，並將股東同意、反對及棄權之結果記載於該股東會議事錄。

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

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

計票應於股東會場內公開為之，表決之結果，應當場報告，並作成紀錄。

第十四條：股東會有選舉董事時，應依本公司所訂相關選任規範辦理，並應當場宣佈選舉結果。

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。遇有因股東會召集程序或決議方法違反相關法令而致訴訟時，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，本公司為公開發行公司後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、議事經過之要領及表決結果(包含統計之權數)記載之，有選舉董事時，應揭露每位候選人之得票權數。在本公司存續期間，應永久保存。

第十六條：徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。

股東會決議事項，如有屬法令規定、臺灣證券交易所股份有限公司(財團法人中華民國證券櫃檯買賣中心)規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。

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，應佩戴「糾察員」字樣臂章或識別證。會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

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

第十八條：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，並視情況宣佈續行開會之時間。



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。

當股東會或休會後續行集會後再休會已逾五日者，續行集會之召集通知應比照原股東會召集方式進行。除前述外，休會或休會後續行會議之議案，無須另行為通知。

第十九條：本規則經股東會決議後施行，修改時亦同。本規則自西元 2011 年 3 月 30 日股東會通過後實施。第一次修訂，並經西元 2011 年 8 月 12 日股東會通過。第二次修訂，並經西元 2012 年 3 月 19 日股東會通過。第三次修訂，並經西元 2017 年 6 月 8 日股東會通過。第四次修訂，並經西元 2020 年 6 月 12 日股東會通過。第五次修訂，並經西元 2022 年 6 月 17 日股東會通過。

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THE COMPANIES ACT (2022 version)

COMPANY LIMITED BY SHARES

**AMENDED AND RESTATED**

**MEMORANDUM OF ASSOCIATION**

**OF**

**EASTECH HOLDING LIMITED**

**東科控股股份有限公司**

**(adopted by Special Resolution of the Shareholders dated June 17, 2022)**

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1. The name of the Company is Eastech Holding Limited  
(東科控股股份有限公司)
2. The Registered Office shall be at the offices of Portcullis (Cayman) Ltd, The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands.
3. Subject to the following provisions of this Memorandum, the objects for which the Company is established are unrestricted.
4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Act.
5. Nothing in this Memorandum shall permit the Company to carry on a business for which a licence is required under the laws of the Cayman Islands unless duly licensed.
6. If the Company is exempted, it shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of each member is limited to the amount from time to time unpaid on such member's shares.
8. The share capital of the Company is NTD1,200,000,000 divided into 120,000,000 shares of a nominal or par value of NTD \$10.00 each.
9. The Company may exercise the power contained in the Companies Act to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.

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THE COMPANIES ACT (2022 version)  
COMPANY LIMITED BY SHARES

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

**EASTECH HOLDING LIMITED**

東科控股股份有限公司

(as adopted by a Special Resolution passed on June 17, 2022)

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**INTERPRETATION**

- 1 The Regulations contained or incorporated in Table A of the First Schedule to the Law (as defined below) shall not apply to this Company.
- 2 (a) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:
  - (1) **Affiliated Company** with respect to any company, any other company that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such first company; the term “control” means the possession, direct or indirect, of the effective controlling power to direct or cause the direction of the management and policies of such company, whether through the ownership of voting securities, by contract or otherwise, and the terms “controlling”, “controlled by” and “under common control with” shall have correlative meanings;
  - (2) **Applicable Rules** **Listing** the relevant laws, regulations, rules and code as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of the laws of the R.O.C., including without limitation the Securities and Exchange Act, the Company Act, the Business Merger and Acquisition Act (“M&A Act”), the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, or any similar statute and the rules and regulations of the Taiwan authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the Taipei Exchange or the Taiwan Stock Exchange;
  - (3) **Articles** these Articles of Association of the Company in their present form, as amended or substituted from time to

- time amended or supplemented by Special Resolution;
- (4) Auditors the Auditors for the time being of the Company, if any;
- (5) Audit Committee has the meaning set forth in Article 84;
- (6) Audit Committee Members members of the Audit Committee;
- (7) Chairman has the meaning given thereto in Article 76;
- (8) Class or Classes any class or classes of Shares as may from time to time be issued by the Company;
- (9) Commission Financial Supervisory Commission of Taiwan or any other authority for the time being administering the Securities and Exchange Act of Taiwan;
- (10) Company Eastech Holding Limited 東科控股股份有限公司;
- (11) Consolidated Company means the new company that results from the consolidation of two or more Constituent Companies;
- (12) consolidation means the combination of two or more Constituent Companies into a Consolidated Company and the vesting of the undertaking, property and liabilities of such companies in the Consolidated Company within the meaning of the Law and the Taiwan Laws;
- (13) Constituent Company an existing company that is participating in a Merger with one of more other existing companies within the meaning of the Law and the Taiwan Law;
- (14) Directors or Board the directors of the Company for the time being or, as the case may be, the directors assembled as a board or as a committee thereof;
- (15) Distributable Earnings has the meaning given thereto in Article 117;
- (16) electronic shall have the meaning given to it in the Electronic Transactions Law (2003 Revision) (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;
- (17) electronic communication transmission to any number, address or internet website or other electronic delivery methods as may be decided and approved by not less than two-thirds of the vote of the Board, subject to the Law;
- (18) Emerging Market the emerging market board of Taipei Exchange in Taiwan;

- (19) FSC Financial Supervisory Commission of Taiwan;
- (20) Taipei Exchange or TPEX the Taipei Exchange in Taiwan;
- (21) Indemnified Person has the meaning given thereto in Article 154;
- (22) Independent Director a Director who is an independent director as defined in the Applicable Listing Rules;
- (23) Law the Companies Act of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;
- (24) Member or Shareholder a Person who is duly registered as the holder of any Share or Shares in the Register and includes each subscriber to the Memorandum of Association pending entry in the Register of such subscriber as well as persons who are jointly so registered, and “Members” or “Shareholders” means 2 or more of them;
- (25) Memorandum of Association of the memorandum of association of the Company, as amended or substituted from time to time;
- (26) Merger a merger and/or a consolidation;
- (27) merger the merging of two or more Constituent Companies and the vesting of their undertaking, property and liabilities in one of such company as the Surviving Company within the meaning of the Law and the Taiwan Laws;
- (28) Month a calendar month;
- (29) MOPS The Market Observation Post System maintained by TSE & TPEX;
- (30) Ordinary Resolution a resolution passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting of the Company held in accordance with these Articles and where a poll is taken regard shall be had in computing a majority to the number of votes to

which each Shareholder is entitled;

- (31) paid up                      paid up as to the par value and any premium payable in respect of the issue of any Shares and includes credited as paid up;
- (32) Person                      any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;
- (33) Register                    the register or registers of Members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time, as required to be kept pursuant to the Law (including any “listed shares register” and/or “unlisted shares register” in each case as defined in the Law);
- (34) Registered Office           the registered office of the Company for the time being as required under the Law;
- (35) Registration Office           such place or places in the Republic of China or elsewhere where the Board from time to time determine to keep a Register in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares or other securities are to be lodged for registration and are to be registered;
- (36) Relevant Period              the period commencing from the date on which any of the securities of the Company first become listed on a Stock Market to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);
- (37) remunerations              including without limitation salary, reimbursement, cash, options, share bonus, retirement benefits, severance pay, termination payment, allowances and other compensation with substantial benefits;
- (38) Remuneration Committee   has the meaning given thereto in Article 85.1;
- (39) Remuneration Committee Members   The members of Remuneration Committee;
- (40) Republic of China, R.O.C. or Taiwan           the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;

- (41) Seal the common seal of the Company (if applicable) or any facsimile or official seal (if applicable) for the use outside of the Cayman Islands;
- (42) Secretary any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;
- (43) Share a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;
- (44) Share Premium Account the share premium account established in accordance with these Articles, the Law and the Taiwan Laws, meaning an account where a sum equal to the aggregate amount of or the value of the premium paid on the issue of the Shares;
- (45) Shareholders' Service Agent the agent licensed by Taiwan authorities to provide certain shareholders services in accordance with the Applicable Listing Rules to the Company;
- (46) signed bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;
- (47) Special Resolution means a special resolution of the Company passed in accordance with the Law, being a resolution passed by a majority of at least two-thirds of such Shareholders as, being entitled to do so, vote in Person or, where proxies are allowed, by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of the Company of which notice, specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given;
- A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;
- (48) Special Shares has the meaning given thereto in Article 4;

- (49) Stock Market the Emerging Market of Taiwan, TPEx or TSE;
- (50) Spin-off an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company;
- (51) subsidiary has the definition given under Taiwan Laws;
- (52) Supermajority Resolution Type A a resolution passed by a majority vote of the Shareholders at a general meeting attended by the Shareholders who represent not less than two-thirds of all issued and outstanding Shares entitled to vote, and vote in person or, where proxies are allowed, by proxy;
- (53) Supermajority Resolution Type B a resolution passed by two-thirds majority of the Shareholders at a general meeting attended by the Shareholders who represent at least a majority of all issued and outstanding Shares entitled to vote, and vote in person or, where proxies are allowed, by proxy;
- (54) Surviving Company means the sole remaining Constituent Company into which one or more other Constituent Companies are merged within the meaning of the Law and the Taiwan Laws;
- (55) Taiwan Laws the laws and regulations of Taiwan, including without limitation the Applicable Listing Rules;
- (56) TSE the Taiwan Stock Exchange;
- (57) Treasury Shares has the meaning given thereto in Article 34.

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

(c) In these Articles unless the context otherwise requires:-

- (1) words importing the singular number shall include the plural number and vice-versa;
- (2) words importing the masculine gender shall include the feminine and neuter genders;
- (3) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall



include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form;

- (4) "may" shall be construed as permissive and "shall" shall be construed as imperative;
- (5) in the case of any conflict between the Taiwan Laws and these Articles, the Articles shall prevail; and
- (6) in the case of any conflict between the Taiwan Laws and the Law, the Law shall prevail.

(d) Heading used herein are intended for convenience only and shall not affect the construction of these Articles.

### SHARES

- 3 Subject to these Articles, the Directors may, in respect of all Shares for the time being unissued:
  - (1) offer, issue, allot and dispose of such Shares to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Law and the Applicable Listing Rules; and
  - (2) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto, in accordance with the provisions of the Law and the Applicable Listing Rules; and, for such purposes, the Directors may reserve an appropriate number of Shares for the time being unissued.
- 4 Shares of different classes with rights which are preferential or inferior to those of ordinary Shares issued by the Company ("**Special Shares**") may be created with the approval of a Special Resolution and upon such approval, Special Shares may be issued with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.
- 5 Prior to the issuance of any Special Shares approved pursuant to the preceding Article 4, these Articles shall be amended to set forth the rights and obligations of the Special Shares, including but not limited to the following terms, and the same shall apply to any variation of rights of Special Shares:
  - (a) Total number of Special Shares been authorized to be issued and the numbers of the Special Shares already issued;
  - (b) order, fixed amount or fixed ratio of allocation of dividends and bonus on Special Shares;
  - (c) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
  - (d) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of special shareholders;
  - (e) other matters concerning rights and obligations incidental to Special Shares; and

- (f) the method by which the Company is authorized or compelled to redeem the Special Shares, or a statement that redemption rights shall not apply.
- 6 The issue of new ordinary Shares shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company. The number of new Shares to be issued may be issued in installments within the authorized share capital.
- 7 The Company shall not issue any unpaid Shares or partial paid-up Shares. The Company shall not issue Shares in bearer form.
- 8 Upon each issuance of new Shares, the Directors may reserve not more than fifteen percent (15%) of the new Shares in the proposed issuance for subscription by the employees of the Company and/or the qualified employees of its domestic or foreign controlling or controlled companies as determined by the Board in its reasonable discretion.
- 9 For so long as the Shares are listed on a Stock Market, unless otherwise resolved by the Shareholders in general meeting by Ordinary Resolution and as otherwise stipulated under Taiwan Laws, if at anytime the Board resolves to issue any new Share under Article 6, the Company shall, after reserving the portion of the new Shares for employee subscription pursuant to Article 8 and for public offering in Taiwan pursuant to Article 11 and applicable Taiwan Laws respectively, offer such remaining new Shares by a public announcement according to the Applicable Listing Rules, and a written notice to each then Shareholder for their subscriptions in proportion to the number of Shares held by them respectively. The Company shall state in such written notice that if any Shareholder fails to confirm his subscription within the assigned deadline, his right shall be forfeited. Where a fractional percentage of the original Shares being held by a Shareholder is insufficient to subscribe for one new Share, the fractional percentages of the original Shares being held by several Shareholders may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Shareholder. New Shares left unsubscribed by then Shareholders may be open for public issuance or for subscription by specific Person or Persons through negotiation. Each Shareholder may subscribe such new Shares himself, or designate one or more Persons to subscribe such Shares.
- 10 The Shareholders' pre-emptive right prescribed under the preceding Article 9 shall not apply in the event that new Shares are issued due to the following reasons or for the following purpose:
- (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company;
  - (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the employees;
  - (c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds, bonds with warrants or bonds vested with rights to acquire Shares;
  - (d) in connection with meeting the Company's obligation under Share subscription warrant or Special Shares vested with rights to acquire Shares;

- (e) in connection with the Company's issuance of new Shares for subscription by the employees of the Company and/or the qualified employees of its domestic or foreign controlling or controlled companies as employees' compensation or under employee stock option or share ownership programs or under Article 31(A)(g); or
  - (f) any other exemptions provided under Taiwan Laws.
- 11 Where the Company increases its capital by issuing new Shares in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering; *provided, however*, if a percentage higher than the aforementioned 10% is resolved by an Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail.
- 11.1 Subscriber shall not delay payment for subscription of new Shares issued by the Company. In the event that the Company has fixed a period of not less than one month and called upon each subscriber to pay up but the subscribers fail to pay accordingly, the subscribers' rights will be forfeited and the shares subscribed to by them shall be otherwise sold by the Company, and the Company may claim compensation for loss or damage against such defaulting subscribers.
- 11.2 In case of any of the following events, the Company may not be required to reserve new shares to be subscribed by the employees, to notify then existing shareholders for subscription, to appropriate a certain ratio for public offering, and may not subject to the preceding Articles 8, 9, 11 and 11.1:
- (a) The surviving company issues new shares for a merger, or parent company issues new shares for the merger between its subsidiary and other company.
  - (b) All new shares are issued for being acquired;
  - (c) All new shares are issued for the acquisition of shares, business, or assets of other companies;
  - (d) New share are issued for the share exchange;
  - (e) New shares are issued for division of a company by the succeeding company; or
  - (f) Events otherwise prescribed by the Taiwan Laws and the Law.

Any new shares issued hereunder may be paid up in cash or assets required in the business of the Company, and such issuance is exempted from Article 272 of the Company Act.

- 12 The Company may, upon resolution by a majority votes at a meeting of the Board attended by two-thirds or more of the Directors, adopt one or more employee incentive programmes pursuant to which shares, options, warrants, or other similar instruments to acquire Shares may be granted to employees of the Company and/or qualified employees of its domestic or foreign controlling or controlled companies to subscribe for Shares to the extent as permitted by Taiwan Laws. The shares, options, warrants, or other similar instruments to acquire Shares granted to any employee under any employee stock option plan shall be non-transferable, except to the heirs of the employees.
- The Company may, by a Supermajority Resolution Type B, issue employee stock options with the exercise price lower than the closing price of the Shares listed on the

TSE as of the issuing date of such options, in accordance with the Applicable Listing Rules.

### **MODIFICATION OF RIGHTS**

- 13 If different Classes of Shares are issued, any modification or alteration to the terms and conditions of Shares in any Class that is prejudicial to the holders of that Class shall be approved by the Shareholders of the Company at a general meeting by Supermajority Resolution Type A and shall also be passed by Supermajority Resolution Type A passed at a separate meeting of Shareholders of that Class of Shares, or alternatively, if the quorum criteria of Supermajority Resolution Type A cannot be met, Supermajority Resolution Type B shall be adopted. To every such meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereof shall apply, *mutatis mutandis*, except that the necessary quorum shall be as set out herein.
- 14 The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them, the redemption or purchase of Shares of any Class by the Company.

### **REGISTERS**

- 15 The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Law.
- 16 Subject to the provisions of the Law, if the Board considers it necessary or appropriate during the Relevant Period, the Company shall keep its Register of Shareholders in the Republic of China.

### **CERTIFICATE**

- 17 Unless provided otherwise in the Law or the Taiwan Laws, the Shares issued by the Company may be in scripless form and be delivered by way of book-entry system. For so long as the Shares are listed on the Stock Market, the Shares issued by the Company in scripless form shall be delivered by way of book-entry system to the subscribers within thirty (30) days from the date such Shares may be issued pursuant to the Law and/or to the Taiwan Laws. The Company shall make a public announcement in accordance with Applicable Listing Rules prior to the delivery of such Shares.

### **TRANSFER AND TRANSMISSION OF SHARES**

- 18 Subject to the Law and the Taiwan Laws, Shares issued by the Company shall be freely transferable, *provided that* any Shares reserved for issuance to the employees of the Company and/or qualified employees of its domestic or foreign controlling or controlled companies may be subject to transfer restrictions for a period of not more than two years, or such other period as the Directors may determine in their discretion.

- 19 The instrument of transfer of any Share shall be in writing in any usual or common form or such other form as the Directors may, in their absolute discretion, approve and be executed by or on behalf of the transferor and transferee. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register in respect of the relevant Shares.
- 20 The Board may decline to register any transfer of any Share unless the instrument of transfer is lodged with the Company, accompanied by the certificate (if any) for the Shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.
- 20.1 The Directors may determine, at their absolute discretion, that Article 19 and Article 20 shall cease to be applicable once the Shares are listed on a Stock Market and will be transferable through the book-entry form or any other manners as applicable under the Applicable Listing Rules.
- 21 The registration of transfers may be suspended when the Register is closed in accordance with Article 37.
- 22 All instruments of transfer that are registered shall be retained by the Company, but any instrument of transfer that the Directors decline to register shall (except in any case of fraud) be returned to the Person depositing the same.
- 23 (Reserved Intentionally)
- 24 (Reserved Intentionally)
- 25 Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the Register and shall at all times maintain the Register in all respects in accordance with the Law.
- 26 In the case of the death of a Shareholder, the survivor, and the legal personal representative of a deceased where he was a sole or only surviving holder of a Share, shall be the only Persons recognised by the Company as having any title to the Share. In case of a Share registered in the names of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor where he was a sole or only surviving holder of a Share, shall be the only Persons recognised by the Company as having any title to the Share.
- 27 Any Person becoming entitled to a Share in consequence of the death or bankruptcy or winding-up of a Shareholder shall upon such evidence being produced as may from time to time be properly required by the Board, and subject as hereinafter provided, have the right either to be registered as a Shareholder in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt Person could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the deceased or bankrupt Person before the death or bankruptcy.
- 28 A Person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

## ALTERATION OF SHARE CAPITAL

- 29 The Company may from time to time by Ordinary Resolution:
- (a) increase the authorized share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;
  - (b) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;
  - (c) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum of Association; and
  - (d) cancel any Shares that, 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.
- 30 (A) The Company may by Special Resolution:
- (a) change its name;
  - (b) change the currency denomination of its share capital;
  - (c) subject to the Law and the Taiwan Laws, reduce its share capital and any capital redemption reserve in any manner authorised by Law and the Taiwan Laws;
  - (d) subject to the Law, be voluntarily wound up; and
  - (e) issue or offer its securities by way of private placement in accordance with Law and the Taiwan Laws; *provided that* the private placement within Taiwan can only be made to any of the following persons:
    - i. banks, commercial notes companies, trust companies, insurance companies, securities firms and other legal entities or institutions approved by the Taiwan securities authorities;
    - ii. natural persons, legal entities or funds that meet the qualifications set forth by the Taiwan securities authorities;
    - iii. directors and managers of the Company or its affiliates; or
    - iv. other eligible Person permissible under the Taiwan Laws.
- (B) The Company may, by a Special Resolution effect a Merger of the Company in accordance with the Law.
- 30.1 If a capital reduction under clause (c) of the preceding Article 30(A) is contemplated, the capital as reduced may be returned to the Shareholders by way of redemption or repurchase of shares, distribution or other methods as permitted under the applicable Law and Taiwan Laws and in proportion to the shareholding of the Shareholders. Any such payment or distribution may be in cash or in kind which may include property. Before making any in-kind distribution, the Board shall receive a valuation report on the value of such in-kind distribution and the corresponding capital contribution and such report shall be issued by a certified public accountant in Taiwan,

and the proposal shall require an approval of the general meeting of the Shareholders and consents from the shareholders who receive such in-kind distribution.

- 30.2 A shareholders' resolution shall be passed by at least two-thirds of all issued and outstanding Shares entitled to vote if the Company will be delisted from the TSE due to its participation in a merger, general assignment of its business or assets, share swap, spin-off, or any other transaction type promulgated by the authority from time to time, and the surviving, transferee company, existing or newly incorporated company is not a company whose shares are traded on the TPEX or TSE.

- 31 (A) The Company may by a Supermajority Resolution Type A:

- (a) enter into, amend, or terminate any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
- (b) transfer the whole or any material part of its business or assets;
- (c) take over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
- (d) distribute part or all of its dividends or bonus by way of issuance of new Shares;
- (e) effect any Spin-off in accordance with the Taiwan Laws;
- (f) cease to be a public company in Taiwan and ceased to be listed on a Stock Market;
- (g) offer or issue Shares with the rights subject to certain restrictions set by the Company in accordance with the Taiwan Laws to the employees of the Company and/or qualified employees of its domestic or foreign controlling or controlled companies; and the issuance size, price, terms, conditions and other relevant matters related thereto shall comply with applicable Taiwan Laws; and
- (h) conduct share swap in accordance with the Taiwan Laws.

- (B) Alternatively, if the total number of Shares represented by the Shareholders present at such general meeting is not sufficient to meet the quorum criteria specified in the preceding paragraph (A), the Company may effect the above matters by a Supermajority Resolution Type B.

- (C) For the matters which are required to be approved by Supermajority Resolution Type A/ Type B under these Articles, the Company shall not approve such matters by way of Special Resolution or Ordinary Resolution.

- 32 (A) Shareholder may request the Company to purchase all of his Shares at the then prevailing fair price in the event any of the following resolutions is adopted by general meeting:

- (a) the matters as prescribed in Article 185 of the Company Act, and the dissenting Shareholder has notified the Company in writing of his objection to such proposal prior to such meeting and subsequently raised his objection at the meeting; provided, however, that no Shareholder shall have the abovementioned appraisal right if the general meeting resolves on the dissolution of the Company after the completion of transfer of business or

assets under the paragraph (b) of Article 31(A); or

- (b) the matters as prescribed in Article 12 of the M&A Act, and the dissenting Shareholder has forfeited his right to vote on such matter and expressed his dissent therefore, in writing or verbally (with a record) before or during the general meeting.
- (B) The dissenting Shareholder shall make a written request specifying the price for buying back within 20 days after the resolution of the general meeting was made. If the Company and Shareholder reach an agreement about the share price, the Company shall pay for the shares within 90 days after the resolution of the general meeting was made. In case no agreement is reached, the Company shall pay the fair price it has recognized to such dissenting Shareholder within 90 days after the resolution of the general meeting was made. If the Company did not pay, the Company shall be considered to be agreeable to the higher price requested by the dissenting Shareholder.
- (C) In the event that the dissenting Shareholder files the request of buying back due to a resolution pursuant to the paragraph (a) of Article 32(A), if the Company fails to reach such agreement with the dissenting Shareholder within a 60-day period commencing from the resolution date, the dissenting Shareholder may, within 30 days after such 60-day period, file a petition to the Taipei District Court as the competent court of Taiwan for a ruling on the appraisal price, and such court ruling shall be binding and conclusive as between the Company and requested Shareholder with respect to the buying back price.
- (D) In the event that the dissenting Shareholder files the request of buying back due to a resolution pursuant to the paragraph (b) of Article 32(A), if no agreement is reached within 60 days since the resolution of the general meeting was made, the Company shall apply to the court for a ruling on a fair price against all the dissenting Shareholders as the opposing party within 30 days after such 60-day duration, and the Taipei District Court shall be the court of competent jurisdiction for the first instance.

## REDEMPTION AND PURCHASE OF SHARES

- 33 Subject to the Law, the Taiwan Laws and these Articles, the Company may issue Shares (including Special Shares) on terms that they are to be redeemed or are liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company or the Shareholder on such terms and in such manner as the Company may by Special Resolution determine; *provided that* payment in respect of the redemption of its own Shares shall be made in a manner and from the funds authorised by the Board and in accordance with the Law and Taiwan Laws.
- 34 Subject to the Law, the Taiwan Laws and these Articles, and upon the approval of a majority of the Directors present at a Board meeting attended by two-thirds or more of Directors, the Company may purchase its own Shares. Shares that the Company repurchases, redeems or acquires (by way of surrender or otherwise) shall be cancelled immediately or held as treasury shares (“**Treasury Shares**”) at the discretion of the Directors. The above resolution of the Board and the implementation thereof (including the failure to repurchase, redeem or acquire the number of Shares resolved by the Board to be repurchased, redeemed or acquired,) shall be reported to the Shareholders in the most recent general meeting of Shareholders.



- 34.1 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) may be made to the Company in respect of a Treasury Share.
- 34.2 The Company shall be entered in the Register as the holder of the Treasury Shares, provided that:
- (a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
  - (b) 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.
- 34.3 If the Company transfers the Treasury Shares to the employees of the Company and/or qualified employees of its domestic or foreign controlling or controlled companies, the Board may determine, in its discretion, the terms and conditions (including the transfer restrictions for a period of time not exceeding 2 years) of such transfer. A proposal to transfer any Treasury Shares to the employees of the Company and qualified employees of its domestic or foreign controlling or controlled companies at a price below the average actual repurchase price of such Shares shall be approved by Special Resolution and the items required by the Applicable Listing Rules shall be specified in the notice of the general meeting and may not be proposed as an ad hoc motion. The aggregate number of Treasury Shares resolved at the general meetings to be transferred to the employees of the Company and qualified employees of its domestic or foreign controlling or controlled companies shall not exceed 5% of the total issued and outstanding Shares, and each employee may not subscribe for more than 0.5% of the total issued and outstanding Shares in aggregate.
- 34.4 Subject to Article 34 and Article 34.3, Treasury Shares may be transferred or cancelled on such terms and conditions as determined by the Directors.
- 35 The redemption or purchase of any Share shall not be deemed to give rise to the redemption or purchase of any other Share.
- 36 Subject to the Law and the Taiwan Laws, the Directors may when making payments in respect of redemption or purchase of Shares, if authorised by the terms of issue of the Shares being redeemed or purchased or with the agreement of the holder of such Shares, make such payment either in cash or in specie.

#### **CLOSING REGISTER OR FIXING RECORD DATE**

- 37 For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or those Members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purpose, the Directors may provide that the Register shall be closed for transfers for a stated period. For so long as the Shares are listed on a Stock Market, the Register shall be closed at least for a period of sixty (60) days, thirty (30) days and five (5) days immediately before the date of each annual general meeting, each extraordinary general meeting and the record date for a dividend distribution, respectively.
- 38 Apart from closing the Register, the Directors may fix in advance the record dates for any such determination of those Members that are entitled to receive notice of, attend or vote at a meeting of the Members and for the purpose of determining those Members that are entitled to receive payment of any dividend. In the event the Directors designate a record date in accordance with this Article 38 under Applicable

Listing Rules, the Directors shall immediately make a public announcement on the website designated by the Commission and the Taipei Exchange or TSE pursuant to the Applicable Listing Rules.

## **GENERAL MEETINGS**

- 39 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 40 The Board may, whenever they think fit, convene a general meeting of the Company; provided that the Company shall in each year hold a general meeting as its annual general meeting within six months after close of each fiscal year and shall specify the meeting as such in the notices calling it.
- 41 At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are listed on a Stock Market, all physical general meetings shall be held in Taiwan. If any physical general meeting is to be held outside Taiwan, an application shall be filed with the TSE (or TPEx, as applicable) for approval within two days after the Board adopts such resolution. Where a general meeting is to be held outside Taiwan, the Company shall engage a duly licensed stock service agent within R.O.C. to handle the administration of such general meeting (such as voting).

The general meetings may be convened by video conference or other means published by the competent authority of the Taiwan Company Act. If a general meeting is held by means of video conference, a Shareholder participating by means of video conference shall be deemed to constitute presence in person at the meeting. The Company shall abide by the Applicable Listing Rules in terms of the requirements, procedural rules and other applicable regulations for holding such general meetings.

- 42 Any Shareholder or Shareholders entitled to attend general meetings of the Company holding at least three percent (3%) of the paid up share capital of the Company for a period of one year or a longer time may, by depositing the requisition notice at the Registration Office or the Shareholders' Service Agent specifying the objects of the meeting, request the Board to convene an extraordinary general meeting. If the Board does not convene such meeting within 15 days after the date of the requisition notice, the requisitionists themselves may convene the general meeting. For so long as the Shares are listed on a Stock Market, such general meetings shall be held in Taiwan.
- 42.1 Shareholders continuously holding 50% or more of the total number of outstanding shares of the Company for a period of three months or a longer time may convene an extraordinary general meeting of the Company. The holding period and holding number of shares shall be calculated as of the date when the Register is closed for transfer.
- 42.2 (Reserved Intentionally)
- 42.3 The Board or other authorized conveners of general meetings of the Company may require the Company or its Shareholders' Service Agent to provide the roster of shareholders.

## NOTICE OF GENERAL MEETING

- 43 At least thirty and fifteen days' notices in writing, specifying the place, the day and the time of meeting and, in the case of special business, the general nature of that business shall be given in manner hereinafter provided, or in such other manner (if any) as may be prescribed by the Company in general meetings, shall be given to such persons as are entitled to vote or may otherwise be entitled under these Articles of the Company to receive such notices from the Company for any annual and extraordinary general meetings, respectively. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent from the Shareholders or as permitted by the Law and Taiwan Laws.
- 44 (A) The following matters shall be specified in the notice of a general meeting with the description of their major content, and shall not be proposed as ad hoc motions; the essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the Company, and such website shall be indicated in the above notice:
- (a) election or discharge of Directors;
  - (b) amendments to the Memorandum of Association and/or these Articles;
  - (c) capital reduction;
  - (d) application for the approval of ceasing the Company's status as a public company;
  - (e) winding-up, Merger, share swap or Spin-off of the Company;
  - (f) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
  - (g) the transfer of the whole or any material part of its business or assets; and
  - (h) taking over another's whole business or assets, which will have a material effect on the business operation of the Company;
  - (i) carrying out private placement of its securities;
  - (j) granting waiver to the Director's engaging in any business within the scope of business of the Company;
  - (k) distributing part or all of its dividends or bonus by way of issuance of new Shares;
  - (l) capitalization of the Capital Reserve (subject to Article 135) by issuing new Shares or dispensing cash to its then Shareholders in proportion to the number of Shares being held by each of them; and
  - (m) other matters as stipulated in Taiwan Laws.

- (B) However, a Shareholder may submit proposal by *ad hoc* motions at a general meeting if such proposal is related to the matters specified in the notice for such general meeting.
- 44.1 At least 30 days prior to an annual general meeting of Shareholders or 15 days prior to an extraordinary general meeting of Shareholders, or other deadline as stipulated in relevant Taiwan Laws from time to time, the Company shall publish the general meeting notice, proxy form, and the agenda (such as proposals for ratification, deliberation, election or dismissal of Directors) and relevant materials relating to the agenda and other matters required by the Taiwan Laws. If the votes are permitted to be exercised in writing, the above materials and the vote form shall also be delivered to the Shareholders.
- 45 For so long as the Shares are listed on a Stock Market, the Company shall prepare a manual for each general meeting and the relevant materials available to all Shareholders and shall be published on the MOPS or other website designated by the Commission and the TPEx or TSE at least 21 days prior to an annual general meeting or 15 days prior to an extraordinary general meeting, or other deadline as stipulated in Taiwan Laws from time to time pursuant to the Applicable Listing Rules and other applicable Taiwan Laws. In the event that (1) paid-in capital of the Company is NTD10,000,000,000 or more at the end of the latest fiscal year; or (2) the total amount of Shares held by non-Taiwan investors accounts for 30% or more in the Register when the Company held the latest annual general meeting, an electronic file of the abovementioned documents shall be published 30 days prior to an annual general meeting.

## **PROCEEDINGS AT GENERAL MEETING**

- 46 No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, at least two holders of Shares being more than an aggregate of one-half of all Shares in issue present in Person or by proxy and entitled to vote shall be a quorum for all purposes. Provided however, in respect of Ordinary Resolutions, when the number of shares held by Shareholders present in Person or by proxy does not constitute the quorum set forth above, but those present represent an aggregate of one-third or more of all Shares in issue, a conditional resolution may be passed by a simple majority of those present and voting. A notice of such conditional resolution shall be given to each of the Shareholders and a general meeting shall be reconvened within one month. The quorum for such reconvened general meeting shall be at least two holders of Shares holding an aggregate of one-third or more of all Shares in issue. Such conditional resolution, if passed by a simple majority of those present and voting, shall be deemed to be passed as an Ordinary Resolution.
- 47 Shareholder(s) holding one percent or more of the total number of outstanding Shares at the time when the Register is closed for transfer prior to the convening date of the annual general meeting may propose in writing or by way of electronic transmission to the Company a proposal for discussion at an annual general meeting, provided that each qualified shareholder is allowed to submit one proposal. Proposals shall be included in the agenda of the annual general meeting except that the proposing shareholder is not qualified or submitted more than one proposal or the proposal is proposed on a day beyond the deadline fixed and announced by the Company for accepting shareholders' proposals or the proposal contains more than 300 words or the

matter of such proposal may not be resolved by a general meeting under the Law or the Taiwan Laws. In the event that the proposal is for urging the Company to promote public interests or fulfill its social responsibilities, such proposal may still be included in the agenda of the annual general meeting by the Board. The submission and handling of shareholder proposals as provided herein shall be subject to the Law and the Taiwan Laws and in accordance with the rules and procedures of shareholders' meeting of the Company from time to time.

- 48 The Chairman of the Board shall preside as chairman at every general meeting of Shareholders convened by the Board. In case the Chairman is on leave or absent or can not exercise his power and authority for any reason, the Chairman shall designate one of the directors to act as his deputy. In the absence of such designation, the directors shall elect from among themselves to preside such meeting act as the chairman. For a general meeting convened by any other Person having the right to convene such meeting under the Law or the Taiwan Laws, such Person or other person which is entitled to act as the chairman under the Law or the Taiwan Laws shall preside that meeting as the chairman.
- 49 (Reserved Intentionally)
- 50 The chairman may by Ordinary Resolution (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting, or adjourned meeting, is adjourned for more than five (5) days, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 51 At any general meeting where a proposal put to the vote of the meeting is decided on a poll, the number or proportion of the votes in favour of, or against, that proposal shall be recorded in the minutes of the meeting.
- 52 Unless otherwise expressly required by the Law or these Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Shareholders at any general meeting may be passed by an Ordinary Resolution.
- 53 In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

## **VOTES OF SHAREHOLDERS**

- 54 Subject to any rights and restrictions for the time being attached to any Share, every Shareholder who is present in person (or in the case of a shareholder being a corporation, by its duly authorised representative) and every Person representing a Shareholder by proxy shall have one vote, and on a poll every Shareholder who is present in person (or in the case of a shareholder being a corporation, by its duly authorised representative) and every Person representing a Shareholder by proxy shall have one vote for each Share of which he or the Person represented by proxy is the holder which is fully paid or credited as fully paid.

- 54.1 Subject to the Law and the Taiwan Laws, should a Shareholder hold Shares on behalf of other person(s), such Shareholder may exercise the voting power of such Shares separately.

The qualifications, scope, methods of exercise, operating procedures and other matters for compliance with respect to separation of exercising voting power in the preceding paragraph shall be subject to the Taiwan Laws.

- 55 Where the Company has knowledge that any Shareholder is, under the Taiwan Laws, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.
- 56 (A) No vote may be exercised with respect to any of the following Shares:
- (a) the Shares held by any subsidiary of the Company, where the Company holds more than one half of the total voting shares of such a subsidiary; or
  - (b) the Shares held by another company, where the Company and its subsidiaries hold directly or indirectly more than one half of the total voting shares of such a company.
- (B) The Shares held by any Shareholder having no voting right shall not be counted in the total number of issued and outstanding Shares while adopting a resolution at a general meeting.
- 56.1 In case a Director has pledged more than one half of the Shares held by it/him/her at the time when it/he/she is elected, the pledged Shares in excess of one-half of the Shares at the time of election shall not carry voting rights and shall not be counted in the number of votes of the Shareholders present in a general meeting.
- 57 In the case of joint holders, the joint holders shall select among them a representative for the exercise of their Shareholder's rights and the vote of their representative who tenders a vote whether in Person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.
- 58 A Shareholder of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, or other Person in the nature of a committee appointed by that court, and any such committee or other Person, may vote by proxy.
- 59 A Shareholder may appoint only one proxy to attend a general meeting on his behalf by executing a power of attorney prepared by the Company stating therein the scope of power authorized to the proxy and deliver such duly executed and completed power of attorney to the Company no later than five (5) days prior to the scheduled meeting date of the general meeting. In case the Company receives two or more powers of attorney from one Shareholder, the first one arriving at the Company shall prevail, unless the subsequent one contains an explicit statement to revoke the previous power of attorney. .
- 60 In addition to the restrictions contained in these Articles, other requirements and restrictions for use or cancellation of proxies, solicitation of proxies and relevant proceedings shall be subject to the relevant Taiwan Laws.

- 61 The instrument appointing a proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only and shall contain the information as required under Taiwan Laws.
- 62 (Reserved Intentionally)
- 63 Except for trust enterprises duly licensed under Taiwan Laws or Shareholders' Service Agencies approved by Taiwan competent authorities or other entities prescribed under Applicable Listing Rules, when a Person who acts as the proxy for two or more Shareholders, the number of votes represented by him shall not exceed three percent (3%), or such other percentage as stipulated and amended in relevant Taiwan Laws from time to time, of the total number of votes of the Company and the portion of excessive votes represented by such proxy shall not be counted.
- 64 A Shareholder cannot exercise his own vote or by proxy on behalf of another Shareholder in respect of any matter or proposed matter or arrangement if he may be interested therein and may cause damage to the Company's interests. Such Shares shall not be counted in determining the number of votes of the Shareholders present at the said meeting.
- 65 Where the Company has only one Shareholder, a resolution in writing signed by such Shareholder in accordance with these Articles shall be as valid and effective as if the same had been passed at a general meeting of the Company duly called and constituted.
- 66 Subject to the Law and the Taiwan Laws, the Company shall facilitate and allow Shareholders to exercise the votes by way of electronic transmission and shall specify the method of such exercising of votes in the meeting notice.
- 67 For the avoidance of doubt, a Shareholder who exercises his votes in writing or by way of electronic transmission in accordance with the Taiwan Laws and these Articles shall be counted towards the quorum, and shall be deemed to have attended and voted in person at such general meeting for the purposes of these Articles and the Law, but shall be deemed to have waived his votes in respect of any *ad hoc* motions and amendments to the contents of the original proposals at such general meeting, subject to the Law and the Taiwan Laws.
- 68 A Shareholder shall deliver his declaration about the votes in writing or by way of electronic transmission to the Company no later than the second (2<sup>nd</sup>) day prior to the scheduled meeting date of the general meeting, or such other deadline as stipulated or amended in Taiwan Laws from time to time; whereas if two or more declarations are delivered to the Company, the first declaration shall prevail, unless the subsequent one contains an explicit statement to revoke the previous declaration, subject to the Law and the Taiwan Laws.
- 69 In case a Shareholder who has exercised his votes in writing or by way of electronic transmission intends to attend the general meeting in person, he shall, at least two (2) days prior to the scheduled meeting date of the general meeting or other deadline as stipulated and amended in relevant Taiwan Laws from time to time, deliver to the Company a separate declaration of intention in the same manner as such Shareholder exercises his votes to revoke his previous declaration of intention, subject to the Law and the Taiwan Laws. In the absence of a timely revocation of the previous declaration

of intention, the votes exercised in writing or by way of electronic transmission shall prevail, subject to the Law and the Taiwan Laws.

- 70 In case the procedure for convening a general meeting of Members or the method of adopting resolutions is in violation of the Law, Taiwan Laws or these Articles, a Shareholder may, within thirty (30) days from the date of the resolution, submit a petition to the Taipei District Court of Taiwan or the competent court in Cayman Islands for an appropriate remedy, including but not limited to requesting the court to invalidate and cancel the resolution adopted therein.

### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETING**

- 71 Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such Person as it thinks fit to act as its representative at any meeting of the Company or of any Class of Members of the Company, and the Person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

### **DIRECTORS**

- 72 The Company shall have a maximum of seven Directors, including at least three Independent Directors, in number. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them.
- 73 The general meeting of the Shareholders may appoint any natural person or corporation to be a Director. At a general meeting considering the election of Directors, candidate nomination system shall be adopted. The number of votes exercisable in respect of one Share shall be the same as the number of Directors to be elected, and the total number of votes per Share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director so elected.
- 74 Subject to these Articles, the term for which a Director will hold office shall be three years; thereafter he may be eligible for re-election. In case no election of new Directors is effected after expiration of the term of office of the existing Directors, the term of office of such Directors shall be extended until the time new Directors are elected and assume their office subject to these Articles and internal rules of the Company from time to time.
- 75 (a) A Director may be removed at any time by a Supermajority Resolution Type A adopted at a general meeting. Alternatively, if the total number of Shares represented by the Shareholders present at such general meeting is not sufficient to meet the quorum criteria specified above, the Company may effect the above matter by a Supermajority Resolution Type B.
- (b) Where the Shareholders re-elect all Directors before expiry of their current term of office at a general meeting of the Company, the existing Directors shall be deemed to have retired from their present term of office prior to the expiry



thereof, unless the resolution of the general meeting expressly stipulates the existing Directors will stay in the office until the expiry of their present term of office. The re-election of all Directors shall be made at a general meeting attended by the Shareholders who represent at least a majority of all issued and outstanding Shares entitled to vote.

- (c) In the event a Director has, in the course of performing his duties as a Director, committed any act resulting in material damages to the Company or in material violation of these Articles, Laws and Applicable Listing Rules, but is not removed by a resolution of the general meeting pursuant to Article 75(a), Shareholder(s) holding 3% or more of the issued and outstanding Shares of the Company may, subject to the laws of the Cayman Islands and Taiwan Laws, within 30 days after that general meeting, seek to remove such Director by filing a lawsuit in Taipei District Court of Taiwan or other competent court, and such Director shall be deemed removed upon the Company's receipt of a final and non-appeal judgment for removal of such Director.
- (d) Shareholder(s) continuously holding 1% or more of the issued and outstanding Shares of the Company for six months or more may, subject to the laws of the Cayman Islands, request an Independent Director of the Audit Committee to file a lawsuit for the Company against the Director(s) in Taipei District Court of Taiwan. If the Independent Director fails to file a lawsuit within 30 days after receiving such request, such qualified Shareholder(s) may file a lawsuit for the Company against the Director(s) in Taipei District Court of Taiwan; and under such circumstances, the Company may request the suing Shareholder(s) to post an appropriate bond as security for the lawsuit proceeding under the Taiwan Laws. In case the suing Shareholder(s) lose in that lawsuit and thus causing any damage to the Company, the suing Shareholder(s) shall be liable for indemnifying the Company for such damage.

- 76 The Board shall have a Chairman (the “**Chairman**”) elected and appointed by a majority of the Directors present at the Board meeting the quorum of which shall be two-thirds of all of the Directors then in office. The period for which the Chairman will hold office will also be determined by a majority of the Directors present at the Board meeting with a quorum of at least two-thirds of all of the Directors then in office. The Chairman shall preside as chairman at every meeting of the Board. To the extent the Chairman is not present at a meeting of the Board within fifteen minutes after the time appointed for holding the same, the attending Directors may choose one of their number to be the chairman of the meeting.
- 77 The Board may, from time to time, and except as required by the applicable Laws and Taiwan Laws, adopt, institute, amend, modify or revoke the corporate governance policies or initiatives, which shall be intended to set forth the policies of the Company and the Board on various corporate governance related matters as the Board shall determine by resolution from time to time.

- 78 A Director shall not be required to hold any Shares in the Company by way of qualification.

## **DIRECTORS' AND OFFICERS' FEES AND EXPENSES**

- 79 The remunerations of Directors and/or officers of the Company shall be proposed by the Remuneration Committee and submitted to the Board for determination taking into account the extent of the involvement of the business operation and the contribution of each Director and officer of the Company, the average remuneration level of the industry and such other factors as the Remuneration Committee and the Board consider relevant and appropriate.
- 80 The Board is authorized to purchase director liability insurance for each Director throughout his term of office where the Board deems necessary.
- 81 (Reserved Intentionally)

## **INDEPENDENT DIRECTORS, THE AUDIT COMMITTEE, AND THE REMUNERATION COMMITTEE**

- 82 For so long as the Shares are listed on a Stock Market, the Company may have at least three (3) Independent Directors as required by and in accordance with the Applicable Listing Rules and the Independent Directors shall be nominated by way of the candidate nomination procedure stipulated under the Applicable Listing Rules and be elected by the Shareholders. In the event that the number of the Independent Director being appointed is lower than three Persons, a by-election for Independent Director(s) shall be held at the next following general meeting. In the event that the seats of all Independent Directors become vacant, the Company shall convene an extraordinary general meeting to hold a by-election within 60 days from the date on which the situation arose. The term of each new Independent Director shall be the remainder of the term of each respective Independent Director whose seat has become vacant.
- 83 Independent Directors shall possess professional knowledge and maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on concurrent positions held, as well as assessment of independence of Independent Directors shall be governed by the Applicable Listing Rules.
- 84 For so long as the Shares are listed on a Stock Market, the Company may establish an Audit Committee as required by and in accordance with the Applicable Listing Rules. The Board is authorized to stipulate and amend from time to time the operational articles and bylaws of the Audit Committee in accordance with the Applicable Listing Rules.

The Audit Committee shall comprise all the Independent Directors. It shall not be fewer than three Persons in number, one of whom shall be the convenor, and at least one of whom shall have accounting or financial expertise.

A resolution of the Audit Committee shall be approved by one-half or more of all Audit Committee Members.

- 85 The following matters shall be subject to the approval of one-half or more of all Audit Committee Members and be submitted to the Directors for a resolution:

- (1) adoption or amendment of an internal control system;
- (2) assessment of the effectiveness of the internal control system;
- (3) adoption of or amendment to handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, monetary loans to others, or endorsements or guarantees for others;
- (4) a matter bearing on the personal interest of a Director;
- (5) a transaction related to material asset or derivatives;
- (6) a material monetary loan, endorsement, or provision of guarantee;
- (7) the offering, issuance, or private placement of any equity-type securities;
- (8) the engagement or dismissal of an attesting chartered public accountant, or the compensation given thereto;
- (9) the appointment or discharge of a financial, accounting, or internal auditing officer; and
- (10) annual and semi-annual financial reports;

With the exception of subparagraph 10, any matter under a subparagraph of the preceding paragraph of this Article 85 that has not been approved with the approval of one-half or more of all Audit Committee Members may be undertaken upon the approval of two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the meeting of Directors.

- 85.1 For so long as the Shares are listed on a Stock Market, the Company may establish a Remuneration Committee as required by and in accordance with the Applicable Listing Rules. The Board is authorized to stipulate and amend from time to time the operational articles and bylaws of the Remuneration Committee in accordance with the Applicable Listing Rules. The number of Remuneration Committee Members, elections method of Remuneration Committee Members, their professional qualifications, as well as assessment of negative qualifications thereof and relevant matters shall be governed by the Applicable Listing Rules. The remuneration referred to herein shall include salary, stock options, and any other payment or benefits having the nature of incentive compensation as stipulated in relevant Taiwan Laws from time to time for Directors and managers of the Company.
- 85.2 The Remunerations Committee shall, subject to the Applicable Listing Rules, perform the following duties with the care as a good administrator and submit proposals to the Board for discussion and determination:
- (1) establish policies, systems, standards and structure of the performance evaluation and Remunerations of the Directors and officers of the Company, and to review the above periodically;
  - (2) periodically evaluate and propose the remunerations of the Directors and officers of the Company; and

(3) other matters as required by Applicable Listing Rules.

- 85.3 For so long as the Shares are listed on a Stock Market, the Company may establish other committees as required by and in accordance with the Applicable Listing Rules. The Board is authorized to stipulate and amend from time to time the operational articles and bylaws of such committees in accordance with the Applicable Listing Rules.

#### **ALTERNATE DIRECTOR OR PROXY**

- 86 Any Director may in writing appoint another Shareholder to be his alternate and, save to the extent provided otherwise in the form of appointment, such alternate shall have authority to act in such Director's place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to attend and vote at meetings of the Directors as a Director when the Director appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Such alternate shall not be an officer of the Company and shall be deemed to be the agent of the Director appointing him. The remuneration of such alternate shall be payable out of the remuneration of the Director appointing him and the proportion thereof shall be agreed between them.
- 87 Any Director may appoint another Director to be the proxy of that Director to attend and vote on his behalf, in accordance with instructions given by that Director at a meeting or meetings of the Directors which that Director is unable to attend personally. The instrument appointing the proxy shall be in writing under the hand of the appointing Director and shall be in any usual or common form or such other form as the Directors may approve, and must be lodged with the chairman of the meeting of the Directors at which such proxy is to be used, or first used, prior to the commencement of the meeting.

#### **POWERS AND DUTIES OF DIRECTORS**

- 88 Subject to the Law, these Articles, Taiwan Laws and to any resolutions passed in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company. No resolution passed by the Company in general meeting shall invalidate any prior act of the Directors that would have been valid if that resolution had not been passed.
- 89 The Directors may from time to time appoint any Person, whether or not a Director to hold such office in the Company as the Directors may think necessary for the administration of the Company, including but not limited to, the office of the chief executive officer, president, one or more vice-presidents, chief financial officer or controller, treasurer, assistant treasurer, or manager, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Any Person so appointed by the Directors may be removed by the Directors. The Directors may also appoint one or more of their number to the office of managing director upon like terms, but any such appointment shall ipso facto

determine if any managing director ceases for any cause to be a Director, or if the Company by Ordinary Resolution resolves that his tenure of office be terminated.

- 90 The Directors may appoint a Secretary (and if needed, an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as they think fit. Any Secretary or assistant Secretary so appointed by the Directors may be removed by the Directors.
- 91 The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
- 92 The Directors may from time to time and at any time by power of attorney (whether under Seal or under hand) or otherwise appoint any company, firm or Person or body of Persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other appointment may contain such provisions for the protection and convenience of Persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
- 93 The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the three next following Articles shall not limit the general powers conferred by this Article.
- 94 The Directors from time to time and at any time may establish any committees, local boards or agencies for managing any of the affairs of the Company and may appoint any Persons to be members of such committees or local boards and may appoint any managers or agents of the Company and may fix the remuneration of any such Persons.
- 95 The Directors from time to time and at any time may delegate to any such committee, local board, manager or agent any of the powers, authorities and discretions for the time being vested in the Directors and may authorise the members for the time being of any such local board, or any of them to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit and the Directors may at any time remove any Person so appointed and may annul or vary any such delegation, but no Person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
- 96 Any such delegates as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.
- 96.1 When the Company conducts a transaction of merger or acquisition ("M&A"), the Board shall, for the best interest of the Company, fulfill its duty of care when handling M&A matters of the Company.

Any Director involved in decision-making for a M&A transaction shall be liable for any damage to the Company as a result of breach of applicable laws, these Articles or

the resolution of the general meeting in dealing with the M&A transaction; provided, however, that upon producing sufficient evidence of minutes or written statement concerning disagreement, the Director may be exempted from the liability.

- 96.2 (a) Without prejudice to the duties owed by a Director or an officer (being a manager or secretary of the Company who are authorized to act on its behalf in a senior management capacity) to the Company under common law of the Cayman Islands and subject to the Law and Taiwan Laws, a Director and officer shall assume fiduciary duties towards the Company and, without limitation, shall exercise due care and skill in conducting the business operations of the Company.
- (b) Should any Director or officer violates any duty or applicable laws, without prejudice to the rights and remedies available under applicable laws, the Company may (i) take actions against such Director or officer for indemnification of the damages caused to the Company, and (ii) require such Director or officer to bear joint and several liability for indemnification of the damages payable by the Company to other Person(s), and (iii) the Company may, by an Ordinary Resolution, take any action permitted by applicable laws and laws of the Cayman Islands to account for any profits and benefits and request payment to the Company such profits or benefits gained in respect of the breach of their fiduciary duties or violation of the applicable laws.

#### **BORROWING POWERS OF DIRECTORS**

- 97 Subject to these Articles, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

#### **THE SEAL**

- 98 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal. The Seal shall be affixed in the presence of a Director or a Secretary or in the presence of any one or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.
- 99 The Company may maintain a facsimile of the Seal in such countries or places as the Directors may appoint and such facsimile Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of such facsimile Seal and if given after may be in general form confirming a number of affixings of such facsimile Seal. The facsimile Seal shall be affixed in the presence of such Person or Persons as the Directors shall for this purpose appoint and such Person or Persons as aforesaid shall sign every instrument to which the facsimile Seal is so affixed in their presence and such affixing of the facsimile Seal and signing as aforesaid shall have the same meaning and effect as if the Seal had been affixed in the presence of and the instrument signed by a Director or a Secretary or in the presence of any one or more Persons as the Directors may appoint for the purpose.
- 100 Notwithstanding the foregoing, a Secretary shall have the authority to affix the Seal, or the facsimile Seal, to any instrument for the purposes of attesting authenticity of the

matter contained therein but which does not create any obligation binding on the Company.

## **DISQUALIFICATION AND CHANGES OF DIRECTORS**

101 The office of Director shall be vacated, if such Director:

- (1) committed a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of Taiwan) and has been adjudicated guilty by a final judgment, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after he has served the full term of the sentence, expiration of the probation, or pardon is five-year or less;
- (2) has been sentenced to imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after he has served the full term of such sentence, expiration of the probation, or pardon is two-year or less;
- (3) has been adjudicated guilty by a final judgment for misappropriating company or public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is two-year or less;
- (4) committed the offense as specified in the Anti-corruption Act of Taiwan and adjudicated guilty by a final judgment, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after he has served the full term of such sentence, expiration of the probation, or pardon is two-year or less;
- (5) becomes bankrupt under the laws of any country, or adjudicated for the commencement of liquidation process by a court and having not been reinstated to his rights and privileges;
- (6) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;
- (7) losses all or part of legal capacity, or having been adjudicated for the commencement of assistantship and such assistantship having not been revoked yet as defined under the Taiwan Laws;
- (8) dies or is found to be or becomes of unsound mind or a patient for any purpose of any statute or applicable law relating to mental health and the Directors resolved that his office is vacated;
- (9) if he ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of any law or enactment;
- (10) resigns his office by notice in writing to the Company;
- (11) is removed from office pursuant to Article 75 or the Taiwan Laws; and/or
- (12) is vacated from his office in accordance with Article 101.1 or Article 103.

- 101.1 For so long as the Shares are listed on a Stock Market, subject to the Law and Taiwan Laws, if a Director (Independent Director excluded), during the term of his office, has transferred his Shares that exceed one half of the total number of Shares held by him at the time of his election as a Director, he shall, *ipso facto*, be vacated from the office of Director automatically; if a Director (Independent Director excluded), after having been elected as a Director but before his inauguration, has transferred his Shares that exceed one half of the total number of Shares held by him at the time of his election as a Director, or has transferred, during the period when Register is closed pursuant to Article 37 for the general meeting of shareholders, his Shares that exceed one half of the total number of Shares held by him at the time of his election as a Director, his election shall be invalid.
- 102 Except as approved by the Taipei Exchange or TSE or the Commission, the following relationships shall not exist among more than half of the Company's Directors: (1) A spousal relationship; or (2) A familial relationship within the second degree of kinship as defined under the Taiwan Laws.
- 103 When the Company convenes a general meeting for the election of Directors and the original selectees do not meet the conditions stipulated in the preceding Article 102, the election of the Director receiving the lowest number of votes among those Directors not meeting the conditions shall be deemed invalid and void. When a Person serving as Director violates the preceding Article 102, that Person shall cease to act as a Director.
- 104 When the number of Directors falls below five due to a Director ceasing to act for any reason, the Company shall hold a by-election for Director at the next following general meeting of Shareholders. When the number of Directors falls short by one-third of the total number of Directors of the same term elected pursuant to these Articles, the Company shall convene an extraordinary general meeting within sixty days of the occurrence of that fact to hold a by-election for Directors. The term of each new Director shall be the remainder of the term of each respective Director whose seat has become vacant.

## **PROCEEDINGS OF DIRECTORS**

- 105 The Directors may meet together (either within or without the Cayman Islands) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit. Unless otherwise provided, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A Director may, and on the requisition of a Director shall, at any time summon a meeting of the Directors.
- 106 A Director may participate in any meeting of the Board, or of any committee appointed by the Board of which such Director is a member, by means of video conference and such participation shall be deemed to constitute presence in person at the meeting.
- 107 Unless otherwise provided, the quorum necessary for the transaction of the business of the Directors shall be more than one-half of the Directors. A Director represented by proxy or by an alternate Director at any meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present.



- 108 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in regard to any contract so made.

A Director who has personal interest whether directly or indirectly in a matter under discussion at a meeting of the Board, shall declare the nature of his interest and explain the gist of such interest at the same meeting of the Board, and if such personal interest may be adverse to the interest of the Company, such Director cannot cast his own vote or vote by proxy on behalf of another Director. Such abstaining Director shall not be counted in the number of votes of Directors present at the Board meeting (but shall still be counted in the quorum for such meeting). When the Company conducts M&A transactions, a Director who has a personal interest in the M&A transaction shall explain to the Board and the general meeting as applicable the essential contents of such personal interest and the cause of approval or dissent to the resolution of the M&A transaction.

Where the spouse, a blood relative within the second degree of kinship of a Director, or any company which has a controlling or subordinate relation with a Director has interests in the matters under discussion in the Board meeting, such Director shall be deemed having a personal interest in the matter.

- 109 Notwithstanding the preceding Articles, a Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
- 110 Subject to these Articles, any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.
- 111 The Directors shall cause all minutes to be made in books or loose-leaf folders provided for the purpose of recording:
- (1) all appointments of officers made by the Directors;
  - (2) the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
  - (3) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.
- 112 The continuing Directors may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for summoning a general meeting of the Company, but for no other purpose.

- 113 Subject to any regulations imposed on it by the Directors, a committee appointed by the Directors may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the committee members present may choose one of their number to be chairman of the meeting.
- 114 A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to any regulations imposed on it by the Directors, questions arising at any meeting shall be determined by a majority of votes of the committee members present.
- 115 All acts done by any meeting of the Directors or of a committee of Directors, or by any Person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to be a Director.
- 116 The following actions require the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds of all Directors:
- (1) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusted business, or for regular joint operation with others;
  - (2) the sale or transfer of the whole or any material part of its business or assets;
  - (3) taking over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
  - (4) the election of Chairman of the Board pursuant to these Articles;
  - (5) issuance of corporate bonds; and
  - (6) any other actions as set forth in the Taiwan Laws.
- 116.1 (A) Before any resolution of a M&A transaction by the Board, the Audit Committee shall review the fairness and reasonableness of the plan and transaction of the M&A, and then report the review results to the Board and the general meeting. The Audit Committee does not have to report to the general meeting if such M&A transaction does not required a resolution of a general meeting under the Taiwan Laws or the Laws.
- (B) When the Audit Committee conducts reviews, it shall seek opinions from an independent expert on the justification of the share exchange ratio or distribution of cash or other assets.
- (C) The result of the Audit Committee's review and opinion of the independent expert shall be sent to Shareholders in the notice of a general meeting, provided that such M&A transaction shall be reported to the latest general meeting if such M&A transaction does not required a resolution of a general meeting under the Taiwan Laws or the Laws.
- (D) If the Company has made public of the content in the aforementioned documents on a website designated by the Taiwan securities authorities and those documents are available at the venue of the general meeting of the Company, those documents shall be deemed as having been sent to Shareholders.

## DIVIDENDS

- 117 If the Company has earnings for the current period after the close of a fiscal year, it shall set aside 1% to 15% of such earnings as employees' compensation, and set aside no more than 2% of such earnings as directors' compensation. If the Company has accumulated losses, it shall first set aside the losses and distribute the employees' compensation and directors' compensation from the remaining earnings as set forth in the preceding paragraph. The distribution of the employees' compensation can be made in cash or stock to the employees of this Company and qualified employees of its domestic or foreign controlling or controlled companies in accordance with the laws. The distribution of the employees' compensation and directors' compensation shall be approved by majority of the directors at the Board attended by at least two third directors.

The Company may distribute earnings according to the distribution plan proposed by the Board and approved by an Ordinary Resolution, unless provided otherwise in the Articles. The Board shall set aside out of the earnings of the Company for each financial year in the following orders: (1) payment of tax for the relevant financial year; (2) an offset of its losses in previous years that have not been previously offset; and (3) special capital reserve, if it is required in accordance with the Applicable Listing Rules or as required by the competent authorities.

Subject to the aforesaid, if there is any remaining earnings for each fiscal year (the "Remaining Earnings"), such Remaining Earnings plus all accumulative and undistributed profits from previous years shall be the distributable profits of the Company. The business of the Company is in a mature industry, and the Board may consider factors of financial conditions, business and operation, etc. of the Company, to propose distribute plan relating to shareholders dividends/bonus distribution after the shareholders approval. The dividends/bonus distribution to the Shareholders under this clause shall not be less than 10% of the Remaining Earnings.

The Company may, by a majority vote at a Board attended by two-thirds of the total number of Directors, pay dividends/bonus distribution, in whole or in part, by cash, and reported to the general meeting afterwards. Cash dividend shall not be less than 50% of the total dividends/bonus distribution, and the remaining distribution may be in stock dividends.

- 118 (Reserved intentionally)
- 119 Any dividend may be paid by cheque sent through the post to the registered address of the Shareholder or Person entitled thereto, or in the case of joint holders, to the representative of such joint holders at his registered address or to such Person and such address as the Shareholder or Person entitled, or such joint holders as the case may be, may direct. Every such cheque shall be made payable to the order of the Person to whom it is sent or to the order of such other Person as the Shareholder or Person entitled, or such joint holders as the case may be, may direct.
- 120 Subject to any rights and restrictions for the time being attached to any Shares, all dividends shall be declared and paid according to the number of the Shares held by the Shareholders.

- 121 If several Persons are registered as joint holders of any Share, any of them may give effectual receipts for any dividend or other moneys payable on or in respect of the Share.
- 122 No dividend shall bear interest against the Company.
- 123 No dividend shall be declared or paid or shall be made otherwise than in accordance with the Law.

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

- 124 The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors.
- 125 The books of account shall be kept at the Registered Office or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
- 126 No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Law and Taiwan Laws or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.
- 127 After the end of each fiscal year, the Board shall prepare and submit the financial statements and records and such other reports and documents as may be required by the Law and the Taiwan Laws to the annual general meeting of Shareholders for its ratification and after the meeting shall distribute to each Shareholder the copies of ratified financial statements and the resolutions on the earnings distribution and/or loss offsetting and the distribution thereof may be made solely by public notice.
- 128 The Board shall keep copies of the yearly business report and financial statements at the office of its Shareholders' Service Agent before ten (10) days of the annual general meeting and any of its Shareholders is entitled to inspect such documents during normal business hours of such service agent.
- 129 Save for otherwise provided under these Articles, Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Shareholders not being Directors, and no Shareholder (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by Ordinary Resolution.
- 130 The accounts relating to the Company's affairs shall only be audited in such manner and with such financial year end as may be determined from time to time by the Directors, or required by the Applicable Listing Rules or other Taiwan Laws.
- 131 The Directors in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

## **AUDIT**

- 132 The Directors may appoint an Auditor of the Company who shall hold office until removed from office by a resolution of the Directors and may fix his remuneration.
- 133 Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the auditors.
- 134 Auditors shall, if so required by the Directors, make a report on the accounts of the Company during their tenure of office at the next annual general meeting following their appointment, and at any time during their term of office, upon request of the Directors or any general meeting of the Members.

## **CAPITALISATION OF RESERVE**

- 135 (A) For purpose of the Articles, Capital Reserve means (1) the Share Premium Account, (2) the income from endowments received by the Company, and (3) other items required to be treated as Capital Reserve pursuant to the Taiwan Laws. Capital Reserve may only be used for (a) making good the loss of the Company, (b) capitalisation as set forth in the Article 135, or (c) as otherwise provided for in the Taiwan Laws and/or the Law.
- (B) Subject to the Law, when the Company does not have any loss on its books, the Company may by Special Resolution capitalize (1) the Share Premium Account and (2) the income from endowments received by the Company, from the Capital Reserve in whole or in part, by issuing new shares to its Shareholders in proportion to the number of Shares being held by each of them. Article 8 is not applicable for the issuance of new Share pursuant to Article 135 herein.

## **TENDER OFFER**

- 136 Within seven days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Listing Rules, the Board shall resolve to recommend to the Shareholders whether to accept or object to the tender offer and make a public announcement of the following:
- (1) the types and amount of the Shares held by the Directors and the Shareholders holding more than 10% of the outstanding Shares in its own name or in the name of other Persons;
  - (2) recommendations to the Shareholders 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) therefore;
  - (3) 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; and

- (4) the types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Shareholders holding more than 10% of the outstanding Shares held in its own name or in the name of other Persons.

### **SHARE PREMIUM ACCOUNT**

- 137 The Directors shall in accordance with the Law establish a Share Premium Account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any Share.
- 138 There shall be debited to any Share Premium Account on the redemption or purchase of a Share the difference between the nominal value of such Share and the redemption or purchase price provided always that at the discretion of the Directors such sum may be paid out of the profits of the Company or, if permitted by the Law, out of capital.
- 139 The Company shall at all times comply with the provisions of the Law in relation to the share premium account, the premiums attaching to Shares and the capital redemption reserve fund.

### **WINDING UP**

- 140 Subject to the Law, if the Company shall be wound up, and the assets available for distribution amongst the Shareholders shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Shareholders shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Shareholders in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
- 141 Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law and in compliance with the Applicable Listing Rules, divide amongst the Shareholders in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Shareholders as the liquidator, with the like sanction shall think fit, but so that no Shareholder shall be compelled to accept any asset whereon there is any liability.
- 142 The Company shall keep all statements, records of account and documents for a period of ten years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by Ordinary Resolution.

### **NOTICES**

- 143 Subject to the Law and except as otherwise provided in these Articles, any notice or document may be served by the Company or by the Person entitled to give notice to any Shareholder either personally, or by facsimile, or by sending it through the post in

a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Shareholder at his address as appearing in the Register, or to the extent permitted by all applicable laws and regulations, by posting on the MOPS or the Company's website, by electronic means by transmitting it to any electronic mail number or address such Shareholder may have positively confirmed in writing for the purpose of such service of notices. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands as their representative in the Register in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

144 Any Shareholder present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

145 Any notice or other document, if served by:

- (1) post or courier, shall be deemed to have been served five days after the time when the letter containing the same is posted or delivered to the courier;
- (2) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;
- (3) recognised courier service, shall be deemed to have been served 48 hours after the time when the letter containing the same is delivered to the courier service; or
- (4) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail, subject to the Law.

In proving service by post or courier service it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and duly posted or delivered to the courier service

146 Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with the terms of these Articles shall notwithstanding that such Shareholder be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Shareholder as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all Persons interested (whether jointly with or as claiming through or under him) in the Share.

147 Notice of every general meeting of the Company shall be given to:

- (1) all Shareholders holding Shares with the right to receive notice as at the record date and who have supplied to the Company an address for the giving of notices to them; and
- (2) every Person entitled to a Share in consequence of the death or bankruptcy of a Shareholder, who but for his death or bankruptcy would be entitled to receive

notice of the meeting and has informed the Company with the supporting documents as requested by and satisfactory to the Company.

No other Person shall be entitled to receive notices of general meetings.

#### **AMENDMENT OF MEMORANDUM AND ARTICLES**

- 148 Subject to the Law, Taiwan Laws and the Articles including without limitation Article 13, the Company may at any time and from time to time by a Special Resolution alter or amend the Memorandum of Association or these Articles in whole or in part.

#### **ORGANISATION EXPENSES**

- 149 The preliminary and organisation expenses incurred in forming the Company shall be paid by the Company and may be amortised in such manner and over such period of time and at such rate as the Directors shall determine and the amount so paid shall in the accounts of the Company, be charged against income and/or capital.

#### **OFFICES OF THE COMPANY**

- 150 The Registered Office of the Company shall be at such address in the Cayman Islands as the Directors shall from time to time determine. The Company, in addition to its Registered Office, may establish and maintain an office in the Cayman Islands or elsewhere as the Directors may from time to time determine.

#### **INFORMATION**

- 151 The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of these Articles, the minutes of every meeting of the Shareholders and the financial statements, the Register of Members and the counterfoil of corporate bonds issued by the Company. Any Shareholder of the Company may request, by submitting evidentiary document(s) to show his interests involved and indicating the scope of interested matters, an access to inspect, to transcribe and to make copies of the above documents; the Company shall make Shareholders' Service Agent to provide with the access.
- 152 Without prejudice to the rights set forth in these Articles, no Shareholder shall be entitled to require discovery of any information in respect of any detail of the Company's trading or any information which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board would not be in the interests of the members of the Company to communicate to the public.
- 153 The Board shall be entitled to release or disclose to any regulatory or judicial authority any information in its possession, custody or control regarding the Company or its affairs to any of its Shareholder including, without limitation, information contained in the Register of Members and transfer books of the Company

#### **INDEMNITY**

- 154 Every Director (including for the purposes of this Article 154 any alternate Director appointed pursuant to the provisions of these Articles), the Managing Directors, every alternate Directors, every Auditors, every Secretary and other officer for the time being



and from time to time of the Company (each an "**Indemnified Person**") shall be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such Indemnified Person, other than by reason of such Indemnified Person's own dishonesty, wilful default or fraud, in or about the conduct of the Company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.

- 155 No Indemnified Person shall be liable to the Company unless such liability arises through such Indemnified Person's own dishonesty, wilful default or fraud.

### **NON-RECOGNITION OF TRUSTS**

- 156 Subject to the proviso hereto, no Person shall be recognised by the Company as holding any Share upon any trust and the Company shall not, unless required by law, be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share or (except only as otherwise provided by these Articles or as the Law requires) any other right in respect of any Share except an absolute right to the entirety thereof in each Shareholder registered in the Register, provided that, notwithstanding the foregoing, the Company shall be entitled to recognise any such interests as shall be determined by the Directors in their absolute discretion.

### **FINANCIAL YEAR**

- 157 Unless the Directors otherwise prescribe, the financial year of the Company shall end on December 31st in each year and shall begin on January 1st in each year.

### **REGISTRATION BY WAY OF CONTINUATION**

- 158 The Company may by Special Resolution resolve to be registered by way of continuation in a jurisdiction outside the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing. In furtherance of a resolution adopted pursuant to this Article 158, the Directors may cause an application to be made to the Registrar of Companies in the Cayman Islands to deregister the Company in the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing and may cause all such further steps as they consider appropriate to be taken to effect the transfer by way of continuation of the Company.
- 159 The Company shall conduct business in accordance with the applicable rules and business ethics and may take measure that improves public interest in order to fulfill its social responsibility.

**東科控股股份有限公司**  
**公司章程中譯本**  
(本中譯本僅供參考之用，其內容應以英文版為準)

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**公司法**  
**股份有限公司**  
**東科控股股份有限公司組織大綱修正條文**  
(以 2022 年 6 月 17 日特別決議通過)

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1. 本公司名稱為東科控股股份有限公司(「本公司」)。
2. 本公司登記辦公地址為 Portcullis (Cayman) Ltd., The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands.。
3. 除本組織大綱另有規定外，本公司設立目的並無限制。
4. 除本組織大綱另有規定外，本公司具有並得行使一切有完全行為能力自然人之能力，而無須顧慮開曼公司法第 27(2)條有關法人利益(Corporate Benefit)問題。
5. 除經合法授權者外，本組織大綱並未允許本公司得從事依開曼法規定須經許可始得從事之營業行為。
6. 若本公司為豁免公司(exempted)，除為促進本公司於開曼群島外所從事之營業行為外，本公司不得在開曼群島與任何人、商號或公司進行交易；惟本條規定並未禁止本公司於開曼群島使合約生效或締結合約，或為在開曼群島外從事營業行為之目的，而於開曼群島內行使權利能力。
7. 本公司股東之責任以未繳清之股款為限。
8. 本公司授權資本額為新台幣 1,200,000,000 元，劃分為 120,000,000 股，每股面額新台幣 10 元。
9. 本公司得依公司法取消於開曼群島之註冊登記，並於其他地域註冊，繼續存續。

**公司法**  
**股份有限公司**  
**東科控股股份有限公司章程**  
**(經 2022 年 6 月 17 日股東會特別決議通過)**

**解釋**

1. 開曼法(定義如下)附件一表 A 所載規定不適用於本公司。

2.

(a) 除本章程另有規定外，本章程名詞定義如下：

- |             |   |
|-------------|---|
| (1) 關係企業    | 以公司而言，係指得直接或透過一個或數個媒介間接控制該公司之其他公司，或為該公司直接或透過一個或數個媒介間接控制之其他公司，或與該公司具有共同控制力之其他公司；所謂「控制」係指直接或間接可操控或掌握該公司之經營權或方針，至於是透過持有具投票權之有價證券或契約關係再所不問；且「控制」、「被控制」、「在共同控制之下」等辭彙，均有相關之涵義。  |
| (2) 上市法令    | 係指因最初及之後於台灣證券交易市場或有價證券市場交易或掛牌上市，而適用之相關法律、行政規則、命令或指令暨其後相關修正規定，包含但不限於證券交易法、公司法、企業併購法、台灣地區及大陸地區人民關係條例等相關中華民國法令或其他由台灣主管機關所頒布之類似規則及命令、與由行政院金融監督管理委員會、證券櫃臺買賣中心或台灣證券交易所頒布之規則及命令； |
| (3) 本章程     | 係指本公司現行組織章程，以及隨後經股東會特別決議隨時修正或補充之條文；   |
| (4) 稽核人員    | 係指為本公司所聘任之稽核人員；   |
| (5) 審計委員會   | 參見第 84 條定義；   |
| (6) 審計委員會委員 | 係指組成審計委員會之委員；   |
| (7) 主席      | 參見第 76 條定義；   |
| (8) 股份種類    | 係指本公司任何時間所發行股份之種類；  |
| (9) 證券主管機關  | 係指台灣金融監督管理委員會或其他主管台灣證券交易法之機關；   |
| (10) 本公司    | 係指「東科控股股份有限公司」(Eastech Holding Limited)；  |

(11)	新設公司	係指由兩家或兩家以上參與公司因新設合併所新設之公司；
(12)	新設合併	係指依開曼法及台灣法令，由兩家或兩家以上參與公司合併而成立一新設公司且原參與公司之承諾、財產、債務由新設公司概括承受之合併；
(13)	參與公司	係指依開曼法及台灣法令，參與與其他一家或多家公司合併之現存公司；
(14)	董事或董事會	係指本公司當時之董事，或依實際情形，由董事所組成之董事會或委員會；
(15)	可分配盈餘	參見第 117 條定義；
(16)	電子	應按最新開曼群島電子交易法定義解釋之；如該電子交易法另有修正、新增條文或包含、取代其他法律時亦應一併納入；
(17)	電子通訊	係指依據開曼法傳輸到電話號碼、住址、網站或其他經逾三分之二董事決議許可之電子傳輸方式；
(18)	興櫃	係指財團法人中華民國證券櫃臺買賣中心之興櫃交易平台；
(19)	金管會	係指台灣金融監督管理委員會；
(20)	櫃檯買賣中心	係指財團法人中華民國證券櫃臺買賣中心；
(21)	被補償人	參見第 154 條定義；
(22)	獨立董事	係指依照上市法令定義之獨立董事；
(23)	開曼法	係指最新修正開曼群島公司法暨其後之修正或變更，及其他法律、命令、行政規則、適用於本公司或影響本公司、組織大綱及/或組織章程之其他於開曼群島具有效力之相關法律規定(含其後修正)，及本章程所引用之開曼法條文及該等之修正規定；
(24)	本公司股東或成員	係指經記載於本公司股東名簿之股份持有人，包括尚未完成登記之認股人，以及股份之共有人；
(25)	組織大綱	係指本公司組織大綱，以及隨後經修正或取代之條文；
(26)	合併	係指存續合併及/或新設合併；
(27)	存續合併	係指依開曼法及台灣法令，由兩家或兩家以上參與公司合併並以其中一參與公司作為存續公司，且由該存續公司概括承受參與公司之承諾、財產、債務之合併；

(28)	月	係指日曆月；
(29)	公開資訊觀測站	係指由台灣證券交易所及櫃檯買賣中心所維護之公開資訊觀測站；
(30)	普通決議	係指於本公司依本章程規定召開之股東會上，有表決權之股東親自或在允許使用委託書的情況下出具委託書，如股東為法人者，由其合法授權代表人出席，以過半數決通過之決議。當採取投票方式時，係以每一股東所得享有的表決權數為準計算過半數票數；
(31)	繳足股款	係指就已發行之股份按票面金額及溢價繳足股款，包括以記入貸方方式繳足股款；
(32)	主體(人員)	係指自然人、商號、公司、合資、合夥、組織、機構或其他主體（不論是否有獨立之法人格）或依章程內文規定包含之前開主體；
(33)	股東名簿	係指按照開曼法規定，本公司依董事會決議，於開曼群島境內或境外所備置之一個或多個股東名簿（包括開曼法所定義之「已上市股份股東名簿」及/或「未上市股份股東名簿」）；
(34)	註冊事務所	係指本公司依開曼法規定所設之註冊事務所；
(35)	登記辦公室	係指依董事會決議，於中華民國或其他地區備置關於特定股份種類股東之股東名簿以及(除董事會另有其他決議者外)受理股份或其他有價證券所有權移轉文件申報及登記之處所；
(36)	相關期間	係指自本公司股份於股票市場掛牌交易之日起，至本公司股份自股票市場下市為止之期間（為本條定義之目的，本公司股份無論因任何原因而暫停交易，該暫停交易期間本公司之股份仍視為掛牌上市）；
(37)	薪酬	包含但不限於薪資、報酬、現金、選擇權、股票紅利、退休福利、資遣費、終止費、津貼及其他具有實質利益之補償
(38)	薪酬委員會	參見第 85.1 條定義
(39)	薪酬委員會委員	即薪酬委員會之成員
(40)	中華民國或台灣	係指中華民國及其領土、領地或其管轄權區域
(41)	印鑑	係指於開曼群島境外本公司所使用之一般公司章（如有適用），或其他摹本或正式印章（如有適用）；

- (42) 執行秘書 係指經董事會指定執行本公司秘書業務之人，包含任何助理、代理或暫時秘書；
- (43) 股份 係指本公司股本所含之股份。依文義需要，嗣後提及股份時應包含各種類之股份；為免疑義，本章程所提及股份亦包括畸零股；
- (44) 股份溢價帳戶 係指依本章程、開曼法及台灣法令規定所設立之股份溢價帳戶，該帳戶金額相當於超過票面金額發行股份所得之溢額或溢價；
- (45) 股務代理機構 係指經台灣主管機關許可並按上市法令得提供特定股務服務予本公司之代理人；
- (46) 簽署 係指直接簽名或在電子通訊中，以表彰具有簽署意願且經該個人採用作為替代直接簽名之機械方式、電子標誌或程序；
- (47) 特別決議 係指依照開曼法規定，股東會之召集通知上表明將進行特別決議，並已依法發出通知，經三分之二以上有權於股東會行使表決權股份同意之決議。股東得親自行使表決權或在允許使用委託書的情況下出具委託書授權行使表決權，如股東為法人者，由其合法授權代表人出席該股東會行使表決權；  
任何本章程規定以普通決議所為之決議，亦得以特別決議為之；
- (48) 特別股 參見第 4 條規定；
- (49) 股票市場 指興櫃市場、櫃檯買賣中心或證交所
- (50) 分割 係指轉讓公司移轉其全部或一部獨立經營事業予現存或新設之受讓公司，且該受讓公司將發行新股予該轉讓公司或該轉讓公司之股東；
- (51) 子公司 依台灣法下之定義
- (52) A 型特別(重度)決議 係指由代表公司已發行股份總數三分之二以上有權投票之股東出席股東會，以出席股東（係指親自出席或在允許出具委託書前提下出具委託書）表決權過半數同意通過的決議；
- (53) B 型特別(重度)決議 係指由代表公司已發行股份總數過半數之有權投票之股東出席股東會，以出席股東（係指親自出席或在准許出具委託書前提下出具委託書）表決權三分之二以上同意通過的決議；
- (54) 存續公司 係指按開曼法或台灣法令規定，合併一個或多個參

與公司後所唯一存續之參與公司；

- (55) 台灣法令 係指台灣法律與行政規則，包括但不限於上市法令；
- (56) 證交所 係指台灣證券交易所股份有限公司；
- (57) 庫藏股 庫藏股之定義依照第 34 條規定。

- (b) 除本章程另有規定，開曼法所定義之用語，於本章程亦適用之。
- (c) 除本章程另有規定，於本章程中：
- (1) 當名詞指涉單數時，亦包括複數；反之亦然；
  - (2) 當名詞指涉陽性時，亦包括陰性及中性；
  - (3) 除另有規定外，本章程規定之通知應以書面為之；關於「以書面」或「書面」為之，係包含以印刷、微影、攝影或其他以永久顯示形式表現或重製字體之方式；
  - (4) 使用「得」係指授權規定；使用「應」係指強制規定；
  - (5) 如台灣法令與本章程規定有所歧異，以本章程為據；
  - (6) 如台灣法令與開曼法規定有所歧異，以開曼法為據。
- (d) 本章程使用標題僅係為解釋方便之目的，並不影響本章程規定之解釋。

### 股份

3. 就所有本公司未發行之股份，董事會得依本章程之規定：
- (1) 在其認為適當之方式、條件、權利或限制下，提供、發行、分配及處分該股份予他人；惟除開曼法及上市法令允許之情況外，股份不得折價發行；及
  - (2) 依開曼法及上市法令，授與認股選擇權、發行權證或其他類似之證券；且為前述之目的，董事會得保留一定數量股份不予發行。
- 為前述之目的，董事會得保留適當數量未發行股份。
4. 本公司得經股東會特別決議，將股本劃分為具優先或劣後普通股權利之不同股份種類(「特別股」)，且依該決議，特別股得經三分之二以上董事出席及出席董事過半數之董事會同意發行之。
5. 於依前述第 4 條規定決議發行特別股前，或特別股之權利有任何變動時，本章程應予修改以訂明特別股之權利及義務，包括但不限於下列規定：
- (a) 授權發行及已發行特別股總數；
  - (b) 特別股分派股息及紅利之順序、定額或定率；
  - (c) 特別股分派本公司剩餘財產之順序、定額或定率；
  - (d) 特別股股東行使表決權（包括無表決權等）之順序及限制；
  - (e) 與特別股權利義務有關的其他事項；及
  - (f) 本公司有權或被強制贖回特別股時，其贖回方法；或表示不適用贖回之聲明。

6. 本公司發行新股，應經三分之二以上董事出席及出席董事過半數之董事會同意。發行新股應在本公司授權資本額內為之，並得在授權資本額內分次發行新股。
7. 本公司不得發行未繳足或部分繳足股款之股份，亦不得發行無記名股份。
8. 發行新股時，董事會得保留不超過百分之十五(15%)比例之新股供本公司或符合條件之國內外控制或從屬公司之員工認購，董事會得依其合理裁量決定得認購新股之員工。
9. 於本公司股份已在股票市場掛牌之期間，除另經本公司股東會普通決議或台灣法令另有規定外，若董事會依第 6 條規定決議發行新股時，本公司於依第 8 條規定保留部分新股供員工認購及依第 11 條及相關台灣法令保留部分比例供公開發行後，首先應依上市法令規定，就其餘新股公告及書面通知原有股東按其原持股比例儘先分認。本公司應於書面通知聲明，未在指定截止日前確認認購股數之股東將喪失該權利。原有股東持有股份按比例不足分認一新股者，得合併共同認購，或併歸一人認購一股或整數倍股。原有股東未認購之新股得公開發行或洽由特定人或經議價之人認購。各股東得自行或指定一人或數人認購新股份。
10. 前述第 9 條所訂之原有股東優先認購權，於下列原因或目的而發行新股時，不適用之：
  - (a) 與其他公司合併、或與本公司分割、重整有關者；
  - (b) 與履行本公司授予員工認股權憑證或/及選擇權義務有關者；
  - (c) 與履行本公司可轉換公司債、附認股權憑證之公司債或附認股權公司債義務有關者；
  - (d) 與履行本公司認股權憑證或附認股權特別股義務有關者；
  - (e) 基於員工酬勞、員工認股選擇權或員工持股計畫等目的或係依據第 31(A) 條第(g)款規定，發行新股供本公司或符合條件之國內外控制或從屬公司員工認購者；
  - (f) 其他依台灣法令規定之例外情況。
11. 如本公司在台灣境內辦理增資發行新股時，除依據上市法令認為無須或不適用外，本公司應提撥發行新股總數百分之十之股份在台灣境內對外公開發行。惟如本公司股東會普通決議通過提撥比例高於百分之十者，從其決議行之。
- 11.1 本公司發行新股時，認股人不得延欠應繳之股款，若經本公司定一個月以上之期限催告仍未繳納者，認股人將失其權利，本公司得就其所認股份另行募集，並向認股人請求賠償。
- 11.2 本公司有下列情形之一者，得不保留發行之新股由員工承購、通知原有股東儘先分認或提撥一定比率對外公開發行，不受前述第 8 條、第 9 條、第 11 條及第 11.1 條之限制：
  - (a) 存續公司為合併而發行新股，或母公司為子公司與他公司之合併而發行新股。
  - (b) 發行新股全數用於被收購。
  - (c) 發行新股全數用於收購他公司已發行之股份、營業或財產。
  - (d) 因進行股份轉換而發行新股。
  - (e) 因受讓分割而發行新股。
  - (f) 其他法令規定之情事。



本公司依前項發行之新股，得以現金或公司事業所需之財產為出資，且不受台灣公司法第 272 條規定之限制。

12. 本公司得經三分之二以上董事出席及出席董事過半數同意之董事會決議，採用一項以上員工獎勵方案，並於台灣法令許可限度下，依該員工獎勵方案發行股份、選擇權、認股權憑證或其他得以取得本公司股份之類似權利予本公司或符合條件之國內外控制或從屬公司之員工。員工依員工股份選擇權計畫所取得之股份、選擇權、認股權憑證或其他類似權利不得轉讓，但因繼承取得者，不在此限。

本公司得依據上市法令，經股東會 B 型特別(重度)決議，發行認股價格低於發行日本公司股份在證交所收盤價之員工認股權憑證。

#### **權利變動**

13. 如發行不同種類股份，各該股份種類之任何權利之重大不利變更或修改，須經公司股東會以 A 型特別(重度)決議方式表決通過，及該股份種類股東另以 A 型特別(重度)決議方式表決通過；如未達 A 型特別(重度)決議出席門檻，得以 B 型特別(重度)決議方式為之。前述個別股東會應適用本章程有關一般股東會及其程序之相關規定。
14. 除於發行具有特別權利或其他權利股份之發行條件中另有明文規定外，本公司創設、分配或發行其他與該種類股份具有相同或次於該種類股份權利之股份，或贖回、買回該種類股份時，不應視為取消或重大不利變更該等種類股份之權利。

#### **股東名簿**

15. 董事會應備妥股東名簿，並依開曼法規定載入登記事項。
16. 依開曼法規定，如董事會認為有必要或適當時，在相關期間內，本公司應於中華民國境內備置股東名簿。

#### **股權證明**

17. 除開曼法或台灣法令另有規定外，本公司股份得免印製股票並以帳簿劃撥方式交付。於本公司股份已登錄興櫃、或在櫃檯買賣中心或證交所掛牌之期間，本公司所發行之無實體股份，應由本公司或由股務代理機構透過帳簿劃撥之方式，依開曼法及/或台灣法令得發行之日起三十天內交付給認股人或應募人。本公司應於交付該等股份前，應依上市法令辦理公告。

#### **股份過戶或股份繼承**

18. 於不違反開曼法及台灣法令之前提下，本公司發行之股份得自由轉讓。但本公司保留給本公司及其符合條件之國內外控制或從屬公司員工認購之股份，得限制其在兩年或其他由董事會決定之期間內不得轉讓。
19. 任何股份之轉讓應以一般或通常書面文件格式，或董事會得依其絕對裁量決定格式，並應由轉讓人或代表轉讓人及受讓人簽署該等文件為之。在受讓人經登記於股東名簿前，轉讓人仍視為股東。
20. 董事會得拒絕任何股份轉讓之登記，除非已向公司提出轉讓文件，並連同表彰轉讓股份之股票及其他證明，以及其他董事會合理要求提供足以證明轉讓人確有轉讓權限之證明文件。
- 20.1 若股票已於股票市場交易，並依相關規定以帳簿劃撥或其他方式轉讓者，董事會得自行決定第 19 條及第 20 條不再適用。

21. 本公司於本章程第 37 條規定之停止過戶期間，得暫停股東名簿之過戶登記。
22. 所有經登記之股份轉讓文件應由本公司保管，惟經董事會拒絕辦理登記之股份轉讓文件應返還予申請人，但有詐欺不法情事者，不在此限。
23. (條次保留)
24. (條次保留)
25. 無論本章程是否另有規定，本公司應隨時並定期更新股東名簿，並應依開曼法規定隨時在各方面維持股東名簿之紀錄。
26. 當股東死亡時，本公司將認定其繼承人以及法定代理人對該死亡股東之股份具有所有權。如果股份登記為二人(含)以上所共有者，則本公司將認定生存之共有人對該死亡股東股份具有所有權，如果該生存之共有人為該股份單獨、唯一之持有人而嗣後死亡者，所有權人則為其合法代表人。
27. 任何主體因股東死亡、破產或解散而取得其股份之權利者，除本條另有規定外，得在取得董事會合理要求之證明文件後，如同已死亡、破產之股東原得行使之權利，得請求登記為相對應股份之股東，或者將該股份移轉予他人；但如該死亡或破產股東於死亡或破產前將股份移轉予他人時，董事得行使職權拒絕或暫停受理登記。
28. 因原股東死亡或破產而取得其股份權利之主體，得享有如同其已登記為股份持有人所得享有之股息及其他利益；但於登記為股東前，不得享有因股東身份所取得有關股東會股東權利之行使。

#### 股本變更

29. 本公司得隨時以普通決議進行以下事項：
  - (g) 依股東會決議增加授權資本額，發行不同股份種類；
  - (h) 將全部或任何股本合併或分割成為較其現有股份面額更大的股份；
  - (i) 將現有股份再分割成為比組織大綱所規定更小面額之股份；
  - (j) 銷除在作成該決議當時尚未被任何主體取得或承諾取得之股份，並依據銷除股份之數額減少其股本。
30. (A) 本公司得以特別決議進行以下事項：
  - (a) 變更名稱；
  - (b) 變更股本幣別；
  - (c) 於開曼法及台灣法令容許範圍內，依其所授權之方式減少資本額及資本償還準備金
  - (d) 依開曼法規定，自願性解散本公司；及
  - (e) 根據台灣法令之規定，以私募之方式發行有價證券；但若私募是在台灣境內進行時，只能對下列之人進行私募：
    - i. 銀行業、票券業、信託業、保險業、證券業或其他經台灣證券主管機關核准之法人或機構；
    - ii. 符合台灣證券主管機關所定條件之自然人、法人或基金；
    - iii. 本公司或關係企業之董事及經理人；或
    - iv. 其他符合台灣法令規定之人。
- (B) 本公司得經特別決議，依開曼法規定與他公司進行合併。

- 30.1 本公司依第 30(A)條第(c)款規定減少資本額時，該等減少之資本得以買回股份、資本退還或其他開曼法及台灣法令許可之方式，以現金或財產依股東所持股份比例退還予股東。以現金以外財產退還股款之前，董事會應就該等財產之價值及相對應之抵充數額取具經台灣會計師出具之評估報告，並經股東會決議及經該收受財產股東之同意。
- 30.2 如本公司參與合併、概括讓與營業或資產、股份轉換、分割、或其他任何主管機關隨時公布之交易型態，且存續、受讓、既存或新設公司為非上市櫃公司，而致本公司終止上市者，應經本公司已發行且有投票權股份三分之二以上股東決議通過。
31. (A) 本公司得以 A 型特別(重度)決議，進行下列事項：
- (a) 訂定、變更、終止任何出租其全部營業、委託經營、或經常與他人共同經營之合約；
  - (b) 讓與其營業或資產之全部或任何重要部分；
  - (c) 受讓他人全部營業或財產而對本公司之營運有重大影響者；
  - (d) 以發行新股之方式分派部份或全部之股息或紅利；
  - (e) 依台灣法令規定進行分割；
  - (f) 不再是公開發行公司且停止在股票市場交易；
  - (g) 依台灣法令，發行權利有所限制之股份予本公司或其符合條件之國內外控制或從屬公司之員工；其發行數量、發行價格、發行條件及其他應遵行事項，應遵循台灣法令之規定；
  - (h) 依台灣法令規定進行股份轉換。
- (B) 若出席股東之股份總數不足前述(A)項規定之定額，本公司得以 B 型特別(重度)決議通過上述事項。
- (C) 依本章程規定必須以前述 A 型或 B 型特別(重度)決議通過之事項，本公司不得以特別決議或普通決議為之。
32. (A) 股東會決議下列事項之一時，異議股東得對本公司行使股份收買請求權，請求本公司以當時公平價格收買其股份：
- (a) 有公司法第 185 條所定情事之一，股東於股東會前已以書面通知本公司反對該項議案之意思表示，並在股東會上再次提出反對意見者；但股東會依第 31(A)條第(b)項規定作成決議，於轉讓本公司營業或資產後，同時解散本公司者，股東不得享有上述請求收買股份之權利；
  - (b) 有企業併購法第 12 條所定情事之一，股東於股東會集會前或集會中，以書面表示異議，或以口頭表示異議經紀錄，且放棄其表決權者。
- (B) 股東為前項之請求，應於股東會決議日起二十日內以書面提出，並列明請求收買價格。股東與本公司間就收買價格達成協議者，本公司應自股東會決議日起九十日內支付價款。未達成協議者，本公司應自決議日起九十日內，依其所認為之公平價格支付價款予未達成協議之股東；本公司未支付者，視為同意股東請求收買之價格。
- (C) 股東因股東會決議第 32(A)條第(a)項所列之議案而向公司請求收買其所有之股份者，倘若本公司與股東自該股東會決議之日起六十日內，未能就收買價格達成協議者，則該股東得在此六十日期間經過後三十日內，向臺灣臺北地方法院

聲請為價格之裁定。法院之裁定在本公司及該請求股東間針對收買價格有終局確定拘束力。

- (D) 股東因股東會決議第 32(A)條第(b)項所列之議案而向公司請求收買其所有之股份者，股東與本公司間就收買價格自股東會決議日起六十日內未達成協議者，本公司應於此六十日期間經過後三十日內，以全體未達成協議之股東為相對人，聲請法院為價格之裁定，並應以臺灣臺北地方法院為第一審管轄法院。

#### 股份贖回及買回

33. 在符合開曼法、台灣法令和本章程規定前提下，本公司得發行可由股東或本公司行使贖回權或買回權的股份(包含特別股)。該股份贖回權或買回權之條件，應經本公司以股東會特別決議通過。對於支付其贖回或買回其股份之股款，應依開曼法及台灣法令，自董事會授權之資金中支付之。
34. 在符合開曼法、台灣法令和本章程規定之情形下，本公司得經三分之二以上董事之出席及出席董事過半數同意之董事會決議，購買、贖回或取得本公司股份。本公司購買、贖回或取得之本公司股份應依董事會之決定立即銷除或作為庫藏股。前述董事會之決議及執行情形（包括因故未買回、贖回或取得股份者），應於最近一次之股東會報告。
- 34.1 本公司就庫藏股不得領取股利，或分配其他公司資產（不論以現金或其他方式），包括清算時分配資產。
- 34.2 本公司就庫藏股應以庫藏股持有人登錄於股東名簿，但：
- (a) 本公司不得基於任何目的被視為股東，且不得就庫藏股行使任何權利，若行使亦為無效；
- (b) 庫藏股不得於本公司任何會議直接或間接參與表決，且依本章程或法律不計入所有已發行股份總數。
- 34.3 如本公司移轉庫藏股予本公司或其符合條件之國內外控制或從屬公司之員工，董事會得決定移轉條件(包含限制移轉期間最長不得超過二年)。公司以低於實際買回股份之平均價格將庫藏股轉讓予本公司或其符合條件之國內外控制或從屬公司之員工之議案，應經特別決議，且應於股東會通知中載明上市法令所要求之相關事項，不得以臨時動議提出。歷次股東會通過且已轉讓予本公司或其符合條件之國內外控制或從屬公司之員工之庫藏股總數，累計不得超過公司已發行股份總數之百分之五，且單一認股員工其認購股數累積不得認購超過公司已發行股份總數之千分之五。
- 34.4 本公司得依第 34 條及第 34.3 條之規定，依董事會決定之條件移轉或註銷庫藏股。
35. 贖回或買回任何股份不應視為導致其他股份之贖回或買回。
36. 在開曼法及台灣法令許可前提下，於支付贖回或買回股份之對價時，董事會得依該被贖回或買回之股份發行條件之規定，或經持有該股份之股東同意，以現金或其他對價支付之。

#### 停止股東名簿變更或訂定基準日

37. 為確定應發給股東會開會通知之對象、得出席或在股東會或休會後續行集會行使表決權之股東、有權受領股息分派之股東，或為任何其他目的而必須確定股東身份時，董事會得規定在一定期間內停止股東名簿之變更。於本公司股份已於股票市場掛牌之期間，本公司在每年度股東常會開會前至少六十(60)天內、每次臨時股東會開會前至少三十(30)天內、及盈餘分派基準日前至少五(5)天之期間內，應停

止股東名簿之變更。

38. 除停止股東名簿變更外，為確定應發給股東會開會通知之對象、得出席或在股東會行使表決權之股東，以及有權受領股息分派之股東，董事會得事先訂定相關基準日。當董事會依相關上市法令及本條訂定基準日時，董事會應立即依據上市法令，在證券主管機關及櫃檯買賣中心或證交所指定網站上公告之。

### 股東會

39. 股東常會以外所召開之股東會均為股東臨時會。
40. 董事會得於必要時隨時召集本公司股東會，但本公司應於每一會計年度終了後六個月內召開一次股東會作為股東常會，且應於股東會召集通知中表明為股東常會。
41. 董事會之報告(如有)應提交予股東會討論。於本公司股份已在股票市場掛牌之期間，本公司所有實體股東會均應於台灣召開。如實體股東會將在台灣境外召集，董事會應於該議案通過後二日內向證交所(或櫃檯買賣中心，依其情形適用之)報請核准。如於台灣境外召開股東會時，本公司應於台灣境內委託專業股務代理機構辦理股東會之行政事務(如股東投票事宜)。

本公司股東會之召開得以視訊會議或其他經台灣公司法主管機關公告之方式為之。股東會開會時，如以視訊會議為之，股東以視訊參與會議者，視為親自出席。股東會以視訊會議為之者，本公司應符合之條件、作業程序及其他應遵行事項，應遵循上市法令規定。

42. 繼續一年以上持有本公司已發行有表決權股份總數百分之三(3%)以上之股東，得以書面通知載明提議事項及理由，並將該書面通知送達於本公司登記辦公室或股務代理機構，請求董事會召集股東臨時會。前項請求提出後十五日內，董事會不為召集時，則請求之股東得自行召集之。於本公司股份已於股票市場掛牌之期間，該等股東會必須在台灣召集。
- 42.1 繼續三個月以上持有已發行股份總數過半數股份之股東，得自行召集股東臨時會。股東持股期間及持股數之計算，以停止股票過戶時之持股為準。
- 42.2 (條次保留)
- 42.3 董事會或其他召集權人召集股東會者，得請求公司或股務代理機構提供股東名簿。

### 股東會通知

43. 股東常會之召集，應至少於三十天前以書面通知，股東臨時會之召集應至少於十五天前以書面通知，該通知應載明開會之地點、日期、時間，如有特殊事項，則應依下述規定方式或本公司規定之其它方式載明該特殊事項，而將該通知寄發給得於股東常會或股東臨時會中投票或依本章程或有權受領該通知之人。每一通知之發出日或視為發出日及送達日均不予計入，且通知應載明開會之地點、日期、時間及召集事由。倘本公司已取得股東事前同意或於開曼法及台灣法令許可前提下，股東會之通知得以電子通訊方式為之。
44. (A)下列事項應在股東會召集事由中列舉並說明其主要內容，不得以臨時動議提出；其主要內容得置於證券主管機關或本公司指定之網站，並應將其網址載明於通知：
- (a) 選任或解任董事；
  - (b) 變更組織大綱及/或章程；

- (c) 減資；
- (d) 申請停止公開發行；
- (e) 解散、合併、股份轉換或分割本公司；
- (f) 締結、變更、或終止關於出租全部營業、委託經營或與他人經常共同經營之契約；
- (g) 讓與全部或主要部分之營業或財產；
- (h) 受讓他人全部營業或財產，且對本公司營運有重大影響者；
- (i) 私募發行具有股權性質之有價證券；
- (j) 董事從事競業行為之許可；
- (k) 以發行新股之方式，分派股息及紅利之全部或一部；及
- (l) 將本公司之資本公積(依第 135 條規定)撥充資本，依持股比例發行新股或現金予股東；及
- (m) 台灣法令所規範之事由。

(B) 股東於股東會中得提出臨時動議，但以與召集事由直接相關者為限。

- 44.1 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，或於台灣法令隨時所明定或修改之期限前，公告股東會開會通知書、委託書用紙、各項議案（包括承認案、討論案、選任或解任董事等）之案由及相關資料。倘股東會採行書面行使表決權時，應將前述資料及書面行使表決權用紙，併同寄送予股東。
45. 於本公司股份已於股票市場掛牌之期間，本公司召開股東會時應編製股東會議事手冊並準備相關資料，供股東索閱，且應依上市法令及其他應適用之台灣法令，於股東常會開會二十一日前或股東臨時會開會十五日前，或於台灣法令隨時所明定或修改之期限前，公告於公開資訊觀測站或其他主管機關及櫃檯買賣中心或證交所指定之網站上。本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會股東名簿記載之外資及陸資持股比例合計達百分之三十以上時，應於股東常會開會三十日前完成前開電子檔案之傳送。

#### 股東會程序

46. 股東會未達法定出席人數者，不得為任何決議。除本章程另有規定外，出席股東至少二人持有股份(包含親自出席或出具委託書者)合計已超過已發行有表決權股份半數時為已達會議法定出席人數。關於普通決議，出席股東持有股份(包含親自出席或出具委託書者)合計不足前開法定出席人數，而有已發行股份三分之一以上股東出席時，得以出席股東過半數之同意作成假決議。該假決議之通知應發予每位股東，並應於一個月內再行召集股東會。前述股東會對於假決議，如仍有至少二人持有已發行股份總數三分之一以上之股東出席，並經出席股東表決權過半數之同意，該決議視為經普通決議通過。
47. 在股東常會召開前之停止股票過戶日前持有已發行股份總數百分之一（1%）以上股份之股東，得以書面或電子受理方式向本公司提出一項股東常會議案。除提案之股東不符合上述資格、提案超過一項、議案於公告受理期間外提出、議案超過三百字或議案之內容依據開曼法或台灣法令之規定無法由股東會進行決議者外，董事會應列為議案。股東提案係為敦促公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。有關股東會提案之提出與處理，應依開曼法以及台灣法令之規定，以及本公司股東會議事規則規定辦理。

48. 由董事會召集之股東會應由董事長擔任主席。如董事長請假、缺席或因故不能行使職權，董事長得指定董事一人代理之。如董事長未指定代理人者，由董事互推一人擔任股東會主席。如由其他依開曼法或台灣法令有召集權人所召集之股東會，由該召集權人或其他依開曼法或台灣法令有權擔任主席者，主持該股東會。
49. (條次保留)
50. 主席得經股東會普通決議宣佈休會。除休會前尚未議決之議案外，休會後續行集會不得就其他議案進行表決。當股東會或休會後續行集會後再休會已逾五日者，續行集會之召集通知應比照原股東會召集方式進行。除前述外，休會或休會後續行會議之議案，無須另行通知。
51. 股東會議案須進行表決者，應以投票方式進行之。贊成或反對議案之票數或比例應記載於該股東會議事錄。
52. 除開曼法或本章程另有明文規定外，任何須經股東會決議、核准、確認、採納之議案，均應以普通決議方式為之。
53. 在贊成與反對票數相等之情況下，會議主席不得享有決定票。

### 股東表決權

54. 除股份所附隨之權利或限制設有特別規定外，每一親自出席(當股東為法人時，係指合法授權代表人)或委託代理人出席之股東，得享有一票；在進行投票時，每一親自出席(當股東為法人時，係指合法授權代表人)或委託代理人出席之股東，就其所持有每一股份(已繳足股款，或以記入貸方方式繳足股款之股份)，有一表決權。
- 54.1 在符合開曼法及台灣法令情形下，若股東係為他人持有股份時，股東得分別行使表決權。
- 分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵行事項，應遵循台灣法令規定
55. 若本公司知悉，就股東會決議事項，股東依台灣法令規定禁止就特定議案行使表決權，或限制不得針對特定議案行使表決權時，任何由該股東行使或代理其他股東行使而與上述規定牴觸之表決權數，不算入已出席股東之表決權數。
56. (A) 股份有下列情形之一者，無表決權：
- (a) 股份為本公司持有已發行有表決權之股份總數過半數之子公司所持有；
- (b) 股份為本公司及本公司之子公司直接或間接持有他公司已發行有表決權之股份總數過半數之他公司所持有。
- (B) 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。
- 56.1 董事以股份設定質權超過選任當時所持有之公司股份數額二分之一時，其設質超過之股份不得行使表決權，不算入已出席股東之表決權數。
57. 於共有股份之情形，共有人應於其中選定一代表人行使其股東權利，該代表人所行使之表決權(無論是親自或出具委託書)應排除其他共有人所為之投票。
58. 如股東有心智缺陷，或經有管轄權法院宣告有精神障礙時，得由管理委員會或由法院指派性質類似管理委員會之主體行使投票權，該管理委員會或由法院指派性質類似管理委員會之主體得以出具委託書方式行使投票權。
59. 股東得出具本公司印發之一份委託書，經載明授權範圍且合法授權後，於股東會

開會五日前送達本公司，委託代理人出席股東會。若本公司收到同一股東所出具之委託書有兩份以上時，若後送達之委託書並未聲明撤銷前委託書者，以最先送達者為準。

60. 除本章程之限制外，使用或撤回委託書、徵求委託書及其相關程序應按台灣法令之相關要求及限制為之。
61. 委託行使代理權所出具委託書應依循董事會核可之格式，且應表示僅適用於該次特定之股東會，其內容並應包括台灣法令要求之相關資訊。
62. (條次保留)
63. 除根據台灣法令組織之信託事業或經台灣主管機關核准之股務代理機構或台灣上市法令另有規定外，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或相關台灣法令隨時所明定或修改之比例；若超過，則超過之表決權，不予計算。
64. 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。不得行使表決權之股份數，不算入已出席股東之表決權數。
65. 如本公司僅有一名股東時，經該股東按本章程規定簽署之書面決議，應與合法召集並召開之股東會所通過之決議有相同之效力。
66. 在符合開曼法及台灣法令之前提下，本公司應提供且允許股東以電子方式行使表決權，並於股東會召集通知上載明表決權行使方法。
67. 為避免疑義起見，股東依台灣法令及本章程規定，以書面或電子方式行使表決權者，應算入法定出席人數，並視為已經親自出席股東會，但在符合開曼法及台灣法令之前提下，就該次股東會之臨時動議及原議案之修正，視為棄權。
68. 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前，或於台灣法令隨時所明定或修改之期限前送達本公司。送達本公司之意思表示有兩個以上時，於開曼法及台灣法令許可範圍內，除後送達之意思表示聲明撤銷前意思表示外，以最先送達者為準。
69. 於開曼法及台灣法令許可範圍內，股東以書面或電子方式行使表決權後，欲親自出席股東會者，至遲應於股東會開會二日前，或於台灣法令隨時所明定或修改之期限前，以與行使表決權相同之方式，另為撤銷先前行使表決權之意思表示。逾期撤銷者，於開曼法及台灣法令許可範圍內，以書面或電子方式行使之表決權為準。
70. 如股東會之召集程序或其決議方法違反開曼法、台灣法令或本章程之規定時，股東得自決議之日起三十日內向台灣台北地方法院或向有權管轄之開曼群島法院起訴請求救濟，包括但不限於訴請法院廢止及撤銷該決議。

#### 法人股東透過代表人參與會議

71. 本公司之法人股東，得透過其董事會或其他管理機關之決議授權其認為適合之主體為代表人，並由該代表人出席本公司任何會議或本公司任何股份種類之會議。經授權之代表人有權代表該法人行使該法人所有之權利，與一般個人股東之權利能力無異。



## 董事會

72. 本公司最多應有七名董事，其中最少包括三名獨立董事。首屆董事應由組織大綱上所載發起人或認股人（如為多數，則經其過半數同意）遴選與指派。
73. 股東會得選任自然人或法人為董事。股東會選任董事時，應採行候選人提名制度，每一股份之選舉權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兩人或數人。由所得選票代表選舉權較多者，當選為董事。
74. 於開曼法允許範圍下，董事任期為3年，連選得連任。若現任董事任期屆滿後未選任新董事，在符合本章程及本公司相關內部規章前提下，現任董事任期延長至新董事就任之時為止。
75. (a) 董事得隨時經股東會以A型特別(重度)決議解任。若出席股東之股份總數不足前述A型特別(重度)決議規定之定額，本公司得以B型特別(重度)決議隨時解任之。
- (b) 股東會於公司董事任期未屆滿前，改選全體董事者，除非決議載明原任董事於任期屆滿始解任，否則一經改選即視為解任。前述改選，應有代表已發行股份總數過半數股東之出席。
- (c) 董事執行業務，有重大損害本公司之行為或嚴重違反本章程、開曼法、上市法令規定，而未能依本章程第75(a)條經股東會決議將其解任時，持有本公司已發行股份總數百分之三以上之股東，在符合開曼相關法令及台灣法令情形下，得於股東會後三十日內，向台灣台北地方法院或其他就該事件具管轄權之法院訴請裁判解任該董事。該董事於本公司接獲該終局不可上訴之解任判決時應視為被解任。
- (d) 在開曼群島法允許之範圍內，繼續六個月以上，持有公司已發行股份總數百分之一以上之股東，得以書面請求審計委員會之獨立董事成員為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。股東提出請求後三十日內，審計委員會之獨立董事成員不提起訴訟時，股東得為公司提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院。
- 股東在台灣提起前項訴訟時，公司得要求該股東依台灣民事訴訟法之規定提供相當之訴訟擔保，如因敗訴致公司受有損害，起訴之股東，對於公司負賠償之責。
76. 董事會應設置董事長，並應經由三分之二以上現任董事出席、出席董事過半數同意選任之。董事長任期亦應經由三分之二以上之現任董事出席、出席董事過半數同意決定之。董事長應擔任董事會主席。如董事長未於董事會開始後十五分鐘內出席，得由出席董事推派一人擔任主席。
77. 除開曼法及台灣法令另有規定外，董事會得隨時經由決議，採用、訂定、修正、修改或撤銷本公司治理政策或行動方案，以針對本公司及董事會之各項公司治理事務訂定政策。
78. 董事無須以持有本公司股份作為資格之限制。

## 董事及經理人之報酬及費用

79. 本公司董事及經理人之報酬應由薪酬委員會提出建議，並由董事會依照各董事及經理人對於公司業務經營之參與及貢獻程度，參考業界一般水準及其他薪酬委員會與董事會認為適當之其他相關因素訂定之。

80. (條次保留)

81. 董事會認為必要時，得於各董事任期內，為各董事購買董事責任保險。

#### **獨立董事、審計委員會及薪酬委員會**

82. 本公司股份在股票市場掛牌期間，本公司得按上市法令設置至少三名獨立董事，且獨立董事應依上市法令，採候選人提名制度，由股東選任之。獨立董事人數因故少於三人者，應於最近一次股東會補選之；獨立董事均解任時，本公司應自事實發生日後 60 天內，召開股東臨時會補選之。補選之獨立董事，其任期應以補足原董事之任期為準。

83. 獨立董事應具備專業知識，且於其職行職責範圍內應保持獨立性，不得與本公司有直接或間接利害關係。有關獨立董事之專業資格與兼職限制、獨立性之認定等事宜，悉依上市法令有關規定辦理。

84. 本公司股份在股票市場掛牌期間，本公司得按上市法令設置審計委員會。董事會得隨時依上市法令訂定與修改審計委員會之職權規章與細則。

審計委員會應由全體獨立董事組成，其人數不得少於 3 人，其中 1 人為召集人，且其中至少 1 人應具有會計或財務專長。

審計委員會之決議應經審計委員會委員二分之一以上之同意通過。

85. 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：

- (1) 訂定或修正內部控制制度；
- (2) 內部控制制度有效性之考核；
- (3) 訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序；
- (4) 涉及董事自身利害關係之事項；
- (5) 重大之資產或衍生性商品交易；
- (6) 重大資金貸與、背書或提供保證；
- (7) 募集、發行或私募具有股權性質之有價證券；
- (8) 簽證會計師之委任、解任或報酬；
- (9) 財務、會計或內部稽核主管之任免；及
- (10) 年度財務報告及半年度財務報告

前項各款事項，除第(10)款外，如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄中載明該審計委員會之決議。

85.1 本公司股份在股票市場掛牌期間，本公司得按上市法令設置薪酬委員會。董事會得隨時依上市法令訂定與修改薪酬委員會之職權規章與細則。薪酬委員會之委員人數、選任辦法、專業資格、消極資格之認定及相關事宜，均依上市法令定之。本條所稱薪酬包括董事及經理人之薪資、股票選擇權、及其他任何依台灣法令就董事及經理人所規定之具有獎勵性質之支付或利益。

85.2 薪酬委員會應依照上市法令之要求，以良好經營管理者應具備之注意程度，履行下列職責並向董事會提出建議，以供董事會討論與議定：

- (1) 建立董事績效評估及董事與經理人薪酬之政策、制度、標準及結構，並定期檢視之；
- (2) 定期評估及建議董事與經理人之薪酬；及
- (3) 上市法令所要求之其他事項。

85.3 本公司股份在股票市場掛牌期間，本公司得按上市法令設置其他委員會。董事會得隨時依上市法令訂定與修改該等設置之委員會之職權規章與細則。

#### **代理董事及委託書**

86. 董事得以書面指派其他股東為其代理人。在指派書授權範圍內，被指派之代理人得經常代理原董事出席董事會。董事因故無法親自出席董事會時，被指派之代理人得以董事身分出席董事會，並行使投票權，代理人本身若具有董事身分，其除得行使本身之投票權外，並得就所代理之董事另外享有投票權。原授權董事得隨時以書面撤銷代理董事之指派。代理董事不得為本公司之經理人，代理董事應視為董事之代理人，代理董事之報酬應由指派之董事之酬勞中支應，其比例由雙方協議約定之。
87. 董事因故無法親自出席董事會議者，得委託其他董事為其受託人，依照該董事之指示代表其出席會議並行使表決權。委託書應依一般經常使用的格式或經董事會決議之格式以書面為之，並由委託之董事在委託書上親筆簽名。委託書必須在每一次董事會議開始之前提出予該會議之主席。

#### **董事之權利與義務**

88. 除開曼法、本章程、台灣法令另有規定或股東會另有決議外，董事應負責公司業務之執行。董事得支付所有因公司設立及登記所需之費用，並得行使公司之一切權力。股東會不得以其決議使先前董事已為之行為失其效力。
89. 董事會得隨時指派任一主體(無論是否為董事)擔任本公司經理人負責公司之營運，包含但不限於執行長、總經理、一位或數位副總經理、財務長或主計長、會計主管、助理會計主管或經理，其任期及報酬(無論是以薪資、佣金、分紅或相互混用等方式)及相關權限與職務，由董事會決定之。董事會得將其所指派之主管予以免職。董事會亦得以類似條件指派一位或數位董事擔任常務董事，惟擔任常務董事之董事若因故停止董事職務或經本公司依普通決議免職者，其常務董事之職務當然終止。
90. 董事會得指派一位執行秘書(如有需要，亦得指派助理秘書一人或數人)。其任期、報酬、條件及權限，由董事會決定之。董事會得將其所指派之執行秘書或助理秘書予以免職。
91. 董事會得將權限授予其認為適合之委員會或該委員會之成員；委員會應按董事會所制定之規則執行其所被授予之權限。
92. 董事會得隨時以授權書(無論是蓋用公司印鑑或簽名)或以其他方法指派任何公司、事務所、主體或主體之成員為本公司之代理人，無論該代理人是由董事會直接或間接所提名，其授權之目的、權限(不得逾越董事會於本章程所得享有之權限)、期間及條件，由董事會決定之。董事會得在各該授權書或指派書中訂明交易相對人之保障事項，亦得允許代理人將被授權事項之全部或一部再授權予他人。
93. 董事會得依其認為適當方式，經營本公司之事務，本章程所授予董事會之權限不會因以下三條之規定而受任何限制。

94. 董事會為管理本公司事務，得隨時設立委員會、地方委員會或機構，並指派任何主體擔任該委員會或地方委員會之成員，董事會亦得指派本公司之經理或代理人，並決定其報酬。
95. 董事會得隨時將其享有之權限授權予委員會、地方委員會、經理或代理人行使，亦得授權當時地方委員會成員或任何董事會成員填補任何空缺、或不填補空缺而繼續行使職權；前開指派或授權之有效期限及條件由董事會決定之；董事會得隨時將其所指派之主體予以解任或改派；但善意之交易當事人非經通知有前述解任或改派情事者，不受其影響。
96. 前開之受任人得經董事會授權，將其所被授予權限之全部或一部再授權予他人。
- 96.1 本公司進行併購時，董事會應為本公司之最大利益行之，並應以善良管理人之注意，處理併購事宜。
- 本公司董事會違反法令、章程或股東會決議處理併購事宜，致本公司受有損害時，參與決議之董事，對本公司應負賠償之責。但經表示異議之董事，有紀錄或書面聲明可證者，免其責任。
- 96.2 (a) 在不影響董事或經理人(包括經理人或其他受公司授權行使高層管理行為之人)依開曼普通法所應負擔之責任及符合開曼法及台灣法之情形下，公司之董事及經理人對公司應負有忠誠義務，且執行公司業務應盡善良管理人之注意義務。
- (b) 如任何董事或經理人有違反其義務或相關法令之行為，公司除得行使一切權利及救濟方式外，公司得(i)要求該董事或經理人賠償公司所受之損害，及(ii)要求該董事或經理人對公司因此須賠償第三人所受之損害負連帶責任，且(iii)在相關法令及開曼相關法規允許下，公司得經股東會普通決議通過，要求就該董事或經理人因違反其忠實義務及違反相關法令所獲得之任何收益及利益歸入公司所有。

#### 董事會借款權利

97. 於本章程規定之範圍內，董事得行使本公司一切權力以進行借款，並為借款或為擔保本公司或第三人之債務、責任或義務而辦理財產抵押或提供保證、發行債券或其他證券。

#### 公司印鑑

98. 本公司之印鑑非經董事會授權，不得使用於任何文件上。董事會之授權可以在印鑑使用前或使用後為之，如果是事後追認，可以以概括方式確認印鑑使用之次數為之。公司印鑑之使用必須由董事、執行秘書或經董事會為該目的所授權之人員面前為之，前述之人員應在經其親視使用公司印鑑之每一份文件上簽署。
99. 本公司得於董事會指定之國家或地方保存公司印鑑之複本。公司印鑑之複本非經董事會決議之授權，不得使用於任何文件上。董事會之授權可以在印鑑使用前或使用後為之，如果是事後追認，可以以概括方式確認印鑑使用之次數為之。公司印鑑複本之使用必須由董事會為該目的所授權之人員親視，前述之人員應在經其親視使用公司印鑑複本之每一份文件上簽署。公司印鑑複本之使用以及前述之簽署與董事或執行秘書親筆簽署之文件或經董事會為該目的所授權之人員面前加蓋公司印鑑者有相同之效力。
100. 不論前述有任何規定，執行秘書為證明文件內容為真實，得在文件上加蓋公司印鑑或公司印鑑複本，但不因此增加本公司之任何義務。

## 董事資格喪失與變更

101. 有下列情事之一者，不得擔任董事，其已擔任者，當然解任：
- (1) 曾犯重罪(包括但不限於台灣組織犯罪防治條例所列之罪)，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾五年者；
  - (2) 曾犯詐欺、背信、侵占罪經受有期徒刑一年以上之刑確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾兩年者；
  - (3) 曾侵占公司資產或服公務虧空公款，經判決確定，服刑期滿尚未逾兩年者；
  - (4) 曾犯台灣貪污治罪條例之罪，經判決有罪確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾兩年者；
  - (5) 依任何國家法律受破產之宣告或經法院裁定開始清算程序而尚未復權；
  - (6) 使用票據經拒絕往來尚未期滿者；
  - (7) 依台灣法令規定為無行為能力或限制行為能力者，或受輔助宣告尚未撤銷者；
  - (8) 死亡或有心智缺陷或依心智健康有關法令規定患有疾病經董事會決議解除職務者；
  - (9) 依法律規定所作成之命令被停止董事職務，或被禁止擔任董事職務；
  - (10) 以書面通知公司請辭董事職務者；
  - (11) 依第 75 條規定或台灣法令遭解任者；及/或
  - (12) 依第 101.1 條或 103 條規定遭解任者。
- 101.1 在不違反開曼法及台灣法令之前提下，於本公司股份於股票市場掛牌期間，本公司董事(不含獨立董事)在任期中若轉讓持股超過其選任當時所持有之公司股份數額二分之一時，當然解任；若本公司董事(不含獨立董事)當選後，於就任前轉讓持股超過選任當時所持有之公司股份數額二分之一時，或該股東會召開前之依第 37 條停止股票過戶期間內，轉讓持股超過二分之一時，其當選失其效力。
102. 公司除經證券櫃檯買賣中心、中華民國證券交易所或金融監督管理委員會核准外，董事間應有超過半數席次，不得具有：(1)配偶關係，或(2)依台灣法令規定之二親等以內親屬關係。
103. 本公司召開股東會選任董事，若董事當選人不符上述第 102 條規定時，不符規定之董事中所得選票代表選舉權較低者，其當選失效。已充任之董事違反上述第 102 條規定者，當然解任。
104. 董事因故解任，致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達本章程所定席次三分之一者，本公司應自事實發生之日起六十日內，召開股東臨時會補選之。新任之董事，其任期應以補足原董事之任期為準。

## 董事會程序

105. 董事為處理業務得集會(無論是在開曼群島境內或境外地區)、休會，並以其認為適當之方式規範其會議及程序。除另有規定外，會議中所提出之問題，應由董事多數決議定之。在贊成與反對票數相等時，主席有決定性投票權。任一董事得隨時召集董事會，如在另一董事請求時，應召集董事會。
106. 董事得以視訊會議參與董事會會議，以及其他經董事會指定且該董事為其成員之委員會會議。董事依上述方法參與會議者，視為親自出席。

107. 除另有規定外，董事會得作成決議之法定出席人數為過半數。董事出具委託書或指定董事代理人出席會議者，於計算法定出席人數時，該董事視為親自出席。
108. 公司董事對於與公司簽訂之契約或擬簽訂之契約有直接或間接之利害關係時，應於董事會議中表明利害關係。董事已將其本身為某特定公司或組織成員且對於將與該公司或組織簽訂之契約具有利害關係通知董事會者，應認為已充分揭露對於該契約簽訂之利害關係。
- 公司董事對於董事會議之事項，有自身利害關係時，應於當次董事會說明其自身利害關係之重要內容。董事對於董事會之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，並不得代理他董事行使其表決權。董事會之決議，依前述規定不得行使表決權之董事，不算入已出席董事之表決權數（但仍應計入法定出席人數）。於公司進行併購時，公司董事應向董事會及股東會說明其與併購交易自身利害關係之重要內容及贊成或反對併購決議之理由。
- 董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就前項會議之事項有利害關係者，視為董事就該事項有自身利害關係。
109. 無論前條如何規定，董事得同時擔任公司內部有給職之職務(除稽核人員以外)，該職務之任職期間及條件(報酬及其他)由董事會決定之。董事或將擔任董事之人不會因擔任本公司其他有給職務而喪失董事資格，該董事亦無須因為擔任該職務或因該職務所建立之忠實義務關係而就其因該職務所獲得之利益對本公司負說明之義務。
110. 於本章程允許之範圍內，董事得以其本人之名義或透過其事務所之專業能力，為本公司提供專業服務，並領取報酬，如同未擔任董事職務者一樣，但無論如何，董事或其事務所不得擔任本公司之稽核人員。
111. 董事會應將所有會議記錄集結成冊或作成活頁檔案，以記錄：
- (a) 董事會所作成關於經理人之指派；
  - (b) 每次董事會及委員會出席董事之姓名；及
  - (c) 本公司所有會議以及董事會及委員會之決議及議事經過。
112. 縱使有董事嗣後離席，亦不影響董事會之進行；惟如實際出席人數已低於本章程所規定之法定出席人數時，除為召集股東會之目的外，董事會不得繼續開會。
113. 經董事會所指派之委員會應按董事會所訂定之規則選出該委員會之主席。如未選出主席，或主席於預訂開會時間後十五分鐘內仍未出席者，出席委員得互推一人為該次會議主席。
114. 董事會指派之委員會得自行決定開會及休會。除董事會所訂定之規則另有規定外，委員會中所提出之問題應由出席委員按多數決方式決定之。
115. 無論董事之選任或代理董事之指派是否嗣後經發現有瑕疵，或者上述任何人員有發生喪失資格之情事，所有董事會或董事委員會所作之決議，以及任何行使董事職權人員之行為均為有效，如同所有人員均已經合法選任並具有擔任董事之資格一樣。
116. 下列事項應經三分之二以上董事出席、出席董事過半數同意之決議行之：
- (1) 締結、變更或終止關於出租全部營業、委託經營或與他人經常共同經營之契約；
  - (2) 讓與全部或主要部分之營業或財產；

- (3) 受讓他人全部營業或財產，對公司營運有重大影響者；
- (4) 依本章程規定選舉董事長；
- (5) 發行公司債；及
- (6) 台灣法令所要求之其他任何事項。

- 116.1 (A) 本公司於召開董事會決議併購事項前，應由審計委員會就併購計畫與交易之公平性、合理性進行審議，並將審議結果提報董事會及股東會。但依台灣法令或開曼法令規定如無須召開股東會決議併購事項者，得不提報股東會。
- (B) 審計委員會進行審議時，應委請獨立專家就換股比例或配發股東之現金或其他財產之合理性提供意見。
- (C) 審計委員會之審議結果及獨立專家意見，應於發送股東會召集通知時，一併發送股東；但依台灣法令或開曼法令規定併購免經股東會決議者，應於最近一次股東會就併購事項提出報告。
- (D) 前項應發送股東之文件，經本公司於中華民國證券主管機關指定之網站公告同一內容，且備置於股東會會場供股東查閱，對於股東視為已發送。

### 股息

117. 本公司年度如有獲利，應提撥 1%~15%之獲利為員工酬勞，及不高於 2%之獲利為董事酬勞，但公司尚有累積虧損時，應預先保留彌補數額。員工酬勞得以現金或股票方式發放，且得發給符合條件之國內外控制或從屬公司員工。員工酬勞及董事酬勞之分派應經董事會三分之二以上董事出席，出席董事過半數決議。

本公司得依董事會擬訂，且除本章程另有訂定外，經股東會以普通決議分派盈餘。董事會應依下列順序分派或提撥：(1)完納稅捐；(2)彌補虧損；(3)本公司得依上市法令或主管機關要求，提撥特別盈餘公積。

完成以上分派或提撥後，如有所餘當期盈餘(「所餘當期盈餘」)，加計之前年度累積未分配盈餘為累計可分配盈餘。本公司營運之業務係屬成熟產業，本公司董事會得經股東會決議後，考量財務、業務及經營等因素，依本項分派予股東之股息及紅利不得低於所餘當期盈餘之 10%。

經本公司董事會三分之二以上董事之出席，及出席董事過半數之特別決議，得將擬分派之股息及紅利之全部或一部，以發放現金之方式為之，並應於事後向股東會報告。現金股利不得低於擬分配股息及紅利之 50%，其餘部分得以股票股利分派。

118. (條次保留)
119. 股息得以支票發放，支票應郵寄至各股東或有權領取之人員之登記地址，在有共同所有人時，則郵寄至代表人之登記住址，或郵寄至上述當事人所指定之人員及地址。上述支票應以發放之對象或其他經股東或有權領取之人員或共有人所指定之人員為受款人。
120. 除各股份所附隨之權利與限制另有規定外，股息應按各股東所持有之股份數分派及支付。
121. 任何股份經登記為數人所共有時，任一共有人均得有效領取因該股份所得受領之股息及其他款項。
122. 本公司對於股息無支付利息之義務。

123. 本公司股息之發放應依照開曼法規定辦理。

#### **會計、稽核與年度申報及聲明**

124. 公司會計帳冊之保管應按董事會決定之方式為之。
125. 會計帳冊應置於本公司之註冊事務所或其他董事會認為適當之處所，並得隨時供董事查閱。
126. 除依開曼法或台灣法令規定，或依有管轄權法院之命令、或經董事會或本公司股東會之授權外，股東(未擔任董事者)以及任何第三人均不得閱覽本公司帳冊及文件。
127. 每會計年度終了，董事會應將其依開曼法及台灣法令規定所造具之財務報表及各項表冊，提出於股東常會請求承認，並於股東會後，將已經承認之財務報表及盈餘分派或虧損撥補之決議，分發給股東，其分發得僅以公告方式取代之。
128. 董事會應將所造具之年度營業報告及財務報表，於股東常會開會十日前，備置於股務代理機構，股東得於股務代理機構正常營業時間內查閱該等資料。
129. 除本章程另有規定外，本公司會計帳冊是否得開放給未擔任董事之股東檢視，檢視之範圍、時間、地點、條件及相關規定，由董事會決定之。除依法或經董事會或股東會普通決議授權外，股東(未擔任董事者)無權檢視公司的帳冊與文件。
130. 本公司之會計帳冊應依照董事會所決定之財務年度期間及方式，或按照上市法令及其他台灣法令規定之方式，進行查核。
131. 董事會每年應依照開曼法規定備妥年度申報文件及聲明書，並提交予開曼群島公司登記處。

#### **稽核**

132. 董事會得指派本公司之稽核人員並決定其報酬，其任期至董事會解除其職務時為止。
133. 每一位稽核人員均有權隨時查閱公司帳冊、帳戶及憑證，並得在執行稽核職務之必要範圍內，請求本公司董事及經理人提供資訊及說明。
134. 稽核人員於其任職期間內，如經董事會要求，應於到職後之第一次股東會就本公司之帳冊提出報告，任職期間應隨時依董事會或股東會之要求，提出關於公司帳冊之報告。

#### **資本公積轉資本**

135. (A) 本章程所謂之資本公積係指：(1)股份溢價帳戶；(2)本公司受領贈與之所得；以及(3)其他依台灣法律應列入資本公積之項目。資本公積只能用於：(a)填補公司虧損；(b)依本條規定轉作資本；或(c)其他台灣法令及/或開曼法所規定之方式。
- (B) 在符合開曼法規定之前提下，本公司無虧損時，得以特別決議之方式，將資本公積中包括(1)股份溢價帳戶，及(2)本公司受領贈與之所得之全部或一部撥充資本，按股東原有股份之比例發給新股。本章程第 8 條規定，於本公司依第 135 條規定發行新股時，不適用之。

#### **公開收購**

136. 董事會於公司或公司之訴訟及非訟代理人接獲公開收購申報書副本及相關書件



後七日內，應依上市法令規定，對建議股東接受或反對本次收購做成決議，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（10%）之股東自己及以他人名義目前持有之股份種類和數量；
- (b) 就本次收購對股東之建議，並應載明棄權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內容；
- (d) 董事及持有公司已發行股份超過百分之十（10%）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。

#### **股份溢價帳戶**

- 137. 董事會應依照開曼法規定設置股份溢價帳戶，並確保該帳戶之金額等於以超過票面金額發行股份所得溢額部份之金額或價值。
- 138. 贖回或買回股份所支付之價格與該股份票面金額間之差額，應記入股份溢價帳戶的借方帳中，董事會得決定以公司之盈餘支付贖回或買回股份之價款，或者，如開曼法允許，得由股本中支付之。
- 139. 本公司應隨時遵守開曼法關於股份溢價帳戶、股份溢價金額及資本贖回準備金之規定。

#### **清算**

- 140. 除開曼法另有規定外，當本公司進行清算時，如可供股東分配之財產不足以償還全部股本者，贖餘資產應儘可能以股東持股比例進行分配，以使該等股東得依持股比例承擔損失。如果清算中可供股東分配之財產超過償還清算開始時之全部股本者，超過之部分應按清算開始時股東之持股比例進行分配。股份之持有人依該股份發行條件所享有之權利，不受本條規定之影響。
- 141. 除開曼法另有規定外，當本公司進行清算時，清算人得經特別決議之同意，並取得開曼法所規定之許可，於符合台灣上市法令規定之情況下，得將公司全部或部分之財產（無論是否為同樣性質的財產）直接分割予股東，清算人前述分割財產之目的，得依其認為公平之價格決定財產之價值，並得決定如何在股東或不同股份種類間進行財產分割。清算人認為適當時，亦得經由前述之決議方法及同意，為股東之利益，將此等財產之全部或一部交付信託，但股東無須接受負有債務之任何財產。
- 142. 本公司應自清算完成之日，將各項報表、帳冊及文件，保存十年。保管人應由清算人或經公司普通決議指定之。

#### **通知**

- 143. 除開曼法或本章程另有規定外，任何應送達股東之通知或文件，得由本公司或有權寄發通知之人，以專人親自遞送、或以傳真、預付郵資之郵件或經由公認之快遞服務公司等方式，依股東名簿上所載之地址送交予各股東；或者，在法令許可範圍內，經由公開資訊觀測站或本公司網站公告，或以電子傳輸方式傳送至該股東以書面確認作為收受通知之電子信箱。如股份由數人共有者，通知應送達股東名簿上記載為代表人之共有人，通知經送達於該共有人之代表人，即視為已送達全部共有人。

144. 如股東已親自或出具委託書出席本公司會議時，應視為出席會議之通知已合法送達，且該會議已合法召集。

145. 任何通知或文件：

(1) 如以郵寄或快遞方式寄送時，於該郵件交付郵寄或快遞後五日內，視為已經送達；

(2) 如以傳真方式寄送時，於傳真機印出確認傳送報告且該報告載明收受方完整傳真號碼時，視為已經送達；

(3) 如以公認之快遞服務公司寄送時，應於該郵件交付快遞公司後四十八小時視為已經送達；或

(4) 如以電子郵件方式寄送時，於符合開曼法規定之範圍內，於傳送該電子郵件之時，視為已經送達。

如以郵寄或快遞方式為之時，如為證明已合法送達，僅需證明內含通知或文件的郵件上已正確載明地址並投遞或交付予快遞人員已足。

146. 如通知或文件已按本章程規定交付郵寄或留置於股東登記之地址，不論該股東當時是否已經死亡或破產，或者本公司是否知悉其死亡或破產，除非該股東於相關通知送達時已經自股東名簿上除名，否則針對登記於該股東名下之股份，無論該股東為單獨所有人或共有人，均視為已經合法送達，且該送達之效力及於所有對於該股份有利害關係之人。

147. 本公司股東會開會通知應發給：

(1) 持有股份且在該會議通知基準日有權收受通知，並已提供收受通知地址予本公司之股東；及

(2) 因股東死亡或破產而得享有股份權利之人，但必須以該死亡或破產之股東原先得收受通知為限，且該繼受權利之人必須通知公司並依公司之要求提供相關證明文件。

除上述以外，任何人均無權收受股東會開會通知。

#### **修改組織大綱及公司章程**

148. 本公司得依開曼法、台灣法令及本章程(包括但不限於第 13 條)規定，隨時以特別決議修改組織大綱及本章程之全部或一部。

#### **設立費用**

149. 因成立本公司所發生之籌設費用，應由本公司負擔，依董事會決定之方式、期間及利率進行攤銷，已支付之款項應記入本公司帳上，由本公司收入及/或資本項下沖銷。

#### **本公司辦公室**

150. 本公司註冊辦公室應依董事會之決議設於開曼群島。除註冊辦公室外，本公司得經董事會決議，隨時於開曼群島或其他地方設立辦公室。

#### **資訊**

151. 董事會應將本公司章程、歷次股東會之會議紀錄及財務報表、股東名簿及公司發行公司債之存根文件，備置於股務代理機構。股東得提出利害關係證明文件，並表明請求之範圍後，隨時請求查閱、抄錄或複印；公司並應命股務代理機構提供。

152. 在不影響股東依本章程所得享有權利之前提下，股東不得要求本公司提供與交易相關之資料或其他涉及營業秘密或與公司經營業務流程有關而經董事會認定一旦公開將不符合本公司股東利益之秘密資訊。
153. 董事會得向任何主管機關或司法當局，提供或揭露任何其所持有、保管或控制與本公司或本公司與股東間有關之事務，包括但不限於股東名簿及股份移轉紀錄簿上之資訊。

#### **補償**

154. 本公司應補償並使所有董事(為本條之目的，包括依本章程之規定指定之代理董事)、執行董事、代理董事、稽核人員、執行秘書及其他公司經理人(以下合稱被補償人)免於因執行本公司業務之行為(包括因錯誤判斷之結果)、或因執行職務、行使權力、職權或判斷而受任何行動、程序、費用、收費、支出、損失、損害賠償或其他責任之請求而遭受任何損失，在不影響前述意旨前提下，包括補償被補償人於民事訴訟程序中就關於本公司及其事務提出抗辯所產生之費用、花費、損失或責任，無論是在開曼群島或其他地方進行；但被賠償人有背信、故意或詐欺等情事者，不在此限。
155. 除非被補償人有背信、故意或詐欺等情事，否則其無須對公司之損害負責。

#### **未經承認之信託**

156. 本公司只承認依股東名簿記載之股東權利，除法律另有規定者外，本公司不承認任何人因信託關係持有本公司之股份，本公司亦無須接受(即使已被通知)任何股份有關財產上、附條件、將來或部分之利益(除依本章程或開曼法規定者外)或其他與股份相關之權利。但董事會得依其本身之裁量決定承認前開之利益。

#### **會計年度**

157. 除董事會另行決定外，本公司會計年度自每年自一月一日起至十二月三十一日止。

#### **法人格延續之註冊登記**

158. 本公司得經特別決議，以法人格延續之方式於開曼群島以外或其他本公司當時存續所在之管轄地以外地區辦理公司註冊登記。為執行依本條規定所作成之特別決議，董事會應促使向開曼群島公司註冊處或該其他管轄地提出申請以註銷公司登記，並應進行一切必要之程序以使本公司得以經由法人格延續之方式完成公司登記之移轉。
159. 本公司經營業務，應遵守法令及商業倫理規範，得採行增進公共利益之行為，以善盡其社會責任。

＜附錄三＞

## 東科控股股份有限公司

### 董事選舉辦法

第一條：為公平、公正、公開選任董事，爰依「上市上櫃公司治理實務守則」第二十一條規定訂定本辦法。

第二條：本公司董事之選任，除法令或章程另有規定者外，應依本辦法辦理。

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。

第四條：本公司獨立董事之資格，應符合「公開發行公司獨立董事設置即應遵循事項辦法」第二條、第三條以及第四條之規定。

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

第五條：本公司董事之選舉，應依照台灣相關法令所規定之候選人提名制度程序為之，為審查董事候選人之資格條件、學經歷背景及有無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。

獨立董事之人數因故少於三人者，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 60 日內，召開股東臨時會補選之。補選之獨立董事，其任期應以補足原董事之任期為準。

第六條：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。

第七條：董事會應製備與應選出董事及人數相同之選舉票，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。

股東得以書面或電子方式行使選舉權；其行使方法載明於股東會召集通知。

第八條：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。

第九條：選舉開始前，應由主席指定計票員及具有股東身分之監票員各若干人，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。

第十一條：選舉票有左列情事之一者無效：

- 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。

第十二條：投票完畢後當場開票，開票結果應當場宣佈，包含董事當選名單與其當選權數。前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

第十三條：本程序由股東會通過後施行，修正時亦同。本辦法自民國 100 年 3 月 30 日股東會通過後實施。第一次修訂，並經民國 100 年 8 月 12 日股東會通過。第二次修訂，並經民國 101 年 3 月 19 日股東會通過。第三次修訂，並經民國 106 年 6 月 8 日股東會通過。

< 附錄四 >

東科控股股份有限公司  
112 年股東常會  
全體董事持股情形

停止過戶日：112 年 4 月 18 日

已發行總股數：65,049,747 股

職 稱	姓 名	停止過戶日股東名簿之 記載持有股數	
		股數	持股 比率
董事長	東雅電子股份有限公司 代表人：劉政林	453,000	0.70
董事	白錦蒼	140,000	0.22
董事	張東益	37,000	0.05
獨立董事	蕭峯雄	0	0
獨立董事	張三祝	0	0
獨立董事	陳科宏	0	0
獨立董事	鄭世榮	55,000	0.08
小 計		685,000	1.05

備註：

1. 本公司無證券交易法26條之適用。
2. 本公司設置審計委員會，故無監察人持有股數之適用。

