



TECHCENTIAL

INTERNATIONAL LTD

特昇國際

特昇國際股份有限公司
Techcential International Ltd

2018 年度股東常會 | 議事手冊
Handbook for 2018 Annual General Meeting

股東常會時間：2018 年 6 月 29 日 上午 9:00 時
Date: 9:00am, 29 June 2018

地點：犇亞商務會議中心-CC 會議室
(台北市松山區復興北路 99 號 15 樓)

Venue: Primasia Conference & Business Center - CC Conference Room (15F, No 99,
Fuxing North Road, Taipei Songshan District)

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壹、開會程序 Meeting Procedures

特昇國際股份有限公司
Techcential International Ltd

2018 年度股東常會開會程序 2018 Annual General Meeting Procedures

- | | |
|---------|---------------------------|
| 一、 宣布開會 | Call the Meeting to Order |
| 二、 主席就位 | Chairperson Takes Chair |
| 三、 主席致詞 | Chairperson Remarks |
| 四、 報告事項 | Report Items |
| 五、 承認事項 | Proposed Resolutions |
| 六、 討論事項 | Discussion Items |
| 七、 選舉事項 | Election Matters |
| 八、 臨時動議 | Extraordinary Motions |
| 九、 散會 | Adjournment |

貳、開會議程 Meeting Agenda

特昇國際股份有限公司
Techcential International Ltd

2018 年度股東常會議程 Meeting Agenda of 2018 Annual General Meeting

時間：2018 年 6 月 29 日星期五上午 9:00 時

Time: 9:00am, 29 June 2018, Friday

地點：犇亞商務會議中心-CC 會議室(台北市松山區復興北路 99 號 15 樓)

Venue: Primasia Conference & Business Center - CC Conference Room (15F, No 99, Fuxing North Road, Taipei Songshan District)

出席：全體股東及股權代表人

Attendance: All members or their proxy holders

主席：黃董事長 世高

Chairperson: Eng Say Kaw, Chairman of the Company

- 一. 主席宣布開會 Call the Meeting to Order
- 二. 主席致詞 Chairperson Remarks
- 三. 報告事項 Report Items
- 四. 承認事項 Proposed Resolutions
- 五. 討論事項 Discussion Items
- 六. 選舉事項 Election Matters
- 七. 臨時動議 Extraordinarily Motions
- 八. 散會 Adjournment

一、報告事項 Report Items

(一)：2017年度營業報告書，報請公鑒。

說明：2017年度營業報告書，請參閱本手冊附件一（第14 - 15頁）。

(1) Business Report of 2017.

Explanatory Notes: Please refer to Exhibits 1 (pages 14-15) for Business Report of 2017.

(二)：審計委員會審查2017年度決算表冊報告，報請公鑒。

說明：審計委員會審查2017年度決算表冊報告，請參閱本手冊附件二（第16頁）。

(2) Audit Committee Report for the year of 2017.

Explanatory Notes: Please refer to Exhibits 2 (pages 16) for Audit Committee Report for the year of 2017.

(三)：2017年度員工酬勞及董事酬勞分配情形報告，報請公鑒。

說明：2017年度員工酬勞及董事酬勞分配表，請參閱本手冊附件三（第17頁）。

(3) The Distribution of 2017 Employee and Director remuneration.

Explanatory Notes: Please refer to Exhibits 3 (page 17) for the Distribution of 2017 Employee and Director remuneration.

二、承認事項 Proposed Resolutions

第一案（董事會提）

案由：承認本公司2017年度合併財務報告書及營業報告書案

說明：（一）本公司2017年度合併財務報表及營業報告書業經2018年3月

21日董事會決議通過，其中財務報表並經安侯建業聯合會計師事務所趙敏如會計師及關春修會計師查核完竣，上述各項決算表冊亦送請審計委員會查核完竣，並出具審計委員會查核報告書在案。

（二）前述營業報告書請參閱本手冊附件一（第14-15頁），會計師查核報告書及上述財務報表，請參閱本手冊附件四（第18-62頁）。

（三）謹 提請承認。

決議：

(1) Consolidated Financial Statements and Business Report for the year of 2017.
(Proposed by the Board of Directors)

Explanatory Notes:

- (a)The Consolidated Financial Statements for the year 2017 has been completed by the Company and were audited by independent auditors, Ms. Charlotte Chao and Ms. Lisa Kuang of KPMG. Above reports have been reviewed and adopted by the Audit Committee and the Audit Committee has accordingly issued Audit Committee' s Report.
- (b)The 2017 Business Report is attached here to as Exhibit 1 (page 14-15). The independent auditor' s report and the above-mentioned Consolidated Financial Statements are attached here to as Exhibit 4 (page 18-62).
- (c)The above Resolution be and is hereby recommended for the shareholder' s approval.

Resolutions:

第二案（董事會提）

案由：承認本公司2017年度盈餘分配案

說明：（一）本公司2017年度盈餘分配表業經 2018年3月21日董事會決議通過，分配情形請參閱本手冊附件五（第63頁）。

（二）謹 提請承認。

決議：

(2) Annual Earnings Distributions for the year 2017.

Explanatory Notes:

The Company's 2017 Annual Earnings Distributions Table was approved by the Board of Directors on March 21, 2018. Please refer to Exhibits 5 (page 63) for above-mentioned table.

Resolutions:

三、討論事項 Discussion Items:

第一案（董事會提）

案由：修訂本公司章程部份條文案。

說明：（一）依中華民國財團法人證券櫃檯買賣中心 2018 年 3 月 9 日證櫃審字第 10701002162 號函辦理，擬於公司章程增訂條文。

（二）擬增訂之條文 12.6 內容如下：「公司上櫃掛牌後，若參與合併後消滅、概括讓與、股份轉換或分割而致終止上櫃，且存續、受讓、既存或新設之公司為非上市（櫃）公司者，應經該上櫃公司已發行股份總數三分之二以上股東之同意行之。」修訂之條文對照表，請參閱附件六（第 64 頁）。

（三）敬請 公決。

決議：

(1) To amend the Company M&A

Explanatory Notes:

(a) In order to conform to the needs of Amendments to relevant laws and regulations of Securities Administration of the Republic of China, the company hereby proposes to amend the Operational Procedures for Acquisition and Disposal of Assets. In order to conform the mail sent by Taipei Exchange on 9 March 2018, ref No. 10701002162, the company hereby proposes to amend the Company M&A.

(b) The proposed amendments (12.6) are as follows: “After the Company become a listed company, if it participates in the ceasing to exist after consolidation or merger, general assignment, share conversion or splitting, which results in the termination of the listing, and the surviving, transferee, existing or newly established company is a non-listed company, it shall be subject to the consent of the shareholders of more than two-thirds of the total number of shares issued by the Company”. For comparison table of before and after amendment, please refer to Exhibits 6 (page 64).

Resolutions:

第二案（董事會提）

案由：修訂本公司「取得或處分資產處理程序」部份條文案。

說明：（一）依中華民國財團法人證券櫃檯買賣中心 2017 年 9 月 12 日證櫃審字第 1060101507 號函辦理，第二項第 1 條之承諾事項，擬於「取得或處分資產處理程序」增訂條文。

（二）擬增訂之條文-第十八條之一內容如下：「本公司因直接或間接放棄對 Techcential Sdn Bhd（下稱 TC）未來各年度之增資，或直接或間接處分 TC 持股，致本公司喪失對 TC 之實質控制力時，需先經本公司董事會特別決議通過，且獨立董事均應出席並表示意見。上開決議內容及爾後該辦法之修訂，應輸入公開資訊觀測站重大訊息予以揭露，並函報主管機關備查。」修訂之條文對照表，請參閱附件七（第 65 頁）。

（三）敬請 公決。

決議：

(2) To amend the Management Procedures for Asset Acquisition and Disposition

Explanatory Notes:

(a) In order to conform the mail sent by Taipei Exchange on 12 Sep 2017, ref No. 106101507, item No.2-1, the company hereby proposes to amend the Management Procedures for Asset Acquisition and Disposition.

(b) The proposed amendments are as follows: “18.1 - When the Company loses its actual control over Techcential Sdn Bhd, either by giving up increase capital in future direct or indirectly, or disposition of TC Shares direct or indirectly, it must be approved by the special resolution of the Board of the Company, and all independent directors shall attend and express their views. The content of the resolution and the amendment of the measure shall be disclosed publicly in reporting website designated by the securities authorities and report to securities authorities for future reference”. For comparison table of before and after amendment, please refer to Exhibits 7 (page 65).

Resolutions:

四、選舉事項 Election Motions：

第一案（董事會提）

案由：補選一席董事

說明：（一）為落實公司治理精神，保障股東權益及符合上櫃掛牌承諾事項，現任董事黃宗仁（代表法人：Eng Synergy Management Sdn. Bhd.）表示其將於 2018 年 6 月 28 日起辭去其董事職務，並已提交辭任書予董事長。

（二）依據本公司之公司章程規定，董事會決議補選一席董事並採提名制，新任董事於當選後即刻就任，期自 2018 年 6 月 29 日起至 2019 年 12 月 4 日止。

（三）董事候選人名單請參閱下表：

姓名	學歷	經歷	持有股數
張明煌	中正大學法律學碩士	瑞啟會計師事務所會計師	0

決議：

(1) To elect One(1) New Directors.

Explanatory Notes:

(a) in order to implement the spirit of corporate governance, protects shareholders' equity and conform the commitment to TPEX, the current director Eng Chong Len (representative of Eng Synergy Management Sdn. Bhd.) has submitted his resignation letter to the Chairman, indicating his intention to resign from office as Director with effect from 28 June 2018;

(b) Pursuant to the AOA of the Company, the Board proposes to by-elect one Director whose term will take effect immediately upon his election and continue until 4 December, 2019. Election of Director shall be carried out in accordance with the candidate nomination system.

(c) The candidates' details are listed as below:

Name	Education	Experience	Number of shares held
Chang Ming-Huang	Master of Law, National Chung Cheng University	Accountant, RICH CPA Firm	0

Resolutions:

五、臨時動議 Extraordinary Motions

六、散會 Adjournment

參、附件 Exhibits

一、2017 年度營業報告書 Business Report of 2017

各位股東女士、先生：

首先感謝各位股東從本公司成立以來對本公司的鼎力支持，使本公司於今(2017)年得以順利營運成長。2017 年對本集團來說是個重要的里程碑，因為在經過多年的努力，本集團成功於 2017 年 9 月通過台灣櫃檯買賣中心審議會核准，並於 2018 年 1 月 10 日正式成為台灣上櫃的一份子。以下，謹就本公司至 2017 年底之營業成果及 2018 年度營運展望整理如下：

一、2017 年營業報告

本公司自 2016 年 6 月 14 日公司成立，在經營團隊帶領以及全體同仁的努力下，2017 年全年度的合併營收為新台幣 875,674 千元，每股基本盈餘為 1.44 元。本公司之子公司 TC Home 品牌家具於 2017 年也已成功切入美國家具零售商市場，在營業額上有顯著的成長，又本公司之子公司 TC 持續深耕美國平價家具品牌之代工生產，與客戶間維持良好合作關係，故在今年本公司雖受馬幣匯率波動影響，本公司仍交出一張不錯之成績單。且本集團於 2017 年開始初步計畫，希望能藉由產業布局之上、中、下游的垂直整合來開發爭取更多的優勢，因此本公司之孫公司 EHL 也正式於 2017 年 9 月開始投入板材之直接採購業務。

二、2018 年度營運計畫概要與未來發展策略

展望 2018 年，本公司除密切關注美國與馬來西亞政經局勢的發展，也將更積極開發新客戶與鞏固舊有客戶，持續開發新產品設計與研發新原料之使用，以期公司業務能持續成長。另本公司也將擴大原材料採購的業務，希望能將產業之垂直整合的效益發揮出來。而本公司於 2018 年正式成為櫃檯買賣中心的一員，希望能藉由台灣資本市場的助力讓公司業務得以順利擴張，另一方面也希望能藉由這個平台，提升公司的知名度，吸引更多人才加入公司，為公司創造更好的績效。

三、受外部競爭環境、法規影響及總體經營環境之影響

美國一直都是全球家具消費市場最大的國家。根據美國人口普查局報導指出，受惠美國經濟景氣穩步回升，美國房地產業務相當蓬勃、新房子銷售率持續成長、失業率低，消費者信心大增，消費者支出呈持續成長趨勢。而 2017 年末美國國會通過了 31 年來最大規模的降稅法案，普遍認為會將刺激美國經濟增長，相信此稅改也能正面提升美國消費者採購家具的意願。

面對充滿未知變數挑戰的一年，特昇之經營團隊將積極落實公司治理，肩負起企業社會責任，對本公司設定高成長之營運目標來激勵自己及公司同仁。另持續深耕美國市場、開發具競爭力的產品，並希冀致力提升生產效率，降低採購成本，提升長期營運及獲利能力，期待在新的一年能有更好之營運表現來回報各位股東的支持與鼓勵。

最後謹祝 諸位股東

身體健康 萬事如意

董事長：黃世高



執行長：黃凱斌



財務長：陳國漢



二、審計委員會查核報告書 Audit Committee' s Reports

特昇國際股份有限公司
Techcential International Ltd

審計委員會審查報告書

茲准 董事會造送本公司二〇一七年度營業報告書、合併財務報表及盈餘分配表，其中合併財務報表業經董事會委託安侯建業聯合會計師事務所趙敏如會計師及關春修會計師查核竣事提出查核報告。上開董事會造送之各項表冊，經本審計委員會審查認為尚無不符，爰依公司法第二一九條之規定報請 鑑核。

此 上

本公司二〇一八年股東常會

特昇國際股份有限公司

審計委員會召集人：溫立瑋



公 元 二 〇 一 八 年 三 月 二 十 一 日

三、2017 年度員工酬勞及董事分派表 the Distribution of 2017 Employee and Director remuneration

特昇國際股份有限公司
Techcential International Ltd

2017年度員工酬勞及董事分派表
Distribution of 2017 Employee and Director Compensation

單位 Unit：新台幣 NTD

項目 Item	董事會擬分派金額 The amount approved by Board of Directors
員工酬勞 Employees' Compensation	936,419
董事酬勞 Directors' Compensation	0

註一：依本公司董事會通過「公司章程」第14條，本公司年度如有稅前獲利，應提撥員工酬勞至少3%、董事酬勞不高於5%。

Note 1: Compliance with Company Regulation 14.4, if there is profit for the year, the Company shall set aside no less than three per cent (3%) of the profit as employee compensation and no more than 5 per cent (5%) of the profit as compensation for the Directors.

註二：董事酬勞及員工酬勞帳列費用 金額與董事會擬分派金額一致。

Note 2: The proposed compensation amount of Employees' and Directors' is consistent with the accrued expense amount in the financial statements of 2017.

註三：上述酬勞金額以現金分派。

Note 3: The above compensation is distributed by way of Cash.

四、2017 年度合併財務報表暨會計師查核報告 2017 Consolidated Financial Statements and CPA' s Audit Report Statements

會計師查核報告

特昇國際股份有限公司董事會 公鑒：

查核意見

特昇國際股份有限公司及其子公司(特昇集團)民國一〇六年及一〇五年十二月三十一日之合併資產負債表，暨民國一〇六年一月一日至十二月三十一日及一〇五年六月十四日(公司設立日)至十二月三十一日之合併綜合損益表、合併權益變動表及合併現金流量表，以及合併財務報告附註(包括重大會計政策彙總)，業經本會計師查核竣事。

依本會計師之意見，上開合併財務報告在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達特昇集團民國一〇六年及一〇五年十二月三十一日之合併財務狀況，暨民國一〇六年一月一日至十二月三十一日及一〇五年六月十四日(公司設立日)至十二月三十一日之合併財務績效與合併現金流量。

查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則規劃並執行查核工作。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，與特昇集團保持超然獨立，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，對特昇集團民國一〇六年度合併財務報告之查核最為重要之事項。該等事項已於查核合併財務報告整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。本會計師判斷應溝通在查核報告上之關鍵查核事項如下：

一、收入認列

有關收入認列之會計政策請詳合併財務報告附註四(十二)收入認列；收入相關揭露請詳合併財務報告附註六(十六)收入。

關鍵查核事項之說明：

特昇集團銷貨收入係投資人及管理階層評估集團財務或業務績效之主要指標，且特昇國際股份有限公司為上櫃公司，先天存有較高不實表達之風險。此外，收入認列及風險報酬移轉時點之判斷，對於財務報表表達極為重要，因此，本會計師將收入認列列為本年度財務報表查核重要事項之一。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括：

- 對收入認列有關之內部控制設計及執行有效性進行測試。
- 針對前十大銷售客戶進行趨勢分析，包括比較本期與最近一期及去年同期之客戶名單及銷售收入金額，以評估有無重大異常，若有重大變動者，查明並分析其原因。
- 抽核全年度銷售交易，以評估銷售交易之真實性、銷貨收入認列金額之正確性及入帳時點之合理性。
- 測試年度結束前後一段期間銷售交易之樣本，以評估收入認列時點是否適當。

二、存貨評價

有關存貨評價之會計政策請詳合併財務報告附註四(八)存貨；存貨評估之會計估計及假設不確定性，請詳合併財務報告附註五；存貨減損之資訊，請詳合併財務報告附註六(四)存貨。

關鍵查核事項之說明：

特昇集團主要營業項目為傢俱製造及銷售，截至民國一〇六年十二月三十一日，存貨餘額106,344千元，佔合併資產總額26%，存貨評價需依據過去歷史經驗及對未來銷售狀況之預測，涉及主要管理階層主觀判斷，因此，本會計師將對存貨之減損評估列為本年度財務報表查核重要事項之一。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括：

- 評估特昇集團存貨跌價或呆滯提列政策之合理性。
- 檢視存貨庫齡報表，分析各期存貨庫齡變化情形是否合理。
- 評估存貨之評價是否已按特昇集團既訂之提列政策，並前後一致處理。
- 瞭解特昇集團管理階層所採用之銷售價格及期後存貨市價變動之情形，以評估存貨淨變現價值之合理性，再以抽核方式驗證其售價及淨變現價值計算之正確性，以確認期末備抵存貨跌價損失提列之合理。
- 針對庫齡天數較長之存貨，檢視其期後銷售狀況及評估其所採用之淨變現價值基礎，以驗證特昇集團呆滯存貨損失估列之合理性。

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證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製允當表達之合併財務報告，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，管理階層之責任包括評估特昇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特昇集團或停止營業，或除清算或停業外別無實際可行之其他方案。

特昇集團之治理單位(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在導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照一般公認審計準則執行之查核工作無法保證必能偵出合併財務報告存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報告使用者所作之經濟決策，則被認為具有重大性。

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

- 1.辨認並評估合併財務報告導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
- 2.對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對特昇集團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，以及使特昇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特昇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，以及合併財務報表是否允當表達相關交易及事件。
- 6.對於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報告表示意見。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，決定對特昇集團民國一〇六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。

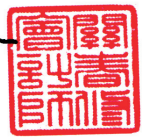
安侯建業聯合會計師事務所

趙敬如



會計師：

關春修



證券主管機關：金管證審字第1050036075號
核准簽證文號：(88)台財證(六)第18311號
民國一〇七年三月二十一日

特昇國際股份有限公司及其子公司

合併資產負債表

民國一〇六年五月三十一日

單位：新台幣千元

	106.12.31		105.12.31		106.12.31		105.12.31	
	金額	%	金額	%	金額	%	金額	%
資產								
流動資產：								
11xx 現金及約當現金(附註六(一))	\$ 60,913	15	34,496	9	\$ 57,078	14	57,429	15
1110 透過損益按公允價值衡量之金融資產－流動(附註六(二))	2,534	1	-	-	-	-	4,418	1
1170 應收帳款(附註六(三))	85,164	20	86,057	21	38,045	9	48,236	13
1206 其他應收款(附註六(三))	16,699	4	10,356	3	21,507	5	27,475	8
1310 存貨(附註六(四))	106,344	26	126,674	33	3,899	1	1,631	-
1410 預付款項(附註七)	8,738	2	11,431	3	5,490	1	5,005	1
1470 其他流動資產	19,258	5	10,297	3	1,937	-	2,226	1
	299,650	73	279,311	72	498	-	1,725	-
流動資產合計	100,409	24	95,631	25	128,454	30	148,145	39
非流動資產：								
1600 不動產、廠房及設備(附註六(五)、(七)、(八)、(十)及八)	244	-	-	-	20,256	5	17,059	4
1780 無形資產(附註六(六))	2,667	1	1,243	-	2,263	-	408	-
1840 遞延所得稅資產(附註六(十二))	1,266	-	3,413	1	3,385	1	3,688	1
1915 預付設備款	4,739	1	3,499	1	3,155	1	2,130	1
1920 存出保證金	-	-	3,585	1	29,059	7	23,285	6
1942 長期應收款－關係人(附註六(三)及七)	3,716	1	-	-	157,513	37	171,430	45
1984 其他金融資產－非流動(附註八)	113,041	27	107,371	28	210,000	51	210,000	54
非流動資產合計	113,041	27	107,371	28	252,727	62	210,000	54
資產總計	\$ 412,691	100	386,682	100	\$ 412,691	100	386,682	100
負債及權益								
流動負債：								
21xx 短期借款(附註六(五)、(七)及八)	2100				210,000	51	210,000	54
2120 透過損益按公允價值衡量之金融負債－流動(附註六(二))	2170				2,527	1	-	-
2170 應付帳款	2200				3,941	1	3,836	1
2200 其他應付款(附註六(十七)及七)	2230				-	-	-	-
2230 本期所得稅負債	2322				84	-	-	-
2322 一年或一營業週期內到期長期借款(附註六(五)、(十)、七及八)	2355				31,032	8	838	-
2355 應付租賃款－流動(附註六(五)、(八)、七及八)	2399				31,116	8	838	-
2399 其他流動負債	25xx				7,594	2	578	-
流動負債合計	2540				255,178	63	215,252	55
非流動負債：								
2540 長期借款(附註六(五)、(十)、七及八)	2570				412,691	100	386,682	100
2570 遞延所得稅負債(附註六(十二))	2613				-	-	-	-
2613 應付租賃款－非流動(附註六(五)、(八)、七及八)	2670				-	-	-	-
2670 其他非流動負債－其他	2xxx				-	-	-	-
非流動負債合計	31xx				-	-	-	-
負債總計	3110				412,691	100	386,682	100
權益								
3110 普通股股本	3140				210,000	51	210,000	54
3140 預收股本	3200				2,527	1	-	-
3200 資本公積	3300				3,941	1	3,836	1
3300 保留盈餘	3310				-	-	-	-
3310 法定盈餘公積	3350				84	-	-	-
3350 未分配盈餘	3410				31,032	8	838	-
3410 保留盈餘合計	3xxx				31,116	8	838	-
3xxx 國外營運機構財務報表換算之兌換差額	2-3xxx				7,594	2	578	-
負債及權益總計					412,691	100	386,682	100

(請詳閱後附合併財務報告附註)

董事長：黃世高

經理人：黃凱斌

會計主管：陳國漢



特昇國際股份有限公司及其子公司

合併綜合損益表

民國一〇六年一月一日至十二月三十一日
及一〇五年六月十四日(公司設立登記日)至十二月三十一日

單位：新台幣千元

	106年1月至12月		105年6月14日 至12月31日	
	金額	%	金額	%
4000 營業收入(附註六(十六))	\$ 875,674	100	360,217	100
5000 營業成本(附註六(四)、(五)、(九)、(十一)、(十七)、 七及十二)	723,436	83	291,048	81
5900 營業毛利	152,238	17	69,169	19
6000 營業費用(附註六(三)、(五)、(六)、(九)、(十一)、(十四)、 (十七)、七及十二)：				
6100 推銷費用	50,451	6	21,000	6
6200 管理費用	50,616	6	18,974	5
6300 研究發展費用	6,436	-	3,965	1
營業費用合計	107,503	12	43,939	12
6900 營業淨利	44,735	5	25,230	7
7000 營業外收入及支出(附註六(二)、(八)及(十八))：				
7010 其他收入	2,837	-	2,310	1
7020 其他利益及損失	(2,563)	-	(1,504)	-
7050 財務成本	(4,120)	(1)	(2,210)	(1)
營業外收入及支出合計	(3,846)	(1)	(1,404)	-
7900 稅前淨利	40,889	4	23,826	7
7950 減：所得稅費用(附註六(十二))	10,611	1	9,969	3
本期淨利	30,278	3	13,857	4
8300 其他綜合損益：				
8360 後續可能重分類至損益之項目				
8361 國外營運機構財務報表換算之兌換差額	7,016	1	73	-
8399 與可能重分類之項目相關之所得稅	-	-	-	-
8300 本期其他綜合損益	7,016	1	73	-
8500 本期綜合損益總額	\$ 37,294	4	13,930	4
本期淨利歸屬於：				
8610 母公司業主	\$ 30,278	3	838	
8615 共同控制下前手權益	-	-	13,019	4
	\$ 30,278	3	13,857	4
綜合損益總額歸屬於：				
8710 母公司業主	\$ 37,294	4	1,416	-
8715 共同控制下前手權益	-	-	12,514	4
	\$ 37,294	4	13,930	4
本公司每股盈餘(單位：新台幣元)(附註六(十五))				
9750 基本每股盈餘	\$ 1.44		0.09	
9850 稀釋每股盈餘	\$ 1.44		0.09	

(請詳閱後附合併財務報告附註)

董事長：黃世高



經理人：黃凱斌



會計主管：陳國漢





特昇國際股份有限公司及其子公司
 合昇權益變動表
 國際股份有限公司

民國一〇六年一月一日至十二月三十一日及一〇五年六月十四日(公司設立登記日)至十二月三十一日

單位：新台幣千元

股 本	歸屬於母公司業主之權益				國外營運機 構財務報表 換算之兌換 差	歸屬於母 公司業主 權益總計	共同控 制下前 手權益	權益總額
	預收股本	資本公積	法定盈 餘公積	保留盈餘 未分配 盈餘				
普通股	-	-	-	-	-	-	201,322	201,322
-	-	-	-	838	838	838	13,019	13,857
-	-	-	-	-	-	578	(505)	73
-	-	-	-	838	838	578	12,514	13,930
210,000	-	3,836	-	-	-	-	(213,836)	-
210,000	-	3,836	-	838	838	578	215,252	215,252
-	-	-	84	(84)	-	-	-	-
-	-	-	-	30,278	30,278	-	-	30,278
-	-	-	-	-	-	7,016	-	7,016
-	-	-	-	30,278	30,278	7,016	-	37,294
-	2,527	-	-	-	-	-	-	2,527
-	-	105	-	-	-	-	-	105
\$ 210,000	2,527	3,941	84	31,032	31,116	7,594	255,178	255,178

民國一〇五年六月十四日設立股本
 本期淨利
 本期其他綜合損益
 本期綜合損益總額
 組織重組之合併發行新股
 民國一〇五年十二月三十一日餘額
 盈餘指撥及分配：
 提列法定盈餘公積
 本期淨利
 本期其他綜合損益
 本期綜合損益總額
 現金增資
 股份基礎給付交易
 民國一〇六年十二月三十一日餘額



董事長：黃世高



經理人：黃凱斌

(請詳閱後附合併財務報告附註)



會計主管：陳國漢

特昇國際股份有限公司及其子公司

合併現金流量表

民國一〇六年一月一日至十二月三十一日及一〇五年六月十四日(公司設立登記日)至十二月三十一日

單位：新台幣千元

	106年1月至12月	105年6月14日 至12月31日
營業活動之現金流量：		
本期稅前淨利	\$ 40,889	23,826
調整項目：		
收益費損項目		
折舊費用	9,210	4,520
攤銷費用	81	-
呆帳損失(迴升利益)	(18)	19
利息費用	4,120	2,210
利息收入	(517)	(165)
股份基礎給付酬勞成本	105	-
處分不動產、廠房及設備損失	61	-
收益費損項目合計	13,042	6,584
與營業活動相關之資產/負債變動數：		
與營業活動相關之資產之淨變動：		
透過損益按公允價值衡量之金融資產	(2,534)	514
應收帳款	912	(52,938)
其他應收款	(6,451)	(9,951)
存貨	20,330	(42,506)
預付款項	2,686	(1,181)
其他流動資產	(8,961)	(4,216)
與營業活動相關之資產之淨變動合計	5,982	(110,278)
與營業活動相關之負債之淨變動：		
透過損益按公允價值衡量之金融負債	(4,418)	4,418
應付帳款	(10,191)	13,343
其他應付款	(6,560)	(3,323)
其他流動負債	(1,227)	1,056
與營業活動相關之負債之淨變動合計	(22,396)	15,494
與營業活動相關之資產及負債之淨變動合計	(16,414)	(94,784)
調整項目合計	(3,372)	(88,200)
營運產生之現金流入(出)	37,517	(64,374)
收取之利息	517	165
支付之利息	(4,120)	(2,210)
支付之所得稅	(7,920)	(9,754)
營業活動之淨現金流入(出)	25,994	(76,173)
投資活動之現金流量：		
合併子公司取得現金數	-	90,659
取得不動產、廠房及設備	(7,763)	(11,167)
處分不動產、廠房及設備	54	-
存出保證金減少(增加)	(1,240)	2,003
取得無形資產	(325)	-
預付設備款增加	(1,196)	(3,413)
投資活動之淨現金流入(出)	(10,470)	78,082
籌資活動之現金流量：		
短期借款增加(減少)	(351)	35,070
舉借長期借款	9,598	-
償還長期借款	(5,268)	(721)
應付租賃款增加	1,611	-
應付租賃款減少	(2,317)	(1,489)
其他非流動負債增加(減少)	1,025	(189)
現金增資	2,527	-
籌資活動之淨現金流入	6,825	32,671
匯率影響數	4,068	(84)
本期現金及約當現金增加數	26,417	34,496
期初現金及約當現金餘額	34,496	-
期末現金及約當現金餘額	\$ 60,913	34,496

(請詳閱後附合併財務報告附註)

董事長：黃世高



經理人：黃凱斌



會計主管：陳國漢



特昇國際股份有限公司及其子公司
合併財務報告附註
民國一〇六年及一〇五年十二月三十一日
(除另有註明者外，所有金額均以新台幣千元為單位)

一、公司沿革

特昇國際股份有限公司(以下簡稱本公司)於民國一〇五年六月設立於英屬開曼群島，主要係為申請財團法人中華民國證券櫃檯買賣中心(以下簡稱櫃買中心)股票上櫃買賣所進行之組織架構重組而設立。本公司於民國一〇五年十月與Techcential SDN. BHD.(以下簡稱TC)以換股方式完成組織架構重組，並於十二月向TC購入TC Home SDN. BHD.(以下簡稱TCH)100%股份，本公司成為TC及TCH之控股公司，並於民國一〇七年一月十日開始於櫃買中心掛牌買賣。TC及TCH主要經營業務為傢俱之製造及銷售，請詳附註十四。

二、通過財務報告之日期及程序

本合併財務報告已於民國一〇七年三月二十一日經董事會通過。

三、新發布及修訂準則及解釋之適用

(一)已採用金融監督管理委員會認可之新發布及修訂後準則及解釋之影響

本公司及子公司(以下併稱「合併公司」)自民國一〇六年起全面採用經金融監督管理委員會(以下簡稱金管會)認可並於民國一〇六年生效之國際財務報導準則編製合併財務報告，相關新發布、修正及修訂之準則及解釋彙列如下：

新發布／修正／修訂準則及解釋	國際會計準則 理事會發布 之生效日
國際財務報導準則第10號、國際財務報導準則第12號及國際會計準則第28號之修正「投資個體：適用合併報表例外規定」	2016年1月1日
國際財務報導準則第11號之修正「取得聯合營運權益之會計處理」	2016年1月1日
國際財務報導準則第14號「管制遞延帳戶」	2016年1月1日
國際會計準則第1號之修正「揭露倡議」	2016年1月1日
國際會計準則第16號及國際會計準則第38號之修正「可接受之折舊及攤銷方法之闡釋」	2016年1月1日
國際會計準則第16號及國際會計準則第41號之修正「農業：生產性植物」	2016年1月1日
國際會計準則第19號之修正「確定福利計畫：員工提撥」	2014年7月1日
國際會計準則第27號之修正「單獨財務報表之權益法」	2016年1月1日
國際會計準則第36號之修正「非金融資產可回收金額之揭露」	2014年1月1日
國際會計準則第39號之修正「衍生工具之約務更替與避險會計之持續適用」	2014年1月1日

特昇國際股份有限公司及其子公司合併財務報告附註(續)

新發布／修正／修訂準則及解釋	國際會計準則 理事會發布 之生效日
2010-2012及2011-2013週期之年度改善	2014年7月1日
2012-2014年國際財務報導年度改善	2016年1月1日
國際財務報導解釋第21號「公課」	2014年1月1日

本公司認為適用上述新認可之國際財務報導準則對合併財務報告未造成重大變動。

(二)尚未採用金管會認可之國際財務報導準則之影響

依據金管會民國一〇六年七月十四日金管證審字第1060025773號令，公開發行以上公司應自民國一〇七年起全面採用經金管會認可並於民國一〇七年生效之國際財務報導準則。相關新發布、修正及修訂之準則及解釋彙列如下：

新發布／修正／修訂準則及解釋	國際會計準則 理事會發布 之生效日
國際財務報導準則第2號之修正「股份基礎給付交易之分類及衡量」	2018年1月1日
國際財務報導準則第4號之修正「於國際財務報導準則第4號『保險合約』下國際財務報導準則第9號『金融工具』之適用」	2018年1月1日
國際財務報導準則第9號「金融工具」	2018年1月1日
國際財務報導準則第15號「客戶合約之收入」	2018年1月1日
國際會計準則第7號之修正「揭露倡議」	2017年1月1日
國際會計準則第12號之修正「未實現損失之遞延所得稅資產之認列」	2017年1月1日
國際會計準則第40號之修正「投資性不動產之轉列」	2018年1月1日
國際財務報導準則2014-2016週期之年度改善：	
國際財務報導準則第12號之修正	2017年1月1日
國際財務報導準則第1號之修正及國際會計準則第28號之修正	2018年1月1日
國際財務報導解釋第22號「外幣交易與預收(付)對價」	2018年1月1日

除下列項目外，適用上述新認可之國際財務報導準則將不致對合併財務報告造成重大變動。造成重大變動者之性質及影響說明如下：

1. 國際財務報導準則第九號「金融工具」

該準則將取代國際會計準則第三十九號「金融工具：認列與衡量」，修正金融工具之分類與衡量、減損及避險會計。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

(1) 金融資產之分類及衡量

該準則包含金融資產之新分類及衡量方法，其反映管理該金融資產之經營模式及現金流量特性。該準則主要將金融資產分類為按攤銷後成本衡量、透過其他綜合損益按公允價值衡量及透過損益按公允價值衡量三類，並刪除現行準則下持有至到期日、放款及應收款及備供出售金融資產之分類。依該準則，混合合約包含之主契約若屬該準則範圍內之金融資產，則不拆分嵌入之衍生工具，而係評估整體混合金融工具之分類。另國際會計準則第三十九號對於不具活絡市場報價且公允價值因而無法可靠衡量之無報價權益工具投資（及此類工具之衍生工具）之衡量規定具有一項例外，此類金融工具係按成本衡量；國際財務報導準則第九號刪除該項例外，規定所有權益工具（及其衍生工具）應按公允價值衡量。

合併公司評估認為若適用新分類規定，將不會對金融資產之會計處理造成重大影響。

(2) 金融資產及合約資產之減損

該準則以前瞻性之預期信用損失模式取代現行國際會計準則第三十九號已發生減損損失模式，預期信用損失係以機率加權為基礎決定，經濟因素改變如何影響該損失需要相當的判斷。

預期信用損失模式適用於按攤銷後成本衡量、透過其他綜合損益按公允價值衡量之金融資產(除權益工具投資外)及合約資產。

國際財務報導準則第九號下，係依下列基礎衡量金融資產之減損損失：

- 十二個月預期信用損失：金融工具於報導日後十二個月內可能違約事項所產生之預期信用損失；及
- 存續期間預期信用損失：金融工具預期存續期間所有可能違約事項產生之預期信用損失。

若金融工具自原始認列後信用風險已顯著增加，則適用存續期間預期信用損失衡量減損；若未顯著增加，則適用十二個月預期信用損失衡量減損。企業若判定金融工具於報導日之信用風險低，得假設該金融資產自原始認列後信用風險未顯著增加，然而，不具重大財務組成部分之應收帳款及合約資產，係按存續期間預期信用損失方法衡量，此外，合併公司亦選擇以此方式衡量具重大財務組成部分之應收帳款和合約資產。

合併公司認為屬國際財務報導準則第九號減損模式範圍內之資產，減損損失可能會增加且變得更加波動，合併公司預估適用國際財務報導準則第九號減損規定，將不會產生重大影響。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

(3) 揭露

該準則包含大量之新揭露規定，尤其有關信用風險及預期信用損失之揭露。合併公司針對此準則之揭露規範已進行了解，待生效日起予以揭露。

(4) 過渡處理

除下列項目外，通常係追溯適用國際財務報導準則第九號：

- 合併公司預計採用分類及衡量（包括減損）改變之豁免，無須重編以前期間之比較資訊。因採用該準則造成金融資產及金融負債帳面金額之差額，通常將調整民國一〇七年一月一日之保留盈餘及其他權益項目。
- 下列事項係以初次適用日存在之事實及情況為基礎評估：
 - 判定金融資產係以何種經營模式持有。
 - 先前指定為透過損益按公允價值衡量之金融資產及金融負債之指定及撤銷。
 - 部分非持有供交易之權益工具投資作透過其他綜合損益按公允價值衡量之指定。

2. 國際財務報導準則第十五號「客戶合約之收入」

該準則將取代現行國際會計準則第十八號「收入」以及其他收入相關的解釋，以單一分析模型按五個步驟決定企業認列收入之方法、時點及金額。

針對產品之銷售，現行係依各別交易條件，於風險移轉之時點認列收入，該時點相關所有權之重大風險及報酬已移轉予客戶。於該時點認列收入，係因該時點收入及成本能可靠衡量、對價很有可能收回，且不再繼續參與對商品之管理。國際財務報導準則第十五號下，將於客戶取得對產品之控制時認列收入。合併公司初步評估認為產品之所有權重大風險及報酬移轉予客戶之時點與控制移轉之時點類似，故預期不會產生重大影響。

3. 國際會計準則第七號之修正「揭露倡議」

修正條文規定企業應提供揭露俾使財務報表使用者能評估來自籌資活動之負債之變動，包括來自現金流量之變動及非現金之變動。

合併公司預計提供來自籌資活動之負債之期初與期末餘額間之調節，以符合上述新增規定。

惟上述採用新公報之預估影響情形可能因將來環境或狀況改變而變更。

(三) 金管會尚未認可之新發布及修訂準則及解釋

下表彙列國際會計準則理事會(以下簡稱理事會)已發布及修訂但尚未經金管會認可之準則及解釋。

新發布／修正／修訂準則及解釋	理事會發布之生效日
國際財務報導準則第10號及國際會計準則第28號之修正「投資者與其關聯企業或合資間之資產出售或投入」	尚待理事會決定
國際財務報導準則第16號「租賃」	2019年1月1日

特昇國際股份有限公司及其子公司合併財務報告附註(續)

新發布／修正／修訂準則及解釋	理事會發布 之生效日
國際財務報導準則第17號「保險合約」	2021年1月1日
國際財務報導解釋第23號「具不確定性之所得稅處理」	2019年1月1日
國際財務報導準則第9號之修正「具有負補償之提前還款特性」	2019年1月1日
國際會計準則第28號之修正「對關聯企業及合資之長期權益」	2019年1月1日
國際財務報導準則2015-2017週期之年度改善	2019年1月1日
國際會計準則第19號之修正「計畫修正、縮減或清償」	2019年1月1日

對合併公司可能攸關者如下：

發布日	新發布或修訂準則	主要修訂內容
2016.1.13	國際財務報導準則第16號「租賃」	<p>新準則將租賃之會計處理修正如下：</p> <ul style="list-style-type: none"> • 承租人所簽訂符合租賃定義之所有合約均應於資產負債表認列使用權資產及租賃負債。租賃期間內租賃費用則係以使用權資產折舊金額加計租賃負債之利息攤提金額衡量。 • 出租人所簽訂符合租賃定義之合約則應分類為營業租賃及融資租賃，其會計處理與國際會計準則第17號「租賃」類似。
2017.6.7	國際財務報導解釋第23號「具不確定性之所得稅處理」	<ul style="list-style-type: none"> • 於評估具不確定性之租稅處理對課稅所得(損失)、課稅基礎、未使用課稅損失、未使用投資抵減及稅率之影響時，企業應假設租稅主管機關將依法審查相關金額，並且於審查時已取得所有相關資訊。 • 若企業認為租稅主管機關很有可能接受一項具不確定性之租稅處理，則應以與租稅申報時所使用之處理一致之方式決定課稅所得(損失)、課稅基礎、未使用課稅損失、未使用投資抵減及稅率；反之，若並非很有可能，則企業得以最有可能金額或期望值兩者較適用者，反映每一項具不確定性之租稅處理之影響。

合併公司現正持續評估上述準則及解釋對合併公司財務狀況與經營結果之影響，相關影響待評估完成時予以揭露。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

四、重大會計政策之彙總說明

本合併財務報告所採用之重大會計政策彙總說明如下。下列會計政策已一致適用於本合併財務報告之所有表達期間。

(一) 遵循聲明

本合併財務報告係依照證券發行人財務報告編製準則(以下簡稱「編製準則」)及金管會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告(以下簡稱「金管會認可之國際財務報導準則」)編製。

(二) 合併財務報告之編製基礎

1. 衡量基礎

本合併財務報告除透過損益按公允價值衡量之金融資產(負債)外，主要係依歷史成本為基礎編製。

2. 功能性貨幣及表達貨幣

合併公司每一個體均係以各營運所處主要經濟環境之貨幣為其功能性貨幣衡量。本合併財務報告係以本公司之功能性貨幣，新台幣表達。所有以新台幣表達之財務資訊均以新台幣千元為單位。

(三) 合併基礎

1. 合併財務報告編製原則

合併財務報告之編製主體包含本公司及本公司之子公司。

自取得子公司控制之日起，開始將其財務報告納入合併財務報告，直至喪失控制之日為止。歸屬於子公司非控制權益之損益應歸屬於非控制權益，即使非控制權益因而成為虧損餘額亦然。惟本公司於民國一〇五年十月一日以換股方式取得其股東原持有之TC股權，依財團法人中華民國會計研究發展基金會(101)基秘字第301號函規定，屬於集團內之組織重組，應採用帳面價值法並視為自始即合併而追溯至本公司之設立日，同時將其股東原持有TC之股份於合併財務報告中列為共同控制下前手權益。

合併公司間之交易、餘額及任何未實現收益與費用，於編製合併財務報告時均已消除。

合併公司對子公司所有權權益之變動，未導致喪失控制力者，作為業主間之權益交易處理。

2. 列入合併財務報告之子公司

投資公司名稱	子公司名稱	業務性質	所持股權百分比	
			106.12.31	105.12.31
本公司	Techcential SDN. BHD. (以下簡稱 TC)	傢俱製造及銷售	100.00%	100.00%
本公司	TC Home SDN. BHD. (以下簡稱TCH)	傢俱銷售	100.00%	100.00%

特昇國際股份有限公司及其子公司合併財務報告附註(續)

投資公 司名稱	子公司名稱	業務 性質	所持股權百分比	
			106.12.31	105.12.31
TC	EHL Trading SDN.BHD. (以下簡稱EHL)	物料採購	100.00%	100.00%
TCH	TC Home Corporation (以下簡稱TCH(US))	管理顧問	100.00%	100.00%

合併公司並無未列入合併財務報告之子公司。

(四)外 幣

1.外幣交易

外幣交易依交易日之匯率換算為功能性貨幣。報導日之外幣貨幣性項目依當日之匯率換算為功能性貨幣，其兌換損益係指期初以功能性貨幣計價之攤銷後成本，調整當期之有效利率及付款後之金額，與依外幣計價之攤銷後成本按報導日匯率換算金額間之差異。

以公允價值衡量之外幣非貨幣性項目依衡量公允價值當日之匯率重新換算為功能性貨幣，以歷史成本衡量之外幣非貨幣性項目則依交易日之匯率換算。除非貨幣性備供出售權益工具換算所產生之外幣兌換差異認列其他綜合損益外，其餘係認列為損益。

2.國外營運機構

國外營運機構之資產及負債係依報導日之匯率換算本合併財務報告之表達貨幣；收益及費損項目則依當期平均匯率換算為本合併財務報告之表達貨幣，所產生之兌換差額均認列為其他綜合損益。

(五)資產與負債區分流動與非流動之分類標準

符合下列條件之一之資產列為流動資產，非屬流動資產之所有其他資產則列為非流動資產：

- 1.預期於合併公司正常營業週期中實現，或意圖將其出售或消耗者。
- 2.主要為交易目的而持有者。
- 3.預期將於資產負債表日後十二個月內實現者。
- 4.現金或約當現金，但不包括於資產負債表日後逾十二個月用以交換、清償負債或受有其他限制者。

符合下列條件之一之負債列為流動負債，非屬流動負債之所有其他負債則列為非流動負債：

- 1.預期將於合併公司正常營業週期中清償者。
- 2.主要為交易目的而持有者。
- 3.預期將於資產負債表日後十二個月內到期清償者，即使於資產負債表日後至通過財務報告前已完成長期性之再融資或重新安排付款協議。
- 4.合併公司不能無條件將清償期限延期至資產負債表日後至少十二個月者。

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(六)現金及約當現金

現金包括庫存現金及活期存款。約當現金係指可隨時轉換成定額現金且價值變動風險甚小之短期並具高度流動性之投資。

銀行透支為可立即償還且屬於合併公司整體現金管理之一部分者，於現金流量表列為現金及約當現金之組成項目。

(七)金融工具

金融資產與金融負債係於合併公司成為該金融工具合約條款之一方時認列。

1.金融資產

合併公司之金融資產主要為透過損益按公允價值衡量之金融資產及應收款。

(1)透過損益按公允價值衡量之金融資產

此類金融資產係指持有供交易之金融資產，其取得或發生之主要目的為短期內出售或再買回。

此類金融資產於原始認列及後續評價時係按公允價值衡量，交易成本於發生時認列為損益；再衡量產生之利益或損失(包含相關股利收入及利息收入)認列為損益，並列報於營業外收入及支出項下之其他利益及損失。依交易慣例購買或出售金融資產時，採用交易日會計處理。

(2)應收款

應收款係無活絡市場公開報價，且具固定或可決定付款金額之金融資產，包括應收款項及其他應收款。原始認列時按公允價值加計直接可歸屬之交易成本衡量，後續評價採有效利率法以攤銷後成本減除減損損失衡量，惟短期應收款項之利息認列不具重大性之情況除外。

利息收入列報於營業外收入及支出項下。

(3)金融資產減損

非透過損益按公允價值衡量之金融資產，於每個報導日評估減損。當有客觀證據顯示，因金融資產原始認列後發生之單一或多項事件，致使該資產之估計未來現金流量受損失者，該金融資產即已發生減損。

金融資產減損之客觀證據包括發行人或債務人之重大財務困難、違約(如利息或本金支付之延滯或不償付)、債務人將進入破產或其他財務重整之可能性大增，及由於財務困難而使該金融資產之活絡市場消失等。

應收款之減損損失提列係依各應收款項之可收現性評估。合併公司針對應收款考量於特定資產與整體層級減損之證據來評估應收款之減損損失。所有重大個別之應收款針對具體之減損作評估。未有具體減損之應收款則係依據過去收款經驗、帳齡分析並考量內部授信政策後，依逾期帳齡之期間來提列減損損失。

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所有金融資產之減損損失係直接自金融資產之帳面金額中扣除，惟應收帳款係藉由備抵帳戶調降其帳面金額。當判斷應收帳款無法收回時，係沖銷備抵帳戶。原先已沖銷而後續收回之款項則貸記備抵帳戶。備抵帳戶帳面金額之變動認列於損益。

應收帳款之呆帳損失及迴升係列報於銷售費用。應收帳款以外金融資產之減損損失及迴升係列報於營業外收入及支出項下之其他利益及損失。

(4)金融資產之除列

合併公司僅於對來自該資產現金流量之合約權利終止，或已移轉金融資產且該資產所有權幾乎所有之風險及報酬已移轉予其他企業時，始將金融資產除列。

2.金融負債

(1)權益工具

權益工具係指表彰合併公司於資產減除其所有負債後剩餘權益之任何合約。合併公司發行之權益工具係以取得之價款扣除直接發行成本後之金額認列。

(2)透過損益按公允價值衡量之金融負債

其取得或發生之主要目的為短期內出售或再買回。

此類金融負債於原始認列時係按公允價值衡量，交易成本於發生時認列為損益；後續評價按公允價值衡量，再衡量產生之利益或損失(包含相關利息支出)認列為損益，並列報於營業外收入及支出項下之其他利益及損失。

(3)其他金融負債

金融負債非屬持有供交易且未指定為透過損益按公允價值衡量者，包括長短期借款、應付票據、應付帳款、其他應付款(含關係人)及應付租賃款，原始認列時係按公允價值加計直接可歸屬之交易成本衡量；後續評價採有效利率法以攤銷後成本衡量，惟短期金融負債之利息認列不具重大性之情況除外。未資本化為資產成本之利息費用列報於營業外收入及支出項下之財務成本。

(4)金融負債之除列

合併公司係於合約義務已履行、取消或到期時，除列金融負債。

除列金融負債時，其帳面金額與所支付或應支付對價總額，包含任何所移轉之非現金資產或承擔之負債間之差額認列為損益，並列報於營業外收入及支出項下之其他利益及損失。

(5)金融資產及負債之互抵

金融資產及金融負債僅於合併公司有法定權利進行互抵及有意圖以淨額交割或同時變現資產及清償負債時，方予以互抵並以淨額表達於資產負債表。

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3. 衍生金融工具

合併公司為規避外幣風險之暴險而持有衍生金融工具。原始認列時係按公允價值衡量，交易成本則認列為損益；後續評價依公允價值衡量，再衡量產生之利益或損失直接列入損益，並列報於營業外收入及支出項下之其他利益及損失。當衍生工具之公允價值為正值時，列為金融資產；公允價值為負值時，列為金融負債。

(八) 存貨

存貨係以成本與淨變現價值孰低衡量。成本包括使其達可供使用的地點及狀態所發生之取得、產製或加工成本及其他成本，並採加權平均法計算。製成品及在製品存貨之成本包括依適當比例按正常產能分攤之製造費用。

淨變現價值係指正常營業下之估計售價減除估計完工尚需投入之估計成本及銷售費用為計算基礎。存貨之成本超過淨變現價值時，應將存貨沖減至淨變現價值，並將該沖減之金額認列為銷貨成本。若續後期間淨變現價值增加，則於原沖減金額之範圍內，迴轉存貨淨變現價值增加數，並認列為當期銷貨成本之減少。

(九) 不動產、廠房及設備

1. 認列與衡量

不動產、廠房及設備之認列及衡量係採成本模式，依成本減除累計折舊與累計減損後之金額衡量。成本包含可直接歸屬於取得資產之支出，以及符合要件資產資本化之借款成本。

當不動產、廠房及設備包含不同組成部分，且相對於該項目之總成本若屬重大而採用不同之折舊率或折舊方法較為合宜時，則視為不動產、廠房及設備之單獨項目(主要組成部分)處理。

不動產、廠房及設備之處分損益，係由不動產、廠房及設備之帳面金額與處分價款之差額決定，並以淨額認列於損益項下之其他利益及損失。

2. 後續成本

若不動產、廠房及設備項目後續支出所預期產生之未來經濟效益很有可能流入合併公司，且其金額能可靠衡量，則該支出認列為該項目帳面金額之一部分，被重置部分之帳面金額則予以除列。不動產、廠房及設備之日常維修成本於發生時認列為損益。

3. 折舊

除土地外，折舊係依資產成本減除殘值後按估計耐用年限採直線法計算，並依資產之各別重大組成部分評估，若一組成部分之耐用年限不同於資產之其他部分，則此組成部分應單獨提列折舊。折舊之提列認列為損益。

租賃資產之折舊若可合理確認合併公司將於租賃期間屆滿時取得所有權，則依其耐用年限提列；其餘租賃資產係依租賃期間及其耐用年限兩者較短者提列。

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當期及比較期間之估計耐用年限如下：

房屋及建築	5~50年
機器設備	3~10年
運輸設備	3~5年
辦公設備	3年
租賃改良	3年
其他設備	3年

折舊方法、耐用年限及殘值係於每個財務年度結束日加以檢視，若預期值與先前之估計不同時，於必要時適當調整，該變動按會計估計變動規定處理。

(十)租賃－承租人

依租賃條件，當合併公司承擔租賃資產所有權之幾乎所有風險與報酬時，分類為融資租賃。原始認列時，該租賃資產依公允價值及最低租賃給付現值孰低衡量，續後，則依該資產相關之會計政策處理。

融資租賃之最低租賃給付依比例分攤於財務成本及降低尚未支付之負債。財務成本則依負債餘額按固定之期間利率分攤於各租賃期間。

其他租賃係屬於營業租賃，該等租賃資產未認列於合併公司之資產負債表。

營業租賃之租金給付(不包括保險及維護等服務成本)依直線基礎於租賃期間認列為費用。由出租人提供為達成租賃安排之誘因總利益於租賃期間內以直線法認列為租金支出之減少。

(十一)非金融資產減損

針對存貨及遞延所得稅資產以外之非金融資產，合併公司於每一報導日評估是否發生減損，並就有減損跡象之資產估計其可回收金額。若無法估計個別資產之可回收金額，則合併公司估計該項資產所屬現金產生單位之可回收金額以評估減損。

可回收金額為個別資產或現金產生單位之公允價值減出售成本與其使用價值孰高者。個別資產或現金產生單位之可回收金額若低於帳面金額，則將該個別資產或現金產生單位之帳面金額調整減少至可回收金額，並認列減損損失。減損損失係立即認列於當期損益。

合併公司於每一報導日重新評估是否有跡象顯示，商譽以外之非金融資產於以前年度所認列之減損損失可能已不存在或減少。若用以決定可回收金額之估計有任何改變，則迴轉減損損失，以增加個別資產或現金產生單位之帳面金額至其可回收金額，惟不超過若以前年度該個別資產或現金產生單位未認列減損損失之情況下，減除應提列折舊或攤銷後之帳面金額。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

(十二)收入認列

銷售商品所產生之收入係考量退回、商業折扣及數量折扣後，按已收或應收對價之公允價值衡量。收入係俟具說服力之證據存在(通常為已簽訂銷售協議)、所有權之重大風險及報酬已移轉予買方、價款很有可能收回、相關成本與可能之商品退回能可靠估計、不持續參與商品之管理及收入金額能可靠衡量時加以認列。若折扣很有可能發生且金額能可靠衡量時，則於銷售認列時予以認列作為收入之減項。

(十三)員工福利

1.確定提撥計畫

確定提撥退休金計畫之提撥義務係於員工提供勞務期間內認列為損益項下之員工福利費用。

2.短期員工福利

短期員工福利義務係以未折現之基礎衡量，且於提供相關服務時認列為費用。有關短期現金紅利或分紅計畫下預期支付之金額，若係因員工過去提供服務而使合併公司負有現時之法定或推定支付義務，且該義務能可靠估計時，將該金額認列為負債。

(十四)股份基礎給付交易

給與員工之股份基礎給付獎酬以給與日之公允價值，於員工達到可無條件取得報酬之期間內，認列酬勞成本並增加相對權益。認列之酬勞成本係隨預期符合服務條件及非市價既得條件之獎酬數量予以調整；而最終認列之金額係以既得日符合服務條件及非市價既得條件之獎酬數量為基礎衡量。

有關股份基礎給付獎酬之非既得條件，已反映於股份基礎給付給與日公允價值之衡量，且預期與實際結果間之差異無須作核實調整。

(十五)所得稅

所得稅費用包括當期及遞延所得稅。除與企業合併、直接認列於權益或其他綜合損益之項目相關者外，當期所得稅及遞延所得稅應認列於損益。

當期所得稅包括當年度課稅所得按報導日之法定稅率或實質性立法稅率計算之預計應付所得稅或應收退稅款，及任何對以前年度應付所得稅的調整。

遞延所得稅係就資產及負債於財務報導目的之帳面金額與其課稅基礎之暫時性差異予以衡量認列。下列情況產生之暫時性差異不予認列遞延所得稅：

- 1.非屬企業合併之交易原始認列之資產或負債，且於交易當時不影響會計利潤及課稅所得(損失)者。
- 2.因投資子公司及合資權益所產生，且很有可能於可預見之未來不會迴轉者。
- 3.商譽之原始認列。

遞延所得稅係以預期資產實現或負債清償當期之稅率衡量，並以報導日之法定稅率或實質性立法稅率為基礎。

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合併公司僅於同時符合下列之條件時，始將遞延所得稅資產及遞延所得稅負債互抵：

- 1.有法定執行權將當期所得稅資產及當期所得稅負債互抵；且
- 2.遞延所得稅資產及遞延所得稅負債與下列由同一稅捐機關課徵所得稅之納稅主體之一有關；
 - (1)同一納稅主體；或
 - (2)不同納稅主體，惟各主體意圖在重大金額之遞延所得稅資產預期回收及遞延所得稅負債預期清償之每一未來期間，將當期所得稅負債及資產以淨額基礎清償，或同時實現資產及清償負債。

對於未使用之課稅損失及未使用所得稅抵減遞轉後期，與可減除暫時性差異，在很有可能未來課稅所得可供使用之範圍內，認列為遞延所得稅資產。並於每一報導日予以重評估，就相關所得稅利益非屬很有可能實現之範圍內予以調減。

(十六)每股盈餘

合併公司列示歸屬於本公司普通股權益持有人之基本及稀釋每股盈餘。合併公司基本每股盈餘係以歸屬於本公司普通股權益持有人之損益，除以當期加權平均流通在外普通股股數計算之。因盈餘或資本公積轉增資而新增之股份則採追溯調整計算。若盈餘或資本公積轉增資之基準日在財務報表提出日前，亦追溯調整計算之。

稀釋每股盈餘則係將歸屬於本公司普通股權益持有人之損益及加權平均流通在外普通股股數，分別調整所有潛在稀釋普通股之影響後計算之。合併公司之潛在稀釋普通股包括員工酬勞估計數。

(十七)部門資訊

營運部門係合併公司之組成部分，從事可能賺得收入並發生費用（包括與合併公司內其他組成部分間交易相關之收入及費用）之經營活動。所有營運部門之營運結果均定期由合併公司主要營運決策者複核，以制定分配資源予該部門之決策並評量其績效。各營運部門均具單獨之財務資訊。

五、重大會計判斷、估計及假設不確定性之主要來源

管理階層依金管會認可之國際財務報導準則編製本合併財務報告時，必須作出判斷、估計及假設，其將對會計政策之採用及資產、負債、收益及費用之報導金額有所影響。實際結果可能與估計存有差異。

管理當局持續檢視估計及基本假設，會計估計變動於變動期間及受影響之未來期間予以認列。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

合併公司並無會計政策涉及重大判斷，且對本合併財務報告已認列金額有重大影響之資訊。

對於假設及估計之不確定性中，存有重大風險將於次一年度造成重大調整者為存貨，係因存貨須以成本與淨變現價值孰低衡量，合併公司評估報導日存貨因正常損耗、過時陳舊或無市場銷售價值之金額，並將存貨成本沖減至淨變現價值。此存貨評價主要係依未來特定期間內之產品需求為估計基礎，故可能因產業快速變遷而產生重大變動。存貨評價估列情形請詳附註六(四)。

六、重要會計項目之說明

(一)現金及約當現金

	106.12.31	105.12.31
現金	\$ 287	174
活期存款及支票存款	60,626	34,322
現金及約當現金	<u>\$ 60,913</u>	<u>34,496</u>

合併公司金融資產及負債之利率風險及敏感度分析之揭露請詳附註六(十九)。

(二)透過損益按公允價值衡量之金融資產及負債

按公允價值衡量認列於損益之金額請詳附註六(十八)。

合併公司從事衍生性金融商品交易係用以規避因營業活動所暴露之匯率風險。合併公司於民國一〇六年及一〇五年十二月三十一日因未適用避險會計列報為持有供交易之金融資產(負債)之衍生工具明細如下：

遠期外匯合約：

				106.12.31		
	合約金額 (千元)	幣別	到期期間		公允價值 資產(負債)	
賣出遠期外匯	USD 2,000	美元兌馬幣	107.1.2~107.3.13		<u>2,534</u>	
				105.12.31		
	合約金額 (千元)	幣別	到期期間		公允價值 資產(負債)	
賣出遠期外匯	USD 2,650	美元兌馬幣	106.1.3~106.4.4		<u>(4,418)</u>	

(三)應收款項(含關係人)

	106.12.31	105.12.31
應收帳款	\$ 85,164	86,076
其他應收款	16,699	10,356
長期應收款－關係人	-	3,585
減：備抵呆帳	-	(19)
	<u>\$ 101,863</u>	<u>99,998</u>

特昇國際股份有限公司及其子公司合併財務報告附註(續)

合併公司已逾期但未減損應收帳款及其他應收款之帳齡分析如下：

	106.12.31	105.12.31
逾期1~30天	\$ 14,197	14,536
逾期31~90天	2,555	3,474
逾期91~180以上	622	190
逾期181天以上	-	7
	<u>\$ 17,374</u>	<u>18,207</u>

合併公司民國一〇六年度及一〇五年六月十四日至十二月三十一日之應收帳款及其他應收款備抵呆帳變動表如下：

	106年 1月至12月	105年6月14日 至12月31日
期初餘額	\$ 19	-
認列(迴轉)之減損損失	(18)	19
匯率影響數	(1)	-
期末餘額	<u>\$ -</u>	<u>19</u>

合併公司對商品銷售之平均授信期間約7天~60天，於決定應收款項可回收性時，合併公司考量應收款項自原始授信日至報導日信用品質之任何改變。應收款項減損損失提列政策原則係分析個別客戶交易條件、歷史之付款記錄及目前財務狀況等以估計無法回收之金額。合併公司認為未提列減損之逾期款項回收性並無重大疑慮。

合併公司與金融機構簽訂無追索權之應收帳款讓售合約，依合約約定合併公司不須承擔應收帳款無法回收之風險，僅須負擔因商業糾紛所造成之損失，因此符合金融資產除列之條件。於報導日尚未到期之讓售應收帳款相關資訊如下：

106.12.31					
讓售對象	除列金額	額度	已預支		擔保項目
			金額	利率區間	
Commercial Services, Inc	<u>\$ 16,559</u>	<u>81,334</u>	-	-	-

105.12.31					
讓售對象	除列金額	額度	已預支		擔保項目
			金額	利率區間	
Commercial Services, Inc	<u>\$ 10,107</u>	<u>94,041</u>	-	-	-

特昇國際股份有限公司及其子公司合併財務報告附註(續)

(四)存 貨

		106.12.31		
		成 本	備抵跌價	淨變現價值
原 料	\$	27,712	1,646	26,066
在 製 品		22,207	394	21,813
半 成 品		21,602	2,457	19,145
製 成 品		42,809	3,489	39,320
	\$	114,330	7,986	106,344

		105.12.31		
		成 本	備抵跌價	淨變現價值
原 料	\$	25,826	1,263	24,563
在 製 品		44,243	148	44,095
半 成 品		17,217	2,134	15,083
製 成 品		44,321	1,388	42,933
	\$	131,607	4,933	126,674

合併公司存貨備抵跌價變動如下：

	106年 1月至12月	105年6月14日 至12月31日
期初餘額	\$ 4,933	3,746
本期提列	2,819	1,517
匯率影響數	234	(330)
期末餘額	\$ 7,986	4,933

合併公司民國一〇六年度及一〇五年六月十四日至十二月三十一日除出售存貨之銷貨成本外，認列於營業成本項下之其他項目明細如下：

	106年 1月至12月	105年6月14日 至12月31日
提列存貨備抵跌價及呆滯損失	\$ 2,819	1,517
下腳收入	-	(193)
存貨報廢	965	269
存貨盤虧	608	292
	\$ 4,392	1,885

民國一〇六年及一〇五年十二月三十一日，合併公司之存貨並無設定質押擔保。

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(五)不動產、廠房及設備

合併公司民國一〇六年度及一〇五年六月十四日至十二月三十一日不動產、廠房及設備之成本及累計折舊變動明細如下：

	土 地	房屋 及建築	機器 設備	運輸 設備	辦公 設備	租賃 改良	其他設備	未完 工程及 待驗設備	總 計
成本或認定成本：									
民國106年1月1日餘額	\$ 17,224	86,368	25,520	22,263	6,564	118	7,770	-	165,827
增 添	-	1,631	3,919	1,276	1,053	-	279	197	8,355
處 分	-	(43)	(68)	-	(518)	-	-	-	(629)
重 分 類	-	197	2,992	-	347	-	-	(197)	3,339
匯率影響數	416	2,161	892	590	194	3	199	-	4,455
民國106年12月31日餘額	<u>\$ 17,640</u>	<u>90,314</u>	<u>33,255</u>	<u>24,129</u>	<u>7,640</u>	<u>121</u>	<u>8,248</u>	<u>-</u>	<u>181,347</u>
民國105年6月14日餘額	\$ 17,224	68,758	23,295	21,351	6,364	118	6,704	11,942	155,756
增 添	-	5,898	2,315	948	208	-	1,109	-	10,478
重 分 類	-	12,424	-	-	-	-	-	(12,424)	-
匯率影響數	-	(712)	(90)	(36)	(8)	-	(43)	482	(407)
民國105年12月31日餘額	<u>\$ 17,224</u>	<u>86,368</u>	<u>25,520</u>	<u>22,263</u>	<u>6,564</u>	<u>118</u>	<u>7,770</u>	<u>-</u>	<u>165,827</u>
折舊及減損損失：									
民國106年1月1日餘額	\$ -	33,211	12,082	14,027	5,337	49	5,490	-	70,196
本年度折舊	-	1,466	2,709	2,736	974	39	1,286	-	9,210
處 分	-	(6)	(33)	-	(475)	-	-	-	(514)
匯率影響數	-	863	400	448	148	3	184	-	2,046
民國106年12月31日餘額	<u>\$ -</u>	<u>35,534</u>	<u>15,158</u>	<u>17,211</u>	<u>5,984</u>	<u>91</u>	<u>6,960</u>	<u>-</u>	<u>80,938</u>
民國105年6月14日餘額	\$ -	32,638	11,016	12,623	4,796	30	4,749	-	65,852
本年度折舊	-	596	1,109	1,461	563	20	771	-	4,520
匯率影響數	-	(23)	(43)	(57)	(22)	(1)	(30)	-	(176)
民國105年12月31日餘額	<u>\$ -</u>	<u>33,211</u>	<u>12,082</u>	<u>14,027</u>	<u>5,337</u>	<u>49</u>	<u>5,490</u>	<u>-</u>	<u>70,196</u>
帳面價值：									
民國106年12月31日	<u>\$ 17,640</u>	<u>54,780</u>	<u>18,097</u>	<u>6,918</u>	<u>1,656</u>	<u>30</u>	<u>1,288</u>	<u>-</u>	<u>100,409</u>
民國105年12月31日	<u>\$ 17,224</u>	<u>53,157</u>	<u>13,438</u>	<u>8,236</u>	<u>1,227</u>	<u>69</u>	<u>2,280</u>	<u>-</u>	<u>95,631</u>

合併公司以資產設定抵押供銀行借款之擔保情形請詳附註八。

(六)無形資產

合併公司民國一〇六年度及一〇五年六月十四日至十二月三十一日無形資產之成本及累計攤銷明細如下：

	電腦軟體
成 本：	
民國106年1月1日餘額	\$ -
本期增加	<u>325</u>
民國106年12月31日餘額	<u>\$ 325</u>
民國105年6月14日餘額(即期末餘額)	<u>\$ -</u>
攤 銷：	
民國106年1月1日餘額	\$ -
本期攤銷	<u>81</u>
民國106年12月31日餘額	<u>\$ 81</u>
民國105年6月14日餘額(即期末餘額)	<u>\$ -</u>

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	電腦軟體
帳面價值：	
民國106年12月31日餘額	\$ <u>244</u>
民國105年12月31日餘額	\$ <u>-</u>

(七)短期借款

	106.12.31	105.12.31
信用銀行借款	\$ <u>57,078</u>	<u>57,429</u>
尚未使用額度	\$ <u>108,017</u>	<u>99,789</u>
利率區間(%)	<u>4.01~4.73</u>	<u>4.49~5.08</u>

合併公司以資產設定抵押供銀行借款之擔保情形請詳附註八。

(八)融資租賃負債

合併公司應付之融資租賃負債如下：

	106.12.31		
	未來最低 租金給付	利 息	最低租金 給付現值
一年內	\$ 2,169	232	1,937
一年至五年	3,730	345	3,385
	<u>\$ 5,899</u>	<u>577</u>	<u>5,322</u>

	105.12.31		
	未來最低 租金給付	利 息	最低租金 給付現值
一年內	\$ 2,418	192	2,226
一年至五年	4,198	510	3,688
	<u>\$ 6,616</u>	<u>702</u>	<u>5,914</u>

民國一〇六年度及一〇五年六月十四日至十二月三十一日新增之應付融資租賃負債金額分別為1,611千元及0千元，有效利率皆為4.60%~6.60%，租賃期間結束日為民國一一〇年三月；利息費用請詳附註六(十八)。合併公司以融資租賃承租機器及運輸設備，平均租賃期間為3~5年。於租賃期間屆滿時，該機器及運輸設備所有權無償轉為合併公司所有。

(九)營業租賃－承租人租賃

不可取消之營業租賃之應付租金付款情形如下：

	106.12.31	105.12.31
一年內	\$ 4,303	5,456
一年至五年	2,762	8,501
	<u>\$ 7,065</u>	<u>13,957</u>

特昇國際股份有限公司及其子公司合併財務報告附註(續)

合併公司以營業租賃承租展示間、廠房用地及辦公室，租賃期間為二年至四年。

民國一〇六年度及一〇五年六月十四日至十二月三十一日營業租賃列報於損益之金額如下：

	106年 1月至12月	105年6月14日 至12月31日
營業成本	\$ 610	178
營業費用	4,219	2,308
	\$ 4,829	2,486

(十)長期借款

合併公司長期借款之明細如下：

106.12.31				
	幣 別	利率區間 (%)	到期日	金 額
擔保銀行借款	美金	4.15	109.11.30	\$ 10,719
擔保銀行借款	馬幣	4.85~6.29	113.3.1~118.4.1	15,027
小 計				25,746
減：一年內到期部分				5,490
合 計				\$ 20,256
尚未使用額度				\$ -

105.12.31				
	幣 別	利率區間 (%)	到期日	金 額
擔保銀行借款	美金	4.15	109.11.30	\$ 15,587
擔保銀行借款	馬幣	6.24	113.3.1	6,477
小 計				22,064
減：一年內到期部分				5,005
合 計				\$ 17,059
尚未使用額度				\$ 15,882

1.銀行借款之擔保品

合併公司以資產設定抵押供銀行借款之擔保情形請詳附註八。

2.借款合同

(1)本公司於民國一〇一年十一月二十日與Citi Bank(以下簡稱Citi)簽訂授信合約(以下簡稱Citi授信合約)，總授信額度合計為美金玖拾萬元。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

依Citi授信合約約定，本授信案存續期間，借款人承諾維持借款公司下列財務比率與規定：

A. 償債保障比率[營業淨利+折舊及攤銷費用+利息費用/(一年內到期長借+利息費用)]不低於1.5倍。

B. 槓桿比率(總負債/有形淨值)不超過4.0倍。

(2) 本公司於民國一〇五年二月二日與Hong Leong Bank(以下簡稱HLB)簽訂授信合約，總授信額度合計為馬幣參佰參拾伍萬捌仟元，惟於民國一〇六年十月九日，變更借款額度合計為馬幣貳佰柒拾萬零壹佰貳拾陸元。本公司於民國一〇六年十月九日與HLB變更借款合同之承諾事項如下：

依HLB授信合約約定，授信額度動支後，借款存續期間借款人承諾下列規定：

A. 負債權益比率不超過一點五倍。

B. 維持HLB銀行帳戶之運作。

合併公司截至民國一〇六年及一〇五年十二月三十一日止，皆符合上述承諾之財務比率及規定。

(十一) 退休金

合併公司之馬來西亞公司依據馬來西亞勞工公積金制度規定之退休金提撥制度，每月依員工薪資總額之一定比例提撥退休金，其提撥比例為12%，若每月所得低於5,000馬幣，提撥比例則為13%，若員工年齡超過60歲，提撥比率則減半。合併公司依規定提撥之金額專戶儲存於各員工之獨立帳戶，並由政府管理統籌安排。合併公司採按月提撥外，無進一步義務。

合併公司民國一〇六年度及一〇五年六月十四日至十二月三十一日確定提撥退休金辦法下之退休金費用，已提撥至合併子公司當地主管機關，合併公司列報為費用之明細如下：

	106年 1月至12月	105年6月14日 至12月31日
營業成本	\$ 1,211	422
營業費用	3,118	1,770
	<u>\$ 4,329</u>	<u>2,192</u>

特昇國際股份有限公司及其子公司合併財務報告附註(續)

(十二)所得稅

1.合併公司之民國一〇六年度及一〇五年六月十四日至十二月三十一日所得稅費用(利益)明細如下：

	106年 1月至12月	105年6月14日 至12月31日
當期所得稅費用(利益)		
當期產生	\$ 11,955	5,020
調整前期之當期所得稅	(1,777)	-
	<u>10,178</u>	<u>5,020</u>
遞延所得稅費用		
暫時性差異之發生及迴轉	433	4,949
所得稅費用	<u>\$ 10,611</u>	<u>9,969</u>

合併公司民國一〇六年度及一〇五年六月十四日至十二月三十一日之所得稅費用(利益)與稅前淨利之調節如下：

	106年 1月至12月	105年6月14日 至12月31日
稅前淨利	<u>\$ 40,889</u>	<u>23,826</u>
依各公司所在地國內稅率計算之所得稅	\$ 13,086	5,718
依稅法規定調整數	1,319	4,796
租稅獎勵	(1,029)	(545)
前期高估數	(1,777)	-
虧損扣抵使用金額	(988)	-
合 計	<u>\$ 10,611</u>	<u>9,969</u>

2.遞延所得稅資產及負債

民國一〇六年度及一〇五年六月十四日至十二月三十一日遞延所得稅資產及負債之變動如下：

遞延所得稅資產：

	投資抵減	存 貨 跌價損失	未實現 兌換損(益)	合 計
民國106年1月1日	\$ -	1,146	97	1,243
貸記損益表	-	715	626	1,341
匯率影響數	-	55	28	83
民國106年12月31日	<u>\$ -</u>	<u>1,916</u>	<u>751</u>	<u>2,667</u>

特昇國際股份有限公司及其子公司合併財務報告附註(續)

	投資抵減	存貨 跌價損失	未實現 兌換損(益)	合 計
民國105年6月14日	\$ 8,223	-	-	8,223
貸(借)記損益表	(8,046)	1,192	101	(6,753)
匯率影響數	(177)	(46)	(4)	(227)
民國105年12月31日	\$ -	1,146	97	1,243

遞延所得稅負債：

	不動產、 廠房及設備 耐用年限	未實現 兌換損(益)	合 計
民國106年6月14日	\$ (408)	-	(408)
借記損益表	(1,153)	(621)	(1,774)
匯率影響數	(56)	(25)	(81)
民國106年12月31日	\$ (1,617)	(646)	(2,263)
民國105年6月14日	\$ -	(2,278)	(2,278)
貸(借)記損益表	(425)	2,229	1,804
匯率影響數	17	49	66
民國105年12月31日	\$ (408)	-	(408)

3. 所得稅之徵收及核定情形

本公司依設立國家之法令規定免納所得稅亦毋需申報其營利事業所得稅。其他子公司營利事業所得稅之徵收情形如下：

(1) 馬來西亞：

- A. 依馬來西亞所得稅法規定，營利事業所得之計算，以其本年度收入總額減除各項成本費用、損失、稅捐及免稅額後之純益額為課稅所得額。
- B. 民國一〇六年度及一〇五年度營利事業所得稅稅率皆為24%，若符合稅法規定條件，則享有特定之租稅優惠。

(2) 美 國：

依美國聯邦政府稅法及美國北卡羅來納州稅法規定課徵所得稅，適用稅率分別為15%及7%。

合併公司之子公司營利事業所得稅業已向各該國家之當地稅捐主管機關辦理申報至民國一〇五年度。

(十三) 資本及其他權益

民國一〇六年及一〇五年十二月三十一日本公司之額定股本總額皆為500,000千元，分為普通股50,000千股，每股面額10元，實收資本總額為21,000千股，均為普通股。所有已發行之股款均已收取。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

本公司普通股流通在外股數調節表如下：

	單位：股	
	106年 1月至12月	105年6月14日 至12月31日
期初餘額	21,000,000	-
設立股本	-	1
增資發行新股	-	20,999,999
期末餘額	<u>21,000,000</u>	<u>21,000,000</u>

1. 股本

本公司於民國一〇五年六月十四日完成設立登記並以新台幣10元，發行普通股1股，每股面額10元。

本公司於民國一〇五年十月一日增加發行普通股20,999,999股，每股面額10元，計新台幣210,000千元作價投資以交換TC之股東持有TC全部股份，完成組織架構重組。

本公司於民國一〇六年十月十六日經董事會通過，為辦理初次上櫃前公開承銷案，以現金增資發行普通股2,625千股，並依本公司章程規定保留增資發行股數之10%計263千股，由本公司員工認購，且員工放棄或認購不足部分，擬授權董事長洽特定人認購之。本項增資案已於民國一〇六年十一月二十八日由櫃買中心核准辦理現金增資2,625千股，每股面額新台幣10元，並以民國一〇七年一月八日為增資基準日，合計總收取股款為53,044千元，經扣除發行成本7,000千元及股本26,250千元後，差額19,794千元帳列資本公積。截至民國一〇六年十二月三十一日，上述已收之股款計2,527千元，列於「預收股本」項下。

2. 資本公積

本公司資本公積餘額內容如下：

	106.12.31	105.12.31
實際取得子公司股權與帳面價值差額	\$ 3,836	3,836
股份基礎給付	105	-
	<u>\$ 3,941</u>	<u>3,836</u>

3. 共同控制下前手權益

係依(101)基秘字第301號函，本公司於組織架構重組前，原股東所持有TC之股權淨值帳列共同控制下之前手權益。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

4.保留盈餘

依本公司章程規定，股份登錄興櫃買賣或上市櫃期間，董事會於盈餘分派提案時，應於每會計年度盈餘中先提列：(1)支付相關會計年度稅款之準備金；(2)彌補過去虧損之數額；及(3)中華民國證券主管機關依公開發行公司規則要求之特別盈餘公積。如尚有盈餘，董事會得決議是否合併經迴轉之特別盈餘公積併同以往年度累積之未分配盈餘之全部或一部，作為股東股利，依股東持股比例進行分派，依開曼公司法及公開發行公司規則，除董事會及股東會另行決議外，在考量財務、業務及經營因素後，股利以不低於當年度稅後盈餘之百分之十為原則。股東股利得以現金、股票或兩者互相配合方式分派，惟其中現金股利不得低於百分之十。

本公司係特定市場客製化產品之業者，處於成長階段，由董事會視本公司各該會計年度之盈餘、整體發展、財務規劃、資本需求、產業展望及本公司未來前景等，並由董事會擬具股東股利分派議案，提請股東會決議分派之。

依金管會民國一〇一年四月六日金管證發字第1010012865號令規定，本公司於分派可分配盈餘時，就當年度發生之帳列其他股東權益減項淨額，自當期損益與前期未分配盈餘補提列特別盈餘公積；屬前期累積之其他股東權益減項金額，則自前期未分配盈餘補提列特別盈餘公積不得分派。嗣後其他股東權益減項數額有迴轉時，得就迴轉部份分派盈餘。

(十四)股份基礎給付

合併公司民國一〇六年度有下列股份基礎給付交易：

	現金增資保 留予員工認購
給與日	106.12.27
給與數量(股)	263,000
合約期間(年)	0.04
授予對象	全體員工
既得條件	立既取得

特昇國際股份有限公司及其子公司合併財務報告附註(續)

1. 給與日公允價值之衡量參數

合併公司採用Black-Scholes選擇權評價模式估計給與日股份基礎給付之公允價值，該模式之輸入值如下：

	<u>現金增資保 留予員工認購</u>
給與日公允價值	18.07
執行價格	18.00
預期波動率(%)	25.92
認股權存續期間(年)	0.04
預期股利(%)	3.95
無風險利率(%)	1.06

2. 員工認股權計畫之詳細資訊如下：

	<u>106年度</u>	
	<u>加權平均履 約價格(元)</u>	<u>認股權數量</u>
1月1日流通在外	\$ -	-
本期給與數量	18.00	263,000
本期執行數量	18.00	<u>(263,000)</u>
12月31日流通在外	-	<u>-</u>
12月31日可執行	-	<u>-</u>

3. 員工費用

合併公司民國一〇六年度因現金增資提撥予員工認購所認列之酬勞費用為105千元。

(十五) 每股盈餘

合併公司基本每股盈餘及稀釋每股盈餘之計算如下：

	<u>106年 1月至12月</u>	<u>105年6月14日 至12月31日</u>
基本每股盈餘：		
歸屬於本公司之本期淨利	<u>\$ 30,278</u>	<u>838</u>
加權平均流通在外股數(千股)	<u>21,000</u>	<u>9,612</u>
基本每股盈餘(單位：新台幣元)	<u>\$ 1.44</u>	<u>0.09</u>

特昇國際股份有限公司及其子公司合併財務報告附註(續)

	106年 1月至12月	105年6月14日 至12月31日
稀釋每股盈餘：		
本期淨利	\$ 30,278	838
加權平均流通在外股數(千股)	21,000	9,612
具稀釋作用之潛在普通股之影響(千股)		
員工酬勞	78	2
加權平均流通在外股數(千股)	<u>21,078</u>	<u>9,614</u>
稀釋每股盈餘(單位：新台幣元)	<u>\$ 1.44</u>	<u>0.09</u>

(十六)收入

合併公司民國一〇六年度之收入明細如下：

	106年 1月至12月	105年6月14日 至12月31日
商品銷售	\$ 877,423	361,517
減：銷貨退回及折讓	1,749	1,300
商品銷售淨額	<u>\$ 875,674</u>	<u>360,217</u>

(十七)員工及董事酬勞

依本公司章程規定，年度如有獲利，應提撥不低於3%為員工酬勞及不高於5%為董事酬勞。但公司尚有累積虧損時，應預先保留彌補數額。前項員工酬勞發給股票或現金之對象，包括符合一定條件之從屬公司員工。

本公司民國一〇六年度及一〇五年六月十四日至十二月三十一日員工酬勞估列金額分別為936千元及25千元，董事酬勞估列金額皆為0千元，係以本公司該段期間之稅前淨利扣除員工及董事酬勞前之金額乘上本公司章程所訂之員工酬勞及董事酬勞分派成數為估計基礎，並列報為民國一〇六年度及一〇五年六月十四日至十二月三十一日之營業成本或營業費用。若次年度實際分派金額與估列數有差異時，則依會計估計變動處理，並將該差異列為次年度損益。如董事會決議採股票發放員工酬勞，股票酬勞之股數計算基礎係依據董事會前一日依選擇權定價模式估計之每股公允價值計算。前述董事會決議分派之員工及董事酬勞金額與本公司民國一〇六年度及一〇五年六月十四日至十二月三十一日合併財務報告估列金額並無差異。員工及董事酬勞之董事會決議相關資訊可至公開資訊觀測站查詢。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

(十八)營業外收入及支出

1.其他收入

合併公司之其他收入明細如下：

	106年 1月至12月	105年6月14日 至12月31日
利息收入	\$ 517	165
其他	2,320	2,145
合計	<u>\$ 2,837</u>	<u>2,310</u>

2.其他利益及損失

合併公司之其他利益及損失明細如下：

	106年 1月至12月	105年6月14日 至12月31日
外幣兌換利益(損失)淨額	\$ (14,954)	8,949
處分不動產、廠房及設備損失	(61)	-
透過損益按公允價值衡量之金融資產/負債利益(損失)	12,593	(8,940)
其他損失	(141)	(1,513)
	<u>\$ (2,563)</u>	<u>(1,504)</u>

3.財務成本

合併公司之財務成本明細如下：

	106年 1月至12月	105年6月14日 至12月31日
利息費用	\$ 4,120	2,210

(十九)金融工具

1.信用風險

(1)信用風險之暴險

金融資產之帳面金額代表最大信用暴險金額。

(2)信用風險集中情況

合併公司之信用風險暴險主要受每一客戶個別狀況影響。惟管理階層亦考量合併公司客戶基礎之統計資料，包括客戶所屬產業及國家之違約風險，因這些因素可能會影響信用風險。合併公司民國一〇六年及一〇五年十二月三十一日信用風險顯著，其中主要三大客戶之期末應收帳款金額為63,817千元及56,572千元，佔期末應收帳款淨額比率約分別為75%及66%。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

2.流動性風險

下表為金融負債之合約到期日，包含估計利息之影響。

	帳面 金額	合約現 金流量	1年以內	2-5年	超過5年
106年12月31日					
非衍生金融負債					
短期借款	\$ 57,078	57,078	57,078	-	-
應付帳款	38,045	38,045	38,045	-	-
其他應付款	8,842	8,807	8,807	-	-
長期借款	25,746	29,960	6,630	23,330	-
應付租賃款	5,322	5,899	2,169	3,730	-
	\$ 135,033	139,789	112,729	27,060	-
105年12月31日					
非衍生金融負債					
短期借款	\$ 57,429	57,429	57,429	-	-
應付帳款	48,236	48,236	48,236	-	-
其他應付款(含關係人)	17,841	17,841	17,841	-	-
長期借款	22,064	26,959	5,952	17,888	3,119
應付租賃款	5,914	6,616	2,418	4,198	-
衍生金融負債					
避險目的之遠期外匯合約：					
流出	4,418	4,418	4,418	-	-
	\$ 155,902	161,499	136,294	22,086	3,119

合併公司並不預期到期日分析之現金流量發生時點會顯著提早，或實際金額會有顯著不同。

3.匯率風險

(1)匯率風險之暴險

合併公司暴露於重大外幣匯率風險之金融資產及負債如下：

	106.12.31			105.12.31		
	外幣	匯率	台幣	外幣	匯率	台幣
<u>金融資產</u>						
<u>貨幣性項目</u>						
美金	\$ 3,561	29.7600	105,985	4,109	30.9620	127,223
<u>金融負債</u>						
<u>貨幣性項目</u>						
美金	490	29.7600	14,570	741	30.9271	22,917

(2)敏感性分析

合併公司之匯率風險主要來自於以外幣計價之應收帳款，於換算時產生外幣兌換損益。於民國一〇六年及一〇五年十二月三十一日當新台幣相對於美金貶值或升值0.25%，而其他所有因素維持不變之情況下，民國一〇六年度及一〇五年六月十四日至十二月三十一日之稅前淨利增加或減少約229千元及261千元。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

(3) 貨幣性項目之兌換損益

由於合併公司功能性貨幣種類繁多，故採彙整方式揭露貨幣性項目之兌換損益資訊，民國一〇六年度及一〇五年六月十四日至十二月三十一日外幣兌換利益(損失)(含已實現及未實現)分別為(14,954)千元及8,949千元。

4. 利率分析

合併公司之金融資產及金融負債利率暴險於本附註之流動性風險管理中說明。

若利率增加或減少1%，合併公司民國一〇六年度及一〇五年六月十四日至十二月三十一日之稅前淨利將減少或增加約721千元及352千元，主因係合併公司之變動利率借款。

5. 公允價值

(1) 金融工具之種類及公允價值

合併公司金融資產及金融負債之帳面金額及公允價值(包括公允價值等級資訊，但非按公允價值衡量金融工具之帳面金額為公允價值之合理近似值者，及於活絡市場無報價且公允價值無法可靠衡量之權益工具投資，依規定無須揭露公允價值資訊)列示如下：

	106.12.31				
	帳面金額	公允價值			合計
第一級		第二級	第三級		
透過損益按公允價值衡量之金融資產					
持有供交易之衍生金融資產	\$ 2,534	-	2,534	-	2,534

	105.12.31				
	帳面金額	公允價值			合計
第一級		第二級	第三級		
透過損益按公允價值衡量之金融負債					
持有供交易之衍生金融負債	\$ 4,418	-	4,418	-	4,418

(2) 按公允價值衡量金融工具之公允價值評價技術

係根據廣為市場使用者所接受之評價模型評價。遠期外匯合約通常係根據發行銀行提供之對帳單評價。

(二十) 財務風險管理

1. 概要

合併公司因金融工具之使用而暴露於下列風險：

- (1) 信用風險
- (2) 流動性風險
- (3) 市場風險

特昇國際股份有限公司及其子公司合併財務報告附註(續)

本附註表達合併公司上述各項風險之暴險資訊、合併公司衡量及管理風險之目標、政策及程序。進一步量化揭露請詳合併財務報告各該附註。

2. 風險管理架構

合併公司之管理階層辨認及分析合併公司面臨之風險，並透過適當之控管程序以確保風險控制之有效性。

合併公司透過衍生金融工具規避暴險，以減輕該等風險之影響。衍生性與非衍生性金融工具之運用受到管理階層之監督且受合併公司之內部政策所規範，以求降低合併公司面臨之匯率風險、利率風險及信用風險。

合併公司並未以投機為目的進行金融工具（包括衍生金融工具）之交易。

管理階層定期對合併公司之董事會提出衍生性與非衍生性金融工具之運用之報告。

3. 信用風險

信用風險係合併公司因客戶或金融工具之交易對手無法履行合約義務而產生財務損失之風險，主要來自於合併公司之應收客戶之帳款。

(1) 應收帳款及其他應收款

合併公司依內部明定之授信政策，合併公司內各營運個體於訂定收款及提出交貨之條款及條件前，須就其每一新客戶進行管理及信用風險分析。內部風險控管係透過考慮其財務狀況，過往經驗及其他因素，以評估客戶之信用品質。個別風險之限額係依內部或外部之評等而制訂，並定期監控其信用額度之使用。

(2) 投資

銀行存款及其他金融工具之信用風險，係由合併公司之管理階層衡量並監控。合併公司之交易對象及履約他方均係受信良好之銀行及具投資等級以上之金融機構及公司組織，故無重大之信用風險。

(3) 保證

為他人背書保證情形請詳附註十三。

4. 流動性風險

合併公司係透過管理階層監控流動資金需求之預測，確保其有足夠資金得以支應營運需要，並在任何時候維持足夠之未支用的借款承諾額度，以使合併公司不致違反相關之借款限額或條款，此等預測考量合併公司之債務融資計畫、債務條款遵循。

5. 市場風險

市場風險係指因市價格變動，如匯率、利率、權益工具價格變動，而影響合併公司之收益或所持有金融工具價值之風險。市場風險管理之目標係管控市場風險之暴險程度在可承受範圍內，並將投資報酬最佳化。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

合併公司為管理市場風險，從事衍生工具交易，並因此產生金融負債。所有交易之執行均受管理階層之監控。

(1) 匯率風險

合併公司暴露於非以其功能性貨幣計價之銷售、採購及借款交易所產生之匯率風險。該等交易主要之計價貨幣有美元及馬幣。民國一〇五年十二月馬來西亞政府規定，當地企業發生外匯交易時，持有外幣部分之75%需換匯成馬幣，上述政策對合併公司不致造成重大影響。

為管理來自未來商業交易及已認列資產與負債之匯率風險，合併公司管理階層採用遠期外匯合約進行避險。當未來商業交易、已認列資產或負債係以非該個體之功能性貨幣之外幣計價時，匯率風險便會產生。

合併公司運用遠期外匯合約，以降低匯率波動所產生之匯率風險。並隨時監測匯率波動，設置停損點，以降低匯率風險。

(2) 利率風險

借款利息係以借款本金幣別計價。一般而言，借款幣別係與合併公司營運產生之現金流量之幣別相同，主要係為馬幣。在此情況，提供經濟避險而無須簽訂衍生性工具，因此並未採用避險會計。

(3) 其他市價風險

由於合併公司未持有權益工具，因此合併公司未暴露於權益工具之市價風險。

(廿一) 資本管理

合併公司之資本管理目標係保障繼續經營之能力，以持續提供股東報酬及其他利害關係人利益，並維持最佳資本結構以降低資金成本。

為維持或調整資本結構，合併公司可能調整支付予股東之股利、減資退還股東股款、發行新股或出售資產以清償負債。

合併公司係以負債資本比率為基礎控管資本。該比率係以負債除以資本總額計算。負債係資產負債表所列示之負債總額。資本總額係權益之全部組成部分(亦即股本、資本公積、保留盈餘、其他權益及非控制權益)。

合併公司資本管理之項目之彙總量化資料如下：

	106.12.31	105.12.31
負債	\$ 157,513	171,430
資本總額	\$ 255,178	215,252
負債資本比率	61.73%	79.64%

特昇國際股份有限公司及其子公司合併財務報告附註(續)

七、關係人交易

(一)關係人名稱及關係

於本合併財務報告之涵蓋期間內與合併公司有交易之關係人如下：

關係人名稱	與合併公司之關係
Eng Kai Pin	主要管理階層
Eng Kai Jie	主要管理階層
Yee Foo Chong	主要管理階層
Woodgress Sdn Bhd	其他關係人
Living Nature Sdn Bhd	其他關係人
Zelaxis Sdn Bhd	其他關係人

(二)與關係人間之重大交易事項

1.進 貨

合併公司向關係人進貨金額如下：

	106年 1月至12月	105年6月14日 至12月31日
其他關係人	\$ -	18

合併公司對其他關係人之進貨價格及付款期限與向一般廠商之進貨價格及付款期限並無顯著不同。

2.應收關係人款項

截至民國一〇五年十二月三十一日，Eng Kai Pin為合併公司長期借款提供保證金計馬幣470千元，合併公司提供相同金額之保證金予Eng Kai Pin。

合併公司相關應收關係人款項明細如下：

帳列項目	關係人名稱	106.12.31	105.12.31
長期應收款	Eng Kai Pin	\$ -	3,585

截至民國一〇六年十二月三十一日，合併公司已以合併公司名義提供保證金予借款銀行，並結清上述與關係人間之款項。

3.應付關係人款項

合併公司因什項購置產生之應付關係人款項明細如下：

帳列項目	關係人類別	106.12.31	105.12.31
其他應付款	其他關係人	\$ -	46

4.預付款項

合併公司因進貨交易產生之預付關係人款項明細如下：

帳列項目	關係人類別	106.12.31	105.12.31
預付貨款	其他關係人	\$ -	467

特昇國際股份有限公司及其子公司合併財務報告附註(續)

5.背書保證

Eng Kai Pin、Eng Kai Jie、Yee Foo Chong及Zelaxis Sdn Bhd以信用擔保方式，為合併公司民國一〇六年度及一〇五年六月十四日至十二月三十一日金融機構融資及遠匯交易之連帶保證人。

(三)主要管理階層人員報酬

主要管理階層人員報酬

	106年 1月至12月	105年6月14日 至12月31日
短期員工福利	\$ 12,710	6,250
退職後福利	1,243	662
合 計	<u>\$ 13,953</u>	<u>6,912</u>

八、質押之資產

資產名稱	質押擔保標的	106.12.31	105.12.31
定期存款(帳列其他金融資產—非流動)	長期借款	\$ 3,716	-
土 地	短期及長期借款	17,640	14,159
房屋及建築	短期及長期借款	54,567	35,508
機器設備	應付租賃款	7,739	8,682
合 計		<u>\$ 83,662</u>	<u>58,349</u>

九、重大或有負債及未認列之合約承諾：無。

十、重大之災害損失：無。

十一、重大之期後事項：無。

十二、其 他

員工福利、折舊及攤銷費用功能別彙總如下：

功 能 別	106.1.1~106.12.31			105.6.14~105.12.31		
	屬於營業 成本者	屬於營業 費用者	合 計	屬於營業 成本者	屬於營業 費用者	合 計
性質別						
員工福利費用						
薪資費用	79,278	26,592	105,870	36,134	13,656	49,790
勞健保費用	169	284	453	65	154	219
退休金費用	1,211	3,118	4,329	422	1,770	2,192
其他員工福利費用	1,165	256	1,421	243	180	423
折舊費用	6,245	2,965	9,210	2,874	1,646	4,520
攤銷費用	-	81	81	-	-	-

特昇國際股份有限公司及其子公司合併財務報告附註(續)

十三、附註揭露事項

(一)重大交易事項相關資訊

民國一〇六年度合併公司依證券發行人財務報告編製準則之規定，應再揭露之重大交易事項相關資訊如下：

1. 資金貸與他人：

編號	貸出資金之公司	貸與對象	往來科目	是否為關係人	本期最高金額	期末餘額	實際動支金額	利率區間%	資金貸與性質(註一)	業務往來金額	有短期融通資金必要之原因	提列備抵呆帳金額	擔保品名稱	擔保品價值	對個別對象資金貸與限額	資金貸與總限額
1	TC	TCH	其他應收款	是	21,216 (MYR3,000)	21,216 (MYR3,000)	17,680 (MYR2,500)	3.00	2	-	營運週轉	-	-	-	765,534	765,534
1	TC	EHL	其他應收款	是	7,072 (MYR1,000)	7,072 (MYR1,000)	-	3.00	2	-	營運週轉	-	-	-	765,534	765,534

註一：資金貸與性質之填寫方法：

1. 有業務往來者請填1。
2. 有短期融通資金之必要者請填2。

註二：本公司直接及間接持有表決權股份百分之之國外公司間，資金貸與總限額及個別對象資金貸與之限額，以不超過本公司淨值之百分之三百為限。

註三：上列有關合併個體間之交易，於編製合併財務報表時業已沖銷。

2. 為他人背書保證：

編號	背書保證者公司名稱	被背書保證對象		對單一企業背書保證限額(註二)	本期最高背書保證餘額(註三及四)	期末背書保證餘額(註三及四)	本期實際動支金額	以財產擔保之背書保證金額	累計背書保證金額佔最近期財務報表淨值之比率	背書保證最高限額(註二)	屬母公司對子公司背書保證	屬子公司對母公司背書保證	屬對大陸地區背書保證
		公司名稱	關係										
1	TC	TCH	1	102,071	29,024 (USD500及MYR2,000)	29,024 (USD500及MYR2,000)	1,188 (USD40)	-	11.37%	127,589	N	N	N
2	TCH	TC	1	102,071	24,752 (MYR3,500)	24,752 (MYR3,500)	-	-	9.70%	127,589	N	N	N

註一：背書保證對象與本公司之關係：

1. 直接持有普通股股權超過百分之五十之子公司。
2. 母公司與子公司持有普通股股權合併計算超過百分之五十之被投資公司。

註二：本公司及子公司背書保證規定如下：

1. 本公司對外背書保證總額度以本公司最近期財務報表淨值之百分之五十為限，對單一企業背書保證總額度以本公司淨值之百分之四十為限。
2. 本公司及子公司對外整體背書保證總額度以本公司最近期財務報表淨值百分之五十為限，對單一企業背書保證總額不得超過本公司淨值之百分之四十。

註三：依期末匯率(USD:NTD=1:29.76; MYR:NTD=1:7.072)計算。

註四：TCH背書保證TC馬幣3,500千元，其中馬幣2,000千元額度係屬共用，且亦由TC提供背書保證。

3. 期末持有有價證券情形(不包含投資子公司、關聯企業及合資權益部分)：無。

4. 累積買進或賣出同一有價證券之金額達新台幣三億元或實收資本額百分之二十以上：無。

5. 取得不動產之金額達新台幣三億元或實收資本額百分之二十以上：無。

6. 處分不動產之金額達新台幣三億元或實收資本額百分之二十以上：無。

7. 與關係人進、銷貨之金額達新台幣一億元或實收資本額百分之二十以上者：

進(銷)貨之公司	交易對象名稱	關係	交易情形				交易條件與一般交易不同之情形及原因		應收(付)票據、帳款		備註
			進(銷)貨	金額	佔總進(銷)貨之比率%	授信期間	單價	授信期間	餘額	佔總應收(付)票據、帳款之比率%	
TC	TCH	其他關係人	銷貨	(121,998)	(14.79)	雙方議定延	註一	-	48,994	41.62	註二

註一、價格係依雙方議定價格計算。

註二、上列有關合併個體間之交易，於編製合併財務報表時業已沖銷。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

8. 應收關係人款項達新台幣一億元或實收資本額百分之二十以上：

帳列應收款項之公司	交易對象名稱	關係	應收關係人款項餘額(註一)	週轉率%	逾期應收關係人款項		應收關係人款項期後收回金額(註二)	提列備抵呆帳金額
					金額	處理方式		
TC	TCH	其他關係人	應收帳款： 48,994	-	11,053	雙方議定延長收款期限	15,810	-

註一：上列有關合併個體間之交易，於編製合併財務報表時業已沖銷。

註二：係截至民國一〇七年三月九日止。

9. 從事衍生工具交易：參閱\21512 併財務報告附註六(二)說明。

10. 母子公司間業務關係及重要交易往來情形：

編號(註一)	交易人名稱	交易往來對象	與交易人之關係(註二)	交易往來情形			佔合併總營業收入或總資產之比率
				科目	金額	交易條件	
1	TC	TCH	2	應收帳款	48,994	雙方議定	11.88%
1	TC	TCH	2	營業收入	121,998	價格係依雙方議定價格計算	13.90%
1	TC	TCH	2	其他應收款	17,680	資金貸與，無一般客戶可供比較	4.28%
1	TC	本公司	3	其他應收款	14,429	代收付，無一般客戶可供比較	3.50%
3	EHL	TC	2	營業收入	19,908	價格係依雙方議定價格計算	2.27%
3	EHL	TC	2	應收帳款	6,852	next month+30天	1.66%
2	TCH	TCH(US)	2	其他應收款	5,314	代收付，無一般客戶可供比較	1.29%

註一、編號之填寫方式如下：

1. 母公司填0。
2. 子公司依公司別由阿拉伯數字1開始依序編號。

註二、與交易人之關係種類標示如下：

1. 代表母公司對子公司。
2. 代表子公司對子公司。
3. 代表子公司對母公司。

註三、茲就該科目金額屬資產負債表科目佔合併總資產1%以上及損益科目佔合併總營收1%以上予以揭露。

註四、上列有關合併個體間之交易，於編製合併財務報表時業已沖銷。

(二) 轉投資事業相關資訊：

民國一〇六年度之轉投資事業資訊如下：

投資公司名稱	被投資公司名稱	所在地區	主要營業項目	原始投資金額		期末持有			被投資公司本期損益(註一)	本期認列之投資損益(註一及二)	備註
				本期期末	去年年底	股數	比率	帳面金額(註一及二)			
本公司	TC	馬來西亞	傢俱製造及銷售	26,164	26,164	3,000,000	100.00%	264,838	42,969	44,141	子公司
本公司	TCH	馬來西亞	傢俱銷售	13,842	13,842	2,000,000	100.00%	1,958	298	298	子公司
TC	EHL	馬來西亞	物料採購	6,790	14元	1,000,000	100.00%	7,283	578	229	子公司
TCH	TCH(US)	美國	管理顧問	3	3	100	100.00%	72	41	41	子公司

註一：依據被投資公司經母公司簽證會計師查核之財務報表以權益法評價認列。

註二：期末長期投資及本期投資損益於編製合併財務報表時業已沖銷。

(三) 大陸投資資訊：無。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

十四、部門資訊

(一)一般性資訊

合併公司有兩個應報導部門：甲部門及乙部門，甲部門係製造及銷售各類傢俱用品。乙部門係從事各類傢俱買賣。

合併公司之應報導部門係策略性事業單位，以提供不同產品及勞務。由於每一策略性事業單位需要不同技術及行銷策略，故需分別管理。

(二)應報導部門損益及其衡量基礎與調節之資訊

合併公司係以主要營運決策者複核之內部管理報告之部門稅前損益作為管理階層資源分配與評估績效之基礎。合併公司未分攤所得稅費用至應報導部門，報導之金額與營運決策者使用之報告一致。

合併公司應報導部門資產及部門負債之衡量金額未提供予營運決策者。

合併公司營運部門資訊及調節如下：

	106年1月至12月			
	甲部門	乙部門	調整及銷除	合計
收 入：				
來自外部客戶收入	\$ 702,753	172,921	-	875,674
部門間收入	141,910	4	(141,914)	-
利息收入	811	7	(301)	517
收入總計	<u>\$ 845,474</u>	<u>172,932</u>	<u>(142,215)</u>	<u>876,191</u>
利息費用	<u>\$ 4,046</u>	<u>375</u>	<u>(301)</u>	<u>4,120</u>
折舊與攤銷	<u>\$ 9,183</u>	<u>108</u>	<u>-</u>	<u>9,291</u>
部門損益	<u>\$ 40,221</u>	<u>668</u>	<u>-</u>	<u>40,889</u>
	105年6月14日至12月31日			
	甲部門	乙部門	調整及銷除	合計
收 入：				
來自外部客戶收入	\$ 283,445	76,772	-	360,217
部門間收入	65,894	-	(65,894)	-
利息收入	383	4	(222)	165
收入總計	<u>\$ 349,722</u>	<u>76,776</u>	<u>(66,116)</u>	<u>360,382</u>
利息費用	<u>\$ 1,820</u>	<u>612</u>	<u>(222)</u>	<u>2,210</u>
折舊與攤銷	<u>\$ 4,469</u>	<u>51</u>	<u>-</u>	<u>4,520</u>
部門損益	<u>\$ 28,045</u>	<u>(4,219)</u>	<u>-</u>	<u>23,826</u>

(三)產品別及勞務別資訊

合併公司僅經營單一產品業務，傢俱製造及銷售，故無需揭露產品別及勞務別資訊。

特昇國際股份有限公司及其子公司合併財務報告附註(續)

(四)地區資訊

合併公司地區別資訊如下，其中收入係依據客戶所在地理位置為基礎歸類，而非流動資產則依據資產所在地理位置歸類。

來自外部客戶收入：

地 區	106年 1月至12月	105年6月14日 至12月31日
美 國	\$ 828,131	345,838
馬來西亞	1,422	352
加 拿 大	20,701	12,786
其 他	25,420	1,241
合 計	<u>\$ 875,674</u>	<u>360,217</u>

非流動資產：

地 區	106.12.31	105.12.31
馬來西亞	<u>\$ 101,919</u>	<u>99,044</u>

非流動資產包含不動產、廠房及設備、無形資產及預付設備款，不包含遞延所得稅資產及存出保證金。

(五)主要客戶資訊

	106年 1月至12月	105年6月14日 至12月31日
A	\$ 496,159	231,789
B	-	5,586
C	59,527	23,327
	<u>\$ 555,686</u>	<u>260,702</u>

五、2017 年度盈餘分配表 Annual Earnings Distributions for the year 2017

特昇國際股份有限公司 2017 年度盈餘分配表
Earnings Distribution Table For Year 2017



(單位:新台幣)

項目	Items	金額 Total
期初未分配盈餘	Beginning retained earnings	754,636
加：稅後淨利	Add: net profit after tax	30,277,564
減：提列法定盈餘公積	Statutory reserve (10%)	-
可供分配餘額	Distributable net profit	31,032,200
分配項目：現金股利	Distributable items: Cash Dividend	23,625,000
期末未分配盈餘	Dividends to shareholders	7,407,200

董事長：



經理人：



會計主管：



六、第三次修訂公司章程前後條文對照表 Comparison Table before and after revision for Fourth Amended Restated Memorandum of Association

特昇國際股份有限公司
Techcential International Ltd

21 March 2018

公司章程 條文修訂之前後對照表
Comparison table of Before and After amendment of
Company M&A

條文	修訂後條文	修訂前條文	說明
新增 12.6	公司上櫃掛牌後，若參與合併後消滅、概括讓與、股份轉換或分割而致終止上櫃，且存續、受讓、既存或新設之公司為非上市（櫃）公司者，應經該上櫃公司已發行股份總數三分之二以上股東之同意行之。	-	依中華民國財團法人證券櫃檯買賣中心 2018 年 3 月 9 日證櫃審字第 10701002162 號函辦理。

Article	Content - After amendment	Content - Before amendment	Reasons for Amendment
Added 12.6	After the Company become a listed company, if it participates in the ceasing to exist after consolidation or merger, general assignment, share conversion or splitting, which results in the termination of the listing, and the surviving, transferee, existing or newly established company is a non-listed company, it shall be subject to the consent of the shareholders of more than two-thirds of the total number of shares issued by the Company.	-	In order to conform the mail sent by Taipei Exchange on 9 March 2018, ref No. 10701002162.

七、修訂「取得或處分資產處理程序」前後條文對照表 Comparison Table before and after revision for the Management Procedures for Asset Acquisition and Disposition

特昇國際股份有限公司
Techcential International Ltd

21 March 2018

取得或處分資產處理程序 條文修訂之前後對照表
Comparison table of Before and After amendment of
Management Procedures for Asset Acquisition and Disposition

條文	修訂後條文	修訂前條文	說明
新增十八條之一	本公司因直接或間接放棄對 Techcential Sdn Bhd (下稱 TC)未來各年度之增資，或直接或間接處分 TC 持股，致本公司喪失對 TC 之實質控制力時，需先經本公司董事會特別決議通過，且獨立董事均應出席並表示意見。上開決議內容及爾後該辦法之修訂，應輸入公開資訊觀測站重大訊息予以揭露，並函報主管機關備查。	-	依中華民國財團法人證券櫃檯買賣中心 2017 年 9 月 12 日證櫃審字第 1060101507 號函辦理。

Article	Content - After amendment	Content - Before amendment	Reasons for Amendment
Added 18.1	When the Company loses its actual control over Techcential Sdn Bhd, either by giving up increase capital in future direct or indirectly, or disposition of TC Shares direct or indirectly, it must be approved by the special resolution of the Board of the Company, and all independent directors shall attend and express their views. The content of the resolution and the amendment of the measure shall be disclosed publicly in reporting website designated by the securities authorities and report to securities authorities for future reference.	-	In order to conform the mail sent by Taipei Exchange on 12 Sep 2017, ref No. 106101507

肆、附錄 Appendix

一、股東會議事規範 Rules and Procedures of Members' Meeting

Techcential International Ltd	Rules and Procedures of Shareholders' Meetings	Document No.: TIL/AGM
		Effective Date : 5 Dec 2016
特昇國際股份有限公司	股東會議事規則	Revision No : 1
		Page No : Page 1 of 16

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。

本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。

並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。

股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於本公司及本公司所委任之專業股務代理機構，且應於股東會現場發放。

通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。

選任或解任董事、變更章程、公司解散、合併、分割或公司法第一百八十五第一項各款、證券交易法第二十六條之一、第四十三條之六、發行人募集與發行有價證券處理準則第五十六條之一及第六十條之二之事項應在召集事由中列舉，不得以臨時動議提出。

持有已發行股份總數百分之一以上股份之股東，得以書面向本公司提出股東常會議案。但以一項為限，提案超過一項者，均不列入議案。另股東所提議案有公司法第 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、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。

Techcentral International Ltd	Rules and Procedures of Shareholders' Meetings	Document No.: TIL/AGM
		Effective Date : 5 Dec 2016
特昇國際股份有限公司	股東會議事規則	Revision No : 1
		Page No : Page 2 of 16

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。

第六條

本公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。

前項受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之。

股東本人或股東所委託之代理人（以下稱股東）應憑出席證、出席簽到卡或其他出席證件出席股東會，本公司對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。

本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。

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

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

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第七條

股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

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

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

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

本公司得指派所委任之律師、會計師或相關人員列席股東會。

第八條

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

前項影音資料應至少保存一年。但經股東提起訴訟者，應保存至訴訟終結為止。

第九條

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

已屆開會時間，主席應即宣布開會，惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣布流會。

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

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

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第十條

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

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

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

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

第十一條

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

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

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。

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

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

出席股東發言後，主席得親自或指定相關人員答覆。

第十二條

股東會之表決，應以股份為計算基準。

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

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股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

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

第十三條

股東每股有一表決權；但受限制或公司法第一百七十九條第二項所列無表決權者，不在此限。

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

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

股東以書面或電子方式行使表決權後，如欲親自出席股東會者，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，除相關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，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

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

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。

第十四條

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

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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。但經股東提起訴訟者，應保存至訴訟終結為止。

第十五條

股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。

前項議事錄之分發，本公司得以輸入公開資訊觀測站之公告方式為之。

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

第十六條

徵求人徵得之股數及受託代理人代理之股數，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，主席得酌定時間宣布休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間。

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

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股東會得依公司法第一百八十二條之規定，決議在五日內延期或續行集會。

第十九條

本規則經股東會通過後施行，修正時亦同。

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Article 1

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3

Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.

The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting.

The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting.

In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby as well as being distributed onsite at the meeting place.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, amendments to the articles of incorporation, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 261 and 436 of the Securities and Exchange Act, or Articles 561 and 602 of the Regulations Governing the Offering and Issuance of Securities by Securities

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Issuers shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

A shareholder holding 1 percent or more of the total number of issued shares may submit to the Company a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 1721, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

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Article 5

The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article 6

The Company shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

Shareholders and their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance.

The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with an attendance book to sign or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, preprinted ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 7

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing

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directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a nonvoting capacity.

Article 8

The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit, the recording shall be retained until the conclusion of the litigation.

Article 9

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

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If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

Article 10

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

Article 11

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech

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violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 12

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed nonvoting shares under Article 179, paragraph 2 of the Company Act.

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When the Company holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the relevant laws and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced onsite at the meeting, and a record made of the vote.

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Article 14

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced onsite immediately, including the names of those elected as directors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit, the ballots shall be retained until the conclusion of the litigation.

Article 15

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.

Article 16

On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

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The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19

These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

二、董事選舉辦法 Rules of Election of Directors

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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」第二十一條及第四十一條規定訂定本程序。

第二條

本公司董事之選任，除法令或章程另有規定者外，應依本程序辦理。

第三條

本公司董事之選任，應考量董事會之整體配置。董事會成員組成應考量多元化，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，宜包括但不限於以下二大面向之標準：

- 一、基本條件與價值：性別、年齡、國籍及文化等。
- 二、專業知識技能：專業背景（如法律、會計、產業、財務、行銷或科技）、專業技能及產業經驗等。

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

- 一、營運判斷能力。
- 二、會計及財務分析能力。
- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。

董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。

本公司董事會應依據績效評估之結果，考量調整董事會成員組成。

第四條

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

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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，均應依照公司法第一百九十二條之一所規定之候選人提名制度程序為之，為審查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，俾選出適任之人選。

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

獨立董事之人數不足證券交易法第十四條之二第一項但書、臺灣證券交易所上市審查準則相關規定或中華民國證券櫃檯買賣中心「證券商營業處所買賣有價證券審查準則第 10 條第 1 項各款不宜上櫃規定之具體認定標準」第 8 款規定者，應於最近一次股東會補選之；獨立董事均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。

第六條

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人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。

第八條

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，應由主席指定具有股東身分之監票員、計票員各若干人，執行各項有關職務。投票箱由董事會製備之，於投票前由監票員當眾開驗。

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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，開票結果應由主席當場宣布，包含董事當選名單與其當選權數。前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東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

當選之董事由本公司董事會發給當選通知書。

第十四條

本程序由股東會通過後施行，修正時亦同。

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Article 1

To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 and Articles 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

Except as otherwise provided by law and regulation or by the Company's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

Article 3

The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:

1. The ability to make judgments about operations.
2. Accounting and financial analysis ability.
3. Business management ability.
4. Crisis management ability.
5. Knowledge of the industry.
6. An international market perspective.
7. Leadership ability.
8. Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The board of directors of the Company shall consider adjusting its composition based on the results of performance evaluation.

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Article 4

The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of the Company shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 5

Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

The Company shall review the qualifications, education, working experience, background, and the existence of any other matters set forth in Article 30 of the Company Act with respect to nominee directors and may not arbitrarily add requirements for documentation of other qualifications. It shall further provide the results of the review to shareholders for their reference, so that qualified directors will be elected.

When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in the Company's articles of incorporation, the Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, or the related provisions of the Taiwan Stock Exchange Corporation rules governing the review of listings, or subparagraph 8 of the Standards for Determining Unsuitability for GTSM Listing under Article 10, Paragraph 1 of the GreTai Securities Market Rules Governing the Review of Securities for Trading on the GTSM, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

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Article 6

The cumulative voting method shall be used for election of the directors at the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 7

The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8

The number of directors will be as specified in the Company's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9

Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10

If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a governmental organization or juristic-person shareholder, the name of the governmental organization or juristic-person shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the governmental organization or juristic-person shareholder and the name of its representative may be entered. When there are multiple representatives, the names of each respective representative shall be entered.

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Article 11

A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by the board of directors.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match.
5. Other words or marks are entered in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted.
6. The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.

Article 12

The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 13

The board of directors of the Company shall issue notifications to the persons elected as directors.

Article 14

These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

三、董事持股情形 Shareholdings of Directors

職稱	姓名或代表人	停止過戶日持有股數	佔目前發行總股份比率
董事長	黃世高	2,100,000	8.89
董事	黃凱斌	8	0.03
	代表法人：Eng Synergy Management Sdn Bhd	9,844,000	41.67
董事	黃宗仁	-	-
	代表法人：Eng Synergy Management Sdn Bhd	9,844,000	41.67
董事	Surging Success Sdn Bhd	1,890,000	8.00
	代表人：傅慶玲	8	0.03
獨立董事	鄭貝川	-	-
獨立董事	溫立瑋	-	-
獨立董事	廖偉全	-	-

COMPANIES LAW (REVISED)

COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

OF

TEHCENTIAL INTERNATIONAL LTD
特昇國際股份有限公司

(Adopted by a special resolution passed on 16 August 2017)

THE COMPANIES LAW (REVISED)

COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

OF

TECHCENTIAL INTERNATIONAL LTD

特昇國際股份有限公司

(Adopted by a special resolution passed on 16 August 2017)

1. The name of the Company is Techcential International Ltd 特昇國際股份有限公司.
2. The Company's registered office will be situated at the office of Portcullis (Cayman) Ltd., The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands, or at such other place in the Cayman Islands as the Directors may from time to time decide.
3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law (Revised).
4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by Section 27 (2) of the Companies Law (Revised).
5. Nothing in the preceding sections shall permit the Company to carry on the business of a bank or trust company without being licensed in that behalf under the Banks and Trust Companies Law (Revised) or to carry on insurance business from within the Cayman Islands or the business of an insurance manager, agent, sub-agent or broker without being licensed in that behalf under the Insurance Law (Revised) or to carry on the business of company management without being licensed in that behalf under the Companies Management Law (Revised).
6. The Company will 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, but nothing in this paragraph shall be so construed as to prevent the Company effecting and concluding contracts in the Cayman Islands and exercising in the Cayman Islands any 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 authorised share capital of the Company is New Taiwan Dollars 500,000,000 divided into 50,000,000 ordinary shares of a par value of New Taiwan Dollars 10.00 each provided always that

subject to the provisions of the Companies Law (as amended) and the Articles of Association the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided

9. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (as amended).
10. Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company and the interpretations section of the Articles of Association of the Company shall apply to this Memorandum of Association.

COMPANIES LAW (REVISED)

COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

TEHCENTIAL INTERNATIONAL LTD

特昇國際股份有限公司

(Adopted by a special resolution passed on 16 August 2017)

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THE COMPANIES LAW (REVISED)

COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

TEHCENTIAL INTERNATIONAL LTD

特昇國際股份有限公司

(Adopted by a special resolution passed on 16 August 2017)

Table A

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

INTERPRETATION

1. Definitions

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

- | | | |
|-------|---------------------------------|---|
| (i) | Applicable Law | the Applicable Public Company Rules, the Law or such other rules or legislation applicable to the Company; |
| (ii) | Applicable Public Company Rules | the ROC laws, rules and regulations (including, without limitation, the Company Law of the ROC, the Securities and Exchange Law of the ROC, the rules and regulations promulgated by the FSC, the rules and regulations promulgated by the TPEX and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company; |
| (iii) | Articles | the Articles of Association as altered from time to time; |

(iv)	Audit Committee	the audit committee of the Board, which shall comprise solely of all the Independent Directors of the Company;
(v)	Board	the board of directors appointed or elected pursuant to the Articles and acting at a meeting of directors at which there is a quorum in accordance with the Articles;
(vi)	Capital Reserve	for the purpose of the Articles only, comprises of the premium paid on the issuance of any share and income from endowments received by the Company under the Law;
(vii)	Chairman	the Director elected amongst all the Directors as the chairman of the Board;
(viii)	Company	Techcential International Ltd特昇國際股份有限公司;
(ix)	Compensation Committee	a committee of the Board, which shall be comprised of professional individuals and having the functions, in each case, prescribed by the Applicable Public Company Rules;
(x)	Cumulative Voting	the voting mechanism for an election of Directors as described in Article 35.2 hereof;
(xi)	Directors	the directors for the time being of the Company and shall include any and all Independent Director(s);
(xii)	Electronic Record	has the same meaning as in the Electronic Transactions Law;
(xiii)	Electronic Transactions Law	the Electronic Transactions Law (2003 Revision) of the Cayman Islands;
(xiv)	ESM	the emerging stock market of the ROC;
(xv)	Family Relationship within Second Degree of Kinship	in respect of a person, means another person who is related to the first person either by blood or by marriage of a member of the family and within the second degree shall include the parents, siblings, grandparents, children and grandchildren of the first person as well as the parents, siblings and grandparents of the first person's spouse;
(xvi)	FSC	the Financial Supervisory Commission of the ROC;
(xvii)	Independent Directors	the Directors who are elected as "Independent Directors" in accordance with the Applicable

	Public Company Rules or the Articles;
(xviii) Joint Operation Contract	a contract between the Company and one or more person(s) or entit(ies) where the parties thereto agree to pursue the same business venture and jointly bear losses and enjoy profits arising out of such business venture in accordance with the terms thereof;
(xix) Law	The Companies Law (as amended) of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;
(xx) Lease Contract	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate the whole business of the Company in the name of such person, and as consideration, the Company receives a pre-determined compensation from such person;
(xxi) Litigious and Non-Litigious Agent	a person appointed by the Company pursuant to the Applicable Law as the Company's process agent for purposes of service of documents in the relevant jurisdiction and the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC;
(xxii) Management Contract	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) manage and operate the business of the Company in the name of and for the benefit of the Company, and as consideration, such person(s) receive a pre-determined compensation from the Company while the Company continues to be entitled to the profits (or losses) of such business;
(xxiii) Market Observation Post System	the public company reporting system maintained by the TSE;
(xxiv) Member	the person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means the person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires;
(xxv) Memorandum	the memorandum of association of the Company;

(xxvi) Merger	means : (a) a "merger" or "consolidation" as defined under the Law ; or (b) other forms of mergers and acquisitions which fall within the definition of "merger and/or consolidation" under the Applicable Public Company Rules;
(xxvii) month	calendar month;
(xxviii) Notice	written notice as further provided in the Articles unless otherwise specifically stated;
(xxix) Officer	any person appointed by the Board to hold an office in the Company;
(xxx) Ordinary Resolution	a resolution passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by not less than a simple majority vote of the Members present at the meeting, in person or by proxy;
(xxxii) Preferred Shares	has the meaning given thereto in Article 6;
(xxxiii) Private Placement	means, for so long as the shares are traded on the ESM or listed on the TPEX or TSE, the private placement by the Company of shares or other securities of the Company as permitted by the Applicable Public Company Rules;
(xxxiv) Register of Directors and Officers	the register of directors and officers referred to in Article 42 hereof;
(xxxv) Register of Members	the register of members of the Company maintained in accordance with the Law and (as long as the shares of the Company are traded on the ESM or listed on the TPEX or TSE) the Applicable Public Company Rules;
(xxxvi) Registered Office	the registered office for the time being of the Company;
(xxxvii) Related Parties	has the meaning as set out in No. 24 of the International Accounting Standard;
(xxxviii) Restricted Shares	has the meaning given thereto in Article 2.5;
(xxxix) ROC	Taiwan, the Republic of China;
(xl) Seal	the common seal or any official or duplicate seal of the Company;

- (xl) Secretary the person appointed to perform any or all of the duties of secretary of the Company and includes any deputy or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary;
- (xli) share(s) share(s) of par value New Taiwan Dollars 10.00 each in the Company;
- (xlii) Special Resolution Subject to the Law, means a resolution passed at a general meeting of the Company by a majority of at least two-thirds of the votes cast by such Members who, being entitled to do so, vote in person or by their proxies, or, in the case of Members that are corporations or other non-natural person, by their duly authorised representatives by computing the number of votes to which each Member is entitled;
- (xliii) Subsidiary with respect to any company, (1) the entity, more than one half of whose total number of the issued voting shares or the total amount of the share capital are directly or indirectly held by such company; or (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation;
- (xliv) Supermajority Resolution a resolution passed by a majority vote of the Members present at a general meeting attended by Members who represent two-thirds or more of the total issued shares or, if the total number of shares represented by the Members present at the general meeting is less than two-thirds of the total issued shares, but more than one half of the total issued shares, means instead, a resolution passed by two-thirds or more of votes cast by the Members present at such general meeting;
- (xlv) Treasury Shares means shares of the Company held in treasury pursuant to the Law and the Articles;
- (xlvi) TDCC the Taiwan Depository & Clearing Corporation;
- (xlvii) TPEx the Taipei Exchange;
- (xlviii) TSE the Taiwan Stock Exchange Corporation; and
- (xlix) year calendar year.

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

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

SHARES

2. Power to Issue Shares

- 2.1** Subject to the Applicable Law, Articles and any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any unissued shares of the Company on such terms and conditions as it may determine and any shares or class of shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may by resolution of the Members prescribe, provided that no share shall be issued at a discount except in accordance with the Law and the Applicable Public Company Rules.
- 2.2** Unless otherwise provided in the Articles, the issue of new shares of the Company shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new shares shall at all times be subject to the sufficiency of the authorized capital of the Company.
- 2.3** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, where the

Company increases its issued share capital by issuing new shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the ROC to the public ("**Public Offering Portion**") unless it is not necessary or appropriate, as determined by the FSC or the TPEX or TSE (as the case may be) for the Company to conduct the aforementioned public offering or otherwise provided by Applicable Law. However, if a percentage higher than the aforementioned 10% is resolved by the Members in a general meeting by Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail and shares corresponding to such percentage shall be reserved as Public Offering Portion. The Company may also reserve 10% to 15% of such new shares for subscription by the employees of the Company and its Subsidiaries (the "**Employee Subscription Portion**"). The Company may prohibit such employees from transferring the shares so subscribed within a certain period; provided, however, that such a period cannot be more than two years.

- 2.4** Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its issued share capital by issuing new shares for cash consideration pursuant to Article 2.3 hereof, after allocation of the Public Offering Portion, including, for the avoidance of doubt, any percentage in excess of 10% of the total amount of the new shares to be issued for offering in the ROC to the public as resolved by the Members in general meeting be offered pursuant to Article 2.3, and the Employee Subscription Portion pursuant to Article 2.3 hereof, the Company shall make a public announcement and notify each Member in writing that he is entitled to exercise a pre-emptive right to purchase his pro rata portion of the remaining new shares, to be issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members the procedures for exercising such pre-emptive rights and that if any Member fails to purchase his pro rata portion of such remaining newly-issued shares within the prescribed period, such Member shall be deemed to forfeit his pre-emptive right to purchase such newly-issued shares. Where an exercise of the pre-emptive right may result in fractional entitlement of a Member, the entitlements (including fractional entitlements) of two or more Members may be combined to jointly subscribe for one or more whole new shares in the name of a single Member, subject to compliance with such directions and terms and conditions as determined by the Board and the Applicable Public Company Rules. If the total number of the new shares to be issued has not been fully subscribed for by the Members within the prescribed period, the Company may consolidate such shares into the public offering tranche or offer any un-subscribed new shares to a specific person or persons in such manner as is consistent with the Applicable Public Company Rules.
- 2.5** Subject to the Applicable Law, the Company may issue new shares with restricted rights ("**Restricted Shares**") to employees of the Company and its Subsidiaries with the sanction of a Supermajority Resolution provided that Article 2.3 hereof shall not apply in respect of the issue of such shares. For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the terms of issue of Restricted Shares, including but not limited to the number of Restricted Shares so issued, issue price of Restricted Shares and other related matters shall be in accordance with the Applicable Public Company Rules.
- 2.6** The pre-emptive right of Members under Article 2.4 shall not apply in the event that new

shares are issued due to the following reasons or for the following purposes:

- (a) in connection with a Merger, spin-off, or pursuant to any reorganization of the Company;
- (b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.11 hereof;
- (c) in connection with the issue of Restricted Shares in accordance with Article 2.5 hereof;
- (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;
- (e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares; or
- (f) in connection with Private Placement of the securities issued by the Company.

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

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

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

2.10 Directors of the Company and its Subsidiaries shall not be eligible for Restricted Shares pursuant to Article 2.5 hereof or the incentive programmes pursuant to Article 2.8 hereof, provided that directors who are also employees of the Company or its Subsidiaries may subscribe for Restricted Shares or participate in an incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.

2.11 The Company may enter into agreements with employees of the Company and/or the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 2.8 above, whereby employees may subscribe for, within a specific period, a specific number of the shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.

3. Redemption and Purchase of Shares

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

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

3.3 The redemption price of a redeemable share, or the method of calculation thereof, shall be

fixed by the Board at or before the time of issue.

- 3.4** Every share certificate relating to redeemable share shall indicate that the share is redeemable.
- 3.5** Subject to the Applicable Law and the Articles, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own shares (including any redeemable shares) on such terms and in such manner as the Directors may determine and hold them as Treasury Shares in accordance with the Applicable Law PROVIDED THAT if any purchase of the Company's own shares involves any immediate cancellation of shares of the Company, such repurchase of shares is subject to approval by the Members by way of an Ordinary Resolution and the number of shares of the Company to be cancelled shall be allocated among all the Members as of the date of such cancellation on a pro rata basis (as rounded up or down to the nearest whole number as determined by the Directors) based on the then prevailing percentage of shareholding of the Members, unless otherwise provided for in the Law or the Applicable Public Company Rules.

Upon approval by Members by way of an Ordinary Resolution to repurchase and cancel shares of the Company, the repurchase price may be paid in any manner authorized by the Law, including in cash or in kind, provided that where any repurchase price is to be paid in kind, the monetary equivalent value of such payment in kind shall be (a) assessed by an ROC certified public accountant before being submitted by the Board to the Members for approval as part of the Ordinary Resolution authorising the repurchase and cancellation of shares of the Company; and (b) agreed to individually by each Member who will be receiving the repurchase price in kind. Without prejudice to this Article 3.5, in the case of a repurchase of shares by the Company for purposes of changing the currency denomination of share capital of the Company, consent of the holders of the shares subject to such repurchase shall not be required.

- 3.6** In the event that the Company proposes to purchase any share traded on the ESM or listed on the TPEX or TSE pursuant to the preceding Article, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares traded on the ESM or listed on the TPEX or TSE for any reason.
- 3.7** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the Company is authorised to purchase any share traded on the ESM or listed on the TPEX or TSE in accordance with the following manner of purchase:
- (a) the total price of the shares purchased by the Company shall not exceed the sum of retained earnings minus earnings distribution resolved by the Board or the general meeting, plus the following realized capital reserve:
 - (i) the premium received from the disposal of assets that has not been booked as retained earnings;
 - (ii) the premium paid on the issuance of any share and income from endowments received by the Company provided however that income from the shares shall

not be included before such shares have been transferred to others;

- (b) the maximum number of shares purchased by the Company shall not exceed ten percent of the total number of issued and outstanding shares of the Company; and
 - (c) the purchase shall be at such time, at such price and on such other terms as determined and agreed by the Board in its sole discretion provided however that:
 - (i) such purchase transactions shall be in accordance with the laws and regulations of the ROC relating to securities transactions and Applicable Public Company Rules; and
 - (ii) such purchase transactions shall be in accordance with the Law.
- 3.8** Subject to Article 3.5 and the Applicable Public Company Rules, the redemption or repurchase price may be paid in any manner permissible under the Law as determined by the Board.
- 3.9** A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by banks holding “A” licenses (as defined in the Banks and Trust Companies Law (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.
- 3.10** The Directors may exercise as they think fit the powers conferred on the Company by Section 37(5) of the Law (payment out of capital) but only if and to the extent that the redemption could not otherwise be made (or not without making a fresh issue of shares for this purpose).
- 3.11** Subject as aforesaid, the Directors may determine, as they think fit all questions that may arise concerning the manner in which the redemption of the shares shall or may be effected.
- 3.12** No share may be redeemed unless it is fully paid-up.
- 3.13** The Board may designate as Treasury Shares any of its shares that it purchases or redeems, or any shares surrendered to it, in accordance with the Applicable Law.
- 3.14** No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up of the Company) may be made to the Company in respect of a Treasury Share.
- 3.15** The Company shall be entered in the Register of Members as the holder of the Treasury Shares provided that:
- (a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
 - (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of the Articles or the Law.

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

3.17 Subject to Article 3.16 and the Applicable Public Company Rules, Treasury Shares may be disposed of by the Company on such terms and conditions in accordance with the Applicable Law as determined by the Directors.

4. Rights Attaching to Shares

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

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

5. Share Certificates

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

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

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

6. Preferred Shares

- 6.1** The Company may by Special Resolution designate one or more classes of shares with preferred or other special rights as the Company, by Special Resolution, may determine (shares with such preferred or other special rights, the "Preferred Shares"), and amend the Memorandum and these Articles as appropriate to reflect the designation of shares as Preferred Shares and the rights and obligations attached thereto.
- 6.2** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the rights and obligations of Preferred Shares may include (but not limited to) the following terms and shall be consistent with the Applicable Public Company Rules:
- (a) the order of priority and fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;
 - (b) the order of priority and fixed amount or fixed ratio of allocation of surplus assets of the Company;
 - (c) the order of priority for or restriction on the voting right(s) (including declaring no voting rights whatsoever) of the Members holding the Preferred Shares;
 - (d) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply; and
 - (e) other matters concerning rights and obligations incidental to Preferred Shares.

REGISTRATION OF SHARES

7. Register of Members

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

8. Registered Holder Absolute Owner

Except as required by law:

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

9. Transfer of Registered Shares

9.1 Title to shares traded on the ESM or listed on the TPEX or TSE may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules (including through the book-entry system of the TDCC).

9.2 All transfers of shares which are in certificated form may be effected by an instrument of transfer in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and, if the Board so requires, by or on behalf of the transferee. Without prejudice to the foregoing, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. Notwithstanding the foregoing, an instrument of transfer shall not be required for a repurchase of shares by the Company for purposes of changing the currency of share capital of the Company.

9.3 The Board may refuse to recognise any instrument of transfer in respect of shares in certificated form unless it is accompanied by the certificate in respect of the shares to which it relates and by such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

9.4 The joint holders of any share may transfer such share to one or more of such joint holders, and the surviving holder or holders of any share previously held by them jointly with a deceased Member may transfer any such share to the executors or administrators of such deceased Member.

9.5 The Board may in its absolute discretion and without assigning any reason therefor refuse to register the transfer of a share in certificated form in the event such registration of transfer would (i) conflict with the Applicable Law; or (ii) conflict with the Memorandum and/or the Articles. If the Board refuses to register a transfer of any share, the Secretary shall, within three months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of the refusal.

10. Transmission of Registered Shares

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

person as the Board may, in its absolute discretion, decide as being properly authorised to deal with the shares of a deceased Member.

- 10.2** Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may be registered as a Member upon such evidence as the Board may deem sufficient or may elect to nominate some person to be registered as a transferee of such share.
- 10.3** On the presentation of the evidence as the Board may require to prove the title of the transferor, the transferee shall be registered as a Member. Notwithstanding the foregoing, the Board shall, in any case, have the same right to decline or suspend registration or refuse registration as stipulated in Article 9.3 hereof as it would have had in the case of a transfer of the share by that Member before such Member's death or bankruptcy, as the case may be.
- 10.4** Where two or more persons are registered as joint holders of a share or shares, then in the event of the death of any joint holder or holders the remaining joint holder or holders shall be absolutely entitled to the said share or shares and the Company shall recognise no claim in respect of the estate of any joint holder except in the case of the last survivor of such joint holders.

ORDINARY RESOLUTION, SPECIAL RESOLUTION AND SUPERMAJORITY RESOLUTION

11. Alteration of Capital

- 11.1** The Company may from time to time by Ordinary Resolution alter the conditions of its Memorandum to:
- (a) increase its share capital by new shares of such sum, to be divided into shares of such classes and amount, as the resolution shall prescribe;
 - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - (c) convert all or any of its paid up shares into stock and reconvert that stock into paid up shares of any denomination;
 - (d) sub-divide its existing shares, or any of them into shares of a smaller amount provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in case of the share from which the reduced share is derived and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares; or
 - (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- 11.2** The Board may settle as it considers expedient any difficulty which arises in relation to any consolidation and division under the last preceding Article and in particular but without

prejudice to the generality of the foregoing may issue certificates in respect of fractions of shares or arrange for the sale of the shares representing fractions and the distribution of the new proceeds of sale (after deduction of the expenses of such sale) in due proportion amongst the Members who would have been entitled to the fractions, and for this purpose the Board may authorise some person to transfer the shares representing fractions to their purchaser or resolve that such net proceeds be paid to the Company for the Company's benefit. Such purchaser will not be bound to see to the application of the purchase money nor will his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

12. Special Resolution and Supermajority Resolution

12.1 Subject to the Law and the Articles, the Company may from time to time by Special Resolution:

- (a) change its name;
- (b) alter or add to the Articles;
- (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
- (d) reduce its share capital and any capital redemption reserve fund; or
- (e) effect a Merger under the Law.

12.2 Subject to the Law, the Company may, by Special Resolution, issue securities by way of Private Placement within the territory of the ROC in accordance with Applicable Public Company Rules; provided that, for issuance of corporate bonds which do not involve the grant of a warrant, option, or right of conversion or otherwise grant the holders of the bonds the right to acquire equity or similar rights by way of Private Placement within the territory of the ROC, the Company may do so by resolution of the Board in different tranches within one year from the date of the resolution of the Board in accordance with Applicable Public Company Rules.

12.3 Subject to the Law and Article 12.4 hereof, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution:

- (a) effecting any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 17 hereof;
- (b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Resolution only) or spin-off of the Company;
- (c) entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
- (d) the transferring of the whole or any essential part of the business or assets of the Company; or
- (e) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation.

12.4 Subject to the Law and Applicable Public Company Rules, the Company may be wound up voluntarily:

- (a) if the Company resolves by Ordinary Resolution that it be wound up voluntarily because the Company is unable to pay its debts as they fall due; or
- (b) if the Company resolves by Special Resolution that it be wound up voluntarily for reasons other than set out in Article 12.4(a) above.

12.5 Subject to the Applicable Law, the Company may by Supermajority Resolution, distribute its Capital Reserve, in whole or in part, by issuing new shares which shall be distributed as bonus shares to its existing Members in proportion to the number of shares being held by each of them or by cash.

13. Variation of Rights Attaching to Shares

If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound-up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the shares of the class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of shares, such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of shares. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith. To any such meeting all the provisions of the Articles relating to general meetings shall apply *mutatis mutandis*.

DIVIDENDS AND CAPITALISATION

14. Dividends

14.1 The Board may, subject to approval by the Members by way of Ordinary Resolution or, in the case of Article 12.3(a), Supermajority Resolution and subject to the Articles and any direction of the Company in general meeting, declare a dividend to be paid to the Members in proportion to the number of shares held by them, and such dividend may be paid in cash or shares.

14.2 Subject to the Applicable Law, no dividends or other distribution shall be paid except out of profits of the Company, realised or unrealised, out of share premium account or any reserve, fund or account as otherwise permitted by the Law. Except as otherwise provided by the rights attached to any shares, all dividends and other distributions shall be paid according to the number of the shares that a Member holds. If any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividends accordingly.

14.3 Subject to the Law and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits in accordance with a proposal for profits distribution approved by the Board and sanctioned by the Members by an Ordinary

Resolution, in annual general meetings.

- 14.4** If there is profit (defined below) for the year, the Company shall set aside no less than three per cent (3%) of the profit as employee compensation and no more than 5 per cent (5%) of the profit as compensation for the Directors. However, if the Company has accumulated losses in previous years, it shall reserve an amount of the pre-tax profit for offsetting the accumulated losses. The employee compensation referred to in this Article 14.4 shall be distributed in the form of stock or cash and may be distributed to employees of the Company's Subsidiaries, if such employees satisfy certain qualifications as may be resolved by the Board from time to time. For the purpose of this Article 14.4, "profit" means the profit before tax and before the compensation for employees and Directors are set aside.
- 14.5** The Company is in the business of supplying customized products in a specific market and is in the growth stage. The Board shall prepare the dividend proposal by taking into account the profit of the year, overall development, financial plans, capital need, projection of the industry and the Company's prospects and so on and submit the proposal for the Members' approval. For so long as the shares are traded on the ESM or listed on the TPEX or TSE, if there are profits, in making the profits distribution recommendation, the Board shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; and (iii) a special surplus reserve as required by the applicable securities authority of the ROC under the Applicable Public Company Rules. If there should be any remaining profits, subject to the discretion of the Directors, after combining all or part of the accumulated undistributed profits in the previous years and the reversed special surplus reserve, the combined amount shall be allocated as dividends to the Members in proportion to their shareholdings. Subject to the Law and the Applicable Public Company Rules and after having considered the financial, business and operational factors of the Company, the dividends shall not be less than ten per cent (10%) of profit after tax of the relevant year, provided that if in any year, the Company has net loss or the amount of the accumulated undistributed profits is less than twenty per cent (20%) of the paid-in capital of the Company, the Company may not distribute any dividend to the Members. The distribution may be made by way of cash dividends or by way of stock dividends or a combination thereof, provided that, the cash dividends shall not be less than ten per cent (10%) of the total amount of dividends payable.
- 14.6** The Board shall fix any date as the record date for determining the Members entitled to receive any dividend or other distribution.
- 14.7** For the purpose of determining Members entitled to receive payment of any dividend or other distributions, the Directors may provide that the Register of Members be closed for transfers for five (5) days before the relevant record date or such other period consistent with the Applicable Public Company Rules subject to compliance with the Law.
- 14.8** No unpaid dividend shall bear interest as against the Company.

15. Capital Reserve and Power to Set Aside Profits

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

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

15.2 Subject to any direction from the Company in general meeting, the Directors may on behalf of the Company exercise all the powers and options conferred on the Company by the Law in regard to the Capital Reserve.

16. Method of Payment

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

16.2 In the case of joint holders of shares, any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or draft sent through the post directed to the address of the holder first named in the Register of Members, or to such person and to such address as the holder may in writing direct. If two or more persons are registered as joint holders of any shares any one can give an effectual receipt for any dividend paid in respect of such shares.

16.3 For so long as the shares are traded on the ESM or listed on the TPEx or TSE, the payment of any dividend shall comply with the Applicable Public Company Rules and the Law.

17. Capitalisation

Subject to the Applicable Law and Article 12.3(a), the Board may capitalise any sum for the time being standing to the credit of the Capital Reserve or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

MEETINGS OF MEMBERS

18. Annual General Meetings

18.1 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, which shall be called by the Board.

18.2 Subject to Article 18.1, the annual general meeting of the Company may be held at such time and place as the Board shall determine. For so long as the shares are traded on the ESM or listed on the TPEx or TSE, unless otherwise provided by the Law, the general meetings shall be held in the ROC. If the Board resolves to hold a general meeting outside the ROC, the Company shall apply for the approval of the TPEx or TSE (as the case may be) within two days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the

voting of proxies submitted by Members).

19. Extraordinary General Meetings

- 19.1** General meetings other than annual general meetings shall be called extraordinary general meetings.
- 19.2** The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary or is desirable.
- 19.3** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the Board shall on a Member's requisition as defined in Article 19.4 forthwith proceed to convene an extraordinary general meeting of the Company.
- 19.4** A Member's requisition set forth in Article 19.3 is a requisition of one or more Members of the Company holding in the aggregate at the date of deposit of the requisition not less than three per cent (3%) of the total number of issued shares of the Company which as at that date have been held by such Member(s) for at least one year.
- 19.5** The Member's requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor.
- 19.6** If the Board does not within fifteen (15) days from the date of the deposit of the Member's requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Board. If it is proposed that the extraordinary general meeting be held outside the ROC, an application shall be submitted by such requisitionists to the TPEX or TSE (as the case may be) for its prior approval.

20. Notice

- 20.1** Before the shares are traded on the ESM or listed on the TPEX or TSE, at least five days' notice of a general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting.
- 20.2** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, at least thirty days' notice of an annual general meeting, and at least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting. The notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior written consent from the recipient(s) thereof.
- 20.3** Prior to the shares being traded on the ESM or listed on the TPEX or TSE, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting. For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person shall be handled in accordance with Article 23.4.

- 20.4** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the Board shall fix a record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with Applicable Public Company Rules and close its Register of Members accordingly in accordance with Applicable Public Company Rules.
- 20.5** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2 hereof, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 20.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules twenty-one (21) days prior to the annual general meetings or, in the case of extraordinary general meetings, fifteen (15) days prior to such meeting.
- 20.6** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion:
- (a) election or discharge of Directors,
 - (b) alteration of the Memorandum or Articles,
 - (c) (i) dissolution, Merger, share swap or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,
 - (d) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business (including but not limited to lifting Directors' and Officers' non-compete obligations),
 - (e) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 17,
 - (f) making distributions of new shares or cash out of the Statutory Reserve, the premium received on the issuance of any shares and income from endowments received by the Company to its Members, and
 - (g) Private Placement of any equity-related securities to be issued by the Company.
- 20.7** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the Board

shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the Registered Office (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.

20.8 For so long as the shares are traded on the ESM or listed on the TPEx or TSE, the Company shall make available all the statements and records prepared by the Board and the report prepared by the Audit Committee which will be submitted to the Members at the annual general meeting at the Registered Office (if applicable) and its stock affairs agent located in the ROC ten (10) days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.

21. Giving Notice

21.1 Any Notice or document, whether or not to be given or issued under the Articles from the Company to a Member, shall be in writing either by delivering it to such Member in person or by sending it by letter mail or courier service to such Member at his registered address as appearing in the Register of Members or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address. For the purposes of this Article, a notice may be sent via electronic means if so agreed to by the shareholder in writing.

21.2 Any Notice or other document shall be deemed to be effective when it is sent in accordance with Articles 20 and 21 of these Articles. Any Notice or document may be given to a Member either in the Chinese language or the English language, subject to due compliance with all Applicable Law, rules and regulations. This Article shall apply *mutatis mutandis* to the service of any document by a Member on the Company under the Articles.

22. Postponement of General Meeting

The Board may postpone any general meeting called in accordance with the provisions of the Articles provided that notice of postponement is given to each Member before the time for such meeting. A notice stating the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of the Articles provided that in the event that the Members resolve to postpone the general meeting to a specified date which is not more than five days, Articles 20.1, 20.2, 20.3, 20.4, 20.5 and 21 do not apply and notice of the adjournment shall not be required.

23. Quorum and Proceedings at General Meetings

23.1 No resolutions shall be adopted unless a quorum is present. Unless otherwise provided for in the Articles, Members present in person or by proxy or in the case of a corporate Member, by corporate representative, representing more than one-half of the total issued shares of the Company entitled to vote, shall constitute a quorum for any general meeting.

- 23.2** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the Board shall submit business reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of the Company for ratification by the Members in a manner consistent with the Applicable Public Company Rules. After ratification by the Members at the general meeting, the Board shall distribute copies of or announce to the public the ratified financial statements and the Company's resolutions on distribution of profits or allocation of losses, to each Member or otherwise make the same available to the Members in accordance with the Applicable Public Company Rules.
- 23.3** Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll.
- 23.4** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, if and to the extent permitted under the Law, nothing in the Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the convening of any general meeting or the passage of any resolution in violation of applicable laws or regulations or the Articles within 30 days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court for adjudicating any disputes arising out of the foregoing.
- 23.5** Unless otherwise expressly required by the Law, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 23.6** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, member(s) holding one per cent (1%) or more of the Company's total issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company in writing one matter for discussion at an annual general meeting. The Company shall give a public notice in such manner and at such time as permitted by Applicable Law specifying the place and a period of not less than ten (10) days for Members to submit proposals. Proposals submitted for discussion at an annual general meeting shall not be included in the agenda of the annual general meeting where (a) the proposing Member(s) holds less than one cent (1%) of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting; (c) the proposing Member(s) has proposed more than one proposal or (d) the proposal is submitted to the Company after the date fixed and announced by the Company for accepting Member(s)' proposal(s).
- 23.7** The rules and procedures of general meetings shall be established by the Board and approved by an Ordinary Resolution, and such rules and procedures shall be in accordance with the Law, these Articles and the Applicable Public Company Rules.

24. Chairman to Preside

- 24.1** In the event that the general meeting is convened by the Board, the Chairman shall act as chairman at all meetings of the Members at which such person is present. In his absence the Directors who are present at the meeting of Members shall elect one from among themselves

to act as the chairman at such meeting in lieu of the Chairman.

- 24.2** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the chairman at all meetings of the Members shall be appointed or elected in accordance with the Applicable Public Company Rules.

25. Voting on Resolutions

- 25.1** Subject to any rights, privileges or restrictions attached to any share, every Member who (being an individual) is present in person or by proxy or (in the case of a corporation or other non-natural person) by duly authorized corporate representative(s) or by proxy shall have one vote for every share of which he is the holder. A Member who holds shares for benefit of others, need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of shares he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other matters with respect to exercising voting power separately shall comply with the Applicable Public Company Rules.
- 25.2** No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of shares unless he is registered as a Member on the record date for such meeting nor unless he has paid all the calls on all shares held by such Member.
- 25.3** Votes may be cast either in person or by proxy. A Member may appoint another person as his proxy by specifying the scope of appointment in the proxy instrument prepared by the Company to attend and vote at a general meeting, provided that a Member may appoint only one proxy under one instrument to attend and vote at such meeting.
- 25.4** Subject to the Law, for so long as the shares are traded on the ESM or listed on the TPEX or TSE, the Company shall provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.
- 25.5** In the event any Member who intended to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant

to Article 25.4 hereof later intends to attend the general meetings in person, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous voting decision. Such separate notice shall be sent to the Company in the same manner (e.g., by courier, registered mail or electronic transmission, as applicable) as the previous voting decision under Article 25.4 was given to the Company. Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.

- 25.6** A Member who has served the Company with his voting decision in accordance with Article 25.4 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with the Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.

26. Proxies

- 26.1** The instrument of proxy shall be in the form approved by the Board from time to time and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 26.2** An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation or other non-natural person, under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 26.3** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affair agents approved pursuant to Applicable Public Company Rules, save with respect to the Chairman being deemed appointed as proxy under Article 25.4, in the event a person acts as the proxy for two or more Members, the total number of issued and voting shares entitled to be voted as represented by such proxy shall be no more than three per cent (3%) of the total number of issued and voting shares of the Company immediately prior to the relevant book closed period, during which the Company close its Register of Member; any vote in respect of the portion in excess of such three per cent (3%) threshold shall not be counted.
- 26.4** In the event that a Member exercises his voting power by way of a written ballot or electronic transmission and has also authorised a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his

appointment of such proxy before the prescribed time.

26.5 The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the ROC or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company not less than five (5) days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, save with respect to the Chairman being deemed appointed as proxy under Article 25.4. Where more than one instrument to vote are received from the same Member by the Company, the first instrument received shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the later-received instrument.

27. Proxy Solicitation

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

28. Dissenting Member's Appraisal Right

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

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

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

29. Shares that May Not be Voted

29.1 Shares held:

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

the Company owns, legally or beneficially, directly or indirectly, more than fifty per cent (50%) of its issued and voting share or share capital.

shall not carry any voting rights nor be counted in the total number of issued shares at any given time but only for so long as the circumstances as set out in sub-paragraphs (a) to (c) (as applicable) above continue.

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

29.3 For so long as the shares are traded on the ESM or listed on the TPEX or TSE, if the number of shares pledged by a Director at any time amounts to more than 50% of the total shares held by such Director at the time of his latest appointment, such pledged shares exceeding 50% of the total shares held by such Director at the time of his latest appointment, up to 50% of the total number of shares held by the Director at the time of his latest appointment, shall not carry any voting rights and such above-threshold shares shall not be counted in determining the number of votes of the Members present at a general meeting but shall be counted towards the quorum of the general meeting.

30. Voting by Joint Holders of Shares

In the case of joint holders, the joint holders should appoint among themselves one person to exercise the rights of a shareholder pursuant to the Applicable Public Company Rules. In case no agreement is reached among the joint holders, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

31. Representation of Corporate Member

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

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

32. Adjournment of General Meeting

The chairman of a general meeting may, with the consent of a majority in number of the Members

present at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned and the meeting is adjourned for more than five (5) days, a notice stating the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of the Articles.

33. Directors Attendance at General Meetings

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

DIRECTORS AND OFFICERS

34. Number and Term of Office of Directors

34.1 The number of Directors shall be no less than seven (7) and no more than nine (9). The term of office for each Director shall not exceed a period of three (3) years provided that in the event the expiration of the term of office of such Directors would otherwise leave the Company with no Directors, the term of office of such Directors shall be extended automatically to the date of the general meeting next following the expiration of such term, at which new Directors will be elected to assume office. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the number of Directors, subject to the foregoing and the Applicable Law.

34.2 For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the number of Directors having a spousal relationship or familial relationship within the second degree of kinship with any other Directors shall be less than half of the total number of Directors.

34.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 34.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 34.2 hereof. Any person who has already served as a Director but is in violation of the aforementioned requirements shall be automatically discharged from his office effective from such violation without any action required on behalf of the Company.

34.4 For so long as the shares traded on the ESM or listed on the TPEX or TSE, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least one of them shall have accounting or financial expertise. Before the shares are traded on the ESM or listed on the TPEX or TSE, the Board may resolve that the Company shall hold an election of Independent Director(s) at the general meeting.

34.5 Prior to the shares being traded on the ESM or listed on the TPEX or TSE, the Directors (including Independent Directors) may be nominated by adopting the candidate nomination system specified in the Applicable Public Company Rules provided that the Directors (including Independent Directors) shall be nominated by adopting the candidate nomination

system specified in the Applicable Public Company Rules for so long as the shares are traded on the ESM or listed on the TPEX or TSE.

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

35. Election of Directors

35.1 The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 35.2 below. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to elect one or more Directors.

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

- (a) on an election of Directors, the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of Directors nominated for appointment at the general meeting;
- (b) the Member(s) may vote all or part of their cumulated votes in respect of one or more Director candidates;
- (c) such number of Director candidates receiving the highest number of votes in the same category (namely, independent or non-independent) of Directors to be elected shall be appointed; and
- (d) where two or more Director candidates in the same category receive the same number of votes and as a result the total number of new Directors in such category intended to be appointed is exceeded, there shall be a draw by such Director candidates receiving the same number of votes to determine who shall be appointed; the chairman of the meeting shall draw for a Director nominated for appointment who is not present at the general meeting.

35.3 For so long as the shares are traded on the ESM or listed on the TPEX or TSE, if the number of Independent Directors is less than three (3) persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty (60) days from the date of resignation or removal of last Independent Director, a general meeting to elect succeeding Independent Directors to fill the vacancies.

35.4 For so long as the shares are traded on the ESM or listed on the TPEX or TSE, if the number of Directors is less than seven (7) persons due to the vacancy of Director(s) for any reason, the Company shall call an election of Director(s) at the next following general meeting to fill the vacancies. When the number of vacancies in the Board of the Company equals to one

third of the total number of Directors elected, the Board shall hold, within sixty (60) days from the date of the occurrence of vacancies, a general meeting to elect succeeding Directors to fill the vacancies.

35.5 Any corporation (or other legal entity) which is a Member shall be entitled to appoint such person or persons as its representative to be elected as a Director (the "**Appointed Representative**"). The election of an Appointed Representative as a Director is subject to the approval of Members in accordance with the provisions of this Article 35.

35.6 Where the Appointed Representative has been elected as a Director of the Company, the corporation (or other legal entity) which is a Member which has appointed the Appointed Representative to be elected as a Director, may at any time, serve notice on the Company giving notice to replace the Appointed Representative with another person. Such replacement of the Appointed Representative as a Director (the "**Replacement**") shall take effect from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company, and will not require any shareholders' approval. Accordingly, Articles 35.1, 35.2 and 35.5 do not apply in respect of the Replacement.

36. Removal of Directors

36.1 The Company may from time to time by Supermajority Resolution remove any Director from office. Where re-election of all Directors is effected by a resolution adopted at a general meeting prior to the expiration of the term of office of existing Directors, the term of office of all current Directors is deemed to have expired on the date of the re-election or any other date as otherwise resolved by the Members at the general meeting if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to re-elect all Directors.

36.2 For so long as the shares are traded on the ESM or listed on the TPEX or TSE, in case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or is in serious violation of applicable laws, regulations and/or the Articles, but has not been removed by a Supermajority Resolution, the Member(s) holding three per cent (3%) or more of the total number of issued shares of the Company may, within thirty (30) days after such general meeting, to the extent permissible under Applicable Law, institute a lawsuit to remove such Director. The Taiwan Taipei District Court, ROC, may be the court for this matter.

37. Vacation of Office of Director

37.1 The office of Director shall be vacated:

- (a) if the Director is removed from office pursuant to the Articles;
- (b) if the Director dies;
- (c) if the Director is automatically discharged from his office in accordance with Article 34.3;
- (d) if the Director resigns his office by notice in writing to the Company;

- (e) if the Director is the subject of a court order for his removal in accordance with Article 36.2; or
- (f) with immediate effect without any action required on behalf of the Company if
 - (i) the Director has been adjudicated bankrupt, and has not been reinstated to his rights and privileges;
 - (ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Applicable Law;
 - (iii) the Director has committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five years;
 - (iv) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one year, and the time elapsed after he has served the full term of such sentence is less than two years;
 - (v) the Director has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two years; or
 - (vi) the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet.

In the event that any of the foregoing events specified in Article 37.1(f) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.

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

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

38. Compensation of Directors

38.1 For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the Board shall, in accordance with the Applicable Public Company Rules, establish a Compensation Committee comprised of at least three members, one of whom shall be an Independent

Director. The professional qualifications of the members of the Compensation Committee, the responsibilities, powers and other related matters of the Compensation Committee shall comply with the Applicable Public Company Rules. Upon the establishment of the Compensation Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee the provisions of which shall be consistent with the Applicable Public Company Rules. Before the shares are traded on the ESM or listed on the TPEX or TSE, the Board may resolve to establish a Compensation Committee.

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

39. Defect in Election of Director

Subject to Article 23.4 and the Applicable Law, all acts done in good faith by the Board or by a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and was qualified to be a Director.

40. Directors to Manage Business

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

41. Powers of the Board of Directors

Without limiting the generality of Article 40 and subject to the Applicable Law, the Board may:

- (a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their compensation and determine their duties;
- (b) exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party;
- (c) appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company;

- (d) appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;
- (e) by power of attorney, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney. Such attorney may, if so authorised, execute any deed or instrument in any manner permitted by the Law;
- (f) procure that the Company pays all expenses incurred in promoting and incorporating the Company;
- (g) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Board and every such committee shall conform to such directions as the Board shall impose on them. Subject to any directions or regulations made by the Directors for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Board;
- (h) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board sees fit;
- (i) present any petition and make any application in connection with the liquidation or reorganisation of the Company;
- (j) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and
- (k) authorise any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Company.

42. Register of Directors and Officers

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

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

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

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

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

43. Officers

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

44. Appointment of Officers

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

45. Duties of Officers

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

46. Compensation of Officers

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

47. Conflicts of Interest

47.1 Any Director, or any Director's firm, partner or any company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company and such Director or such Director's firm, partner or company shall be entitled to compensation as if such Director were not a Director; provided that this Article 47.1 shall not apply to Independent Directors.

47.2 Notwithstanding anything to the contrary contained in this Article 47, a Director who is directly or indirectly interested in any matter under discussion at a meeting of the Directors or a contract or proposed contract or arrangement with the Company shall declare the nature and the essential contents of such interest at the relevant meeting of the Directors as required by the Applicable Law.

47.3 Notwithstanding anything to the contrary contained in this Article 47, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.

47.4 Notwithstanding anything to the contrary contained in this Article 47, a Director who is engaged in anything on his own account or on behalf of another person, which is within the scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek their approval by Supermajority Resolution.

48. Indemnification and Exculpation of Directors and Officers

48.1 The Directors and Officers of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and every former director, officer or trustee and their respective heirs, executors, administrators, and personal representatives (each of which

persons being referred to in this Article as an "indemnified party") shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and no indemnified party shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud, dishonesty or breach of duties provided under Article 48.4 which may attach to any of the said persons.

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

48.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding three per cent (3%) or more of the total issued shares of the Company for a year or longer may:

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

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

48.4 Without prejudice and subject to the general directors' duties that a Director owe to the Company and its shareholders under common law principals and the laws of the Cayman Islands, a Director shall perform his fiduciary duties of loyalty and due care of a good administrator in the course of conducting the Company's business, and shall indemnify the Company, to the maximum extent legally permissible, from any loss incurred or suffered by the Company arising from breach of his fiduciary duties. If a Director has made any profit for

the benefit of himself or any third party as a result of any breach of his fiduciary duties, the Company shall, if so resolved by the Members by way of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover such profit from such relevant Director. If a Director has, in the course of conducting the Company's business, violated any laws or regulations that causes the Company to become liable for any compensation or damages to any person, such Director shall become jointly and severally liable for such compensation or damages with the Company and if any reason such Director is not made jointly and severally liable with the Company, such Director shall indemnify the Company for any loss incurred or suffered by the Company caused by a breach of duties by such Director. The Officers, in the course of performing their duties to the Company, shall assume such duties and obligations to indemnify the Company in the same manner as if they are Directors.

MEETINGS OF THE BOARD OF DIRECTORS

49. Board Meetings

- 49.1** Board meetings shall be convened by the Chairman, and the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.
- 49.2** For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the Company shall hold regular meetings of the Board at least on a quarterly basis and such meetings shall be held in compliance with the Applicable Public Company Rules.
- 49.3** A resolution put to the vote at a meeting of the Board shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution shall fail.

50. Notice of Board Meetings

- 50.1** The Chairman may, and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board.
- 50.2** Before the shares are traded on the ESM or listed on the TPEX or TSE, at least 48 hours prior notice shall be given for any meeting of the Board provided that in the case of urgent circumstances, a meeting of the Board may be convened on short notice, or be held anytime after notice has been given to every Director or be convened without prior notice if all Directors agree. For so long as the shares are traded on the ESM or listed on the TPEX or TSE, to convene a meeting of the Board, a notice setting forth therein the matters to be considered and if appropriate, approved at the meeting shall be given to each Director no later than seven (7) days prior to the scheduled meeting date. However, in the case of urgent circumstances, the meeting may be convened with a shorter notice period in a manner consistent with the Applicable Public Company Rules. For the purposes of this Article, a notice may be sent via electronic means if so agreed to by the Directors.

51. Participation in Meetings by Video Conference

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

such a meeting shall constitute presence in person at such meeting.

52. Quorum at Board Meetings

The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors.

53. Board to Continue in the Event of Vacancy

The Board may act notwithstanding any vacancy in its number.

54. Chairman to Preside

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

55. Validity of Prior Acts of the Board

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

CORPORATE RECORDS

56. Minutes

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

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

57. Register of Mortgages and Charges

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

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

58. Form and Use of Seal

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

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

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

TENDER OFFER AND ACCOUNTS

59. Tender Offer

For so long as the shares are traded on the ESM or listed on the TPEX or TSE, within seven (7) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its Litigious and Non-Litigious Agent, the Board shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:

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

60. Books of Account

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

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

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

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

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

61. Financial Year End

Unless the Directors otherwise specify, the financial year of the Company:

- (a) shall end on 31st December in the year of its incorporation and each following year; and
- (b) shall begin when it was incorporated and on 1st January each following year.

AUDIT COMMITTEE

62. Number of Committee Members

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

63. Powers of Audit Committee

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

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

- (j) approval of annual and semi-annual financial reports (if applicable under the Applicable Public Company Rules); and
- (k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

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

- 63.2** Subject to the Applicable Law and to the extent permitted under the laws of the Cayman Islands, the Independent Directors of the Audit Committee shall supervise the execution of business operations of the Company, and may at any time or from time to time investigate the business and financial conditions of the Company, examine the accounting books and documents, and request the Board or officers to report on matters referred to above. Subject to the Applicable Law and to the extent permitted under the laws of the Cayman Islands, the Board may authorise any Independent Director of the Audit Committee to appoint on behalf of the Company, a practicing lawyer and independent auditors to conduct the examination.
- 63.3** The Audit Committee shall audit the various financial statements and records prepared by the Board for submission to the general meeting, and shall report their findings and opinions at such meeting.

VOLUNTARY DISSOLUTION AND WINDING-UP

64. Voluntary Dissolution and Winding-Up

- 64.1** The Company may be voluntarily wound-up in accordance with Article 12.4.
- 64.2** If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members subject to the Applicable Law. The liquidator may, with the like sanction, vest the whole or any part of such assets in the trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or assets whereon there is any liability.

CHANGES TO CONSTITUTION

65. Changes to Articles

Subject to the Law, Applicable Public Company Rules and to the conditions contained in its Memorandum, the Company may, by Special Resolution, alter or add to its Articles.

LITIGIOUS AND NON-LITIGIOUS AGENT

66. Appointment of Litigious and Non-Litigious Agent

For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the Company shall appoint a Litigious and Non-Litigious Agent pursuant to the Applicable Law to act as the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC to handle matters stipulated in the Securities and Exchange Law of the ROC and the relevant rules and regulations thereto. The Litigious and Non-Litigious Agent shall be an individual who has a residence or domicile in the ROC.

OTHERS

67. ROC Securities Laws and Regulations

For so long as the shares are traded on the ESM or listed on the TPEX or TSE, the qualifications, composition, appointment, removal, exercise of functions and other matters with respect to the Directors, Independent Directors, Compensation Committee and Audit Committee which are required to be followed by the Company shall comply with the applicable ROC securities laws and regulations.

本中譯文僅供參考之用，
正確內容應以英文版為準

(中譯文)

第二次修訂及重述章程大綱和章程
Techcential International Ltd
特昇國際股份有限公司
(經 2017 年 8 月 16 日特別決議通過生效)

開曼群島公司法（及其修正）
股份有限公司

第二次修訂及重述章程大綱
Techcential International Ltd
特昇國際股份有限公司
(經 2017 年 8 月 16 日特別決議通過生效)

1. 本公司名稱為 Techcential International Ltd 特昇國際股份有限公司。
2. 本公司註冊所在地為 Portcullis TrustNet (Cayman) Ltd.之所在地，即開曼群島 The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208，或董事會日後決議之其他開曼群島地點。
3. 本公司設立之目的未受限制，且公司有權從事公司法第 7(4)條（及其修正）所未禁止之任何營業項目。
4. 公司有權依公司法第 27(2)條（及其修正）規定從事具有完全行為能力自然人所得為之行為。
5. 縱有前述規定，公司於依銀行及信託公司法（及其修正）規定取得相關執照前不得從事銀行或信託業務，於依保險法規定（及其修正）取得相關執照前不得於開曼群島內從事保險業務或保險經理人、代理人、經紀人業務，於依公司管理法（Companies Management Law）（及其修正）取得相關執照前不得從事公司管理之業務。
6. 除為促進公司於開曼群島外經營業務外，公司不得於開曼群島與任何人士、事務所或公司進行交易；惟本條之規定不得解讀為限制公司於開曼群島簽訂契約，及於開曼群島行使所有為執行其於開曼群島外之業務所需之權力。
7. 各股東對本公司之義務限於其未繳清之股款。
8. 本公司授權資本額為新台幣 500,000,000 元，分成 50,000,000 股普通股，每股面額為新台幣 10.00 元。公司有權依公司法（及其修正）或公司章程贖回或買回股份、分割或整合股份，將原有、買回、增加或減少之資本額全數或部分發行為附（或無）優先、特別、遞延權利或附限制之股份。除非股份發行條款有明示規定者外，所發行之股份無論為普通股或特別股均與公司先前所發行股份之權利相同。
9. 若本公司登記為豁免公司者，其營運將受公司法第 174 條（及其修正）所拘束。
10. 本章程大綱未定義之名詞，其意義如同本公司章程之規定，章程中關於解釋之條款亦適用於本章程大綱。

開曼群島公司法（及其修正）
股份有限公司

修訂及重述章程
Techcential International Ltd
特昇國際股份有限公司
(經 2017 年 8 月 16 日特別決議通過生效)

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修訂及重述章程
Techcential International Ltd
特昇國際股份有限公司
(經 2017 年 8 月 16 日特別決議通過生效)

開曼公司法（如后定義）附件一表格 A 中之法令不適用於本公司。

釋義

1 定義

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

- “**適用法律**” 指公開發行公司規則、開曼公司法或其他適用於公司之規則或法令。
- “**公開發行公司規則**” 指相關主管機關隨時針對公開發行公司或任何在臺灣之證券交易所或證券市場上市或上櫃公司訂定之中華民國法律、規則和規章（包括但不限於中華民國公司法、證券交易法、金管會（定義如后）發布之法令規章、證交所（定義如后）或櫃買中心（定義如后）發布之規章制度，及其日後之修訂版本），而經相關主管機關要求應適用公司者。
- “**章程**” 指不時變更之本章程。
- “**審計委員會**” 指董事會轄下之審計委員會，由公司之全體獨立董事組成。
- “**董事會**” 指依本章程指派或選舉之董事會，並依本章程於達法定出席人數之董事會議中行使權限。
- “**資本公積**” 為本章程之目的，係指公司依開曼公司法發行股份之溢價加計受領贈與後之金額。
- “**董事長**” 指由所有董事間選出擔任董事會主席之董事。
- “**公司**” 指 Techcential International Ltd 特昇國際股份有限公司。
- “**薪資報酬委員會**” 指董事會轄下，依公開發行公司規則之規定由專業人士組成，並具有所規定之各項職能之一委員會。
- “**累積投票制**” 指本章程第 35.2 條所規定之選舉董事之投票機制。
- “**董事**” 指公司當時之董事，包括任一和全部獨立董事。
- “**電子紀錄**” 定義如《電子交易法》之定義。
- “**電子交易法**” 指開曼群島之《電子交易法》（2003 年修訂）。
- “**興櫃**” 指中華民國之興櫃股票市場。
- “**二親等以內之親屬**” 就任一人而言，指另一人因血緣或婚姻之緣故而與該人有親屬關係，且係屬二親等以內之關係，應包括該任一人之父母、

“關係”	兄弟姊妹、祖父母、子女、孫子女、及該任一人之配偶之父母、兄弟姊妹及祖父母。
“金管會”	指中華民國金融監督管理委員會。
“獨立董事”	指依公開發行公司規則或本章程選出之獨立董事。
“共同經營契約”	指公司與他人，或其他機構所訂立之契約，契約各當事人同意，將按契約條款共同經營某一事業，並共擔虧損、共享獲利者。
“開曼公司法”	指開曼群島之公司法(含其後修訂)及所有對現行法之修正、重新制定或修訂。
“營業出租契約”	指公司與他人所訂立之契約或協議，約定將公司之某些必要機具及資產出租予對方，而該他人以自身名義經營公司之全部營業；公司則自該他人受領一筆事先約定之報酬作為對價。
“訴訟及非訴訟代理人”	指公司為在相關司法管轄地收受文書，而依適用法律所指定之送達代收人並為公司依中華民國證券交易法在中華民國境內之負責人。
“委託經營契約”	公司與他人所訂立之契約或協議，依該契約或協議委託對方以公司名義，並基於公司利益，經營公司之事業，公司則向該方給付一筆事先約定之報酬做為對價；該部分事業之獲利和虧損，仍繼續由公司享有及負擔。
“公開資訊觀測站”	指證交所(如下定義)維護之公開發行公司申報系統。
“股東”	指股東名冊登記持有公司股份之股東，若為二人以上登記為共同持有股份者，指股東名簿中登記為第一位之共同持有人或全部共同持有人，依其前後文需求適用之。
“章程大綱”	指公司章程大綱。
“合併”	指： (a) 開曼公司法所定義之「併購」或「合併」；或 (b) 其他符合公開發行公司規則定義之「併購及／或合併」。
“月”	指日曆月。
“通知”	除另有指明外，指本章程所指之書面通知。
“經理人”	任何經董事會指派擔任公司職務之人。
“普通決議”	指公司股東會中(或如特別指明，持有特定種類股份之股東會議)以出席股東(親自出席或委託代理人出席)簡單多數決通過的決議。
“特別股”	其意義如本章程第6條之定義。
“私募”	指股份登錄興櫃或上市櫃期間，由公司依公開發行公司規則私募股份或公司之其他證券。
“董事及經理人名冊”	本章程第42條所指董事及經理人名冊。

“股東名冊”	指公司依開曼公司法備置之股東名冊，且公司股份登錄與櫃買賣或上市櫃者，則指公司依公開發行公司規則備置之股東名冊。
“註冊處所”	指公司當時之註冊營業處所。
“關係人”	定義如國際會計準則第 24 號之定義。
“限制型股票”	其意義如本章程第 2.5 條之定義。
“中華民國”	指臺灣，中華民國。
“印章”	指公司通用圖章或正式或複製之印章。
“秘書”	經指派執行所有公司秘書職務之人，包括任何代理或助理秘書，及任何經董事會指派執行該秘書職務之人。
“股份”	指每股面額新台幣 10.00 元之公司股份。
“特別決議”	在不違反開曼公司法情形下，指於公司股東會中，經有權參與表決之股東親自出席、或經由委託書表決、或經法人股東或非自然人股東合法授權之代表出席表決，經計算每位股東有權表決權數後，以出席股東表決權至少三分之二同意通過之決議；
“附屬公司”	就任一公司而言，指(1)被該公司直接或間接持有超過半數已發行有表決權之股份總數或全部資本總額之公司；或(2)該公司對其人事、財務或業務經營有直接或間接控制權之公司。
“重度決議”	由代表公司已發行股份總數三分之二以上之股東出席者，指由該等出席股東表決權過半數同意通過之決議；或如出席股東會之股東所代表之股份總數，少於公司已發行股份總數之三分之二，但超過公司已發行股份總數之半數時，則指由該等出席股東表決權三分之二以上之同意通過之決議。
“庫藏股”	指本公司依開曼公司法及本章程持有庫藏之股份。
“集保結算所”	指臺灣集中保管結算所股份有限公司。
“櫃買中心”	指財團法人中華民國證券櫃檯買賣中心。
“證交所”	臺灣證券交易所股份有限公司。
“年”	日曆年。

1.2 本章程中，於內容不牴觸之情況下：

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

- (e) “書面”和“以書面形式”包括所有以可視形式呈現的重述或複製之文字模式，包括電子紀錄；
- (f) 所提及任何法律或規章之規定應包括該規定之增補或重新制定；
- (g) 除另有規定，於開曼公司法定義之文字或意義於本章程應有相同解釋；且
- (h) 除本章程明定者外，電子交易法第八條所規定的各項義務及要求均不適用。

1.3 本章程中，除非有相反之意思，「書面」包含傳真、列印、印刷、相片、電子郵件及其他以可見方式顯示文字之態樣。

1.4 本章程之標題僅為方便之用，不應用以或據以解釋本章程。

股份

2 發行股份之權力

- 2.1 除適用法律、本章程或股東會另有決議外，於未損及任何現有股份或股別持有人之特別權利下，董事會有權依其決定之條件發行任何公司尚未發行之股份，且得依股東決議發行任何就股息、表決權、資本返還或其他事項具有優先權、遞延權或其他特殊權利或限制之股份或股別（包括就股份所發行得棄權或其他種類之選擇權、認股權憑證和其他權利），惟除依開曼公司法規定及公開發行公司規則外，不得折價發行股票。
- 2.2 除本章程另有規定外，公司發行新股應經董事會三分之二以上董事出席及出席董事超過二分之一之同意，並限於公司之授權資本內為之。
- 2.3 股份登錄與櫃買賣或上市櫃期間，本公司在中華民國境內辦理現金增資發行新股時，除適用法律另有規定或經金管會或櫃買中心或證交所（依其情形適用之）認為公司無須或不適宜辦理外，公司應提撥發行新股總額百分之十，在中華民國境內對外公開發行（下稱「公開銷售部分」）；然若股東會以普通決議另為較高比率之決議者，從其決議，並提撥相當於該等較高比率之股份作為公開銷售部分。公司得保留發行新股總額百分之十至百分之十五供本公司及附屬公司之員工認購（下稱「員工認股部分」）。公司對該等員工認購之新股，得限制在一定期間內不得轉讓，但其期間最長不得超過二年。
- 2.4 除經股東會另以普通決議為不同決議外，公司依本章程第 2.3 條辦理現金增資發行新股時，於依本章程第 2.3 條提撥公開銷售部分（為免疑義，包含公司依第 2.3 條增資發行新股，股東會決議提撥高於發行新股總額百分之十之股份在中華民國境內對外公開發行，其超過發行新股總額百分之十的部分）及員工認股部分後，應公告及書面通知原有股東，其有權按照原有股份比例優先認購剩餘新股。公司應在前開公告中聲明行使此優先認股權之方式，及若任何股東逾期不認購者，視為喪失其權利。原有股東持有股份按比例不足分認一新股者，得依董事會決定之條件及公開發行公司規則，合併其認股權而以單一股東名義共同認購一股或多股；原有股東於前述時間內未認足者，公司得就未認購部分依符合公開發行公司規則之方式辦理公開銷售或洽特定人認購。
- 2.5 於不違反或抵觸適用法律之前提下，公司得經股東會重度決議發行限制員工權利之新股（下稱「限制型股票」）予本公司及附屬公司之員工，不適用本章程第 2.3 條之規定。股份登錄與櫃買賣或上市櫃期間，限制型股票之發行條件，包括但不限於發行數量、發行價格及其他相關事項，應符合公開發行公司規則。

- 2.6 本章程第 2.4 條規定之股東優先認股權於公司因以下原因或基於以下目的發行新股時，不適用之：
- (a) 公司合併、分割，或為公司重整；
 - (b) 公司為履行認股權憑證及／或選擇權下之義務，包括本章程第 2.8 條及第 2.11 條所規定者；
 - (c) 公司依本章程第 2.5 條規定發行限制型股票；
 - (d) 公司為履行可轉換公司債或附認股權公司債下之義務；
 - (e) 公司為履行附認股權特別股下之義務；或
 - (f) 公司進行私募有價證券時。
- 2.7 公司不得發行任何未繳納股款或繳納部分股款之股份。
- 2.8 縱有本章程第 2.5 條之規定，公司得經董事會三分之二以上董事出席及出席董事超過二分之一之同意，通過一個以上之員工獎勵措施，並得發行股份或選擇權、認股權憑證或其他類似之證券予公司及其附屬公司之員工；為免疑義，上開事項無需另經股東會決議通過。
- 2.9 依前述本章程第 2.8 條發行之選擇權、認股權憑證或其他類似之證券不得轉讓，但因繼承者不在此限。
- 2.10 公司及其附屬公司之董事非本章程第 2.5 條所定發行限制型股票及第 2.8 條所定獎勵措施之對象，但倘董事亦為公司或其附屬公司之員工，該董事得基於員工身分（而非董事身分）認購限制型股票或參與獎勵措施。
- 2.11 公司得與其員工及／或其附屬公司之員工就前述本章程第 2.8 條所定之獎勵措施簽訂契約，約定於一定期間內，員工得認購特定數量之公司股份。此等契約之條款對相關員工之限制不得少於其所適用之獎勵措施所載條件。

3 贖回及買回股份

- 3.1 在不違反開曼公司法規定及公開發行公司規則之情形下，公司得發行將由或應由公司或股東行使贖回權或贖回選擇權的股份。
- 3.2 於依開曼公司法規定授權之範圍內，且不違反公開發行公司規則之前提下，授權公司得自資本或其他帳戶或其他資金中支付贖回股份之股款。
- 3.3 得贖回股份之贖回價格或其計算方式，應於股份發行前由董事會訂之。
- 3.4 有關得贖回股份之股票應載明該等股份係可贖回。
- 3.5 在不違反適用法律規定及本章程之情況下，本公司得依董事會三分之二以上董事出席及出席董事過半數同意所定之條件及方式，買回其自身股份（包括可贖回之股份），並依據適用法律規定作為庫藏股由本公司持有。如本公司擬購買其股份並立即銷除所購買之本公司股份者，該買回需經股東會普通決議通過，且除開曼公司法或公開發行

公司規則另有規定外，銷除所買回股份，應依股東於註銷股份當日所持股份比例減少之（四捨五入至董事決定之整數位）。

經股東會以普通決議通過之買回並註銷公司股份，得以適用法律所允許之方式，包含以現金或其他財產，支付買回股款；惟以其他財產支付買回股款時，該財產之價值應：(a)於董事會提交股東會決議前，送交中華民國會計師查核簽證，作為普通決議授權買回並註銷公司股份之依據，及(b)經收受以其他財產支付買回股款之各股東同意。縱有本章程第 3.5 條之規定，公司為變更票面額而買回公司股份時，為完成票面額之變更，無需取得各該相關股東之同意。

- 3.6 本公司如依前條規定買回登錄興櫃買賣或上市櫃之股份者，應依公開發行公司規則之規定，將董事會決議及執行情形，於最近一次之股東會報告；其因故未買回登錄興櫃買賣或上市櫃之股份者，亦同。
- 3.7 股份登錄興櫃買賣或上市櫃期間，公司有權依下列買回方式以買回任何登錄興櫃買賣或上市櫃之股份：
- (a) 買回股份之總金額，不得逾保留盈餘減除公司董事會或股東會已決議分派之盈餘及下列已實現之資本公積之金額：
 - (i) 尚未轉列為保留盈餘之處分資產之溢價收入；
 - (ii) 發行股份之溢價及本公司受領贈與所得之總金額。但受領之物為本公司股份者，於未再出售前不予計入；
 - (b) 買回股份之總數量，不得超過公司已發行股份總數百分之十；及
 - (c) 買回之時點、價格及其他條件應由董事會自行決定，惟：
 - (i) 相關買回交易應依中華民國證券法令之規定及公開發行公司規則辦理；且
 - (ii) 相關買回交易應符合開曼公司法。
- 3.8 在不違反本章程第 3.5 條及公開發行公司規則之情形下，本公司得依董事會決定及開曼公司法允許之任何方式，支付贖回或買回股款。
- 3.9 股份贖回款項之給付遲延不影響股份之贖回，惟如遲延超過三十日，應按董事會經適當查詢後所預估可代表開曼群島持有 A 級執照（定義如開曼群島銀行及信託公司法（修訂版）所示）之銀行同類貨幣三十日之定存利率，支付自到期日至實際支付款項期間之利息。
- 3.10 限於無法以其他方式贖回（或非另為此發行新股，無法贖回）之情形及範圍下，董事會始可於其認為適當時，行使開曼公司法第 37 條第(5)項（從資本中撥款支付）賦予公司之權限。
- 3.11 限於前述範圍內，有關股份贖回應實行或可實行之方式，而可能產生之一切問題，董事會得自為適當決定。
- 3.12 除股款已全數繳清，不得贖回該股份。

- 3.13 董事會得依適用法律之規定，指定任何本公司購買、贖回或經放棄予本公司之股份作為庫藏股。
- 3.14 對於庫藏股，不得配發或支付股利予公司，亦不得就公司之資產為任何其他分配（無論係以現金或其他方式）予公司（包括公司清算時對於股東的任何資產分配）。
- 3.15 公司應以庫藏股持有人之身份載入股東名冊，惟：
- (a) 不得因任何目的將公司視同股東，且公司不得就庫藏股行使任何權利，意圖行使該權利者，應屬無效；
 - (b) 於公司任一會議中，庫藏股均不得直接或間接參與表決，且無論係為本章程或開曼公司法之目的，如欲決定任何特定時點之已發行股份總數時，庫藏股亦不應計入。
- 3.16 公司買回登錄興櫃買賣或上市櫃之股份後，以低於實際買回股份之平均價格轉讓庫藏股予公司或附屬公司員工之任何議案，應經最近一次股東會特別決議通過，且公開發行公司規則要求之事項應於股東會開會通知中載明，而不得以臨時動議提出。歷次股東會通過且轉讓予公司及附屬公司員工之庫藏股總數，累計應不得超過已發行股份總數的 5%，且每一名員工認購總數累計不得超過已發行股份總數的 0.5%。公司買回自己之股份轉讓予員工者，得限制在一定期間內不得轉讓，但其期間最長不得超過二年。
- 3.17 除本章程第 3.16 條及公開發行公司規則規定者外，公司得由董事會依據適用法律之規定所決定之條款及條件處分庫藏股。

4 股份所附權利

除本章程第 2.1 條、章程大綱及本章程另有規定、公司依契約另負其他義務或受其他限制、及股東另為不同決議者外，且在不損及任何股份及股別之股份持有人之特別權利之範圍內，公司之股份應只有單一種類，其股東依本章程規定：

- (a) 每股有一表決權；
- (b) 享有董事會所提議並經股東會決議之股息；
- (c) 於公司清算或解散時（無論該清算或解散係自願或非自願、或係為重整或其他目的、或於分配資本時），有權受領公司剩餘資產之分派；及
- (d) 得享有一般附加於股份上之全部權利。

5 股票

- 5.1 公司得發行實體股票或以無實體發行之。公司如發行實體股票，各股東有權獲得蓋有印章之股份憑證（或其複本），該印章由董事會依其權限所鈐印，憑證上並載明股東之持股股數及股別（如有）。董事會得決議於一般或特定情況下，憑證之任一或所有簽名得以印刷或機器方式為之。股份登錄興櫃買賣或上市櫃期間，除依公開發行公司規則應發行實體股票者外，公司股份應以無實體發行。
- 5.2 如股票塗污、磨損、遺失或損壞，經提出董事會滿意之證據，董事會得換發新股票。如董事會認為適當，並得請求遺失股票之賠償。

- 5.3 不得發行無記名股份。
- 5.4 公司依本章程第 5.1 條發行實體股票時，公司應於該等實體股票依開曼公司法、章程大綱、本章程及公開發行公司規則規定得發行之日起三十日內，交付實體股票予認股人，並應於交付該等實體股票前，依公開發行公司規則辦理公告。
- 5.5 公司應發行無實體股票時，應依開曼公司法及公開發行公司規則規定，於發行時使認購人姓名及其他事項載明於股東名冊。

6 特別股

- 6.1 公司得以特別決議，發行一種或一種以上類別具有優先或其他特別權利之股份（下稱「特別股」），並修改章程大綱及本章程以明訂特別股之發行及其權利及義務。
- 6.2 股份登錄興櫃買賣或上市櫃期間，特別股之權利及義務應包含（但不限於）下列項目，且應符合公開發行公司規則之規定：
- (a) 特別股之股息及紅利分配之順序、固定額度或固定比率；
 - (b) 公司剩餘財產分配之順序、固定額度或固定比率；
 - (c) 特別股股東表決權之順序或限制（包括宣佈無表決權）；
 - (d) 公司經授權或被迫贖回特別股之方式或不適用贖回權之聲明；及
 - (e) 有關特別股之附隨權利及義務等其他事項。

股份登記

7 股東名冊

- (a) 股份登錄興櫃買賣或上市櫃期間，董事會應備置一份股東名冊，備置地點得為開曼群島境外經董事會認為適當之處所，並應依開曼公司法及公開發行公司規則維護之。
- (b) 若公司有未登錄興櫃買賣或上市櫃之股份者，公司應依開曼公司法第 40 條備置此等股票之名冊。

8 登記持有人為絕對所有人

除法令另有規定外：

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

9 記名股份轉讓

- 9.1 登錄興櫃買賣或上市櫃之股份，其所有權之證明及移轉得依符合公開發行公司規則之方式（包括透過集保結算所帳簿劃撥系統）為之。
- 9.2 以實體發行之股票，其轉讓得依一般書面格式、或董事會通過之其他書面格式為之。該等書面應由讓與人或以讓與人之名義簽署，惟如董事會要求時，該等書面得僅由受

讓人簽署。於不違反前述規定之前提下，董事會得應讓與人或受讓人之要求，一般性地或針對個案，決議接受機械方式簽署之轉讓書面。縱有前述規定，公司為變更票面額而買回股份時，無需以股份轉讓之書面為之。

- 9.3 就實體股票之轉讓，除提供相關股份之股票及董事會合理要求得證明讓與人係有權轉讓之其他證據外，董事會得拒絕承認任何轉讓文件。
- 9.4 股份共同持有人得轉讓該股份予其他一名或多名共同持有人，且先前與死亡股東共同持有股份之存續股份持有人，得轉讓該等股份予該死亡股東之執行人或管理人。
- 9.5 若登記該轉讓將致下列情事者，董事會得毋須檢具任何理由自行決定拒絕實體股份轉讓之登記：(i)違反適用法律；或(ii)違反章程大綱或本章程。如董事會拒絕登記股份移轉，於該轉讓登記向公司提出之日起三個月內，秘書應將拒絕通知寄送與讓與人及受讓人。

10 記名股份移轉

- 10.1 如股東死亡，其共同持有股份之他尚存共同持有人，或如為單獨持有股份者，其法定代理人，為公司唯一承認有權享有該死亡股東之股東權益之人。死亡股東之財產就其所共同持有之股份所生之義務，不因本章程之規定而免除。依開曼公司法第 39 條規定，本條所稱法定代理人係指該死亡股東之執行人或管理人、或依董事會裁量決定之其他經適當授權處理該股份事宜之人。
- 10.2 因股東死亡、破產而對股份享有權利之人，於董事會認為證據充足時得登記為股東，或選擇指定他人登記為股份受讓人。
- 10.3 經檢附董事會要求證明讓與人為所有權人之文件與董事會時，應登記受讓人為股東。縱有上述規定，如董事會於該喪失權利之股東尚未死亡或破產時，有權拒絕或暫停股東登記或依本章程第 9.3 條拒絕登記，董事會於任何情況下應享有與該情形相同之拒絕或暫停登記之權利。
- 10.4 如有二位或以上之人登記為股份共同持有人，而共同持有人中有人死亡時，尚存之共同持有人就該股份有絕對之所有權，且除該共同持有人為最後尚存之共同持有人外，公司不承認任何對該共同持有人遺產之權利主張。

普通決議、特別決議及重度決議

11 變更資本

- 11.1 公司得隨時以普通決議變更章程大綱中之以下事項：
 - (a) 以發行新股增加依普通決議所定之股本，及此等股本所得分成之股份種類及金額得享有的權利；
 - (b) 將全部或部分股份合併且分割為較現有股份面額大之股份；
 - (c) 將全部或一部已繳納股款之股份轉換為任何面額之已繳納股款之股份；
 - (d) 將現有股份之全部或一部再分割為較小金額股份，惟，每一再分割股份之已繳股款與未繳股款(如有)應按原股份再分割之比例等比例減少之，且公司得以普通決

議，使該等再分割之股份，享有優先、遞延或其他權利，或受其他公司就未發行股份或新股得賦加之限制；及

- (e) 銷除任何於決議通過之日尚未為任何人取得或同意取得之股份，並註銷與所銷除股份等值之資本。

11.2 為達成公司依前條規定合併或分割股份之目的，董事會得為任何其認為適當之相應措施；於無礙前述目的之情形下，包括但不限於發行表彰畸零部分之股份，或出售該等畸零部分之股份，並將所得股款（扣除出售費用後）按比例發放予有權受領之股東。為此，董事會得授權他人轉讓該等表彰畸零部分之股份予各該買受人，或決議將上述扣除相關費用之股款淨額，為公司之利益支付予公司。如相關出售程序中有任何異常或無效情事，各該買受人就股款之用途不負監督義務，其股份所有人之權益亦不受影響。

12 特別決議及重度決議

12.1 在不違反開曼公司法及本章程之情況下，公司得隨時經特別決議：

- (a) 變更其名稱；
- (b) 修改或增加章程；
- (c) 修改或增加章程大綱有關公司目的、權力或其他特別載明之事項；
- (d) 減少資本及資本贖回準備金；或
- (e) 進行開曼公司法之合併。

12.2 在不違反開曼公司法規定之情形下，公司得以特別決議在中華民國境內依公開發行公司規則進行有價證券之私募；如係於中華民國境內私募普通公司債（即未附有認股權、選擇權、轉換權或得使持有人獲得公司股份之其他相似權利的公司債），公司得依公開發行公司規則逕以董事會決議並於董事會決議之日起一年內分次辦理。

12.3 於不違反開曼公司法和本章程第 12.4 條之情形下，公司之下列行為應取得股東重度決議之許可：

- (a) 將得分派之股息及/或紅利及/或其他第 17 條所定款項撥充資本；
- (b) 合併（除符合開曼公司法所定義之「併購及/或合併」須特別決議）或分割；
- (c) 締結、變更或終止營業出租契約、委託經營契約或共同經營契約；
- (d) 讓與其全部或主要部分之營業或財產；或
- (e) 取得或受讓他人的全部營業或財產而對公司營運有重大影響者。

12.4 在不違反開曼公司法及公開發行公司規則之情形下，公司得以下列決議方式自願解散：

- (a) 如公司係因無法清償到期債務而決議自願解散者，經普通決議；或

(b) 如公司係因前述第 12.4 條(a)款以外之事由而決議自願解散者，經特別決議。

12.5 在不違反適用法律規定之情形下，公司得以重度決議，將其資本公積之一部或全部，按股東所持股份比例，以發行新股（作為紅利股份）或現金之形式，分配予股東。

13 股份權利之變更

無論公司是否已清算，如公司資本分為不同種類之股份，除該類股份發行條件另有規範外，該類股份之權利得經該類股份持有人之股東會以特別決議變更之。縱如前述規定，如章程之任何修改或變更將損及任一種類股份的優先權，則相關之修改或變更應經特別決議通過，並應經該類受損股份股東另行召開之股東會特別決議通過。除該類股份發行條件另有明確規範外，各股份持有人就各該股份之優先權或其他權利不受其他同等順位股票之創設或發行而影響。就各類股份持有人之股東會，應準用本章程有關股東會之規定。

股息及撥充資本

14 股息

14.1 董事會經股東會以普通決議通過後，或於章程第 12.3(a)條所述情況下，依重度決議通過後，於不違反章程及股東會之指示下，依各股東持股比例發放股息予股東，且股息得以現金或股份發放。

14.2 於不違反適用法律情形下，除以公司已實現或未實現利潤、股份發行溢價帳戶或開曼公司法允許之公積、準備金或其他款項支付股息或為其他分派外，公司不得發放股息或為其他分派。除股份所附權利另有規定者外，所有股息及其他分派應依股東持有股份比例計算之。如股份發行條件係從一特定日期開始計算股利，則該股份之股利應依此計算。

14.3 除開曼公司法、本章程或股份所附權利另有規定者外，本公司盈餘分派依董事會通過之盈餘分派提案，經股東常會以普通決議通過分派之。

14.4 本公司年度如有獲利（定義如后），應提撥不低於百分之三（3%）之獲利為員工酬勞，及不高於百分之五（5%）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。本第 14.4 條所稱之員工酬勞應以股票或現金為之，對象包括符合一定條件之從屬公司員工，其資格由本公司董事會決定。本第 14.4 條之「獲利」係指公司估列員工酬勞及董事酬勞前之稅前淨利。

14.5 本公司係特定市場客製化產品之業者，處於成長階段，由董事會視本公司各該會計年度之盈餘、整體發展、財務規劃、資本需求、產業展望及本公司未來前景等，並由董事會擬具股東股利分派議案，提請股東會決議分派之。股份登錄興櫃買賣或上市櫃期間，董事會於盈餘分派提案時，應於每會計年度盈餘中先提列：(i) 支付相關會計年度稅款之準備金；(ii) 彌補過去虧損之數額；及(iii) 中華民國證券主管機關依公開發行公司規則要求之特別盈餘公積。如尚有盈餘，董事會得決議是否合併經迴轉之特別盈餘公積併同以往年度累積之未分配盈餘之全部或一部，作為股東股利，依股東持股比例進行分派，依開曼公司法及公開發行公司規則，在考量財務、業務及經營因素後，股利發放不低於當年度稅後盈餘之百分之十（10%）。惟年度決算虧損或累積可供分配盈

餘低於實收資本百分之二十(20%)時，得不予分配。股東股利得以現金、股票或兩者互相配合方式分派，惟其中現金股利不得低於百分之十(10%)。

14.6 董事會應擇定基準日決定有權獲配股息或其他分派之股東。

14.7 為決定有權獲配股息或其他分配之股東，董事會得決定股東名冊之變更於相關基準日前五日、或其他符合公開發行公司規則及開曼公司法規定之期間內，不得為之。

14.8 公司就未分派之股息概不支付利息。

15 資本公積及盈餘之提撥

15.1 董事會得於分派股息前，自公司盈餘或利潤中提撥部分其所認適當之準備金以支應或有支出、或填補執行股利分配計畫不足之數額或為其他妥適使用之目的。該等款項於運用前，得由董事會全權決定用於公司業務或依董事會隨時認為之適當投資，且無須與公司其他資產分離。董事會亦得不提撥準備金而保留不予分配之利潤。

15.2 於不違反股東會指示下，董事會得代表公司就資本公積行使開曼公司法賦予公司之權力及選擇權。

16 付款方式

16.1 任何股息、利息或股份相關之現金支付得以匯款轉帳至股東指定帳戶、或以支票或匯票郵寄至股東名冊所載股東地址、或該股東以書面指定之第三人及其地址之方式支付之。

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

16.3 於股份登錄興櫃買賣或上市櫃期間內，任何股利之支付應遵守公開發行公司規則及開曼公司法。

17 撥充資本

在不違反適用法律或章程第 12.3(a)條之情形下，董事會得以資本公積、其他準備金帳戶或損益帳戶之餘額或其他可供分配之款項，繳足未發行股份之股款，以按股東持股比例發放股票紅利予股東，以撥充資本。

股東會

18 股東常會

18.1 公司應於每一會計年度終了後六個月內由董事會召集股東常會。

18.2 在不違反本章程第 18.1 條之情形下，本公司股東常會應於董事會決定之時間及地點召開。股份登錄興櫃買賣或上市櫃期間，除開曼公司法另有規定外，股東會應於中華民國境內召開。如董事會決議在中華民國境外召開股東會，公司應於董事會決議後二日內申報櫃買中心或證交所（依其情形適用之）核准。於中華民國境外召開股東會時，公司應委任一中華民國境內之專業股務代理機構，受理該等股東會行政事務（包括但不限於受理股東委託行使表決權事宜）。

19 股東臨時會

- 19.1 股東常會外所召集之股東會，為股東臨時會。
- 19.2 董事會隨時依其判斷而認有必要時，得召集股東會。
- 19.3 股份登錄興櫃買賣或上市櫃期間，經股東請求（如本章程第 19.4 條所定義）時，董事會應立即召集股東臨時會。
- 19.4 本章程第 19.3 條所稱之股東請求，係指股東一人或數人提出之請求，且於提出請求時，其已繼續一年以上合計持有已發行股份總數百分之三以上股份者。
- 19.5 股東請求須以書面記明提議於股東臨時會討論之事項及理由。
- 19.6 如董事會於股東提出請求日起十五日內未為股東臨時會召集之通知，提出請求之股東得以與董事會召開股東會之相同方式（盡量相似）自行召集股東臨時會。如召開股東臨時會之地點位於中華民國境外，提出請求之股東應事先申報櫃買中心或證交所（依其情形適用之）核准。

20 通知

- 20.1 股份登錄興櫃買賣或上市櫃前，股東會之召開，應至少於五日前通知各有權出席及表決之股東，並載明會議召開之日期、地點及時間及召集事由。
- 20.2 股份登錄興櫃買賣或上市櫃期間，股東常會之召開，應至少於三十日前，股東臨時會之召開，應至少於十五日前，通知各有權出席及表決之股東，並載明會議召開之日期、地點及時間及召集事由。開會通知於取得相對人之事前書面同意後，得以電子傳輸方式為之。
- 20.3 股份登錄興櫃買賣或上市櫃前，公司意外漏發股東會通知予有權收受通知之人、或有權收受通知之人漏未收到股東會通知，股東會之程序不因之而無效。股份登錄興櫃買賣或上市櫃期間，如公司意外漏發股東會通知予有權收受通知之人、或有權收受通知之人漏未收到股東會通知，應依照本章程第 23.4 條辦理。
- 20.4 股份登錄興櫃買賣或上市櫃期間，董事會應依公開發行公司規則擇定基準日以決定得收受股東會通知及得表決之股東，並相應地停止股東名冊記載之變更。
- 20.5 股份登錄興櫃買賣或上市櫃期間，公司應依本章程第 20.2 條的規定，一併公告股東會開會通知書、委託書用紙、有關承認案與討論案（包含但不限於選任或解任董事之議案）等各項議案之案由及說明資料，並依公開發行公司規則傳輸至公開資訊觀測站；其採行書面行使表決權者，應將上述資料及書面行使表決權用紙，併同寄送給股東。董事會應依公開發行公司規則，於股東常會召開二十一日前，或於股東臨時會召開十五日前，備妥股東會議事手冊和補充資料供所有股東索閱，並傳輸至公開資訊觀測站。
- 20.6 股份登錄興櫃買賣或上市櫃期間，下列事項，應載明於股東會召集通知並說明其主要內容，且不得以臨時動議提出：
- (a) 選舉或解任董事；
 - (b) 修改章程大綱或本章程；

- (c) (i)解散、合併、股份轉換或分割，(ii)締結、變更或終止營業出租契約、委託經營契約或共同經營契約，(iii)讓與公司全部或主要部分營業或財產，及(iv)取得或受讓他人全部營業或財產而對公司營運有重大影響者；
- (d) 許可董事為自己或他人為屬於公司營業範圍內之行為（包括但不限於解除董事及經理人競業禁止）；
- (e) 以發行新股或以資本公積或本章程第 17 條所規定之其他金額撥充資本之方式分派全部或部分盈餘；
- (f) 將法定盈餘公積及發行股票溢價或受領贈與之所得以發行新股或現金方式分配予原股東；及
- (g) 公司私募發行具股權性質之有價證券。

20.7 股份登錄興櫃買賣或上市櫃期間，董事會應將公司章程大綱及章程、股東會議事錄、財務報表、股東名冊以及公司發行的公司債存根簿備置於註冊處所（如有適用）及公司於中華民國境內之股務代理機構。股東得隨時檢具利害關係證明文件，指定查閱範圍，請求檢查、查閱或抄錄。

20.8 股份登錄興櫃買賣或上市櫃期間，公司應依公開發行公司規則之規定，將董事會準備之所有表冊，及審計委員會擬提交股東常會所準備之報告書，於股東常會十日前備置於註冊處所（如有適用）及公司位於中華民國境內之股務代理機構。股東可隨時檢查和查閱前述文件，並可偕同其律師或會計師進行檢查和查閱。

21 寄發通知

21.1 任何通知或文件，不論是否由公司依本章程所寄送予股東者，應以書面由專人親自送達或或信件或快遞服務之方式寄送至股東名冊所載該股東之地址或該股東為此目的指示之其他地址。為本條之目的，其通知經股東書面同意者，得以電子方式為之。

21.2 任何通知或其他文件根據本章程第 20 條及第 21 條發送時，即生效力。在符合所有適用法律、規則及規定之前提下，得以中文或英文作成，發送予股東。股東依本章程之規定送達任何文件予公司時，應準用本條之規定。

22 股東會延期

董事會得於依本章程規定召集之股東會會議開始前，發出延期通知。該通知應載明延期會議召開之日期、時間及地點，並應依本章程規定送達各股東。如股東會決議延期在五日內之特定日期舉行股東會，則不適用本章程第 20.1 條、第 20.2 條、第 20.3 條、第 20.4 條、第 20.5 條及第 21 條之規定，且毋須延期通知。

23 股東會之法定出席數及議事程序

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

23.2 股份登錄興櫃買賣或上市櫃期間，董事會應依符合公開發行公司規則所定之方式，將其所備妥之營業報告書、財務報表、及盈餘分派或虧損撥補之議案，提交於股東常會

供股東承認。經股東於股東會承認後，董事會應將經承認之財務報表及公司盈餘分派或虧損撥補議案之決議副本寄送或公告各股東，或依公開發行公司規則以其他方式提供之。

- 23.3 除本章程另有規定者外，會議決議之表決應以投票方式決定之。
- 23.4 股份登錄興櫃買賣或上市櫃期間，於開曼公司法允許之前提下，本章程之內容不妨礙任何股東於決議作成後三十日內，以股東會之召集程序或決議方法有違反法令或本章程，向有管轄權之法院提起訴訟，尋求有關之適當救濟。因前述事項所生之爭議，得以臺灣臺北地方法院為訴訟管轄法院。
- 23.5 除開曼公司法、章程大綱或本章程另有明文規定者外，任何於股東會上提交股東決議、同意、確認或承認者，均應以普通決議為之。
- 23.6 股份登錄興櫃買賣或上市櫃期間，於相關之股東名冊停止過戶期間前，持有已發行股份總數百分之十以上股份之股東，得以書面向公司提出一項股東常會議案。公司應依適用法律所許可之方式與時間辦理公告，敘明受理股東提案之處所及不少於十日之受理期間。如該提案股東提案超過一項，均不列入議案。董事會得不將下列提案列入議案：(a)提案股東持股未達已發行股份總數百分之十者；(b)該提案事項非股東會所得決議者；(c)該提案股東提案超過一項者或(d)該提案於公告受理期間截止日後提出者。
- 23.7 股東會之議事規則及程序應由董事會訂定，並經股東會普通決議通過，且該議事規則及程序應依開曼公司法，本章程及公開發行公司規則予以訂定。

24 會議主席

- 24.1 股東會由董事會召集者，董事長如出席，應擔任股東會主席。如其未出席，應由出席股東會之董事互選出會議主席。
- 24.2 股份登錄興櫃買賣或上市櫃期間，股東會主席應依公開發行公司規則指派或選舉會議主席。

25 股東表決

- 25.1 在不影響其股份所附有之任何權利或限制下，每一親自出席或委託代理人出席之自然人股東，或經由其合法授權之代表親自出席或委託代理人出席之公司或非自然人股東，就其所持有的每一股份均有一表決權。股東係為他人持有股份時，股東得主張分別行使表決權，其分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他事項，應依公開發行公司規則之規定辦理。
- 25.2 除於相關股東會或特定類別股份股東會基準日已登記為該股份之股東，且已繳納相關股款者外，任何人均無權在股東會上行使表決權。
- 25.3 股東得親自或透過代理人行使表決權。股東得以公司準備之委託書，載明委託範圍委託代理人出席股東會行使表決權；惟一股東以出具一委託書，並以委託一個代理人出席股東會並行使表決權為限。
- 25.4 除開曼公司法另有規定外，股份已登錄興櫃買賣或上市櫃期間，公司應提供股東得以書面投票或電子方式行使表決權，該等行使表決權之方式應載明於寄發予股東之股東

會通知。股東擬以書面投票或電子方式行使其表決權者，至遲應於股東會開會二日前將其投票指示送達於公司，投票指示有重複時，以最先送達者為準，但聲明撤銷先前投票指示者，不在此限。股東依前開規定以書面投票或電子方式行使其於股東會之表決權時，視為委託會議主席為其代理人，於股東會上依其書面或電子文件指示之方式行使表決權。會議主席基於代理人之地位，就書面或電子文件中未提及或未載明之事項、及／或該股東會上所提出對原議案之修正，皆無權行使該股東之表決權。為釐清疑義，該股東以該等方式行使表決權，即應視為其就該次股東會中所提之臨時動議及／或原議案之修正，業已放棄表決權之行使。

- 25.5 倘股東擬以書面或電子方式行使表決權並已依本章程第 25.4 條之規定向公司送達其投票指示後，欲親自出席股東會者，至遲應於股東會開會前二日，以與先前依本章程第 25.4 條送達之投票指示之相同送達方式（如快遞、掛號郵件或電子方式，依實際情形而定），另向公司送達其欲撤銷先前投票指示之個別通知。倘股東逾期撤銷其投票決定者，以書面或電子方式行使之表決權為準。
- 25.6 股東為以書面或電子方式行使表決權，而已依本章程第 25.4 條之規定向公司送達其投票指示者，有權依本章程規定另行指定他人代理其出席該次股東會。於此情形，該代理人就表決權之行使應視為撤銷該股東先前送達公司之投票指示，公司應僅計算該受明示指定之代理人所行使之表決權。

26 代理

- 26.1 委託書應以董事會同意之格式為之，並載明僅為特定股東會使用。委託書之格式應至少包含下列資訊：(a)填表須知，(b)股東委託行使事項，及(c)相關股東、代理人及委託書徵求人（若有）之個人基本資料。委託書表格應連同該次會議之相關通知，一併提供予股東，且該等通知及委託書文件亦應於同日發送予所有股東。
- 26.2 委託書應為書面，並經委託人或其以書面合法授權之代理人簽署。如委託人為公司或非自然人股東時，由其合法授權之職員或代理人簽署。受託代理人毋庸為公司之股東。
- 26.3 股份登錄與櫃買賣或上市櫃期間，於不違反公開發行公司規則之情況下，除根據中華民國信託事業或經公開發行公司規則核准之股務代理機構外，一人同時受兩人以上股東委託時，除依本章程第 25.4 條之規定而視為股東代理人之會議主席外，其代理的表決權數不得超過公司停止過戶期間前，已發行有表決權股份總數之百分之三；超過該百分之三之表決權，不予計算。
- 26.4 倘股東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，以受託代理人出席行使之表決權為準。委託書送達公司後，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，以書面向公司為撤銷委託之通知；逾期撤銷者，以受託代理人出席行使之表決權為準。
- 26.5 除依本章程第 25.4 條規定而視會議主席為股東代理人之情形者外，委託書應至少於委託書所載代理人所擬行使表決權之股東會或其延會五日前，送達公司之註冊處所、公司在中華民國之股務代理機構辦公室、或於股東會召集通知上或公司寄出之委託書上所指定之處所。公司收到同一股東之數份委託書時，除股東於後送達之委託書中明確以書面聲明撤銷先前之委託者外，應以最先送達之委託書為準。

27 委託書徵求

股份登錄興櫃買賣或上市櫃期間，委託書之使用與徵求應遵守公開發行公司規則，包括但不限於「公開發行公司出席股東會使用委託書規則」。

28 異議股東股份收買請求權

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

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

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

29 無表決權股份

29.1 下列股份於其有下列情形（依其適用情形）之期間內，於任何股東會上均無表決權，亦不算入已發行股份之總數：

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

29.2 股東對於股東會討論之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，且其持有之股份數不算入已出席股東之表決權數。惟其持有之股份數仍得算入計算法定出席人數時之股份數。上述股東亦不得代理他股東行使表決權。

29.3 股份登錄興櫃買賣或上市櫃期間，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，其超過部分無表決權，亦不算入已出席股東之表決權數，但應算入股東會法定出席股份數之計算。

30 共同股份持有人之表決

股份為數人共有者，其共有人應依據公開發行公司規則推定一人行使股東之權利。若共有人間無法達成協議，順位較前者所行使之表決權（不論親自出席或委託代理人出席）應被接受並排除其他共同持有人之表決。前所稱之順位，係指股東名冊中名字記載之次序。

31 法人股東之代表

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

32 股東會延會

於股東會達法定出席股份數並經出席股東多數同意，股東會主席應得依其指示宣佈散會。除散會時已宣布延會之召開日期、地點及時間且延會超過五（5）日外，新會議召開日期、地點及時間之通知，應依本章程條款規定送交有權出席及表決之股東。

33 董事出席股東會

公司董事應有權收受任何股東會之通知、出席並發言。

董事及經理人

34 董事人數及任期

- 34.1 公司董事會，設置董事人數不得少於七（7）人，且不得多於九（9）人。每一董事任期不得逾三年，倘該任期屆滿將致公司無董事，該任期得延長至任期屆滿後次一選任董事之股東會召開之日止。董事得連選連任。於符合適用法律規範及前述董事人數範圍之前提下，公司得隨時以特別決議增加或減少董事人數。
- 34.2 股份登錄興櫃買賣或上市櫃期間，董事間應有超過半數之席次，不具有配偶關係或二親等以內之親屬關係。
- 34.3 公司召開股東會選任董事者，當選人不符本章程第 34.2 條之規定時，不符規定之董事中所得選票代表選舉權較低者，於符合本章程第 34.2 條規定之必要限度內，其當選失效。已充任董事而違反前述規定者，應自違反之日起，當然解任。
- 34.4 股份於興櫃或上市櫃期間，除依公開發行公司規則另准許者外，應設置獨立董事，人數不得少於三人。於公開發行公司規則要求範圍內，獨立董事其中至少一人應在中華民國境內設有戶籍，且至少一名獨立董事應具有會計或財務專業知識。股份興櫃或上市櫃前，董事會得決議本公司應於股東會選任獨立董事。
- 34.5 股份於興櫃或上市櫃前，董事（含獨立董事）之提名得依公開發行公司規則採候選人提名制度；股份於興櫃或上市櫃期間內，應依公開發行公司規則採候選人提名制度。
- 34.6 獨立董事應具備專業知識，且於執行董事業務範圍內應保持獨立性，不得與公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定，應符合公開發行公司規則之規定。

35 董事選舉

- 35.1 公司得於股東會選任任何人為董事，其得票數應依下述第 35.2 條計算之。有代表公司已發行股份總數過半數之股東出席（親自出席或委託代理人出席）者，即構成選舉一席以上董事之股東會法定出席股份數。
- 35.2 董事應由股東以下述累積投票制選出（本條所規範之投票方式下稱「累積投票制」）：
- (a) 董事選舉時，每一股東得行使之投票權數，為其所持之股份乘以該次股東會應選出董事人數之數目；
 - (b) 股東得將其投票權數集中選舉一名董事候選人，或分配選舉數名董事候選人；
 - (c) 相同類別之董事中（即獨立董事或非獨立董事），與董事應選出人數相當，並獲得最多選票之候選人，當選為董事；且
 - (d) 如有兩名以上之相同類別之董事候選人獲得相同選票數，且當選人數超過該類別董事應選人數時，相同票數之董事應以抽籤決定當選之人。如董事候選人未出席該次股東會，會議主席應代其抽籤。
- 35.3 股份登錄興櫃買賣或上市櫃期間，獨立董事因故辭職或解任，致人數不足三人時，公司應於最近一次股東會補選之。所有獨立董事均辭職或解任時，董事會應於最後一位獨立董事辭職或解任之日起六十日內，召開股東臨時會補選獨立董事以填補缺額。
- 35.4 股份登錄興櫃買賣或上市櫃期間，董事因故解任，致不足七人者，公司應於最近一次股東會補選之。但董事缺額達已選任董事總數三分之一者，董事會應自事實發生之日起六十日內，召集股東臨時會補選之。
- 35.5 法人（或其他法人實體）為股東時，得指派一人或數人為其代表人（下稱「指派代表人」）被選舉為董事。指派代表人選任為董事應依本章程第 35 條之規定經股東同意。
- 35.6 指派代表人經選任為董事者，指定該指派代表人選舉為董事之法人（或其他法人實體）股東，得隨時通知本公司改派他人為指派代表人（下稱「改派」）。改派應自通知內所載明之日期生效，如通知未載明日期者，則應自通知送達本公司時生效，且無須經股東同意。改派不適用本章程第 35.1 條、第 35.2 條及第 35.5 條之規定。

36 董事解任

- 36.1 公司得隨時以重度決議解除任何董事之職務。於公司董事任期尚未屆滿前，倘經股東會決議改選全體董事者，如未決議原董事於任期屆滿始為解任，應視為提前解任。前述改選應有代表已發行股份總數過半數股東之親自出席或委託代理人出席。
- 36.2 股份登錄興櫃買賣或上市櫃期間，董事執行業務，有重大損害公司之行為或違反法令及／或本章程之重大事項，但未以重度決議將其解任者，於適用法律許可之範圍內，持有公司已發行股份總數百分之三以上之股東，得於該次股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為訴訟管轄法院。

37 董事職位之解除

- 37.1 董事之職位如有下列情事應被解除：

- (a) 依本章程規定董事被解除職務；
- (b) 董事死亡；
- (c) 依本章程第 34.3 條規定董事當然解任者；
- (d) 董事以書面通知公司辭任董事職位；
- (e) 經法院依本章程第 36.2 條規定裁判解任；或
- (f) 董事有下列情事之一者，當然解任：
 - (i) 受破產之宣告，尚未復權者；
 - (ii) 經相關管轄法院或官員裁決其無行為能力，或依適用法律，其行為能力受有限制；
 - (iii) 曾犯中華民國法規禁止之組織犯罪，經有罪判決確定，且服刑期滿尚未逾五年；
 - (iv) 曾因刑事詐欺、背信或侵占罪，經受有期徒刑一年以上宣告，服刑期滿尚未逾二年；
 - (v) 曾服公務虧空公款，經有罪判決確定，服刑期滿尚未逾二年；或
 - (vi) 曾因使用信用工具而經拒絕往來尚未期滿者。

如董事候選人有本條第 37.1(f)款各目情事之一者，該人應被取消董事候選人之資格。

- 37.2 若董事在任期中轉讓超過選任當時所持有之公司股份數額二分之一時，其董事自動當然解任，且解任毋須經股東會之同意立即生效。
- 37.3 任何董事當選後，於就任前轉讓超過選任當時所持有之公司股份數額二分之一時，或於股東會前依公開發行公司規則之停止股票過戶期間內，轉讓持股超過二分之一時，毋須經股東會之同意，其應立即喪失董事資格。

38 董事報酬

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

39 董事選舉瑕疵

除本章程第 23.4 條及適用法律規定之情形外，董事會、董事會之委員會或任何董事依誠信所為之行為，縱使嗣後經查董事選舉程序有瑕疵，或有董事不具備董事資格之情形者，其效力仍與經正當程序選任之董事、或具備董事資格之董事所為者，同等有效。

40 董事管理業務

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

41 董事會之職權

41.1 於不影響本章程第 40 條之概括規定及不違反適用法律情形下，董事會得：

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

42 董事及經理人名冊

42.1 董事會應依開曼公司法規定，備置一本或數本董事及經理人名冊於註冊處所，內容應包括下列關於董事及經理人之事項：

(a) 姓名；及

(b) 地址。

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

(a) 董事及經理人變更；或

(b) 董事及經理人名冊內事項變更。

43 經理人

就本章程所稱之經理人係由董事會指派之秘書及其他經理人組成。

44 指派經理人

秘書（及其他經理人，如有）應由董事會隨時指派。

45 經理人職責

經理人應有董事會所隨時委託之管理並處理業務及事務之權力與職責。

46 經理人報酬

經理人之報酬由董事會定之。

47 利益衝突

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

47.2 縱本章程第 47 條有相反規定，董事對於董事會議討論之事項或與公司之契約、擬簽定之契約或協議有直接或間接利害關係者，應依適用法律於相關之董事會說明其自身利害關係之性質及重要內容。

47.3 縱本章程第 47 條有相反規定，董事對於董事會討論事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，亦不得代理其他董事行使表決權。依前述規定不得行使表決權之董事，其表決權不計入已出席董事之表決權數。

47.4 縱本章程第 47 條有相反規定，董事為自己或他人為屬於公司營業範圍內之行為者，應於股東會向股東說明其行為之重要內容，並取得股東會重度決議之許可。

48 董事及經理人之補償及免責

48.1 公司董事及經理人及任何受託管理人在處理與公司有關業務之期間，及各前任董事、前任經理人、前任受託管理人，及其各自之繼承人、執行人、管理人、個人代表人（各該人等於本條稱為「被補償人」），因執行其職務或其應盡之職責、或於其職務上或信託中，因其作為、同時發生之作為、或其不作為所衍生或遭受之求償、成本、費用、損失、損害及支出，公司應以其資產補償之，且被補償人對其他被補償人之行為、所收款項、過失或違約，或為一致性需求所參與之收取，或就公司應或得存放保管金錢

或財產之銀行或他人，或對公司因擔保而應存入或補提之任何不足金額或財產，或因執行其職務或信託而生或相關聯之任何其他損失、災禍或損害，概不負責；惟如係因上述人員之詐欺、不誠實或因違反本章程第 48.4 條所致者，不在此限。

- 48.2 公司得為其董事或經理人就其因擔任董事或經理人而生之責任購買保險或續保，或以該保險補償其對公司或附屬公司可能因過失、違約、違反職責或背信而有罪，所依法而生之損失或義務。
- 48.3 在開曼群島法允許之範圍內，繼續一年以上持有公司已發行股份總數百分之三以上之股東得：
- (a) 以書面請求董事會授權審計委員會之獨立董事為本公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院；或
 - (b) 以書面請求審計委員會之獨立董事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；

於依上述第(a)款或第(b)款提出請求後 30 日內，如(i)受請求之董事會未依第(a)款授權審計委員會之獨立董事或經董事會授權之審計委員會之獨立董事未依第(a)款提起訴訟；或(ii)受請求之審計委員會之獨立董事未依第(b)款提起訴訟時，在開曼群島法允許之範圍內，股東得為公司對董事提起訴訟，並得以臺灣臺北地方法院為訴訟管轄法院。

- 48.4 於不影響及不違反公司之董事依開曼群島之普通法原則及法律對公司及股東所負之一般董事責任之情形下，董事於執行公司之業務經營時，應忠實執行業務並盡善良管理人之注意義務，如有違反致公司受有損害者，於法律允許之最大限度內，應負損害賠償責任。如董事因為違反上開規定之行為，而為自己或他人取得任何利益時，於經股東會普通決議通過下，公司應採取所有適當之行動及步驟及於法律允許之最大限度內，自該董事處使該等利益歸為公司所有。公司之董事於其執行業務經營時，如有違反法律或命令導致公司對於任何人負有任何補償或損害責任時，該董事應與公司就該等補償或損害負連帶賠償之責，且若因任何原因，該董事無須與公司負連帶賠償之責，該董事應就其違反其責任導致公司所受之任何損失予以補償。經理人於執行公司職務時，應負與公司董事相同之損害賠償責任。

董事會

49 董事會

- 49.1 董事會由董事長召集之，且董事會得因執行業務而召集、休會及依其認為適切之其他方式管理其會議。
- 49.2 股份登錄與櫃買賣或上市櫃期間，公司應至少於每季至少召開一次董事會，並依公開發行公司規則辦理。
- 49.3 董事會會議中之決議應由多數贊成票之支持始為通過，票數相同時則為不通過。

50 董事會通知

- 50.1 董事長得隨時召集董事會，但秘書經董事長要求時應隨時召集董事會。

50.2 股份登錄與櫃買賣或上市櫃前，董事會之召集應至少於48小時前通知各董事；但遇有緊急情況時，得以較短之召集通知、或於通知每位董事後、或經每位董事同意後無需事前通知，而為召集。股份登錄與櫃買賣或上市櫃期間，召集董事會時，應於預定開會日七日前，將載明擬討論事項及承認事項（如屬適當）之開會通知寄發各董事。但遇有緊急情況時，得依符合公開發行公司規則之方式，於較短之期間內通知各董事召集之。為本條之目的，如經董事同意時，開會通知得以電子方式寄送。

51 視訊會議參與董事會

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

52 董事會之法定出席數

董事會會議所需之法定出席人數，應為過半數之董事。

53 董事會成員缺額之運作

董事會成員如有缺額仍得運作。

54 董事會主席

董事長（如有）如出席董事會，應為董事會議主席。董事長缺席時，應依公開發行公司規則指派或選舉會議主席。

55 董事會先前行為之效力

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

公司紀錄

56 議事錄

董事會應將會議紀錄納入所備置之簿冊，以供下列目的之用：

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

57 抵押擔保登記簿

57.1 董事應依開曼公司法備置抵押及擔保登記簿。

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

58 印章之形式和使用

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

- 58.2 縱有如上規定，印章得於未經授權下，為應檢送予開曼群島公司登記處之文件，而由公司任一董事、秘書或助理秘書或其他有權檢送前述文件之人或機構，以驗證之方式於該文件上蓋印。
- 58.3 於開曼公司法許可下，公司得有一個或數個複製印章；且如董事認為適當，得在該複製印章表面加上其將使用之城市、領土、地區或地點的名稱。

公開收購及帳簿

59 公開收購

股份登錄與櫃買賣或上市櫃期間，董事會於公司或公司依公開發行公司規則之規定指派之訴訟及非訟代理人接獲公開收購申報書副本及相關書件後 7 日內，應對建議股東接受或反對本次公開收購作成決議，並公告下列事項：

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

60 會計帳簿

60.1 董事會就所有公司交易應備置適當之會計帳簿，尤其是：

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

會計帳簿自備置日起，應至少保存五年。

60.2 會計帳簿應予保存。若於董事會認為之適當處所，未備有能正確、公平反映公司事務及說明相關交易所必要之會計帳簿者，視同未就前述事項妥善備置會計帳簿。

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

61 會計年度結束

除本公司董事會另為議定者外，本公司之會計年度：

- (a) 於設立當年度及其後每年，於每年十二月三十一日結束；且

(b) 自本公司設立時起算；並於其後每年度之一月一日開始起算。

審計委員會

62 委員會人數

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

63 審計委員會之職權

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

- (a) 訂定或修正公司內部控制制度；
- (b) 內部控制制度有效性之考核；
- (c) 訂定或修正重要財務或業務行為之處理程序，例如取得或處分資產、衍生性商品交易、資金貸與他人，或為他人背書或保證；
- (d) 涉及董事自身利害關係之事項；
- (e) 重大之資產或衍生性商品交易；
- (f) 重大之資金貸與、背書或提供保證；
- (g) 募集、發行或私募具有股權性質之有價證券；
- (h) 簽證會計師之委任、解任或報酬；
- (i) 財務、會計或內部稽核主管之任免；
- (j) 年度及半年度財務報告（如依公開發行公司規則而有適用）之核可；及
- (k) 公司隨時認定或公司監理主管機關所要求之其他事項。

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

63.2 在不違反適用法律規定及開曼群島法允許之範圍內，審計委員會之獨立董事成員應監督公司業務之執行，並得隨時調查公司業務及財務狀況，查核簿冊文件，並得請求董事會或經理人提出報告。在不違反適用法律規定及開曼群島法允許之範圍內，審計委員會之獨立董事成員依本條行使職權時，董事會得授權審計委員會之獨立董事代表公司委任會計師、律師審核之。

63.3 審計委員會對於董事會編造提出股東會之各種表冊，應予查核，並報告意見於股東會。

自願解散和清算

64 自願解散和清算

64.1 公司得依本章程第 12.4 條之規定自願解散。

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

變更章程

65 變更章程

在不違反開曼公司法規定、公開發行規則及章程大綱之情形下，公司得經特別決議變更或增訂其章程。

訴訟及非訟代理人

66 委任訴訟及非訟代理人

股份登錄興櫃買賣或上市櫃期間，公司應依適用法律委任訴訟及非訟代理人，擔任公司依中華民國證券交易法在中華民國境內之負責人，處理中華民國證券交易法及與中華民國證券交易法相關之規則及規定所定事務。前述訴訟及非訟代理人須為在中華民國境內有住所或居所之自然人。

其他

67 中華民國證券法令

股份登錄興櫃買賣或上市櫃期間內，董事、獨立董事、薪資報酬委員會或審計委員會之資格條件、組成、選任、解任、職權行使及其他應遵行事項，應遵循中華民國證券法令適用於本公司的規定。