



TECHCENTIAL

INTERNATIONAL LTD

特昇國際

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

2023 年度股東常會 | 議事手冊  
Handbook for 2023 Annual General Meeting

股東常會時間：2023 年 6 月 21 日 上午 9:00 時（採實體方式召開）  
Date: 9:00am, 21 June 2023 (Physical Shareholders Meeting)

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

2023 年度股東常會開會程序 2023 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、 臨時動議 | Extraordinary Motions     |
| 八、 散會   | Adjournment               |

## 貳、開會議程 Meeting Agenda

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

2023 年度股東常會議程 Meeting Agenda of 2023 Annual General Meeting

時間：2023 年 6 月 21 日 星期三 上午 9:00 時

Time: 9:00am, 21 June 2023, Wednesday

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 凱斌

Chairperson: Eng Kai Pin, 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. 臨時動議 Extraordinarily Motions
- 七. 散會 Adjournment

## 一、報告事項 Report Items

(一)：2022年度營業報告書，報請 公鑒。

說明：2022 年度營業報告書，請參閱本手冊附件一（第 17-23 頁）。

(1) Business Report of 2022.

Explanatory Notes: Please refer to Exhibits 1 (pages 17-23) for Business Report of 2022.

(二)：審計委員會審查2022年度決算表冊報告，報請 公鑒。

說明：審計委員會審查2022年度決算表冊報告，請參閱本手冊附件二（第24-25頁）。

(2) Audit Committee Report for the year of 2022.

Explanatory Notes: Please refer to Exhibits 2 (page 24-25) for Audit Committee Report for the year of 2022.

(三)：2022年度員工酬勞及董事酬勞分配情形報告，報請 公鑒。

說明：2022年度員工酬勞及董事酬勞分配表，請參閱本手冊附件三（第26頁）。

(3) The Distribution of 2022 Employee and Director remuneration.

Explanatory Notes: Please refer to Exhibits 3 (page 26) for the Distribution of 2022 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2022年度營業報告書及財務報表案

- 說明：（一）本公司 2022 年度合併財務報表及營業報告書業經 2023 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張純怡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 17-23 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 27-40 頁）。
- （三）謹 提請承認。

決議：

(1) Consolidated Financial Statements and Business Report for the year of 2022.

Explanatory Notes:

- (a) The Consolidated Financial Statements for the year 2022 has been completed by the Company and were audited by independent auditors, Ms. Phyllis Chang 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 2022 Business Report is attached here to as Exhibit 1 (page 17-23). The independent auditor' s report and the above-mentioned Consolidated Financial Statements are attached here to as Exhibit 4 (page 27-40).
- (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2022年度盈餘分配案

說明：（一）本公司2022年度盈餘分配案業經 2023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41頁）。

（二）謹 提請承認。

決議：

(2) Annual Earnings Distributions for the year 2022.

Explanatory Notes:

(a) The Company's 2022 Annual Earnings Distributions Table was approved by the Board of Directors on March 21, 2023. Please refer to Exhibits 5 (page 41) for above-mentioned table.

Resolutions:

### 三、討論事項 Discussion Items:

#### 第一案（董事會提）

案由：盈餘轉增資發行新股案

說明：（一）本公司為充實營運資金，擬自可分配盈餘提撥新台幣 14,317,110 元，轉增資發行新股 1,431,711 股，每股面額新台幣 10 元，按配股基準日股東名簿記載之股東持股數，每股配發 0.5 元，即每仟股約無償配發 50 股。

（二）本次增資發行新股案俟提請股東會通過並奉主管機關核准後，由董事會另訂配股基準日，配發不足一股者，得由股東自行在配股基準日起五日內向本公司股務代理人辦理併湊整股之登記，未併湊或併湊後仍不足一股之畸零股，按面額以現金分派之，其股份授權董事長洽特定人按面額認購。

（三）本次增資後的實收股本由新台幣 286,342,160 元增加為新台幣 300,659,270 元，分為 30,065,927 股，每股面額新台幣 10 元，皆為記名式普通股。

（四）本次增資之股份均採無實體發行新股，其權利義務與原有已發行股份相同。

（五）本公司如可轉換公司債轉執行權利及其他等因素，影響本公司配股基準日之流通在外股數，致使股東配股比率發生變動而須修正時，擬授權董事會全權處理。

（六）本次增資相關事宜，如因法令變更、主管機關核示、客觀環境影響或其他原因須變更時，擬授權董事會全權處理。

（七）敬請 公決。

決議：

(1) To issue new shares through capitalization of earnings.

IT WAS PROPOSED THAT:

(a) To enrich the working capital, the company intends to allocate NT\$14,317,110 from the distributable surplus to issue 1,431,711 new shares with a face value of NT\$10 per share. Based on the number of shares held by shareholders recorded in the shareholder list on the allotment base date, issue NT\$0.5 per share, it will issue 50 shares of bonus shares for every thousand shares.

(b) After the capital increase and issuance of new shares are submitted to the shareholders' meeting for approval and approved by the competent authority, the board of directors shall set a new allotment base date. If less than one share is allotted, the shareholders may report to the company within five days from the allotment base

date. The stock affairs agent handles the registration of the consolidated shares, and the unconsolidated or irregular shares that are still less than one share after consolidation shall be distributed in cash according to the par value.

(c) The paid-in share capital after this capital increase increased from NT\$286,342,160 to NT\$300,659,270, divided into 30,065,927 shares, each with a par value of NT\$10, all of which are registered ordinary shares.

(d) The shares for this capital increase are new shares issued without entities, and their rights and obligations are the same as those of the originally issued shares.

(e) If the company's convertible corporate bond conversion rights and other factors affect the number of outstanding shares on the base date of the allotment of the company, resulting in changes in the allotment ratio of shareholders that need to be revised, the company intends to authorize the board of directors to handle it with full authority.

(f) If matters related to this capital increase need to be changed because of changes in laws, verification by competent authorities, aim environmental impacts, or other reasons, it is planned to authorize the board of directors to handle it with full authority.

Resolutions:

## 第二案（董事會提）

案由：發行限制員工權利新股案。

說明：（一）本公司為吸引及留任公司所需之專業人才，並激勵員工及提昇員工向心力，以共同創造公司及股東之利益，擬依公司法第 267 條及發行人募集與發行有價證券處理準則之規定，發行限制員工權利新股。

（二）本次擬發行之限制員工權利新股內容如下：

- （1）申報及發行期間：於股東會決議之日起一年內一次或分次申報辦理，並於主管機關申報生效通知到達之日起兩年內一次或分次發行。
- （2）發行總額：發行之限制員工權利新股為普通股 400,000 股，每股票面金額新台幣 10 元，發行總額新台幣 4,000,000 元。
- （3）發行條件：
  - A. 發行價格：每股以新台幣 0 元發行，即無現金對價之無償配發予員工。
  - B. 既得條件：符合本公司訂定之「112 年限制員工權利新股發行辦法」，請參閱附件 6（第 42 頁）。
  - C. 員工未符既得條件或發生繼承之處理方式：遇有未達既得條件者，由本公司無償收回並辦理註銷，其他各項情事處理方式，悉依本公司訂定之發行辦法辦理。

（三）員工之資格條件及獲配股數

- （1）以限制員工權利新股授予日當日已在本公司及本公司國內外控制或從屬公司服務至少滿二年或以上之全職員工為限。
- （2）實際得為獲配之員工及其得獲配股份數量，將參酌依年資、職級、工作績效考核、整體貢獻及特殊功績等因素擬定之分配標準，由董事長核定後，提報董事會經三分之二以上董事出席及出席董事過半數同意，惟具董事及（或）經理人身分者應先經薪資報酬委員會同意；非具董事或經理人身分之員工，應先經審計委員會同意。
- （3）單一員工累計取得限制員工權利新股加計其累計被給予本公司依發行人募集與發行有價證券處理準則第五十六條之一第一項規定發行之員工認股權憑證得認購股數之合計數，不得超過本公司已發行股份總數之千分之三，且加計其累計被給予本公司依發行人募集與發行有價證券處理準則第五十六條第一項規定發行之員工認股權憑證得認購股數，不得超過本公司已發行股份總數之百分之一。

（四）獲配新股後未達既得條件前受限制之權利

- （1）員工獲配新股後未達既得條件前，除繼承外，不得將該限制員工權利新股出售、抵押、轉讓、贈與、質押，或作其他方式之處分。

- (2) 股東會之出席、提案、發言、投票權等依信託、保管契約執行之。
- (3) 員工依「112 年限制員工權利新股發行辦法」獲配之限制員工權利新股，於未達既得條件前，其他權利包括但不限於：股息、紅利及資本公積之受配權、現金增資之認股權及表決權等，與本公司已發行之普通股股份相同。但自無償配股停止過戶日、現金股息停止過戶日前十五個營業日起，至權利分派基準日止，此期間如遇有依本辦法本公司得無償收回其股份並辦理註銷之情形者，其未達成既得條件之股票不享有配股配息權利。
- (五) 辦理本次限制員工權利新股之必要理由：本公司為吸引及留任公司所需之專業人才，並激勵員工及提昇員工向心力，以共同創造公司及股東之利益。
- (六) 可能費用化之金額、對公司每股盈餘稀釋情形及其他對股東權益影響事項：
- (1) 若以本公司民國 112 年 3 月 20 日普通股股票收盤價新台幣 14.55 元估算，預估發行後每年分攤之費用化金額對 112 年度、113 年度、114 年度及 115 年度每年之估算分別為 0 元、2,910 仟元、0 元及 2,910 仟元。
- (2) 若以本公司已發行股份 29,034,216 股計算，對每股盈餘影響情形於 112 年度、113 年度、114 年度及 115 年度各約為 0 元、0.10 元、0 元及 0.10 元。
- (七) 其他重要事項(含股票信託保管等)：
- (1) 本公司所發行之限制員工權利新股，於達成既得條件前，其國籍為中華民國籍之員工以股票信託方式保管，其他國籍之員工則以委任保管銀行方式保管。
- (2) 本案經董事會三分之二以上董事出席及出席董事過半數同意，並報經主管機關核准後生效，限制員工權利新股發行前如有修改時亦同。若於送件審核過程中，因主管機關審核之要求而須做修正時，授權董事長修訂「112 年限制員工權利新股發行辦法」，嗣後再提董事會追認後始得發行。
- (八) 敬請 公決。

決議：

(2) To issuance of Restricted Stock Awards.

IT WAS PROPOSED THAT:

(a) In order to attract and retain professional talents required by the company, motivate and enhance employee cohesion, and jointly create benefits for the company and shareholders, in accordance with Article 267, paragraph 9 of the Company Act, and the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers” to Issuance of new shares with restricted employee rights.

(b) The content of the new shares with restrictions on employee rights to be issued is:

(1) Application and issuance period: Within one year from the date of the shareholder meeting resolution, the issuance shall be applied for once or in instalments, and within two years from the effective notification of the application to the competent authority, the issuance shall be made once or multiple times as required.

(2) Total amount of issuance: The total issued amount is NT\$4,000,000, with a par value of NT\$10 per share, for a total of 400,000 shares.

(3) Issue conditions:

A. Issue price: Each share is priced at NT\$0, The new shares with restricted employee rights are issued free.

B. Vesting Schedule: The "Restricted Employee Rights Issuance Measures in 2023" stipulated by the company. Please refer to Exhibit 6 (page 42).

C. For employees who fail to meet the vested conditions or in case of inheritance: In the event of failure to meet the vesting conditions, the company will take it back and cancel it without compensation.

(c) Qualifications and the number of allotted shares of employees

(1) The grant of new shares to employees with restricted rights shall be limited to full-time employees who have served in the company or its domestic and foreign controlled or subsidiary companies for at least two years from the date of the grant.

(2) The actual number of shares that can be allocated to employees who are granted shares shall be determined based on factors such as seniority, job level, performance evaluation, overall contribution, and special achievements. After the Chairman approves the allocation criteria, it shall be submitted to the board of directors for approval by more than two-thirds of the attending directors and a majority of the attending directors, except that those who hold the status of director and/or manager should first obtain the consent of the Remuneration Committee; non-director or non-manager employees should first obtain the consent of the Audit Committee.

(3) The accumulative number of shares an employee can subscribe for by exercising the employee stock options granted to him or her under Article 56-1, paragraph 1, of the Criteria Governing the Offering and Issuance of Securities by

Securities Issuers, in combination with the accumulative number of restricted shares granted to such employee, shall not exceed 0.3% of the total issued shares of the company. And the above, in combination with the accumulative number of shares such an employee can subscribe for by exercising the stock options granted under Article 56, paragraph 1, shall not exceed 1% of the total number of issued shares of the company.

(d) After being granted restricted stock options under this policy

(1) Before the conditions for vesting are met, employees cannot sell, mortgage, transfer, donate, pledge, or otherwise dispose of their restricted stock options, except in cases of inheritance.

(2) The exercise of shareholder rights such as attendance at shareholders' meetings, making proposals, speaking, and voting shall be subject to trust and custody agreements.

(3) For the new shares with restricted employee rights allocated to employees in accordance with these measures, employees who are granted restricted stock options under this policy have the same rights as ordinary shareholders before the conditions for vesting are met, including but not limited to the right to receive dividends, capital surplus, the right to subscribe to newly issued shares through cash offering, and voting rights. However, for the period starting fifteen business days before the record date for the suspension of free distribution of shares and cash dividends, and ending on the date of distribution of rights, the shares that have not yet met the conditions for vesting will not enjoy the right to receive dividends or participate in the subscription of new shares in case of any circumstances under which the company may reclaim its shares and cancel them in accordance with this policy.

(e) The necessary reason of the current issuance of Restricted Stock Awards: In order to attract and retain professional talents required by the company, motivate and enhance employee cohesion, and jointly create benefits for the company and shareholders.

(f) Calculated expense amount:

(1) If estimated by the closing price of the Company's common stock of NT\$14.55 on March 20, 2023, the estimated amortization expense to be allocated annually after the issuance for the years 2023, 2024, 2025 and 2026 are estimated to be NT\$0, NT\$2,910,000, NT\$0 and NT\$2,910,000, respectively.



(2) If calculated by the 29,034,216 shares of the Company already issued, the effect on the earnings per share for the years 2023, 2024, 2025 and 2026 are estimated to be NT\$0, NT\$0.10, NT\$0 and NT\$0.10, respectively.

(g) Other important matters (including stock trust custody, etc.):

(1) The restricted employee shares issued by the Company in accordance with these regulations, shall be held in trust by a stock trustee for employees who hold the nationality of the Republic of China until the attainment of the pre-set conditions. Employees of other nationalities shall have their restricted employee shares held by a designated custodian bank.

(2) This Plan shall be approved by the board of directors with a quorum of two-thirds or more of the directors in attendance, and with the majority of the attending directors consenting, and shall be effective after being reported and approved by the competent authority. Any modifications to these regulations prior to the issuance of the restricted employee shares must also follow this same process. In the event that amendments must be made during the submission and review process due to requirements of the competent authority, the chairman of the board of directors shall be authorized to make revisions. Afterwards, the amendments must be presented to the board of directors for ratification prior to issuance.

(h) This proposal shall be submitted to the Shareholders' meeting for discussion and approval following the approval of the Audit Committee and the Board.

Resolutions:



四、臨時動議 Extraordinary Motions

五、散會 Adjournment

參、附件 Exhibits

## 一、2022 年度營業報告書 Business Report of 2022

各位股東女士、先生：

非常感謝大家一直以來的支持與愛護。茲將本集團 2022 年底之營業成果及 2023 年度營運展望整理如下：

### 一、2022 年營業報告

2022 年隨著全球新冠疫情趨緩、疫苗施打率普及，世界各國陸續開放邊境，航空旅遊業迎來了復甦的階段；但是烏俄戰爭仍未停歇、全球能源與糧食危機尚有疑慮，加上歐美國都出現了生活消費發生高通膨情形而影響了消費者的消費意願與消費選擇。而美國央行為了降低美國國內通膨展開了鷹派升息，造成了美金大漲，其他國貨幣大貶、而美國國內貸款利率的提高降低了民眾購買房產的意願等情形。這一年度雖然全球海運的高運價已經相較疫情期間下降許多，但整體情勢對於各行各業仍然是極度挑戰的一年：子公司 TC 的產能與原料供應尚且穩定，惟因為主要市場仍是出口到美國，因此在美國今年對於家具整體需求的降低、客戶為了因應長鞭效應而在年中放緩拉貨力道，讓 TC 的整體銷售額有受到一定的影響；與此同時 TC 參與了 7 月馬來西亞吉隆坡 MIFF 國際家具展，有成功獲得數個新市場的客戶之訂單。EHL 的廚房櫥櫃業務在 2021 年底已經正式投入生產製造並開始發貨，專注於廚房櫥櫃的產品品質管理，目前工廠也已具備足夠的生產線員工，產能約有每月 15-18 個貨櫃。惟 EHL 的客戶也有受到美國消費市場放緩的影響而調降每月目標發貨量，因此目前的產能利用率尚未達標。ESKW 的橡膠木原材料買賣業務目前也因為馬來西亞國內家具製造廠的需求降低而處於銷售量較低的情況。

綜上，特昇國際考量到後續營運發展規劃以及未來資金運用情形，為保留充裕之資金故 111 年上半年度擬不分配盈餘。但是為了感謝股東一路以來的支持以及秉持一貫的股利原則，2022 下半年度的股利分配情形公司經營團隊擬提議發放 0.5 元之股票股利以及 0.1 元之現金股利並將提報董事會以及股東會討論，故 2022 全年之配息率約為 55%。

2022 年的公司整體營運情況如下：

#### (1) 營業收入

本集團 2022 年度營業收入淨額為 11.54 億，與 2021 年度的 8.94 億營收相較，上升百分之二十九，主要原因是因為 2021 年馬來西亞實施行動管制令、子公司暫停營運超過 4 個月導致營收減少。本期各子公司營運恢復正常，故集團營收逐漸恢復穩定。

#### (2) 稅後淨利

本集團 2022 年度歸屬於母公司業主之稅後淨利為 31,232 仟元，主係本期未有停工之情事，各子公司逐步恢復正常運作，產能逐漸恢復效率，以致毛利率相較去年增加 4%；惟 2022

年自 5 月開始客戶陸續反應因美國央行鷹派升息導致消費力下降, 客戶倉庫開始出現長鞭效應而被迫調整採購策略暫緩出貨, 因此影響了下半年的營收與獲利表現。惟本期取得 2021 年 11 月份 TC 二號廠房之火災保險理賠約新台幣 29,012 仟元, 故 2022 年整體獲利表現尚有盈餘。

### (3) 預算執行情形

2022 年度未公告財務預測, 故不適用。

### (4) 研究發展概況

本集團 2022 年度主要研究發展狀況說明如下：

- 研究改良生產製程技術、開發替代性原料與導入自動化機械設備
- 加大貼紙產品(PU Paper)之材質研發與樣式設計的力道, 更受年輕消費者的青睞
- 積極配合市場需求研究開發新的寢室家具系列設計(ie. 拆裝式家具), 著重提升產品的附加價值
- 積極開發不同款式之廚房櫥櫃之產品設計, 並研發使用替代性原料來生產櫥櫃產品

### (5) 現金股利發放情形

自上櫃以來公司的現金股利發放情形整理如下表。

年度	EPS	每股現金股利	每股股票股利
2017 年度	1.44	1.00	-
2018 年度	1.57	1.00	-
2019 上半年度	1.80	0.80	-
2019 下半年度	2.10	2.20	-
2020 上半年度	0.44	無(註 1)	-
2020 下半年度	2.16	2.00	-
2021 年度	(1.08)	無(註 2)	-
2022 年度	1.09	0.10	0.50

(註 1) 2020 年上半年適逢新冠疫情衝擊各國經濟、馬來西亞實施行動管制令致公司停止營業 1.5 個月；本公司考量後續營運發展規劃, 為保留充裕之資金以作為日後業務擴展所需, 故經董事會決議 2020 年上半年度不分配盈餘。

(註 2) 2021 年上半年新冠疫情持續升溫, 子公司 TC 於 1 月份因員工染疫致全面停工 1 個月；且馬來西亞於 6 月份始實施長達 3 個月的第一階段全面行動管制令致全面停工。由於停工期間公司無法生產及出貨, 導致存貨備抵跌價及呆滯損失以及閒置產能損失較去年大幅增加。另, 2021 年 11 月份 TC 二號廠房發生火災導致產生較多災害損失。綜上原因導致 EPS 損失約 1.08。因本期產生虧損, 故董事會決議 2021 年度不分配盈餘。

## 二、2023 年度營運計劃及發展概要

因為全球的國際貿易情況深受世界各國通膨加劇、烏俄戰爭、中美貿易戰…等重大事件

的影響，整體而言特昇國際對於 2023 年度的家具銷售市場會採較保守的角度來看待，但經營團隊也制訂更加積極多元的策略以搶攻不同市場，主要是增加以及研發更多元的產品類型以及產品設計、並安排新產品去參加各國的國際家具展覽以積極切入除了美國以外的家具消費市場(目標對象是亞洲國家、澳洲以及中東地區的客戶)，且會以多元化的產品類型去搶攻不同的產品市場。當然未來尚有許多國際局勢與外匯波動等風險可能會發生，然公司也期許各子公司的管理層與員工們能一起齊力應對所可能發生的挑戰與解決問題，並積極開發新市場、新客戶、新型號以及新產品，確實的執行所訂下之營運計畫，為特昇國際之股東們帶來更大之投資效益。

謹此對所有股東的持續支持與指教，敬致謝忱。祝福各位安康喜樂。

董 事 長：黃凱斌



總 經 理：黃凱傑



財 務 長：陳國漢



## Business Report of 2022

### **Dear Shareholders**

Thank you very much for your continued support and love. We hereby present the business achievements of the Group at the end of 2022 and the operating outlook for 2023 as follows:

#### **1.1 2022 business report**

In 2022, with the global Covid-19 pandemic easing and vaccine rates increasing, border openings have been carried out by countries around the world, and the aviation travel industry has entered a period of revival; however, the war between Ukraine and Russia has not stopped, and there are still concerns about the global energy and food crises, as well as rising inflation in many European and American countries, which affects the consumption willingness and choices of consumers. In order to reduce inflation in the United States, the US Federal Reserve launched a hawkish rate hike, resulting in a sharp rise in the US dollar and a sharp depreciation of other currencies, as well as an increase in US domestic loan interest rates, which reduced people's willingness to buy property. Although the global high shipping prices of this year have dropped compared to the period of the pandemic, the overall situation is still a great challenge for all industries: the capacity and raw material supply of TC's subsidiaries are still stable, but due to the main market still being exported to the United States, TC's overall sales have been affected by the decrease in overall demand for furniture in the United States and the customers' reluctance to pull goods in the middle of the year due to the whip effect; at the same time, TC participated in the MIFF international furniture fair in Kuala Lumpur in July, and successfully received orders from several new markets. EHL's kitchen cabinet business has officially started production and delivery by the end of 2021, focusing on kitchen cabinet product quality management. At present, the factory also has enough production line staff, with a monthly capacity of 15-18 cargo containers. However, EHL's customers have also been affected by the slowdown in the US consumer market and have reduced their monthly delivery targets, so the current capacity utilization has not yet reached the target. ESKW's trading business in rubberwood raw materials is also currently experiencing lower sales due to the decreased demand from Malaysian furniture manufacturers.

In summary, taking into consideration the subsequent operational development plan and future fund use, Techcential International will not distribute surplus for the first half of 2021 in order to reserve adequate funds. However, in order to thank shareholders for their support over the years and to adhere to the consistent dividend policy, the company's management team plans to propose a dividend of 0.5 stock dividends and 0.1 cash dividend for the second half of 2022 and will report to the board of directors and shareholders' meeting for discussion. Therefore, the dividend rate of 2022

is approximately 55%.

The company's overall operations in 2022 are as follows:

#### 1.1.1 Operating income

The Group's net operating income for 2022 is 1.154 billion, an increase of 29% compared with 8.94 billion in 2021. The main reason is that the Movement Control Order issued by Malaysia in 2021 and the suspension of operations of subsidiaries for more than 4 months caused the revenue to decrease. With the resumption of normal operations of the subsidiaries, the Group's revenue is gradually recovering steadily.

#### 1.1.2 Net profit after tax

In 2022, the after-tax net profit of the group attributable to the parent company owners was NTD 31,232 thousand, mainly due to the fact that there was no suspension of operations during this period, and the subsidiaries gradually resumed normal operations and production efficiency gradually recovered, resulting in an increase of 4% in gross profit margin compared with last year. However, since May 2022, customers have responded one after another that due to the Fed hawks hiking, consumer power has decreased, customers' warehouses have begun to show whip effects and have been forced to adjust purchasing strategies to temporarily delay shipments, which affects the performance of revenue and profits in the second half of the year. However, this period obtained an insurance claim of NTD 29,012 thousand due to the fire of TC No. 2 factory in November 2021, so there was still profit in the overall performance of 2022.

#### 1.1.3 Budget implementation

The financial forecast did not announce in 2022.

#### 1.1.4 Overview of research and development

The company's main research and development status in 2022 are:

- Research and improve production process technology, develop alternative raw materials, and introduce automated machinery and equipment.
- Increase the research and design of materials and styles of sticker products (PU paper) to be more popular among young consumers.
- Proactively cooperate with market demand to research and develop new bedroom furniture series design (ie. disassembly furniture), focusing on enhancing the added value of products.
- Proactively develop product designs of different styles of kitchen cabinets and research and develop the use of alternative raw materials to produce cabinet products.

#### 1.1.5 Cash dividend distribution

Summarize the TIL cash dividend distribution status in the following table.

Year	EPS	Cash dividend distributed	Surplus allotment
2017	1.44	1.00	-
2018	1.57	1.00	-
2019H1	1.80	0.80	-
2019H2	2.10	2.20	-
2020H1	0.44	No distribution (Note 1)	-
2020H2	2.16	2.00	-
2021	(1.08)	No distribution (Note 2)	-
2022	1.09	0.10	0.50

Note 1: In the first half of 2020, due to the impact of the COVID-19 pandemic on the economies of various countries and the implementation of the Movement Control Order in Malaysia, resulting in the company suspending operations for 1.5 months, the company considered its subsequent business development plans and, in order to retain sufficient funds for future business expansion, the Board of Directors resolved to not distribute profits for the first half of 2020.

Note 2: In the first half of 2021, the COVID-19 pandemic continued to rise and one of the company's subsidiaries, TC, closed down for a month due to an employee being infected. In June 2021, Malaysia implemented a three-month lockdown, resulting in an overall shutdown. Due to the stoppage, the company was unable to produce and ship, resulting in a larger inventory write-down and idle capacity loss than last year. In November 2021, there was a fire at TC's second plant, resulting in more losses from the disaster. Due to the losses incurred this period, the Board of Directors resolved to not distribute profits for the 2021 year.

## 1.2 Summary of the 2023 business plan

Techcential International is taking a conservative approach to the furniture sales market in 2023, due to the global international trade situation being heavily affected by major events such as global inflation, the Ukraine war, Sino-US trade war, etc. However, the management team has also set up more aggressive and diversified strategies to seize different markets, mainly to increase and develop more diversified product types and designs, and to arrange for new products to participate in International Furniture Exhibitions in various countries (targets are customers in Asian countries, Australia, and the Middle East). We will also seize different product markets with diversified product types. Of course, there are still many international and foreign exchange risks that may arise in the future, and the company also expects the management and staff of each subsidiary to work together to address the challenges and solve the problems. Actively develop new markets, new customers, new models, and new products, and truly implement the operational plan set out, bringing greater investment returns to the shareholders of Techcential International.



We would like to thank all shareholders for your continued support and advice. Wish you all stay healthy and happy as always.

Chairman : Eng Kai Pin



CEO : Eng Kai Jie



CFO : Tan Kok Bee



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 董事會造送本公司二〇二二年度營業報告書、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張純怡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

本公司二〇二三年股東常會

特昇國際股份有限公司

審計委員會召集人：周志遠



公 元 二 〇 二 三 年 三 月 二 十 一 日

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

AUDIT COMMITTEE' S REVIEW REPORT

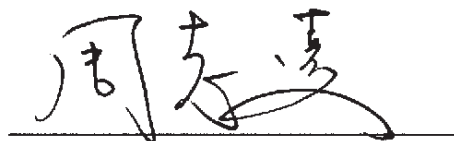
Date: 21 March 2023

To: Shareholder' s Annual General Meeting for Year 2023, Techcential International Ltd

Board of Directors has prepared the Company' s 2022 Business Report, Consolidated Financial Statement, and annual earnings distributions. The CPA firm of KPMG was retained to audit the Company' s Consolidated Financial Statements. KPMG has completed audit procedures and issued Audit Opinion. Business Report, Financial Statements, and profit allocation proposal have been reviewed and determined to be correct and accurate by Audit Committee members of the Company.

According to Article 14-4 of Securities and Exchange Act and Article 219 of Company Law, we hereby submit this report.

The Audit Committee, Chairman:



Mr Chou Chih Yuan

三、2022 年度員工酬勞及董事酬勞分派表 The Distribution of 2022 Employee and Director remuneration.

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

2022年度員工酬勞及董事分派表  
Distribution of 2022 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	3, 229, 894
董事酬勞 Directors' Compensation	141, 049

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 2019.

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、2022 年度合併財務報表暨會計師查核報告 2022 Consolidated Financial Statements and CPA' s Audit Report Statements



安侯建業聯合會計師事務所

KPMG

台北市110615信義路5段7號68樓(台北101大樓)  
68F., TAIPEI 101 TOWER, No. 7, Sec. 5,  
Xinyi Road, Taipei City 110615, Taiwan (R.O.C.)

電話 Tel + 886 2 8101 6666  
傳真 Fax + 886 2 8101 6667  
網址 Web kpmg.com/tw

## 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)民國一一年及一一〇年十二月三十一日之合併資產負債表，暨民國一一年及一一〇年一月一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一一年及一一〇年十二月三十一日之合併財務狀況，暨民國一一年及一一〇年一月一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審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報告之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與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，對特昇集團民國一一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為存貨評價。

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(五)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，截至民國一一年十二月三十一日，存貨餘額225,183千元，佔合併資產總額29%，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，存貨評價為本會計師執行特昇集團財務報告查核重要的評估事項。

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，再以抽核方式驗證其庫齡正確性。
- 評估存貨續後衡量是否已按特昇集團既訂之提列政策，並前後一致辦理。
- 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，管理階層之責任亦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有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照審計準則執行之查核工作無法保證必能偵出合併財務報告存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報告使用者所作之經濟決策，則被認為具有重大性。

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

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

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一一一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

會計師：

張純怡  
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 一 二 年 三 月 二 十 一 日







特昇國際股份有限公司及子公司

合併綜合損益表

民國一十一年及一十年一月一日至十二月三十一日

單位：新台幣千元

		111年度		110年度	
		金額	%	金額	%
4000	營業收入(附註六(十八))	\$ 1,154,415	100	894,227	100
5000	營業成本(附註六(五)、(六)、(七)、(八)、(十)、(十三)、七及十二)	950,828	82	768,910	86
5900	營業毛利	203,587	18	125,317	14
6000	營業費用(附註六(三)、(六)、(七)、(八)、(十)、(十三)、(十六)、(十九)、七及十二)：				
6100	推銷費用	93,300	8	45,562	5
6200	管理費用	62,793	6	52,408	6
6300	研究發展費用	7,416	1	6,377	1
6450	預期信用減損利益	(591)	-	(347)	-
	營業費用合計	162,918	15	104,000	12
6900	營業淨利	40,669	3	21,317	2
7000	營業外收入及支出(附註六(二)、(五)、(六)、(七)、(十)、(十二)及(二十))：				
7100	利息收入	524	-	527	-
7010	其他收入	31,202	3	8,715	1
7020	其他利益及損失	(12,964)	(1)	(54,586)	(6)
7050	財務成本	(11,187)	(1)	(12,030)	(1)
	營業外收入及支出合計	7,575	1	(57,374)	(6)
7900	稅前淨利(損)	48,244	4	(36,057)	(4)
7950	所得稅費用(利益)(附註六(十四))	21,247	1	(1,194)	-
8200	本期淨利(損)	26,997	3	(34,863)	(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	28,827	2	(28,222)	(3)
8399	減：與可能重分類之項目相關之所得稅	-	-	-	-
8300	本期其他綜合損益	28,827	2	(28,222)	(3)
8500	本期綜合損益總額	\$ 55,824	5	(63,085)	(7)
	本期淨利(損)歸屬於：				
8610	母公司業主	\$ 31,232	3	(25,827)	(3)
8620	非控制權益	(4,235)	-	(9,036)	(1)
	綜合損益總額歸屬於：	\$ 26,997	3	(34,863)	(4)
8710	母公司業主	\$ 59,098	5	(53,505)	(6)
8720	非控制權益	(3,274)	-	(9,580)	(1)
	綜合損益總額歸屬於：	\$ 55,824	5	(63,085)	(7)
本公司每股盈餘(虧損)(單位：新台幣元)(附註六(十七))					
9750	基本每股盈餘(虧損)	\$ 1.09		(1.08)	
9850	稀釋每股盈餘(虧損)	\$ 1.02		(1.08)	

(請詳閱後附合併財務報告附註)

董事長：黃凱斌



經理人：黃凱傑



會計主管：陳國漢





民國一〇一一年一月一日至十二月三十一日

單位：新台幣千元

普通 股 本	資本公積	保留盈餘			國外營運機 構財務報表 換算之兌換 差 額	歸屬於母 公司業主 權益總計	非控制 權 益	權益總額
		法定盈 餘公積	特別盈 餘公積	未分配盈餘				
\$ 236,250	34,772	84	-	103,385	103,469	368,874	14,190	383,064
-	-	-	5,617	(5,617)	-	-	-	-
-	-	-	-	(47,250)	(47,250)	(47,250)	-	(47,250)
-	-	-	-	(25,827)	(25,827)	(25,827)	(9,036)	(34,863)
-	-	-	-	-	(27,678)	(27,678)	(544)	(28,222)
-	-	-	-	(25,827)	(25,827)	(53,505)	(9,580)	(63,085)
50,000	30,765	-	-	-	-	80,765	-	80,765
-	6,892	-	-	-	-	6,892	-	6,892
-	2,850	-	-	-	-	2,850	-	2,850
-	-	-	-	-	-	-	5,945	5,945
286,250	75,279	84	5,617	24,691	30,392	358,626	10,555	369,181
-	-	-	24,691	(24,691)	-	-	-	-
-	-	-	-	31,232	31,232	31,232	(4,235)	26,997
-	-	-	-	-	-	27,866	961	28,827
-	-	-	-	31,232	31,232	59,098	(3,274)	55,824
92	98	-	-	-	-	190	-	190
-	1,075	-	-	-	-	1,075	(1,075)	-
\$ 286,342	76,452	84	30,308	31,232	61,624	418,989	6,206	425,195

民國一〇一〇年一月一日餘額

盈餘指撥及分配：

提列特別盈餘公積

普通股現金股利

本期淨損

本期其他綜合損益

本期綜合損益總額

現金增資

發行可轉換公司債認列權益組成項目

股份基礎給付交易

非控制權益增加

民國一〇一〇年十二月三十一日餘額

盈餘指撥及分配：

提列特別盈餘公積

本期淨利(損)

本期其他綜合損益

本期綜合損益總額

可轉換公司債轉換

對子公司所有權權益變動

民國一〇一一年一月一日餘額



董事長：黃凱傑

(請詳閱後附合併財務報告附註)



經理人：黃凱傑



會計主管：陳國漢

特昇國際股份有限公司及子公司  
合併現金流量表  
民國一十一年及一〇年一月一日至十二月三十一日

單位：新台幣千元

	111年度	110年度
<b>營業活動之現金流量：</b>		
本期稅前淨利(淨損)	\$ 48,244	(36,057)
調整項目：		
收益費損項目		
折舊費用	36,257	33,728
攤銷費用	44	108
預期信用減損利益	(591)	(347)
透過損益按公允價值衡量金融資產及負債之淨損失	12,807	2,151
利息費用	11,187	12,030
利息收入	(524)	(527)
股份基礎給付酬勞成本	-	2,850
處分及報廢不動產、廠房及設備損失(利益)	13	(385)
非金融資產減損損失	-	13,488
租賃修改利益	-	(227)
租金減讓轉列收入	-	(566)
災害損失	-	39,438
收益費損項目合計	59,193	101,741
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	472	2,775
應收帳款	(12,166)	51,963
其他應收款	998	(590)
存貨	109,693	(81,940)
預付款項	5,958	11,212
其他流動資產	(3,145)	(322)
與營業活動相關之資產之淨變動合計	101,810	(16,902)
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	(11,209)	-
合約負債	(5,648)	11,341
應付帳款	(40,044)	(19,257)
應付帳款－關係人	(21,596)	21,406
其他應付款	(11,040)	(2,935)
其他流動負債	(593)	(675)
與營業活動相關之負債之淨變動合計	(90,130)	9,880
與營業活動相關之資產及負債之淨變動合計	11,680	(7,022)
調整項目合計	70,873	94,719
營運產生之現金流入	119,117	58,662
收取之利息	524	527
支付之利息	(8,052)	(12,167)
支付之所得稅	(18,620)	(21,679)
<b>營業活動之淨現金流入</b>	<b>92,969</b>	<b>25,343</b>
<b>投資活動之現金流量：</b>		
取得不動產、廠房及設備	(22,000)	(29,181)
處分不動產、廠房及設備	669	3,791
存出保證金增加	(4,374)	(7,814)
其他金融資產減少	7,275	-
預付設備款減少	-	5,313
<b>投資活動之淨現金流出</b>	<b>(18,430)</b>	<b>(27,891)</b>
<b>籌資活動之現金流量：</b>		
短期借款增加(減少)	(71,881)	5,188
發行可轉換公司債	-	118,148
償還公司債	(4,800)	(196,176)
舉借長期借款	2,087	62,945
償還長期借款	(25,843)	(25,807)
租賃本金償還	(22,768)	(17,965)
其他非流動負債減少	(95)	(478)
發放現金股利	-	(47,250)
現金增資	-	80,765
非控制權益變動	-	5,945
<b>籌資活動之淨現金流出</b>	<b>(123,300)</b>	<b>(14,685)</b>
匯率變動對現金及約當現金之影響	22,314	(21,266)
本期現金及約當現金減少數	(26,447)	(38,499)
期初現金及約當現金餘額	199,374	237,873
期末現金及約當現金餘額	\$ 172,927	199,374

(請詳閱後附合併財務報告附註)

董事長：黃凱斌



經理人：黃凱傑



會計主管：陳國漢





安侯建業聯合會計師事務所  
KPMG

台北市110615信義路5段7號68樓(台北101大樓)  
68F., TAIPEI 101 TOWER, No. 7, Sec. 5,  
Xinyi Road, Taipei City 110615, Taiwan (R.O.C.)

電話 Tel	+ 886 2 8101 6666
傳真 Fax	+ 886 2 8101 6667
網址 Web	kpmg.com/tw

## Independent Auditors' Report

To the Board of Directors of Techcential International Limited:

### Opinion

We have audited the consolidated financial statements of Techcential International Limited and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretation Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### Basis for Opinion

We conducted our audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our judgments, the key audit matters that should be disclosed in this audit report are as follows:

Please refer to note 4(h) "Inventories" for accounting policy related to valuation of inventories, note 5 for accounting assumptions and estimation uncertainties of inventories and note 6(e) for information related to impairment of inventories of the consolidated financial statements.

### Description of key audit matter:

The Group's principle activities are the manufacturing and sales of furniture. As of December 31, 2022, the inventory balance of \$225,183 thousands consisted 29% of the total consolidated assets. Valuation of inventory was based on past experience and future sales forecast, which involved the subjective judgment made by the top management. Therefore, the valuation of inventories was considered to be one of our key audit matters.



### **How the matter was addressed in our audit:**

Our audit procedures included:

- Assessing whether appropriate provision policies for inventories are applied.
- Assessing the appropriateness of the aging movement by examining the aging analysis of inventories, and relevant documents to verify the aging period.
- Assessing whether the Group's subsequent measurement of inventories has been evaluated in accordance with the Group's provision policy on a consistent basis.
- Understanding the reasonableness of sales prices adopted by the Group's top management and the changes of the market prices after the reporting date, as well as verifying the sales prices and the calculation of net realizable value by vouching the source documents of samples; then, determining whether the provision for net realizable value has been appropriately valued.
- For inventories with low turnover, examining the sales after the reporting date and assessing the basis on net realizable value that was adopted to verify the appropriateness of the Group's valuation on provision for inventory obsolescence.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs, IASs, interpretations as well as related guidance endorsed by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance including the Audit committee are responsible for overseeing the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chung-I Chang and Chun-Hsiu Kuang.

KPMG

Taipei, Taiwan (Republic of China)  
March 21, 2023

#### Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.



(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
TECHCENTIAL INTERNATIONAL LIMITED AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2022		December 31, 2021		December 31, 2022		December 31, 2021	
	Amount	%	Amount	%	Amount	%	Amount	%
<b>Assets</b>								
<b>Current assets:</b>								
11xx Cash and cash equivalents (note 6(a))	\$ 172,927	22	199,374	22	21xx			
1100					2100			
1110 Current financial assets at fair value through profit or loss (notes 6(b) and 7)	135	-	1,439	-	2120			
	77,322	10	64,565	7				
1170 Accounts receivable, net (notes 6(c) and (r))	500	-	1,498	-	2130			
1200 Other receivables (note 6(d))	417	-	5,511	1	2170			
1220 Current tax assets	225,183	29	334,876	38	2200			
1310 Inventories (note 6(e))	18,323	2	24,281	3	2230			
1410 Prepayments	-	-	7,275	1	2280			
1476 Other current financial assets	4,970	1	1,825	-	2321			
1479 Other current assets	499,777	64	640,644	72	2322			
<b>Total current assets</b>					2399			
<b>Non-current assets:</b>								
15xx Non-current financial assets at amortized cost (notes 6(b), (i), (k) and 8)	3,969	1	3,733	1				
1536 Property, plant and equipment (notes 6(f), (i), (k), 7 and 8)	138,468	18	127,965	14	25xx			
1600 Right-of-use assets (notes 6(f), (g) and (j))	81,838	10	76,164	9	2500			
1755 Intangible assets (note 6(h))	-	-	43	-				
1780 Deferred tax assets (note 6(n))	30,042	4	17,078	2	2531			
1840 Prepayments for equipment (note 6(f))	2,491	-	2,425	-	2540			
1915 Refundable deposits	21,744	3	17,370	2	2570			
1920	278,552	36	244,778	28	2580			
<b>Total non-current assets</b>					2670			
<b>Liabilities and Equity</b>								
<b>Current liabilities:</b>								
21xx Short-term loans (notes 6(b), (f), (i), 7 and 8)	\$ 42,633	5						
2100 Current financial liabilities at fair value through profit or loss (notes 6(b), (l) and 7)	1,641	-						
2120 Current contract liabilities (note 6(n))	6,397	1	12,045	1				
2130 Accounts payable	33,847	4	73,891	8				
2170 Accounts payable to related parties (note 7)	-	-	21,596	2				
2200 Other payables (notes 6(s) and 7)	28,347	4	43,244	5				
2230 Current tax liabilities	8,327	1	419	-				
2280 Current lease liabilities (notes 6(j) and 7)	25,825	3	18,698	2				
2321 Convertible bonds payable, current portion (notes 6(b), (l) and (o))	113,924	15	4,736	1				
2322 Long-term loans, current portion (notes 6(b), (f), (k), 7 and 8)	19,587	3	24,386	3				
Other current liabilities	22	-	615	-				
<b>Total current liabilities</b>	280,550	36	314,157	35				
<b>Non-current liabilities:</b>								
25xx Non-current financial liabilities at fair value through profit or loss (notes 6(b) and (l))	-	-						
2531 Convertible bonds payable (notes 6(b), (l) and (o))	-	-	111,079	13				
2540 Long-term loans (notes (b), (f), (k), 7 and 8)	23,292	3	39,580	4				
2570 Deferred tax liabilities (note 6(n))	2,689	-	1,147	-				
2580 Non-current lease liabilities (notes 6(j) and 7)	42,090	5	44,806	5				
Other non-current liabilities	4,513	1	4,608	1				
<b>Total non-current liabilities</b>	72,584	9	202,084	23				
<b>Total liabilities</b>	353,134	45	516,241	58				
<b>Equity attributable to owners of the Company (notes 6(l), (o) and (p)):</b>								
2xxx Common stock	286,342	37	286,250	32				
31xx Capital surplus	76,452	10	75,279	9				
3200 Retained earnings:								
3300 Legal reserve	84	-	84	-				
3310 Special reserve	30,308	4	5,617	1				
3320 Unappropriated retained earnings	31,232	4	24,691	3				
3350 Total retained earnings	61,624	8	30,392	4				
3410 Exchange differences on translation of foreign financial statements	(5,429)	(1)	(33,295)	(4)				
<b>Total equity attributable to owners of the Company</b>	418,989	54	358,626	41				
36xx Non-controlling interests	6,206	1	10,555	1				
3xxx Total equity	425,195	55	369,181	42				
2-3xxx <b>Total liabilities and equity</b>	778,329	100	885,422	100				
1xxx <b>Total assets</b>								

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
TECHCENTIAL INTERNATIONAL LIMITED AND SUBSIDIARIES

**Consolidated Statements of Comprehensive Income**

**For the years ended December 31, 2022 and 2021**

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

		<b>2022</b>		<b>2021</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
4000	<b>Operating revenue (note 6(r))</b>	\$ 1,154,415	100	894,227	100
5000	<b>Operating costs (notes 6(e), (f), (g), (h), (j), (m), 7 and 12)</b>	<u>950,828</u>	<u>82</u>	<u>768,910</u>	<u>86</u>
5900	<b>Gross profit from operations</b>	<u>203,587</u>	<u>18</u>	<u>125,317</u>	<u>14</u>
6000	<b>Operating expenses (notes 6(c), (f), (g), (h), (j), (m), (s), 7 and 12):</b>				
6100	Selling expenses	93,300	8	45,562	5
6200	Administrative expenses	62,793	6	52,408	6
6300	Research and development expenses	7,416	1	6,377	1
6450	Gain on reversal of expected credit loss	<u>(591)</u>	<u>-</u>	<u>(347)</u>	<u>-</u>
	<b>Total operating expenses</b>	<u>162,918</u>	<u>15</u>	<u>104,000</u>	<u>12</u>
6900	<b>Operating income</b>	<u>40,669</u>	<u>3</u>	<u>21,317</u>	<u>2</u>
7000	<b>Non-operating income and expenses (notes 6(b), (e), (f), (g), (j), (l) and (t)):</b>				
7100	Interest income	524	-	527	-
7010	Other income	31,202	3	8,715	1
7020	Other gains and losses	(12,964)	(1)	(54,586)	(6)
7050	Finance costs	<u>(11,187)</u>	<u>(1)</u>	<u>(12,030)</u>	<u>(1)</u>
	<b>Total non-operating income and expenses</b>	<u>7,575</u>	<u>1</u>	<u>(57,374)</u>	<u>(6)</u>
7900	<b>Profit (loss) before tax</b>	<u>48,244</u>	<u>4</u>	<u>(36,057)</u>	<u>(4)</u>
7950	<b>Less: Income tax expenses (benefit) (note 6(n))</b>	<u>21,247</u>	<u>1</u>	<u>(1,194)</u>	<u>-</u>
8200	<b>Net profit (loss)</b>	<u>26,997</u>	<u>3</u>	<u>(34,863)</u>	<u>(4)</u>
8300	<b>Other comprehensive income (loss):</b>				
8360	<b>Item that may be reclassified subsequently to profit or loss</b>				
8361	Foreign currency translation difference for foreign operations	28,827	2	(28,222)	(3)
8399	Income tax relating to items that may be reclassified subsequently to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
8300	<b>Other comprehensive income (loss), net</b>	<u>28,827</u>	<u>2</u>	<u>(28,222)</u>	<u>(3)</u>
8500	<b>Total comprehensive income (loss)</b>	<u>\$ 55,824</u>	<u>5</u>	<u>(63,085)</u>	<u>(7)</u>
	<b>Net profit (loss), attributable to:</b>				
8610	Owners of the Company	\$ 31,232	3	(25,827)	(3)
8620	Non-controlling interests	<u>(4,235)</u>	<u>-</u>	<u>(9,036)</u>	<u>(1)</u>
	<b>Total comprehensive income (loss) attributable to:</b>	<u>\$ 26,997</u>	<u>3</u>	<u>(34,863)</u>	<u>(4)</u>
	<b>Basic earnings (deficits) per share (expressed in New Taiwan dollars) (note (q))</b>				
9750	Basic earnings (deficits) per share	<u>\$ 1.09</u>		<u>(1.08)</u>	
9850	Diluted earnings (deficits) per share	<u>\$ 1.02</u>		<u>(1.08)</u>	

See accompanying notes to consolidated financial statements.



(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
TECHCENTIAL INTERNATIONAL LIMITED AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2022 and 2021  
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent							Non- controlling interests	Total equity
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements		
<b>Balance at January 1, 2021</b>	\$ 236,250	34,772	84	-	103,385	103,469	(5,617)	368,874	383,064
Appropriation and distribution of retained earnings:									
Special reserve appropriated	-	-	-	-	(5,617)	-	-	-	-
Cash dividends on ordinary share	-	-	-	-	(47,250)	(47,250)	-	(47,250)	(47,250)
Net loss for the year	-	-	-	-	(25,827)	(25,827)	-	(25,827)	(34,863)
Other comprehensive income (loss) for the year	-	-	-	-	-	-	(27,678)	(27,678)	(28,222)
Total comprehensive income (loss) for the year	-	-	-	-	-	-	(27,678)	(27,678)	(63,085)
Capital increased by cash	50,000	30,765	-	-	(25,827)	(25,827)	-	80,765	80,765
Equity component of convertible bonds issued	-	6,892	-	-	-	-	-	6,892	6,892
Share-based payment transactions	-	2,850	-	-	-	-	-	2,850	2,850
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-
Balance at December 31, 2021	286,250	75,279	84	5,617	24,691	30,392	(33,295)	358,626	369,181
Appropriation and distribution of retained earnings:									
Special reserve	-	-	-	-	(24,691)	-	-	-	-
Net profit (loss) for the year	-	-	-	-	31,232	31,232	-	31,232	26,997
Other comprehensive income (loss) for the year	-	-	-	-	-	-	27,866	27,866	28,827
Total comprehensive income (loss) for the year	-	-	-	-	-	-	27,866	27,866	55,824
Conversion of convertible bonds	92	98	-	-	31,232	31,232	-	59,098	190
Changes in ownership interests in subsidiaries	-	1,075	-	-	-	-	-	1,075	-
<b>Balance at December 31, 2022</b>	\$ 286,342	76,452	84	30,308	31,232	61,624	(5,429)	418,989	425,195

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
TECHCENTIAL INTERNATIONAL LIMITED AND SUBSIDIARIES

**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2022 and 2021**  
(Expressed in Thousands of New Taiwan Dollars)

	2022	2021
<b>Cash flows from (used in) operating activities:</b>		
Profit (loss) before income tax	\$ 48,244	(36,057)
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	36,257	33,728
Amortization expense	44	108
Gain on reversal of expected credit loss	(591)	(347)
Net loss on financial assets or liabilities at fair value through profit or loss	12,807	2,151
Interest expense	11,187	12,030
Interest income	(524)	(527)
Share-based payments transaction	-	2,850
Loss (gain) on disposal of property, plant and equipment	13	(385)
Impairment loss on non-financial assets	-	13,488
Gain on lease modifications	-	(227)
COVID-19-related rent concessions	-	(566)
Loss on incident	-	39,438
<b>Total adjustments to reconcile profit</b>	<b>59,193</b>	<b>101,741</b>
<b>Changes in operating assets and liabilities:</b>		
Changes in operating assets:		
Financial assets at fair value through profit or loss	472	2,775
Accounts receivable	(12,166)	51,963
Other receivables	998	(590)
Inventories	109,693	(81,940)
Prepayments	5,958	11,212
Other current assets	(3,145)	(322)
<b>Total changes in operating assets</b>	<b>101,810</b>	<b>(16,902)</b>
Changes in operating liabilities:		
Financial liabilities at fair value through profit or loss	(11,209)	-
Contract liabilities	(5,648)	11,341
Accounts payable	(40,044)	(19,257)
Accounts payable to related parties	(21,596)	21,406
Other payables	(11,040)	(2,935)
Other current liabilities	(593)	(675)
<b>Total changes in operating liabilities</b>	<b>(90,130)</b>	<b>9,880</b>
<b>Total changes in operating assets and liabilities</b>	<b>11,680</b>	<b>(7,022)</b>
<b>Total adjustments</b>	<b>70,873</b>	<b>94,719</b>
Cash inflow generated from operations	119,117	58,662
Interest received	524	527
Interest paid	(8,052)	(12,167)
Income taxes paid	(18,620)	(21,679)
<b>Net cash flows from operating activities</b>	<b>92,969</b>	<b>25,343</b>
<b>Cash flows from (used in) investing activities:</b>		
Acquisition of property, plant and equipment	(22,000)	(29,181)
Proceeds from disposal of property, plant and equipment	669	3,791
Increase in refundable deposits	(4,374)	(7,814)
Decrease in other current financial assets	7,275	-
Decrease in prepayments for equipment	-	5,313
<b>Net cash flows from (used in) investing activities</b>	<b>(18,430)</b>	<b>(27,891)</b>
<b>Cash flows from (used in) financing activities:</b>		
Increase (decrease) in short-term loans	(71,881)	5,188
Proceeds from issuance of convertible bonds	-	118,148
Repayments of bonds	(4,800)	(196,176)
Proceeds from long-term loans	2,087	62,945
Repayments of long-term loans	(25,843)	(25,807)
Payment of lease liabilities	(22,768)	(17,965)
Decrease in other non-current liabilities	(95)	(478)
Cash dividends paid	-	(47,250)
Capital increase by cash	-	80,765
Change in non-controlling interests	-	5,945
<b>Net cash flows used in financing activities</b>	<b>(123,300)</b>	<b>(14,685)</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>22,314</b>	<b>(21,266)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(26,447)</b>	<b>(38,499)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>199,374</b>	<b>237,873</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 172,927</b>	<b>199,374</b>

See accompanying notes to consolidated financial statements.

五、2022 年度盈餘分配表 Annual Earnings Distributions for the year 2022

特昇國際股份有限公司 2022 年度盈餘分配表  
Earnings Distribution Table for Year 2022



(單位：新台幣元)

項目	Items	金額 Total
期初未分配盈餘	Beginning retained earnings	-
加：稅後淨利	Net loss after tax	31,232,126
減：提列法定盈餘公積	Statutory reserve (10%)	-
加：迴轉特別盈餘公積	Surplus reserve	24,878,850
可供分配金額	Distributable net profit	56,110,976
分配項目：上半年股息	Distributable items: Interim Dividend	-
分配項目：下半年股息（股票股利）	Distributable items: Stock Dividend	14,317,110
分配項目：下半年股息（現金股利）	Distributable items: Cash Dividend	2,863,420
期末未分配盈餘	Ending retained earnings	38,930,446

- 本案俟股東會決議通過後，擬請股東會授權董事長另訂配息基準日及其他相關事宜。
- 若未來於配息基準日前，本公司因公司債轉換等因素，致影響流通在外股份數量，其配息比率因此發生變動者，擬授權董事長辦理變更事宜，並按除息基準日股東名簿記載之股東持股比例計算。
- 本次現金股利分配未滿一元之畸零數額，列入公司其他收入。

After declaring the resolution of the shareholders' meeting, the chairman of the board of directors is authorized to set the ex-dividend date and other related matters, such as the subsequent changes due to the law or the adjustment of the competent authority or changes in the shares of the company. In the event that the number of shares outstanding is affected and the shareholder ratio is changed, it is proposed to authorize the chairman to handle and adjust it. The cash dividend is calculated based on the name of the shareholder and the shares held in the shareholder list on the ex-dividend date, and is calculated to the nearest whole number (rounded by the whole number). The cash dividend distribution less than NTD1 will be included in the company's other income.

董事長 Chairman :



經理人 CEO :



會計主管 CFO :



## 六、112 年限制員工權利新股發行辦法 The "Restricted Employee Rights Issuance Measures in 2023"

### 一、發行目的

本公司為吸引及留任公司所需之專業人才，並激勵員工及提昇員工向心力，以共同創造公司及股東之利益，依據中華民國公司法第二百六十七條第九項及金融監督管理委員會發布之「外國發行人募集與發行有價證券處理準則」及準用「發行人募集與發行有價證券處理準則」第四章等相關規定，訂定本公司限制員工權利新股發行辦法(以下稱「本辦法」)。

### 二、申報及發行期間

於股東會決議之日起一年內一次或分次申報辦理，並於主管機關申報生效通知到達之日起兩年內一次或分次發行。

### 三、員工之資格條件及獲配股數

(一) 以限制員工權利新股授予日當日已在本公司及本公司國內外控制或從屬公司服務至少滿二年或以上之全職員工為限，所稱從屬公司，依金管證發字第 1070121068 號令，係依公司法第三百六十九條之二、第三百六十九條之三、第三百六十九條之九第二項及第三百六十九條之十一之標準認定之。

(二) 實際得為獲配之員工及其得獲配股份數量，將參酌依年資、職級、工作績效考核、整體貢獻及特殊功績等因素擬定之分配標準，由董事長核定後，提報董事會經三分之二以上董事出席及出席董事過半數同意，惟具董事及(或)經理人身分者應先經薪資報酬委員會同意；非具董事或經理人身分之員工，應先經審計委員會同意。

獲配員工及其得獲配股份數量之參酌標準如下：

1. 年度績效考核成績達平均成績以上。
2. 因專案工作表現優良，或對公司具有重大貢獻。
3. 經部門主管提報認為有利於公司營運成長。
4. 具有公司所需之特殊工作技能。
5. 年度績優員工。

(三) 單一員工累計取得限制員工權利新股加計其累計被給予本公司依發行人募集與發行有價證券處理準則第五十六條之一第一項規定發行之員工認股權憑證得認購股數之合計數，不得超過本公司已發行股份總數之千分之三，且加計其累計被給予本公司依發行人募集與發行有價證券處理準則第五十六條第一項規定發行之員工認股權憑證得認購股數，不得超過本公司已發行股份總數之百分之一。

### 四、發行總數

依本辦法發行之限制員工權利新股為普通股 400,000 股，每股票面金額新台幣 10 元，發行總額新台幣 4,000,000 元。

#### 五、認股條件

(一) 發行價格：每股以新台幣 0 元發行，即無現金對價之無償配發予員工。

(二) 既得條件：員工自被給予限制員工權利新股後屆滿下述時程仍在職，可分別達成既得條件之股份比例如下：

1. 獲配屆滿二年，可既得股份比例 50%。
2. 獲配屆滿四年，可既得股份比例 50%。
3. 員工自獲配本公司給予之限制員工權利新股後，遇有違反勞動契約或工作規則等情事，或違反本辦法規定者，公司有權就其尚未達成既得條件之限制員工權利新股予以無償收回並辦理註銷。

本辦法所稱給予、獲配及屆滿時程起算日為當次增資基準日。

(三) 發行股份之種類：本公司普通股新股。

(四) 員工未符既得條件或發生繼承時，應依下列方式處理：

1. 自願離職或因不可歸責於本公司之事由之解僱：

未達成既得條件之限制員工權利新股，於生效日起即視為未符既得條件，本公司將依法無償收回其股份並辦理註銷。

2. 退休：

未達成既得條件之限制員工權利新股，應自退休日起視為未符既得條件，本公司將依法無償收回其股份並辦理註銷。

3. 留職停薪：

依政府法令規定及遇個人重大疾病、家庭重大變故、赴國外進修等原因，經由本公司特別核准之留職停薪員工，未達成既得條件之限制員工權利新股，自復職日起回復其權益，惟既得期間條件應按留職停薪期間，往後遞延。

4. 一般死亡：

未達成既得條件之限制員工權利新股，於死亡當日即視為未符既得條件，本公司將依法無償收回其股份並辦理註銷。

5. 因受職業災害殘疾或死亡者：

a. 因受職業災害致身體殘疾而無法繼續任職者，未達成既得條件之限制員工權利新股，於離職日起視為全數達成既得條件。

b. 因受職業災害致死亡者，繼承人所繼承未達成既得條件之限制員工權利新股，於被繼承員工死亡當日起視為全數達成既得條件。

6. 資遣或因其他可歸責於本公司之事由致終止勞動契約者：

因遭本公司資遣或因其他可歸責於本公司之事由致終止勞動契約時，未達成既得條件之限制員工權利新股，自資遣或終止勞動契約生效日起即視為未符既得條件，本公司將依法無償收回其股份並辦理註銷。

7. 調職：

因本公司營運所需，經董事長或其授權主管核定須調動至本公司國內外控制從屬公司（或從屬公司間之調動），其已授予限制員工權利新股之權利義務均不受影響。

員工調動至非本公司國內外控制或從屬公司者，準用本條第（四）項第 6 款規定。

8. 其他非屬上列之原因者，授權董事長核定其達成既得條件比例及時限，並報請董事會追認。

9. 本辦法所列終止勞動契約之規定，其定義依員工之勞動契約所應適用之準據法解釋。

（五）員工依本辦法獲配新股後，如因併購，本公司將為被合併消滅公司、被分割公司或被收購公司時，員工於併購基準日之停止過戶/利益基準日前一日，其尚受限制之股份視同全數達成既得條件。

六、獲配新股之程序

（一）員工於獲配限制員工權利新股後，本公司將於增資基準日將其獲配之股數依相關法令規定登載於本公司股東名簿，以帳簿劃撥方式交付本公司新發行之普通股。

（二）本公司依本辦法發行之限制員工權利新股，依法辦理變更登記。

七、獲配新股後未達既得條件前受限制之權利

本辦法所發行之限制員工權利新股員工獲配新股後，於未達既得條件前受限制之權利如下：

（一）員工獲配新股後未達既得條件前，除繼承外，不得將該限制員工權利新股出售、抵押、轉讓、贈與、質押，或作其他方式之處分。

（二）股東會之出席、提案、發言、投票權等依信託、保管契約執行之。

除前述限制外，員工依本辦法獲配之限制員工權利新股，於未達既得條件前之其他權利，包括但不限於：股息、紅利及資本公積之受配權、現金增資之認股權及表決權等，與本公司已發行之普通股股份相同。但自無償配股停止過戶日、現金股息停止過戶日前十五個營業日起，至權利分派基準日止，此期間如遇有依本辦法本公司得無償收回其股份並辦理註銷之情形者，其未達成既得條件之股票不享有配股配息權利。

八、其他重要事項(含股票信託保管等)

（一）本公司依本辦法所發行之限制員工權利新股，於達成既得條件前，其國籍為中華民國籍之員工以股票信託方式保管，其他國籍之員工則以委任保管銀行方式保管。



(二) 本辦法經董事會三分之二以上董事出席及出席董事過半數同意，並報經主管機關核准後生效，限制員工權利新股發行前如有修改時亦同。若於送件審核過程中，因主管機關審核之要求而須做修正時，授權董事長修訂本辦法，嗣後再提董事會追認後始得發行。

(三) 本辦法如有未盡事宜，悉依相關法令規定辦理。

### Restricted Employee Rights Issuance Measures in 2023

#### 1. Issue purpose

In order to attract and retain professional talents required by the company, motivate and enhance employee cohesion, and jointly create benefits for the company and shareholders, we have formulated the "Method for Restricting Employee Rights in New Stock Issuance of the Company" (hereinafter referred to as "this method"), in accordance with Article 267, Paragraph 9 of the Company Act of the Republic of China, the "Regulations Governing the Handling of the Issuance and Offering of Securities by Foreign Issuers" promulgated by the Financial Supervisory Commission, and relevant provisions of Chapter 4 of the "Regulations Governing the Handling of the Issuance and Offering of Securities by Issuers".

#### 2. Application and issuance period

Within one year from the date of the shareholder meeting resolution, the issuance shall be applied for once or in instalments, and within two years from the effective notification of the application to the competent authority, the issuance shall be made once or multiple times as required.

#### 3. Qualifications and the number of allotted shares of employees

(1) The grant of new shares to employees with restricted rights shall be limited to full-time employees who have served in the company or its domestic and foreign controlled or subsidiary companies for at least two years from the date of the grant. The term "subsidiary companies" is defined in accordance with the standards set forth in the Financial Supervisory Commission's Order No. 1070121068, pursuant to Article 369-2, Article 369-3, Article 369-9, Paragraph 2, and Article 369-11 of the Company Act.

(2) The actual number of shares that can be allocated to employees who are granted shares shall be determined based on factors such as seniority, job level, performance evaluation, overall contribution, and special achievements. After the Chairman approves the allocation criteria, it shall be submitted to the board of directors for approval by more than two-thirds of the attending directors and a majority of the attending directors, except that those who hold the status of director and/or manager should first obtain the consent of the Remuneration Committee; non-director or non-manager employees should first obtain the consent of the Audit Committee.

The criteria for allotted employees and the number of allotted shares:

1. The annual performance appraisal results are above average.
2. excellent performance at work or a significant contribution to the company.



3. As reported by the head of the department, it is believed to be beneficial to the company's business growth.

4. Possess special job skills required by the company.

5. Excellent employee of the year

(3) The accumulative number of shares an employee can subscribe for by exercising the employee stock options granted to him or her under Article 56-1, paragraph 1, of the Criteria Governing the Offering and Issuance of Securities by Securities Issuers, in combination with the accumulative number of restricted shares granted to such employee, shall not exceed 0.3% of the total issued shares of the company. And the above, in combination with the accumulative number of shares such an employee can subscribe for by exercising the stock options granted under Article 56, paragraph 1, shall not exceed 1% of the total number of issued shares of the company.

#### 4. Total amount of issuance

The total issued amount is NT\$4,000,000, with a par value of NT\$10 per share, for a total of 400,000 shares.

#### 5. Issue conditions

A. Issue price: Each share is priced at NT\$0, The new shares with restricted employee rights are issued free.

B. Vesting Schedule: Employees who remain employed for the following periods after being granted restricted employee stock options can achieve the following vesting percentages:

1. Upon completion of two years, 50% of the vested shares can be exercised.

2. Upon completion of four years, 50% of the vested shares can be exercised.

3. If an employee violates the labour contract, work rules, or regulations of this policy after being granted restricted employee stock options, the company has the right to recover and cancel the unvested restricted employee stock options at no cost.

The date of granting, vesting, and the commencement of the vesting period shall be the date of the relevant capital increase.

C. Type of shares to be issued: new shares of common stock of the company.

D. For employees who fail to meet the vested conditions or in case of inheritance, the following procedures should be followed:

1. Voluntary resignation or termination due to reasons not attributable to the Company:

For employees who fail to meet the vested conditions of restricted stock granted to them, their shares shall be deemed as unvested as of the effective date and the Company will reclaim and cancel them at no cost in accordance with the law.

2.Retirement:

For employees who fail to meet the vested conditions of restricted stock granted to them, their shares shall be deemed as unvested as of the retirement date and the Company will reclaim and cancel them at no cost in accordance with the law.

3.Leave without pay:

For employees who are approved to take leave without pay by the Company for reasons such as personal illness, family emergency, or overseas studies, and have failed to meet the vested conditions of restricted stock granted to them, their rights shall be reinstated from the date of their return to work, but the vested period shall be postponed according to the period of leave without pay.

4.Death:

For employees who fail to meet the vested conditions of restricted stock granted to them, their shares shall be deemed as unvested as of the date of death and the Company will reclaim and cancel them at no cost in accordance with the law.

5.Work-related disability or death:

a. For employees who are unable to continue working due to work-related disability, the restricted stock granted to them that has not met the vested conditions shall be deemed as fully vested from the date of their departure.

b. For employees who have died due to work-related injuries, the restricted stock granted to them that has not met the vested conditions shall be deemed as fully vested as of the day of the employee's death for the inheriting party.

6.Termination due to layoff or reasons attributable to the Company:

For employees who have been laid off by the Company or terminated due to reasons attributable to the Company, and have failed to meet the vested conditions of restricted stock granted to them, their shares shall be deemed as unvested as of the effective date of

their layoff or termination of labour contract, and the Company will reclaim and cancel them at no cost in accordance with the law.

7. Job transfer:

In order to meet the operational needs of the Company, if an employee needs to be transferred to a domestic or overseas subsidiary of the Company (or between subsidiaries), authorized by the Chairman or the authorized supervisor, the rights and obligations of the restricted employee stock granted shall not be affected. If an employee is transferred to a non-controlled or subsidiary company of the Company, the provisions of item 6 of clause 4 shall apply.

8. For other reasons not mentioned above, the Chairman is authorized to determine the proportion of the achieved conditions and the time limit and report to the Board of Directors for retroactive approval.

9. The definition of the provisions for termination of labor contracts in this Regulation shall be interpreted in accordance with the applicable law of the labor contract of the employee.

E. If an employee is granted restricted stock under this policy and the company is merged or acquired, and the employee's company is dissolved, split, or acquired, any restricted stock that the employee still holds on the day before the record date for the cessation of trading or the record date for benefits will be considered as fully vested.

6. Procedures for Allotment of New Shares

(1) After an employee is granted restricted stock under this policy, the Company will register the number of shares granted to the employee on the Company's shareholder register in accordance with relevant laws and regulations as of the record date of the capital increase, and deliver the newly issued ordinary shares of the Company to the employee through book-entry transfer.

(2) Restricted stock granted by the Company under this policy will be subject to registration changes in accordance with the law.

7. After being granted restricted stock options under this policy, employees are subject to the following restrictions on their rights until they reach the conditions for vesting:

(1) Before the conditions for vesting are met, employees cannot sell, mortgage, transfer, donate, pledge, or otherwise dispose of their restricted stock options, except in cases of inheritance.

(2) The exercise of shareholder rights such as attendance at shareholders' meetings, making proposals, speaking, and voting shall be subject to trust and custody agreements.

Apart from the aforementioned restrictions, employees who are granted restricted stock options under this policy have the same rights as ordinary shareholders before the conditions for vesting are met, including but not limited to the right to receive dividends, capital surplus, the right to subscribe to newly issued shares through cash offering, and voting rights. However, for the period starting fifteen business days before the record date for the suspension of free distribution of shares and cash dividends, and ending on the date of distribution of rights, the shares that have not yet met the conditions for vesting will not enjoy the right to receive dividends or participate in the subscription of new shares in case of any circumstances under which the company may reclaim its shares and cancel them in accordance with this policy.

8. Other important matters (including stock trust custody, etc.):

(1) The restricted employee shares issued by the Company in accordance with these regulations, shall be held in trust by a stock trustee for employees who hold the nationality of the Republic of China until the attainment of the pre-set conditions. Employees of other nationalities shall have their restricted employee shares held by a designated custodian bank.

(2) These regulations shall be approved by the board of directors with a quorum of two-thirds or more of the directors in attendance, and with the majority of the attending directors consenting, and shall be effective after being reported and approved by the competent authority. Any modifications to these regulations prior to the issuance of the restricted employee shares must also follow this same process. In the event that amendments must be made during the submission and review process due to requirements of the competent authority, the chairman of the board of directors shall be authorized to make revisions. Afterwards, the amendments must be presented to the board of directors for ratification prior to issuance.

(3) Any matters not covered by these regulations shall be handled in accordance with relevant laws and regulations.

## 肆、附錄 Appendix

## 一、股東會議事規範 Rules and Procedures of Shareholders' Meeting.

Techcential International Ltd	Rules and Procedures of Shareholders' Meetings	Document No. : TIL/AGM
		Effective Date: 29 Jun 2022
特昇國際股份有限公司	股東會議事規則	Revision No: 4
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### 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（股東會召集及開會通知）

本公司股東會除法令另有規定外，由董事會召集之。

本公司股東會召開方式之變更應經董事會決議，並最遲於股東會開會通知書寄發前為之。

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、監察人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，但本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比例合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。股東會開會十五日前，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。

前項之議事手冊及會議補充資料，於股東會開會當日應依下列方式提供股東參閱：

- 一、 公司召開實體股東會者，應於股東會現場發放。
- 二、 公司召開視訊輔助股東會者，應於股東會現場發放，並以電子檔案傳送至視訊會議平台。
- 三、 公司召開視訊股東會者，應以電子檔案傳送至視訊會議平台。

通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。

選任或解任董事、變更章程、減資、申請停止公開發行、董事競業許可、盈餘轉增資、公積轉增資、公司解散、合併、分割或公司法第一百八十五第一項各款之事項、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。

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

持有已發行股份總數百分之一以上股份之股東，得向本公司提出股東常會議案，以一項為限，提案超過一項者，均不列入議案。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。

股東得提出為敦促公司增進公共利益或善盡社會責任之建議性提案，程序上應依公司法第172條之1之相關規定以1項為限，提案超過1項者，均不列入議案。

本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、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。

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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。

委託書送達本公司後，股東欲以視訊方式出席股東會，應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

#### 第五條

股東會召開之地點，應於本公司所在地或便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考量獨立董事之意見。

本公司召開視訊股東會時，不受前項召開地點之限制。

#### 第六條（簽名簿等文件之備置）

本公司應於開會通知書載明受理股東、徵求人、受託代理人（以下簡稱股東）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；股東會視訊會議應於會議開始前三十分鐘，於股東會視訊會議平台受理報到，完成報到之股東，視為親自出席股東會。

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。

股東會以視訊會議召開者，股東欲以視訊方式出席者，應於股東會開會二日前，向本公司登記。

股東會以視訊會議召開者，本公司至少應於會議開始前三十分鐘，將議事手冊、年報及其他相關資料上傳至股東會視訊會議平台，並持續揭露至會議結束。

#### 第六條之一（召開股東會視訊會議，召集通知應載事項）

本公司召開股東會視訊會議，應於股東會召集通知載明下列事項：

- 一、 股東參與視訊會議及行使權利方法。



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二、 因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙之處理方式，至少包括下列事項：

- (一) 發生前開障礙持續無法排除致須延期或續行會議之時間，及如須延期或續行集會時之日期。
- (二) 未登記以視訊參與原股東會之股東不得參與延期或續行會議。
- (三) 召開視訊輔助股東會，如無法續行視訊會議，經扣除以視訊方式參與股東會之出席股數，出席股份總數達股東會開會之法定定額，股東會應繼續進行，以視訊方式參與股東，其出席股數應計入出席之股東股份總數，就該次股東會全部議案，視為棄權。
- (四) 遇有全部議案已宣布結果，而未進行臨時動議之情形，其處理方式。

三、 召開視訊股東會，並應載明對以視訊方式參與股東會有困難之股東所提供之適當替代措施。

#### 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（股東會開會過程錄音或錄影之存證）

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。

股東會以視訊會議召開者，本公司應對股東之註冊、登記、報到、提問、投票及公司計票結果等資料進行記錄保存，並對視訊會議全程連續不間斷錄音及錄影。

前項資料及錄音錄影，本公司應於存續期間妥善保存，並將錄音錄影提供受託辦理視訊會議事務者保存。

股東會以視訊會議召開者，本公司宜對視訊會議平台後台操作介面進行錄音錄影。

#### 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及視訊會議平台報到股數，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；股東會以視訊會議召開者，本公司另應於股東會視訊會議平台公告流會。



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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；股東會以視訊會議召開者，股東欲以視訊方式出席者，應依第六條向本公司重行登記。

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。

#### 第十條（議案討論）

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

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

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

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

#### 第十一條（股東發言）

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。

股東會以視訊會議召開者，以視訊方式參與之股東，得於主席宣布開會後，至宣布散會前，於股東會視訊會議平台以文字方式提問，每一議案提問次數不得超過兩次，每次以二百字為限，不適用第一項至第五項規定。

前項提問未違反規定或未超出議案範圍者，宜將該提問揭露於股東會視訊會議平台，以為周知。

#### 第十二條

股東會之表決，應以股份為計算基準。

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

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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，應採行以書面或電子方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電郵方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原案之修正，視為棄權，故本公司宜避免提出臨時動議及原案修正。

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，如欲親自或以視訊方式出席股東會者，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，除公司法及本公司章程另有規定外，以出席股東表決權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

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

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

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

本公司召開股東會視訊會議，以視訊方式參與之股東，於主席宣布開會後，應透過視訊會議平台進行各項議案表決及選舉議案之投票，並應於主席宣布投票結束前完成，逾時者視為棄權。

股東會以視訊會議召開者，應於主席宣布投票結束後，為一次性計票，並宣布表決及選舉結果。

本公司召開視訊輔助股東會時，已依第六條規定登記以視訊方式出席股東會之股東，欲親自出席實體股東會者，應於股東會開會二日前，以與登記相同之方式撤銷登記；逾期撤銷者，僅得以視訊方式出席股東會。

以書面或電子方式行使表決權，未撤銷其意思表示，並以視訊方式參與股東會者，除臨時動議外，不得再就原議案行使表決權或對原議案提出修正或對原議案之修正行使表決權。

### 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。

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。

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#### 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（包含統計之權數）記載之，有選舉董事，應揭露每位候選人之得票權數。在本公司存續期間，應永久保存。

股東會以視訊會議召開者，其議事錄除依前項規定應記載事項外，並應記載股東會之開會起迄時間、會議之召開方式、主席及紀錄之姓名，及因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙時之處理方式及處理情形。

本公司召開視訊股東會，除應依前項規定辦理外，並應於議事錄載明，對於以視訊方式參與股東會有困難股東提供之替代措施。

#### 第十六條（對外公告）

徵求人徵得之股數、受託代理人代理之股數及股東以書面或電子方式出席之股數，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；股東會以視訊會議召開者，本公司至少應於會議開始前三十分鐘，將前述資料上傳至股東會視訊會議平台，並持續揭露至會議結束。

本公司召開股東會視訊會議，宣布開會時，應將出席股東股份總數，揭露於視訊會議平台。如開會中另有統計出席股東之股份總數及表決權數者，亦同。

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。

股東會得依公司法第一百八十二條之規定，決議在五日内延期或續行集會。

#### 第十九條（視訊會議之資訊揭露）

股東會以視訊會議召開者，本公司應於投票結束後，即時將各項議案表決結果及選舉結果，依規定揭露於股東會視訊會議平台，並應於主席宣布散會後，持續揭露至少十五分鐘。

#### 第二十條（視訊股東會主席及紀錄人員之所在地）

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本公司召開視訊股東會時，主席及紀錄人員應在國內之同一地點，主席並應於開會時宣布該地點之地址。

#### 第二十一條（斷訊之處理）

股東會以視訊會議召開者，本公司得於會前提供股東簡易連線測試，並於會前及會議中即時提供相關服務，以協助處理通訊之技術問題。

股東會以視訊會議召開者，主席應於宣布開會時，另行宣布除公開發行股票公司股務處理準則第四十四條之二十四第四項所定無須延期或續行集會情事外，於主席宣布散會前，因天災、事變或其他不可抗力情事，致視訊會議平台或以視訊方式參與發生障礙，持續達三十分鐘以上時，應於五日內延期或續行集會之日期，不適用公司法第一百八十二條之規定。

發生前項應延期或續行會議，未登記以視訊參與原股東會之股東，不得參與延期或續行會議。

依第二項規定應延期或續行會議，已登記以視訊參與原股東會並完成報到之股東，未參與延期或續行會議者，其於原股東會出席之股數、已行使之表決權及選舉權，應計入延期或續行會議出席股東之股份總數、表決權數及選舉權數。

依第二項規定辦理股東會延期或續行集會時，對已完成投票及計票，並宣布表決結果或董事、監察人當選名單之議案，無須重行討論及決議。

本公司召開視訊輔助股東會，發生第二項無法續行視訊會議時，如扣除以視訊方式出席股東會之出席股數後，出席股份總數仍達股東會開會之法定定額者，股東會應繼續進行，無須依第二項規定延期或續行集會。

發生前項應繼續進行會議之情事，以視訊方式參與股東會股東，其出席股數應計入出席股東之股份總數，惟就該次股東會全部議案，視為棄權。

本公司依第二項規定延期或續行集會，應依公開發行股票公司股務處理準則第四十四條之二十七項所列規定，依原股東會日期及各該條規定辦理相關前置作業。

公開發行公司出席股東會使用委託書規則第十二條後段及第十三條第三項、公開發行股票公司股務處理準則第四十四條之五第二項、第四十四條之十五、第四十四條之十七第一項所定期間，本公司應依第二項規定延期或續行集會之股東會日期辦理。

#### 第二十二條（數位落差之處理）

本公司召開視訊股東會時，應對於以視訊方式出席股東會有困難之股東，提供適當替代措施。

#### 第二十三條

本規則經股東會通過後施行，修正時亦同。



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## Article 1

In order to establish a good governance system and sound supervisory capabilities, and improve the supervision function, strengthen management function, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies so as to eligible for compliance.

## 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 (Convening shareholders meetings and shareholders meeting notice)

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

Changes to the method of convening the shareholders' meeting of the Company shall be subject to a resolution of the board of directors, and shall be made no later than before the notice of the shareholders' meeting is dispatched.

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. However, if the paid-in capital of the listed company reaches more than NT \$10 billion at the end of the most recent fiscal year or the total foreign and mainland shareholding ratio in the shareholders' name book of the listed company reaches more than 30% at the end of the most recent fiscal year, the electronic file transmission shall be opened 30 days before the completion of the shareholders' regular 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.

The procedure manual and supplementary meeting materials mentioned in the preceding paragraph shall be provided to shareholders for reference on the day of the shareholders' meeting in the following ways:

1. If the company holds a physical shareholders meeting, it shall be distributed on the spot of the shareholders meeting.

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2. If the company holds a video-assisted shareholders meeting, it shall be distributed on the spot of the shareholders meeting, and sent by telephone. Subfiles are sent to the video conferencing platform.
3. If the company holds a video conference of shareholders, it shall send the electronic file to the video conference platform tower.

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, , reduction of capital, application for suspension of public offering, director's license to complete, transfer of surplus to increase capital, transfer of reserve to increase capital, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Article 26(1), Article 43(6) of the Securities Exchange Act, Article 56(1) and Article 60(2) of the Guidelines for dealing with the raising and issuance of securities by issuers. 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. The main contents may be placed on the website designated by the security regulatory authority of the company, and the website address shall be specified in the notice.

The reasons for convening the shareholders' meeting have specified the general election of directors, supervisors and the date of their appointment. After the completion of the election, the same meeting shall not change the date of appointment by provisional motion or others means.

A shareholder holding 1 percent or more of the total number of issued shares may submit to the Company for discussion at a regular shareholders meeting, 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 172(1), 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.

The shareholder may proposal is a proposal to urge the company and promote the public interests for fulfil its social responsibility, in accordance with the relevant provisions of Article 172(1) of the Company Law, and no proposal containing more than one item will be included in the meeting 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.

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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.

After the power of attorney is delivered to the company, shareholders who wish to attend the shareholders' meeting by video conference shall notify the company in writing of the revocation of the proxy two days before the shareholders' meeting.

#### 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.

When the company convenes a video-conference shareholders meeting, it is not subject to the restriction on the venue of the preceding paragraph.

#### Article 6 (Preparation of documents such as signature book)

The Company shall specify in its shareholders meeting notices the time during which shareholder, solicitors, and entrusted agents (hereinafter referred to as shareholders)

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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. For the video conference of the shareholders' meeting, registration should be accepted on the video conference platform of the shareholders' meeting 30 minutes before the start of the meeting. Shareholders who have completed the registration shall be deemed to have attended the shareholders' meeting in person.

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, pre-printed 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. If the shareholders' meeting is held by video conference, shareholders who wish to attend by video conference should register with the company two days before the shareholders' meeting.

If the shareholders' meeting is held by video conference, the company shall upload the procedure manual, annual report and other relevant materials to the video conference platform of the shareholders' meeting at least 30 minutes before the start of the meeting, and continue to disclose it until the end of the meeting.

Article 6-1 (Convening a video conference of the shareholders' meeting, and matters to be included in the convening notice)

When the company holds a video conference of the shareholders' meeting, the following matters shall be stated in the notice of convening the shareholders' meeting:

1. Shareholders' participation in video conferences and methods for exercising their rights.



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2. Due to natural disasters, incidents or other force majeure circumstances, the handling of obstacles to the video conference platform or participating in video conferences should include at least the following:
  - (1) The time when the pre-occupation obstacle persists and cannot be ruled out and the meeting needs to be postponed or resumed, and the date when the meeting needs to be postponed or resumed.
  - (2) Shareholders who have not registered to participate in the original shareholders meeting by video conference shall not participate in the postponed or continued meeting.
  - (3) To hold a video-assisted shareholders meeting. If the video conference cannot be continued, after deducting the number of shares attending the shareholders meeting by video, the total number of shares attending the shareholders meeting reaches the statutory quota for the shareholders meeting. The shareholders meeting should continue and participate by video. Shareholders, whose number of shares present shall be included in the total number of shares of shareholders present, shall be deemed to abstain from voting on all the resolutions of the shareholders' meeting.
  - (4) In the event that all the motions have been announced, but no provisional motion has been made, the handling method.
3. To convene a video-conference shareholders meeting, and to specify appropriate alternative measures for shareholders who have difficulty participating in the shareholders' meeting by video-conference.

#### 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

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

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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 (Evidence of the recording or video recording of the shareholders meeting process)

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.

If the shareholders' meeting is held by video conference, the company shall record and preserve the shareholders' registration, registration, registration, questioning, voting and company vote counting results, etc., and make continuous and uninterrupted audio and video recording of the entire video conference.

The above-mentioned materials and audio and video recordings shall be properly preserved by the company during the period of existence, and the audio and video recordings shall be provided to those who are entrusted to handle video conference affairs for preservation.

If the shareholders' meeting is held by video conference, the company should record and record the background operation interface of the video conference platform.

#### 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 and the number of shares registered on the video conference platform 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

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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. If the shareholders' meeting is held by video conference, the company shall also announce the streaming meeting on the video conference platform of the shareholders' meeting.

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. If the shareholders meeting is held by video conference, shareholders who wish to attend by video conference shall re-register with the company in accordance with Article 6.

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, relevant motions (including provisional motions and amendments to original motions) shall be voted on a case-by-case basis. The Board of Meeting still includes in 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 and arrange proper voting time.

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#### Article 11 (Shareholder Speech)

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 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.

If the shareholders meeting is held by video conference, the shareholders participating by video conference may ask questions in text form on the video conference platform of the shareholders meeting after the chairman announces the meeting and before the announcement of the adjournment of the meeting. Items 1 to 5 do not apply to the limit of 200 words.

If the question mentioned in the preceding paragraph does not violate the regulations or does not exceed the scope of the proposal, it is advisable to expose the question on the video conference platform of the shareholders' meeting for public knowledge.

#### 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,

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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.

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. Shareholders who exercise their voting rights in writing or by E-mail shall be deemed to have attended the shareholders' meeting in person. However, the provisional motion and amendment of the original case of the shareholder's meeting shall be deemed as waiver, and the capital stock company shall refrain from submitting the provisional motion and amendment of the original case.

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 or by video, 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.

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Except as otherwise provided in the Company 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.

The company convened a video conference of the shareholders' meeting. Shareholders who participated by video should conduct voting on various resolutions and voting on election proposals through the video conference platform after the chairman announces the meeting. The voting should be completed before the chairman announces the close of voting. deemed a waiver.

If the shareholders meeting is held by video conference, after the chairman announces the close of voting, the votes shall be counted at one time, and the voting and election results shall be announced.

When the company holds a video-assisted shareholders meeting, shareholders who have registered to attend the shareholders' meeting by video-conference in accordance with the provisions of Article 6, who wish to attend the physical shareholders' meeting in person, shall cancel the registration in the same manner as the registration two days before the shareholders' meeting; Those who cancel within the time limit can only attend the shareholders' meeting by video conferencing.

Those who exercise their voting rights in writing or electronically without revoking their intentions and participate in the shareholders' meeting by video conferencing shall not exercise their voting rights on the original proposal or propose amendments to the original proposal or exercise the voting rights for amendments to the original proposal, except for temporary motions.

#### Article 14



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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, (include weights of statistics) when a director or supervisor is elected, the number of votes for each candidate shall be disclosed, and shall be retained for the duration of the existence of the Company.

If the shareholders' meeting is held by video conference, the minutes of the shareholders' meeting shall record the start and end time of the shareholders' meeting, the method of convening the meeting, the name of the chairman and the record, and the name of the chairman of the shareholders' meeting, as well as the events caused by natural disasters, incidents or another force majeure. The handling method and handling situation when an obstacle occurs to the video conferencing platform or participation by video conferencing.

In addition to complying with the provisions of the preceding paragraph when convening a video conference of shareholders, the company shall also specify in the minutes of the meeting the alternative measures provided by shareholders who have difficulty participating in video conference.

#### Article 16 (External announcement)

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, the number of shares represented by proxies and the number of shares attended by shareholders in writing or electronically, and shall make an express disclosure of the same at the place of the shareholders meeting. If the shareholders' meeting is held by video conference, the company shall upload the above-mentioned



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information to the video conference platform of the shareholders' meeting at least 30 minutes before the start of the meeting, and continue to disclose it until the end of the meeting.

The company holds a video conference of the shareholders' meeting. When announcing the meeting, the total number of shareholders' shares present shall be disclosed on the video conference platform. The same shall apply if the total number of shares and voting rights of the shareholders attending the meeting are otherwise counted during the 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.

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.

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#### Article 19 (Disclosure of Video Conference Information)

If the shareholders' meeting is held by video conference, the company shall immediately disclose the voting results and election results of various proposals on the video conference platform of the shareholders' meeting in accordance with the regulations, and shall continue to disclose for at least 15 minutes after the chairman announces the adjournment of the meeting.

#### Article 20 (Location of the Chairman of the Video Shareholders' Meeting and the Recording Officer)

When the company holds a video-video shareholders meeting, the chairman and the recorder shall be at the same place in China, and the chairman shall announce the address of the place at the time of the meeting.

#### Article 21 (Disconnection Handling)

If the shareholders' meeting is held by video conference, the company may provide a simple connection test for shareholders before the meeting, and provide relevant services immediately before and during the meeting to assist in handling technical communication problems.

If the shareholders' meeting is held by video conference, the chairman shall, when announcing the opening of the meeting, separately announce that there is no need to postpone or continue the meeting, except for the cases stipulated in Paragraph 24, Article 44-24 of the Stock Management Standards for Public Offering Companies, that the chairman announces the meeting. Before the meeting, due to natural disasters, incidents or other force majeure events, if there is an obstacle to the video conference platform or participation by video, which lasts for more than 30 minutes, the date of the meeting should be postponed or renewed within five days. The first company law does not apply the provisions of Article 182.

In the event of the occurrence of the preceding paragraph, the meeting shall be postponed or continued. Shareholders who have not registered to participate in the original shareholders meeting by video conference shall not participate in the postponed or continued meeting.

In accordance with the provisions of Paragraph 2, the meeting should be postponed or continued. Shareholders who have registered to participate in the original shareholders meeting by video and have completed the registration, but who do not participate in the postponed or continued meeting, the number of shares attended at the original shareholders meeting, the voting rights exercised and Voting rights shall be included in the total number of shares, voting rights and voting rights of shareholders present at the adjourned or continued meeting.

When the shareholders meeting is postponed or reconvened in accordance with the provisions of Paragraph 2, it is not necessary to re-discuss and resolve the

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resolutions for which the voting and counting of votes have been completed, and the voting results or the list of elected directors and supervisors are announced.

The company convened a video-assisted shareholders meeting, and when the second paragraph cannot be continued, if the total number of shares attended by video conference still reaches the statutory quota for the shareholders' meeting after deducting the number of shares attended by video-conferencing, the shareholders' meeting shall continue. There is no need to postpone or renew the assembly in accordance with the second paragraph.

In the event that the meeting should be continued in the preceding paragraph, the shareholders who participate in the shareholders' meeting by video conference, the number of shares attended shall be included in the total number of shares of the shareholders present, but all the resolutions of the shareholders' meeting shall be regarded as abstention.

The company shall postpone or renew the meeting in accordance with the provisions of Paragraph 2, and shall handle the relevant matters in accordance with the provisions set forth in Article 44-27 of the Standards for the Handling of Shares of Companies Offering Shares, the date of the original shareholders' meeting and the provisions of each of these articles' pre-work.

The latter paragraph of Article 12 and Paragraph 3 of Article 13 of the Rules for the Use of Power of Attorney for Public Offering Companies to Attend Shareholders' Meetings, and Paragraph 2 of Article 44-5 and Article 44-10 of the Guidelines for the Handling of Share Transactions of Public Offering Companies 5. During the period specified in Paragraph 1 of Article 44-17, the Company shall postpone or renew the date of the shareholders' meeting in accordance with the provisions of Paragraph 2.

#### Article 22 (Processing of Digital Drop)

When the company convenes a video conference of shareholders, it shall provide appropriate alternatives for shareholders who have difficulty in attending the shareholders meeting by video.

#### Article 23

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

## 二、公司章程 Company M&A

(中譯文)

**第五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 2020 年 6 月 18 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

第五次修訂及重述章程大綱  
Techcential International Ltd  
特昇國際股份有限公司  
(經 2020 年 6 月 18 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 Harneys Fiduciary (Cayman) Limited 之所在地，即開曼群島 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman, KY1-1002, Cayman Islands，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。

本中譯文僅供參考之用，  
正確內容應以英文版為準

開曼群島公司法（及其修正）  
股份有限公司

第五次修訂及重述章程  
**Techcential International Ltd**  
特昇國際股份有限公司  
(經 2020 年 6 月 18 日特別決議通過生效)

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**第五次修訂及重述章程**  
**Techcential International Ltd**  
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(經 2020 年 6 月 18 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牴觸之情況下，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。

<b>“股東名冊”</b>	指公司依開曼公司法備置之股東名冊，且公司股份登錄興櫃買賣或上市櫃者，則指公司依公開發行公司規則備置之股東名冊。
<b>“註冊處所”</b>	指公司當時之註冊營業處所。
<b>“關係人”</b>	定義如國際會計準則第 24 號之定義。
<b>“限制型股票”</b>	其意義如本章程第 2.5 條之定義。
<b>“中華民國”</b>	指臺灣，中華民國。
<b>“印章”</b>	指公司通用圖章或正式或複製之印章。
<b>“秘書”</b>	經指派執行所有公司秘書職務之人，包括任何代理或助理秘書，及任何經董事會指派執行該秘書職務之人。
<b>“股份”</b>	指每股面額新台幣 10.00 元之公司股份。
<b>“特別決議”</b>	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；
<b>“附屬公司”</b>	就任一公司而言，指(1)被該公司直接或間接持有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。
<b>“重度決議”</b>	由代表公司已發行股份總數三分之二以上之股東出席者，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。
<b>“庫藏股”</b>	指本公司依開曼公司法及本章程持有庫藏之股份。
<b>“集保結算所”</b>	指臺灣集中保管結算所股份有限公司。
<b>“櫃買中心”</b>	指財團法人中華民國證券櫃檯買賣中心。
<b>“證交所”</b>	臺灣證券交易所股份有限公司。
<b>“年”</b>	日曆年。

1.2 本章程中，於內容不牴觸之情況下：

- (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。

(a) 本公司發行新股，若認股人延欠應繳之股款時，本公司應定一個月以上之期限催告該認股人照繳，並聲明逾期不繳失其權利。



(b) 本公司已為前項之催告，認股人不照繳者，即失其權利，所認之股份另行募集。  
如有損害，仍得向認股人請求賠償。

- 2.5 於不違反或牴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。股份登錄興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。股份登錄與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 股份登錄與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) 股份登錄與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) 若公司有未登錄與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 登錄與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。

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。

### 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無特別盈餘公積。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。
- 14.9 本公司得於每半會計年度終了後辦理盈餘分派或虧損撥補。
- 14.10 本公司前半會計年度盈餘分派或虧損撥補之議案，應連同營業報告書及財務報表交審計委員會查核後，提董事會決議之。
- a. 本公司依前述規定分派盈餘時，應先預估並保留應納稅捐、依法彌補虧損及提列法定盈餘公積。但法定盈餘公積，已達實收資本額時，不在此限。
- b. 本公司依第 14.10 條規定分派盈餘而以發行新股方式為之時，應以重度決議通過分派之；發放現金者，應經董事會決議。
- c. 本公司依第 14.10 條規定分派盈餘或撥補虧損時，應依經會計師查核或核閱之財務報表為之。

## 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 審計委員會之獨立董事除董事會不為召集或不能召集股東會外，得為公司利益，於必要時，召集股東會。
- 18.3 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為必要時，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，或繼續三個月以上持有已發行股份總數過半數以上股份者。股東持股期間及持股數之計算，以停止股票過戶時之持股為準。
- 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) 減資；
  - (d) 申請停止公開發行；
  - (e) (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)取得或讓與他人全部營業或財產而對公司營運有重大影響者；
  - (f) 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）；



- (g) 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；
- (h) 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
- (i) 公司私募發行具股權性質之有價證券。

其主要內容得置於證券主管機關或公司指定之網站，並應將其網址載明於通知。

- 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，公司並應令股務代理機構提供。
- 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。
- 20.9 董事會或其他召集權人召集股東會者，得請求公司或股務代理機構提供股東名冊。

## 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以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一以上股份之股東，得以書面或電子受理方式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一者；(b)該提案事項非股東會所得決議者；(c)該提案股東提案超過一項者；(d)議案超過三百字或(e)該提案於公告受理期間截止日後提出者。股東提案係為敦促公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。
- 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 股份登錄興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；-
- (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。或
- (d) 公司分割、合併、收購或股份轉換。

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。

28.3 股東為前項之請求，應於股東會決議日起二十日內以書面提出，並列明請求收買價格。股東與公司間就收買價格達成協議者，公司應自股東會決議日起九十日內支付價款。未達成協議者，公司應自決議日起九十日內，依其所認為之公平價格支付價款予未達成協議之股東；公司未支付者，視為同意股東請求收買之價格。

28.4 股東依第 28.1 條第(d)款所訂事由向公司請求收買其所有之股份者，股東與公司間就收買價格自股東會決議日起六十日內未達成協議者，公司應於此期間經過後三十日內，以全體未達成協議之股東為相對人，聲請法院為價格之裁定，並得以臺灣臺北地方法院為訴訟管轄法院。

## 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) 受破產之宣告或經法院裁定開始清算程序，尚未復權；
  - (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，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾五年；
  - (iv) 曾因刑事詐欺、背信或侵占罪，經宣告有期徒刑一年以上之刑確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年；
  - (v) 曾服公務虧空公款或曾犯貪污治罪條例之罪，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年；或
  - (vi) 曾因使用信用工具而經拒絕往來尚未期滿。
  - (vii) 受輔助宣告尚未撤消。

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。於公司進行併購時，董事應向董事會及股東會說明其與併購交易自身利害關係之重要內容及贊成或反對併購決議之理由。

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。董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就前項會議之事項有利害關係者，視為董事就該事項有自身利害關係。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，並取得股東會重慶決議之許可。

#### 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，繼續六個月以上持有公司已發行股份總數百分之一以上之股東得：

- (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訴訟管轄法院；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訴訟管轄法院；

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 股份登錄興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 股份登錄興櫃買賣或上市櫃前，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。股份登錄興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。

63.4 公司於召開董事會決議併購事項前，應由審計委員會就併購計畫與交易之公平性、合理性進行審議，並將審議結果提報董事會及股東會。但依外國發行人註冊地國法令規定如無須召開股東會決議併購事項者，得不提報股東會。

(a) 審計委員會(或特別委員會)進行審議時，應委請獨立專家就換股比例或配發股東之現金或其他財產之合理性提供意見。

(b) 審計委員會(或特別委員會)之審議結果及獨立專家意見，應於發送股東會召集通知時，一併發送股東；但依外國發行人註冊地國法令規定併購免經股東會決議者，應於最近一次股東會就併購事項提出報告。

前項應發送股東之文件，經公司於中華民國證券主管機關指定之網站公告同一內容，並備置於股東會會場供股東查閱，對於股東視為已發送。

## 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**

67.1 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。

67.2 公司經營業務，應遵守法令及商業倫理規範，得採行增進公共利益之行為，以善盡其社會責任。

**COMPANIES LAW (REVISED)**  
**COMPANY LIMITED BY SHARES**

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**FIFTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION**

**OF**

**TECHCENTIAL INTERNATIONAL LTD**  
**特昇國際股份有限公司**

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(Adopted by a special resolution passed on 18 June 2020)



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THE COMPANIES LAW (REVISED)

COMPANY LIMITED BY SHARES

**FIFTH 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 18 June 2020)**

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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 Harneys Fiduciary (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman, KY1-1002, 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**

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**FIFTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

**OF**

**TECHCENTIAL INTERNATIONAL LTD**

特昇國際股份有限公司

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(Adopted by a special resolution passed on 18 June 2020)



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THE COMPANIES LAW (REVISED)

COMPANY LIMITED BY SHARES

**FIFTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

**OF**

**TECHCENTIAL INTERNATIONAL LTD**

**特昇國際股份有限公司**

**(Adopted by a special resolution passed on 18 June 2020)**

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**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 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  |



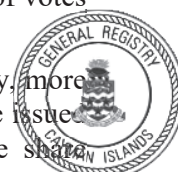
	to the Articles and acting at a meeting of directors at which there is a quorum in accordance with the Articles;
(vi) Capital Reserve	for the purpose of the Articles only, comprises of the premium paid on the issuance of any share and income from endowments received by the Company under the Law;
(vii) 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;
(xxxix) Preferred Shares	has the meaning given thereto in Article 6;
(xxxix) 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;
(xxxixiii) Register of Directors and Officers	the register of directors and officers referred to in Article 42 hereof;
(xxxixiv) 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;
(xxxixv) Registered Office	the registered office for the time being of the Company;
(xxxixvi) Related Parties	has the meaning as set out in No. 24 of the International Accounting Standard;
(xxxixvii) Restricted Shares	has the meaning given thereto in Article 2.5;
(xxxixviii) ROC	Taiwan, the Republic of China;
(xxxixix) 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;
(xlv) 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;
(xlv) 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.

a. When the Company issue new shares, where subscriber delays payment for new shares, the Company shall fix a period of not less than one month and call upon each subscriber to pay up, declaring that in case of default of payment within the stipulated period their right shall be forfeited.

b. After the Company have made the aforesaid call, the subscribers who fail to pay accordingly shall forfeit their rights and the shares subscribed to by them shall be otherwise sold.

**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 extemporaneous motion. The aggregate number of Treasury Shares resolved at all general meetings and transferred to the employees of the Company and its Subsidiaries shall not exceed 5% of the total 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/scripless form, the Company shall upon the issue of such shares cause the name of the subscriber and other particulars to be entered onto the Register of Members in accordance with the Law and the Applicable Public Company Rules.

## **6. Preferred Shares**

- 6.1** 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



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- (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.
- 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.

### **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 one per cent (1%) 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.
- 14.9** The Company may distribute earnings or offset losses after the first half of the financial year.
- 14.10** A proposal of the distribution of earnings or off-set of losses for the first half of the financial year.



year, together with the business report and financial statements, shall be first reviewed by the Audit Committee and then be submitted to the Board of Directors for approval.

a. Before the Company distributes earnings in accordance with preceding section, it shall make provision of the applicable amount of income tax pursuant to applicable tax laws and regulations, offset cumulative losses (if any) and set aside Legal Reserve pursuant to the Applicable Listing Rules unless the accumulated amount of such Legal Reserve equals to the total paid-up capital of the Company.

b. In accordance with the Article 14.10, the earnings distributing in the form of new shares to be issued by the company shall require the approval of the Members by a Supermajority Resolution; if the distribution of earnings is distributed in the form of cash, it shall be approved by resolution of the Board.

c. In accordance with the Article 14.10, the distribution of earnings or off-set of losses shall be based on the financial statements audited or reviewed by certified public accountant(s).

## **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 the condition that the Board does not or is unable to convene a general meeting, the Independent Director of Audit Committee may, for the benefit of the company, call a general meeting when it is deemed necessary.
- 18.3** 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 (a) 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, or (b) one or more Members of the Company holding in the aggregate at the date of deposit of the requisition more than fifty per cent (50%) 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 three months. The calculation of the holding period and the holding number of shares shall be based on the holding at the time of share transfer suspension date.
- 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 requisitionist 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) reduction of capital,
- (d) application for the approval of ceasing its status as a public company,
- (e) (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,
- (f) 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),
- (g) 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,
- (h) 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
- (i) Private Placement of any equity-related securities to be issued by the Company.

The essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice.

**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. The company shall make such agent to provide Members with the access.

**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.

**20.9** The Board or other authorized conveners of general meeting may require the company or its stock affair agent to provide with the roster of shareholders.

## **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, members 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 or by way of electronic transmission 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).

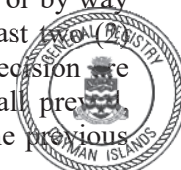
- 23.7** The rules and procedures of general meetings shall be established by the Board and approved by an Ordinary Resolution, and such rules and procedures shall be in accordance with the Law, these Articles and the Applicable Public Company Rules.

## **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 is 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





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;
- (c) acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company; or
- (d) split-up of the company, consolidation/merger, acquisition or share transfer.

- 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.

- 28.3** The shareholder filing a request under the preceding paragraph shall make it in writing within 20 days since the resolution of the general meeting was made, specify the price for her shares to be bought back, and deposit certificates of her shares. If the company and shareholder reach an agreement about the price of buying back, the company shall pay for the shares within 30 days since the resolution of the general meeting was made. In case no agreement is reached,





the company shall pay the fair price it has recognized to the dissenting shareholder who asks for a higher price within 90 days since the resolution of the general meeting was made. If the company did not pay, the company shall be considered to be agreeable to the price requested by the shareholder.

- 28.4** In case of a shareholder request for redemption of company shares proceeded under Paragraph 28.1(d), if no agreement on the redemption price is adopted in the foregoing negotiation within 60 days from the date of adoption of the said resolution by the Shareholder meeting, the shareholders shall, within 30 days after such 60-day period, apply to the court for its decision on the redemption price by a court ruling. The Taiwan Taipei District Court, ROC, may be the court for this matter.

## **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.

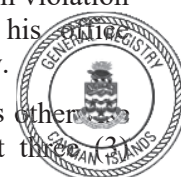
### **33. Directors Attendance at General Meetings**

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.

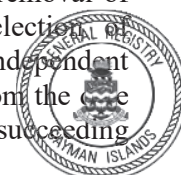
### **35. Election of Directors**

**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 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 34.2;
- (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 or adjudicated of the commencement of liquidation process by a court, 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 has not started serving the sentence, has not completed serving the sentence, or five years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon;;
  - (iv) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been convicted with imprisonment for a term of more than one year, and has not started serving the sentence, has not completed serving the sentence, or two years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon;
  - (v) the Director has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service or having committed the offense as specified in the Anti-corruption Act, and has not started serving the sentence, has not completed serving the sentence, or two years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon;
  - (vi) the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet, or
  - (vii) the Director has been adjudicated of the commencement of assistantship and such assistantship having not been revoked 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, 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.

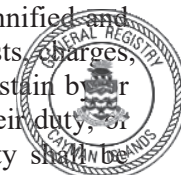
**47.2** Notwithstanding anything to the contrary contained in this Article 47, a Director who is directly or indirectly interested in any matter under discussion at a meeting of the Directors or a contract or proposed contract or arrangement with the Company shall declare the nature and the essential contents of such interest at the relevant meeting of the Directors as required by the Applicable Law. In the merger/consolidation and acquisition by a company, a director shall explain to the Board meeting and the general meeting the essential contents of such personal interest and the cause of approval or dissent to the resolution of merger /consolidation or acquisition.

**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; where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter. 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.

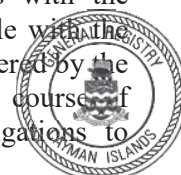
**48.2** The Company may purchase and maintain insurance for the benefit of any Director or Officer of the Company against any liability incurred by him in his capacity as a Director or Officer of the Company or indemnifying such Director or Officer in respect of any loss arising or liability attaching 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 one per cent (1%) or more of the total issued shares of the Company for six months 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 litigation; 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



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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 Board for submission to the general meeting, and shall report their findings and opinions at



such meeting.

- 63.4** Before any resolution of merger/consolidation and acquisition by the Board of Directors, the Audit committee should review the fairness and reasonableness of the plan and transaction of the merger/consolidation or acquisition, and then to report the review results to the Board and if the resolution by the general meeting is required, to the general meeting.

a. When audit committee (or a special committee) reviews matters, it shall seek opinions from an independent expert on the justification of the share exchange ratio or distribution of cash or other assets.

b. The required particulars, review results of special committees or audit committees and opinions of independent experts in the merger/consolidation agreement, share exchange agreement, or division plan, which all shall be attached to shareholders' meeting notice. If a resolution of the merger/consolidation and acquisition adopted by the Board is excluded from a resolution by the general meeting and deemed to be unnecessary to make notification to shareholders in M&A, the Board of Directors shall submit reports for matters of the merger/consolidation and acquisition at the next closest general meeting.

The company shall send the documents of the merger/consolidation and acquisition to shareholders; if the company announced the same content as in those documents on a website designated by the competent securities authority and those documents are prepared in the company and at the venue of the general meeting by the company, those documents shall be deemed as having been sent to shareholders

## **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**

- 67.1** 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.
- 67.2** For the purpose of performing corporate social responsibility, the Company shall follow the applicable laws, regulations and business ethics in operating its businesses and may conduct practices to facilitate public interests.



### 三、董事持股情形 Shareholdings of Directors

職稱 Title	姓名或代表人 Name / Representative	停止過戶日持有股數 Shares	佔目前發行總股份比率 %
董事 Director	Eng Synergy Management Sdn Bhd	10,344,000	36.12
	法人代表：黃凱斌 Representative: Eng Kai Pin	78,000	0.27
董事 Director	Surging Success Sdn. Bhd.	1,890,000	6.60
	法人代表：黃凱傑 Representative: Eng Kai Jie	70,000	0.24
董事 Director	廖偉全 Liao Wei Chuan	-	-
董事 Director	張明煌 Chang Ming Huang	-	-
獨立董事 Independent Director	周志遠 Chou Chih Yuan	-	-
獨立董事 Independent Director	黃啟瑞 Huang Chi Jui	-	-
獨立董事 Independent Director	鄭貝川 Tay Puay Chuan	-	-