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安瑞科技股份有限公司服務代理人
中國信託商業銀行代理部

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重慶南路1段83號5樓(中國信託重慶大樓)

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100-08

Transfer Agency of Array Inc.

Transfer Agency Department of Chinatrust Commercial Bank

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國內
郵資已付

台北郵局許可證
台北字第1333號

印刷品

股東台啓

Shareholder

(無法投遞時，免退回)

安瑞科技股份有限公司
Array Inc.
民國九十九年股東常會議事錄
Minutes of 2010 Annual General Meeting

時間：民國九十九年六月十四日上午十時整

Time: 10:00 a.m., June 14, 2010

地點：台北市信義區11051信義路四段456號11樓會議室

Venue: Conference Room, 11F., No. 453, Sec. 4, 11051 Hsinyi Road, Taipei, Taiwan

出席：出席股東及委託代理出席股東代表股份40,095,479股，佔本公司已發行股份總數54,092,530股之74.12%。

Total outstanding Array shares: 54,092,530 shares

Total shares represented by shareholders present in person or by proxy: 40,095,479 shares

Percentage of shares held by shareholders present in person or by proxy: 74.12%

主席：沈董事長 以峰

Chairman: Dr. Yi-Fong Robert Shen, Chairman of the Board of Directors

記錄：楊瓊瑜

Recorder: Ivory Yang

主席宣佈開會如儀

The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum.

The Chairman called the meeting to order.

主席致詞：(略) **Chairman's Address** (omitted)

報告事項 Report Items

1. 民國98年度營業報告，請參閱附件一。

Reported 2009 Business Report, please refer to attachment 1.

2. 修訂本公司董事會議事規則報告，請參閱附件三。

Reported the amendment of the rules and procedures of Board of Director meeting, please refer to attachment 3.

承認及討論事項 Proposed Resolutions

1. 本公司民國九十八年度營業報告書及財務報表，敬請 承認。(董事會提請普通決議)

說明：

(一) 本公司民國九十八年度財務報表，包括：資產負債表、損益表、股東權益變動表、現金流量表，業經勤業眾信會計師事務所郭俐雯及范有偉會計師查核完竣，並出具查核報告書在案。

(二) 民國九十八年度營業報告書、會計師查核報告及上述財務報表，請參閱附件一及附件二。

決議：贊成權數39,442,260權，無反對權數；本案照原董事會提案內容表決通過。

1. Adoption of the 2009 Business Report and Financial Statements. (Proposed by the Board of Directors and would be passed by way of Ordinary Resolutions)

Explanatory Notes:

- (1) The Company's 2009 Financial Statements, including Balance Sheet, Income Statement, Statement of Changes in Shareholders' Equity, and Cash Flow Statement, were audited by independent auditors, Vita Kuo and Messrs. Peter Fan, of Deloitte & Touche.
- (2) The 2009 Business Report, independent auditors' audit report, and the above-mentioned Financial Statements are attached hereto as Annex I and Annex II.

The resolution was decided on a poll, 39,442,260 of the votes in favour of, no vote against. It is RESOLVED, that the 2009 Business Report and Financial Statements be and hereby were accepted as submitted.

2. 民國九十八年度虧損撥補案，敬請 承認。(董事會提請普通決議)

說明：

- (1) 本公司依經濟實質(即依(97)基秘字第 359 號解釋函以延續主要營運個體財務報表編製之意旨)編製之九十八會計年度決算稅後盈餘為新台幣 73,250 仟元，加計前期累積虧損新台幣 385,849 仟元，期末待彌補虧損新台幣 303,071 仟元；期末資本公積-股本溢價新台幣 455,035 仟元。
- (2) 依公司章程第 155 及 162 條，董事會應編造虧損撥補議案，呈報股東年度大會承認。
- (3) 本公司擬以九十八會計年度稅後盈餘先彌補前期累積虧損，不足彌補之累積虧損再由資本公積-股本溢價彌補之。
- (4) 擬具九十八年度虧損撥補表如下：

項 目	金 額 (新台幣仟元)
期初累計虧損	(385,849)
加：2009 年度稅後淨利	73,250
加：累積換算調整數	9,528
期末待彌補虧損	(303,071)
虧損撥補：	
期末資本公積-股本溢價	455,035
待彌補虧損之餘額	(303,071)
虧損撥補後之資本公積-股本溢價餘額	151,964

- (5) 本公司依法律形式(即依金控公司之(96)基秘字第344號解釋函精神)編製之九十八年度合併報告則無前期累積虧損。

決議：贊成權數39,442,260權，無反對權數；本案照原董事會提案內容表決通過。

2. To approve the proposal “Covering of Losses”. (Proposed by the Board of Directors and would be passed by way of Ordinary Resolutions)

Explanatory Notes:

- (1) As of December 31, 2008, the company’s accumulated losses, based on the normal form of economic reality, was NT\$385,849K and the net income after tax was NT\$73,250K for 2009, the paid-in capital from share premium account as of December 31, 2009 was NT\$455,035K.
- (2) Pursuant to Article 155 and 162 of Memorandum and Articles of Association of the Company, the Company shall propose loss offsetting proposals to the annual general meeting of Shareholders for its ratification.
- (3) It is proposed the 2009 earnings to offset the accumulated losses, the remaining deficit shall use paid-in capital from share premium account to offset the balance.
- (4) Proposal of Covering of Losses:

Items	Amount (NT\$K)
Accumulated losses as of Dec. 31, 2008	(385,849)
2009 Net income after tax	73,250
Translation adjustment on foreign exchange	9,528
Accumulated losses as of Dec. 31, 2009	(303,071)
Covering of losses:	
Paid-in-capital from share premium account as of Dec. 31, 2009	455,035
Covering of losses	(303,071)
Paid-in-capital from share premium account after covering	151,964

- (5) In addition, based on the legal form of financial report, which will show no accumulated losses.

The resolution was decided on a poll, 39,442,260 of the votes in favour of, no vote against. It is RESOLVED, that the proposal “Covering of Losses” be and hereby were approved and adopted as proposed.

3. 討論修訂本公司股東會議事規則，敬請 決議。 (董事會提請普通決議)

說明：為符合台灣上市(櫃)法規，擬修訂本公司股東會議事規則，修訂之股東會議事規則業經董事會通過，請參閱附件四股東會議事規則修訂條文前後對照表及修訂後股東會議事規則。

決議：贊成權數39,442,260權，無反對權數；本案照原董事會提案內容表決通過。

3. To approve the amendment of the rules and procedures of Shareholders meeting. (Proposed by the Board of Directors and would be passed by way of Ordinary Resolutions)

Explanatory Notes:

It is proposed that the rules and procedures of Shareholders meeting be amended in accordance with the relevant Taiwan listing regulations. The Board of Directors has approved the amendment of rules and procedures of Shareholders meeting, the comparison tables for the above-mentioned rules and procedures before and after revisions and amended revision are attached hereto as Annex IV.

The resolution was decided on a poll, 39,442,260 of the votes in favour of, no vote against. It is RESOLVED, that the amendment rules and procedures of Shareholders meeting be and hereby were approved and adopted as proposed.

4. 討論修訂本公司取得或處分資產程序，敬請 決議。(董事會提請普通決議)

說明：為符合台灣上市(櫃)法規，擬修訂本公司取得或處分資產程序，修訂之取得或處分資產程序業經董事會通過，請參閱附件五取得或處分資產程序修訂條文前後對照表及修訂後取得或處分資產程序。

決議：贊成權數39,442,260權，無反對權數；本案照原董事會提案內容表決通過。

4. To approve the amendment of the procedures for acquisition or disposal assets. (Proposed by the Board of Directors and would be passed by way of Ordinary Resolutions)

Explanatory Notes:

It is proposed that the procedures for acquisition or disposal assets be amended in accordance with the relevant Taiwan listing regulations. The Board of Directors has approved the amendment of procedures for acquisition or disposal assets, the comparison tables for the above-mentioned procedures before and after revisions and amended revision are attached hereto as Annex V.

The resolution was decided on a poll, 39,442,260 of the votes in favour of, no vote against. It is RESOLVED, that the amendment of the procedures for acquisition or disposal assets be and hereby were approved and adopted as proposed.

5. 討論修訂本公司從事衍生性商品交易處理程序，敬請 決議。(董事會提請普通決議)

說明：為符合台灣上市(櫃)法規，擬修訂本公司從事衍生性商品交易處理程序，修訂之從事衍生性商品交易處理程序業經董事會通過，請參閱附件六從事衍生性商品交易處理程序修訂條文前後對照表及修訂後從事衍生性商品交易處理程序。

決議：贊成權數39,442,260權，無反對權數；本案照原董事會提案內容表決通過。

5. To approve the amendment of the policies and procedures for financial derivatives transactions. (Proposed by the Board of Directors and would be passed by way of Ordinary Resolutions)

Explanatory Notes:

It is proposed that the policies and procedures for financial derivatives transactions be amended in accordance with the relevant Taiwan listing regulations. The Board of Directors has approved the amendment of policies and procedures for financial derivatives transactions, the comparison tables for the above-mentioned policies and procedures before and after revisions and amended revision are

attached hereto as Annex VI.

The resolution was decided on a poll, 39,442,260 of the votes in favour of, no vote against. It is RESOLVED, that the amendment of the policies and procedures for financial derivatives transactions be and hereby were approved and adopted as proposed.

6. 討論修訂本公司背書保證作業程序，敬請 決議。(董事會提請普通決議)

說明：為符合台灣上市(櫃)法規，擬修訂本公司背書保證作業程序，修訂之背書保證作業程序業經董事會通過，請參閱附件七背書保證作業程序修訂條文前後對照表及修訂後背書保證作業程序。

決議：贊成權數39,442,260權，無反對權數；本案照原董事會提案內容表決通過。

6. To approve the amendment of the procedures for endorsements and guarantees. (Proposed by the Board of Directors and would be passed by way of Ordinary Resolutions)

Explanatory Notes:

It is proposed that the procedures for endorsements and guarantees be amended in accordance with the relevant Taiwan listing regulations. The Board of Directors has approved the amendment of procedures for endorsements and guarantees, the comparison tables for the above-mentioned procedures before and after revisions and amended revision are attached hereto as Annex VII.

The resolution was decided on a poll, 39,442,260 of the votes in favour of, no vote against. It is RESOLVED, that the amendment of the procedures for endorsements and guarantees be and hereby were approved and adopted as proposed.

7. 討論修訂本公司資金貸與他人作業程序，敬請 決議。(董事會提請普通決議)

說明：為符合台灣上市(櫃)法規，擬修訂本公司資金貸與他人作業程序，修訂之資金貸與他人作業程序業經董事會通過，請參閱附件八資金貸與他人作業程序修訂條文前後對照表及修訂後資金貸與他人作業程序。

決議：贊成權數39,442,260權，無反對權數；本案照原董事會提案內容表決通過

7. To approve the amendment of the procedures for lending funds to other parties. (Proposed by the Board of Directors and would be passed by way of Ordinary Resolutions)

Explanatory Notes:

It is proposed that the procedures for lending funds to other parties be amended in accordance with the relevant Taiwan listing regulations. The Board of Directors has approved the amendment of procedures for lending funds to other parties, the comparison tables for the above-mentioned procedures before and after revisions and amended revision are attached hereto as Annex VIII.

The resolution was decided on a poll, 39,442,260 of the votes in favour of, no vote against. It is RESOLVED, that the amendment of the procedures for lending funds to other parties be and hereby were approved and adopted as proposed.

8. 討論訂定本公司董事選舉辦法，敬請 決議。(董事會提請普通決議)

說明：為強化公司治理，本公司擬訂之董事選舉辦法業經董事會通過，請參閱附件九。

決議：贊成權數39,442,260權，無反對權數；本案照原董事會提案內容表決通過

8. To approve the Rules for election of Directors.

(Proposed by the Board of Directors and would be passed by way of Ordinary Resolutions)

Explanatory Notes:

In order to strengthen corporate governance, the Board of Directors has approved the rules for election of Directors, a copy of which is attached hereto as Annex IX.

The resolution was decided on a poll, 39,442,260 of the votes in favour of, no vote against. It is RESOLVED, that the Rules for election of Directors be and hereby were approved and adopted as proposed.

9. 討論修訂本公司章程，敬請 決議。(董事會提請特別決議)

說明：為符合台灣上市(櫃)法規，擬修訂本公司章程，修訂之本公司章程業經董事會通過，請參閱附件十本公司章程修訂條文前後對照表及修訂後本公司章程。

決議：贊成權數39,442,260權，無反對權數；本案照原董事會提案內容表決通過

9. To approve the amendments of Memorandum and Articles of Association. (Proposed by the Board of Directors and would be passed by way of Special Resolutions)

Explanatory Notes:

It is proposed that the Company's Memorandum and Articles of Association be amended in accordance with the relevant Taiwan listing regulations. The Board of Directors has approved the amendments of Memorandum and Articles of Association, the comparison tables for the above-mentioned Articles before and after revisions and amended revision are attached hereto as Annex X.

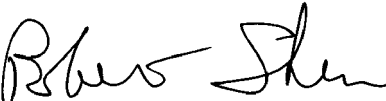
The resolution was decided on a poll, 39,442,260 of the votes in favour of, no vote against. It is RESOLVED, that the existing Memorandum and Articles of Association of the Company be hereby replaced in their entirety with the new amended and restated Memorandum and Articles of Association.

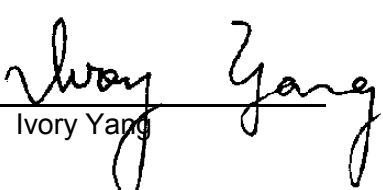
臨時動議：無。

主席宣布散會。

Special Motion

There being no other business and special motion, upon a motion duly made and seconded, the meeting was adjourned.

Signature of Chairman: 
Rober Shen

Recorder: 
Ivory Yang

Array Inc.

Business Report

2009 was a good year for Array considering the overall economic conditions of the markets we played in. With relentless focus, we achieved very good growth in all our core businesses and key markets. Array also accomplished a significant milestone by listing on the Emerging Market in Taiwan as the first foreign Company ever listed.

Last year Array outperformed its competitors in the Application Delivery Controller and PKI markets. Due to an increase in infrastructure investments and a strong demand for higher performance ADC systems, our high-end ADC sales recorded a 330% year over year growth in units shipped in 2009. The main drivers of the growth came from the releases of new products (APV6200) based on SpeedCore™ architecture and cloud computing technologies (TM8.0). Additionally, PKI continued its remarkable growth by leveraging its installation base in the online banking sector and expanding into the tobacco sector and government sector in China. Our PKI product line achieved over 100% growth by delivering higher value solutions that integrated application delivery capabilities with identity control.

In the financial crisis, demand for enterprise level SSL VPN systems slowed down significantly due to budget cuts. Enterprises either postponed their procurement decisions or tried to extract more life out of their existing VPN solutions. This resulted in a decline in our VPN sales in 2009. Large enterprises and service providers require complete features and high performance when they choose VPN products. We remain very competitive in this key market because our products offer the highest number of concurrent users (64,000) and the best performance. We also provide excellent access solutions to enterprise applications via web browsers. These solutions, together with our authentication and auditing capabilities, enable users to securely access enterprise applications in the cloud. Secure application access market is rapidly growing as enterprises move their applications to the cloud and it remains as one of our key market segment. For non-web-based applications our DesktopDirect solution offers secure remote desktop access to any authorized desktops in offices or in data centers. Desktop Direct showed good traction in attracting channel partners and gaining new customers in 2009.

Geographically, Japan and North America continued their strong revenue contributions with many marquee accounts added. China showed stronger growth toward the end of the year as enterprises resumed their IT spending. Our investment in India paid off very well with solid revenue growth, a profitable year, and a strong team as the foundation for rapid growth in the future.

Financial Results

In New Taiwan Dollars (NT\$), total revenue for 2009 was NT\$806M, a 7% increase compared with NT\$751M for 2008. Net income was NT\$73M, a 10% increase compared

with NT\$66M for 2008. In terms of US Dollars (USD), our revenue was USD 25.2M and our net profit was USD 2.3M, which grew 10% and 13% compared with last year, respectively.

Among other highlights in 2009, Array achieved:

- Average gross profit margin of 82%.
- Average operating profit margin of 7%.
- Balance sheet cash increase of 8%.
- Net worth increase of 12%.
- Return on Assets 8%.
- Return on Equity 11%.

Technology Innovation

As a technology leader, Array is committed to investing in long-term growth by delivering continual innovation. The biggest achievement for us in 2009 was the delivery of our SpeedCore™ based products. Our SpeedCore™ architecture allowed us to migrate from our existing SpeedStack™ technology in to a multi-processor, multi-core environment in a manner that allows us to achieve linear performance improvements by the addition of cores and processors. Because of SpeedCore™ we provide the best performance/price ratio in the industry and the lowest power consumption for the same system throughput. APV6200 is one of the greenest ADCs in the market place with the lowest cost per SSL TPS and highest Mbps throughput per dollar spent on electricity.

Array is the first company to announce a Desktop Remote Access product DesktopDirect that can remotely power on office computers that have been turned off when people are away from their offices. It provides a secure connection that completely eliminates data leakage and allows people to continue their work. DesktopDirect requires nothing more than a standard browser for people to access all applications on their office desktops and be productive. This product offers a great return on investment by enhancing productivity, reducing IT support costs, and decreasing energy usage. Compared to other solutions in the market place, our product eliminates data leakage and provides complete access control and audit policies.

Array has several core technologies in cloud computing and is investing in research and development in this area, offering solutions such as end user/server authentication (PKI), remote information access and security (SSL VPN), remote virtual desktop (DesktopDirect), application acceleration (ADC), and data center consolidations. Our virtual portal and resource publishing technologies form the basis of cloud computing deployment by enterprises.

Corporate Developments

We are pleased to announce that Array achieved ISO 9001 certification in a record time. This is a testament to the company's commitment to maintaining quality and improving processes throughout the organization.

Honors and Awards

Array DesktopDirect was selected as a Top 10 Security Innovations of 2009 by Info Security Magazine.

Array was ranked as Number 3 SSL VPN vendor in Asia Pacific. Array was ranked as Number 2 ADC vendor in Greater China.

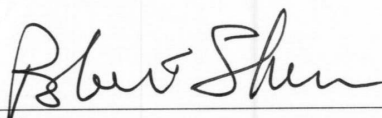
Outlook

As we enter 2010, the global economy is starting to recover, and enterprises are investing more into their infrastructure projects. Application Delivery Controller product line is expected to have robust growth. PKI is also expected to continue its growth trend. At the same time, large enterprises and telecom carriers have restarted their evaluations of SSL VPN solutions. This will eventually drive growth in this product line. Cloud Computing, 3G / 4G mobile data communications are key drivers of Array's growth. We will continue to focus on emerging markets such as China and India, to increase our brand value, and to win a much bigger market share with our solutions by offering the best values.

We plan to invest heavily into channel development and are in the process of building the framework for recruiting channel partners and enabling them to become productive in a short period of time.

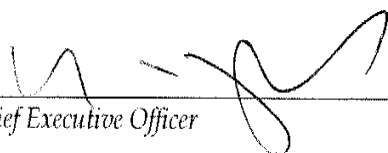
Our goal is to invest wisely to enhance our technologies and capabilities. Array's strengths in technology leadership, operational efficiency, and customer partnerships will continue to lead us to become the most advanced, innovative, and profitable provider of secure application delivery products and services.

Robert Shen



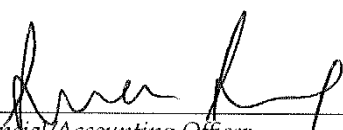
Chairman

Michael Zhao



Chief Executive Officer

Sameena Ahmed



Chief Financial/Accounting Officer

安瑞科技股份有限公司

營業報告書

2009年對安瑞科技公司是重要的一年，儘管我們主要市場籠罩在金融海嘯的陰影下，由於團隊的努力，本公司於2009年仍然交出令人滿意的成績，主力產品在各主要市場皆有成長。同時我們完成了興櫃掛牌這一重要里程碑，成為第一家在臺灣興櫃掛牌的外國公司。

本公司去年在ADC及PKI市場領先同業。隨著網路基礎架構投資成長，業界對ADC有更高的效能訴求，安瑞利用SpeedCore™創新技術以及雲端運算技術，為高階ADC(APV)市場增添許多動能。特別是SpeedCore™架構下的APV6200系列產品，成為ADC市場成長的主要動力。PKI產品在既有的網路銀行產業基礎下，成功導入中國的菸草和政府單位，並持續呈現長足的進步。由於在現有產品上加上APV效能的應用交付產品，PKI營收實現超過一倍以上之增長。

由於金融海嘯的影響，大型企業對SSL VPN需求因預算削減而遞延，部分VPN用戶延展已部署產品之生命週期，從而導致銷售滑落，致本公司SSLVPN 成長未達預期目標。但由於大型企業及服務供應商選擇SSL VPN產品時對產品的功能和性能要求較高，本公司產品具有業界最高的用戶容量和性能，同時擁有一流的應用層支撐能力，所以在這一市場上具有較強的競爭力，因而仍是本公司的重點目標市場。同時本公司著眼於遠端桌面控制的市場潛力，推出基於SSLVPN產品的DesktopDirect解決方案，於通路及客戶端已獲得好評。

在銷售區域方面，日本和北美因持續爭取到大型客戶而維持成長，中國則在去年年底因客戶需求回升而強勁復甦，此外，本公司在印度的投資漸有新獲，預期將會為來年帶來獲利，並為未來大幅躍進奠定基礎。

財務表現

2009年營業額為新台幣806佰萬元，較2008年的營業額新台幣751佰萬元成長了7%，2009年稅後淨利新台幣73佰萬元也較2008年的稅後淨利新台幣66佰萬元成長了10%。以美元計算，全年營收為25百萬美元，稅後淨利為2.3百萬美元，分別較前一年成長10%及13%。

2009年經營績效的表現還包括：全年平均毛利率為82%、營業利益率為7%、淨值成長12%、股東權益報酬率仍維持在11%。

技術創新

身為技術領導者，本公司專注於持續創新以追求長期的成長。2009年最大的創新成果是推出SpeedCore™架構產品，透過SpeedCore™架構有助於由SpeedStack™架構演進至多處理器、多核的環境，再藉由多核及多處理器達成效能線性成長。其中APV6200是業界中最環保的產品，與同等產品相較，達到同等性能時需要最低能耗成本。

本公司更領先業界，發表遠端桌面控制產品，可遙控開啟及關閉辦公室的電腦，使用者透過遠端桌面控制，即使不在辦公室電腦前，仍可繼續工作，持續保持產能；同時提供資料不外洩、安全無慮、服務不中斷的效能；該產品僅需標準瀏覽器即可讓使用者輕鬆連結至桌面，繼續未完成的工作。單是在節省電力方面就提供相當的投資報酬率，與其他產品相較，除了提供資料不外流之優勢外，並擁有完整連結控制，及內含的審計功能。其獨特的解決方案已讓許多客戶為之驚艷，更幫助本公司與其他通路建立合作關係。

本公司擁有併不斷研發雲端計算的核心技術，為雲端服務提供用戶及伺服器身份確認 (PKI)、遠程資訊擷取及安全 (SSL VPN)、遠程虛擬桌面 (DesktopDirect)、應用加速 (ADC) 等解決方案。安瑞的虛

擬化門戶和資源發佈技術是企業部署雲端計算的基礎。

企業發展

本公司於2009年以最短的時間內獲得ISO 9001認證，證明本公司對品質保證及流程優化的決心。

獲頒獎項

2009年本公司持續得到各地的獎項與肯定，表揚我們各方面的傑出表現，包括本公司之DesktopDirect遠端桌面連結被 InfoSecurity Magazine 評選為2009年十大最佳資安發明之一；安瑞被評為亞太第三大SSL VPN廠商，以及大中華第二大ADC廠商。

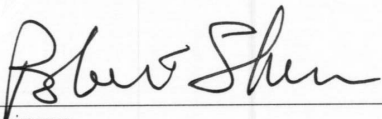
未來展望

時序進入2010，全球經濟已開始復甦，企業亦重新審視IT架構，這代表應用交付產品將呈現高度成長，PKI產品之銷售也將持續成長，同時大型企業和運營商已經開始SSLVPN的部署，勢必帶來SSL VPN營收的成長。雲端運算，特別是基於3G /4G移動通訊的智慧型終端的數據通信服務將為本公司主要的市場目標。我們將專注中國和印度等新興市場，不斷提升企業的品牌價值，期待利用安瑞的最佳性能價格比解決方案獲得更大的市場份額。

本公司並計畫大量投入通路建設，並正為吸引通路商及在短期內快速訓練通路銷售人員而建立一套計畫。本公司將善加利用DesktopDirect及APV產品以吸收通路商，一旦通路夥伴決定加入並加以訓練後，他們將可接觸SSL VPN產品，而SSL VPN產品則可望獲得助益而提升銷售。

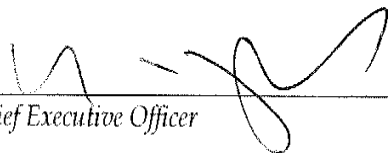
本公司將持續投資以強化技術與營運能力。安瑞的技術領先，效能管理及客戶關係方面的優勢將繼續引領本公司在安全應用交付廠商中成為最先進、最創新，以及高度獲利的佼佼者。

董事長：沈以峰



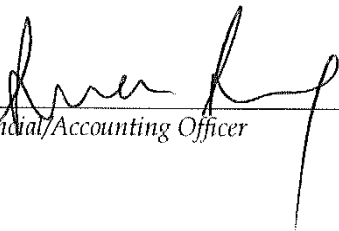
Chairman

總經理：趙 耀



Chief Executive Officer

財會主管：Sameena Ahmed



Chief Financial/Accounting Officer

【附件二】 ATTACHMENT II

會計師查核報告

Array Inc. 公鑒：

Array Inc.及其子公司民國九十八年十二月三十一日之合併資產負債表，暨民國九十八年一月一日至十二月三十一日之合併損益表、合併股東權益變動表及合併現金流量表，業經本會計師查核竣事。上開合併財務報表之編製係管理階層之責任，本會計師之責任則為根據查核結果對上開合併財務報表表示意見。

本會計師係依照會計師查核簽證財務報表規則及中華民國一般公認審計準則規劃並執行查核工作，以合理確信合併財務報表有無重大不實表達。此項查核工作包括以抽查方式獲取合併財務報表所列金額及所揭露事項之查核證據、評估管理階層編製合併財務報表所採用之會計原則及所作之重大會計估計，暨評估合併財務報表整體之表達。本會計師相信此項查核工作可對所表示之意見提供合理之依據。

依本會計師之意見，第一段所述合併財務報表在所有重大方面係依照證券發行人財務報告編製準則及中華民國一般公認會計原則編製，足以允當表達 Array Inc.及其子公司民國九十八年十二月三十一日之財務狀況，暨民國九十八年一月一日至十二月三十一日之合併經營成果與現金流量。

第一段所述合併財務報表係依照中華民國會計研究發展基金會所發佈之 (96)基秘字第 344 號解釋函之基礎編製。

如財務報表附註三所述，Array, Inc.及其子公司自民國九十八年一月一日起，採用新發布之財務會計準則公報第十號「存貨之會計處理準則」。

勤業眾信會計師事務所

會計師 郭 俐 雯

郭俐雯



會計師 范 有 偉

范有偉



財政部證券暨期貨管理委員會核准文號
台財證六字第 0920123784 號

財政部證券暨期貨管理委員會核准文號
台財證六字第 0920123784 號

中 華 民 國 九 十 九 年 三 月 三 十 一 日

Array Inc. 及子公司
合併資產負債表

民國九十八年十二月三十一日

單位：新台幣仟元

代碼	資 產		負 債 及 股 東 權 益	
	金額	%	金額	%
1100	\$ 253,636	25	2100	短期借款(附註十及十九)
1120	127,800	13	2140	應付帳款(附註十八)
1140	286,702	28	2160	應付所得稅(附註十三)
120X	64,627	6	2170	應付費用(附註十一)
1298	17,255	2	2210	其他應付款
11XX	750,020	74	2263	遞延收益(附註二)
			2280	其他
			21XX	流動負債合計
			2446	其他負債
1631	40,670	4	2XXX	負債合計
1561	60,651	6		股東權益(附註二及十二)
1631	13,296	1	3110	普通股股本,九十八年每股面額新台幣10元,額定 -105,000仟股,發行-54,093仟股
1681	12,435	1	3140	預收股本
15X1	127,052	12		資本公積
15X9	94,013	9	3210	普通股發行溢價
15XX	33,039	3	3271	認股權
			3272	認股證
1750	1,739	-	3350	保留盈餘
1760	178,960	18	3420	累積換算調整數
1710	30,469	3	3XXX	股東權益合計
1781	9,462	1		負債及股東權益總計
1782	5,213	1		
17XX	225,843	23		
1820	1,898	-		
1887	704	-		
18XX	2,602	-		
1XXX	\$1,011,504	100		\$1,011,504

後附之附註係本合併財務報表之一部分。

(請參閱勤業眾信聯合會計師事務所民國九十九年三月三十一日會計師查核報告)

董事長：Robert Shen

經理人：Michael Zhao

會計主管：Sameena Ahmed

Array Inc.及子公司

合併損益表

民國九十八年一月一日至十二月三十一日

單位：除每股盈餘為新台幣元
外，餘係新台幣仟元

代 碼		九 十 八 年 度	
		金 額	%
4110	營業收入總額	\$ 637,779	100
4170	銷貨退回及折讓	2,577	-
4100	營業收入淨額（附註二）	635,202	100
5000	營業成本（附註二、三、七及十五）	99,613	16
5910	營業毛利	535,589	84
	營業費用（附註十四、十五及十八）		
6100	推銷費用	235,325	37
6200	管理費用	81,795	13
6300	研究發展費用	106,333	16
6000	營業費用合計	423,453	66
6900	營業利益	112,136	18
	營業外收入及利益		
7160	兌換利益—淨額（附註二）	1,465	-
7110	利息收入	1,282	-
7480	其 他	16,042	3
7100	營業外收入及利益合計	18,789	3
	營業外費用及損失		
7510	利息費用	2,523	1
7530	處分固定資產損失（附註二）	1,153	-
7880	其 他	1,369	-
7500	營業外費用及損失合計	5,045	1

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代 碼		九 十 八 年 度	
		金 額	%
7900	稅前利益	\$ 125,880	20
8110	所得稅費用 (附註二及十三)	2,318	1
9600	合併總純益	\$ 123,562	19
代 碼		稅 前	稅 後
	合併每股盈餘 (附註十六)		
9750	基本每股盈餘	\$ 2.33	\$ 2.28
9850	稀釋每股盈餘	\$ 2.02	\$ 1.98

後附之附註係本合併財務報表之一部分。

(請參閱勤業眾信聯合會計師事務所民國九十九年三月三十一日會計師查核報告)

董事長：Robert Shen

經理人：Michael Zhao

會計主管：Sameena Ahmed

Array Inc.及子公司
合併股東權益變動表

民國九十八年一月一日至九十八年三月三十一日

單位：新台幣仟元

	普通	資本	預	收	股	本	資	本	公	積	保	盈	餘	累	換	算	調	整	數	股	東	權	益	合	計
	\$		\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
九十八年一月一日餘額	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
組織架構重組—基準日九十八年五月一日	525,925	-	-	23,144	7,753	682	-	-	-	-	-	-	-	-	11,232	-	-	-	-	-	-	-	-	-	568,736
現金增資—基準日九十八年五月一日，按每股 13.75 元發行	15,000	-	-	5,295	-	-	-	-	-	-	-	-	-	(512)	-	-	-	-	-	-	-	-	-	-	19,783
行使認股權發行新股	-	256	(37)	(58)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	161
認列認股權酬勞	-	-	-	177	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	177
九十八年度合併純益	-	-	-	-	-	-	-	-	-	-	-	123,562	-	-	-	-	-	-	-	-	-	-	-	-	123,562
累積換算調整數	-	-	-	-	-	-	-	-	-	-	-	-	-	(64)	-	-	-	-	-	-	-	-	-	-	(64)
九十八年十二月三十一日餘額	\$ 540,925	\$ 256	\$ 28,402	\$ 7,872	\$ 682	\$ 123,562	\$ 10,656	\$ 712,355																	

後附之附註係本合併財務報表之一部分。
(請參閱勤業眾信聯合會計師事務所民國九十九年三月三十一日會計師查核報告)

董事長：Robert Shen

經理人：Michael Zhao

會計主管：Sameena Ahmed

Array Inc.及子公司

合併現金流量表

民國九十八年一月一日至十二月三十一日

單位：新台幣仟元

	<u>九十八年度</u>
營業活動之現金流量	
合併總純益	\$ 123,562
調整項目：	
折舊及攤銷	18,513
呆帳	5,533
存貨跌價損失	9,187
認股權酬勞成本	177
處分固定資產損失	1,153
營業資產及負債之淨變動	
應收票據及帳款	(132,274)
存貨	(7,625)
其他流動資產	13,358
應付帳款	(10,550)
應付費用	12,126
應付所得稅	(2,906)
其他流動負債	17,261
遞延收益	15,981
其他負債	(1,020)
營業活動之淨現金流入	<u>62,476</u>
投資活動之現金流量	
購置固定資產	(12,943)
購置無形資產	(2,067)
其他資產增加	(670)
處分固定資產價款	<u>136</u>
投資活動之淨現金流出	(<u>15,544</u>)
融資活動之現金流量	
短期借款增加	7,362
現金增資發行新股	19,783
行使認股權發行新股	<u>161</u>
融資活動之淨現金流入	<u>27,306</u>
匯率影響數	(<u>6,537</u>)

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	<u>九 十 八 年 度</u>
本年度現金及約當現金淨增加數	\$ 67,701
子公司組織架構重組日現金及約當現金餘額	<u>185,935</u>
年底現金及約當現金餘額	<u>\$ 253,636</u>
現金流量資訊之補充揭露	
支付利息	<u>\$ 2,523</u>
支付所得稅	<u>\$ 310</u>

後附之附註係本合併財務報表之一部分。

(請參閱勤業眾信聯合會計師事務所民國九十九年三月三十一日會計師查核報告)

董事長：Robert Shen

經理人：Michael Zhao

會計主管：Sameena Ahmed

【附件三】 ATTACHMENT III

Array Inc. and its Subsidiaries 安瑞科技股份有限公司及子公司 Rules and Procedures of Board of Directors Meeting 董事會議事規則

(Adopted by Board Resolution passed on April 22, 2010)
(經2010.4.22董事會決議通過)

Article 1 (Scope of the Rules and Procedures)

Unless relevant laws and regulations or the Company's Articles of Incorporation provide otherwise, the Company and its subsidiaries' Board of Directors meetings ("Board Meetings") shall be conducted in accordance with the Rules and Procedures of Board of Directors Meetings (the "Rules and Procedures").

第 1 條 (規範之範圍)

本公司及子公司之董事會議事，除法令或章程另有規定者外，應依本議事規則之規定辦理。

Article 2 (Convention and Chairman of Board Meetings)

Board Meetings shall be held at least once every quarter but may be held at any time in case of urgent circumstances.

Board Meetings shall be convened and presided over by the Chairman of the Board of Directors. However, the first meeting of every term of the newly elected Board of Directors shall be convened and presided over by the Director who has received the largest number of votes after such election; if there are two or more persons with such convening rights, they shall elect from amongst themselves one person to convene and preside over the meeting.

In case the Chairman of the Board of Directors is on leave or unable to exercise his powers for any cause, the Chairman shall appoint a Director to act on his behalf. In the absence of such an appointee, the Directors shall elect from amongst themselves one person to act on the behalf of the Chairman.

第 2 條 (董事會會議之召集及主席)

本公司董事會至少每季召開一次，但有緊急情事時，得隨時召集之。

董事會由董事長召集並擔任主席。但每屆第一次董事會，由所得選票代表選舉權最多之董事召集，會議主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

董事長請假或因故不能行使職權時，由董事長指定一人代理之，董事長未指定代理人者，由董事互推一人擔任之。

Article 3 (Place and Time of Board Meetings)

Board Meetings shall be held at the head office and during the office hours of the Company or at any other appropriate place and time convenient for the Directors to attend.

第3條 (董事會會議開會地點及時間)

董事會召開之地點與時間，應於本公司所在地及辦公時間內為之，或於便利董事出席且適合董事會召開之地點及時間為之。

Article 4 (Designated Secretariat, Meeting Notices, and Meeting Materials)

The subject matters of Board Meetings shall be decided by the Board of Directors or authorized Board secretariat. The Board secretariat shall conduct the drafting of meeting agendas and minutes, and handle other administrative matters related to Board Meetings, and reports to the Board of Directors. The Company's Board secretariat shall be appointed by the Board of Directors.

Board Meetings shall be convened upon written notices and such notices should be sent by way of electronic transmission sent to all Directors seven days prior to the date of the meeting, specifying the date and place of the meeting and attaching the meeting agenda and related materials. However, Board Meetings may be convened at any time without such prescribed notices in case of urgent circumstances. Any Director attending the meeting in person shall be deemed to have received such meeting notice.

If the Directors consider meeting materials to be insufficient, they may request the Board secretariat to provide supplemental materials in advance. If the Directors consider meeting materials to be insufficient during the meeting, the meeting may be postponed upon a resolution of the Board of Directors.

Except for any urgent circumstances or legitimate reasons, the material matters listed below should be included in the meeting agenda in advance and may not be presented as special motions:

1. The Company's business plans;
2. Annual and semi-annual financial statements;
3. Adoption or amendment of an internal control system;
4. Adoption or amendment of procedures for acquisition or disposal of assets, financial derivatives transactions, lending funds to other parties, or providing endorsement or guarantees for other parties;
5. Matters referred to the preceding procedures for transactions of assets or financial derivatives; monetary loans, endorsements or guarantees; which are required to be submitted for discussion by the board of directors,
6. Offering, issuance, or private placement of any equity-type securities;
7. Appointment or discharge of CFO, Controller, or head of internal auditor;
8. A matter bearing on the personal interest of a director or supervisor;
9. The hiring or dismissal of an attesting CPA, or the compensation given thereto; and
10. Any other matters that shall be resolved by the Shareholders' Meeting or Board Meeting as required by relevant laws and regulations or the Company's Articles of Association, or that are deemed to be material by the regulatory authorities.

第4條（指定議事單位、會議通知及資料）

董事會議事內容由董事會或其授權之董事會秘書單位決定，會議議程之擬訂、開會時之記錄及其他會議相關事項，由董事會秘書單位辦理，並向董事會負責。本公司董事會秘書單位由董事會指定。

董事會召集時應以書面或電子傳送函件，載明會議日期及地點，並檢附會議議程及相關資料，於七日前通知各董事出席；但遇有緊急情事時，得隨時召集之，無須前述通知。若董事親自出席會議，視為已接到通知。

董事如認為會議資料不充足，得事先向董事會秘書單位請求補足。議事中董事如認為會議資料不充足，得經董事會決議後延期審議之。

下列重要事項除有突發緊急情事或正當理由外，必須事先列入議程，不得以臨時動議提出：

- 一、公司之營運計畫。
- 二、年度財務報告及半年度財務報告。
- 三、訂定或修正內部控制制度。

- 四、訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之處理程序。
- 五、依據前項辦法辦理資產或衍生性商品交易、資金貸與、背書或提供保證而應取得董事會決議之情形。
- 六、募集、發行或私募具有股權性質之有價證券。
- 七、財務、會計或內部稽核主管之任免。
- 八、涉及董事或監察人自身利害關係之事項。
- 九、簽證會計師之委任、解任或報酬。
- 十、其他依法令或章程規定應由股東會決議或提董事會之事項或主管機關規定之重大事項。

Article 5 (Subject Matters of Board Meetings)

The agenda of regular Board Meetings shall include at least the following items:

1. Report items:

- (1) The meeting minutes of the preceding meeting;
- (2) Material business and financial reports;
- (3) Internal audit matters reports; and
- (4) Other important matters report, including the report on implementation status of previous resolutions.

2. Discussion items:

- (1) Discussion items reserved by the preceding meeting; and
- (2) Discussion items of the current meeting.

3. Special motions

第5條（議事內容）

定期性董事會之議事內容，至少包括下列事項：

一、報告事項：

- （一）上次會議紀錄及執行情形。
- （二）重要財務業務報告。
- （三）內部稽核業務報告。
- （四）其他重要報告事項。

二、討論事項：

- （一）上次會議保留之討論事項。
- （二）本次會議預定討論事項。

三、臨時動議。

Article 6 (Attendance Signing Booklet and Proxies)

A signing booklet shall be provided at every Board Meeting for the attending Directors to sign in. The Directors shall attend Board Meetings in person. If unable to attend, a Director may appoint another Director or Shareholder to attend on his behalf by proxy at every turn which specifies the scope of authorization; any appointee shall not act as proxy for more than one Director. Any

Director attending the meeting via video conference shall be deemed to have attended the meeting in person but shall sign an attendance card. A Director may participate in any meeting of the Board of Directors, 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.

With respect to the discussion of matters specified under Article 4 of the Rules and Procedures, Independent Directors shall attend the Board Meetings in person; if an Independent Director is unable to attend a Board Meeting in person and wishes to delegate his/her rights, he/she can only delegate another Independent Director to attend on his/her behalf. Any dissenting opinion or abstention by Independent Directors shall be recorded in the Board Meetings minutes. If Independent Directors are unable to attend Board Meetings in person to express their dissenting opinion or abstention, except for legitimate reasons, they shall submit a written statement in advance to be recorded in the Board Meetings minutes.

第6條（簽名簿等文件備置及董事之委託出席）

召開董事會時，應設簽名簿供出席董事簽到。董事應親自出席董事會，如不能親自出席，得於每次開會前出具委託書載明授權範圍委託其他董事或股東代理出席；前述代理人，以受一人之委託為限。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，視為親自出席。

獨立董事對於討論本議事規則第四條規定應經董事會決議之事項，應親自出席或委由其他獨立董事代理出席。獨立董事如有反對或保留意見，應於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

Article 7 (Convention of Board Meetings)

If half or more of the Directors are not yet present at the scheduled time for a Board Meeting, the Chairman may postpone the time of the meeting. The postponements shall be limited to twice at the most. If after two postponements no quorum can yet be constituted, the Chairman may reconvene the meeting pursuant to the procedures under Article 4 of the Rules and Procedures.

The term "all board directors" as used shall be calculated as the number of directors then in office.

第7條（董事會召開）

已屆開會時間，如全體董事有半數未出席時，主席得宣布延後開會，其延後次數以二次為限，延後二次仍不足額者，主席得依本議事規則第四條規定之程序重新召集。

所稱全體董事係以實際在任者計算之。

Article 8 (Other Attendants)

Depending on the subject matters of proposed resolutions, relevant managerial personnel may be invited to present at Board Meetings to assist the Directors in understanding the Company's current conditions so that they can make appropriate resolutions. In addition, CPAs, legal counsels, or other professional personnel may be invited to the meetings to provide professional opinions for the Board of Directors' reference.

第8條（列席人員）

董事會議進行中，得視議案內容通知相關部門之經理人列席，以協助董事瞭解公司現況，做出適當決議。另亦得邀請會計師、律師或其他專業人士列席會議，提供專家意見以供董事會參考。

Article 9 (Discussion of Proposed Resolutions)

In principle, the discussion of proposed resolutions at a Board Meeting shall proceed in accordance with the agenda attached to the meeting notice. However, if no objection is voiced by any Director present at the meeting or with more than half of the attending Directors' consent, the Chairman may

make changes. Unless otherwise resolved with more than half of the attending Directors' consent, the Chairman cannot announce adjournment of the meeting before all the discussion items (including special motions) listed in the above agenda are resolved.

In the process of a Board Meeting, if the number of Directors present at the meeting become fewer than half of the Directors originally attending the meeting, the Chairman shall announce a temporary adjournment of the meeting upon a motion made by any Director present at the meeting, and Article 7 of the Rules and Procedures applies *mutatis mutandis* to such case.

During a meeting, the Chairman may, at his discretion, set time for intermission or negotiation.

第9條（議案討論）

董事會討論之議案，原則上應依會議通知所排定之議事程序進行，但如無出席董事反對或經出席董事過半數同意者，主席得變更之。前述排訂之議程於議事(含臨時動議)終結前，非經出席董事過半數決議，主席不得逕行宣布散會。

董事會議事進行中，若在席董事未達出席董事過半數者，經在席董事提議，主席應宣布暫停開會，並準用本議事規則第七條規定。

會議進行中，主席得酌定時間宣布休息或協商。

Article 10 (Voting)

The Chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it appropriate for voting.

Resolutions shall be deemed adopted if no objection is voiced by any of the attending Directors after solicitation by the Chairman. If objection is voiced after solicitation by the Chairman, such resolution shall be voted. Except otherwise specified in applicable laws and regulations or the Company's Articles of Incorporation, a resolution shall be adopted by a majority of those Directors present at a meeting attended by a majority of all Directors. If there is an amendment to or substitute for a proposed resolution, the Chairman shall decide the sequence of voting for such proposed resolution and the amendment or substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is required. The result of voting shall be announced at the meeting and placed on record.

The method of voting shall be one of the following as determined by the Chairman:

1. By showing of hands;
2. By voicing votes; or
3. By casting ballots. The Chairman shall appoint person(s) to monitor the voting process and person(s) to count the ballots; and the person(s) appointed to monitor the voting process should be a Director.

第10條（表決）

主席對於議案之討論，認為已達可付表決之程度時，得宣布停止討論，提付表決。

議案表決時，經主席徵詢出席董事全體無異議者，視為通過。如經主席徵詢而有異議者，即應提付表決。議案之表決，除相關法令或公司章程另有規定外，應有過半數董事之出席，出席董事過半數之同意行之。同一議案有修正案或替代案時，由主席併同原案定其表決之順序。但如其中一案已獲通過時，其他議案即視為否決，無須再行表決。表決之結果，應當場報告，並做成紀錄。

表決方式由主席就下列各款規定擇一行之：

- 一、舉手表決。
- 二、唱名表決。
- 三、投票表決。由主席指定監票及計票人員，但監票人員應具董事身分。

Article 11 (The Recusal of Conflict-Interested Directors)

If a Director or the judicial person the Director represents has a personal interest in the matter under discussion at the meeting, which may impair the interest of the Company, the Director may make statements or answer inquiries, but the Director shall not join the discussion and voting of such matter. The Director shall recuse himself/herself when the matter is being discussed and resolved; nor shall the Director exercise voting right on behalf of another Director.

"All directors present at the meeting" does not include directors prohibited from exercising voting rights in the preceding paragraphs.

第11條（董事之利益迴避制度）

董事對於會議事項，與其自身或其代表之法人有利害關係，致有害於公司利益之虞者，得陳述意見及答詢，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。

前項不得行使表決權之董事，不算入已出席董事人數。

Article 12 (Meeting Items to be Recorded and Signed)

The resolutions of every Board Meeting shall be recorded in the meeting minutes. The meeting minutes shall accurately record the following items:

1. The term (or year), place, and time of the meeting;
2. The name of the chairman;
3. The attendance situation of the Directors, including the names and numbers of those who are present, on leave, and absent;
4. The names and titles of the other attendants;
5. The name of the recorder;
6. Report items;
7. Discussion items: the voting method and the result of each proposed resolution; the summary of opinion by the Directors, experts, and other personnel; any dissenting opinion or abstention with a written statement; any written statement provided by the Independent Directors pursuant to Paragraph 2 of Articles 6 of the Rules and Procedures;
8. Special motions: the names of the persons proposing the special motions; the voting method and the result of each proposed resolution; the summary of opinion by the Directors, experts, and other personnel; any dissenting opinion or abstention with a written statement; and
9. Other items that shall be recorded.

Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:

1. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
2. If the company has an audit committee, any matter that has not been passed by the audit committee, but has been adopted with the approval of two-thirds or more of all board directors without having been passed by the audit committee.

Meeting minutes shall be signed or chopped by the chairman of the meeting and the recorder, distributed to each Director within twenty days after the meeting, and carefully kept as the Company's important file throughout the life of the Company. The attendance signing booklet of a Board Meeting shall be part of the meeting minutes and be permanently retained throughout the life of the Company. The recording and distribution of meeting minutes may be performed by means of electronic transmission.

第12條（會議記錄及簽署事項）

董事會之議事，應作成議事錄，議事錄應詳實記載下列事項：

- 一、會議屆次(或年次)及時間地點。
- 二、主席之姓名。
- 三、董事出席狀況，包括出席、請假及缺席者之姓名與人數。
- 四、列席者之姓名及職稱。
- 五、記錄之姓名。
- 六、報告事項。
- 七、討論事項：各議案之決議方法與結果、董事、專家及其他人員發言摘要、反對或保留意見且有書面聲明、獨立董事依第六條第二段規定出具之書面意見。
- 八、臨時動議：提案人姓名、議案之決議方法與結果、董事、專家及其他人員發言摘要、反對或保留意見且有書面聲明。
- 九、其他應記載事項。

董事會之議決事項，如有下列情事之一者，除應於議事錄載明外，並應於董事會之日起二日內於本公司相關主管機關指定之資訊申報網站辦理公告申報：

- 一、獨立董事有反對或保留意見且有紀錄或書面聲明。
- 二、如已設置審計委員會，未經審計委員會通過，而經全體董事三分之二以上同意通過。

議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送各董事，並應列入公司重要檔案，於本公司存續期間永久妥善保存。董事會簽到簿為議事錄之一部分，應於公司存續期間永久保存。議事錄之製作及分發，得以電子方式為之。

Article 13 (Tape-recording of Board Meeting Process)

The process of a Board Meeting shall be fully recorded on audio or video tape and retained for five years in a method that may be encrypted. If litigation occurs regarding any matter resolved by the Board of Directors before the above retention period expires, the relevant audio or video recordings shall continue to be retained until the litigation is concluded, and the above mentioned five-year rule shall not be applicable.

If a Board Meeting is held via video conference, the video and recording tapes shall be part of the meeting minutes and be permanently retained throughout the life of the Company.

第13條（董事會開會過程錄音之存證）

董事會之開會過程應全程錄音或錄影存證，並得以加密之方式保存五年。前述保存期限未屆滿前，發生關於董事會相關議決事項之訴訟時，相關錄音或錄影存證資料應續予保存，至訴訟終結止，不適用前述五年之規定。

以視訊召開會議者，其視訊影音資料為議事錄之一部分，應於公司存續期間永久保存。

Article 14 (Cancellation of Board Meetings)

In the case of special circumstances where a scheduled Board Meeting of the Company must be cancelled after meeting notices have been sent to the Directors, the meeting may be cancelled if the person with convening right notifies the Directors in writing at least three days prior to the scheduled meeting date. In the case of urgent circumstances where the scheduled Board Meeting must be cancelled and it is impossible to notify the Directors prior to the time specified above, the meeting may be cancelled if the person with convening right notifies the Directors by telephone or other

means at least three hours prior to the scheduled meeting time and confirms that each Director has received such notice.

第14條（董事會會議之取消）

本公司董事會會議於召集通知寄出予各董事後，遇有特殊情況必須取消原訂會議時，得由召集人於原訂開會日期至少三日前以書面通知各董事。倘有突發事件致必須取消原訂董事會議而不克於上述時間內通知各董事時，得由召集人於原訂開會時間至少三個小時前以電話或其他方式通知各董事並確認各董事已接獲通知。

Article 15 (Delegation of the Board of Directors)

The Chairman of the Board of Directors shall act on behalf of the Board of Directors pursuant to the Company's objectives when the Board of Directors is not in session. In case the Chairman of the Board of Directors is unable to exercise his powers for any cause, another Director shall act for him according to the Company's Articles of Incorporation.

第15條（董事會之授權）

董事長於董事會休會期間，依本公司之目標代表董事會為一切行為。董事長因故不能行使職權時，依本公司章程規定指定其他董事代理之。

Article 16 (Effective Date and Amendment)

These Rules and Procedures shall be effective from July 22, 2009. Any amendment to these Rules and Procedures shall be approved by the Board of Directors, and reported in the Shareholders' meeting.

第16條（本規則之生效及修訂）

本議事規則自2009年7月22日起生效，並提股東會報告。其修訂應經董事會同意。

【附件四】ATTACHMENT IV.

Comparison Table for the Rules and Procedures of Shareholders' Meeting

股東會議事規則修訂前後條文對照表

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>Article 2 (Chairman)</p> <p>The Chairman of the Board of Directors shall be the chairman presiding at the Meeting in the case that the Meeting is convened by the Board of Directors. If, for any reason, the Chairman of the Board of Directors cannot preside at the Meeting, one of the Directors shall preside at the Meeting.</p> <p>General meetings shall also be convened on the requisition in writing of any Shareholder or Shareholders holding at least three percent (3%) of the paid up voting 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 objects of the meeting for a date no later than 21 days from the date of deposit of the requisition signed by the requisitionists, and if the Board does not duly proceed to convene such meeting for a date not later than 15 days after the date of such deposit, subject to the approval of the Commission and for so long as the Shares are registered in the GreTai Securities Market or TSE, the requisitionists themselves may convene the general meeting in the same manner, as that in which General meetings may be convened by the Directors.</p> <p>If the Meeting is convened by any other person entitled to convene the Meeting, such person shall be the chairman to preside at the Meeting. However, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.</p>	<p>Article 2 (Chairman)</p> <p>The Chairman of the Board of Directors shall be the chairman presiding at the Meeting in the case that the Meeting is convened by the Board of Directors. If, for any reason, the Chairman of the Board of Directors cannot preside at the Meeting, one of the Directors shall preside at the Meeting.</p> <p><u>If a general meeting is called by the board of directors, half or more of the Directors present at the scheduled time for the meeting would be appropriate.</u></p> <p><u>Extraordinary general meetings shall also be convened on the requisition in writing of any Shareholder or Shareholders holding at least three percent (3%) of the paid up voting 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 objects of the meeting subjects for a date no later than 21 days from the date of deposit of the requisition signed by the requisitionists discussion and the reasons, and if the Board does not duly proceed fails to convene give a notice for convening such meeting for a date not later than within 15 days after the date of such deposit, subject to the approval of the Commission and for so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, the requisitionists themselves may convene the general meeting in the same manner, as that in which General meetings may be convened by the Directors.</u></p> <p>If the Meeting is convened by any other person entitled to convene the Meeting, such person shall be the chairman to preside at the Meeting. However, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.</p>

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>第二條 (股東會之召集、主席) 股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由其他董事代理之。</p> <p>董事會經繼續一年以上，持有本公司已繳足股份金額且有表決權股份總數百分之三以上股份之股東依章程規定，得將載明會議目的之書面請求交付於辦公室或股務代理機構，請求在將經請求者簽名之書面請求交付後二十一日內召開股東會。若董事會未能於交付該請求後十五日內召開股東會，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）報請委員會同意，以董事召集股東會之相同方式自行召開股東會。</p> <p>股東會如由董事會以外之其他有召集權人召集者，其主席由該召集權人擔任之。如召集權人有二人以上時，由該數人中推選之。</p> <p>Article 5 (Number of Attendance) Shareholders attending the Meeting shall submit the attendance card for the purpose of signing in. The number of shares represented by shareholders attending the Meeting shall be calculated in accordance with the attendance cards submitted by the shareholders.</p> <p>The company shall prepare Agenda Handbooks, Annual report, attendance card and voting card for the meeting and the relevant materials, which will be sent to or made available to the attending Shareholders. Where voting powers of election of directors at a shareholders' meeting are to be exercised, a printed ballot shall also be sent to the shareholders as well.</p>	<p>第二條 (股東會之召集、主席) 股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由其他董事代理之。</p> <p><u>董事會所召集之股東會，宜有董事會過半數之董事參與出席。</u></p> <p>董事會經繼續一年以上，持有本公司已繳足股份金額且有表決權股份總數百分之三以上股份之股東依章程規定，得將載明會議目的之書面請求交付於辦公室或股務代理機構，請求召集股東臨時會，在將經請求者簽名之書面請求交付後二十一日內召開股東會。若董事會未能於交付該請求前提出後十五日內，董事會不為召集股東會之通知時，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）報請委員會同意，以董事召集股東會之相同方式自行召開召集股東臨時會。</p> <p>股東會如由董事會以外之其他有召集權人召集者，其主席由該召集權人擔任之。如召集權人有二人以上時，由該數人中推選之。</p> <p>Article 5 (Number of Attendance) Shareholders attending the Meeting shall submit the attendance card for the purpose of signing in. The number of shares represented by shareholders attending the Meeting shall be calculated in accordance with the attendance cards submitted by the shareholders.</p> <p>The company shall prepare Agenda Handbooks, Annual report, attendance card and voting card for the meeting and the relevant materials, which will be sent to or made available to the attending Shareholders. Where voting powers of election of directors at a shareholders' meeting are to be exercised, a printed ballot shall also be sent to the shareholders as well.</p> <p><u>Shareholders attending the Meeting shall have attendance card, sign-in card or other certificate of attendance issued by the Company. The proxy Solicitor shall provide ID document for verification.</u></p> <p><u>Any government or corporation which is a Shareholder of the Company it may designate more than one person as its representatives to attend the</u></p>

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<p>On the day of the shareholders meeting, the Company shall compile a statistical statement of the number of shares obtained by the solicitor through solicitation and the number of shares represented by the proxy agent, and shall make an express disclosure of the same at the site of the shareholders meeting.</p> <p>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 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.</p> <p>Chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting has not yet constituted the quorum at the time scheduled for the Meeting, the chairman may postpone the time for the Meeting. The postponements shall be limited to two times at the most and Meeting shall not be postponed for longer than one hour in the aggregate.</p> <p>第五條 (出席股數) 出席股東應繳交簽到卡以代簽到。出席股數，依繳交之簽到卡計算之。 本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東之股東；有選舉董事者，應另附選舉票。</p> <p>徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依</p>	<p><u>Meeting. A corporation to be a proxy, only one representative can attend the Meeting.</u></p> <p>On the day of the shareholders meeting, the Company shall compile a statistical statement of the number of shares obtained by the solicitor through solicitation and the number of shares represented by the proxy agent, and shall make an express disclosure of the same at the site of the shareholders meeting.</p> <p>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 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.</p> <p>Chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting has not yet constituted the quorum at the time scheduled for the Meeting, the chairman may postpone the time for the Meeting. The postponements shall be limited to two times at the most and Meeting shall not be postponed for longer than one hour in the aggregate.</p> <p>第五條 (出席股數) 出席股東應繳交簽到卡以代簽到。出席股數，依繳交之簽到卡計算之。 本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東之股東；有選舉董事者，應另附選舉票。 <u>股東應憑出席證、出席簽到卡或其他出席證件出席股東會；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。</u> <u>政府或法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。</u></p> <p>徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依</p>

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<p>規定格式編造之統計表，於股東會場內為明確之揭示。</p> <p>除章程另有規定外，至少應有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，為法定人數，否則不得於任何股東會處理事務。</p> <p>已屆開會時間，主席應即宣佈開會，惟未有代表已發行股份總數過半數之股東出席時，主席得宣佈延後開會，其延後次數以二次為限，延後時間合計不得超過一個小時。</p> <p>Article 6 (Meeting Place)</p> <p>The Meeting shall be held at the head office of the Company or at any other appropriate place that is convenient for the shareholders to attend.</p> <p>For so long as the Shares are registered in the Emerging Market or listed in the GreTai Securities Market or TSE, all general meetings shall be held in Taiwan. If the Directors resolve to hold a general meeting outside Taiwan, the Company shall apply for the approval of the GreTai Securities Market (or the TSE, if applicable) thereof within two days after the board of Directors adopts such resolution. Where a general meeting is to be held outside Taiwan, the Company shall engage a designated institute approved by the Commission and the GreTai Securities Market (or the TSE, if applicable) to handle the administration of such general meeting and voting matters.</p> <p>第六條 (召開股東會的地點)</p> <p>股東會召開之地點，應於本公司所在地或便利股東出席且較適合股東會召開之地點為之。</p> <p>一旦股份在興櫃市場註冊、或在證券櫃檯買賣中心或台灣證券交易所上市，所有股東會應在台灣召開。若董事決議將在台灣以外地區召開股東會，本公司應於董事會做出該決議後二日內向證券櫃檯買賣中心（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</p>	<p>規定格式編造之統計表，於股東會場內為明確之揭示。</p> <p>除章程另有規定外，至少應有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，為法定人數，否則不得於任何股東會處理事務。</p> <p>已屆開會時間，主席應即宣佈開會，惟未有代表已發行股份總數過半數之股東出席時，主席得宣佈延後開會，其延後次數以二次為限，延後時間合計不得超過一個小時。</p> <p>Article 6 (Meeting Place)</p> <p>The Meeting shall be held at the head office of the Company or at any other appropriate place that is convenient for the shareholders to attend. <u>The time for commencing the said meeting shall not be earlier than 9 o'clock in the morning or later than 3 o'clock local time in the afternoon.</u></p> <p>For so long as the Shares are registered in the Emerging Market or listed in the GreTai Securities Market or TSE, all general meetings shall be held in Taiwan. If the Directors resolve to hold a general meeting outside Taiwan, the Company shall apply for the approval of the GreTai Securities Market (or the TSE, if applicable) thereof within two days after the board of Directors adopts such resolution. Where a general meeting is to be held outside Taiwan, the Company shall engage a designated institute approved by the Commission and the GreTai Securities Market (or the TSE, if applicable) to handle the administration of such general meeting and voting matters.</p> <p>第六條 (召開股東會的地點)</p> <p>股東會召開之地點，應於本公司所在地或便利股東出席且較適合股東會召開之地點為之，會議開始時間不得早於當地時間上午九時或晚於下午三時。</p> <p>一旦股份在興櫃市場註冊、或在證券櫃檯買賣中心或台灣證券交易所上市，所有股東會應在台灣召開。若董事決議將在台灣以外地區召開股東會，本公司應於董事會做出該決議後二日內向證券櫃檯買賣中心（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</p>
	<p>股東會召開之地點，應於本公司所在地或便利股東出席且較適合股東會召開之地點為之，會議開始時間不得早於當地時間上午九時或晚於下午三時。</p> <p>一旦股份在興櫃市場註冊、或在證券櫃檯買賣中心或台灣證券交易所上市，所有股東會應在台灣召開。若董事決議將在台灣以外地區召開股東會，本公司應於董事會做出該決議後二日內向證券櫃檯買賣中心（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</p>

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<p>理該股東會行政與投票事宜。</p> <p>Article 8 (Voting Right; Conflict-Interested) Subject to any rights and restrictions for the time being attached to any Share, every Shareholder shall have one vote for each Share.</p> <p>No vote may be exercised with respect to any of the following Shares:</p> <ol style="list-style-type: none"> 1. the Shares held by any subordinate company 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 2. 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. <p>Except for trust enterprises or Shareholders' Service Agencies 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.</p> <p>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.</p> <p>第八條 (表決權之計算、利益迴避) 除附加於股份之權利及限制另有規定外，每一股東其每一股份有一表決權。</p>	<p>理該股東會行政與投票事宜。</p> <p>Article 8 (Voting Right; Conflict-Interested) Subject to any rights and restrictions for the time being attached to any Share, every Shareholder shall have one vote for each Share.</p> <p>No vote may be exercised with respect to any of the following Shares and <u>such Shares shall not be counted in determining the number of issued Shares</u>:</p> <ol style="list-style-type: none"> 1. the Shares held by any <u>subordinate-company subsidiary</u> 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 2. 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. <p>Except for trust enterprises or Shareholders' Service Agencies 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.</p> <p>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.</p> <p>第八條 (表決權之計算、利益迴避) 除附加於股份之權利及限制另有規定外，每一股東其每一股份有一表決權。</p>

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<p>下列之股份不得行使表決權：</p> <ol style="list-style-type: none"> 1. 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從屬公司，所持有本公司之股份。 2. 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。 <p>除經台灣主管機關核可之信託事業或股務代理機構外，於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本公司表決權總數之百分之三，超過時其超過之表決權，不予計算。</p> <p>本公司之股東對於股東會之事項，有自身利害關係時，不得行使其表決權或代理他股東行使表決權。有利害關係股東之股份數不算入已出席股東之表決權數。</p> <p>Article 10 (Resolution)</p> <p>Except otherwise specified in relevant laws or in the Articles of Association of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting.</p> <p>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.</p> <p>If there is amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment or the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.</p>	<p>下列之股份不得行使表決權；股東會之決議，對無表決權之股份，不算入已發行股份之總數：</p> <ol style="list-style-type: none"> 1. 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從屬子公司，所持有本公司之股份。 2. 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。 <p>除經台灣主管機關核可之信託事業或股務代理機構外，於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本公司表決權總數之百分之三，超過時其超過之表決權，不予計算。</p> <p>本公司之股東對於股東會之事項，有自身利害關係時，不得行使其表決權或代理他股東行使表決權。有利害關係股東之股份數不算入已出席股東之表決權數。</p> <p>Article 10 (Resolution)</p> <p>Except otherwise specified in relevant laws or in the Articles of Association of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting.</p> <p>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 <u>should be announced at the meeting, and shall be recorded in the minutes of the meeting.</u></p> <p>If there is amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment or the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.</p> <p><u>Where there is a proposal for election of directors in a general meeting shall be conducted in accordance with the Rules for election of Directors. and the results of the election should be announced by the Chairman at the meeting. The voting tickets shall be sealed up and signed by the person(s) checking</u></p>

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>The person(s) to check and the person(s) to record the ballots during a vote by casting ballots shall be appointed by the chairman. The person(s) checking the ballots shall be a shareholder(s).</p> <p>第十條 (決議之方式) 議案之表決，除相關法令或公司章程另有規定外，以出席股東表決權過半數之同意通過之。</p> <p>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。</p> <p>同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。</p> <p>議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。</p> <p>Article 11 (Meeting Process) The agenda of the Meeting shall be set by the Board of Directors if the Meeting is convened by the Board of Directors. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda.</p> <p>The above provision applies <i>mutatis mutandis</i> to cases where the Meeting is convened by any person, other than the Board of Directors, entitled to convene such Meeting.</p> <p>Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting before all the discussion items (including special</p>	<p><u>the ballots, and retained for at least one year. If litigation occurs regarding any matter resolved by the Shareholders before the above retention period expires, the relevant voting tickets shall continue to be retained until the litigation is concluded.</u></p> <p>The person(s) to check and the person(s) to record the ballots during a vote by casting ballots shall be appointed by the chairman. The person(s) checking the ballots shall be a shareholder(s).</p> <p>第十條 (決議之方式) 議案之表決，除相關法令或公司章程另有規定外，以出席股東表決權過半數之同意通過之。</p> <p>任何股東會應以表決做出之決議應以投票之方式進行。表決之結果應當場報告，並將贊成與反對該決議之票數記載於會議記錄中。</p> <p>同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。</p> <p>股東會有選舉董事時，應依本公司所訂董事選舉辦法辦理，並應當場宣布選舉結果。前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東提起訴訟者，應保存至訴訟終結為止。</p> <p>議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。</p> <p>Article 11 (Meeting Process) The agenda of the Meeting shall be set by the Board of Directors if the Meeting is convened by the Board of Directors. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda.</p> <p>The above provision applies <i>mutatis mutandis</i> to cases where the Meeting is convened by any person, other than the Board of Directors, entitled to convene such Meeting.</p> <p>Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting before all the discussion items (including special</p>

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>motions) listed in the agenda are resolved.</p> <p>The shareholders cannot designate any other person as chairman and continue the Meeting in the same or other place after the Meeting is adjourned. However, in the event that the Chairman adjourns the Meeting in violation of these Rules and Procedures, the shareholders may designate, by a majority of votes represented by shareholders attending the Meeting, one person as chairman to continue the Meeting.</p> <p>The chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it appropriate.</p> <p>第十一條 (議案討論) 股東會如由董事會召集者，其議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議不得變更之。 股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。 前二項排定之議程於議事（含臨時動議）未終結前，主席不得逕行宣佈散會。 會議散會後，股東不得另推選主席於原址或另覓場所續行開會。但主席違反議事規則，宣布散會者，得以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。 主席對於議案之討論，認為已達可付表決之程度時，得宣佈停止討論，提付表決。</p> <p>Article 13 (Meeting Minutes) The process of the Meeting shall be taperecorded or videotaped and these tapes shall be preserved for at least one year. If litigation occurs regarding any matter resolved by the meeting and procedures, the relevant audio or video recordings shall continue to be retained until the litigation is concluded. The resolutions of general meeting shall be recorded in the meeting minutes. The meeting minutes shall accurately record: the place, year, and time of the</p>	<p>motions) listed in the agenda are resolved.</p> <p>The shareholders cannot designate any other person as chairman and continue the Meeting in the same or other place after the Meeting is adjourned. However, in the event that the Chairman adjourns the Meeting in violation of these Rules and Procedures, the shareholders may designate, by a majority of votes represented by shareholders attending the Meeting, one person as chairman to continue the Meeting.</p> <p><u>The proposed resolutions should have sufficient discussion and description, the chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it appropriate.</u></p> <p>第十一條 (議案討論) 股東會如由董事會召集者，其議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議不得變更之。 股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。 前二項排定之議程於議事（含臨時動議）未終結前，非經決議，主席不得逕行宣佈散會。 會議散會後，股東不得另推選主席於原址或另覓場所續行開會。但主席違反議事規則，宣布散會者，得以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。 主席對於議案之討論，應給予充分說明及討論之機會，認為已達可付表決之程度時，得宣佈停止討論，提付表決。</p> <p>Article 13 (Meeting Minutes) The process of the Meeting shall be taperecorded or videotaped and these tapes shall be preserved for at least one year. If litigation occurs regarding any matter resolved by the meeting and procedures, the relevant audio or video recordings shall continue to be retained until the litigation is concluded. The resolutions of general meeting shall be recorded in the meeting minutes. The meeting minutes shall accurately record: the place, year, and time of the</p>

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>meeting; the name of the chairman; the voting method, discussion process and the result of all of the meeting. Meeting minutes shall be signed or chopped by the chairman of the meeting and distributed to all Shareholders within twenty days after the meeting, and shall be published on the website pursuant to the Applicable Listing Rules. The meeting minutes shall be carefully kept as the Company's important file throughout the life of the Company. The recording and distribution of meeting minutes may be performed by means of electronic transmission.</p>	<p>meeting; the name of the chairman; the voting method, discussion process and the result of all of the meeting. Meeting minutes shall be signed or chopped by the chairman of the meeting and distributed to all Shareholders within twenty days after the meeting, and shall be published on the website pursuant to the Applicable Listing Rules. The meeting minutes shall be carefully kept as the Company's important file throughout the life of the Company. The recording and distribution of meeting minutes may be performed by means of electronic transmission.</p> <p><u>The resolutions of general meeting shall be recorded the method and the number or proportion of the votes in the minutes of the meeting.</u></p> <p><u>Public announcement of any resolution in respect of any material information proscribed by the law shall be made timely on the Information Reporting Website designated by the competent authority.</u></p>
<p>第十三條 (股東會議事錄)</p> <p>股東會之開會過程應予全程錄音或錄影，並至少保存一年。但如有股東就本次股東會之程序或效力提起訴訟之情形，應保存至訴訟終結為止。</p> <p>股東會之決議事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東，並依相關法令於申報系統公告申報之。議事錄應確實記載：會議之年、月、日、場所、主席姓名及決議方法，並應記載議事經過之要領及其結果。議事錄在公司存續期間應永久保存。前項議事錄之分發，得以電子方式為之。</p>	<p>第十三條 (股東會議事錄)</p> <p>股東會之開會過程應予全程錄音或錄影，並至少保存一年。但如有股東就本次股東會之程序或效力提起訴訟之情形，應保存至訴訟終結為止。</p> <p>股東會之決議事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東，並依相關法令於申報系統公告申報之。議事錄應確實記載：會議之年、月、日、場所、主席姓名及決議方法，並應記載議事經過之要領及其結果。議事錄在公司存續期間應永久保存。前項議事錄之分發，得以電子方式為之。</p> <p>前項決議方法，應載明採票決方式及通過表決權數或權數比例。</p> <p>股東會決議事項，如有法令規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。</p>
<p>Article 14 (Meeting Order)</p> <p>Shareholders attending the Meeting shall have the obligation to observe Meeting rules, obey resolutions and maintain order at Meeting place.</p> <p>The chairman may conduct the disciplinary officers or the security guard to assist in keeping order of the Meeting place. Such disciplinary officers or security guards shall wear badges marked "Disciplinary Officers" for</p>	<p>Article 14 (Meeting Order)</p> <p>Shareholders attending the Meeting shall have the obligation to observe Meeting rules, obey resolutions and maintain order at Meeting place.</p> <p>The chairman may conduct the disciplinary officers or the security guard to assist in keeping order of the Meeting place. Such disciplinary officers or security guards shall wear badges marked "Disciplinary Officers" for</p>

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>identification purpose.</p> <p>第十四條 (會場秩序) 出席之股東有遵守會議規則、服從決議、維護議場秩序之義務。 主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴『糾察員』字樣臂章。</p>	<p>identification purpose.</p> <p><u>For those shareholders who use microphones other than the ones supplied at the premises may be refrained from speaking by the order of the chairman.</u> <u>Shareholders who violate the rules of the orders and refuse to obey the instructions given by the chairman, the chairman may order disciplinary officers or security guards to remove them from the premises.</u></p> <p>第十四條 (會場秩序) 出席之股東有遵守會議規則、服從決議、維護議場秩序之義務。 主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴『糾察員』字樣臂章。 <u>會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。</u> <u>股東違反議事規則不服從主席糾正，妨礙會議之進行經制止不從者，得由主席指揮糾察員或保全人員請其離開會場。</u></p>

【附件五】 ATTACHMENT V.

Comparison Table for the Procedures for Acquisition or Disposal of Assets 取得或處分資產處理程序修訂前後條文對照表

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>Article 6 The evaluation procedures of the Company and its Subsidiaries' asset acquisition or disposal are as follows:</p> <p>1. Except transactions with government institutions, contracting third parties to construct on land owned or rented by this Company, or acquisition of machinery and equipment for operation purpose, for acquisition or disposal of real estate or other fixed assets by this Company and its Subsidiaries whose amount reaches 20% of the Company's paid-in capital or NT\$300 million, an appraisal report issued by Professional Appraiser shall be obtained in advance and the following provisions should be complied with:</p> <p>(1) If for any special reason, restricted price, specific price, or special price must be used as a reference for the transaction price, the transaction should be approved by the Board of Directors in advance. The above procedures should also be followed in case the transaction terms are changed subsequently.</p> <p>(2) If the discrepancy between the result of the appraisal report of</p>	<p>Article 6 The evaluation procedures of the Company and its Subsidiaries' asset acquisition or disposal are as follows:</p> <p>1. <u>The company will not waive the right to increase the investment of Array Networks Inc. (Cayman), and Array Networks Inc. (Cayman) will not waive the right to increase the investment of Array Networks Inc. (US), Array Networks (Beijing) Co., LTD, and InfoSec Technologies Holdings Inc. in the future. InfoSec Technologies Holding Inc. will not waive the right to increase the investment of Beijing Infosec Information Safety Technology Company Limited in the future. Unless otherwise resolved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and get the approval from Gre-Tai Securities Market to waive the right of above-mentioned investments in subsidiaries due to the strategy consideration.</u></p> <p>42. Except transactions with government institutions, contracting third parties to construct on land owned or rented by this Company, or acquisition of machinery and equipment for operation purpose, for acquisition or disposal of real estate or other fixed assets by this Company and its Subsidiaries whose amount reaches 20% of the Company's paid-in capital or NT\$300 million, an appraisal report issued by Professional Appraiser shall be obtained in advance and the following provisions should be complied with:</p> <p>(1) If for any special reason, restricted price, specific price, or special price must be used as a reference for the transaction price, the transaction should be approved by the Board of Directors in advance. The above procedures should also be followed in case the transaction terms are changed subsequently.</p> <p>(2) If the discrepancy between the result of the appraisal report of</p>

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>Professional Appraiser and the transaction price exceeds 20%, this Company should request a certified public accountant to handle the matter in accordance with the provision of Auditing Standard No.20 and comment on the reason for the discrepancy and the fairness of the transaction price. The discrepancy between the appraisal result and the transaction price should be calculated based on the transaction price.</p> <p>(3) If the transaction price is over NT\$ 1 billion, this Company should retain at least two Professional Appraisers to perform the appraisal. In case the discrepancy between the two appraisal reports is over 10% of the transaction price, this Company should request a certified public accountant to handle the matter in accordance with the provision of Auditing Standard No.20 and comment on the reason for the discrepancy and the fairness of the transaction price.</p> <p>(4) If the appraisal is made prior to the contract date, the appraisal report should be issued within 3 months before the contract date; provided that if the object's publicly announced value is still the same and the appraisal report was issued no longer than 6 months, the original Professional Appraiser may present supplemental opinions.</p>	<p>Professional Appraiser and the transaction price exceeds 20%, this Company should request a certified public accountant to handle the matter in accordance with the provision of Auditing Standard No.20 and comment on the reason for the discrepancy and the fairness of the transaction price. The discrepancy between the appraisal result and the transaction price should be calculated based on the transaction price.</p> <p>(3) If the transaction price is over NT\$ 1 billion, this Company should retain at least two Professional Appraisers to perform the appraisal. In case the discrepancy between the two appraisal reports is over 10% of the transaction price, this Company should request a certified public accountant to handle the matter in accordance with the provision of Auditing Standard No.20 and comment on the reason for the discrepancy and the fairness of the transaction price.</p> <p>(4) If the appraisal is made prior to the contract date, the appraisal report should be issued within 3 months before the contract date; provided that if the object's publicly announced value is still the same and the appraisal report was issued no longer than 6 months, the original Professional Appraiser may present supplemental opinions.</p>
<p>2. This Company and its Subsidiaries before the acquisition or disposal of securities, the latest financial statements of the object company audited or reviewed by certified public accountant should be acquired for the assessment and reference of transaction price. Should the transaction price reaches 20% of this Company's paid-in capital or NT\$300 million, opinions in respect of a rational transaction price have to be sought from certified public accountant; provided however, these requirements are not applicable if such securities have a public price from an active market or if the regulatory authorities require otherwise.</p>	<p>23. This Company and its Subsidiaries before the acquisition or disposal of securities, the latest financial statements of the object company audited or reviewed by certified public accountant should be acquired for the assessment and reference of transaction price. Should the transaction price reaches 20% of this Company's paid-in capital or NT\$300 million, opinions in respect of a rational transaction price have to be sought from certified public accountant; provided however, these requirements are not applicable if such securities have a public price from an active market or if the regulatory authorities require otherwise.</p>
<p>3. If this Company and its Subsidiaries' acquisition or disposal of membership or intangible assets reaches 20% of this Company's paid-in capital or NT\$300 million, opinions in respect of a rational transaction price shall be sought from certified public accountant. Certified public accountant shall handle the matter in accordance with the provision of Auditing Standard No.20.</p>	<p>34. If this Company and its Subsidiaries' acquisition or disposal of membership or intangible assets reaches 20% of this Company's paid-in capital or NT\$300 million, opinions in respect of a rational transaction price shall be sought from certified public accountant. Certified public accountant shall handle the matter in accordance with the provision of Auditing Standard No.20.</p>
<p>4. This Company or its Subsidiaries for acquisition or disposal of assets through</p>	<p>45. This Company or its Subsidiaries for acquisition or disposal of assets</p>

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>5. Any Professional Appraiser and its appraisal personnel, certified public accountants, lawyers, or securities underwriters whom this Company or its Subsidiaries has acquired appraisal reports and opinions from, shall not be a related party of this Company or the other party of the transaction.</p> <p>第六條 本公司及子公司取得或處分資產之評估程序如下：</p> <p>一、 本公司及子公司取得或處分不動產或其他固定資產，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之機器設備外，交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應先取得專業估價者出具之估價報告，並應符合下列規定：</p> <p>(1) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。</p> <p>(2) 如專業估價者之估價結果與交易金額差距達百分之二十以上者，應請會計師依審計準則公報第二十號規定辦理，並對差異原因及交易金額之允當性表示具體意見。所稱估價結果與交易價格差距係以交易金額為準。</p> <p>(3) 交易金額達新台幣十億元以上者，應請二家以上之專業估價者估價；如二家以上專業估價者之估價結果差距達交易金額百分之十以上者，應請會計師依審計準則公報第二十號規定辦理，並對差異原因及交易金額之</p>	<p>through auction procedures of courts, the appraisal report or certified public accountant's opinion can be replaced by documents issued by the courts.</p> <p>56. Any Professional Appraiser and its appraisal personnel, certified public accountants, lawyers, or securities underwriters whom this Company or its Subsidiaries has acquired appraisal reports and opinions from, shall not be a related party of this Company or the other party of the transaction.</p> <p>第六條 本公司及子公司取得或處分資產之評估程序如下：</p> <p>一、 本公司不放棄對 Array Networks, Inc. (Cayman) 未來各年度之增資； Array Networks, Inc. (Cayman) 不放棄對 Array Network Inc.(US)、華耀環宇科技(北京)有限公司及 InfoSec Technologies Holdings Inc.(Cayman) 未來各年度之增資； InfoSec Technologies Holdings Inc.(Cayman) 不放棄對北京華耀偉業科技有限公司未來各年度之增資；未來若因策略聯盟考量或其他他經證券櫃檯買賣中心同意者，而須放棄對上開子公司之增資或處分上開子公司，須經本公司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通過。</p> <p>一、 本公司及子公司取得或處分不動產或其他固定資產，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之機器設備外，交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應先取得專業估價者出具之估價報告，並應符合下列規定：</p> <p>(1) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。</p> <p>(2) 如專業估價者之估價結果與交易金額差距達百分之二十以上者，應請會計師依審計準則公報第二十號規定辦理，並對差異原因及交易金額之允當性表示具體意見。所稱估價結果與交易價格差距係以交易金額為準。</p> <p>(3) 交易金額達新台幣十億元以上者，應請二家以上之專業估價者估價；如二家以上專業估價者之估價結果差距達交易金額百分之十以上者，應請會計師依審計準則公報第二十號規定辦理，並對差異原因及交易金額之</p>

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>允當性表示具體意見。</p> <p>(4) 契約成立日前估價者，出具報告日與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。</p> <p>二、本公司及子公司取得或處分有價證券，應先取具標的公司最近期經會計師核簽證或核閱之財務報表作為評估交易價格之參考，另交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應洽請會計師就交易價格之合理性表示意見。但該有價證券具活絡市場之公開報價或主管機關另有規定者，不在此限。</p> <p>三、本公司及子公司取得或處分會員證或無形資產，交易金額達本公司實收資本額百分之二十或新台幣三億元以上者，應洽請會計師就交易價格之合理性表示意見，會計師並應依審計準則公報第二十號規定辦理。</p> <p>四、本公司及子公司經法院拍賣程序取得或處分資產，得以法院所出具之證明文件替代估價報告或會計師意見。</p> <p>五、本公司及子公司取得之估價報告或會計師、律師或證券承銷商之意見書，該專業估價者及其估價人員、會計師、律師或證券承銷商與本公司或交易對方當事人不得為關係人。</p> <p>Article 15 The Procedures shall be approved by the Board of Directors, and the Shareholders' Meeting. Any amendment is subject to the same procedures.</p> <p>Where the position of independent director has been established, when the Procedures for the Acquisition and Disposal of Assets are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p>	<p>允當性表示具體意見。</p> <p>(4) 契約成立日前估價者，出具報告日與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。</p> <p>二、本公司及子公司取得或處分有價證券，應先取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，另交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應洽請會計師就交易價格之合理性表示意見。但該有價證券具活絡市場之公開報價或主管機關另有規定者，不在此限。</p> <p>二四、本公司及子公司取得或處分會員證或無形資產，交易金額達本公司實收資本額百分之二十或新台幣三億元以上者，應洽請會計師就交易價格之合理性表示意見，會計師並應依審計準則公報第二十號規定辦理。</p> <p>四五、本公司及子公司經法院拍賣程序取得或處分資產，得以法院所出具之證明文件替代估價報告或會計師意見。</p> <p>五五、本公司及子公司取得之估價報告或會計師、律師或證券承銷商之意見書，該專業估價者及其估價人員、會計師、律師或證券承銷商與本公司或交易對方當事人不得為關係人。</p> <p>Article 15 The Procedures shall be approved by the Board of Directors, and the Shareholders' Meeting. Any amendment is subject to the same procedures. <u>Where the amendment has been effective, public announcement of such amended procedures shall be made on the Information Reporting Website designated by the competent authority and a formal notice shall be filed to Gre-Tai Securities Market.</u></p> <p>Where the position of independent director has been established, when the Procedures for the Acquisition and Disposal of Assets are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p>

Before The Revision 修訂前條文

Where an audit committee has been established, when the Procedures for the Acquisition and Disposal of Assets are adopted or amended they shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution.

If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the Procedures may implemented if approved by more than two-thirds of all directors, provided that the resolution of the audit committee is recorded in the minutes of the board of directors meeting.

The terms "all audit committee members" in paragraph 3 and "all directors" in the preceding paragraph shall be calculated as the actual number of persons currently holding those positions.

第十五條

本程序應經董事會通過，並應提股東會同意，修訂時亦同。

本公司如已設置獨立董事，依前項規定將取得或處分資產處理程序提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄記載明。

本公司如已設置審計委員會者，訂定或修正取得或處分資產處理程序，應經審計委員會全體成員二分之一以上同意，並提董事會決議。惟如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。

前項所稱審計委員會全體成員及前項所稱全體董事，以實際在任者計算之。

After The Revision 修訂後條文

Where an audit committee has been established, when the Procedures for the Acquisition and Disposal of Assets are adopted or amended they shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution.

If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the Procedures may implemented if approved by more than two-thirds of all directors, provided that the resolution of the audit committee is recorded in the minutes of the board of directors meeting.

The terms "all audit committee members" in paragraph 3 and "all directors" in the preceding paragraph shall be calculated as the actual number of persons currently holding those positions.

第十五條

本程序應經董事會通過，並應提股東會同意，修訂時亦同；且本處理準則經修訂後，應輸入公開資訊觀測站重大訊息揭露，並函報證券櫃檯買賣中心備查。

本公司如已設置獨立董事，依前項規定將取得或處分資產處理程序提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄記載明。

本公司如已設置審計委員會者，訂定或修正取得或處分資產處理程序，應經審計委員會全體成員二分之一以上同意，並提董事會決議。惟如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。

前項所稱審計委員會全體成員及前項所稱全體董事，以實際在任者計算之。

【附件六】 ATTACHMENT VI.

**Comparison Table for the Policies and Procedures for Financial Derivatives Transactions
從事衍生性商品交易處理程序修訂前後條文對照表**

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>Article 12 Evaluation and Correction of Abnormal Situation Finance Department should prepare a bi-weekly report in connection with the transactions entered into for hedging purpose for the President's review.</p> <p>The Board of Directors holds the President accountable for the evaluation, monitoring, and control of risks arising from financial derivative transactions. The Board is itself responsible for evaluating Finance Department's hedging performance and result on a regular basis to oversee how well they fit in the Company's overall business and operating strategies and to review if the associated risks thereof have exceeded the Company's risk tolerance.</p> <p>Designated by the Board, the President should also be responsible for regularly reviewing the level of adequacy of the current risk control process and its degree of consistency with the principles and procedures set forth herein. The President should also be in the course of supervising trading and profit-loss circumstances, Once having identified unusual performances and results, the President needs to report to the Chairman or the Board immediately and undertake any actions deemed necessary to correct the situation. Where the company has independent directors, an independent director shall be present at the meeting and express an opinion.</p> <p>第十二條 定期評估方式及異常情形之處理 財務單位為業務需要辦理之避險性交易至少每月應評估二次，並呈報總經理。</p> <p>董事會除指派總經理負責衍生性金融商品交易風險之監督與控制之外，並應定期評估從事衍生性金融商品交易之績效是否符合既定之經營策略及承擔之風險是在公司容許承受之範圍。</p>	<p>Article 12 Evaluation and Correction of Abnormal Situation <u>Derivatives trading positions held shall be evaluated at least once per week.</u> Finance Department should prepare a bi-weekly report in connection with the transactions entered into for hedging purpose for the President's review.</p> <p>The Board of Directors holds the President accountable for the evaluation, monitoring, and control of risks arising from financial derivative transactions. The Board is itself responsible for evaluating Finance Department's hedging performance and result on a regular basis to oversee how well they fit in the Company's overall business and operating strategies and to review if the associated risks thereof have exceeded the Company's risk tolerance.</p> <p>Designated by the Board, the President should also be responsible for regularly reviewing the level of adequacy of the current risk control process and its degree of consistency with the principles and procedures set forth herein. The President should also be in the course of supervising trading and profit-loss circumstances, Once having identified unusual performances and results, the President needs to report to the Chairman or the Board immediately and undertake any actions deemed necessary to correct the situation. Where the company has independent directors, an independent director shall be present at the meeting and express an opinion.</p> <p>第十二條 定期評估方式及異常情形之處理 衍生性商品交易所持有之部位至少每週應評估一次，財務單位為業務需要辦理之避險性交易至少每月應評估二次，並呈報總經理。</p> <p>董事會除指派總經理負責衍生性金融商品交易風險之監督與控制之外，並應定期評估從事衍生性金融商品交易之績效是否符合既定之經營策略及承擔之風險是在公司容許承受之範圍。</p>

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>本公司總經理承董事會之指派，應定期評估目前使用之風險管理程序是否適當及確實依本處理程序之規定辦理。本公司總經理並應監督交易及損益情形，如發現異常情形，應即向董事長或董事會報告，並採取必要之因應措施；公司已設置獨立董事者，董事會應有獨立董事出席並表示意見。</p>	<p>本公司總經理承董事會之指派，應定期評估目前使用之風險管理程序是否適當及確實依本處理程序之規定辦理。本公司總經理並應監督交易及損益情形，如發現異常情形，應即向董事長或董事會報告，並採取必要之因應措施；公司已設置獨立董事者，董事會應有獨立董事出席並表示意見。</p>

【附件七】 ATTACHMENT VII.

Comparison Table for the Procedures for Endorsement & Guarantee
背書保證作業程序修訂前後條文對照表

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>Article 2 The party to whom the Company and its Subsidiaries may provide endorsement and/or guarantee include the following:</p> <ol style="list-style-type: none"> 1. Any subsidiary whose voting shares are fifty percent (50%) or more owned directly or indirectly by the Company. 2. Any company in which the Company invests and whose voting shares are fifty percent (50%) or more owned collectively by the Company and its subsidiaries. 3. Any parent company who directly or through its subsidiaries indirectly own percent (50%) or more of the Company's voting shares. <p>Subsidiaries whose voting shares are 100% owned, directly or indirectly, by the Company may provide endorsement and/or guarantee to each other.</p> <p>第二條 本公司及子公司得對下列公司為背書保證： 一、 本公司直接及間接持有表決權股份超過百分之五十之子公司。 二、 本公司與本公司之子公司持有表決權股份合併計算超過百分之五十之被投資公司。 三、 對本公司直接或經由其子公司間接持有本公司有表決權股份超過百分之五十之母公司。 本公司直接及間接持有表決權股份百分之百之公司間，得為背書保證。</p> <p>Article 4 The amount of endorsement/guarantee provided by the Company is subject to the following limits:</p> <ol style="list-style-type: none"> 1. The total amount of endorsement / guarantee provided by the Company or for any one endorsee / guarantee company, the limit shall not exceed the 	<p>Article 2 The party to whom the Company and its Subsidiaries may provide endorsement and/or guarantee include the following:</p> <ol style="list-style-type: none"> 1. Any subsidiary whose voting shares are fifty percent (50%) or more owned directly or indirectly by the Company. 2. Any company in which the Company invests and whose voting shares are fifty percent (50%) or more owned collectively by the Company and its subsidiaries. 3. Any parent company who directly or through its subsidiaries indirectly own fifty percent (50%) or more of the Company's voting shares. <p>Subsidiaries whose voting shares are <u>100% over 90%</u> owned, directly or indirectly, by the Company may provide endorsement and/or guarantee to each other, <u>and the limit shall not exceed the Company's 10% net worth, unless otherwise the Subsidiaries whose voting shares are 100% owned.</u></p> <p>第二條 本公司及子公司得對下列公司為背書保證： 一、 本公司直接及間接持有表決權股份超過百分之五十之子公司。 二、 本公司與本公司之子公司持有表決權股份合併計算超過百分之五十之被投資公司。 三、 對本公司直接或經由其子公司間接持有本公司有表決權股份超過百分之五十之母公司。 本公司直接及間接持有表決權股份百分之百九十以上之公司間，得為背書保證，且其金額不得超過本公司淨值之百分之十。但公司直接及間接持有表決權股份百分之百之公司間背書保證，不在此限。</p> <p>Article 4 The amount of endorsement/guarantee provided by the Company is subject to the following limits:</p> <ol style="list-style-type: none"> 1. The total amount of endorsement / guarantee provided by the Company or for any one endorsee / guarantee company, <u>or the Company and its</u>

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>Company's net worth, nor the net worth of the endorsee/guarantee company, whichever is lower.</p> <p>2. In case the above limits have to be exceeded to accommodate business needs, the approval from the Audit Committee (if any) and a resolution of the Board of Directors should be obtained and over half of all the directors should jointly endorse the potential loss that may be brought about by the excess of limits. The Board of Directors should also revise the Procedures ratified at the Shareholders' Meeting. If the revised Procedures are not ratified at the Shareholders' Meeting, the Board of Directors should furnish a plan containing a timetable to withdraw the excess portion.</p> <p>Where the Company has established the position of independent director, when it makes endorsements / guarantees for others, it shall take into full consideration the opinions of each independent director; independent directors' opinions specifically expressing assent or dissent and the reasons for dissent shall be included in the minutes of the board of directors' meeting.</p> <p>第四條 本公司對外背書保證時，其額度如下： 一、本公司對外背書保證總額度，及對單一企業背書保證額度不得超過本公司淨值，唯以該被背書保證公司之淨值為限。</p> <p>二、本公司辦理背書保證因業務需要而有超過前項所訂額度之必要時，應經審計委員會(如有)同意後送董事會決議並由半數以上之董事對公司超限可能產生之損失具名聯保，始得為之，並修正本程序，報經股東會追認之；股東會不同意時，應提報董事會訂定計畫於一定期限內消除超限部分。</p> <p>本公司已設置獨立董事者，於前述事項在董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。</p> <p>Article 5 If, due to changes of circumstances, the party to whom the Company provided</p>	<p>subsidiaries totally, the limit shall not exceed the Company's net worth, nor the net worth of the endorsee/guarantee company, whichever is lower. <u>While the total amount of endorsement / guarantee have exceeded more than 50% of the Company's net worth, a explanation shall be made in the general meeting.</u></p> <p>2. In case the above limits have to be exceeded to accommodate business needs, the approval from the Audit Committee (if any) and a resolution of the Board of Directors should be obtained and over half of all the directors should jointly endorse the potential loss that may be brought about by the excess of limits. The Board of Directors should also revise the Procedures and has it ratified at the Shareholders' Meeting. If the revised Procedures are not ratified at the Shareholders' Meeting, the Board of Directors should furnish a plan containing a timetable to withdraw the excess portion.</p> <p>Where the Company has established the position of independent director, when it makes endorsements / guarantees for others, it shall take into full consideration the opinions of each independent director; independent directors' opinions specifically expressing assent or dissent and the reasons for dissent shall be included in the minutes of the board of directors' meeting.</p> <p>第四條 本公司對外背書保證時，其額度如下： 一、本公司對外背書保證總額度、一及對單一企業背書保證額度及本公司及其子公司整體得為背書保證之總額，不得超過本公司淨值，<u>唯且以該被背書保證公司之淨值為限。當公司及其子公司整體得為背書保證之總額已達本公司淨值百分之五十以上者，並應於股東會說明其必要性及合理性。</u></p> <p>二、本公司辦理背書保證因業務需要而有超過前項所訂額度之必要時，應經審計委員會(如有)同意後送董事會決議並由半數以上之董事對公司超限可能產生之損失具名聯保，始得為之，並修正本程序，報經股東會追認之；股東會不同意時，應提報董事會訂定計畫於一定期限內消除超限部分。</p> <p>本公司已設置獨立董事者，於前述事項在董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。</p> <p>Article 5 If, due to changes of circumstances, the party to whom the Company provided</p>

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<p>endorsement and/or guarantee no longer satisfies the criteria set forth in Article 2 herein, or the amount of endorsement and/or guarantee exceeded the limits due to changes of basis on which the amounts of limits are calculated, a corrective plan shall be provided to the Audit Committee (if any) and Board of Directors and the proposed correction actions should be implemented within the period specified in the plan.</p>	<p>endorsement and/or guarantee no longer satisfies the criteria set forth in Article 2 herein, or the subsidiary's net worth below 50% of issued capital, or the amount of endorsement and/or guarantee exceeded the limits due to changes of basis on which the amounts of limits are calculated, a corrective plan shall be provided to the Audit Committee (if any) and Board of Directors and the proposed correction actions should be implemented within the period specified in the plan.</p>
<p>第五條 因情事變更，本公司背書保證對象原符合本程序第二條規定而嗣後不符規定，或背書保證金額因據以計算限額之基礎變動致超過所訂額度時，應訂定改善計畫，將相關改善計畫送審計委員會(如有)及董事會，並依計劃時程完成改善。</p>	<p>第五條 因情事變更，本公司背書保證對象原符合本程序第二條規定而嗣後不符規定，或背書保證對象之子公司淨值低於實收資本額二分之一，或背書保證金額因據以計算限額之基礎變動致超過所訂額度時，應訂定改善計畫，將相關改善計畫送審計委員會(如有)及董事會，並依計劃時程完成改善。</p>
<p>Article 6 The procedures and authority level for providing endorsement and/or guarantee are defined as follows:</p>	<p>Article 6 The procedures and authority level for providing endorsement and/or guarantee are defined as follows:</p>
<p>Any endorsement and/or guarantee to be provided by the Company shall be evaluated with the "Guidelines for Fund-Lending and Providing Endorsements and Guarantees by Public Companies" announced by Taiwan securities regulatory authority, and the Procedures. Finance Department shall then evaluate the necessity and rationality of the endorsement / guarantee, the credibility and risk of involved parties, the impact towards the Company's operating risk, financial position and shareholders' equity, and the necessity to acquire collateral and appraisal of collateral. Such evaluation results, along with comments and opinions provided by other related departments, shall be submitted to the Board of Directors for approval. A pre-determined limit may be delegated to the Chairman by the Board of Directors to facilitate execution and such endorsement / guarantee shall be reported to the most coming Board of Directors' Meeting for ratification. The limit shall not exceed the amount that set forth in Article 4 of endorsement/guarantee provided by the Company.</p>	<p>Any endorsement and/or guarantee to be provided by the Company shall be evaluated with the "Guidelines for Fund-Lending and Providing Endorsements and Guarantees by Public Companies" announced by Taiwan securities regulatory authority, and the Procedures. Finance Department shall then evaluate the necessity and rationality of the endorsement / guarantee, the credibility and risk of involved parties, the impact towards the Company's operating risk, financial position and shareholders' equity, and the necessity to acquire collateral and appraisal of collateral. Such evaluation results, along with comments and opinions provided by other related departments, shall be submitted to the Board of Directors for approval. A pre-determined limit may be delegated to the Chairman by the Board of Directors to facilitate execution and such endorsement / guarantee shall be reported to the most coming Board of Directors' Meeting for ratification. The limit shall not exceed the amount that set forth in Article 4 of endorsement/guarantee provided by the Company. <u>A resolution of the Board of Directors' meeting should be obtained before the Company provide the endorsement / guarantee set forth in Article 2 to the subsidiaries whose voting shares are over 90% owned, directly or indirectly, unless otherwise the Subsidiaries whose voting shares are 100% owned.</u></p>
<p>The company has established the position of independent director, when it</p>	<p>The company has established the position of independent director, when it</p>

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>submits its Operational Procedures for endorsements and/or guarantees or when it makes endorsements and/or guarantees for others, it shall take into full consideration each independent director's opinions; independent directors' opinions specifically expressing assent or dissent and their reasons for dissent shall be included in the minutes of the board of directors' meeting.</p> <p>Where an audit committee has been established, material endorsements and/or guarantees shall be approved by the Audit Committee in accordance with relevant regulations and submitted to the Board of Directors for a resolution.</p> <p>The Finance Department shall establish and maintain a reference book for its endorsement / guarantee activities and record in detail the following information for the record: the entity for which the endorsement / guarantee is made, the amount, the date of passage by the board of directors or of authorization by the chairman of the board, the date the endorsement/guarantee is made, and the matters to be carefully evaluated under paragraph 1 of the article.</p> <p>The Accounting Department shall follow the Generally Accepted Accounting Principles to assess and recognize, if any, contingent losses brought about by the endorsement/guarantee, to adequately disclose information in the financial statements, and to provide external auditors with necessary information for conducting due auditing and issuing auditing report.</p> <p>第六條 本公司對外背書保證時，其審查及處理程序、決策及授權層級如下： 本公司為他人背書或提供保證前，應審慎評估是否符合台灣證券主管機關所訂「公開發行公司資金貸與及背書保證處理準則」及本程序之規定，財務單位並應針對背書保證之必要性及合理性、背書保證對象之徵信及風險評估、對本公司之營運風險、財務狀況及股東權益之影響及應否取得擔保品及擔保品之評估價值等詳細審查，並會同相關部門之意見，將評估結果提報董事會決議後辦理。但為配合時效需要，在符合本程序第四條規定之對外背書保證額度內，由董事會授權董事長先行決行，事後再報經最近期之董事會追認之。</p> <p>本公司已設置獨立董事者，在訂定背書保證作業程序或為他人背書或提供保證，</p>	<p>submits its Operational Procedures for endorsements and/or guarantees or when it makes endorsements and/or guarantees for others, it shall take into full consideration each independent director's opinions; independent directors' opinions specifically expressing assent or dissent and their reasons for dissent shall be included in the minutes of the board of directors' meeting.</p> <p>Where an audit committee has been established, material endorsements and/or guarantees shall be approved by the Audit Committee in accordance with relevant regulations and submitted to the Board of Directors for a resolution.</p> <p>The Finance Department shall establish and maintain a reference book for its endorsement / guarantee activities and record in detail the following information for the record: the entity for which the endorsement / guarantee is made, the amount, the date of passage by the board of directors or of authorization by the chairman of the board, the date the endorsement/guarantee is made, and the matters to be carefully evaluated under paragraph 1 of the article.</p> <p>The Accounting Department shall follow the Generally Accepted Accounting Principles to assess and recognize, if any, contingent losses brought about by the endorsement/guarantee, to adequately disclose information in the financial statements, and to provide external auditors with necessary information for conducting due auditing and issuing auditing report.</p> <p>第六條 本公司對外背書保證時，其審查及處理程序、決策及授權層級如下： 本公司為他人背書或提供保證前，應審慎評估是否符合台灣證券主管機關所訂「公開發行公司資金貸與及背書保證處理準則」及本程序之規定，財務單位並應針對背書保證之必要性及合理性、背書保證對象之徵信及風險評估、對本公司之營運風險、財務狀況及股東權益之影響及應否取得擔保品及擔保品之評估價值等詳細審查，並會同相關部門之意見，將評估結果提報董事會決議後辦理。但為配合時效需要，在符合本程序第四條規定之對外背書保證額度內，由董事會授權董事長先行決行，事後再報經最近期之董事會追認之；惟本公司依本程序第二條規定對直接及間接持有表決權股份達百分之九十以上之子公司為背書保證前，應提報董事會決議後始得辦理，但本公司直接及間接持有表決權股份百分之十之公司間背書保證，不在此限。</p> <p>本公司已設置獨立董事者，在訂定背書保證作業程序或為他人背書或提供保證，</p>

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。</p> <p>本公司如已設置審計委員會者，重大之背書保證，應依相關規定經審計委員會同意，並提董事會決議。</p> <p>財務部門應建立備查簿，就背書保證對象、金額、董事會通過或董事長決行日期、背書保證日期及依本條第一項規定應審慎評估之事項，詳予登載備查。</p> <p>會計部門應依一般公認會計原理原則評估並認列背書保證之或有損失且於財務報告中適當揭露背書保證資訊，並提供簽證會計師相關資料，以採行必要查核程序，出具允當之查核報告。</p>	<p>應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。</p> <p>本公司如已設置審計委員會者，重大之背書保證，應依相關規定經審計委員會同意，並提董事會決議。</p> <p>財務部門應建立備查簿，就背書保證對象、金額、董事會通過或董事長決行日期、背書保證日期及依本條第一項規定應審慎評估之事項，詳予登載備查。</p> <p>會計部門應依一般公認會計原理原則評估並認列背書保證之或有損失且於財務報告中適當揭露背書保證資訊，並提供簽證會計師相關資料，以採行必要查核程序，出具允當之查核報告。</p>

【附件八】ATTACHMENT VIII.

Comparison Table for the Procedures for Lending Funds to Other Parties
資金貸與他人作業程序修訂前後條文對照表

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>Article 3 The total amount available for lending purpose shall not exceed the net worth of the Company.</p> <p>第三條 本公司及子公司資金貸與之總額或資金貸與個別對象不得超過本公司淨值。</p> <p>Article 9 Any lending of the Company's funds shall be evaluated with and subject to the "Guidelines for Fund-Lending and Providing Endorsements and Guarantees by Public Companies" announced by the Taiwan securities regulatory authority and the Procedures, and then submitted, together with the result of the evaluation made as described in the second paragraph of Article 5, to the Board of Directors for its approval and no delegation shall be made to any person in this regard.</p> <p>第九條 本公司資金貸與他人前，應審慎評估是否符合台灣證券主管機關所訂「公開發行公司資金貸與及背書保證處理準則」及本作業程序之規定，併同第五條第二項之</p>	<p>Article 3 The total amount available for lending purpose <u>accumulated balance of loan lent by the Company and its subsidiaries or the amount of loan lent to any individual entity shall not exceed the net worth of the Company.</u></p> <p>第三條 本公司及子公司資金貸與之總額累計餘額或資金貸與個別對象不得超過本公司淨值。</p> <p>Article 9 Any lending of the Company's funds shall be evaluated with and subject to the "Guidelines for Fund-Lending and Providing Endorsements and Guarantees by Public Companies" announced by the Taiwan securities regulatory authority and the Procedures, and then submitted, together with the result of the evaluation made as described in the second paragraph of Article 5, to the Board of Directors for its approval and no delegation shall be made to any person in this regard. <u>When fund lending to Subsidiaries is contemplated by the Company or its Subsidiary, an approval from the Board shall be obtained, and the Chairman shall be authorized to handle the matter within the Board's approved amount of fund lending to the same party and the lending is authorized in installment or revolver within one year.</u></p> <p>第九條 本公司資金貸與他人前，應審慎評估是否符合台灣證券主管機關所訂「公開發行公司資金貸與及背書保證處理準則」及本作業程序之規定，併同第五條第二項之</p>

Before The Revision 修訂前條文	After The Revision 修訂後條文
<p>審查結果提董事會決議後辦理，不得授權其他人決定。</p> <p>依前項規定將資金貸與他人作業程序或擬將資金貸與他人提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。</p>	<p>審查結果提董事會決議後辦理，不得授權其他人決定。<u>本公司與子公司間，或子公司間之資金貸與，應提董事會決議，並得授權董事長對同一貸與對象於董事會決議之一定額度及不超過一年之期間內分次撥貸或循環動用。</u></p> <p>依前項規定將資金貸與他人作業程序或擬將資金貸與他人提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。</p>

【附件九】 ATTACHMENT IX.

Array Inc. 安瑞科技股份有限公司 Rules For Election of Directors

董事選舉辦法

(Adopted by Ordinary Resolution passed on [June 14, 2010])

(經 [2010.6.14] 股東會決議通過)

Article 1

Unless otherwise provided in relevant laws and regulations or the Memorandum and Articles of Association of this Company, the directors of this Company shall be elected in accordance with the rules specified herein.

第一條

本公司董事之選舉，除相關法令及本公司章程另有規定外，悉依本辦法行之。

Article 2

Election of directors of this Company shall be held at the shareholders' meeting. This Company shall prepare ballots and note the number of voting rights.

第二條

本公司董事之選舉，於股東會中之，由公司備製選舉票，且加註選舉權數。

Article 3

In the election of directors of this Company, the names of voters may be represented by shareholders' numbers.

第三條

本公司董事之選舉，選舉人之記名，得以股東出席編號代之。

Article 4

Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five Directors and 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 GreTai Securities Market 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.

The list of candidates for election of Directors shall be prepared by the Directors and distributed to the Members at least 48 hours prior to any general meeting convened for the purposes of electing Director(s). This Company's independent directors shall be elected by adopting the candidate nomination system specified in applicable Listing Rules. The election of non-independent Directors may also adopt a candidate nomination mechanism which is in compliance with Applicable Listing Rules. The rules and procedures for such candidate nomination shall be in accordance with policies established by the Directors and by an Ordinary Resolution from time to time, which policies shall be in accordance with the Law, these Articles and the Applicable Listing Rules.

第四條

除非本公司於股東會另有決議，本公司之董事名額為五至十席，每屆董事之實際席數由股東會以普通決議之方式決定之。當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。

董事選舉候選人名單應由董事準備，並於選舉董事之股東會召開四十八小時前送交予股東；惟獨立董

事之選任，應依據適用之掛牌規則，採取候選人提名制度，其有關非獨立董事之選任，董事亦可採用合於相關掛牌規則之候選人提名制度。選舉人提名之規則及程序應與董事及普通決議所隨時通過之政策相符，該政策亦須符合法律、本章程及適用之掛牌規則。

Article 5

In the election of directors of this Company, each share shall have voting rights equivalent to the number of seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons. The election of independent directors and non-independent directors shall be held together; provided, however, that the number of independent directors and non-independent directors elected shall be calculated separately.

第五條

本公司董事之選舉，每一股份有與應選出人數相同之選舉權，得集中選舉一人或分配選舉數人。獨立董事與非獨立董事應一併進行選舉，分別計算當選名額。

Article 6

In the election of directors of this Company, candidates who acquire more votes should win the seats of directors. If two or more persons acquire the same number of votes and the number of such persons exceeds the specified seats available, such persons acquiring the same votes shall draw lots to decide who should win the seats available, and the Chairman shall draw lots on behalf of the candidate who is not present.

第六條

本公司董事之選舉，由所得選票代表選舉權數較多者，依次當選，如有二人以上得權數相同且超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

Article 7

At the beginning of the election, the Chairman shall appoint several persons each to check and record the ballots. The persons to check the ballots may be appointed from among the shareholders present.

第七條

選舉開始時由主席指定監票員、記票員若干人，執行各項有關職務。監票員得於出席股東中指定之。

Article 8

The ballot box used for voting shall be prepared by this Company and checked in public by the person to check the ballots before voting.

第八條

選舉用之投票櫃（箱）由公司備製，並應於投票前由監票員當眾開驗。

Article 9

If the candidate is a shareholder of this Company, voters shall fill in the "candidate" column the candidate's name and shareholder's number, and the number of votes cast for such candidate. If the candidate is not a shareholder of this Company, voters shall fill in the "candidate" column the candidate's name, the candidate's ID number, and the number of votes cast for such candidate. If the candidate is a government agency or a legal entity, the full name of the government agency or the legal entity or the name(s) of their representative(s) should be filled in the column.

第九條

被選舉人如為股東身分者，選舉人須在選票“被選舉人”欄填明被選舉人之戶名、戶號及所投權數；被選舉人如非股東身分者，選舉人須在選票“被選舉人”欄填明被選舉人姓名、身分證明文件號碼及所投權數。惟被選舉人為政府或法人股東時，應填列該政府或法人全銜之戶名或該政府或法人之代表

人之名稱。

Article 10

Ballots shall be deemed void under the following conditions:

- (1) Ballots not placed in the ballot box;
- (2) Ballots not prepared by this Company;
- (3) Blank ballots not completed by the voter;
- (4) If the candidate is a shareholder of this Company, the name or shareholder's number of the candidate filled in the ballot inconsistent with the shareholders' register. If the candidate is not a shareholder of this Company, the name or ID number of the candidate filled in the ballot is incorrect;
- (5) Ballots with other written characters or symbols in addition to candidate's name, shareholder's number (ID number) and the number of votes cast for the candidate;
- (6) Illegible writing;
- (7) Any of the candidate's name, shareholder's number (ID number) or the number of votes cast for such candidate being erased or changed;
- (8) The name of the candidates filled in the ballots being the same as another candidate's name and the respective shareholder's numbers (ID numbers) not being indicated to distinguish them;
- (9) The total votes cast by the voter exceeding the total voting rights of such voter; or
- (10) The number of candidates filled in the ballot exceeding the number of the seats to be elected.

第十條

選舉票有下列情形之一者，無效。

- (一) 未經投入票櫃(箱)之選舉票。
- (二) 不用本公司備製之選舉票。
- (三) 未經選舉人填寫之空白選舉票。
- (四) 所填被選舉人如為股東身分者，其戶名、戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身分證明文件號碼經核對不符者。
- (五) 填寫被選舉人之戶名(姓名)、戶號(身分證明文件號碼)及所投權數外，另夾寫其他之文字符號者。
- (六) 字跡模糊無法辨認者。
- (七) 已填寫之被選舉人戶名(姓名)、戶號(身分證明文件號碼)及所投權數中任何一項已被塗改者。
- (八) 所填被選舉人戶名(姓名)與其他股東戶名(姓名)相同，而未填股東戶號(身分證明文件號碼)以資區別者。
- (九) 選舉人所投之選舉權數總和超過其所持有之選舉權數總和者。
- (十) 所填被選舉人人數超過應選出之名額者。

Article 11

The ballots should be calculated during the meeting right after the vote casting and the results of the election should be announced by the Chairman at the meeting.

If litigation occurs regarding any matter resolved by the Board of Directors before the above retention period expires, the relevant audio or video recordings shall continue to be retained until the litigation is concluded

第十一條

投票完畢當場開票，開票結果由主席當場宣佈。

Article 12

This Company shall issue notifications to the directors elected.

第十二條

當選之董事由公司發給當選通知書。

Article 13

These Rules and any revision thereof shall become effective after approval at the shareholders' meeting.

第十三條

本辦法經股東會通過後施行，修訂時亦同。

【附件十】ATTACHMENT X.

公司章程修訂前後條文對照表

Comparison Table for the amendments of Memorandum and Articles of Association
Before and After Revision

修訂前條文 Before The Revision	修訂後條文 After The Revision
<p>AMENDED AND RESTATED MEMORANDUM of ASSOCIATION (Adopted by Special Resolution passed on 21 December 2009) 修訂及重編組織章程大綱 (經2009.12.21股東會特別決議通過) INTERPRETATION 解釋</p> <p>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：</p>	<p>AMENDED AND RESTATED MEMORANDUM of ASSOCIATION (Adopted by Special Resolution passed on 21 December 2009[●]) 修訂及重編組織章程大綱 (經2009.12.24[●]股東會特別決議通過) INTERPRETATION 解釋</p> <p>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： <u>"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.</u> "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</p>

修訂前條文 Before The Revision	修訂後條文 After The Revision
<p>"Nominated Form" has the meaning given thereto in Article 107;</p> <p>"提名表格"具有第107條給予之意義；</p> <p>34. The Company may also by either the Supermajority Resolution Type A or the Supermajority Resolution Type B:</p> <p>(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;</p> <p>(b) transfer the whole or any material part of its business or assets;</p> <p>(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;</p> <p>(d) effect any Spin-off of the Company in accordance with the Applicable Listing Rules;</p> <p>(e) carry out private placement of its securities;</p> <p>(f) grant waiver to the Director's engaging in any business within the scope of the Company's business;</p> <p>(g) distribute part or all of its dividends or bonus by way of issuance of new Shares; and</p> <p>(h) resolve to capitalize an amount standing to the credit of reserves (including a share premium account, capital redemption reserve and/or profit account), whether or not available for distribution.</p>	<p>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。</p> <p>"Roster of Beneficial Owners Nominated Form" has the meaning given thereto in Article 107;</p> <p>"受益權人名單提名表格"具有第107條給予之意義；</p> <p>34. (A) The Company may also by either the Supermajority Resolution Type A or the Supermajority Resolution Type B:</p> <p>(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;</p> <p>(b) transfer the whole or any material part of its business or assets;</p> <p>(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;</p> <p>(d) effect any Spin-off of the Company in accordance with the Applicable Listing Rules;</p> <p>(e)—carry-out private placement of its securities;</p> <p>(f)(e) grant waiver to the Director's engaging in any business within the scope of the Company's business;</p> <p>(g)(f) distribute part or all of its dividends or bonus by way of issuance of new Shares; and</p> <p>(h)(g) resolve to capitalize an amount standing to the credit of reserves (including a share premium account, capital redemption reserve and/or profit account), whether or not available for distribution.</p>

修訂前條文 Before The Revision	修訂後條文 After The Revision
<p>本公司得經 A 類重大決議或 B 類重大決議：</p> <p>(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；</p> <p>(b) 讓與全部或主要部分之營業或財產；</p> <p>(c) 受讓他人全部營業或財產，對本公司營運有重大影響者；</p> <p>(d) 任何適用之掛牌規則辦理本公司之分割；</p> <p>(e) 私募有價證券；</p> <p>(f) 解除董事競業禁止責任；</p> <p>(g) 以發行新股方式分派部分或全部股息或紅利；</p> <p>(h) 決議將資本公積貸方之科目（包括股本溢價、股本贖回準備金及/或利潤科目）轉為資本，不論其是否可供分派。</p> <p>96. A Shareholder who exercises his votes in writing or by way of electronic transmission as set forth in the preceding Article 95 shall be deemed to have attended such general meeting in person, but shall be deemed to have waived his votes in respect of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting.</p> <p>股東依據第95條而以書面或電子傳送之方式行使表決權者，應視為已親自出席股</p>	<p>(B) <u>Subject to the Law and these Articles, the Company shall not, without the Supermajority Resolution Type B, carry out a Private Placement.</u></p> <p>(A) 本公司得經 A 類重大決議或 B 類重大決議：</p> <p>(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；</p> <p>(b) 讓與全部或主要部分之營業或財產；</p> <p>(c) 受讓他人全部營業或財產，對本公司營運有重大影響者；</p> <p>(d) 依任何適用之掛牌規則辦理本公司之分割；</p> <p>(e) 私募有價證券；</p> <p>(f)(e) 解除董事競業禁止責任；</p> <p>(g)(f) 以發行新股方式分派部分或全部股息或紅利；</p> <p>(h)(g) 決議將資本公積貸方之科目（包括股本溢價、股本贖回準備金及/或利潤科目）轉為資本，不論其是否可供分派。</p> <p>(B) <u>在不違反開曼法令和章程規定之前提下，公司非經B類重大決議，不得進行私</u> <u>募。</u></p> <p>96. A Shareholder who exercises his votes in writing or by way of electronic transmission as set forth in the preceding Article 95 shall be deemed to have <u>to the extent permitted by the Cayman Islands law and the Applicable Listing Rules</u> attended such general meeting in person, <u>or have appointed the chairman of the general meeting such shareholder's proxy</u>, but shall be deemed to have waived his votes in respect of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting.</p> <p>股東依據第95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</p>

修訂前條文 Before The Revision	修訂後條文 After The Revision
<p>東會。但就該次股東會之臨時動議及原議案內容之修正，視為棄權。</p> <p>107. If a clearing house (or its nominee) is a Shareholder of the Company, it may, by executing a nomination form (the "Nomination Form"), nominate another Person or Persons (the "Nominated Person") as entitled to enjoy or exercise all or any of the following rights of the Member in relation to the Company as if the Nominated Person were a Member of the Company holding the number and class of Shares specified in the Nomination Form. The Nomination Form shall contain the names, addresses and such other relevant information of the Nominated Persons and shall be in such form as the Directors may, in their absolute discretion, approve. An executed Nomination Form shall be served to the Company no later than 50 and 20 days prior to the date of annual and extraordinary general meeting, respectively, or such other time periods as may be agreed between the Company and the clearing house, if the Nominated Person intends to enjoy or exercise the rights specified in paragraphs (c), (d), (g), (h) and (i) below at the relevant general meeting. Upon receipt of such Nomination Form, the Directors may in their sole discretion recognise the rights of the Nominated Persons specified in the Nomination Form. Notwithstanding the provisions of this Article, this Article does not confer any right enforceable against the Company by anyone other than the Shareholder and does not affect the requirements for an effective transfer or other disposition of the whole or part of a Shareholder's interests in the Company:</p>	<p>規則許可之範圍內，視為已親自出席股東會，或視同委託主席出席股東會。但就該次股東會之臨時動議及原議案內容之修正，視為棄權。</p> <p>107. If a clearing house (or its nominee) is a Shareholder of the Company, it may, by executing a nomination form delivering to the Company the Roster of Beneficial Owners for the underlying shares (the "Nomination FormRoster of Beneficial Owners"), nominate another Person or Persons such <u>beneficial owners</u> (the "Nominated Person") as entitled to enjoy or exercise all or any of the following rights of the Member in relation to the Company as if the Nominated Person were a Member of the Company holding the number and class of Shares specified in the Nomination Form <u>Roster of Beneficial Owners</u>. The Roster of Beneficial Owners <u>Nomination Form</u> shall contain the names, addresses and such other relevant information of the Nominated Persons and shall be in such form as the Directors may, in their absolute discretion, approve. A Roster of Beneficial Owners <u>executed Nomination Form</u> shall be served to the Company no later than 50 and 20 days prior to the date of annual and extraordinary general meeting, respectively, or such other time periods as may be agreed between the Company and the clearing house, if the Nominated Person intends to enjoy or exercise the rights specified in paragraphs (c), (d), (g), (h) and (i) below at the relevant general meeting. Upon receipt of such Roster of Beneficial Owners <u>Nomination Form</u>, the Directors may in their sole discretions <u>shall</u> recognise the rights of the Nominated Persons specified in the <u>Roster of Beneficial Owners</u> Nomination Form, <u>and so long as the clearing house is the Shareholder with respect to the Shares specified in the Roster of Beneficial Owners, such nomination shall not expire until the delivery by the clearing</u></p>

修訂前條文 Before The Revision	修訂後條文 After The Revision
<p>(a) pre-emptive right as provided in Article 14;</p> <p>(b) right to be sent proposed written resolution and sign the resolution instrument;</p> <p>(c) right to consent modification of rights as provided in Article 19;</p> <p>(d) appraisal rights as provided in Article 36;</p> <p>(e) right to request the Company to redeem the Shares as provided in Article 37;</p> <p>(f) right to make requisition to the Board or the Commission, as applicable, to convene general meeting as provided in Article 50 or Article 51;</p> <p>(g) right to notice of and relevant materials for general meeting;</p> <p>(h) right to vote at general meeting;</p> <p>(i) right to appoint proxy to act at general meeting;</p> <p>(j) right to submit a petition to the court for appropriate remedies for a general meeting or a resolution which in violation of the Law, Applicable Listing Rules or these Articles as provided in Article 104;</p> <p>(k) right to petition any competent court for the removal of a Director pursuant to Article 138;</p> <p>(l) right to receive dividends and distributions;</p> <p>(m) right to be sent a copy of annual accounts and reports; and</p>	<p>house of an updated Roster of Beneficial Owners. Notwithstanding the provisions of this Article, this Article does not confer any right enforceable against the Company by anyone other than the Shareholder and does not affect the requirements for an effective transfer or other disposition of the whole or part of a Shareholder's interests in the Company:</p> <p>(a) pre-emptive right as provided in Article 14;</p> <p>(b) right to be sent proposed written resolution and sign the resolution instrument;</p> <p>(c) right to consent modification of rights as provided in Article 19;</p> <p>(d) appraisal rights as provided in Article 36;</p> <p>(e) right to request the Company to redeem the Shares as provided in Article 37;</p> <p>(f) right to make requisition to the Board or the Commission, as applicable, to convene general meeting as provided in Article 50 or Article 51;</p> <p>(g) right to notice of and relevant materials for general meeting;</p> <p>(h) right to vote at general meeting;</p> <p>(i) right to appoint proxy to act at general meeting;</p> <p>(j) right to submit a petition to the court for appropriate remedies for a general meeting or a resolution which in violation of the Law, Applicable Listing Rules or these Articles as provided in Article 104;</p> <p>(k) right to petition any competent court for the removal of a Director pursuant to Article 138;</p> <p>(l) right to receive dividends and distributions;</p> <p>(m) right to be sent a copy of annual accounts and reports; and</p>

修訂前條文 Before The Revision	修訂後條文 After The Revision
<p>(n) right to inspect the documents as provided in Article 163 and Article 174.</p> <p>若一票據交易所（或其被提名人）為本公司之股東時，其得簽署提名表格（以下簡稱「提名表格」）提名一或多數被提名人（以下簡稱「被提名人」）以行使依據其載明於提名表格所持有股份之數量及總類，而為本公司成員時一般可行使之職權。提名表格之格式應由董事會依其絕對之裁量權同意，此外其應包含被提名人之姓名、住址及其他相關資訊。倘若被提名人欲於下列(c)、(d)、(g)、(h)及(i)項之權利，一份簽署之特別股東會之五十四日及二十日前，或於其他經本公司之被提名人之權利。即使有本條之規定，本條並未授與任何非股東人士強制執行之權力，且亦不影響股東有效移轉或處分本公司全部或全部權益之優先購買權；</p> <p>(a) 第14條所定之優先購買權；</p> <p>(b) 收受書面提案及簽署決議文書之權利；</p> <p>(c) 第19條所定同意修改權利之權利；</p> <p>(d) 第36條所定之估價權利；</p> <p>(e) 第37條所定請求本公司贖回股份之權利；</p> <p>(f) 第50及51條所定要求董事會或委員會召開股東股東會之權利；</p> <p>(g) 收受股東會開會通知及相關資料之權利；</p> <p>(h) 於股東會投票之權利；</p> <p>(i) 委任代理人出席股東會之權利；</p>	<p>(n) right to inspect the documents as provided in Article 163 and Article 174.</p> <p>若一交割結算票據交易所（或其被提名人）為本公司之股東時，其得簽署提名表格就所持有之股份遞交本公司受<u>益權人名單</u>（以下簡稱「<u>提名表格受益權人名單</u>」）提名<u>該等受益權人</u>一或多數<u>被提名人</u>（以下簡稱「<u>被提名人</u>」）以行使依據其載明於<u>提名表格受益權人名單</u>所持有股份之數量及總類，而為本公司成員時一般可行使之<u>相同職權權利</u>。<u>提名表格受益權人名單</u>之格式應由董事會依其絕對之裁量權同意，此外其應包含被提名人之姓名、住址及其他相關資訊。倘若被提名人欲於相關之股東會享有或行使下列(c)、(d)、(g)、(h)及(i)項之權利，一份簽署之<u>提名表格受益權人名單</u>應分別於年度及特別股東會之五十四日及二十日前，或於其他經本公司及<u>交割結算票據交易所</u>所同意之期間，送達本公司。於收受<u>提名表格受益權人名單</u>後，董事得以依其職權認可載明於<u>提名表格受益權人名單</u>內之被提名人之權利，且凡交割結算所仍為受<u>益權人名單</u>所示股份之股東，該提名應繼續有效直到交割結算所更新其受<u>益權人名單</u>。即使有本條之規定，本條並未授與任何非股東人士得以對本公司強制執行之權力，且亦不影響股東有效移轉或處分本公司一部或全部權益之優先購買權；</p> <p>(a) 第14條所定之優先購買權；</p> <p>(b) 收受書面提案及簽署決議文書之權利；</p> <p>(c) 第19條所定同意修改權利之權利；</p> <p>(d) 第36條所定之估價權利；</p> <p>(e) 第37條所定請求本公司贖回股份之權利；</p> <p>(f) 第50及51條所定要求董事會或委員會召開股東股東會之權利；</p> <p>(g) 收受股東會開會通知及相關資料之權利；</p> <p>(h) 於股東會投票之權利；</p> <p>(i) 委任代理人出席股東會之權利；</p>

修訂前條文 Before The Revision	修訂後條文 After The Revision
<p>(j) 第104條所定，如股東會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，向法院訴請救濟之權利；</p> <p>(k) 第138條所定，向任何有管轄權法院訴請解除董事職位之權利；</p> <p>(l) 領取股利或配息之權利；</p> <p>(m) 收受年度帳目及財務報表之權利；及</p> <p>(n) 第163及174條所定，檢査文件之權利。</p> <p>162.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. However, the Company may notify its Shareholders who hold less than 1,000 shares by way of a public announcement of the abovementioned statements and resolutions.</p> <p>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。但，本公司得以公告上述報表與決議之方式，通知其持股少於一千股之股東。</p> <p>191.If the Company has not completed an initial public offering of its shares on the TSE or the GretaI Securities Market (in either case, the "Taiwan IPO") as of December 31, 2010 ("Long Stop Date"), the Board of Directors of the Company shall take all necessary action to cause the Company to exit the Emerging Market (insofar as the Company has at the relevant time entered</p>	<p>(i) 第104條所定，如股東會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，向法院訴請救濟之權利；</p> <p>(k) 第138條所定，向任何有管轄權法院訴請解除董事職位之權利；</p> <p>(l) 領取股利或配息之權利；</p> <p>(m) 收受年度帳目及財務報表之權利；及</p> <p>(n) 第163及174條所定，檢査文件之權利。</p> <p>162.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. However, the Company may notify its Shareholders who hold less than 1,000 shares by way of a public announcement of the abovementioned statements and resolutions.</p> <p>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。但，本公司得以公告上述報表與決議之方式，通知其持股少於一千股之股東。</p> <p>191.If the Company has not completed an initial public offering of its shares on the TSE or the GretaI Securities Market (in either case, the "Taiwan IPO") as of December 31, 2010 ("Long Stop Date"), the Board of Directors of the Company shall take all necessary action to cause the Company to exit the Emerging Market (insofar as the Company has at the relevant time entered such Emerging</p>

修訂前條文 Before The Revision	修訂後條文 After The Revision
<p>such Emerging Market). Upon such exit, the Repurchase and Transfer-Back (as defined in Article 193) shall take place and the Cash Offer (as defined in Article 194) shall be made by the Company.</p> <p>若本公司於二〇一二年十二月三十一日(“停轉日”)仍未完成其股份在台灣證券交易所或證券櫃檯買賣中心之初次公開發行(均稱為“台灣初次公開發行”),則本公司董事會應採取所有必要之行動,使本公司退出興櫃市場(若本公司在相關時點,已進入該興櫃市場)。於退出時,應即辦理買回與回復(依第193條之定義),由本公司為現金要約(依第194條之定義)。</p> <p>195. Except as provided in Article 196(a) through 196(b), from Closing until the earlier of (a) the completion of the Repurchase and Transfer-Back or (b) the Company having completed a Taiwan IPO, (such duration, the “Lock-up Period”) no holder of equity securities of the Company may sell, assign, convey, transfer or otherwise dispose of, directly or indirectly, its interest in any equity securities of the Company to any Person, and the Company shall not issue any equity securities (including any securities convertible or exchangeable for equity securities) to any Person.</p> <p>除第 196(a)條至第 196(b)條另有規定外,自交割時至:(a) 買回與回復完成或 (b) 本公司已完成一次台灣初次公開發行(以發生在先之日期為準)之期間(該期間,稱“閉鎖期間”),本公司股權證券之持有人均不得直接或間接出售、轉讓、移轉、過戶或以其他方式處分其於本公司股權證券之權益予任何人,而本公司亦不得對任何人發行任何股權證券(包括任何可轉換或可交換股權證券之證券)。</p> <p>196. The restrictions in Article 195 shall not apply to:</p>	<p>Market). Upon such exit, the Repurchase and Transfer-Back (as defined in Article 193) shall take place and the Cash Offer (as defined in Article 194) shall be made by the Company.</p> <p>若本公司於二〇一二年十二月三十一日(“停轉日”)仍未完成其股份在台灣證券交易所或證券櫃檯買賣中心之初次公開發行(均稱為“台灣初次公開發行”),則本公司董事會應採取所有必要之行動,使本公司退出興櫃市場(若本公司在相關時點,已進入該興櫃市場)。於退出時,應即辦理買回與回復(依第193條之定義),由本公司為現金要約(依第194條之定義)。</p> <p>195. Except as provided in Article 196(a) through 196(β), from Closing until the earlier of (a) the completion of the Repurchase and Transfer-Back or (b) the Company having completed a Taiwan IPO, (such duration, the “Lock-up Period”) no holder of equity securities of the Company may sell, assign, convey, transfer or otherwise dispose of, directly or indirectly, its interest in any equity securities of the Company to any Person, and the Company shall not issue any equity securities (including any securities convertible or exchangeable for equity securities) to any Person.</p> <p>除第 196(a)條至第 196(β)條另有規定外,自交割時至:(a) 買回與回復完成或 (b) 本公司已完成一次台灣初次公開發行(以發生在先之日期為準)之期間(該期間,稱“閉鎖期間”),本公司股權證券之持有人均不得直接或間接出售、轉讓、移轉、過戶或以其他方式處分其於本公司股權證券之權益予任何人,而本公司亦不得對任何人發行任何股權證券(包括任何可轉換或可交換股權證券之證券)。</p> <p>196. The restrictions in Article 195 shall not apply to:</p>

修訂前條文 Before The Revision	修訂後條文 After The Revision
<p>(a) shares and securities convertible or exchangeable for equity securities issued subsequent to Closing and prior to, and in anticipation of, the Company's entry into the Emerging Market, such issuance being for the purposes of the fundraising by the Company in or relating to the Emerging Market and provided that the aggregate amount of such shares (together with any shares excluded from the restrictions in Article 195 pursuant to clauses (b) and (c) below) shall not exceed 3% of the then issued capital of the Company;</p> <p>(b) shares and securities convertible or exchangeable for equity securities issued after the Company has entered the Emerging Market and prior to any exit from the Emerging Market, such issuance being for the purposes of the fundraising by the Company in or relating to the Emerging Market and provided that the aggregate amount of such shares (together with any shares excluded from the restrictions in Article 195 pursuant to clauses (a) above and (c) below) shall not exceed 3% of the then issued capital of the Company;</p> <p>(c) options over shares in the Company granted to employees, consultants or service providers of the Company or of its subsidiaries, including but not limited to options granted in exchange for options over shares in ANI as contemplated in the Share Swap Agreement, provided that such options are not exercisable (and shares in the Company are not issuable pursuant to any exercise of such options) during the Lock-up Period and provided that the aggregate amount of shares in the Company over which all such options may be granted (together with any shares excluded from the restrictions in</p>	<p>(a) shares and securities convertible or exchangeable for equity securities issued subsequent to Closing and prior to, and in anticipation of, the Company's entry into the Emerging Market, such issuance being for the purposes of the fundraising by the Company in or relating to the Emerging Market and provided that the aggregate amount of such shares (together with any shares excluded from the restrictions in Article 195 pursuant to clauses (b) and (c) below) shall not exceed 3% of the then issued capital of the Company;</p> <p>(b) shares and securities convertible or exchangeable for equity securities issued after the Company has entered the Emerging Market and prior to any exit from the Emerging Market, such issuance being for the purposes of the fundraising by the Company in or relating to the Emerging Market and provided that the aggregate amount of such shares (together with any shares excluded from the restrictions in Article 195 pursuant to clauses (a) above and (c) below) shall not exceed 3% of the then issued capital of the Company;</p> <p>(c) options over shares in the Company granted to employees, consultants or service providers of the Company or of its subsidiaries, including but not limited to options granted in exchange for options over shares in ANI as contemplated in the Share Swap Agreement, provided that such options are not exercisable (and shares in the Company are not issuable pursuant to any exercise of such options) during the Lock-up Period and provided that the aggregate amount of shares in the Company over which all such options may be granted (together with any shares excluded from the restrictions in Article</p>

修訂前條文 Before The Revision	修訂後條文 After The Revision
<p>Article 195 pursuant to clauses (a) above and (b) above) shall not exceed 3% of the then issued capital of the Company; and</p> <p>(d) warrants over shares in the Company granted in exchange for warrants over shares in ANI as contemplated in the Share Swap Agreement, provided that such warrants are not exercisable (and shares in the Company are not issuable pursuant to any exercise of such warrants) during the Lock-up Period.</p> <p>第 195 條之限制不得適用於：</p> <p>(a) 交割後至本公司進入興櫃市場前發行之股份與可轉換或可交換股權證券之證券；但其發行必須是本公司預期能在興櫃市場或能就興櫃市場募集資金；且該類股份之總計數額 (連同依據以下 (b) 項與 (c) 項規定從第 195 條之限制中扣除之任何股份) 不得超過本公司當時已發行資本之百分之三；</p> <p>(b) 本公司進入興櫃市場後至退出興櫃市場前發行之股份與可轉換或可交換股權證券之證券；但其發行必須是為本公司在興櫃市場或就興櫃市場募集資金之目的；且該類股份之總計數額 (連同依據以上 (a) 項與以下 (c) 項規定從第 195 條之限制中扣除之任何股份) 不得超過本公司當時已發行資本之百分之三；</p>	<p>195 pursuant to clauses (a) above and (b) above) shall not exceed 3% of the then issued capital of the Company; and</p> <p>(d) warrants over shares in the Company granted in exchange for warrants over shares in ANI as contemplated in the Share Swap Agreement, provided that such warrants are not exercisable (and shares in the Company are not issuable pursuant to any exercise of such warrants) during the Lock-up Period; and</p> <p>(e) <u>the issuance of shares pursuant to, and for the purposes of, any Taiwan IPO, provided that, nothing in these Articles 195 and 196 shall be construed as to prevent the holders of the options or warrants over shares in the Company from exercising their options or warrants and the Company from issuing shares pursuant to such exercise during the Lock-up Period prior to, or at Taiwan IPO.</u></p> <p>第 195 條之限制不得適用於：</p> <p>(a) 交割後至本公司進入興櫃市場前發行之股份與可轉換或可交換股權證券之證券；但其發行必須是本公司預期能在興櫃市場或能就興櫃市場募集資金；且該類股份之總計數額 (連同依據以下 (b) 項與 (c) 項規定從第 195 條之限制中扣除之任何股份) 不得超過本公司當時已發行資本之百分之三；</p> <p>(b) 本公司進入興櫃市場後至退出興櫃市場前發行之股份與可轉換或可交換股權證券之證券；但其發行必須是為本公司在興櫃市場或就興櫃市場募集資金之目的；且該類股份之總計數額 (連同依據以上 (a) 項與以下 (c) 項規定從第 195 條之限制中扣除之任何股份) 不得超過本公司當時已發行資本之百分之三；</p>

修訂前條文 Before The Revision	修訂後條文 After The Revision
<p>(c) 授與本公司或其子公司之員工、顧問或服務提供者之本公司股份選擇權，包括但不限於為交換股份轉換協議中約定之 ANI 股份選擇權而授與之選擇權；但該選擇權於閉鎖期間內不得行使(且本公司之股份也不得因該選擇權之行使而發行)，且所有該選擇權所涉之本公司股份之總計數額(連同依據以上 (a) 項與 (b) 項規定從第 195 條之限制中扣除之任何股份) 不得超過本公司當時已發行資本之百分之三；及</p> <p>(d) 為交換股份轉換協議中約定之 ANI 股份權證而授與之本公司股份權證；但該權證於閉鎖期間內不得行使(且本公司之股份也不得因該權證之行使而發行)。</p>	<p>(c) 授與本公司或其子公司之員工、顧問或服務提供者之本公司股份選擇權，包括但不限於為交換股份轉換協議中約定之 ANI 股份選擇權而授與之選擇權；但該選擇權於閉鎖期間內不得行使(且本公司之股份也不得因該選擇權之行使而發行)，且所有該選擇權所涉之本公司股份之總計數額(連同依據以上 (a) 項與 (b) 項規定從第 195 條之限制中扣除之任何股份) 不得超過本公司當時已發行資本之百分之三；及</p> <p>(d) 為交換股份轉換協議中約定之 ANI 股份權證而授與之本公司股份權證；但該權證於閉鎖期間內不得行使(且本公司之股份也不得因該權證之行使而發行)。</p> <p>(e) 發行股份係依據並以台灣初次公開發行為目的。</p> <p><u>惟，第195及196條之規定不得被解釋為限制本公司選擇權或股份權證所有人在閉鎖期間行使轉換其所持有之選擇權或股份權證，公司在閉鎖期間內於台灣初次公開發行前或當時發行相關股份。</u></p>

