

THE COMPANIES LAW (AS AMENDED)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
ARRAY INC.

公司法（修正後）

安瑞科技股份有限公司

修訂及重編組織章程大綱

（中文版本為華人地區股東閱讀參考之便，如遇有中英文版本內容或闡釋不一致時，概以英文版本為準。）

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MEMORANDUM OF ASSOCIATION
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(Adopted by Special Resolution passed on [date], 2020)

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（經股東會 2020 年 6 月 12 日 特別決議通過）

1. The name of the Company is Array Inc. (the "**Company**").
本公司名稱為 Array Inc.（「本公司」）。
2. The registered office of the Company will be situated at the offices of **Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands** or at such other location as the Directors may from time to time determine.
本公司登記辦公室將位於 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands 之 Intertrust Corporate Services (Cayman) Limited 辦公室，或董事得不定期決定之其他處所。
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 of the Cayman Islands (as amended) (the "**Law**").
本公司設立之目標無受到限制，且本公司具完整權力及授權以完成開曼群島公司法（修訂版）（「法律」）第 7(4) 條未禁止之任何目標。
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 Law.
本公司得且能夠行使任一具完整能力之自然人之所有權能，無關法律第 27(2) 條所規定之公司福利問題。
5. 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; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
除為進一步推展本公司於開曼島外進行之業務外，本公司將不會於開曼島內和任何人、行號或公司進行交易；惟本條款不得被解釋成阻止本公司於開曼島內完成和簽訂契約，或阻止本公司於開曼島內行使其於開曼島外進行營業所必要之所有權力。
6. The liability of the shareholders of the Company is limited to the amount, if any, unpaid on the shares respectively held by them.
本公司股東之責任限於個別股東就其持有股份所未付之金額。
7. The capital of the Company is **NT\$1,050,000,000** divided into **105,000,000** ordinary shares of a nominal or par value of **NT\$10.00** each provided always that subject to the Law 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, special privilege or other rights 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.

本公司資本為新台幣 1,050,000,000 元，分為 105,000,000 股普通股，每股面額新台幣 10 元，在法律及本公司章程細則允許之範圍內，本公司有權贖回或買回股份、分割或合併其股份、發行其資本之全部或一部，無論係原始、贖回、增加或減少、有無優先、特別或其他權利、或受限於任何權利之遲延或任何條件、限制；除非發行條件另為載明，每次發行股份，無論為普通、優先或其他，均應受限於上述所載之本公司權力。

8. The Company may exercise the power contained in Section 226 of the Law to deregister in the Cayman Islands and be registered by way of continuation in some other jurisdiction.

本公司得行使法律第 226 條所載之權力，於開曼群島撤銷註冊，並繼續於其他管轄地註冊。

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AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
ARRAY INC.
(Adopted by Special Resolution passed on [date], 2020)**

**公司法（修正後）
安瑞科技股份有限公司
修訂及重編組織章程大綱
(經 2020 年 6 月 12 日股東會特別決議通過)**

TABLE A 附表 A

The Regulations contained or incorporated in Table 'A' in the First Schedule of the Law shall not apply to Array Inc. (the "**Company**") and the following Articles shall comprise the Articles of Association of the Company.

在法律之第一附表之附表 A 所含或引用之規定不適用於 Array Inc. ("**本公司**")，以下條款構成本公司之章程。

INTERPRETATION 解釋

1. In these Articles the following defined terms will have the meanings ascribed to them, if not inconsistent with the subject or context:

在本章程中，除非與議題或前後文不一致外，下列定義用語被指定之意義為：

"**Applicable Listing Rules**" means the relevant laws, regulations, rules and code as amended, from time to time, applicable as a result of the original and continued trading or listing of any shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of Securities and Exchange Act, the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, or any similar statute and the rules and regulations of the Taiwan authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the Taipei Exchange or the Taiwan Stock Exchange;

"**適用之掛牌規則**" 係指因在台灣之證券交易所或證券市場初次或持續之交易或掛牌，而適用不定期修訂之法律、規則、規定及法規，包括但不限於證券交易法、台灣地區及大陸地區人民關係條例，或其他類似條例之相關條款，或台灣主管機關發佈之規則或規定，以及由金融監督管理委員會、證券櫃檯買賣中心及台灣證券交易所發佈之規則或規定；

"**Articles**" means these articles of association of the Company, as amended or substituted from time to time;

"**章程**" 係指本公司不定期修改或取代之章程；

"**Audit Committee**" means the audit committee under the Board of Directors, which shall comprise solely of Independent Directors of the Company;

"**審計委員會**" 指由公司之獨立董事組成，隸屬於董事會之審計委員會；

"**Chairman**" has the meaning given thereto in Article 86;

"**主席**" 具有第 86 條給予之意義；

"**Constituent Company**" means an existing company that is participating in a Merger with one or more other existing companies within the meaning of the Law;

"**組成公司**" 係指在法律定義下，一既有且將與一個或多個其他既有公司參與合併之公司；

"**Class**" or "**Classes**" means any class or classes of Shares as may from time to time be issued by the Company;

"**類型**"係指本公司不定期發行之任何類型之股份；

"**Commission**" means Financial Supervisory Commission of Taiwan or any other authority for the time being administering the Securities and Exchange Act of Taiwan;

"**委員會**"係指台灣金融監督管理委員會或其他目前執行台灣證券交易法之主管機關；

"**Directors**" and "**Board of Directors**" and "**Board**" means the directors of the Company for the time being, or as the case may be, the directors assembled as a board or as a committee thereof;

"**董事**"、"**董事會董事**"及"**董事會**"係指本公司目前之董事，或視情況而定，係指董事所組成之董事會或董事會下之委員會；

"**electronic**" shall have the meaning given to it in the Electronic Transactions Law (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;

"**電子**"應具有開曼群島電子交易法（修正後）所給予之意義，及該法目前有效之任何修正、重新制定，且包含該法所引用或取代之任何其他法律；

"**electronic communication**" means transmission to any number, address or internet website or other electronic delivery methods as otherwise decided and approved by not less than two-thirds of the vote of the Board;

"**電子傳輸**"係指對任何號碼、地址或網站之傳輸，或其他經至少三分之二之董事會決定及核准之電子傳送方法；

"**Emerging Market**" means the emerging market board of Taipei Exchange in Taiwan;

"**興櫃市場**"係指台灣證券櫃檯買賣中心之興櫃市場；

"**Indemnified Person**" has the meaning given thereto in Article 150;

"**受償人**"具有第 150 條給予之意義；

"**Independent Director**" means a director who is an independent director as defined in the Applicable Listing Rules;

"**獨立董事**"係指適用之掛牌規則所定義之獨立董事之董事；

"**Law**" means the Companies Law (as amended) of the Cayman Islands;

"**法律**"係指開曼群島公司法(修正後)；

"**Memorandum of Association**" means the memorandum of association of the Company, as amended or substituted from time to time;

"**組織章程**"係指本公司不定期修改或取代之組織章程；

"**Merger**" means the merging of two or more Constituent Companies and the vesting of their undertaking, property and liabilities in one of such company as the Surviving Company within the meaning of the Law;

"**合併**"係指在法律定義下，二個或更多組成公司之合併，且其責任、財產及負債由其中一家組成公司，即存續公司，所承受；

"**Private Placement**" means issuance of securities of the Company (including Shares, options, warrants, rights attached to debt or equity securities to subscribe further for securities and other securities) to specific persons pursuant to the Applicable Listing Rules, but excluding any employee incentive programme or issuance of Shares in connection with meeting the Company's obligations under warrants, options, convertible bonds or preferred Shares.

"**私募**"係指根據適用之掛牌規則，對特定投資人發行本公司有價證券(包括股份、選擇權、認股權憑證、附認股權公司債或特別股及其他有價證券)之情形，但不包括員工激勵方案或因履行認股權憑證、選擇權、可轉換公司債或附認股權特別股所發行之股份。

"**Office**" means the registered office of the Company as required by the Law;

"**辦公室**"係指本公司依法律登記之辦公室；

"**Ordinary Resolution**" means a resolution passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of

the Company;

"**普通決議**"係指由本公司有表決權股東親自或以委託書(倘若允許)於本公司之股東會參與表決，經簡單多數決所為之決議；

"**paid up**" means paid up as to the par value and any premium payable in respect of the issue of any Shares and includes credited as paid up;

"**繳足**"係指繳足任何發行股份之面額及股本溢價者，且包含貸記為繳足者；

"**Person**" means any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;

"**人**"係指任何自然人、事務所、公司、合資組織、合夥、組織或其他個體(無論是否具有獨立法律人格)，或視前後文所需，係指上述之任一者；

"**preferred Shares**" has the meaning given thereto in Article 11;

"**特別股**"具有第 11 條給予之意義；

"**Register**" means the register of Members of the Company required to be kept pursuant to the Law;

"**股東名簿**"係指依法律應保存之本公司成員登記名簿；

"**Republic of China**", "**ROC**" or "**Taiwan**" means the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;

"**中華民國**"或"**台灣**"係指中華民國、其疆域、佔領地以及所有受其管轄之區域；

"**Seal**" means the common seal of the Company (if adopted) including any facsimile thereof;

"**印章**"係指本公司之印章(如經採行)及其副本；

"**Secretary**" means any Person appointed by the Directors to perform any of the duties of the secretary of the Company;

"**秘書**"係指任何由董事指定從事本公司秘書職務之人；

"**Securities and Futures Institute**" means the Securities and Futures Institute in the Republic of China;

"**證券暨期貨市場發展基金會**"係指中華民國證券暨期貨市場發展基金會；

"**Share**" means a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;

"**股份**"係指本公司資本之股份。於本章程中提及之"股份"，應依前後文需要被視為任何或全部類型之股份。為避免疑義，本章程所表示之"股份"應包含畸零股；

"**Shareholder**" or "**Member**" means a Person who is registered as the holder of Shares in the Register and includes each subscriber to the Memorandum of Association pending the issue to such subscriber of the subscriber Share or Shares;

"**股東**"或"**成員**"係指在股東名簿中登記為股份所有者之人，且包含在被認購股份發行前，組織章程大綱之每一名認諾者；

"**Share Premium Account**" means the share premium account established in accordance with these Articles and the Law;

"**股本溢價科目**"係指依本章程或法律所設之股本溢價科目；

"**Shareholders' Service Agent**" means the agent licensed by Taiwan authorities to provide certain shareholders services in accordance with the Applicable Listing Rules to the Company;

"**股務代理機構**"係指由台灣主管機關發給執照，而依適用之掛牌規則提供股務服務予本公司之代理機構；

"**signed**" means bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;

"**簽名**" 係指簽字，或以機器方法附上之簽字表徵，或以電子傳輸附上或邏輯上相關之電子符號或程序，其中該電子傳輸應由意圖簽名之人簽署或採用；

"**Special Resolution**" means a special resolution of the Company passed in accordance with the Law, being a resolution passed by a majority of not less than two-thirds of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a special resolution has been duly given;

"**特別決議**" 係指本公司依法律通過之特別決議，亦即由本公司有表決權股東親自或以委託書(倘若允許)於本公司之股東會參與表決，經不少於三分之二該等股東多數決所為之決議，且已合法發給股東通知載明提議該決議為特別決議之意圖；

"**Surviving Company**" means the sole remaining Constituent Company into which one or more other Constituent Companies are merged within the meaning of Law;

"**存續公司**"係指在法律定義下，一個或更多之組成公司合併後，所餘留之唯一組成公司；

"**Spin-off**" refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company;

"**分割**" 係指由移轉公司移轉其獨立營業部門之全部或任何單一獨立營業部門予一既存或新設公司，以作為受讓既存或新設公司發行新股予移轉公司或移轉公司股東之對價之行為；

"**Subordinate Company**" means a company:

- (a) of which the Company holds a majority of the total number of issued voting shares or to which the Company contributes a majority of the total capital amount; or
- (b) over which the Company has direct or indirect managerial control of the personnel, financial or business operations.

"**從屬公司**"係指：

- (a) 公司持有他公司有表決權之股份或出資額超過他公司已發行有表決權之股份總數或資本總額半數者；或
- (b) 公司直接或間接控他公司之人事、財務或業務經營者。

"**Supermajority Resolution Type A**" means a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than half of the Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding not less than two-thirds of all issued Shares of the Company;

"**A 類重度決議**" 係指由持有本公司已發行股份數三分之二以上之股東出席，並經出席股東持有股份數二分之一以上之同意通過之決議，其中股東須有權親自或以委託書(倘若允許)於本公司之股東會參與表決；

"**Supermajority Resolution Type B**" means a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than two-thirds of the Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding not less than half of all issued Shares of the Company;

"**B 類重度決議**"係指由代表本公司已發行股份數二分之一以上之股東出席，並經出席股東持有股份數三分之二以上之同意通過之決議，其中股東須有權親自或以委託書(倘允許的話)於本公司之股東會參與表決；

"**Taipei Exchange**" means the Taipei Exchange in Taiwan;

"**證券櫃檯買賣中心**"係指在台灣之證券櫃檯買賣中心；

"**TDCC**" means the Taiwan Depository & Clearing Corporation;

"**臺灣集中保管結算所**"係指臺灣集中保管結算所股份有限公司；

"Treasury Shares" means Shares that were previously issued but were purchased, redeemed or otherwise acquired by the Company and not cancelled; and

"庫藏股"係指本公司買回、贖回或以其他方式收購以前發行的股份，且未註銷之股份；及

"TSE" means the Taiwan Stock Exchange.

"台灣證券交易所"係指台灣證券交易所。

2. In these Articles, save where the context requires otherwise:

- (a) words importing the singular number shall include the plural number and vice versa;
- (b) words importing the masculine gender only shall include the feminine gender and any Person as the context may require;
- (c) the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative;
- (d) reference to a statutory enactment shall include reference to any amendment or re-enactment thereof for the time being in force;
- (e) reference to any determination by the Directors shall be construed as a determination by the Directors in their absolute discretion and shall be applicable either generally or in any particular case; and
- (f) reference to "in writing" shall be construed as written or represented by any means reproducible in writing, including any form of print, lithograph, email, facsimile, photograph or telex or represented by any other substitute or format for storage or transmission for writing or partly one and partly another.

在本組織規則中，除前後文另有需要外：

- (a) 單數用語應包含複數，反之亦然；
- (b) 視前後文所需，男性用語應包含女性及任何人；
- (c) "得"應被解為允許，而"應"應被解為強制規定；
- (d) 涉及法令規定之部分，應包含目前有效之修正或重新制定；
- (e) 涉及董事所為決定之部分，應被解釋為由董事行使絕對之裁量權，且應適用於一般或特定情形；及
- (f) 涉及"書面"之部分，應被解釋為由任何得複製為書面之方法加以書寫或呈現，包括任何形式之印刷、平版印刷、電子郵件、傳真、照片或電報，或為書面以任何其他替代物或格式儲存或傳輸加以呈現，或部分前者而部分後者。

3. Subject to the last two preceding Articles, any words defined in the Law shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

在不違反前二條規定之情況下，法律所定義之用語，除非與議題或前後文不一致，應在本章程中具相同意義。

PRELIMINARY 前言

4. The business of the Company may be commenced at any time after incorporation. The business of the Company shall be conducted in accordance with applicable laws, regulations and business ethics, and the Company may take action(s) that benefit the public welfare to fulfill its corporate social responsibility to the extent not prohibited by the Law.

本公司得在設立後隨時營業。本公司經營業務，應遵守法令及商業倫理規範，並在法令許可之範圍內，得採行增進公共利益之行為，以善盡其社會責任。

5. The Office shall be at such address in the Cayman Islands as the Directors may from time to time determine. The Company may in addition establish and maintain such other offices and places of business and agencies in such places as the Directors may from time to time determine.

辦公室應設於開曼群島上董事不定期決定之地址。本公司並得依董事會不定期決定之處所，增設並保留其他辦公室、營業處所及代理人。

6. The preliminary expenses incurred in the formation of the Company and in connection with the issue of Shares shall be paid by the Company. Such expenses may be amortised over such period as the Directors may determine and the amount so paid shall be charged against income and/or capital in the accounts of the Company as the Directors shall determine.

因設立本公司及發行股份所生之初始費用應由本公司負擔。此等費用並得由董事決定之期間內攤銷，且支付之金額應由董事決定用以減除本公司帳上之所得及/或資本。

7. The Directors shall keep, or cause to be kept, the Register at such place as the Directors may from time to time determine and, in the absence of any such determination, the Register shall be kept at the Office.

董事應於董事不定期決定之處所保存股東名簿，或使之被保存。倘董事未作決定，股東名簿應保存於辦公室。

8. Notwithstanding anything contained in these Articles and subject always to the law of the Cayman Islands, the holders of uncertificated shares which are traded on the Emerging Market, Taipei Exchange or TSE shall be recorded by the TDCC, and the Company shall recognize as a Member each person identified as a holder of a share in the records provided by the TDCC. Upon receipt of any records of Members from TDCC, the Company shall update the Register in accordance with such records.

不論本章程如何規定且於不違反開曼群島法律之情況下，持有人之股份未印製股票且於興櫃市場、證券櫃檯買賣中心或證券交易所交易者應於臺灣集中保管結算所登錄，且公司應承認每位依臺灣集中保管結算所提供之登錄資料顯示為股份持有人者為股東。公司應自臺灣集中保管結算所收到股東之登錄資料後，依該登錄資料立即更新股東名簿。

SHARES 股份

9. Subject to these Articles, all Shares for the time being unissued shall be under the control of the Directors who may :

- (a) issue, allot and dispose of the same to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine; and
- (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto;

and, for such purposes, the Directors may reserve an appropriate number of Shares for the time being unissued.

在不違反本章程之情形下，在任何時點未發行之股份均應由董事控制，且董事得：

- (a) 發行、分派及處分此未發行股份予依其不定期決定之對象、方式、條件、具有之權利及限制；及
- (b) 就此未發行股份授予選擇權，及發行認股權憑證或類似證券；

為上開目的，董事得保留適當數量之未發行股份。

10. The Directors may authorise the division of Shares into any number of Classes and the different Classes shall be authorised, established and designated (or re-designated as the case may be) and the variations in the relative rights (including, without limitation, voting, dividend and redemption rights), restrictions, preferences, privileges and payment obligations as between the different Classes (if any) shall be fixed and determined by the Directors.

董事得授權將股份區分成多類型，不同類型之股份應被授權、設置並指定(或視情況而定，含再指定)，且不同類型股份(如有)之相關權利(包括但不限於表決權、股利及贖回權)、限制、優先權、特權及支付義務之差異，應由董事規定並決定。

11. The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("preferred Shares") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution. Prior to the issuance of any preferred Shares approved pursuant to this Article 11, these Articles shall be amended to set forth the rights and obligations of the preferred Shares, including but not limited to the following terms, and the same shall apply to any variation of rights of preferred Shares:

- (a) order, fixed amount or fixed ratio of allocation of Dividends and bonus on preferred Shares;
- (b) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;

- (c) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Shareholders;
- (d) other matters concerning rights and obligations incidental to preferred Shares; and
- (e) the method by which the Company is authorized or compelled to redeem the preferred Shares, or a statement that redemption rights shall not apply.

本公司得經全體董事三分之二以上之出席，出席董事多數同意之董事會決議，及特別決議之同意，發行相較於本公司普通股份具有優先權利之股份（“特別股”）。在任何特別股依第11條規定同意而發行前，本章程應被修訂，以載明該特別股之權利及義務，包括但不限於以下項目，且此對於任何特別股權利之變更亦適用之：

- (a) 特別股分派股息及紅利之順序、定額或定率；
- (b) 特別股分配公司剩餘資產之順序、定額或定率；
- (c) 特別股股東行使表決權之順序或限制(包括無表決權)；
- (d) 與特別股權利義務有關的其他事項；及
- (e) 本公司經授權或必須贖回特別股時，其贖回之方法；或贖回權不適用之聲明。

12. The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.

本公司發行新股應經全體董事三分之二以上之出席，出席董事過半數同意之董事會決議。本公司發行新股不得超過授權資本之範圍。

13. The Company shall not issue any unpaid Shares or partly paid-up Shares. If a Shareholder fails to pay any call or instalment of a call in respect of any Shares on the day appointed for payment, the Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on such Shareholder requiring payment of so much of the call or instalment as is unpaid. The notice shall name a further day (not earlier than the expiration of one month from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the Shares in respect of which the call was made will be liable to be forfeited. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. A Person whose Shares have been forfeited shall cease to be a Shareholder in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were payable by him to the Company in respect of the Shares forfeited, but his liability shall cease if and when the Company receives payment in full of the amount unpaid on the Shares forfeited. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes due and payable, whether on account of the amount of the Share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified. Under the aforesaid circumstances, compensation for loss or damage, if any, may still be claimed against such defaulting Shareholder. The Company shall not issue shares in bearer form.

本公司不得發行股款未繳或股款繳納不足之股份，認股人延欠前項應繳之股款時，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。若該通知所載之繳款要求未被遵守時，該等股份得由董事會決議失其權利。經董事會宣告失權之股份，得以董事認為合適之方式出售或以其他方式處分之。持有失權股份之股東，就該等失權股份之範圍內，不具有本公司股東之資格，惟仍就該等未繳納之股款對本公司負有付款義務。該等義務於該股東就該未繳納之股款，向本公司繳清時止，始消滅。本條關於股份失權之規定，適用於任何未支付股款之情形，無論係股份本身之面額，或該等股份之溢價。前項情形，如有損害，仍得向該違約股東請求賠償。本公司不得發行無記名股份。

14. Where the Company increases its issued share capital by issuing new Shares for cash consideration, the Directors may reserve not more than fifteen percent of the new shares for subscription by the employees of the Company or of any of its Subordinate Companies who are determined by the Board in its reasonable discretion.

每次發行新股募集資金時，董事得保留發行新股總數不超過百分之十五之新股，供董事會依其合理裁量決定之本公司或其從屬公司之員工承購。

15. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, unless otherwise resolved by the Members in general meeting by Ordinary Resolution, if at anytime the Board resolves to issue any new Share, the Company shall, after reserving the portion of Shares for subscription by its employees and for public offering in Taiwan pursuant to Article 14 and Article 17 respectively, first offer such remaining new Shares by a written notice and a public announcement to each then Shareholder for their subscriptions in proportion to the number of Shares held by them respectively, and shall state in the notice that if any Shareholder fails to subscribe for new Shares, his right shall be forfeited. Where a fractional percentage of the original Shares being held by a Shareholder is insufficient to subscribe for one new Share, the fractional percentages of the original Shares being held by several Shareholders may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Shareholder. New Shares left unsubscribed by original Shareholders may be open for public issuance or for subscription by specific person or persons through negotiation.

倘股份係在興櫃市場、或在證券櫃檯買賣中心或台灣證券交易所交易時，除成員於股東會中另為普通決議外，當董事會決議發行新股時，本公司應於依第 14 條及第 17 條分別保留予員工認購及於台灣公開發行之部分後，應公告及以書面通知當時之股東按其個別持股比例優先認購剩餘之新股份，並聲明逾期不認購者，喪失其權利；原有股東持有股份按比例不足分認一新股者，得合併共同認購或歸併一人認購；原有股東未認購者，得公開發行或洽由特定人認購。

16. The Shareholders' pre-emptive right prescribed under Article 15 shall not apply in the event that new Shares are issued due to the following reasons or for the following purpose:
- (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company;
 - (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options;
 - (c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;
 - (d) in connection with meeting the Company's obligation under preferred Shares vested with rights to acquire Shares; or
 - (e) in connection with a Private Placement.

股東依第15條規定享有之優先認購權，在因下列理由或目的而發行之新股份不適用之：

- (a) 與其他公司合併、本公司分割或因本公司之重組相關者；
 - (b) 與履行本公司於認股權憑證或選擇權所負之義務相關者；
 - (c) 為履行本公司於可轉換公司債或賦予取得股份權利公司債所負之義務相關者；
 - (d) 為履行本公司於賦予取得股份權利之特別股所負之義務相關者；或
 - (e) 與私募相關者。
17. Where the Company increases its capital by issuing new Shares for cash consideration in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by an Ordinary Resolution at a general meeting to be offered, the percentage determined by such resolution shall prevail.

當本公司透過在台灣發行新股進行現金增資時，除非依適用之公開公司規則，本公司無須或不適宜進行公開發行外，本公司應提撥將發行新股總額之百分之十在台灣公開發行。但股東會經普通決議提撥超過前述百分之十之股份公開發行時，應適用該決議所定之比率。

18. The Company may, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds or more of the Directors, adopt one or more employee incentive programmes pursuant to which shares, options, warrants, or other similar instruments to acquire Shares may be granted to employees of the Company or any Subordinate Company who meet the requirements and qualifications to subscribe for Shares; provided that, in no event shall the aggregate number of shares to be issued pursuant to such employee incentive programs exceed fifteen percent (15%) of the then

total issued and outstanding shares of the Company. The options, warrants, or other similar instruments to acquire Shares granted to any employee under any employee stock option plan shall be non-transferable, except to the heirs of the employees.

本公司得依全體董事三分之二以上之出席，出席董事多數同意之董事會決議，採行一個或多個員工激勵方案，並依該方案授予股份、選擇權、認股權憑證或其他得用以取得股份之類似證券予本公司或其從屬企業符合資格之員工。然任何情形下，依該員工激勵方案所授予股權之總額不得超過本公司已發行股份之百分之十五。依任何員工股票選擇權計畫授予員工之選擇權、認股權憑證或其他得用以取得股份之類似證券應不得轉讓，但員工之繼承人不在此限。

- 18A. The Company may issue share being subject to the restrictions as the Directors may from time to time agree with the employees for subscription by the employees of the Company or any Subordinate Company by a Supermajority Resolution Type A or Supermajority Resolution Type B, in which event Articles 14 and 15 shall not apply. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the issuance of such shares for employees, including but not limited to the issuance amount, issuance price, and issuance conditions, shall be in compliance with the Applicable Listing Rules.

經股東會 A 類重度決議或 B 類重度決議後，本公司得發行董事與員工協議之限制員工權利新股予本公司或從屬公司員工，且不受限於第 14 及 15 條。凡本公司之股份於興櫃市場或櫃檯買賣中心或台灣證券交易所交易，發行限制員工權利新股時，包括但不限於發行金額、發行價格、發行條件及其他應遵行事項，皆需符合相關掛牌規定。

19. The Company may insofar as may be permitted by law, pay a commission to any Person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any Shares. Such commissions may be satisfied by the payment of cash or the lodgement of fully paid-up Shares or partly in one way and partly in the other. The Company may also on any issue of Shares pay such brokerage as may be lawful.

本公司得在法令允許之範圍內，支付任何人佣金以作為其無條件或有條件認購股份或同意認購股份之對價。前述佣金得以現金、提出繳足股款之股份，或部分現金及部分繳足股款之股份之方式支付。本公司亦得為任何股份之發行支付合法之經紀費。

MODIFICATION OF RIGHTS 權利之變更

20. Whenever the capital of the Company is divided into different Classes the rights attached to any such Class may (unless otherwise provided by the terms of issue of the Shares of that Class) only be materially adversely varied or abrogated with the sanction of a Special Resolution passed at a separate meeting of the holders of the Shares of that Class, but not otherwise. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be one or more Persons at least holding or representing by proxy one-half in nominal or par value amount of the issued Shares of the relevant Class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Shareholders who are present shall form a quorum) and that, subject to the terms of issue of the Shares of that Class, every Shareholder of the Class shall on a poll have one vote for each Share of the Class held by him.

當本公司之資本分為不同類型時，該類型所附加之權利（除該級股份之發行條件另有規定外）僅得經該類型股份持有人會議之特別決議方式，始得為重大不利變更或取消。本章程有關本公司股東會及程序之條款，應準用於該分別會議；惟法定人數應為持有或委託代表該級已發行股份之面額過半數之一人或多人（在休會時若出席之持有人未達上述定義法定人數時，則出席之股東應構成法定人數），且不違反該級股份之發行條件下，每一該級股東所持有之每一股該級股份應有一表決權。

21. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be materially adversely varied or abrogated by, inter alia, the creation, allotment or issue of further Shares ranking pari passu with or subsequent to them, the redemption or purchase of Shares of any Class by the Company.

授予各級股份持有人之優先或其他權利，除非該級股份發行條件另有明示規定外，不得因本公司進行，例如創設、分配、發行與該股份權利相同或較劣之其他股份，或贖回或購買任何類型股份，而被視為有重大不利變更或取消。

CERTIFICATES 股份證明書

22. Subject to the provisions of the Law, the Company may issue Shares without printing share certificates for the Shares issued, and the details regarding such issue of Shares shall be recorded by TDCC in accordance with the Applicable Listing Rules. Every person whose name is entered as a member in the Register may be entitled to a certificate in the form determined by the Board of Directors if the Board of Directors resolves that a share certificate shall be issued.

於不違反公司法之前提下，公司發行股份得不印製股票，並依適用之掛牌規則洽臺灣集中保管結算所登錄發行股份之相關資料。如董事會決議印製股票時，依股東名簿記載為股東之人有權依董事會決議之股票印製形式取得股票。

23. In the event the Board of Directors resolves that share certificates shall be issued pursuant to Article 22 hereof, the Company shall deliver the share certificates to the subscribers within thirty days from the date such share certificates may be issued pursuant to the Law, the Memorandum of Association, the Articles, and the Applicable Listing Rules, and shall make a public announcement prior to the delivery of such share certificates pursuant to the Applicable Listing Rules.

如董事會決議應依本章程第 22 條發行股票時，公司應於依公司法、章程大綱、章程及適用之掛牌規則得發行股票之日起三十日內，對認股人交付股票，並依適用之掛牌規則於交付前公告之。

FRACTIONAL SHARES 畸零股

24. Subject to the Applicable Listing Rules and these Articles, the Directors may issue fractions of a Share and, if so issued, a fraction of a Share shall be subject to and carry the corresponding fraction of liabilities (whether with respect to nominal or par value, premium, contributions, calls or otherwise), limitations, preferences, privileges, qualifications, restrictions, rights (including, without prejudice to the generality of the foregoing, voting and participation rights) and other attributes of a whole Share. If more than one fraction of a Share of the same Class is issued to or acquired by the same Shareholder such fractions shall be accumulated.

於不違反適用之掛牌規則及章程之前提下，董事得發行股份之畸零股，且如發行，該畸零股應受限且應負擔相應部分之責任（無論係有關面額、溢價、提撥、買權或其他）、限制、優先權、特權、資格、約束、權利（不損及上述概括性之前提下，包括投票和參與權），及完整股份之其他特性。如向同一股東發行或同一股東收購多數同級股份之畸零股時，該畸零股應予累計。

TRANSFER OF SHARES 股份轉讓

25. Subject to the Law, Shares issued by the Company shall be freely transferable, provided that any Shares issued or transferred to the employees of the Company or of any of its Subordinate Companies pursuant to Article 14, 18A or 39 may be subject to transfer restrictions for a specific period of time as may be agreed with the Company and such employee and such period for the Shares issued or transferred to the employees pursuant to Article 14 or 39 shall be no longer than two years.

於不違反法律之前提下，本公司發行之股份應得自由轉讓，惟任何發行或轉讓予本公司或其從屬公司員工之股份，依據第 14, 18A 或第 39 條得依本公司與員工之約定限制員工在一定期間內不得轉讓，其依第 14 條或第 39 條規定發行或轉讓之股份限制轉讓期間不得超過二年。

26. The instrument of transfer of any Share shall be in any usual or common form or such other form as the Directors may, in their absolute discretion, approve and be executed by or on behalf of the transferor and if so required by the Directors, shall also be executed on behalf of the transferee and shall be accompanied by the certificate (if any) of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register in respect of the relevant Shares. Subject to the requirements of applicable laws of the Cayman Islands, transfers of uncertificated Shares which are registered in the Emerging Market or listed in the Taipei Exchange or the TSE may be effected by any method of transferring or dealing in securities introduced by the Taipei Exchange or TSE or operated in accordance with the Applicable Listing Rules as appropriate.

任何股份之移轉文書應以常用之格式或經董事依其絕對裁量同意之其他格式，經由轉讓人或其代理人簽署，且如經董事要求，亦應經過受讓人之代理人簽署，並檢附與該股份之相關之證書（如有）及其他董事合理要求表彰轉讓人有權移轉之其他證明。於受讓人之姓名就該股份登錄於股東名簿前，轉讓人仍應視為股東。於不違反開曼群島應適用法律的情況下，移轉在興櫃市場或證券櫃檯買賣中心或台灣證券交

易所交易之無實體發行股份，得依證券櫃檯買賣中心或證券交易所或適用之掛牌規則所認為適當的移轉或處理方式為之。

27. The Board may decline to register any transfer of any Share unless:
- (a) the instrument of transfer is lodged with the Company, accompanied by the certificate (if any) for the Shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
 - (b) the instrument of transfer is in respect of only one class of Shares;
 - (c) the instrument of transfer is properly stamped, if required; or
 - (d) in the case of a transfer to joint holders, the number of joint holders to whom the Share is to be transferred does not exceed four.

董事會得拒絕登記任何股份之轉讓，除非

- (a) 移轉文書已提出予公司，並檢附與該股份相關之證書（如有）及其他董事合理要求表彰轉讓人有權移轉之其他證明；
 - (b) 移轉文書僅關於某一級之股份；
 - (c) 移轉文書業經妥適用印，如有要求；或
 - (d) 若股份擬轉讓予共同持有人，該共同持有人之人數未超過4人。
28. The registration of transfers may be suspended when the Register is closed in accordance with Article 45.

當股東名簿依第 45 條規定為閉鎖時，得暫停轉讓之登記。

29. All instruments of transfer that are registered shall be retained by the Company, but any instrument of transfer that the Directors decline to register shall (except in any case of fraud) be returned to the Person depositing the same.

本公司應保留所有已登記之移轉文書，但任何董事拒絕登記之移轉文書應退還予提出人（除非有詐欺情事）。

TRANSMISSION OF SHARES 股份移轉

30. The legal personal representative of a deceased sole holder of a Share shall be the only Person recognised by the Company as having any title to the Share. In the case of a Share registered in the name of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased, shall be the only Person recognised by the Company as having any title to the Share.

死亡之單一股份持有人的法定代理人，為本公司認可之該股份唯一所有權人。如股份登記於兩個以上之持有人名下，存活者，或如存活者已死亡時，其法定代理人，為本公司認可之該股份之唯一所有權人。

31. Any Person becoming entitled to a Share in consequence of the death or bankruptcy of a Shareholder shall upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Shareholder in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt Person could have made. If the person so becoming entitled shall elect to be registered himself as holder he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the deceased or bankrupt Person before the death or bankruptcy.

任何因股東死亡或破產而持有股份之人，於出具董事不定期所合理要求之證據後，得被登記為該股份之股東，或不登記自己為股東，而如同該死亡或破產人原得進行一般，轉讓該股份。倘前揭之人選擇登記自己為持有人，則應交付或寄送載明其選擇並經其簽署之書面通知予本公司，但無論何種情形，董事均有如同該死亡或破產人於死亡或破產前轉讓股份之情形時，相同之拒絕或暫停登記之權利。

32. A Person becoming entitled to a Share by reason of the death or bankruptcy of a Shareholder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered Shareholder, except that he shall not, before being registered as a Shareholder in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company; provided however, that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not

complied with within ninety days, the Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with.

任何因持有人死亡或破產而持有股份之人，應有權取得和登記之股份持有人相同之股利和其他利益，但其於被登錄為有關該股份之股東前，不得行使有關本公司會議之股東權利。惟董事得於任何時候給予通知，要求該人選擇登錄自己或移轉股份，若未於九十天內遵守該通知，則董事得保留與股份有關之所有股利、紅利或其他應付款項直至通知之要求均已被遵守。

ALTERATION OF SHARE CAPITAL 股本變更

33. The Company may from time to time by Ordinary Resolution:
- (a) increase the share capital by 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) subdivide its existing Shares, or any of them into Shares of a smaller amount; and
 - (e) cancel any Shares that, at the date of the passing of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled.

本公司得經普通決議隨時：

- (a) 增加經決議通過之股本金額，並分成類型及數量之股份；
- (b) 合併和分割其股本，使股份數額大於目前股份數額；
- (c) 將其全部或任何已繳足之股份轉換成股票，且將該股票再轉換成任何面額之繳足股份；
- (d) 再分割其目前股份，使股份數額減少；
- (e) 取消於決議通過日時無人承受或同意承受之任何股份，並且根據取消股份之數額減少其股本數目。

34. The Company may also by Special Resolution:
- (a) change its name; and
 - (b) reduce its share capital and any capital redemption reserve in any manner authorised by law.

本公司得經特別決議：

- (a) 變更其名稱；及
- (b) 以任何法律授權之方式，減少其股本及任何股本贖回準備金。

35. (A) The Company may also by either the Supermajority Resolution Type A or the Supermajority Resolution Type B:
- (a) enter into, amend, or terminate any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
 - (b) transfer the whole or any material part of its business or assets;
 - (c) take over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
 - (d) effect any merger (other than a Merger), Spin-off of the Company, acquisition, or share swap in accordance with the Applicable Listing Rules;
 - (e) grant waiver to the Director's engaging in any business within the scope of the Company's business;
 - (f) discharge or remove any Director; and

(g) resolve to capitalize an amount standing to the credit of reserves (including a share premium account and/or profit account), whether or not available for distribution, or subject to Cayman Islands law, distribute cash out of legal reserve, the premium paid on the issuance of any share and income from endowments received by the Company to the Shareholders.

(B) Notwithstanding anything to the contrary in these Articles, the Company shall not enter into any of the following transactions, as a result of which the shares of the Company would cease to be listed on the Taipei Exchange or TSE (as applicable), without the approval of Shareholders holding not less than two-thirds of the issued and outstanding Shares: (a) a merger in which the Company is the dissolved company and the surviving company is not a TSE or Taipei Exchange listed company; (b) a general transfer of the business and assets of the Company to a transferee that is not a TSE or Taipei Exchange listed company; (c) a share swap with a company that is not a TSE or Taipei Exchange listed company; or (d) a spin-off into an existing company or newly incorporated company that is not a TSE or Taipei Exchange listed company.

(A) 本公司得經 A 類重度決議或 B 類重度決議：

(a) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；

(b) 讓與全部或主要部分之營業或財產；

(c) 受讓他人全部營業或財產，對本公司營運有重大影響者；

(d) 依任何適用之掛牌規則辦理本公司之合併、分割、收購或股份轉換；惟符合公司法定義之「合併」時，除本章程規定外，亦須符合公司法之要求；

(e) 解除董事競業禁止責任；

(f) 解任董事；

(g) 決議將資本公積貸方之科目(包括股本溢價及/或利潤科目)轉為資本，不論其是否可供分派，或在符合開曼法令之情形下自法定盈餘公積、股款溢價及受領贈與之所得分派現金予股東。

(B) 本公司若參與合併後消滅、概括讓與、股份轉換或分割而致終止上市(櫃)，且存續、受讓、既存或新設之公司為非上市(櫃)公司者，應得本公司已發行股份總數三分之二以上股東之同意行之。

36. Subject to the Law, these Articles and the quorum requirement under the Applicable Listing Rules, with regard to the dissolution procedures of the Company, the Company shall pass

(a) an Ordinary Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or

(b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 36 (a) above.

根據法律、本章程以及適用之掛牌規則下之法定要求，關於本公司之解散程序，本公司應通過

(a) 普通決議，因公司債務到期無力清償而決議自願解散時；或

(b) 特別決議，公司因第36條(a)規定以外之理由決議自願解散時。

37. In the event any of the resolutions with respect to the paragraph (A) (a), (b), (c) or (d) of the preceding Article 35 is adopted by the Shareholders at a general meeting or a Merger is approved in accordance with the provisions of the Law, any Shareholder who has notified the Company in writing of his objection to such proposal prior to such meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; the shareholders shall file a written request within 20 days from the date on which the resolution was adopted, stating the purchase price. In case an agreement on the purchase price of the Shares is reached between the shareholder and the Company, the Company shall pay such agreed purchase price within ninety days from the date on which the resolution was adopted. In case no agreement is reached, the Company shall pay the price to the shareholders at a fair price as deemed determined by the Board of Directors on behalf of the Company within ninety days from the date on which the resolution was adopted. Where the Company's failure to pay such price shall be deemed to have agreed to the price requested by the shareholders; provided, however, that no Shareholder shall have the abovementioned appraisal right if the Shareholders at a general meeting resolve on the dissolution of the Company after the completion of transfer of business or assets under the paragraph (A) (b) of Article 35. In the event any part of the Company's business is Spun Off or involved in any

Merger with any other company, the Shareholder, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting, may request the Company to buy back all of his Shares at the then prevailing fair price. In the event the Company fails to reach such agreement with the Shareholder within sixty days after the resolution date, the Company shall, within thirty days after such sixty-day period, file a petition to any competent court of Taiwan for a ruling on the appraisal price against all the dissenting Shareholders as the opposing party, and, to the extent that the ruling is capable of enforcement and recognition in the relevant jurisdiction, such ruling by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with respect to the appraisal price.

當股東會依第 35 條(A) (a)、(b)、(c)或(d)項之規定作成決議或依法決議之合併，任何股東於該決議前以書面通知本公司反對該項行為之意思表示，並於股東會已為反對者，得請求本公司以當時公平價格，收買其所有之股份，股東應於股東會決議日起二十日內以書面提出，並列明請求收買價格；股東與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，依其董事會代表公司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。但在本公司決議依據第 35 條(A)(b)項規定完成轉讓公司營業或資產後解散時，股東不得擁有上開請求本公司買回其股份之權利。在公司任何部分之營業被分割或與他公司合併時，股東在集會前或集會中，以書面表示異議，或以口頭表示異議經紀錄者，得放棄表決權，而請求公司依當時公平價格，收買其持有之股份。當公司自決議日起六十日內未與股東達成買回股份之協議者，公司應於此期間屆滿後三十日內，以全體未達成協議之股東為相對人，聲請相關之臺灣法院為價格之裁定；該臺灣法院所裁定之價格，在相關管轄地可執行及認可的程度內，對公司與聲請裁定之股東有最終拘束力。

REDEMPTION AND PURCHASE OF SHARES 股份贖回與買回

38. Subject to the Law, the Applicable Listing Rules and these Articles, the Company may issue preferred Shares on terms that they are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder on such terms and in such manner as the Company may by Special Resolution, before the issue of such Shares, determine. Subject to the Law, the preferred shares shall be redeemable pursuant to the terms; provided that the privileges accorded to preferred shareholders by these Articles shall not be impaired.

依照法律、適用之掛牌規則及本章程，本公司得發行可被贖回的特別股（不論係本公司或股東選擇行使贖回權）；贖回的條件及方式，得在本公司發行股份前，透過股東會特別決議為之。於法律規定範圍內，公司得按其發行條件贖回，惟特別股股東依本章程可得享有之權利不受影響。

39. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, matters with respect to the purchase of its own Shares by the Company shall be approved by the Board of Directors in compliance with the Applicable Listing Rules and the Law.

凡股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易，公司買回其股份之相關事項應經董事會依循適用之掛牌規則及法律同意。

- 39A. Notwithstanding Articles 38 and 39 and subject to the Law, the Company may with the sanction of an Ordinary Resolution, purchase and cancel its own Shares out of the share capital of the Company. The number of Shares to be repurchased and cancelled pursuant to this Article shall be pro rata among the Shareholders in proportion to the number of Shares held by each such Shareholder.

The amount payable to the Shareholders in connection with a repurchase of Shares out of the share capital of the Company may be paid in cash or by way of delivery of assets in specie (i.e., non-cash). The assets to be delivered and the amount of such substitutive share capital in connection with a repurchase of Shares out of the share capital of the Company shall be approved by the Shareholders at the general meeting and shall be subject to consent by the Shareholder receiving such assets. Prior to the general meeting considering such repurchase, the Board of Directors shall have the value of assets to be delivered and the amount of such substitutive share capital in respect of repurchase of the Shares audited and certified by an ROC certified public accountant.

儘管依照章程第 38 條及 39 條規定，本公司依照法律得經普通決議減少資本以買回並銷除其股份。依本條買回之股份應依各股東所持股份比例為之。

本公司減少資本買回股份，得以現金或現金以外財產退還股款；其退還之財產及抵充之數額，應經股東會決議，並經該收受財產股東之同意。該項財產之價值及抵充之數額，董事會應於股東會前，送交中華民國會計師查核簽證。

40. The number of Shares purchased by the Company pursuant to the preceding Article 39 shall not exceed ten percent (10%) of the total number of issued Shares of the Company. The total price of the Shares so purchased shall not exceed the sum of retained earnings plus the premium paid on the issuance of any share and income from endowments received by the Company.

本公司依據前述第 39 條買回之庫藏股數量不得超過本公司已發行股份總數的百分之十；因買回庫藏股所支付之金額，亦不得超過保留盈餘、發行股本溢價加計發行股份之溢價及本公司受領贈與所得之總金額。

41. The Directors or managerial officers of the Company, or their spouse, minor children, or any other persons who hold the Shares for the benefits of the Directors, officers, their spouses or minor children, shall not sell or otherwise transfer their Shares during the period when the Company is purchasing its own Shares pursuant to the Article 39.

本公司董事或經理人，或其配偶、未成年子女、或其他為前述之人之利益持有本公司股份之人，不得在公司依照章程第 39 條規定買回庫藏股期間出售或轉讓其股份。

42. Any Share in respect of which notice of redemption has been given shall not be entitled to participate in the profits of the Company in respect of the period after the date specified as the date of redemption in the notice of redemption.

任何經公告贖回之股份，不得在公告之贖回日期後，參與公司獲利。

43. The redemption or purchase of any Share shall not be deemed to give rise to the redemption or purchase of any other Share.

本公司贖回或買回股份之行為，不得視為將贖回或買回其他股份。

44. Subject to the Law, the Applicable Listing Rules and Article 39A, the Directors may when making payments in respect of redemption or purchase of Shares, if authorised by the terms of issue of the Shares being redeemed or purchased or with the agreement of the holder of such Shares, make such payment either in cash or in specie.

除法律及適用之掛牌規則另有規定及章程第 39A 條外，當董事支付贖回或買回股份之款項時，若有該贖回或買回股份之發行條件之授權或經由該股份持有人之同意，得以現金或實物支付之。

TREASURY SHARES 庫藏股

- 44A. Subject to Article 39, Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) may, at the option of the Company, be cancelled immediately or held as Treasury Shares in accordance with the Law. In the event that the Directors do not specify that the relevant Shares are to be held as Treasury Shares, such Shares shall be cancelled.

依章程第 39 條，本公司買回、贖回或收購(包括讓渡以及其它方式)的股份，得依法選擇立即註銷股份或保留為庫藏股；當董事會不指定保留為庫藏股時，即應註銷該等股份。

- 44B. 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) and the allotment of bonus shares may be declared or paid in respect of a Treasury Share.

庫藏股不參與股息、公司的任何資產(包括解散時的任何資產分配)及無償增資配股之分配或支付(無論是以現金或以其它方式)。

- 44C. The Company shall be entered in the Register as the holder of the Treasury Shares provided that:

- (a) the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
- (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Law.

公司持有庫藏股應登錄股東名簿，惟：

- (a) 公司取得之庫藏股，不享有任何型式之股東權利，倘意圖行使任何權利應為無效；
- (b) 本公司的會議，庫藏股無任何直接或間接的表決權，且無論任何時點，已發行股份總數應扣除庫藏股，作為法定股份總數。

44D. Subject to Article 39 and the Applicable Listing Rules, Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Directors.

依章程第 39 條及適用的掛牌規則，庫藏股得由董事會決定條件，予以處分。

CLOSING REGISTER OR FIXING RECORD DATE 停止過戶或確認登記日期

45. For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or those Members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purpose, the Directors may provide that the Register shall be closed for transfers for a stated period. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, the Register shall be closed not less than the minimum period as prescribed by the Applicable Listing Rules.

為確認哪些成員有權收受任何成員會議或休會之通知、參加成員會議或在成員會議投票，或有權收受任何股利款項，或為其他目的確認成員身份時，董事得規定特定期間股東名簿不得為股份移轉之登記。一旦股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易，股東名簿記載之變更，應至少於適用之掛牌規則所定最短期間內停止過戶登記。

46. The Directors shall make a public announcement of the closing of the Register on the website designated by the Commission and the Taipei Exchange or TSE pursuant to the Applicable Listing Rules, if required.

董事應在委員會及證券櫃檯買賣中心或台灣證券交易所依適用之掛牌規則(如有適用)所指定之網站上公告該停止過戶登記事宜。

GENERAL MEETINGS 股東會

47. All general meetings other than annual general meetings shall be called extraordinary general meetings.

除股東年度常會外，所有其他股東會應稱為股東臨時會。

48. The Board may, whenever they think fit, convene a general meeting of the Company; provided that the Company shall in each year hold a general meeting as its annual general meeting within six months after close of each fiscal year and shall specify the meeting as such in the notices calling it.

當董事會認為適當時，可召開本公司之股東會；惟本公司應於每會計年度終了後六個月內召開一次股東年度常會，並於通知書中載明該次開會係為股東年度常會。

49. At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, all general meetings shall be held in Taiwan. If the Directors resolve to hold a general meeting outside Taiwan or the shareholder(s) obtain the approval of the Commission to hold a general meeting outside Taiwan, the Company or such shareholders shall apply for the approval of the Taipei Exchange (or the TSE, if applicable) thereof within two days after the board resolution or the Commission's approval (as applicable). Where a general meeting is to be held outside Taiwan, the Company shall engage a designated institute approved by the Commission and the Taipei Exchange (or the TSE, if applicable) to handle the administration of such general meeting and shall allow the votes of the Shareholders to be exercised in writing or by way of electronic transmission.

在股東會中，應呈上董事報告(如有)。一旦股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易，所有股東會應在台灣召開。若董事決議或本公司股東取得委員會召集許可將在台灣以外地區召開股東會，本公司或該股東應於董事會做出該決議或委員會許可(如適用)後二日內向證券櫃檯買賣中心(或台灣證券交易所，如適用)申請核准。在股東會召開地點在台灣以外地區之情形下，本公司應聘請經委員會及證券櫃檯買賣中心(或台灣證券交易所，如適用)認可之指定機構來處理該股東會行政事宜，且應提供股東得採行以書面或電子方式行使表決權。

50. Extraordinary general meetings shall also be convened on the requisition in writing of any Shareholder or Shareholders of the Company holding at least three percent (3%) of the issued share capital of the Company for a period of one year or a longer time deposited at the Office or the

Shareholders' Service Agent specifying the subjects for discussion and the reasons, and if the Board fails to give a notice for convening such meeting within 15 days after the date of such deposit, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the requisitionists themselves may convene the general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company. However, any meeting convened pursuant to this Article shall be held within three months after the expiration of the said 15-day period. An extraordinary general meeting can be convened on the requisition of one or more Shareholders holding more than half of the paid up capital of the Company having the right of voting at general meetings for a period of at least 3 consecutive months at the date the book closure period commences. The above shareholding percentage and holding period shall be determined by reference to the number of shares held by the relevant Shareholder(s) at the beginning of the book closure period. In the event that the Board does not or cannot convene a general meeting, or the Independent Director member of the Audit Committee otherwise finds it necessary for the interests of the Company, the Independent Director may convene a general meeting.

股東臨時會亦可經由下列方式召開：繼續一年以上，持有本公司已發行股份總數百分之三以上股份之股東，得將載明提議事項及理由之書面請求交付於辦公室或股務代理機構，請求提出後十五日內，董事會不為召集之通知時，得由請求者（在股份於興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易之情形下）以董事召集股東會之相同方式自行召集股東會。本公司應補償請求者因董事未能召開股東會所產生之所有合理費用。惟任何依本條款召集之會議應於前揭所提十五天期間屆滿後三個月內為之。繼續三個月以上持有已發行股份總數過半數股份之股東，可自行召集股東臨時會。此股份總數以股東持股期間及持股數量計算，以停止過戶時之持股為準。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。

51. If at any time there are no Directors, any Shareholder or Shareholders holding at least three percent (3%) of the issued share capital of the Company for a period of one year or a longer time may, subject to the approval of the Commission for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, convene a general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Directors.

於無董事時，繼續一年以上，持有本公司已發行股份總數百分之三以上股份之股東，在股份於興櫃市場註冊或證券櫃檯買賣中心或台灣證券交易所交易之情形下，得經委員會同意後，依董事召集股東會之方式，盡速召集股東會。

NOTICE OF GENERAL MEETINGS 股東會之通知

52. At least thirty and fifteen days' notices in writing shall be given for any annual and extraordinary general meetings, respectively. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent by the individual recipients. The Company shall make a public announcement on the website designated by the Commission and the Taipei Exchange or TSE 30 days before an annual general meeting or 15 days before an extraordinary general meeting, regarding the meeting notice, proxy form, explanatory materials relating to proposals for ratification, matters for resolution, election or dismissal of directors and other matters on the meeting agenda. Where votes of shareholders are to be exercised by way of a written ballot, a copy of the materials referred to in the preceding provision and the written ballot shall also be sent to the Shareholders.

股東年度常會及股東臨時會的召集，應分別於三十日前及十五日前給予股東書面通知。通知期間之計算，應排除給予通知當日或視為給予通知之日，通知應載明會議地點、日期、時間及召集事由。若本公司取得個別收受者之事前同意，股東會之通知得以電子通訊方式為之。本公司應於股東年度常會三十日前或股東臨時會十五日前，依符合相關掛牌之規定於證券櫃檯買賣中心或台灣證券交易所指定之網站上公告，包括相關會議通知、委託書、待承認議案相關之說明書件、待決議事項、董事選舉或解任事項及其他會議議程事項。另，股東投票得採行書面方式行使其表決權，前項相關規定之書件影本及書面選票亦應寄送于股東。

53. The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions. The content of such matters shall be published on the website of the relevant securities authorities or the Company. The address of such website shall be provided in the notice of the general meeting:

- (a) election or discharge of directors;
- (b) amendments to these Articles;
- (c) repurchasing and cancelling Shares out of the share capital of the Company pursuant to 39A;
- (d) applying for the cessation of its status as a public company;
- (e) dissolution, Merger, share swap or Spin-off of the Company;
- (f) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
- (g) the transfer of the whole or any material part of its business or assets; and
- (h) taking over another's whole business or assets, which will have a material effect on the business operation of the Company;
- (i) carrying out private placement of its securities;
- (j) granting waiver to the Director's engaging in any business within the scope of business of the Company;
- (k) distributing part or all of its dividends or bonus by way of issuance of new Shares;
- (l) capitalization of the statutory reserve or any other amount prescribed under Article 139 hereof;
- (m) issuance of employee stock options where the exercise price for such options is lower than the closing price of the Shares of the Company as of the issuance date; and
- (n) matters with respect to the issuance of restricted Shares for the employees as required by the Applicable Listing Rules.

股東會通知應載明下列事項，且不得以臨時動議提出。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：

- (a) 董事的選任或解任；
- (b) 本章程之修改；
- (c) 依照章程第39A條規定減少資本以買回並消除其股份；
- (d) 申請停止公開發行；
- (e) 本公司之解散、合併、股份轉換或分割；
- (f) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；
- (g) 讓與全部或主要部分之營業或財產；
- (h) 受讓他人全部營業或財產，對本公司營運有重大影響者；
- (i) 私募有價證券；
- (j) 解除董事競業禁止；
- (k) 以發行新股方式分派本公司全部或部分之股息及紅利；
- (l) 以法定公積或本章程第139條規定所指之其他款項撥充資本；
- (m) 發行員工認股權憑證，其認股價格低於發行日本公司股票之收盤價；及
- (n) 依適用之掛牌規則發行限制員工權利新股予員工相關之事項。

54. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall prepare a manual for each general meeting and the relevant materials, which will be made available to all Shareholders and shall be published on the website designated by the Commission and the Taipei Exchange or TSE pursuant to the Applicable Listing Rules.

只要股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易時，公司應依適用之掛牌規則，為每次股東會準備議事手冊及相關資料，使全體股東得以取得，並於委員會、證券櫃檯買賣中心或台灣證券交易所指定的網站上公告。

PROCEEDINGS AT GENERAL MEETINGS 股東會之程序

55. No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, the holders of Shares being more than an aggregate of one-half of all Shares in issue present in person or by proxy and entitled to vote shall be a quorum for all purposes.

除非會議繼續進行至事務時出席之股東已達法定人數，否則不得於任何股東會處理事務。除本章程另有規定外，持有至少過半數發行股份並有投票權之成員親自或委任代理人出席，就所有之議題均應構成法定人數。

56. Shareholder(s) holding one percent or more of the total number of issued Shares immediately prior to the relevant book close period may propose in writing or by electronic transmission to the Company a proposal for discussion at an annual general meeting. Unless the number of Shares held by the Shareholder(s) making the said proposal is less than one percent (1%) of the total number of issued Shares, or where the subject (the matter) of the said proposal cannot be settled or resolved by a resolution, or the content of the said proposal exceeds three hundred (300) words, or that a proposal contains more than one matter, or that a proposal is submitted on a day beyond the deadline fixed and announced by the Company for accepting shareholders' proposals, the Board shall include such proposal in the agenda. Where the proposal made by the Shareholder(s) is to cause the Company to improve the public interest or to fulfill its social responsibility, the Board may include such proposal in the agenda.

於停止過戶期間前持有百分之一以上已發行股份之股東得以書面或電子方式向本公司提案於股東常會討論之議案；除提案股東持股未達百分之一、議案非股東會所得決議、議案超過三百字或議案超過一項、或於本公司公告受理期間外提出者外，董事會應列為議案。股東提案係為敦促本公司增進公共利益或善盡社會責任之建議，董事會仍可列入議案。

57. The chairman, if any, of the Board of the Directors shall preside as chairman at every general meeting of the Company convened by the Board of the Directors. For a general meeting convened by any other person having the convening right, such person shall act as the chairman of that meeting; provided that if there are two or more persons jointly having the convening right, the chairman of the meeting shall be elected from those persons.

於董事會召開之股東會，董事長(如有)均應以主席之身分主持會議。於其他有召集權限之人所召開之股東會，該有權限之人應擔當股東會之主席，如該有權限之人為多數時，股東會之主席應由該數人中選舉之。

58. If there is no such chairman, or if at any general meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, any Director nominated by the Directors shall preside as chairman, failing which the Shareholders present shall choose any Person present to be chairman of that meeting.

於無主席、主席未於股東會預定開始時間後十五分鐘內到場或無意擔任主席之情形時，董事得指派任一董事擔任主席，若仍無主席之產生，則在場之股東得選舉任一在場之人擔任主席。

59. The chairman may by Ordinary Resolution (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting, or adjourned meeting, is adjourned for more than five (5) days, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

股東會之主席得(且於股東會要求時，應)以普通決議之方式，隨時隨地暫停會議，但除了暫停發生之會議中未完成之事務外，不得於任何暫停之會議中處理事務。當會議已暫停五日以上，應如同原會議給予暫停會議之通知。除上述情形外，不需給予暫停會議或於暫停會議中處理事務之通知。

60. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll. The number or proportion of the votes in favour of, or against, that resolution shall be recorded in the minutes of the meeting.

任何股東會應以表決做出之決議應以投票之方式進行。表決之結果應將贊成與反對該決議之票數記載於會議記錄中。

- 61A The minutes of the general meeting shall be distributed to each Shareholder after the meeting and/or made public pursuant to the Applicable Listing Rules
股東會之會議記錄應於會議之後分發予各股東並／或依有關掛牌規定以公告方式為之。
61. Unless otherwise expressly required by the Law or these Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Shareholders at any general meeting may be passed by an Ordinary Resolution.
除法令或本章程另有規定，任何於股東會由股東決議、許可、確認或採納之事項均得以普通決議之方式為之。
62. In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.
當表決之票數相同時，會議主席沒有額外的或決定性的投票權。

VOTES OF SHAREHOLDERS 股東之表決權

63. Subject to any rights and restrictions for the time being attached to any Share, every Shareholder and every Person representing a Shareholder by proxy shall have one vote for each Share of which he or the Person represented by proxy is the holder. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the laws of the Cayman Islands and in accordance with the Applicable Listing Rules, a Shareholder shall not exercise the votes with respect to the Shares he/it holds separately unless he/it holds certain Shares for the benefit of others; the qualifications, scope, methods of exercise, operating procedures and other matters with respect to the exercise of votes separately by the Shareholders shall be in compliance with the Applicable Listing Rules.
除附加於股份之權利及限制另有規定外，每一股東及受每一股東之代理人，其每一股份均表彰一表決權。於股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易期間內，在不違反開曼法令與適用之掛牌規則之前提下，股東除為他人持有部分股份時，不得分別行使其表決權；分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其它應遵行事項，應遵守適用之掛牌規則。
64. No vote may be exercised with respect to any of the following Shares and such Shares shall not be counted in determining the number of issued Shares:
- (a) the Shares held by any subsidiary of the Company, where the total number of voting shares or total shares equity held by the Company in such a subsidiary represents more than one half of the total number of voting shares or the total shares equity of such a subsidiary; or
 - (b) the Shares held by another company, where the total number of the shares or total shares equity of that company held by the Company and its subsidiaries directly or indirectly represents more than one half of the total number of voting shares or the total share equity of such a company.

For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, if a Director gives security over more than 50% of the number of Shares (the "Pledged Shares") he/it held at the time he/it was elected as a Director (the "Initial Shares"), no vote may be exercised with respect to the Shares representing the difference between the Pledged Shares and the 50% of the Initial Shares, and such Shares representing the difference between the Pledged Shares and the 50% of the Initial Shares shall not be counted in the number of the votes casted by the Shareholders present at the general meeting. The voting restriction referred to in the preceding provision shall also apply to such Shares held by a Person who ceases to be a Director during the period when the the Register is closed for transfers for the purpose of the same general meeting.

下列之股份不得行使表決權；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：

- (a) 被本公司持有已發行有表決權之股份總數或股權總數超過半數之子公司，所持有本公司之股份。
- (b) 本公司及其從屬公司直接或間接持有他公司已發行有表決權之股份總數或股權總數超過半數之他公司，所持有本公司之股份。

於股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易期間內，本公司之董事以股份設定質權超過選任當時所持有之股份數額百分之五十時，其超過之股份不得行使表決權，不算入已出席股東之表決權數。前項表決權之限制亦適用於董事於當次股東會之停止股票過戶期間，喪失董事身份之情形。

65. In the case of joint holders, the joint holders shall select among them a representative for the exercise of their shareholder's rights and the vote of their representative who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.

如為股份共同持有人，股份共同持有人應由其中選出一代表以行使其股東權利，該代表親自出席或委託代理人出席所為之表決即應被接受且排除其他股份共同持有之表決。

66. A Shareholder of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, or other Person in the nature of a committee appointed by that court, and any such committee or other Person, may vote by proxy.

當股東心神喪失，或經有管轄權之法院判決心神喪失時，得由其監護人或由該法院指定性質上為其監護人之其他人代為投票。該監護人或該其他人並得委任代理人投票。

67. A Shareholder may appoint a proxy to attend a general meeting on his behalf by executing a proxy prepared by the Company stating therein the scope of power authorized to the proxy. A Shareholder may only execute one proxy and appoint one proxy for each general meeting, and shall serve such written proxy to the Company no later than five (5) days prior to the meeting date. In case the Company receives two or more written proxies from one Shareholder, the first one arriving at the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later. In case a Shareholder who has submitted a proxy appointing a person as his or her proxy to attend the general meeting on his or her behalf intends to attend the general meeting in person or to submit his votes by way of a written ballot or by way of electronic transmission, he shall, at least two days prior to the date of the meeting revoke such proxy. If a Shareholder who has submitted a proxy does not submit such a revocation before the prescribed time, the appointment of that person as his or her proxy and the vote casted by that person as his or her proxy shall prevail.

股東得以本公司所提供之委託書指派代理人出席股東會，委託書需載明授權範圍。就每一股東會，每一股東僅得簽署一委託書指派一代理人，且應於股東會召開之五日前將書面之委託書送交予本公司。於本公司收受二份以上之書面委託書時，以先送達本公司之委託書為準，除非後送達之書面委託書載有明確撤銷前份書面委託之聲明。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，應於股東會開會兩日前，以書面向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。

68. The instrument appointing a proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only.

委託書之格式需經由董事會同意，並載明僅供特定會議使用。

69. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Shareholder.

委託書應由委任人或其書面授權代理人親手為之。若委任人為公司時，以公司印章、其高階主管或其授權代理人親手為之。受任人無需具備股東之身分。

70. Except for trust enterprises organized under the laws of the ROC or Shareholders' Service Agents approved by Taiwan competent authorities, when a person who acts as the proxy for two or more Shareholders, the number of votes represented by him shall not exceed three percent (3%) of the total number of votes of the Company and the portion of excessive votes represented by such proxy shall not be counted.

除中華民國信託事業或經中華民國證券主管機關核准的股務代理機構外，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。

71. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the use and solicitation of proxies shall be in compliance with the Applicable Listing Rules, including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

於股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易期間內，委託書之使用與徵求應遵循適用之掛牌規則，包括但不限於「中華民國公開發行公司出席股東會使用委託書規則」。

72. A Shareholder cannot exercise his own vote or by proxy on behalf of another Shareholder in respect of any contract or proposed contract or arrangement if he may be interested therein. Such Shares shall not be counted in determining the number of votes of the Shareholders present at the said

meeting with regard to such resolution, but such Shares may be counted in determining the number of Shares represented at the meeting for the purposes of determining the quorum.

股東對於會議之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。不得行使表決權之股份數，就該議案不算入已出席股東之表決權數，惟應算入計算股東會最低出席人數時之股數。

73. The votes may be exercised by way of a written ballot, or by way of electronic transmission if the Company shall adopt the electronic transmission pursuant to the Applicable Listing Rules. Where the Company allows the votes of the Shareholders to be exercised by way of a written ballot or by way of electronic transmission, it shall describe the methods for exercising the votes and shall have listed all proposals and matters in the notice of that general meeting and may not raise any matter by ad hoc motions. The Company shall adopt the candidate nomination mechanism in accordance with the Applicable Listing Rules if the Shareholders will elect directors at such general meeting.

表決之方式得以書面，或依適用之掛牌規則要求以電子傳送之方式為之。本公司如採書面或電子方式行使表決權，其行使方法應載明於股東會召集通知，該次股東會議案應於召集事由中列舉，不得以臨時動議提出。股東會有董事選舉議案時，應依適用之掛牌規則採候選人提名制度。

74. A Shareholder who exercises his votes by way of a written ballot or by way of electronic transmission as set forth in the preceding Article 73 shall be deemed to have to the extent permitted by the Cayman Islands law and the Applicable Listing Rules have appointed the chairman of the general meeting such shareholder's proxy and such appointment shall not be treated as an appointment of any proxy as defined under the Applicable Listing Rules, but any Shareholder voting in such manner shall not be entitled to notice of, and the right to vote in regard to, any ad hoc motions and the amendments to the contents of the original proposals at such general meeting. The chairman of the meeting shall vote on behalf of such Shareholders according to their voting instructions. In the event that the chairman of the meeting does not vote on behalf of such Shareholders according to their voting instructions, such votes shall not be counted in determining the number of votes of the Shareholders present at the said meeting provided that such shares may be counted in determining the number of shares of the Shareholders present at such general meeting for the purpose of determining the quorum.

股東依據第 73 條而以書面或電子傳送之方式行使表決權者，應在開曼法令及掛牌規則許可之範圍內視同委託主席出席股東會，惟此種指派不應被認為係依適用之掛牌規則所定義之委託代理人；但就該次股東會之臨時動議及/或原議案之修正，此等股東無權收受通知或行使表決權。為避免疑義，以此種方式行使表決權之股東應視為已拋棄就該次股東會之臨時動議及/或原議案之修正之通知及行使表決權之權利。股東會主席應依該等股東之指示代為行使表決權，如股東會主席未依該等股東之指示代為行使表決權，則該股份數不得算入已出席股東之表決權數，惟應算入計算股東會最低出席人數時之股數。

75. A Shareholder shall submit his vote by way of a written ballot or by way of electronic transmission to the Company no later than the second (2nd) day prior to the scheduled meeting date of the general meeting; whereas if two or more such written ballot or electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 74 by the first written ballot or transmission shall prevail unless it is expressly included in the subsequent vote by written ballot or electronic transmission that the original vote submitted by written ballot or electronic transmission be revoked.

股東以書面或電子方式行使表決權者，其意思表示應於股東會召開兩日前送達本公司，於本公司收受二份以上之該等書面或電子方式表決權時，應以依照章程第 74 條規定最先送達書面或電子方式表決權而視為出具予股東會主席之委託書為準。但後送達之書面或電子方式表決權載有明確撤銷原先書面或電子方式表決權之文字者，不在此限。

76. In case a Shareholder who has exercised his votes by way of a written ballot or by way of electronic transmission intends to attend the general meeting in person, he shall, at least two days prior to the date of the meeting revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 75. If a Shareholder who has submitted his or her vote in writing or by way of electronic transmission pursuant to Article 74 does not submit such a revocation before the prescribed time, his or her vote by written ballot or electronic transmission and the proxy deemed to be given to the chairman of the general meeting pursuant to Article 74 shall prevail.

股東以書面或電子方式行使表決權後，欲親自出席股東會者，該股東至遲應於股東會召開之二日前，撤銷該書面或電子方式行使之表決權，該撤銷應構成依據章程第 75 條規定撤銷視為給予股東會主席之委

託書。如股東未能及時撤銷依照章程第 74 條規定以書面或電子方式行使之表決權，則應以該書面或電子方式行使之表決權及依照章程第 74 條視為出具與股東會主席之委託書為準。

77. If a Shareholder has submitted his or her vote in writing or by way of electronic transmission pursuant to Article 75, and has subsequently submitted a proxy appointing a person as his or her proxy to attend the general meeting on his or her behalf, the subsequent appointment of that person as his or her proxy shall be deemed to be a revocation of such Shareholder's deemed appointment of the chairman of the general meeting as his or her proxy pursuant to Article 77 and the vote casted by that person subsequently appointed as his or her proxy shall prevail.

股東依照章程 75 條規定以書面或電子方式行使表決權，復又以委託書委託代理人出席股東會者，委託代理人出席之行為應視為依照章程 77 條撤銷視為給予股東會主席之委託書，而以代理人行使之表決權為準。

78. In case the procedure for convening a general meeting of Members or the method of adopting resolutions is in violation of the Law, Applicable Listing Rules or these Articles, a Shareholder may, within thirty (30) days from the date of the resolution, submit a petition for an appropriate remedy to the court of the Cayman Islands or Taiwan, and if Taiwan, the Taipei District Court as the court of first instance to the extent available under the relevant laws.

如成員會議之召集程序或其決議方法違反法律、適用之掛牌規則或本章程時，股東得自決議之日起三十日內向台灣或開曼法院訴請適當之救濟，於適用相關法律規定下並得以臺灣臺北地方法院為第一審管轄法院。

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS 會議中由代表人代理之法人

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

法人為股東或董事者，得依其董事或其他治理實體之決議，授權其認為適當之人於本公司任何會議、任何類別之股東會議、董事會或董事委員會擔任其代表人，且被授權之人應有權代理該法人行使該法人如為個人股東或董事一般可行使之相同職權。

DIRECTORS 董事

80. Unless otherwise determined by the Company in general meeting, the number of Directors shall be no more than ten Directors, the exact number of Directors to be determined from time to time solely by an Ordinary Resolution of the general meeting. For so long as the Shares are listed on the Taipei Exchange or TSE, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules require for a foreign issuer.

除非本公司於股東會另有決議，本公司之董事名額不得超過十席，每屆董事之實際席數則由股東會以普通決議之方式決定之。於股份在證券櫃檯買賣中心或台灣證券交易所交易期間，董事之成員應包含相關法律、規則或相關之外國發行人所適用之掛牌規則所定之獨立董事。

81. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the qualifications, composition, election, removal, duties and powers and other relevant matters of Directors, Independent Directors, Audit Committee and remuneration committee shall be in compliance with the Applicable Listing Rules.

於股份在興櫃市場、證券櫃檯買賣中心或台灣證券交易所交易期間，董事、獨立董事、薪資報酬委員會或審計委會成員之資格條件、組成、選任、解任、職權及其他相關事項，均應依照適用掛牌規則之規定。

82. The general meeting of the Shareholders may appoint natural person or corporation to be a Director. At a general meeting of election of Directors, the number of votes exercisable in respect of one Share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director so elected.

股東會得選任任何自然人或公司為董事。於股東會選舉董事時，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人或分配選舉數人，由所得選票代表選舉權較多者，當選為董事。

83. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall adopt a candidate nomination mechanism for its election of Directors (including Independent Directors). The Directors shall also adopt rules and procedures for such candidate nomination, which shall be in accordance with the Law, these Articles and the Applicable Listing Rules.

本公司在興櫃市場、櫃檯買賣中心或台灣證券交易所掛牌時，公司董事（包括獨立董事）之選舉應採用候選人提名制度。董事亦可制訂候選人提名之規則及程序，該規則及程序須符合法律、本章程及適用之掛牌規則。

84. Subject to these Articles, the term for which a Director will hold office shall be three years; thereafter he/she may be eligible for re-election. In case no election of new Directors is effected after expiration of the term of office of the existing Directors, the term of office of such Directors shall be extended until the time new Directors are elected and assume their office.

除本章程另有規定外，董事之任期三年，任期屆滿之後得以連任之。倘若於任期屆滿後並未有效選出新任之董事，則原任董事之任期將延長至新任董事選出並承接其職務為止。

85. A Director may be discharged at any time by either a Supermajority Resolution Type A or a Supermajority Resolution Type B adopted at a general meeting. If a Director is discharged during the term of his/her office as a director without good cause, such Director may make a claim against the Company for any and all damages sustained by him/her as a result of such discharge.

董事得隨時以股東會之 A 類重度決議或 B 類重度決議解任之。如董事於任期內遭無正當理由解任，該董事得向本公司請求任何及全部因該解職所造成之損害。

- 85A. If prior to the expiration of the term of the existing Directors all Directors are re-elected at a general meeting (the “**Appointment**”), unless otherwise resolved at such general meeting, the term of the existing Directors shall be deemed to have expired immediately prior to the Appointment.

股東會於董事任期未屆滿前改選全體董事者，如未決議董事於任期屆滿始為解任，視為於該次股東會提前解任。

86. The Board of Directors shall have a Chairman (the “Chairman”) elected and appointed by a majority of the Directors present at the Board meeting the quorum of which shall be two-thirds of all of the Directors then in office. The period for which the Chairman will hold office will also be determined by a majority of the Directors present at the Board meeting with a quorum of at least two-thirds of all of the Directors then in office. The Chairman shall preside as chairman at every meeting of the Board. To the extent the Chairman is not present at a meeting of the Board of Directors within fifteen minutes after the time appointed for holding the same, the attending Directors may choose one of their number to be the chairman of the meeting.

董事長應由董事會以三分之二以上之當時在任董事出席，及出席董事過半數之同意選舉之。董事長之任期亦應由董事會以三分之二以上之當時在任董事出席，及出席董事過半數之同意定之。於每一董事會，董事長應擔任主席。若董事長未於董事會開始後之十五分鐘內出席時，出席之董事得選舉一人擔任該次董事會之主席。

87. The Board may, from time to time, and except as required by the applicable laws and Applicable Listing Rules, adopt, institute, amend, modify or revoke the corporate governance policies or initiatives, which shall be intended to set forth the policies of the Company and the Board on various corporate governance related matters as the Board shall determine by resolution from time to time.

除法律及適用之掛牌規則另有規定外，董事會得隨時採用、制定、修改或撤銷公司治理政策或計畫，該政策及計畫係用以制定本公司及董事會對各種公司治理議題之政策，而得由董事會隨時以決議訂定之。

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

董事之資格不以持有本公司之股份為必要。

DIRECTORS' FEES AND EXPENSES 董事之酬勞及支出

89. The remuneration of the Directors may only be paid in cash. The amount of such remuneration is authorized to be decided by the Board of Directors, taking into account suggestions made by the remuneration committee, the extent and value of the services provided for the management of the Company and the standard of the same industry worldwide. Each Director shall be entitled to be repaid or prepaid all travelling, hotel and incidental expenses reasonably incurred or expected to be incurred by him in attending meetings of the Board or committees of the Board or general meetings or

separate meetings of any class of Shares or of debentures of the Company or otherwise in connection with the discharge of his duties as a Director.

董事報酬僅得以現金給付。該報酬之金額授權由董事會參考薪資報酬委員會之建議、董事對公司經營之服務範圍與價值及全球同業給付水準決定。每一董事應有權領取或預支因出席董事會、董事委員會、股東會、任何類別之股份或債券會議或與履行其董事義務相關而合理產生或可預期之交通、住宿及其他附帶費用。

90. Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other Article.

經本公司要求，董事為本公司之所需而前往或旅居國外者，或經董事會認定其所履行之職務超過一般董事之職責者，該董事得領取董事會決定之額外酬勞（無論以薪資、佣金、紅利或其他方式為之）。且該額外之酬勞應附加於或取代本章程之其他條款所定之一般酬勞。

ALTERNATE DIRECTOR OR PROXY 董事代理人

91. Any Director may in writing appoint another Director to be his alternate and, save to the extent provided otherwise in the form of appointment, such alternate shall have authority to act in such Director's place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to attend and vote at meetings of the Directors as a Director when the Director appointing him is not personally present and to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Such alternate shall not be an officer of the Company. The remuneration of such alternate shall be payable out of the remuneration of the Director appointing him and the proportion thereof shall be agreed between them.

任何董事得以書面指派其他董事擔任其代理人。除指派文件另有載明之外，該代理人有權代授權董事出席任何董事會議以行使其職權。每一董事代理人於授權董事未能出席之情形下均有權參與董事會議，並行使投票權，除得行使其自身之投票權外，亦可代其代理之董事行使該董事之投票權。授權董事得隨時以書面撤銷代理人之授權。董事代理人不得為本公司之高階主管。董事代理人之酬勞應由授權董事之酬勞支付之，其比例應由雙方協議。

92. Any Director may appoint another Director to be the proxy of that Director to attend and vote on his behalf, in accordance with instructions given by that Director at a meeting or meetings of the Directors which that Director is unable to attend personally. A Director shall accept an appointment to act as the proxy of one other Director only. The instrument appointing the proxy shall be in writing under the hand of the appointing Director and shall be in any usual or common form or such other form as the Directors may approve, and must be lodged with the chairman of the meeting of the Directors at which such proxy is to be used, or first used, prior to the commencement of the meeting.

於無法親自出席會議或董事會議時，任何董事得委任其他董事代其出席並投票，受委任之董事應遵循委任董事之指示。董事代理人，以受一人委託為限。委任之文書應由委任董事以書面為之，其格式應屬正常且一般可接受之格式，或其他董事同意之格式。委任文書應留存於該次董事會議之主席處，如為首次使用該委任文書，應於董事會議召開前留存之。

POWERS AND DUTIES OF DIRECTORS 董事職權

93. Subject to the Law, these Articles, Applicable Listing Rules and to any resolutions passed in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company. No resolution passed by the Company in general meeting shall invalidate any prior act of the Directors that would have been valid if that resolution had not been passed.

除法律、本章程、適用之掛牌規則與股東會通過之任何決議另有規定外，本公司之業務應由董事會管理，得由其支付本公司設立與註冊所發生之所有費用及行使本公司所有權力。股東會所通過之決議不得使董事於無該決議前之有效行為無效。

- 93A A Director shall have loyalty and shall exercise due care of a good administrator in conducting the business operation of the Company; and if he/she has acted contrary thereto, he/she may liable for the damages sustained by the Company therefrom. If the Director does anything for himself/herself or on behalf of another person in violation of the preceding provision, subject to Cayman Islands law, the

Shareholders may, by Ordinary Resolution, consider the benefits to such Director as a result of such act as benefits of the Company and request the relevant Director to return the benefits. If a Director has, in the course of conducting the business operations of the Company, violated any provision of the applicable laws and/or regulations and thus caused damages to any other person, subject to Cayman Islands law, he/she shall be liable, jointly and severally, for the damages to such other person.

A managerial officer of the Company shall have the same liabilities as those of a Director in carrying out his/her duties.

董事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，負損害賠償責任。其行為若係為自己或他人為該行為時，於開曼法令許可之範圍內，股東會得以決議，將董事關於該行為之所得視為公司之所得並請求該董事返還。董事對於公司業務之執行，如有違反法令致他人受有損害時，於開曼法令許可之範圍內，對他人應與公司負連帶賠償之責。

本公司之經理人在執行職務範圍內，應負與董事相同之損害賠償責任。

94. The Directors may from time to time appoint any Person, whether or not a Director to hold such office in the Company as the Directors may think necessary for the administration of the Company, including but not limited to, the office of the chief executive officer, president, one or more vice-presidents, chief financial officer or controller, treasurer, assistant treasurer, or manager, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Any Person so appointed by the Directors may be removed by the Directors. The Directors may also appoint one or more of their number to the office of managing director upon like terms, but any such appointment shall ipso facto determine if any managing director ceases from any cause to be a Director, or if the Company by Ordinary Resolution resolves that his tenure of office be terminated.

董事會得隨時指定任何人(不論是否為董事)出任董事會認為本公司行政管理所需之公司職位，包括但不限於執行長、董事長、一名或若干名副董事長、財務長或財務總監、會計長、助理會計長、或經理，其任期及其薪酬(不論是以薪資或佣金或參與分紅之方式給付，或部份以其中一種方式而部份以其他方式給付)以及其職權，均由董事會認為適當者訂定之。董事會指定出任上述職位之任何人，亦得由董事會予以免職。董事會亦得依類似條件指定一名或多名董事出任執行董事，但任何該項任用應於任何執行董事因任何原因不再是董事時，或若本公司以普通決議方式將其解職時，一併終止。

95. The Directors may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as they think fit. Any Secretary or assistant Secretary so appointed by the Directors may be removed by the Directors.

董事會得指定一名秘書(及必要時一名或若干名助理秘書)，其任期、薪酬與條件及其職權，均由董事會認為適當者訂之。董事會任用之上述任何秘書或助理秘書，亦得由董事會予以免職。

96. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

董事會得將其任何權力委由委員會行使，其組織成員由董事認為適當者訂之；前述之任何委員會，在行使受委任之權力時，應遵守董事會得制訂之委員會有關之任何規章。

97. The Directors may from time to time and at any time by power of attorney (whether under Seal or under hand) or otherwise appoint any company, firm or Person or body of Persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other appointment may contain such provisions for the protection and convenience of Persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, the Company shall appoint in Taiwan a representative as the responsible person under the Applicable Listing Rules in Taiwan. Such representative shall have a domicile or residence within the territory of Taiwan.

董事會得隨時及在任何時候，以授權書(不論是蓋章或簽名)或其他方式委派任何公司行號或任何人或團體(不論是由董事直接或間接提名)為本公司之代理人，其目的、權力、權限與裁量權(不得超過董事依

據本章程獲得授予或得行使之權限) 任期與條件, 均由董事會認為適當者訂之。任何該授權書或其他委任均得包含董事會認為適當之條款, 以保護與任何該代理人接洽之人及給予便宜行事之方便, 並得授權任何該代理人得將其獲得授予之所有或任何權力、權限與裁量權, 再委由他人行使。本公司股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易時, 應在台灣指定代表為本公司關於適用之掛牌規則在台灣之負責人。該代表應在台灣境內有住所或居所。

98. The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the three next following Articles shall not limit the general powers conferred by this Article.

董事會得以其認為適當之方式隨時規定本公司業務之管理, 且以下三條之規定不得限制本條賦予之概括權力。

99. The Directors from time to time and at any time may establish any committees, local boards or agencies for managing any of the affairs of the Company and may appoint any Persons to be members of such committees or local boards and may appoint any managers or agents of the Company and may fix the remuneration of any such Persons.

董事會得隨時及在任何時候, 設立任何委員會、地區理事會或代理機構, 以管理本公司任何業務, 並得指定任何人為該委員會或地區理事會之成員且得任用本公司之任何經理或代理人, 並訂定任何該人士之酬勞。

100. The Directors from time to time and at any time may delegate to any such committee, local board, manager or agent any of the powers, authorities and discretions for the time being vested in the Directors and may authorise the members for the time being of any such local board, or any of them to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit and the Directors may at any time remove any Person so appointed and may annul or vary any such delegation, but no Person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

董事會得隨時將董事當時被授與之任何權力、權限與裁量權, 再委由任何委員會、地區理事會、經理或代理人行使, 並得授權任何該地區理事會當時在任之成員或其中任何人遞補其任何缺額及採取行動。即使有該缺額, 而任何該任用或委任之任期與條件均由董事會認為適當者訂之, 且董事會得在任何時候將上述任用之任何人免職並得撤銷或變更任何該委任, 但依善意而為交易且未受通知有任何該撤銷或變更之人, 不受影響。

101. Any such delegates as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.

上述之任何授權得經董事會授權後, 將其於當時獲得授予之所有或任何權力、權限與裁量權, 再委由他人行使。

102. Notwithstanding anything contained in these Articles and to the extent as required by the Applicable Listing Rules, the Company shall establish an Audit Committee.

無論本章程其他規定, 於適用之掛牌規則要求下, 公司應設立審計委員會。

BORROWING POWERS OF DIRECTORS 董事之借款權

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

除本章程另有規定外, 董事會得行使本公司借款權及在借款時抵押公司事業與財產、發行公司債、於特定時間間隔支付特定數額之優先股與其他證券, 或以其擔保本公司或任何第三者之任何債務、負債或義務。

THE SEAL 印章

104. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal. The Seal shall be affixed in the presence of a Director or a Secretary (or an assistant Secretary) or in the presence of any one or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

除有董事會之決議授權，不得在任何文件用印；但該授權得在用印事前或事後提供，且若是事後提供，得以一般之形式確認複數之用印。用印時須有一名董事或一名秘書（或一名助理秘書）或董事會專案指定之任何一人或多人在場，且前述之每一人均應於其在場時用印之該文件上簽名。

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

本公司得在董事會指定之國家或地點保存一份複製印章，但未經董事會之決議授權，不得於任何文件上使用該複製印章；但該授權得在使用該複製印章事前或事後提供，且若是事後提供，得以一般形式確認該複製印章之複數用印。使用該複製印章時須有董事會專案指定之任何一人或多人在場且前述之每一人均應於其在場時使用該複製印章之該文件上簽名。依前述方式使用該複製印章及簽名，其意義與效力等同已在一名董事或一名秘書（或一名助理秘書）或董事會專案指定之任何一人或多人在場時使用印章。

106. Notwithstanding the foregoing, a Secretary or any assistant Secretary shall have the authority to affix the Seal, or the facsimile Seal, to any instrument for the purposes of attesting authenticity of the matter contained therein but which does not create any obligation binding on the Company.

但即使有上述規定，一名秘書或任何助理秘書有權在為對於任何文件中所載事項進行認證之目的，而在該文件上使用印章或複製印章，但該文件不得創設拘束本公司之任何義務。

DISQUALIFICATION OF DIRECTORS 董事喪失資格

107. The office of Director shall be vacated, if the Director:
- (a) committed a felony and has been adjudicated guilty by a final judgment, and the enforcement of the judgment has not yet commenced or been completed, or the time elapsed after he has served the full term of the sentence or the probation period or since he has received amnesty is less than five years;
 - (b) has been sentenced to imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and the enforcement of the judgment has not yet commenced or been completed, or the time elapsed after he has served the full term of such sentence, or of the probation period or since he has received amnesty is less than two years;
 - (c) has been convicted guilty by a final judgment under the Anti-Corruption Act, and the enforcement of the judgment has not yet commenced or been completed, or the time elapsed after he has served the full term of such sentence, or the probation period or since he has received amnesty is less than two years;
 - (d) becomes bankrupt, or start liquidation process due to a court's decision, and his/its rights or capacity has not yet been reinstated;
 - (e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;
 - (f) losses all or part of legal capacity;
 - (g) the order of assistance has not yet been revoked;
 - (h) dies or is found to be or becomes of unsound mind;
 - (i) resigns his office by notice in writing to the Company;
 - (j) (not applicable to Independent Directors) for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, has transferred more than one half of the Shares being held by him/it on the date of the general meeting at which his/its appointment was approved (the "Approval Date"), or
 - (k) is removed from office pursuant to these Articles.

For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, if the Director (excluding Independent Directors), after the Approval Date and before his/its commencement of the office of Director, has transferred more than one half of the Shares being held by him/it as at the Approval Date he/it was elected or had transferred more than one half of the Shares being held by him/it within the relevant book close period prior to such general meeting, the election of his/its directorship shall be deemed invalid.

董事有以下情形時，應即喪失董事職務：

- (a) 曾犯重罪，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；
- (b) 曾犯詐欺、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；
- (c) 曾犯貪污治罪條例之罪，經判決有罪確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年；
- (d) 破產或經法院裁定開始清算程序，尚未復權；
- (e) 因不合法使用信用票據而經拒絕往來尚未期滿；
- (f) 無行為能力或限制行為能力；
- (g) 受輔助宣告尚未撤銷；
- (h) 死亡或心神喪失者；
- (i) 以書面通知本公司辭任；
- (j) (不適用於獨立董事) 股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易時，轉讓超過於選任其擔任董事股東會日(“選任日”)當時所持有之公司股份數額二分之一；或
- (k) 依本章程被免職。

股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易時，公司董事(獨立董事除外)於選任日後如於就任前轉讓超過選任日當時所持有之公司股份數額二分之一時，或於股東會召開前之停止股票過戶期間內，轉讓持股超過二分之一時，其當選失其效力。

108. Subject to the Law and Cayman Islands law, any Shareholder(s) holding 1% or more of the total number of issued Shares for a period of six months or a longer time shall have the right to submit a petition for and on behalf of the Company against its director(s), and may bring such matter to the Taipei District Court, ROC. If a director has, in the course of performing his duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and/or regulations or these Articles, but has not been removed by the Company pursuant to a Supermajority Resolution Type A or Type B vote, then, subject to the Law and Cayman Islands law, any Shareholder(s) holding 3% or more of the total number of issued Shares shall have the right, within 30 days after that general meeting, to petition any competent court for the removal of such Director, at the Company's expense. The Taipei District Court, ROC, may be court of the first instance for this matter.

依據法令及開曼群島法令許可之程度內，繼續六個月以上，持有百分之一以上股份之股東，有權為並代表本公司對董事提出訴訟，且得以中華民國台北地方法院為訴訟管轄法院；若董事在履行其職務期間，如其行為導致本公司蒙受重大損害或嚴重違反相關法令或本章程，但未經公司依據 A 類或 B 類重度決議予以解任者，則持有已發行股份總數百分之三以上股份之任何股東有權在該次股東會後三十日內，以公司之費用，於法令或其他開曼法令許可之程度內，訴請任何有管轄權法院解任該董事，中華民國台北地方法院得為第一審管轄法院。

PROCEEDINGS OF DIRECTORS 董事會之會議程序

109. The Directors may meet together (either within or outside the Cayman Islands) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit. The notice for a Board meeting may be given by means of electronic communication. Questions arising at any meeting shall be decided by a majority of votes present at such meeting. In case of an equality of votes the chairman shall not have a second or casting vote. A Director may, and on the requisition of a Director shall, at any time summon a meeting of the Directors.

董事會得於其認為適合時，召集會議（在開曼群島境內或境外）以處理業務、延會、及規範其會議與程序等事宜。董事會之通知得以電子傳輸方式為之。任何會議提案之決定均以該次會議出席董事投票過半數決為之。票數相同時，主席不得投第二或決定票。任何一名董事均得，及於一名董事要求時，應即於任何時候召開董事會會議。

110. A Director may participate in any meeting of the Board of Directors, or of any committee appointed by the Board of Directors of which such Director is a member, via video conference by way of which all Persons participating in such meeting can communicate with each other and such participation shall be deemed to constitute presence in person at the meeting.

董事得以所有與會者彼此均可溝通之視訊方式參加董事會或董事會指定且該董事為其委員之任何委員會之任何會議，視同董事親自與會。

111. Subject to these Articles, the quorum necessary for the transaction of the business of the Directors shall be more than one-half of the Directors. A Director represented by proxy or by an alternate Director at any meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present. When the number of vacancies in the Board of Directors of the Company equals to one third of the total number of Directors, the Board of Directors shall hold, within 60 days, a general meeting of Shareholders to elect succeeding Directors to fill the vacancies.

除本章程另有規定外，董事會議決事項所需之法定人數為過半數之董事。在任何會議中由代理人或代理董事代表之董事，在計算法定出席人數時，應視同親自出席。若本公司董事會缺額人數達董事總人數三分之一時，董事會應在六十日內舉行股東會選舉繼任董事以遞補缺額。

112. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company or in any other matters discussed at the meeting of the Directors shall declare the nature and relevant material contents of his interest at such meeting of the Directors. When the Company conducts any merger and acquisition, the Directors should disclose to the Board of Directors and the general meeting the material details of their interests with such merger and acquisition transaction itself and the reasons for or against such merger and acquisition resolution. A Director cannot vote his own vote or by proxy on behalf of another Director in respect of any contract or proposed contract or arrangement when he may be interested therein. 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 (but shall still be counted in the quorum for such meeting). Where an interest exists with respect to the spouse of a Director, a person with a kinship to a Director within the second degree, or a company controlled by a Director (or where such Director is controlled by a company), such Director will be deemed to have an interest in such matter.

在本公司簽訂或擬簽訂之任何契約中或任何董事會會議討論之事項涉有任何直接或間接利害關係之董事應在該次董事會會議中聲明所涉該利害關係之性質與重要內容；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。董事在與其涉有利害關係之任何契約或預定簽訂之契約或安排有關之表決，其本身不得表決亦不得代其他董事表決。因上述規定而不能表決或行使任何表決權之董事，不計入已出席董事之表決權數（但仍應計入該次會議之法定人數）。若董事之配偶、二等親內血親，或與董事具有控制從屬關係之公司，就前述會議之事項有利害關係者，該董事就該事項會被視為有自身利害關係。

113. A Director who does anything for himself or on behalf of another person that is within the scope of the Company's business shall declare the essential contents of such behaviour to the general meeting of the Shareholders and be approved by either a Supermajority Resolution Type A or a Supermajority Resolution Type B. Subject to Cayman Islands law, failure in obtaining such approval shall cause the Director being so interested be liable to account to the Company for any profit realised by any such behaviour if the general meeting so resolves by an Ordinary Resolution within one year from such behaviour.

董事為其本身或代他人為本公司業務範圍內之任何行為，應向股東會報告該行為之主要內容並須獲得 A 類重度決議或 B 類重度決議之核准。除開曼法令另有規定外，若未取得該核准，則涉有利益之董事應在該行為之後一年內，依據股東會普通決議之要求，將其因任何該行為獲得之任何利潤歸還公司。

114. Notwithstanding the preceding Articles, a Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any

such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

即使有上述之規定，董事仍可兼任本公司任何其他有報酬之職務（但不得兼任查核人），其任期與條件（報酬與其他條件）由董事會決定之。董事或候任董事不因其在職位或兼任本公司任何其他有報酬之職務，而喪失得與本公司簽訂契約之資格，且簽訂該契約或因此涉有利益關係之任何董事也不因該董事持有該職位或因該職位所建立之受託關係，而必須將其因任何該契約或安排獲得之任何利潤歸還本公司。

115. Subject to these Articles, any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.

除本章程另有規定外，任何董事均得以其本身或其事務所，為本公司之專業代理人。董事或其事務所所有權就其提供之專業服務，比照非董事之身份，獲得酬勞之給付；但本條之規定並未授權董事或其事務所得擔任本公司之查核人。

116. The Directors shall cause all minutes to be made in books or loose-leaf folders provided for the purpose of recording:

- (a) all appointments of officers made by the Directors;
- (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
- (c) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.

董事會應將所有會議記錄彙集成冊或裝入專用的活頁檔案夾，以記錄下列事項：

- (a) 董事會任用之所有高階主管；
- (b) 董事會及其任何委員會之每次會議出席董事名單；及
- (c) 本公司與董事會及其任何委員會之所有會議之所有決議與程序。

117. When the chairman of a meeting of the Directors signs the minutes of such meeting the same shall be deemed to have been duly held notwithstanding that all the Directors have not actually come together or that there may have been a technical defect in the proceedings.

當董事會會議主席簽署該次會議之會議記錄，則該次會議應被視為依規定舉行之會議；即使全體董事並未實際集會或其程序中可能有技術上的瑕疵。

118. The continuing Directors may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for summoning a general meeting of the Company, but for no other purpose.

在任之董事，即使其組織有任何出缺，仍可做成決議，但若其人數已減少至不足本章程所訂或依據本章程訂定之董事會所需法定人數，則在任之董事得決議召開一次公司股東會，但不得決議其他事項。

119. Subject to any regulations imposed on it by the Directors, a committee appointed by the Directors may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the committee members present may choose one of their number to be chairman of the meeting.

董事會指定之委員會得為其會議選舉一名主席，但董事會為該委員會制訂之任何規章別有規定者，從其規定。若未選出主席，或會議時主席未於預定之會議召開時間十五分鐘內出席，則出席會議之委員會委員得自出席委員中推選一人為會議主席。

120. A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to any regulations imposed on it by the Directors, questions arising at any meeting shall be determined by a majority of votes of the committee members present.

董事會指定之委員會得於其認為適當時開會與休會。任何會議中之提案應以出席委員過半數之決議行之，但董事會為該委員會制訂之任何規章別有規定者，從其規定。

121. All acts done by any meeting of the Directors or of a committee of Directors, or by any Person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the

appointment of any such Director or Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to be a Director.

董事或其委員會之任何會議所為之決議或任何人以董事身份所為之任何行為，即使該董事或做為上述身份之人嗣後被發現其任用程序有瑕疵，或其全部或其中有任何人喪失資格，仍屬有效，視同各該人士均循正當程序任用並均俱備董事資格。

- 121A. The audit committee or special committee shall review the fairness and rationality of the merger and acquisition plan and transaction before convening the meeting of the Board of Directors deciding on such merger and acquisition, and report the review results to the Board of Directors and the general meeting.

During the deliberations of the audit committee (or special committee), an independent expert should be asked to provide opinions on the share swap ratio or the rationality of the cash or other property to be allocated to the Shareholders.

The review results of the audit committee (or special committee) and independent expert's opinions should be sent to Shareholders when the notice of the general meeting is sent; however, for those transactions that are not subject to approval of the general meeting in accordance with the laws and regulations, such merger and acquisition transaction shall be treated as a report item at the next general meeting. The documents that should be provided to the Shareholders pursuant to the preceding paragraph shall be deemed to have been provided to the Shareholders if the same have been published by the Company on the website designated by the securities regulatory authority of the Republic of China, and are made available at the meeting place of such general meeting for inspection by Shareholders.

公司於召開董事會決議併購事項前，應由審計委員會或特別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。

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。

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，且備置於股東會會場供股東查閱，對於股東視為已發送。

122. The following actions require the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds of all Directors:

- (a) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusted business, or for regular joint operation with others;
- (b) the sale or transfer of the whole or any material part of its business or assets;
- (c) taking over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
- (d) the election of Chairman of the Board pursuant to these Articles; and
- (e) issuance of corporate bonds.

下列事項之決議需由全體董事三分之二出席之董事會會議，以出席董事過半數之同意行之：

- (a) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；
- (b) 出售或讓與全部或主要部分之營業或財產；
- (c) 受讓他人全部營業或財產，對本公司營運有重大影響者；
- (d) 依據本章程選舉董事長；及
- (e) 公司債券之發行。

DIVIDENDS 股利

123. Subject to any rights and restrictions for the time being attached to any Shares and Articles 35(A) and 124, the Company by Ordinary Resolution may declare dividends and other distributions on Shares in issue and authorise payment of the same out of the funds of the Company lawfully available therefor.

For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall not pay any dividends or bonuses if (a) it does not have earnings, or (b) it has not yet covered its losses.

本公司得以普通決議方式宣佈已發行之股份之股利與其他配息，及授權從本公司可合法用於該股利與其他配息之資金中，撥款支付該股利與其他配息，但任何股份於當時附有任何權利與限制規定者，從其規定，且應符合章程第 35(A)及 124 條之規定。只要股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易時，倘發生下列情形，不得分派股息及紅利：(a)公司無盈餘時；(b) 未能彌補歷年之虧損。

124. Subject to Articles 35(A) and 123, the Company may distribute profits for each fiscal year in the form of cash dividends, bonus shares or others upon a proposal for distribution of profits proposed by the Board and approved by the Shareholders at the general meeting. The Directors shall prepare such proposal to allocate the earnings for each fiscal year according to the following sequence:

- (a) payment of taxes;
- (b) making up losses from previous years;
- (c) setting aside 10% as legal reserve, until the accumulated legal reserve has equalled the total issued capital of the Company;
- (d) setting aside special reserve from the remaining earnings together with any undistributed retained earnings accrued from prior years in accordance with the Applicable Listing Rules or as requested by the competent authorities;
- (e) the rest could be distributed as cash dividends and/or bonus shares to the Shareholders according to the distribution plan proposed by the Board;

Because the Company is still at the growth stage, any balance earnings together with any undistributed retained earnings accrued from prior years of the Company may be distributed as cash dividends and/or bonus shares in accordance with the Law and Applicable Listing Rules, after taking into consideration the investment environment, capital requirement, domestic and overseas competition environment and capital budget of the Company current or future, as well as shareholders interest, balance of dividend and long term financial plan of the Company. The Directors shall specify the exact percentages or amounts to be paid to Directors and distributed to the Shareholders in the proposal for distribution of profits, and submit it for the Shareholders' approval at the general meeting. Unless the Board determines otherwise after consideration to the withholding tax and associated expenses relating to the dividend distribution, dividends to be distributed to the Shareholders shall not be less than 5% of the remaining balance after deducting the amounts stated in items (a) through (d) above, among which cash dividends shall comprise no less than 10% of the dividends declared in such year.

Where the Company has no profit for distribution in a certain year or in view of the financial, business or operational factors of the Company, subject to Cayman Islands law, the Company may, if it has no loss, by a Supermajority Resolution, distribute its legal reserves or the premium paid on the issuance of any share for distribution to the Shareholders in accordance with Applicable Listing Rules or the orders of the competent authorities; provided that, where the distribution are made out of from the legal reserve, only the portion of the legal Reserve which exceeds 25 percent of the paid-in capital of the Company may be distributed.

於不違反章程第 35 條(A)及第 123 條之前提下，本公司得依董事會擬訂並經股東決議通過之該年度利潤分配計畫分配現金、股票股利或為其它分配。董事會應依下列順序擬訂該利潤分配計畫：

- (a) 繳納所得稅；
- (b) 彌補虧損；
- (c) 依適用之掛牌規則提存百分之十為法定盈餘公積，但法定盈餘公積累積已達本公司實收資本時，不在此限；
- (d) 依法令或主管機關規定自當年度稅後盈餘與前期未分配盈餘提列特別盈餘公積；
- (e) 其餘得由董事會擬定盈餘分派案作為現金及/或股票股利；

由於本公司正處營業成長期，在考量公司目前及未來之投資環境、資金需求、國內外競爭狀況及資本預算等因素，兼顧股東利益、平衡股利及公司長期財務規劃後，任何所餘利潤應依法律及適用之掛牌規則作為現金及/或股票股利進行分配。董事會應於盈餘分派之議案中明訂分派予董事及股東之成數或金額，提報股東會同意。除董事會考量股利發放所生代扣稅款及相關作業費用過高之情形外，股利之發放總額

應不低於扣除(a)至(e)款後所餘盈餘之百分之五，現金股利分派之比例應不低於股利總額之百分之十（10%）。

於當年度公司無盈餘可分派，或依公司財務、業務及經營面等因素之考量，除開曼法令另有規定外，本公司於無虧損之情形下得經特別決議將法定公積或股份發行溢價產生的資本公積依適用之掛牌規則或主管機關規定分派予股東；惟以法定盈餘公積分派時，以該公積超過實收資本額百分之二十五（25%）之部分為限。

125. Any dividend may be paid by cheque sent through the post to the registered address of the Shareholder or Person entitled thereto, or in the case of joint holders, to the representative of such joint holders at his registered address or to such Person and such address as the Shareholder or Person entitled, or such joint holders as the case may be, may direct. Every such cheque shall be made payable to the order of the Person to whom it is sent or to the order of such other Person as the Shareholder or Person entitled, or such joint holders as the case may be, may direct.

任何股利均得以支票寄至股東或其權利人之登記地址，或於共同持有人之情形，則寄至該共同持有之代表之登記地址或股東或其權利人或該共同持有人(視其適用)指示之人與地址之方式支付。支票抬頭為所寄支票之收件人或股東或其權利人或該共同持有人(視其適用)指示之其他人。

126. Subject to any rights and restrictions for the time being attached to any Shares, all dividends shall be declared and paid according to the number of the Shares held by the Shareholders.

所有股利均應依據股東持有之股數宣佈與給付，但任何股份於當時附有任何權利與限制規定者，從其規定。

127. If several Persons are registered as joint holders of any Share, any of them may give effectual receipts for any dividend or other moneys payable on or in respect of the Share.

若有若干人登記為任何股份之共同持有人，則其中任何一人均得簽收應付該股份之任何股利或其他款項。

128. No dividend shall bear interest against the Company.

股利不得向本公司要求孳息。

ACCOUNTS, AUDIT AND ANNUAL RETURN AND DECLARATION 帳目、查核及年度申報

129. The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors.

本公司業務有關之帳簿應以董事會隨時決定之方式備置。

130. The books of account shall be kept at the Office or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

帳簿應備置於公司辦公室或董事會認為適當之其他地點，並應開放供董事查閱。

131. The Board of Directors shall prepare and submit the business report, financial statements, and surplus earning distribution or loss off-setting proposals to the annual general meeting of Shareholders for its ratification and after the meeting shall distribute to each Shareholder the copies of ratified financial statements and the resolutions on the earning distribution and/or loss offsetting and/or publish them pursuant to the Applicable Listing Rules.

董事會應編造營業報告書、財務報表、及盈餘分派或虧損撥補之議案，呈報股東年度大會承認，並於會議之後，將已獲得承認之財務報表及有關盈餘分派和/或虧損撥補之決議紀錄分發予各股東並/或依有關掛牌規定得以公告方式為之。

132. The Board shall keep copies of the yearly business report and financial statements at the office of its Shareholders' Service Agent before ten (10) days of the annual general meeting and any of its Shareholders is entitled to inspect such documents during normal business hours of such service agent.

董事會應於年度股東常會前十日，於其股務代理機構之辦公室備置每年的營業報告與財務報表。其任何股東均有權在股務代理機構的正常營業時間內，檢查該文件。

133. Save for the preceding Article 131 and Article 147, the Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of

Shareholders not being Directors, and no Shareholder (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by Ordinary Resolution.

除了上述之第 131 條與第 147 條外，董事會應隨時決定本公司任何帳目與簿冊是否應開放給非董事之股東檢查及其開放程度、時間、地點與條件或規則。除法律允許或董事會或以普通決議授權外，股東（若非董事）無權檢查本公司任何帳目或簿冊或文件。

134. The accounts relating to the Company's affairs shall only be audited in such manner and with such financial year end as may be determined from time to time by the Directors, or required by the Applicable Listing Rules.

本公司業務有關之帳目，其查核方式及所查核之會計年度，由董事會隨時或依適用之掛牌規則之要求決定之。

135. The Directors in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

董事會應每年編造或委由他人編造一份年度申報書，提供法律要求之資料並將其複本一份提交開曼群島公司註冊處。

AUDIT 查核

136. The Directors may appoint an Auditor of the Company who shall hold office until removed from office by a resolution of the Directors and may fix his remuneration.

董事會得指定一人為本公司之查核人，其任期至董事會決議解除其職時止。其酬勞亦由董事會訂之。

137. Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and Officers of the Company such information and explanation as may be necessary for the performance of the duties of the auditors.

本公司之每位查核人均有權在任何時間，查閱本公司之簿冊與帳目以及傳票，並有權向本公司董事與高階主管索取查核人執行職務所需之資訊與說明。

138. Auditors shall, if so required by the Directors, make a report on the accounts of the Company during their tenure of office at the next annual general meeting following their appointment, and at any time during their term of office, upon request of the Directors or any general meeting of the Members.

查核人應依董事會要求，在其受任用後之次一年度股東會及在其任內經董事會或任何股東會要求時，就其任內之本公司帳目提出報告。

CAPITALISATION OF RESERVES OR PROFITS 公積或盈餘轉資本

139. Subject to the Law and Article 34(b), the Company may, with the authority of either a the Supermajority Resolution Type A or a Supermajority Resolution Type B:

- (a) resolve to capitalise an amount standing to the credit of reserves (including a share premium account, capital redemption reserve, special capital reserve and profit and loss account), whether or not available for distribution;
- (b) appropriate the sum resolved to be capitalised to the Shareholders in proportion to the number of Shares held by them respectively for the purpose of the payment of bonuses in the form of Shares and apply that sum on their behalf in or towards paying up in full unissued Shares or debentures of a nominal amount equal to that sum, and allot the Shares or debentures, credited as fully paid, to the Shareholders, or partly in one way and partly in the other;
- (c) make any arrangements it thinks fit to resolve a difficulty arising in the distribution of a capitalised reserve or other funds and in particular, without limitation, where Shares or debentures become distributable in fractions the Directors may deal with the fractions as they think fit;
- (d) authorise a Person to enter (on behalf of all the Shareholders or other persons concerned) into an agreement with the Company providing for the allotment to the Shareholders or other persons respectively, credited as fully paid, of Shares or debentures to which they may be

entitled on the capitalisation, and any such agreement made under this authority being effective and binding on all those Shareholders or other persons; and

- (e) generally do all acts and things required to give effect to the resolution.

除法律及本章程34條(b)項別有規定外，本公司得在獲得 A類重度決議或 B類重度決議之授權後：

- (a) 做成決議，將公積金帳貸方之某一金額（包括股本溢價、資本贖回準備金、特別盈餘公積與損益帳）轉為資本，不論是否供配息之用；
- (b) 按股東各自持股比例，將決議公積轉資本之金額撥給各股東，及以該金額代各股東投入足額股本按面額取得未發行股份或債券，再按該比例，將股份或債券分配給各股東，並得部分以一種方式及部分以另一種方式為之；
- (c) 為合適之安排，以解決公積轉資本或其他資金分配之難題，特別是(但不限於)，若股份或債券以畸零股分配時，董事會得以其認為合適之方式處分畸零股；
- (d) 授權一人(代所有相關股東或他人) 與本公司簽訂協議，規範股東或他人因公積轉資本而有權獲分配視為繳足股本之股份或債券事宜，而依據本項授權簽訂之任何該協議對所有該股東或他人均屬有效且有約束力；及
- (e) 辦理決議生效所需之所有事項。

SHARE PREMIUM ACCOUNT 股本溢價

140. The Directors shall in accordance with the Law establish a share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any Share.

董事會應依據法律設置股本溢價帳目並應隨時將任何股份發行所收之溢價金額或價值之等值金額貸記該帳目。

141. There shall be debited to any share premium account on the redemption or purchase of a Share the difference between the nominal value of such Share and the redemption or purchase price provided always that at the discretion of the Directors such sum may be paid out of the profits of the Company or, if permitted by the Law, out of capital.

當股份贖回或買回時，若該股份面額與贖回或買回價格之間有差額時，該差額應即借記股本溢價帳目；但董事會得自行斟酌，用本公司之盈餘或法律允許之公司資本，支付該金額。

NOTICES 通知

142. Except as otherwise provided in these Articles, any notice or document may be served by the Company or by the Person entitled to give notice to any Shareholder either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Shareholder at his address as appearing in the Register, or to the extent permitted by all applicable laws and regulations, by electronic means by transmitting it to any electronic mail number or address such Shareholder may have positively confirmed in writing for the purpose of such service of notices. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands as their representative in the Register in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

除本章程另有規定外，任何通知或文件均得由本公司或有權寄發通知給任何股東之人，以親自送達方式或以傳真或以貼足郵資郵寄或預付運費交由已獲承認之快遞公司遞送之方式，按股東名簿所載地址送達該股東，或在所有適用之法令允許之範圍內，以電子傳輸方式傳至該股東已以書面確認為該通知送達所用之任何電郵號碼或地址。若是股份之共同持有人，則所有通知均應寄至共同持有人之中其姓名在股東名簿上被登記為該共有股份之代表人者，而以此方式寄出之通知即視為已寄予所有共同持有人之有充分效力之通知。

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

親自或委託代理人出席本公司任何會議之任何股東，應被視為已收到該會議之適當通知並得於必要時，做為該會議召開目的之通知。

144. Any notice or other document, if served by:

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

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

任何通知或其他文件，其送達時間之認定如下：

- (a) 若用郵寄或快遞，則以交付郵寄或快遞後五日為送達；
- (b) 若用傳真，則以傳真機印出一份報告，確認已完全傳送至收件人傳真號碼時為送達；
- (c) 若由已獲承認之快遞公司快遞，則以交付快遞公司後四十八小時為送達；或
- (d) 若用電郵，則以電郵傳送當時為送達。

若用郵寄或快遞，證明已在裝有該通知或文件之信封書寫正確地址投郵或交付快遞公司，即為送達之充分證明。

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

已依據本章程條款郵寄至或留置於股東登記地址之任何通知或文件，即使該股東當時已死亡或破產，不論本公司是否已收到其死亡或破產之通知，關於該股東以單獨或共同持有人登記於其名下之任何股份，均視為已送達；除非通知或文件送達當時，其名字已由股東名簿除名，不再是該股份之持有人。而該送達即為該通知或文件已送達予對該股份享有利益之所有之人（不論係共同享有利益或透過該人主張或因該人而得主張利益）之充分證據。

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

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

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

本公司每次股東會之通知應寄給：

- (a) 持有附應受通知權利之股份並已向本公司提供其受通知地址之所有股東；及
- (b) 因有權受會議通知之股東死亡或破產而於股份中享有權利之每一個人。

任何其他人士則無受股東會通知之權利。

INFORMATION 資料

147. The Board of Directors shall keep at the office of its Shareholders' Service Agent in Taiwan copies of these Articles, the minutes of every meeting of the Shareholders and the financial statements, the Register of Members and the counterfoil of corporate bonds issued by the Company. Any Shareholder of the Company may at any time request, by submitting evidentiary document(s) to show his/her interests involved, indicating the scope of interested matters and specifying the document(s) he/she/it intends to inspect or make copies of, an access to inspect and to make copies of such documents; and the Company shall procure its Shareholders' Service Agent to arrange accordingly.

In the event that the general meeting is convened by the Board or any other person having a right to convene the general meeting, such convener may request that the Company or its Shareholders' Service Agent provide the Register of Members.

董事會應於其在臺灣之股務代理機構備置公司章程、每次股東會議之會議記錄與財務報表、股東名簿及本公司發行之公司債券存根，本公司之任何股東均得提出相關之權利範圍證明文件，指定範圍及查閱及複印之文件，方可隨時要求查閱及複印，本公司並應令其在臺灣之股務代理機構提供。董事會或其他召集權人召集股東會者，得請求本公司或股務代理機構提供股東名簿。

148. Without prejudice to the rights set forth in these Articles, no Shareholder shall be entitled to require discovery of any information in respect of any detail of the Company's trading or any information which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board would not be in the interests of the members of the Company to communicate to the public.

任何股東均無權要求查閱與本公司交易細節有關之任何資訊，該資訊本質上屬本公司營業秘密或機密製程且攸關本公司業務之運作而董事會認為公開將不符合本公司成員利益之任何資訊，但本章程中提供之權利不受影響。

149. The Board shall be entitled to release or disclose to any regulatory or judicial authority any information in its possession, custody or control regarding the Company or its affairs to any of its Shareholder including, without limitation, information contained in the Register of Members and transfer books of the Company.

董事會有權向任何主管機關或司法機關提供或揭露其持有、保管或控制，而與本公司或其業務或其任何股東有關之任何資訊，包括但不限於股東名簿及股權移轉登記簿所含之資訊。

INDEMNITY 補償

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

本公司之每位當時在任之董事（於本條中，還包括依據本章程指定之任何代理董事）與其他高階主管（各稱為「受償人」）因執行本公司業務或事務（包括因判斷錯誤所致）或因行使或履行職權、授權或裁量權而發生或蒙受之所有訴訟、成本、費用、開銷、損失、損害或責任，除因該受償人本身之不誠實、惡意違約或詐欺行為所致外，概由本公司資產與資金予以補償及給予免責保障，包括（但不因此限制上述之概括規定）該受償人在開曼群島或其他地區之任何法院，為本公司或其業務有關之民事訴訟辯護（不論是否勝訴）所發生之任何成本、費用、損失或責任。

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

除非是因該受償人本身之不誠實、惡意違約或詐欺行為所致，否則受償人不須向本公司負責。

NON-RECOGNITION OF TRUSTS 不承認信託

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

除了已在股東名簿中登記其絕對權利外，本公司概不承認任何人以信託方式持有任何股份，且除非法律要求，否則本公司亦無義務（即使已被通知）承認任何與股份有關之任何衡平、或有、未來或部份權利，

或(除僅於本章程或法律另有要求外)任何其他權利；但即使有上述之規定，本公司仍有權承認董事會自行斟酌決定之任何該類權利。

FINANCIAL YEAR 會計年度

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

除非董事會另有其他規定，否則本公司之會計年度應於每年的十二月三十一日結束，於每年的一月一日開始。

WINDING- UP 解散

154. If the Company shall be wound up, and the assets available for distribution amongst the Shareholders shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Shareholders shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Shareholders in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

若本公司解散及可供分配予股東之資產不足以償付全部股份資本，則該資產之分配方式，應盡可能使股東按其持股比例負擔虧損。若解散時可供分配股東之資產大於足夠償付解散開始時之全部股份資本，則剩餘部分應按解散開始時股東持股比例分配給各股東。本條規定不影響依特別條款與條件發行之股份持有人權利。

155. If the Company shall be wound up, the liquidator may, with the sanction of an Special Resolution and any other sanction required by the Law and in compliance with the Applicable Listing Rules, divide amongst the Shareholders in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Shareholders as the liquidator, with the like sanction shall think fit, but so that no Shareholder shall be compelled to accept any asset whereon there is any liability.

若本公司解散，則清算人得經特別決議之授權以及法律要求之任何其他授權並依據適用之掛牌規則，以實物將本公司全部或任何部份資產分配給股東（不論其為相同或是不同之財產），並得因此為擬依上述規定分配之任何財產，訂定其認為公平之價值及決定股東之間或不同類別股東之間的分配方式。清算人得以同一授權，為股東之利益，將該全部或任何部份之資產交付清算人以同一授權認為適當之信託，但不得強制股東接受附帶有任何債務之任何資產。

156. The Company shall keep all statements, records of account and documents for a period of ten years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by Ordinary Resolution.

本公司應保管所有報表、帳目記錄與文件，為期十年，自清算完成之日起算，其保管人應由清算人或由本公司以普通決議方式指定之。

AMENDMENT OF ARTICLES OF ASSOCIATION 章程修訂

157. Subject to the Law and the Articles, the Company may at any time and from time to time by Special Resolution alter or amend these Articles in whole or in part.

本公司得隨時以特別決議之方式變更或修訂章程之全部或部份條文，但法律與章程另有規定者，從其規定。