

THE COMPANIES LAW (2011 REVISION)
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED

MEMORANDUM OF ASSOCIATION

OF

Polygreen Resources Co., Ltd. 保綠資源股份有限公司

1. The name of the Company is Polygreen Resources Co., Ltd. 保綠資源股份有限公司.
2. The Registered Office shall be at the offices of Portcullis TrustNet (Cayman) Ltd., The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands.
3. Subject to the following provisions of this Memorandum, the objects for which the Company is established are unrestricted.
4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of The Companies Law (2011 Revision).
5. Nothing in this Memorandum shall permit the Company to carry on a business for which a licence is required under the laws of the Cayman Islands unless duly licensed.
6. If the Company is exempted, it shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of each member is limited to the amount from time to time unpaid on such member's shares.
8. The share capital of the Company is Taiwan Dollar 1,000,000,000.00 divided into

1,000,000,000 shares of a nominal or par value of Taiwan Dollar 10.00 each.

We, the undersigned, are desirous of being formed into a Company pursuant to this Memorandum of Association and the Companies Law (2011 Revision), and we hereby agree to take the numbers of shares set opposite our respective names below.

December 27, 2011

2011年12月27日

2012年6月6日

2013年6月18日

THE COMPANIES LAW (2010 REVISION)
COMPANY LIMITED BY SHARES

公司法(2013年修正版)
股份有限公司

AMENDED AND RESTATED
ARTICLES OF ASSOCIATION

OF

Polygreen Resources Co., Ltd. 保綠資源股份有限公司

保綠資源股份有限公司修正章程

(as adopted by Special Resolutions dated 18th June, 2013)

2013年6月18日特別決議通過

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AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

Polygreen Resources Co., Ltd. 保綠資源股份有限公司

保綠資源股份有限公司修正章程

(as adopted by Special Resolutions dated **18th June, 2013**)

2013年6月18日特別決議通過

INTERPRETATION

定義

1. The Regulations contained or incorporated in Table A of the First Schedule of the Companies Law (2010 Revision) shall not apply to this Company.

公司法(2010年修正版)附表一之A表內所記載之相關規定，均不適用於本公司。

2. (a) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:

除本章程另有規定外，下列左側文字之意義如其右側內容所示：

- (i) **Affiliate**
關係企業

Any other person or entity that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with the Company For the purposes of this definition, “control” (including the terms “controlling”, “controlled by” and “under common control with”), shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management policies of the Company, whether through ownership of voting securities, by contract, agency or otherwise;

直接或間接透過一個或多個中介機構以控制或從屬於本公司之任何自然人或法人，或本公司對之享有一般控制權之特定自然人或法人。在本定義中，「控制」(包括「控制」、「從屬」及「一般控制權」)係指透過持有具投票權之證券、契約、代理或其他方式，直接或間接享有本公司經營

		政策指示權限之行為；
(ii)	Articles 本章程	These Articles of Association as from time to time amended by Special Resolution; 本章程及其後經特別決議通過之修正版；
(iii)	Applicable Law 相關法律	The laws of the ROC, the rules of the Designated Stock Market, the Law or such other rules or legislation applicable to the Company; 中華民國相關法律，指定證券交易所之規則、以及其他本公司應適用之開曼公司法或其他行政規則；
(iv)	Board 董事會	The board of directors appointed pursuant to these Articles and acting at a meeting of directors at which there is a quorum or by written resolution in accordance with these Articles; 依據本章程所指定成立，並依據本章程規定集會及書面表決之董事會；
(v)	Company 本公司	Polygreen Resources Co. Ltd.; 保綠資源股份有限公司；
(vi)	Cumulative Voting 累積投票	The voting mechanism for an election of Directors as described in Article 78(b) or for an election of Supervisors as described in Article 126, as the case may be; 依據第 78(b)條選舉董事或依據第 126 條選舉監察人時之投票方式；
(vii)	Designated Stock Market 指定證券交易所	The GreTai Securities Market of the Republic of China; 財團法人中華民國證券櫃檯買賣中心；
(viii)	Directors 董事	The directors of the Company for the time being or, as the case may be, the directors assembled as a board; 本公司之董事或董事會；
(ix)	Family Relationship within Second Degree of Kinship 二親等內親屬關係	In respect of a person, means another person who is related to the first person either by blood or by marriage of a member of the family and within the second degree to include the parents, siblings, grandparents, children and grandchildren of the person as well as spouse's parents, siblings and grandparents; 於自然人，係指其他與該自然人有二親等

- 內血親或姻親關係之人，包括父母、兄弟姐妹、祖父母、子女或孫子女，以及其配偶之父母、兄弟姐妹及祖父母等；
- (x) Independent Directors
獨立董事
- As defined in the Securities and Exchange Act of the ROC and rules and regulations promulgated thereunder;
- 依中華民國證券交易法及其相關行政規則之定義；
- (xi) Joint Operation Contract
共同經營契約
- A contract between the Company and one or more person(s) or entity(ies) where the parties to the contract agree to pursue the same business venture and jointly bear losses and enjoy profits arising out of such business venture in accordance with the terms of such contract;
- 由本公司與其他單獨或多數自然人或法人所簽定，同意依據該合約之約定，共同經營事業並就該事業共同承擔損失、享受利益之契約；
- (xii) Law
開曼公司法
- The Companies Law as amended of the Cayman Islands and any amendment or other statutory modification thereof and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;
- 開曼群島之公司法及其修正版本。本章程內如有引用開曼公司法之規定時，係指引用當時有效之法律規定；
- (xiii) Lease Contract
租賃契約
- A contract or arrangement between the Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate a material or substantial part of the business of the Company in the name of such person and for the benefits of such person, and as consideration, the Company receives a pre-determined compensation from such person;
- 本公司與其他人所簽訂之由該他人承租本公司之特定工具及資產，並以該他人名義、為該他人之利益而經營本公司之主要或實質主要部分之營業，而由本公司自該人取得約定利益之契約；
- (xiv) Litigious or Non-
- A person appointed by the Company pursuant

- Litigious Agent
訴訟及非訟代理人
- to the Applicable Law as the Company's process agent for purposes of service of documents in the relevant jurisdiction.
- 依據中華民國相關法律所指定之得於特定管轄區域內收受本公司文件送達之代理人。
- (xv) Management Contract
經營契約
- A contract or arrangement between the Company and any other person(s) pursuant to which such person(s) manage and operate the business of the Company in the name of the Company and for the benefits of the Company, and as consideration, such person(s) receive a pre-determined compensation while the Company continues to be entitled to the profits (or losses) of such business;
- 由本公司與其他人所簽定之由該人以本公司名義、並為本公司之利益而管理及經營本公司之特定營業，再由本公司於承受其所營事業盈虧之範圍內，依約支付報酬與該人之契約；
- (xvi) Member
股東
- A person who is registered in the Register of Members as the holder of any Share in the Company;
- 股東名簿上登記為本公司股份持有人之人；
- (xvii) Month
月
- a calendar month;
- 日曆月；
- (xviii) Merger
合併
- the merging of two or more companies, one of which is the Company, and the vesting of their undertaking, property and liabilities in one of such company as the surviving company within the meaning of the Law and the Applicable Law;
- 依據開曼公司法及中華民國相關法律規定，由各公司將其責任、財產及義務均投入存續公司內之包括本公司在內之兩家以上公司之合併行為；
- (xix) Notice
通知
- written notice unless otherwise specifically stated and as further defined in these Articles;
- 除本章程另有定義外，均指書面通知；
- (xx) NTD
New Taiwan Dollar;

新台幣	新台幣；
(xxi) Ordinary Resolution 普通決議	<p>a resolution shall be an ordinary resolution when it has been passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by a majority of more than one-half of the votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which the quorum is present;</p> <p>於本公司常會中(或特定之特定股東會)由已達最低出席數要求之持有具投票權股份之股東親自；或於該股東為公司時，經其合法授權代表人；或於允許代理時，經其委託代理人投票過半數同意所做成之決議；</p>
(xxii) Registered Office 登記事務所	<p>The registered office of the Company as provided in Section 50 of the Law;</p> <p>本公司依據開曼公司法第 50 節規定所登記之事務所所在地；</p>
(xxiii) Register of Members 股東名簿	<p>The register of Members to be kept pursuant to section 40 of the Law;</p> <p>依據開曼公司法第 40 節規定而需保有之股東登記名簿；</p>
(xxiv) ROC 中華民國	<p>The Republic of China;</p> <p>中華民國；</p>
(xxv) Secretary 秘書	<p>Any person appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant secretary;</p> <p>由董事指定以行使本公司秘書或助理秘書職權之人；</p>
(xxvi) Seal 印鑑	<p>The common seal of the Company (if applicable) or any facsimile or official seal (if applicable) for the use outside of the Cayman Islands;</p> <p>本公司於開曼群島外所使用之通常印鑑、傳真或正式印鑑；</p>
(xxvii) Share	<p>An ordinary share of par value [NTD10] each</p>

股份	in the share capital of the Company; 本公司每股面額新台幣 10 元之普通股資本股份；
(xxviii) Special Resolution 特別決議	<p>A resolution shall be a special resolution when it has been passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by a majority of not less than two-thirds of the votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which the quorum is present, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a special resolution, has been duly given.</p> <p>於本公司常會中(或特定之特定股股東會)，就先前已先通知(但不影響依本章程所得修改之權限)之應經特別決議之事項，由已達最低出席數要求之持有具投票權股份之股東親自；或於該股東為公司時，經其合法授權代表人；或於允許代理時，經其委託代理人投票達三分之二以上同意所做成之決議；</p> <p>A Special Resolution or Supermajority Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles or the Law.</p> <p>就依據本章程或開曼公司法規定應經普通決議之事項，以特別決議或重度特別決議通過者，該決議亦為有效。</p>
(xxix) Supermajority Resolution 重度特別決議	<p>A resolution shall be a supermajority resolution when it has been passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company (i) by a majority of more than one-half of the votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a duly convened</p>

general meeting and where two or more persons present in person and representing in person or by corporate representatives or proxy not less than two-third of the total number of issued shares in the Company entitled to vote thereon are present at the time and throughout the time that such supermajority resolution is voted on, or (ii) where at the time that such supermajority resolution is voted on, the persons present in person and representing in person or by corporate representatives or proxy held less than two-third of the total number of issued shares in the Company entitled to vote thereon, by a majority of not less than two-thirds of the votes cast by such Members, as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a duly convened general meeting and where two or more persons present in person and representing in person or by corporate representatives or proxy more than one-half of the total number of issued shares in the Company entitled to vote thereon are present at the time and throughout the time that such supermajority resolution is voted on.

於本公司常會中(或特定之特定股東會)，指 (i)經持有具投票權之股東親自；或於該股東為公司時，經其合法授權代表人；或於允許代理時，經其委託代理人過半數同意，且經二位以上合計持有本公司已發行股份三分之二以上之股東，親自或由其代表人或委託代理人出席，並於特別決議投票時全程在場所做成之決議；或 (ii)於該特別決議投票時，經親自、代表或代理持有合計達本公司就該決議有投票權之已發行股份二分之一以上，而未達三分之二之人出席，並經前述人等親自、或於股東為公司時，經其合法授權代表人、或於允許代理時，經其委託代理人，依其所持有之就該決議事項得投票表決之股份，於該特別決議投票時全程在場並經該股份過半數同意所做成之決議。

Subject to satisfaction of the conditions set out above, a resolution expressed to be a Special Resolution or an Ordinary Resolution shall be effective for any purpose for which a Supermajority Resolution is expressed to be required under any provision of these Articles.

經明示應經普通決議或特別決議之事項，在符合上述條件時，如依章程改依重度特別決議方式決議者，亦為有效。

(xxx) Supervisors has the meaning ascribed to it in the ROC Company Law.

監察人

依中華民國公司法之定義。

(xxxii) Audit Committee has the meaning ascribed to it in the R.O.C law.

審計委員會

依中華民國法律之定義。

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

除本章程另有規定外，本章程內所使用特定詞，與開曼公司法內之定義條款意義相同。

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

除另有規定外，本章程內：-

(i) words importing the singular number shall include the plural number and vice-versa;

以單數表示之文字包括複數在內，反之亦同；

(ii) words importing the masculine gender only shall include the feminine gender;

以陽性表示之文字，同時包括陰性在內；

(iii) words importing persons only shall include companies or associations or bodies of persons whether incorporated or not;

人包括公司、協會或其他業經成立或尚未成立之人群主體；

(iv) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and

依據本章程所為之通知，除另有特別規定外，均應以書面為之；且此之「書面」均包括印刷、平版印刷、影印以及其他以永久可見形式表示或重製文字之方法；以及

- (v) “may” shall be construed as permissive and “shall” shall be construed as imperative.

「得」表示可以，而「應」表示「必須」。

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

本章程內所使用之標題僅為方便閱讀使用，不影響本章程之架構。

- (e) Section 8 of the Electronics Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.

除本章程已有之義務及要求外，開曼群島電子交易法(2003)第八節及其後續修正之內容，均不適用於本章程。

SHARES

股份

3. (a) Subject to the provisions, if any, in that behalf in the Memorandum of Association, these Articles (including Article 3(b) in particular), the rules of the Designated Stock Market, and without prejudice to any special rights previously conferred on the holders of existing Shares, any Share may be issued (whether forming part of the original or any increased capital and including fraction shares) with such preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, voting, return of Share capital or otherwise, as the Company may from time to time by Supermajority Resolution determine; provided, however, the Memorandum and these Articles shall be amended with the sanction of a Special Resolution to stipulate the rights, benefit and restriction of such preferred shares and the authorised number of the preferred shares. Without prejudice to the foregoing, where the Company issues any share that carries special rights, the Articles must be amended to set out the following rights attached to such shares:

除組織章程(Memorandum of Association)、本章程(包括第 3(b)節在內)、指定證券交易所規則、以及其他已賦予現存股東之特別權利外，本公司之股份(不論是否屬於已發行股份之一部分，或為新增之資本股份或畸零股)於發行時，得隨時由本公司以重度特別決議方式，就其股息、投票權、返還股本或其他事項，附加優先權、劣後權、其他特別權利或限制。本公司亦得以特別決議方式，於組織章程及本章程內規定優先股之權利、利益、限制及授權發行數量。在不影響上述規定之情形下，本公司如有發行具特別權利之新股，本章程應隨同修正以明定前述新股上所具有之各項權利：

- (i) Dividend rights;
受配股息之權利；
- (ii) Liquidation rights; and
清算相關權利；以及
- (iii) Voting rights, and
投票權；以及
- (iv) Any other special rights attached to such preferred shares.
其他該特別股所得享有之權利。

- (b) If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class or by proxy at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply.

如本公司之資本分為不同類別之股份時，各類別股份內之權利(除各該類別股份之發行條件另有規定外)，得經該類別股東於該類別股東常會中以特別決議方式，或以代理普通特別決議方式另行規定。本章程有關股東會之規定，於不牴觸之範圍內，均得適用於前述股東會。

- (c) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

各類別股份上之特別權利或其他權利，除該類別股份之發行條件另有規定外，均不因其他類別股份之創設或發行而受影響。

- (d) Subject to compliance with Applicable Law and these Articles, the Company may upon adoption of a resolution by majority consent of the Directors presenting at a Board meeting that is attended by two-thirds or more of the total number of Directors enter into a share subscription right agreement with its employees whereby the employees may subscribe, within a specific period of time, a specific number of Company shares. Upon execution of said agreement, the Company shall issue to each employee a share subscription warrant. The share subscription warrant granted to any employee of the Company shall be non-assignable except to his or her heirs.

依據中華民國相關法律及本章程之規定，本公司董事會得經三分之二以上董事出席，出席董事過半數之同意，與本公司員工簽定股份認購權合約。簽約員工得依約於特定期間內認購本公司之一定數量之股份，公司並應於簽約同時發行並交付認股權憑證與簽約員工。前述認股權憑證不得轉讓，但因繼承而轉讓者不在此限。

- (e) Subject to the provisions of Section 37 of the Law and to the extent permitted by the Applicable Law, any Share may, with the sanction of a Supermajority Resolution, be issued on the terms that it is, or at the option of the Company or the holder is liable, to be redeemed.

本公司得以重度特別決議方式，於開曼公司法第 37 節及中華民國相關法律允許之範圍內，發行可贖回或應贖回股份。

- (f) Subject to Applicable Law and the requirements of these Articles, the Company may, by a majority vote cast at a meeting of the Board with two third (2/3) or more of the total number of Directors present at the Board meeting grant such number of employee stock options, which together with all the outstanding employee stock options, represents up to fifteen percent (15%) of Company's outstanding shares as at the date of the resolution of the Board and set forth the terms of employee stock option issuance and exercise plan. The employee stock option shall not be transferrable, except transfer by inheritance or intestacy.

除中華民國相關法律及本章程另有規定外，本公司得經三分之二以上董事出席，出席董事過半數之同意，決議發行員工認股權及其發行條件與實施方式。惟連同先前已發行之部分，本公司所有員工認股權合計不得超過董事會決議當時本公司已發行股份之百分之十五(15%)。該員工認股權不得轉讓，但因繼承而轉讓者不在此限。

- (g) Subject to Applicable Law and the requirements of these Articles, employee bonus, including bonus to employees of an Affiliate of the Company, may be granted in the form of new share issuance at the sole discretion of the Board.

除中華民國相關法律及本章程另有規定外，員工紅利及其關係企業員工之紅利，均得經董事會決議以發行新股方式支付。

- (h) No share shall be issued to bearer.

本公司股份均為記名式股份。

- (i) Shares of the Company may be issued in uncertificated/scripless form.

本公司股份得以無實體方式發行。

4. Every person whose name is entered as a Member in the Register of Members shall be entitled, without payment, to a certificate of the Company specifying the Share or Shares held by him and the amount paid up thereon within thirty (30) days from the date that the name of Member is entered in the Register of Members in respect of such shares acquired by such Member, issue share certificates in accordance with these Articles and deliver the share certificates to the Members, unless the shares of the Company are issued in scripless form. In respect of a Share or Shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a Share to one of several joint holders shall be sufficient delivery to all. The Company shall publicly announce in the manner permitted by Applicable Law the time and procedure for Members to collect the share certificates. Where the shares are issued in scripless form and where applicable, the Company shall procure and instruct the relevant depository or clearing house to make

the necessary book entries to reflect the entitlement of the relevant Member in accordance with the Applicable Law.

除本公司係以無實體方式發行者外，股東名簿上所示之股東，得於登記為股東之日起三十日內，就其取得之股份，請求公司依據本章程規定免費發行並交付本股份證明與該股東。該股份證明內應記載該股東所持有之股份數量與取得價格。如股份係由多人共同持有者，本公司得發行多張股份證明，惟將其中任一股份之股份證明交付與共同持有人之一人時，即視為已交付股份證明與全體共同持有人。本公司應依中華民國相關法律規定之方式，公告收回股份證明之時間及地點。如以無實體方式發行新股時，本公司應指示存託機構依據中華民國相關法律就各股東所持有之股份完成必要之書面登記。

5. If a share certificate is defaced, lost or destroyed it may be renewed on payment of such fee, if any, and on such terms, if any, as to evidence and indemnity, as the Directors think fit.

股份證明如有毀損、遺失或滅失情事，得於支付規費後，依據董事會認為適當之相關證明及補償規定換發新證明。

6. Except as required by law, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share (except only as by these Articles or by law otherwise provided or under an order of a court of competent jurisdiction) or any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder, but the Company may in accordance with the Law issue fractions of Shares.

除法律另有規定外，本公司不接受信託持股、不接受(縱使受有通知亦同)任何股份上之衡平、或有、將來或部分利益或受其拘束(除本章程或其他法律另有規定，或有管轄權之法院另有命令外)，亦不接受股份上有其他任何權利，僅承認登記股東就該股份之完整權利，惟本公司得依據開曼公司法規定發行畸零股。

7. Subject to the requirements of these Articles (in particular, Article 34) and Applicable Law, the issuance of Shares shall be at the disposal of the Board of Directors as resolved by a majority vote cast at a meeting of the Board with two third (2/3) or more of the total number of Directors present at the Board meeting of the Company, and they may (subject to the provisions of the Law) offer, allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions as the Directors may in their absolute discretion determine, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Law

除本章程(特別是第 34 條)及中華民國相關法律另有規定外，本公司股份之發行，應經三分之二以上董事出席，出席董事過半數同意後為之。董事得依其所認為適當之條件(依據開曼公司法規定)出售、分配、提供選擇權或處分股份與第三人。除開曼公司法另有規定外，股份不得折價發行。

LIEN

留置權

8. The Company shall have a first and paramount lien on every Share (not being a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share, and the Company shall also have a lien on all Shares (other than fully paid-up Shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

本公司就(尚未付清股款之)股份，在其應付股款(已到期或未到期)之範圍內有第一順位之永久留置權。本公司就所有之已登記於個人名下之股份(已付清股款者除外)，在該個人已到期之應付與本公司款項之範圍內，亦有留置權，惟董事會得隨時宣告特定股份之全部或一部不適用本條規定。本公司就其股份所享有之留置權，及於該股份所得收取之股息。

9. The Company may sell, in such manner as the Directors think fit, any Shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share, or the persons entitled thereto by reason of his death or bankruptcy.

本公司得以董事會認為適當之方式，出賣本公司享有留置權之股份。惟前述出賣應在留置權所及之範圍內提供一定之對價，或應在請求支付前述留置權所及範圍內之股款之書面通知送達註冊股東十四天後，或於前述應付款之人死亡或破產後，始得為之。

10. For giving effect to any such sale, the Directors may authorise some person to transfer the Shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the Shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

為履行上述買賣，董事得授權其他第三人移轉股份與買受人。買受人應登記為前述股份之股東，並得了解價金之運用方式，且其就該股份所得享有之權利，不因買賣流程之不合常規或無效而受影響。

11. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the Shares prior to the sale) be paid to the person entitled to the Shares at the date of the sale.

本公司買賣股份所得之價金，應使用於支付留置權所及範圍內之已到期債務。如有剩餘(但有其他於買賣前就該股份即已存在但尚未到期之相類似留置權者，不在此限)，應交付與買賣當日該股份之股東。

CALLS ON SHARES

繳納股款

12. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their Shares provided that no call shall be payable earlier than one month from the last call; and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the Company at the time or times so specified the amount called on his Shares.

董事會得隨時請求各股東繳納就其持股尚未繳納之已到期股款，惟至少應於一個月前通知。各股東應於指定日期(指定付款日期不得少於通知後十四天)支付本公司請求繳納之股款。

13. The joint holders of a Share shall be jointly and severally liable to pay calls in respect thereof.

股份共同持有人就前述股款之繳納應負連帶責任。

14. If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of six per cent per annum from the day appointed for the payment thereof to the time of the actual payment, but the Directors shall be at liberty to waive payment of that interest wholly or in part.

如前述催繳之股款未於指定日期內支付，繳款義務人應自應付款之日起，按年息百分之六(6%)支付利息至付款時為止，惟董事會得免除前述利息之全部或一部。

15. The provisions of these Articles as to the liability of joint holders and as to payment of interest shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, whether on account of the amount of the Share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

本章程中有關共同持股股東之義務及利息等規定，就依據股份發行條件應於一定期間內支付之股款或其他金額，經類似本節之催繳通知後而仍未付清時，亦均適用之。

16. The Directors may make arrangements on the issue of Shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

董事會就股份之發行，得就催繳股款及實際付款間之差額進行調整。

17. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any Shares held by him; and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding without the sanction of the Company in general meeting six per cent) as may be agreed upon between the Member paying the sum in advance and the Directors.

各股東就其持股份尚未催繳或尚未支付之款項，如擬向本公司繳納時，董事會得於其認為適當時加以收取，並得就前述提前收取之款項支付利息(至應收取之日為止)。前述利息之利率，得由本公司與該股東另行協議之(惟除本公司另行同意外，前述利息之利率不得超過年利率百分之六)。

FORFEITURE OF SHARES

收回股份

18. If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
如股東於指定日期屆滿後仍未支付已催繳之股款或分期款，董事會得於前述指定日期之後，就尚未繳清之部分連同利息通知義務人繳納。
19. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed, the Shares in respect of which the call was made will be liable to be forfeited.
前述通知應另行指定日期(惟不得早於通知日後十四日)請求支付，並應告知如未於指定期限內支付，相關股份將會被收回。
20. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be opened for solicitation otherwise, or be forfeited by a resolution of the Directors to that effect.
如前述通知所載之請求未被履行時，相關股份得於其後，在相關股款尚未繳納前，重新對外募集或由董事會決議收回。
21. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit.
已收回之股份得依董事會認為適當之方式加以出賣或處分，亦得在前述出賣或處分前，於董事會認為適當時註銷之。
22. A person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were payable by him to the Company in respect of the Shares, but his liability shall cease if and when the Company receives payment in full of the amount due on the Shares.
股份經收回後，原持有人就該股份喪失股東身分，惟除本公司就該股份已收足全部應付股款外，該人於股份收回時，就該收回之股份所應繳納與公司之款項仍應負責繳納。
23. A statutory declaration in writing that the declarant is a Director of the Company, and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share. The Company may receive the consideration, if any, given for the Share on any sale or disposition thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed of and he shall

thereupon be registered as the holder of the Share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

立書人聲明其為本公司董事之法定書面聲明，以及聲明特定股份已於聲明內所載日期收回之法定書面聲明，即為前述聲明內所載事實之最終證明，得對抗其他就該股份主張權利之第三人。本公司得收取出賣或處分股份之對價，並將前述股份移轉與買受人或承受人。前述買受人或承受人應被登記為前述股份之股東，並得了解價金之運用方式，且其就該股份所得享有之權利，不因買賣流程之不合常規或無效而受影響。

24. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, whether on account of the amount of the Share, or by way of premium, as if the same had been made payable by virtue of a call duly made and notified.

本章程有關收回股份之規定，對於依據股份發行條件應於一定期間繳納而未能繳清之款項，不論該金額係股款或其他款項，經類似本節之催繳通知後而仍未付清時，亦均適用之。

TRANSFER AND TRANSMISSION OF SHARES

股份移轉及交付

25. All transfers of shares which are in certificated form may be effected by transfer in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee. Without prejudice to the last preceding Article, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers.

依股份證明為股份之移轉者，得以書面通常方式移轉之，或以其他董事會同意之方式為之，並得由讓與人親自簽署，或由他人代讓與人簽署；如股款已經交付完畢時，並得由受讓人親自簽署，或由他人代受讓人簽署。董事會亦得經讓與人或受讓人之請求，個案或通案接受機械方式之移轉。

- 25A. All transfers of shares which are in uncertificated or scripless form may be effected without any transfer of writing and by any method of transferring or dealing in securities introduced by Taiwan Depository & Clearing Corporation or operated in accordance with the rules or regulations adopted by Taiwan Depository & Clearing Corporation as appropriate and which have been approved by the Board for such purpose.

依無實體方式移轉股份時，得不以書面方式移轉，但得以台灣集中保管結算所依據證券交易所介紹之方式為之，或依據台灣集中保管結算所之相關規定辦理之，惟均應先經董事會同意。

- 25B. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some

other person. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect of it.

董事會得不受本章程之限制，承認得受分配人為他人利益所為之放棄分配或預先分配權之表示。於受讓人登記成為股東名簿內之股東前，讓與人仍為移轉標的股份之持有人。

- 25C. (1) The Board may, in its absolute discretion, and without giving any reason therefor, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve, or any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also, without prejudice to the foregoing generality, refuse to register a transfer of any share to more than four joint holders or a transfer of any share (not being a fully paid up share) on which the Company has a lien.

董事會對於未獲其同意之受讓人，得不附理由拒絕為股份(尚未繳清股款之股份)移轉之登記；對於員工獎勵計畫下之仍有轉讓限制之股份，亦得拒絕為移轉之登記。董事會就共同受讓人達四人以上，而本公司對之有留置權之股份(尚未繳清股款之股份)，亦得拒絕為移轉之登記。

- (2) The Board in so far as permitted by any Applicable Law may, in its absolute discretion, at any time and from time to time transfer any share upon the Register of Members to any branch register or any share on any branch register to the Register of Members or any other branch register. In the event of any such transfer, the Members requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.

董事會得自行於中華民國相關法律所允許之範圍內，將股東名簿上之股份登記移轉至其他分支登記機構，或將分支登記機構上之股份移轉至股東名簿或其他分支登記機構內。股東請求為上述移轉時，除董事會另有決定外，因此所生之費用應由該股東負擔。

- (3) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register of Members shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register of Members or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant branch registrar, and, in the case of any shares on the Register of Members, at the Registered Office or such other place at which the Register of Members is kept in accordance with the Law.

除經董事會同意(同意條件得由董事會自行決定、提供或撤回)外，登記於股東名簿上之股份均不得移轉至其他分支登記機構，其他登記於分支登記機構上之股份，亦不得移轉至股東名簿或其他分支登記機構內。所

有移轉行為及權利證明文件均應交付以利登記，如在分支登記機構內為登記時，應交付至相關分支登記機構並完成登記；如應登記於股東名簿內時，則應交付至登記事務所或其他依開曼公司法應保存股東名簿之地點以完成登記。

25D. Without limiting the generality of the last preceding Article, the Board may decline to recognise any instrument of transfer relating to shares in certificated form unless:

除符合以下情形外，以移轉股份證明之方式所為之股份移轉，董事會得拒絕承認其移轉文書之效力：

(a) the instrument of transfer is in respect of only one class of share;

該移轉文書內之移轉僅涉及單一類別之股份；

(b) the instrument of transfer is lodged at the Registered Office or such other place at which the Register of Members is kept in accordance with the Law or the relevant registration office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and

該移轉文書，連同相關之股票證明以及董事會合理要求提供以證明讓與人之移轉權利(如前述移轉文書係由其他第三人代移轉人簽署時，應包括該第三人之授權證明)之其他證據，均已交付至登記事務所，或其他依據開曼公司法規定應保存股東名簿之處所或相關之辦公處所；且

(c) if applicable, the instrument of transfer is duly and properly stamped.

該移轉文書已依相關規定蓋用印鑑。

25E. If the Board refuses to register a transfer of any share, it shall, within two months after the date on which the transfer was lodged with the Company, send to each of the transferor and transferee notice of the refusal.

董事會拒絕登記移轉行為時，應於該移轉向本公司申請登記後之兩個月內，分別將拒絕移轉登記之意思通知移轉人與受讓人。

25F. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in an appointed newspaper or any other newspapers or by any other means in accordance with the requirements of the Designated Stock Market to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.

股份或特定類別股份之移轉登記，得於指定或其他新聞紙上公告，或以指定證券交易所規定之其他方式通知後，於董事會所定之時間及期間內暫停辦理(惟暫停辦理期間合計每年不得超過三十日)。

26. Any person becoming entitled to a Share in consequence of the death or bankruptcy of a Member shall upon such evidence being produced as may from time to time be properly required by the Directors, have the right either to be registered as a Member in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt person could have made.

股東死亡或破產時，有權繼受之人得於提出董事會隨時合理要求之證據後，被登記為相關股份之股東，或於該死亡或破產股東所得指定之範圍內，指定第三人為相關股份之受讓人。

27. A person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

股東死亡或破產時有繼受權之人，得以股東之身享受相關股份所得享有之股息或其他特權，但在該人被登記為股東前，不得以股東身分參加本公司之任何須具備股東身分始得參與之會議。

ALTERATION OF CAPITAL

資本變更

28. The Company may from time to time by Special Resolution alter the conditions of its Memorandum of Association to increase the share capital by such sum, to be divided into new Shares of such amount, as the resolution shall prescribe.

本公司得隨時以特別決議變更組織章程之內容，並依據特別決議之內容增加股份資本及應發行之新股數量。

29. Subject to any direction to the contrary that may be given by the Company in general meeting and these Articles, all new Shares shall be at the disposal of the Directors in accordance with Article 7.

除本公司常會或本章程另有相反之指示外，所有新發行之股份均應由董事會依據本章程第 7 條規定發行之。

30. The new Shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the Shares in the original share capital.

新發行股份之繳款規定、留置權、移轉、轉讓、收回或其他規定，均與其他已發行之股份相同。

31. The Company may by Supermajority Resolution:

本公司得依重度特別決議方式：

- (a) consolidate and divide all or any of its Share capital into Shares of larger amount than its existing Shares;
將現有資本股份合併或分割為較現有股份價格更高之股份；
- (b) sub-divide its existing Shares, or any of them, into Shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of section 13 of the Law; and
依據開曼公司法第 13 條之規定，將現有股份之全部或一部分割為較組織章程所定金額更低之股份；或
- (c) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
將決議當日尚未被任何人所認購或同意認購之股份註銷。

32. Subject to the Law, the Company's Memorandum and Articles of Association and, where applicable, the rules of the Designated Stock Market and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares, including a purchase of shares in connection with Article 72, shall be exercisable by the Board, in such manner, upon such terms and subject to such conditions as it thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company may make payments in respect of the purchase of its shares out of capital or out of any other account or fund legally available in accordance with the Law. All issued shares purchased or acquired by the Company shall be cancelled.

本公司依據開曼公司法、公司組織章程或其他內部規定、以及指定證券交易所或其他主管機關之規定，所享有之買回或以其他方式取得自己股份之權利，包括本章程第 72 條所定之股份買賣行為，均由董事會依其認為適當之方式及條件行使之。董事會就買賣方式所為之決定，在開曼公司法之規定下，視為經本章程授權決定之行為。本公司得依據開曼公司法之規定，就前述買賣自己股份之行為，以資本或其他合法帳戶金額或基金以外之金額支應，惟所有因此而買回之股份均應註銷。

33. The Company may from time to time by Special Resolution, subject to any confirmation or consent required by the Law, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by Applicable Law.

本公司得隨時經特別決議並依開曼公司法取得所需之確認或同意後，在中華民國相關法律允許之範圍內，降低其股份資本、資本贖回公積或其他未分配盈餘公積。

PRE-EMPTIVE RIGHTS OF EXISTING MEMBERS

股東優先購買權

34. The Company shall, when conducting any share offerings other than issuance of shares resulting from or in connection with any Merger, consolidation, split-off or in connection with any Merger, consolidation, amalgamation, asset acquisition, group

reorganisation, share swap, share subdivision, exercise of share options, warrants or awards granted to employees, conversion of convertible securities or debt instruments or pursuant to resolutions of the Board passed conditionally or unconditionally before the date these Articles became effective, subject to the Employees Pre-emptive Rights (if any), grant to the Members pre-emptive rights (the “**Members Pre-emptive Rights**”) to subscribe for new shares of the Company in proportion respectively to their then shareholdings and advise Members, by public announcement in such manner as may be permitted by the Applicable Law and give notice to the Members of their pre-emptive rights, unless a general meeting has adopted an Ordinary Resolution to waive the pre-emptive rights that the Members are originally entitled to hereunder to such extent as approved. The Company may, if so resolved by the Board, grant to the employees (the “**Employees Pre-emptive Rights**”) of the Company and/or of the Company’s Affiliate(s) pre-emptive rights to subscribe for 10% to 15% of the total number of shares offered in the above-mentioned share offering and the Member’s Pre-emptive Rights shall be made subject to the Employee’s Pre-emptive Rights. The Company shall include in its notice to the Members an explanation relating to the share offering and procedures as to how their pre-emptive rights may be exercised, and shall specify the terms and conditions (as determined by the Board in its absolute discretion) in accordance with which the Members may exercise their pre-emptive rights. The Company shall also indicate in the notice that Members’ failure to exercise their pre-emptive right in the manner so specified (including failing to exercise pre-emptive right prior to the deadline) shall be deemed as waiver to such right. Where an exercise of the pre-emptive rights may result in fractional entitlement, the fractional entitlements of two or more Members may be combined to jointly subscribe for one or more whole new shares or for subscription of whole new shares or for subscription of whole new shares in the name of a single Member, subject to compliance with such directions and terms and conditions as determined by the Board. Any share not taken up in the share offering may be offered by the Company to the public or for subscription by designated person(s).

本公司發行新股時，除因合併、分割、資產取得、集團重整、股份交換、分割、行使員工認股選擇權、認股權憑證或紅利、可轉換證券或債券之轉換、或依董事會於本章程生效前所通過之有條件或無條件決議內容而發行者外，應於不違反員工優先認購權之前提下，保留股東優先認購權(下稱「**股東優先認購權**」)供股東各自依其持股比例認購本公司之新股，並應依中華民國相關法律規定所允許之方式公告並通知使各股東知悉其優先認購權，但經普通決議免除此一認購權者，不在此限。本公司得經董事會決議後，提供本公司及其關係企業之員工優先認購權(下稱「**員工優先認購權**」)，在前述發行新股總數 10%~15%之範圍內，供前述員工優先認購，且員工之優先認購權優先於股東優先認購權。本公司應於其送交與股東之通知內說明該次發行新股之細節與程序、以及股東行使優先認購權之方式，並應將行使股東認購權之相關條款(由董事會自行決定)告知各股東。本公司在前述通知內應說明：如股東未依通知內所載方式行使優先認購權(包括未於時限內行使優先權)時，其優先認購權即視為拋棄。如因行使優先認購權而有畸零股之認購可能時，二以上股東得依據董事會所決定之條件或指示，共同認購一股以上之新股，或以單一股東之名義認購完整單位之新股。未經認購之新發行股份，得由本公司公開對外發行或洽特定人認購之。

35. When the Company conducts a share offering other than issuance of shares resulting from or in connection with any Merger, consolidation, split-off, amalgamation, asset acquisition, group reorganization, share swap, share subdivision, exercise of share options, warrants or awards granted to employees, conversion of convertible securities or debt instruments within the ROC in accordance with the ROC Securities Exchange Act and the ROC Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuers, unless the ROC competent authority deems the public offering of the new share unnecessary or inappropriate, ten percent (10%) or any greater percentage as resolved by the Member at a general meeting (if any) of the total number of new shares to be issued shall be made available for public investors by way of public offering within the ROC in accordance with Applicable Law.

本公司於中華民國境內依據中華民國證券交易法及外國人募集與發行有價證券處理準則等規定發行新股時，除因合併、分割、資產取得、集團重整、股份交換、分割、行使員工認股選擇權、認股權憑證或紅利、可轉換證券或債券之轉換、或依董事會於本章程生效前所通過之有條件或無條件決議內容而發行者外，應提撥發行新股總額百分之十或經股東常會決議之更高比例之股份，依據中華民國相關法律在中華民國境內公開發行，但經中華民國主管機關認為無須或不適宜對外公開發行者，不在此限。

GENERAL MEETINGS

常會

36. The Company shall in each year hold a general meeting as its annual general meeting no later than six (6) months after the close of each fiscal year. General meetings other than annual general meetings shall be called extraordinary general meetings. The Board may whenever they think fit, convene an extraordinary general meeting.

本公司每年應於會計年度終了後六個月內召開年度常會一次。其他召開之常會應稱為臨時會。董事會得於其認為適當時召開臨時會。

37. A general meeting of the Company shall be convened by the Board and held at such time and place as may be determined by the Board. Such meeting shall be convened in the ROC, and may be convened outside the territory of the ROC only if an application has been submitted to the Designated Stock Market for approval within two (2) days after the date the Board resolve to convene such meeting, and such approval has been obtained by the Company.

本公司常會應由董事會召集，開會時間及地點由董事會決定之，惟應於中華民國境內召開之，或於董事會決議後兩天內呈請指定證券交易所同意後，在其他中華民國以外之地點召開之。

38. When a general meeting is convened outside the territory of the ROC, the Company shall appoint an agent of stock affairs within the ROC to administer and handle affairs relating to voting by Members at such general meeting.

常會如於中華民國境外召開時，本公司得於中華民國境內指定股務代理人，以監督並處理股東於常會內投票之相關事宜。

REQUISITION OF GENERAL MEETINGS

召開常會之請求

39. One or more Member(s) of the Company holding three-percent (3%) or more of the total number of the outstanding voting shares of the Company continuously for a period of one (1) year or more may, by filing with the Company a written proposal setting forth therein the subjects for discussion, consideration and approval and the reasons thereof, request the Board to convene an extraordinary general meeting. If the Board fails to give notice for convening an extraordinary general meeting within fifteen (15) days after receiving such request, the proposing Member(s) may convene an extraordinary general meeting by sending out a notice of general meeting in accordance with Article 40. The Board will not be required to prepare the manual referred to in Article 41 where a general meeting is convened by Member(s). Such meeting shall be held within the ROC and may be convened outside the territory of the ROC only if an application has been submitted to and approved by the Designated Stock Market.

繼續一年以上持有本公司已發行股份總數百分之三以上股份之股東，得以書面記明提議事項及理由，請求董事會召集臨時會。如董事會未於前述請求後十五日內為召集之通知時，提案股東得依據第 40 條規定發出通知召集臨時會。由股東所召開之常會，董事會無須依照第 41 條規定準備議事手冊。除經呈請指定證券交易所同意後，得在其他中華民國以外之地點召開外，前述會議應於中華民國境內召開。

40. Thirty (30) days' notice for annual general meeting and fifteen (15) days' notice for extraordinary meeting at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given) specifying the place, the day and the hour of meeting, the voting mechanism (whether by written ballots or other permitted electronic means) and, in the case of special business, the general nature of that business shall be given in manner hereinafter provided, or in such other manner (if any) as may be prescribed by the Company in general meetings, to such persons as are entitled to vote or may otherwise be entitled under the Articles of the Company to receive such notices from the Company; but with the consent of all the Members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice or without notice and in such manner as those Members may think fit.

召開股東常會之通知應至少於三十天前通知，召開臨時會之通知應至少於十五天前通知(收受通知日不計入前述日期內，但發出通知日應計入前述日期內)有投票權之股東或其他依本公司章程應受通知之人。前述通知內應記載開會之地點、日期、時間、投票方式(書面選票或其他經允許之電子方式)、並就特別事項記載該事項之性質。前述通知亦得以其他經本公司於常會中請求之方式為之。如經全體應收受特別會議通知之股東同意，該通知亦得於前述股東認為適當時，在較短之時間內發出或不經通知逕行召開。

41. The Board shall prepare a manual setting out the agenda of a general meeting of Members (including all the subjects and matters to be resolved at the meeting) and shall make public announcement(s) in a manner permitted by Applicable Law to disclose the contents of such manual together with other information related to the

said meeting at least twenty one (21) days prior to the date of the relevant general meeting. Such manual shall be distributed to the Members attending the general meeting in person, by proxy or by corporate representative(s)(where the Member is a corporation) at the general meeting.

董事會應備置議事手冊，手冊內應記載股東常會之議程(包括該次會議之主題及應表決事項)。議事手冊之內容及其他相關資訊，應依中華民國相關法律規定於該次會議召開至少二十一日前公告之。前述議事手冊應於會場分發給親自出席、委託出席或代表出席(股東為法人時)之人。

42. Any Member holding not less than one per cent (1%) of the Company's total and outstanding shares may submit a proposal in writing to the Company for discussion at an annual general meeting. The Company shall give a public notice in such manner as permitted by Applicable Law at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. A proposal submitted for discussion at an annual general meeting shall not be accepted when the Member submitting such proposal holds less than one cent (1%) of the Company's total and outstanding shares, or where proposal consists of a matter which shall not be resolved by a resolution of the general meeting in accordance with or under the Applicable Laws, or where more than one matter is included proposal, or the proposal is submitted after the expiration of the specified period determined by the Board, in which case, the rejected proposal shall not be discussed at the annual general meeting.

持有已發行股份總數百分之一以上股份之股東，得以書面向公司提出股東常會議案。公司應依中華民國相關法律規定，於董事會認為適當之時間公告受理股東提案之地點及期間，惟前述期間不得少於十天。提案股東持有之本公司已發行股份總數如低於百分之一，或該提案依據中華民國相關法律非屬股東會所得決議之事項，或該次提案內容多於一個提案以上，或提案時間已逾董事會所定之受理時間時，該提案在年度股東常會中不予討論。

43. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall be deemed special with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets, the report of the Directors and Supervisors, the election of Directors, Supervisors and other officers in the place of those retiring (if any).

所有於臨時會中表決之事項均應視為特別事項。除決議分派股息、承認財務報表、董事及監察人報告、以及因退休而選舉繼任董事、監察人或其他經理人等事項外，其他所有於年度常會表決之事項均應視為特別事項。

44. The following matters may not be considered, discussed or proposed for approval at a general meeting unless they have been included in the notice of general meeting with reasonable amount of explanation:

下列事項非於召集常會通知內載明並附加合理說明外，不得於常會中審議、討論或提付表決：

- (a) any election or removal of Directors and Supervisors;
選任或解任董事及監察人；

- (b) any amendment or modification to the Memorandum of Association or these Articles, including any change of the Company name;
修改組織章程或本章程，包括變更公司名稱在內；
 - (c) any dissolution, voluntary winding-up, Merger, consolidation, amalgamation or split-up of the Company;
解散、清算、併購或分割本公司；
 - (d) any proposal for the Company to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
由本公司簽署租賃契約、經營契約或共同經營契約；
 - (e) transfer whole or any substantial part of the Company's business or assets;
讓與本公司全部或主要部份之營業或資產；
 - (f) acquisition of whole of the business or assets of a third-party, which materially affects the operation of the Company;
受讓其他第三人之全部營業或資產，對公司營運有重大影響者；
 - (g) any issuance of equity-linked securities of the Company by way of private placement;
以私募方式發行證券；
 - (h) to the extent permitted by Applicable Law, any proposal to approve a Director to engage in competitive activities with the Company;
在中華民國相關法律允許之範圍內，同意董事從事與本公司業務有競爭關係之行為；
 - (i) upon recommendation of the Board, any proposal to distribute cash and/or stock dividends or distributions out of surplus in whole or in part by way of issuance of new shares of the Company; and
經董事會提案，以發行本公司新股之方式分派現金或股票股利、盈餘等；以及
 - (j) any proposal to distribute any amount standing in distributable reserve, share premium or surplus arising from donations, to then-existing Members due by way of issuing new shares of the Company.
將保留於可分配公積、股款或其他因贈與而取得之盈餘，以發行新股方式分派與股東；
45. Save as herein otherwise provided (in particular, Article 46) and subject to any additional requirements provided for under these Articles, one or more Members holding in the aggregate more than one-half (1/2) of the total issued share capital of the Company present in person or by proxy and entitled to vote shall be a quorum for convening a general meeting. If the Company shall at any time have only one

Member, one Member present in person or by proxy shall form a quorum for the transaction of business at any general meeting of the Company held during such time.

除本處另有規定(如第 46 條)或本章程另有規定外，非經持有本公司已發行有表決權股份總數二分之一以上股東親自或經代理出席，不得召開常會。本公司如僅有單一股東時，應於本公司股東常會中表決之事項，得經該股東親自或經代理準時出席該次會議後行之。

46. No business shall be transacted at any general meeting unless a quorum of Members is present at the time that the meeting proceeds to business. If a quorum of Members is not present at the commencement time of the general meeting, the chairman of the general meeting may postpone the commencement time of the general meeting not more than twice provided that the total postponement time shall not exceed one hour (the “**Postponement Period**”) from the original commencement time. If after two postponements the number of shares represented by the attending Members has not yet constituted more than one-half (1/2) of the total issued shares, the chairman shall announce the dissolution of the Meeting.

常會中應經表決之事項，須有達前條所定比例之股東於表決時在場，始得表決。於常會召開時，如出席股東未達前條所定比例，該次常會主席得將開會時間延後最多兩次，惟延後開會之時間合計不得超過一小時(「延後時間」)。如兩次延後期間均屆滿，而出席股東所持股份仍未達所有已發行股份二分之一以上時，主席即應宣布散會。

47. The chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Company.

本公司常會之主席應由董事會之主席擔任。

48. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Members present shall choose one of the members to be chairman.

如無法依上述方式產生主席，或該主席於指定開會時間十五分鐘後仍未出席或不願擔任主席時，出席股東得於其中選出一人擔任主席。

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

會議主席得經在場已達法定開會人數之出席者同意(於會議要求時，應經在場已達法定開會人數之出席者同意)延後開會時間或改變開會地點，惟延後之會議僅得討論及表決先前會議中尚未討論完畢及表決之事項。開會時間如延後十日以上時，應比照常會發出延期開會之通知。除上述情況外，延後會議時間或應於該延後會議討論之事項，均不需另行通知。

50. At any general meeting a resolution put to the vote of the meeting shall be decided on a legitimate resolution method.
於常會中付表決之議案，應依合法表決方式議決之。

VOTES OF MEMBERS

51. Subject to the provisions of the Law, any question proposed for the consideration of the Members at any general meeting shall be decided by way of an Ordinary Resolution, unless such question proposed is required to be decided by a Special Resolution or Supermajority Resolution pursuant to the provisions of these Articles or the Law.
依據開曼公司法規定，除依本章程或開曼公司法規定應經特別決議或重度特別決議者外，其他於常會提請股東討論之議案，均應以普通決議方式表決。
52. On a poll, every Member present in person or by proxy and entitled to vote shall have one vote for each Share of which he is the holder.
進行表決時，親自或經代理出席而有表決權之股東，就其所持有之股份，每一股有一表決權。
53. In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
於共同持有股份之情形，具有優先權而親自或經代理參與投票之共同持股人，其所投之票視為全體共同持有人之投票。前述之優先權係指股東名簿上登記在先之共同持股人。
54. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee or other person in the nature of a committee appointed by that court, and any such committee or other person may vote by proxy.
股東如無意識或精神錯亂，或經有管轄權之法院宣告監護時，得由監護人或其他經法院指定之視同監護人之代理人代為投票，且前述監護人或受指定之人亦得委託代理人投票。
55. No Member shall be entitled to vote at any general meeting, unless all calls or other sums presently payable by him in respect of Shares in the Company have been paid.
股東就其所持股份，非繳清全部已到期股款或其他款項後，就該股份不得在常會中投票。
56. On a poll votes may be given either personally or by proxy.
投票表決得以親自投票或代理投票方式為之。
57. To the extent required by the Applicable Law, any Member who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a general meeting shall abstain

from voting any of the shares that such Member should otherwise be entitled to vote in person, as a proxy for another Member or corporate representative with respect to the said matter, but all such shares shall be counted in the quorum for the purpose of convening a general meeting pursuant to Article 45; provided that such Member shall not be counted as a person being entitled to vote for such matter(s) To the extent that the Company has knowledge, any votes cast by or on behalf of such Member in contravention of the foregoing shall not be counted by the Company.

依中華民國相關法律之規定，就常會中提請股東討論及表決之事項，股東如有自身利益致可能損害公司利益或與之相衝突時，該股東就其持股不得加入表決，亦不得代理他人或擔任公司代表參與表決。該股東所持有之股份仍應計入第 45 條所指之出席股數內，但就該議案不具有表決權。公司如知悉其他投票係為該股東或代表該股東所為，而違反上述規定者，本公司應不計入該投票。

58. Shares of the Company held by the following persons shall not carry any voting rights and shall not be counted in the total number of outstanding shares of the Company which are entitled to vote for purposes of convening a general meeting pursuant to Article 45:

下列人士持有之本公司股份無表決權，亦不計入第 45 條之已發行股份總數內：

- (a) any entity in which the Company is legally or beneficially interested in more than fifty percent (50%) of its issued and voting share capital or equity capital; or

為本公司持有百分之五十以上之已發行有表決權股份或其他資本，在法律上或事實上有利害關係之法人；或

- (b) any entity in which the Company together with the holding company of the Company, or with any subsidiary of the holding company of the Company, are legally or beneficially interested in more than fifty percent (50%) of its issued and voting share capital or equity capital.

為本公司與其控股公司或該控股公司之子公司持有合計達百分之五十以上之已發行有表決權股份或其他資本，在法律上或事實上有利害關係之法人。

59. Subject to any additional and applicable requirements under the Law, the following matters require approval of the Members by way of a Supermajority Resolution:

除開曼公司法另有規定外，下列事項須經股東重度特別決議後始得行之：

- (a) any proposal of the Company to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contracts;

簽定、變更或終止租賃契約、經營契約或共同經營契約之提案；

- (b) any proposal to transfer or dispose of the whole or any substantial part of the Company's business or assets;

移轉或處分本公司營業或資產之全部或主要部分之提案；

- (c) any proposal to acquire the whole of the business or assets of a third-party, which will have material effect on the operations of the Company;
取得其他第三人之全部營業或資產，對本公司之營運有重大影響之提案；
- (d) upon recommendation of the Board, any proposal to distribute dividends or other distributions in whole or in part by way of issuance of new shares of the Company;
經董事會建議以發行本公司新股方式分派股息或為其他分派之提案；
- (e) any, spin-off or a splitting of the Company;
分割本公司之提案；
- (f) any issuance of equity-linked securities of the Company by way of private placement;
依私募方式發行可轉換證券之提案；
- (g) ~~(刪除)~~
- (h) any proposal to remove any existing Director or Supervisor;
解任董事或監察人之提案；
- (i) any proposal to waive non-compete obligations of any Director;
依中華民國相關法律規定免除董事競業禁止義務之提案；
- (j) any proposal to distribute amounts standing in distributable reserves, share premium reserve or surplus arising from donations by issuing new shares of the Company;
將保留於可分配公積、股款或其他因贈與而取得之盈餘，以發行新股方式分派與股東之提案；

60. Notwithstanding any provision to the contrary in these Articles and subject to compliance with the Law, any Merger of the Company shall be approved by a special resolution of the Company. And if the shares to be issued to each Member in the consolidated or surviving company are to have the same right and economic value as the Shares held in the Company, a Special Resolution of the Members voting together as one class. In either case, a Member shall have the right to vote regardless of whether the Shares that he holds otherwise give him voting rights.

不論本章程是否有其他與本處相反之規定，依據開曼公司法之規定，如欲就本公司進行併購，本公司進行併購應經特別決議後行之。如併購後之合併或新設存續公司將對各股東發行新股，而該新股與其所持有之本公司股份有相同權利

及經濟價值時，應經全體股東之特別決議後行之。不論股東是否有權投票，於前述決議中，該股東就其持股均有投票權。

PROXIES

代理

61. Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote on behalf of him; provided that a Member, irrespective of how many shares he holds, may only appoint one proxy to represent him and vote on his behalf at a general meeting of the Company.

得出席本公司會議並得參與投票表決之股東，得指定其他第三人為其代理人，代理該股東出席會議並參與投票，惟任一股東不論所持股數多少，僅得指定一人為其代理人，代理該股東出席本公司常會並代該股東投票表決。

62. The instrument appointing a proxy shall be in writing under the hand of the Member or, if the Member is a corporation, either under seal or under the hand of a director or officer or attorney duly authorized, and shall include such information as maybe required by the Company, including instruction to Member for completion of the proxy, proxy voting instruction and basic information of the Member appointing the proxy and of the proxy appointed or shall be in such form as authorised by the Board in accordance with Article 63. A proxy may not be a Member of the Company. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy is given; provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at its Registered Office or at an address specified in the proxy form before the commencement of the general meeting, or adjourned meeting, at which it is sought to use the proxy.

指定代理委託書應由股東親自簽署，股東如為法人時，得以蓋章或由其董事、經理人或其他授權代表簽署方式為之。委託書內應記載公司要求記載之資訊，例如指示股東如何完成委託代理之方式、代理投票之指示、股東及其委託代理人之基本資料、以及是否需依董事會依第 63 條規定所提供之格式為委託代理。受託之代理人不以股東為限。依據代理委託書內容所為之投票，不因本人之死亡或喪失行為能力而受影響，亦不因代理委託書或授權之撤回而受影響，但前述死亡、喪失行為能力或撤回之書面通知，如於常會或延後會議開始前送達至本公司之登記事務所或委託代理書上所載之地點，並經本公司收受者，不在此限。

63. The Board may send out the form of instrument for appointing a proxy either by post or electronic transmission in or by way of note to or in any document accompanying the notice convening the meeting on the same delivery date with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument appointing a proxy shall be delivered to the Registered Office of the Company or at such other place as is specified in the notice for that purpose not less than five (5) days before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, save with respect to the deemed appointment of the chairman as proxy under Article 66, the instrument

of proxy shall not be treated as valid PROVIDED that the chairman of the meeting may in his discretion accept an instrument of proxy sent by telex or telefax upon receipt of telex or telefax confirmation that the signed original thereof has been sent.

董事會得以郵寄或電子傳輸方式，將委託代理書之格式，一併於寄發開會通知時檢附於開會通知或備註內供股東使用。完成之委託代理書應至少於指定開會日或延後開會日期五日前，寄至本公司之登記事務所或其他通知內所指定之地點。委託代理書內應指定由何人代理，並應指定如何行使投票權。如無此指定，除依第 66 條規定應由主席代理者外，該委託代理書應視為無效，但會議主席如認為該委託代理書係先以電報或傳真方式送達，並依電報或傳真方式確認委託書正本已經寄出者，則會議主席亦得承認該委託書之效力。

64. Where multiple instruments of proxy are received by the Company from the same Member, the first written duly executed and valid instrument of proxy received by the Company shall prevail, unless an explicit written statement revoking the previous instrument(s) appointing a proxy is made in the subsequent duly executed and valid instrument of proxy received by the Company. The Board shall have the final discretion to determine which instrument of proxy shall be accepted where there is any dispute. Unless otherwise provided in these Articles, delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

本公司如收到同一股東所出具之多份委託書時，以最先收到之經適當簽署且有效之委託書為準，但於後續委託書中明確表示撤回先前之委託書，而該後續委託書亦經適當簽署並有效力者，不在此限。因委託書發生爭議時，董事會有決定以何份委託書為準之最終決定權。除本章程另有規定外，縱使已有提出代理委託書，本人仍得親自出席並參與投票表決。如經本人親自出席並參與投票表決者，已提出之代理委託書即視為撤回。

65. Unless otherwise provided in these Articles, the instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

除本章程另有規定外，代理委託書之出具，視為授權代理人得於其認為適當時請求或與他人共同請求就特定事項進行投票表決，並得就該次會議之修正議案進行表決。除代理委託書內另有反對之明文外，代理委託書之效力及於該次會議之延後會議或其他相關會議。

66. To the extent permitted by Applicable Law and notwithstanding any provisions provided in these Articles, the Board may resolve to allow Members not attending and voting at a general meeting in person, by proxy or by corporate representatives (where a Member is a corporation), to exercise their voting power and cast their votes by a written instrument approved by the Board or by way of electronic transmission (as provided under the ROC Electronic Signatures Act) prior to commencement of the general meeting, provided that the relevant methods and procedures are specified in the notice of that meeting and complied with by such Member(s). However, if a general meeting is convened outside the territory of the ROC, to the extent permitted

by Applicable Law, the Company must allow the Members to exercise their voting rights and cast their votes by way of a written instrument approved by the Board or by way of electronic transmission in the manner referred to in the foregoing. For the avoidance of doubt, those Members voted in the manner mentioned in the foregoing shall, for purposes of these Articles and the Law, be deemed to have appointed the chairman of the general meeting as their proxy to vote their shares at the general meeting in the manner directed by the written instrument or electronic document. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the general meeting, and the Members shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

在中華民國相關法律所允許之範圍內，如相關方法及程序已載明於開會通知，並經股東確實遵守者，董事會得決議允許股東得不親自、委託代理或授權公司代表(如股東為法人時)出席及投票，而以董事會同意之書面或電子傳輸方式(依中華民國電子簽章法之規定辦理)行使其投票權及投票。惟常會如於中華民國境外召開時，在中華民國相關法律所允許之範圍內，董事會應允許股東以前述董事會同意之書面或電子傳輸方式行使其投票權及投票。為避免疑慮，就本章程及開曼公司法而言，股東依上述方式所為之投票，應視為指定由當次常會之主席為其代理人，代理該股東於該次常會中就其所持股份，以前述書面指示或電子文件內所載之方式代為投票。會議主席代理投票時，僅得依據前述書面指示或電子文件所授權之事項行使代理投票權，且不得就常會修正議案行使代理投票權。就該次會議之臨時動議事項及決議事項之修正案，該股東視為放棄投票權。

67. Where a Member has exercised the voting power and casted its votes by written instrument or by way of electronics transmission intends to attend the meeting physically in person, such Member shall send a separate written declaration of intention to rescind and revoke the votes casted by way of written instrument or electronic transmission to the Company, whichever was previously exercised by the Member, at least two (2) business day prior to the date of the general meeting failing which, the Member shall be deemed to have waived his right to attend and vote at the relevant general meeting in person, the deemed appointment by the Member of the chairman as proxy shall remain valid and the Company shall not count any votes cast by such Member physically at the relevant general meeting.

前述依書面指示或電子傳輸方式行使投票權及投票之股東擬親自出席股東會時，該股東應另行且至少於當次常會召開日二日前，以書面或電子方式，向本公司送交書面之親自出席聲明書，並撤回先前以書面指示或電子傳輸方式行使投票權及投票之行為，否則即視為該股東放棄親自出席並參與投票之權利，而該股東先前所為之指定主席之行為仍為有效，該股東親自出席該次常會並參與投票之票數，本公司不得計入投票數內。

68. A Member who is deemed to have appointed the chairman as proxy pursuant to Article 66 for purposes of casting his vote by written instrument approved by the Board or by way of electronic transmission shall have the right to appoint another person as its proxy to attend the meeting, in which case the express appointment of

another proxy shall be deemed to have revoked the deemed appointment of the chairman as proxy under Article 66 and the Company shall only count the vote(s) casted by such expressly appointed proxy at the meeting.

股東依據第 66 條規定視為以董事會所同意之書面格式或電子傳輸方式委託主席投票者，仍得指定其他人為其代理人出席會議。以他人為其代理人之明示指定行為視為第 66 條視為指定行為之撤回，本公司僅得將前述明示指定之代理人所投之票計入投票數內。

69. Except for an ROC trust enterprise or stock agencies approved by the ROC competent authority, save with respect to the chairman being deemed appointed as proxy under Article 66, when a person acts as the proxy for two or more Members, the total number of voting shares that the proxy may vote shall not exceed three percent (3%) of the total number of voting shares of the Company; otherwise, such number of voting shares in excess of the aforesaid threshold shall not be counted towards the number of votes cast for or against the relevant resolution or the number of voting shares entitled to vote on such resolution but shall be included in the quorum. Upon such exclusion, the number of voting shares being excluded and attributed to each Member represented by the same proxy shall be determined on a pro-rata basis based on the total number of voting shares being excluded and the number of voting shares that such Members have appointed the proxy to vote for.

除中華民國主管機關同意之中華民國信託機構或股務代理機構，以及依據第 66 條規定由主席擔任代理人之情況外，同一人擔任兩位以上股東之代理人時，該代理人就其所代理之有投票權股份，僅得在本公司全部有表決權股份百分之三之範圍內為投票，超過部分不計入贊成及反對票，亦不計入該次表決議案之投票數，但應計入該次會議之出席股數內。有上述排除投票之情形時，應按排除投票之股份數目與該代理人所代理之各股東所持股份全部比例排除之。

70. To the extent permissible under Applicable Law and subject to compliance with these Articles and the Law, when a proxy is used by a member in a general meeting, the relevant provisions under the “ROC Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies” shall also apply.

在中華民國相關法律所允許之範圍內，並依據本章程及開曼公司法規定，股東於常會中使用委託代理書時，亦應依照「中華民國公開發行公司出席股東會使用委託書規則」之規定辦理之。

ANNULMENT OF RESOLUTIONS

決議無效

71. To the extent permitted by Applicable Law, where the procedures for convening a general meeting or the proceedings of the general meeting contravene any applicable laws, regulations, ordinances, Applicable Law or these Articles, any Member may submit a petition within thirty (30) days from the date of such general meeting to a competent court having proper jurisdiction, including, the ROC Taipei District Court, if applicable, for annulment of such resolution.

在中華民國相關法律允許之範圍內，召開常會之程序或會議進行之程序違反相關法令、中華民國相關法律及本章程之規定者，股東得自常會召開之日起三十天內，向包括台灣台北地方法院在內之有管轄權之法院，訴請撤銷該次決議。

APPRAISAL RIGHT OF DISSENTING MEMBERS

反對股東收買請求權

72. Subject to compliance with Applicable Law, a Member who has expressed his dissent, in writing or verbally with a record, before or during a general meeting, with respect to any resolution proposed at a general meeting in relation to the following matter(s), may abstain from exercising his voting rights in respect of such resolution(s) and request the Company to acquire or purchase his share(s) at the then prevailing fair price:

在符合中華民國相關法律之情形下，如股東於常會召開前或召開時，曾就下列議案以書面表示反對，或以口頭表示反對並做成記錄者，得不參與該議案之表決，並請求本公司以當時公平價格收買其股份：

- (a) splitting of a material part of the business or assets of the Company by way of disposal or otherwise;
分割本公司主要部份之營業或資產之議案；
- (b) Merger of the Company;
併購本公司之議案；
- (c) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
簽署、變更或終止租賃契約、經營契約或共同經營契約之議案；
- (d) transfer whole or any substantial part of the Company's business or assets; and
移轉本公司全部或主要部分營業或資產之議案；以及
- (e) acquisition of whole of the business or assets of a third-party, which materially affects the operation of the Company.
取得第三人之全部營業或資產，對於本公司之營運有重大影響之議案。

73. Subject to the above, the Member shall give written notice to request the Company to acquire or purchase his shares no later than twenty (20) days after the passing of a conditional or unconditional resolution approving any of the above matter(s) at the relevant general meeting, and shall state in such request the class and number of shares that such Member requests the Company to repurchase.

在上述情況下，該股東應於做成無條件或附條件決議後之二十日內，以書面請求本公司收買其股份，並於該書面請求中指明請求本公司收買之股份類別。

74. If agreement on the price of the shares can be reached between the Member and the Company, the Company shall, subject to compliance with these Articles and the Law, repurchase and pay for the shares within ninety (90) days from the date on which the

conditional or unconditional resolution was passed. If no agreement is reached within sixty (60) days of the date on which the resolution was passed, the Member may, within thirty (30) days from the date on which the sixty-day (60) period expires, apply to a competent court for a ruling on the price. Subject to the ruling of the competent court, the Company shall pay judgment interest on the price as determined by the court from the date of expiration of the period referred to above.

如該股東及本公司就前述收買股份之價格達成協議時，本公司應依照本章程及開曼公司法之規定買回前述股份，並於前述無條件或有條件決議做成後之九十日內支付股款。如收買股份之價格不能於前述決議通過後之六十日內達成協議時，該股東得於前述六十日期間屆滿後之三十日內，請求法院為價格之決定。本公司就前述六十日期間屆滿後至法院決定價格之日為止之期間，應依法院決定之價格計算收買價格並支付利息。

75. The payment of repurchase price to the Members shall be made at the same time against the delivery of the relevant share certificate(s) and an instrument(s) of transfer (where the shares are in certificated form) in respect of the shares subject to such instrument(s) of transfer (where the shares are in certificated form) for the repurchase being duly executed by such Member to the Company, and the date of transfer of such shares shall be the date on which payment is made by the Company to the Member and the Register of Members of the Company shall be updated accordingly.

買回前述股東所持股份之價金，應於該股東交還相關股份證明，並由雙方完成相關股份移轉之文書(如該股份有核發股份證明時)簽署同時，交付與該股東。前述股份之移轉時間，應為本公司交付價金與該股東之時間，且本公司之股東名簿應隨同更新。

76. The request of a Member pursuant to Article 72 above shall become ineffective if the Company announces before completion of the purchase under Article 75 that the Company will not proceed with the matters that such Member dissented to under Article 72 or where the Company is prohibited under Applicable Law to repurchase the relevant shares. Where a Member fails to make a request within the period prescribed in Article 73 and 74 above, such Member is deemed to have duly waived his rights under Article 72.

前述股東依據第 72 條規定所為之收買請求，如本公司於完成該股份之收買前，決定不進行該股東依據第 72 條規定所反對之議案，或本公司買回相關股份之行為違反中華民國相關法律時，則前述股東之收買請求即為無效。股東如未於第 73 條及第 74 條之時限內為請求時，視為拋棄其依據第 72 條規定所得主張之收買請求權。

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETING

公司股東代表出席會議

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

本公司之股東如為公司時，得經該公司董事會決議或經其他管理階層之授權，由其認為適當之人為其代表人，代表該公司參加會議，並得於該公司為特定類別之股東時，代表該公司參加該類別股東之會議。該被授權之代表人得代表該公司行使一切權利。

DIRECTORS AND OFFICERS

董事及經理人

78. (a) The Board shall consist of not less than five (5) directors, at least two (2) of which shall be Independent Directors. There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The term of office for a Director shall not exceed three (3) years and the Director whose term has expired may be eligible for re-election.

董事會應由五人以上董事組成，其中至少兩位應為獨立董事。除經股東於常會中決議外，董事人數並無上限。董事任期不得超過三年，任期屆滿之董事得再被選任為董事。

- (b) The Board shall be elected or appointed by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as “Cumulative Voting”) in the following manner:-

董事會成員應由股東以下列之累積投票制投票選出或指定(本條所述之投票方式簡稱為「累積投票制」)：

- (i) on an election of directors, the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of directors nominated for appointment at the general meeting provided that such votes shall only cumulate in respect of such number of directors nominated within the same category (namely, independent or non-independent) of directors to be appointed;

選舉董事時，各股東所持股份每股所有之表決權數與該次常會被提名得受指定為董事之人數相等且可累積，惟前述累積之表決權數僅得投給前述被提名之人(包括獨立或非獨立董事)；

- (ii) the Member(s) may vote all or part of their cumulated votes in respect of one or more directors within the same category of directors to be elected;

股東得將其所有之表決權全部或部分，投與前述被提名人中之一人或數人；

- (iii) such number of directors receiving the highest number of votes in the same category of directors to be elected shall be appointed; and

前述被提名人所獲得之表決權數最高者即為當選；且

- (iv) where two or more directors nominated for appointment receive the same number of votes which exceeds the number of new directors intended to be appointed, there shall be a draw by the such directors

receiving the same number of votes to determine who shall be appointed; the chairman shall draw for a director nominated for appointment who is not present at the general meeting.

如兩位以上被提名人所獲得之表決權數相同且超過應選人數時，獲得相同表決權數之被提名人應以抽籤決定由何人當選。被提名人未出席常會者，由主席代為抽籤決定之。

79. A spousal relationship and/or a Family Relationship within the Second Degree of Kinship may not exist among more than half (1/2) of the members of the Board (the “Threshold”), unless with prior approval by the Designated Stock Market. Where the appointment of any person having a spousal relationship and/or a Family Relationship within the Second Degree of Kinship with any existing member of the Board or with any other person(s) also nominated for appointment as a director (the “Related Person”) is proposed at a general meeting, only the following persons may be appointed as a Director:

董事會內具有配偶或有二親等內親屬關係之人，不得超過董事會成員二分之一以上(以下簡稱「門檻」)，但經指定證券交易所同意者不在此限。被提名人如與董事會之現有董事或其他被提名人具有配偶或二親等內親屬關係時(以下簡稱「關係人」)，僅下列人士得被選為董事：

- (i) firstly, such person(s) approved by the Members by way of Cumulative Voting and who is not a Related Person; and

經股東依累積投票制選出且非關係人者優先當選，且

- (ii) secondly, such number of Related Person(s) elected by the Members by way of Cumulative Voting and who receive the highest number of votes from the Members for its appointment among all the Related Persons the appointment of whom would not result in contravention of the Threshold. If the existing composition of the Board fails to satisfy the Threshold, such Director in office being a Related Person shall immediately cease to be a Director of the Company.

經股東依累積投票制選出之關係人中，取得最高表決權數且未逾越門檻者，得當選為董事。如董事會之組成不符合門檻要求時，屬於關係人之本公司現任董事應即解任。

80. When the number of Directors falls below five (5) due to the dismissal of a Director or any Director ceases to be a Director of the Company for any reason, including but not limited to vacancy in the office of such Director(s) under Article 98, the Company shall hold an election to elect new director(s) at the next following general meeting by way of Cumulative Voting. When the number of Directors falls short by one-third (1/3) of the minimum number prescribed by these Articles, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of the fact to hold a by-election of directors.

本公司董事如因解任或因第 98 條規定之缺位或其他理由離職而少於五人時，本公司應於下次常會中按累積投票制選出新董事。如董事人數缺額達本章程所定人數三分之一以上時，應於該情形發生後六十日內召開臨時會選舉補足前述缺額。

81. At least one Independent Director shall domicile in the ROC.
至少一位獨立董事之住所應位於中華民國境內。
82. When the number of Independent Directors falls below two (2) due to the dismissal of an Independent Director or the Independent Director ceases to be a Director for any reason, the vacancy of such Independent Director shall be filled and elected at the next following general meeting. When all of the Independent Directors have been dismissed or cease to be Directors, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to elect for independent directors.
如本公司之獨立董事因解任或其他理由離職而少於兩人時，該缺額應於下次常會選舉補足之。如獨立董事全數解任或離職者，應於該情形發生後六十日內召開臨時會以選出獨立董事。
83. The Independent Directors shall possess the requisite professional knowledge and shall maintain independence within the scope of their directorial duties. The Independent Directors may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held, and assessment of independence shall be subject to the relevant rules of the ROC Securities and Exchange Act.
獨立董事應具有必要之專業知識，並應就其董事職權保持獨立性。獨立董事與本公司間不得具有直接或間接之利害關係。其專業資格、持股限制、兼職要求及獨立性之要求等，依中華民國證券交易法辦理之。
84. The ordinary remuneration of the Directors shall from time to time be determined by the Board, taking into consideration of the market standards as well as the standards of other companies listed on the Designated Stock Market.
董事之一般報酬，由董事會隨時依據市場標準及其他上市公司標準決定之。
85. No Shareholding qualification shall be required for Directors unless otherwise required by the Company by Ordinary Resolution.
除本公司依普通決議要求者外，董事無須持有本公司之股份。
86. Any Director may in writing appoint another existing Director to act as an alternate Director. Provided each Director shall only be an alternate Director of any other Director in the same period of time. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. Any person appointed by a Director to be an alternate director shall be a Director for purposes of the Law and shall be subject to the provisions of the Law, the Applicable Laws and these Articles insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative. A Director may at any time, in writing, revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such alternate shall be payable out of the remuneration of the

Director appointing him and the proportion thereof shall be agreed between them. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director; however, such alternate Director or any other person may be re-appointed by the Directors to serve as an alternate Director.

董事得以書面指定其他現任董事為其代理人，惟每一董事於同一時間僅得為另一董事之代理人。前述代理董事有收受董事會開會通知之權，並得於本人未出席時，以董事身分出席該會議並參與投票，並得同時以自己之董事身分參與投票並代表本人投票。經指定為代理董事之人，即為開曼公司法上之董事，並應於執行本人之董事職權時，遵守開曼公司法、中華民國相關法律以及本章程內與董事責任與義務有關之規定。代理董事為本公司之經理人，並非董事本人之代理人。代理董事之酬勞應與董事本人之酬勞分別支付，其比例由雙方協議定之。如董事本人因任何理由而離職時，代理董事之代理權即為消滅，惟該代理董事亦得再被其他董事指定為其代理董事。

87. The Directors may by resolution appoint one of their numbers to be managing director or president upon such terms as to duration of office remuneration and otherwise as they may think fit.

董事會得決議指定董事其中一人為執行業務董事或董事長，其報酬及其他事項等，由董事會自行依其所認為之適當方式定之。

88. The Directors may also by resolution appoint a Secretary and such other officers as may from time to time be required upon such terms as to duration of office, remuneration and otherwise as they may think fit. Such Secretary or other officers need not be Directors and in the case of the other officers may be ascribed such titles as the Directors may decide. An officer appointed by the Board may not concurrently hold act as an officer of, or conduct by himself or on behalf of another, an enterprise or entity which conducts similar or identical type of business as the Company unless permitted by the Board.

董事會得隨時決議指定一人擔任秘書，並得指定其他第三人擔任經理人。前述人員之任期、報酬及其他事項等，由董事會決定之。前述秘書及經理人無須具有董事資格，且經理人之職稱得由董事會另定之。除經董事會同意外，經理人不得同時自行或為其他第三人擔任其他與本公司營業相同或類似之企業之經理人。

POWERS AND DUTIES OF DIRECTORS

董事職權

89. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not, by the Law or these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any clause of these Articles, to the provisions of the Law, and to such regulations, being not inconsistent with the aforesaid clauses or provisions, as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

本公司之業務由董事會管理。董事會得支付所有與本公司之設立及登記有關之費用，並得行使本公司之一切權利，但依開曼公司法、本章程規定或其他由本公司提案經常會通過之規定，需經常會通過者，不在此限。本公司前述規定如於董事行使權利後始通過者，該董事之行為不因該規定之通過而受影響。

90. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

董事會得行使本公司各項權力以對外借款、就本公司之營業、財產或未繳足股份之全部或一部設定抵押權或其他負擔、發行債券、可轉換債及其他證券，以募集現金或就本公司或其他第三人之債務、責任或義務提供擔保。

91. (a) The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

董事會得隨時以授權書直接或間接指定任何公司、事務所、個人或團體為其代理人，以行使董事會所賦與之權限。其授權之目的、權限、裁量權限(不得逾越董事會依據本章程所得享有之權限)、期間及條件等，均由董事會定之。前述授權書得包括保障該代理人或給予便利之條款，亦得授權該代理人得就其取得之權限、授權與裁量權限代表本公司對外行使之。

- (b) The Directors may delegate any of the powers exercisable by them to a managing director or any other person or persons acting individually or jointly as they may from time to time by resolution appoint upon such terms and conditions and with such restrictions as they may think fit, and may from time to time by resolution revoke, withdraw, alter or vary all or any such powers.

董事會得以決議方式，隨時將其所得行使之權限授權常務董事或其他第三人單獨或共同行使之。授權之條件及限制等，均由董事會定之，惟前述授權之全部或一部，亦得由董事會隨時以決議撤銷、撤回或變更之。

- (c) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

董事會得隨時依其決議之方式，簽署、開立、背書或以其他方式行使各種支票、本票、匯票、其他票據或收據。

- (d) No document or deed otherwise duly executed and delivered by or on behalf of the Company shall be regarded as invalid merely because at the date of delivery of the deed or document, the Director, Secretary or other officer or person who shall have executed the same and/or affixed the Seal (if any) thereto as the case may be for and on behalf of the Company shall have ceased to hold such office or to hold such authority on behalf of the Company.

所有經本公司簽署或收受之文件或書據，不因其送達時得代表本公司簽署該文件或有用印權之董事、秘書或其他經理人或個人已離職或喪失此等權限而受影響。

92. The Directors shall cause minutes to be prepared:

董事會應就以下事項做成會議記錄：

- (a) of all appointments of officers made by the Directors;
由董事會指定經理人之事項；
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
出席董事會及董事會各委員會之董事姓名；
- (c) of all resolutions and proceedings at all meetings of the Members of the Company and of the Directors and of committees of Directors; and the chairman of all such meetings or of any meeting confirming the minutes thereof shall sign the same.

本公司股東會議、董事會及董事會各委員會之所有決議事項及程序；各該會議之主席，以及確認會議記錄之簽名者。

93. The Board shall, within seven (7) calendar days after receipt of a copy of the notice by the Company or the Company's Litigious or Non-Litigious Agent of a public tender offer and relevant information to purchase shares of the Company, resolve to recommend the Members to either accept or object the tender offer purchase, and shall disclose the following by way of public announcement in any manner permitted under applicable law:

於本公司或本公司之訴訟或非訟代理人收到公開收購本公司股份之通知及其相關資訊後之七個日曆天內，董事會應決議是否建議股東接受或反對前述公開收購，並以公告或其他中華民國相關法律允許之方式揭露下列資訊：

- (i) the type and number of shares currently held by the Directors, Supervisors, any Members, directly or indirectly on behalf of another, with more than ten percent (10%) of the Company's outstanding shares;
董事、監察人或直接間接為他人持有本公司已發行股份達百分之十以上之股東，目前持有之股份種類及數量；
- (ii) the recommendation made to the Members on such tender offer purchase, where in the names and reasons of every objecting Director(s) shall be indicated;

就該公開收購行為提供與股東之建議，以及反對收購之董事姓名及原因；

- (iii) whether there were major changes to the Company's financial conditions after the delivery of its most recent financial statements, and the contents of such changes; and

本公司之財務狀況於最近一次財務報表提供後是否有重大變化，以及該重大變化之內容；以及

- (iv) the type, number and amount of shares of the offeror or its affiliates held, directly or indirectly on behalf of another, by the Directors, Supervisors or any Member holding over ten percent (10%) of the Company's outstanding shares.

本公司之董事、監察人或直接間接為他人持有本公司已發行股份達百分之十以上之股東，所持有之公開收購者及其關係企業之股份種類、數量及價值。

94. In addition to the above, the Board shall keep copies of these Articles, the minutes of prior general meetings, financial statement, Register of Members as well as summary of the liabilities of the Company at the Company's agent for stock affairs located within the ROC for inspection or duplication by the Members from time to time by showing evidence of such Members' interest involved in the Company specifying the scope of inspection.

董事會應另行將本章程、所有先前常會之議事錄、財務報表、股東名簿及本公司之負債彙整放置於本公司之中華民國股務代理人處供股東查閱及複印，惟股東於查閱及複印前應證明自己與本公司間之利害關係，並應指明查閱之範圍。

DISQUALIFICATION AND REMOVAL OF DIRECTORS

董事資格及解任

95. Notwithstanding any provision in these Articles to the contrary or any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement), a Director may be removed by way of a Supermajority Resolution of the Members at any time before the expiration of his period office.

不論本章程內是否有相反之規定，亦不論該董事與本公司是否另有協議(惟該協議內與損害賠償請求有關之約定不受影響)，董事得經股東以重度特別決議方式，在其任期屆滿前提前解任。

96. Any person who falls within any of the following categories shall not be appointed a Director of the Company. If for any reason he becomes a Director, he shall cease to be a Director of the Company forthwith upon the Company having actual notice that a breach of this Article 96 has made without any action required on the part of the Company:

有下列情形之一者，不得被選任為本公司之董事，已經為本公司之董事者，本公司無須另為任何行為，該董事即應於本公司知悉該情事之時起立即解任：

- (a) any person having committed an offense as specified in the ROC Statute of Prevention of Organization Crimes and subsequently adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence has not exceeded five (5) years; or
曾犯中華民國組織犯罪防制條例之罪，經有罪判決確定，服刑期滿尚未逾五年者；或
- (b) any person having committed an offense involving fraud, breach of trust or misappropriation and subsequently punished with imprisonment for a term of more than one (1) year, and the time elapsed after he has served the full term of such sentence has not exceeded two (2) years; or
曾犯詐欺、背信、侵占罪經受有期徒刑一年以上宣告，服刑期滿尚未逾兩年者；或
- (c) any person having been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence has not exceeded two (2) years; or
曾服公務虧空公款，經判刑確定，服刑期滿尚未逾兩年者；或
- (d) any person having been adjudicated bankrupt, and has not been reinstated to his rights and privileges; or
受破產之宣告尚未復權者；或
- (e) any person having been dishonoured for unlawful use of credit instruments, and the term of such sanction has not yet expired; or
使用票據經拒絕往來尚未期滿者；或
- (f) any person having no or only limited capacity.
無行為能力或限制行為能力者。

97. In case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or in material violation of applicable laws and/or regulations and/or these Articles, but not removed by the Members in the general meeting, Member(s) holding not less than three percent (3%) of the total number of outstanding shares of the Company may, within thirty (30) days after such meeting, institute a lawsuit in the court for a judgment to remove such Director. Such lawsuit may be submitted to a competent court having jurisdiction, including the Taipei District Court as the court of first instance.

董事執行其職務時，如有任何行為致公司受有重大損害，或有重大違反相關法律、行政命令或本章程之行為，而未經股東常會解任者，持有本公司已發行股份百分之三以上之股東，得於該次股東常會後三十日內，向法院起訴請求解任該董事。該訴訟應向有管轄權之法院提起之，包括第一審之台灣台北地方法院。

98. The office of Director shall be vacated if the Director:

董事有以下情形之一者，即視為缺位：

- (a) is removed from office pursuant to these Articles; or
依據本章程規定而解任者；或
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
破產或與其債權人達成一般性之和解者；或
- (c) is found to be or becomes of unsound mind; or
精神錯亂；或
- (d) resigns his office by notice in writing to the Company; or
以書面向本公司辭去董事職務；或
- (e) if he ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of any law or enactment; or
因法令規定而不得擔任或繼續擔任董事；或
- (f) if the existing composition of the Board fails to satisfy the Threshold, such Director in office being a Related Person as referred to under Article 79.
董事會之現有組成員未符合門檻限制，依第 79 條規定屬於關係人之該董事。

PROCEEDINGS OF DIRECTORS

董事集會方式

99. The Directors may meet together at any place and time for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes unless a higher approval threshold is required under these Articles. In case of an equality of votes the chairman shall have a second or casting vote.
- 董事會得於任何時間及地點集會，以處理業務、延期或其他與其會議及程序有關之事務。除依本章程規定有更高之表決門檻外，會議討論之事項應以過半數同意方式議決之。如贊成及半對票數相同時，得由主席宣布重新投票，或由主席加入投票議決之。
100. A Director or alternate Director may, and the Secretary on the requisition of a Director or alternate Director shall, at any time, summon a meeting of Directors by at least seven (7) days notice in writing to every Director and alternate Director which notice shall set forth the general nature of the business to be considered. The written notice may upon the consent of every intended recipient be delivered to the intended recipient with electronic format. Notwithstanding the aforesaid, in the event of an emergency, a meeting of the Board may be convened on short notice if the quorum

required under Article 101 is present Copies of minutes of such meeting shall be provided to all Directors after the Board meeting.

董事或代理董事得，且秘書應依照董事或代理董事之要求，隨時但最遲七天前應以書面通知各董事及代理董事召開董事會。經受通知相對人同意時亦得以電子方式通知之。前述通知內應記載該次會議應討論事項之一般性質。惟於緊急時，如董事已達第 101 條所定法定出席人數時，亦得以較短期間之通知召開董事會。董事會召開完畢後，應將董事會之議事錄複本提供給各董事。

101. Except as required under Article 3(e), 3(f) and 7, the quorum necessary for the transaction of the business of the Directors at a meeting of the Board shall be a majority of the number of members of the Board. For the purpose of this Article, an alternate appointed by a Director shall be counted in a quorum at a meeting at which the Director appointing him is not present.

除第 3(e), 3(f)及第 7 條規定之要求外，董事於董事會中討論及表決業務之最低出席人數要求為全體董事之半數。在本條之規定內，由董事所指定之代理董事應計入出席人數內，但指定該代理董事之董事親自出席者不在此限。

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

董事中如有缺位，董事會仍得繼續運作。惟缺位人數已達本公司章程所定之法定最低出席人數時，該董事會得為補足董事會人數而召開董事會及本公司之常會。

103. Any Director or officer may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director or officer.

董事或經理人得親自依其專業能力為本公司為一定之行為，並因其專業服務而向本公司收取報酬，不因其董事或經理人之身分而受影響。

104. (a) No person shall be disqualified from the office of Director or alternate Director or prevented by such office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or any contract or transaction entered into by or on behalf of the Company in which any Director or alternate Director shall be in any way interested be or be liable to be avoided, nor shall any Director or alternate Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or transaction by reason of such Director holding office or of the fiduciary relation thereby established; provided, however, a Director or alternate Director engaging in any activity, or entering into any contract or transaction, which may be in competition with the business of the Company or which falls within the business scope of the Company, shall disclose in a general meeting the nature, extent and major terms of such activity, contract or

transaction, and shall proceed with such activity, contract or transaction only upon approval of the Members at a general meeting by a Supermajority Resolution.

任何人均不會因為其為本公司之供應商、買主或其他關係人，與本公司簽署合約，而無法擔任本公司之董事。就本公司或由董事或代理董事代表本公司所簽署或參與之前述契約、其他契約或交易，如該董事或代理董事有利害關係或責任時，該人無須迴避，亦無須因其董事或代理董事之身分，或因該身分下所應負擔之忠實義務，而將其因此所可獲得之利益轉交本公司。前述董事或代理董事所為之上述行為，如與本公司之業務具有競爭關係，或與本公司之業務範圍重疊時，前述行為之性質、範圍及主要條款內容應於常會中揭露，並需經股東以重度特別決議通過後，始得繼續其行為。

- (b) To the extent required by Applicable Laws, a Director may not vote in respect to any matter, including any contract or proposed contract or arrangement or contemplated transaction of the Company, whether on behalf of himself or as a proxy or alternate for another Director, in which such Director bears a personal interest which may conflict with and impair the interest of the Company but the Director shall be counted in the quorum for purposes of convening such meeting.

在中華民國相關法律要求之範圍內，董事就包括契約、契約提案、一定之安排或交易在內之事項，如其本人即為當事人之一方，或該董事係擔任其他董事之代理人，而該董事就前述契約或交易，其個人利益與公司有利益衝突或有損害公司利益之虞時，該董事不得參與相關表決，惟其出席仍應算入該次會議之出席人數內。

105. A Director may appoint any Director to act as his proxy to attend and vote on his behalf at meetings of the Directors or any committee of Directors. Such appointment must be made in writing under the hand of the appointor, and may at any time be revoked in like manner, and may be general or for a specified period, or for specified meetings, or for specified resolutions, and may authorise and direct the appointee to be chairman if the appointor would, if present, be entitled to preside. The form of appointment of proxy may contain directions to the proxy to vote in accordance with instructions given by that Director or, in the absence of such instructions, the proxy may act in his discretion. Notice of every such appointment or revocation must be presented to the meeting of Directors at which the proxy is to be used or first used prior to the commencement of such meeting. A proxy may be given by telex or telefax. The appointee need not be a Director or Member of the Company, but he must furnish the Company with his address.

董事得指定其他董事為其代理人，代理該董事出席董事會或董事會之委員會並參與投票。前述指定應由董事本人親自以書面為之，撤回時亦同。前述指定得為一般性之指定或特定期間之指定，亦得僅就特定會議或決議事項為指定。如董事本人得擔任會議主席時，亦得指定由代理人擔任主席。前述指定代理之書面得記載代理董事應依據其指示為一定之投票，如無前述指示時，則由代理人自行決定如何投票。指定代理之書面應於須由代理人出席之董事會或首次董事

會中當場提出，代理出席之指定得以電報或傳真方式提出，且被指定之代理人無須具備本公司之董事或股東身分，但須向本公司提供聯絡地址。

106. The Directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

董事得就其會議選出主席並決定其任期，如未選出主席，或主席於指定開會時間五分鐘後仍未出席時，出席董事得另外就出席董事中選任一人擔任該次會議之主席。

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

董事會得將其權限交由特定委員會行使，其成員由董事會定之。依此方式所組成之委員會於行使前述權限時，應遵守董事會所定之各項規則。

108. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

委員會亦得選出主席主持會議。如未選出主席，或主席於指定開會時間五分鐘後仍未出席時，出席成員得另外就出席成員中選任一人擔任該次會議之主席。

109. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes the chairman shall have a second or casting vote.

委員會得隨時集會或延後會議。委員會中所提出之議案，應由出席成員以過半數之同意議決。如贊成與反對之票數相同時，由主席以第二次投票或自行參與投票之方式議決之。

110. (a) A resolution signed by all of the Directors or all of the members of a committee of Directors except those Director(s) prohibited from voting under Article 104(b) including a resolution signed in counterpart or by way of signed telefax transmission, shall be as valid and effectual as if it had been passed at a meeting of the Directors or of a committee of Directors duly called and constituted.

除依據第 105(b)條規定不得參與投票之董事外，其他由全體董事或全體委員會成員所簽署之決議，包括以複本方式或傳真方式所簽署之決議在內，均為有效之決議，與合法召集及組成之董事會或委員會中通過者，具有完全相同之效力。

- (b) To the extent permitted by law, the Directors or a committee of Directors may also meet by telephone conference or other communications equipment

(including video conferencing) through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

在法律所允許之範圍內，董事會或委員會得以電話會議或其他所有與會人員均得於同一時間立即且相互溝通之方式(包括視訊會議)召開會議。計算出席人數時，依前述出席方式出席者，均應計入該次會議之出席人數內，與親自出席相同。

- (c) When the Directors (being in number at least a quorum) sign the minutes of a meeting of the Directors the same shall be deemed to have been duly held notwithstanding that the Directors have not actually come together or that there may have been a technical defect in the proceedings.

如董事(已達法定出席人數之部分)簽署特定董事會之議事錄時，該次會議應視為已經合法召開，縱使董事實際上並未集會於同一地點者，或該次會議程序曾發生技術上之錯誤者亦同。

SEALS AND DEEDS

印鑑及證書

111. (a) If the Directors determine that the Company shall have a Seal, the Directors shall provide for the safe custody of the common Seal and the common Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Directors, and in the presence of a Director or of the Secretary or of such other person as the Directors may appoint for the purpose; and that Director or the Secretary or other person as aforesaid shall sign every instrument to which the common Seal of the Company is so affixed in his presence. Notwithstanding the provisions hereof, annual returns and notices filed under the Law may be executed either as a deed in accordance with the Law or by the common Seal being affixed thereto in either case without the authority of a resolution of the Directors by one Director or the Secretary.

如本公司經董事會決定應使用印鑑時，董事會應就該一般印鑑負保管之責，除經董事會決議同意外，不得蓋用該印鑑。董事會得決議由特定董事、秘書或其他董事會指定之人為該印鑑之保管及用印人。前述特定董事、秘書或其他董事會指定之人應於蓋印同時在該文書之每頁上簽名，惟依法須呈報之年度稅務申報資料及通知等，得依開曼公司法由特定董事或秘書以證書方式出具，或以蓋用前述印鑑方式為之，不須另經董事會決議。

- (b) The Company may maintain a facsimile of any common Seal in such countries or places as the Directors shall appoint and such facsimile Seal shall not be affixed to any instrument except by the authority of the Directors and in the presence of such person or persons as the Directors shall for this purpose appoint and such person or persons as aforesaid shall sign every instrument to which the facsimile Seal of the Company is so affixed in his presence and such

affixing of the facsimile Seal and signing as aforesaid shall have the same meaning and effect as if the common Seal had been affixed in the presence of and the instrument signed by a Director or the Secretary or such other person as the Directors may appoint for the purpose.

本公司得於董事會指定之國家或地點另外備置一般印鑑之複本。非經董事會授權，不得於任何文件上蓋用該複本印鑑，且應由董事會所指定之人蓋用之。前述受指定之人應於蓋印同時在該文書之每頁上簽名。前述蓋用印鑑複本及簽字之效力，與一般印鑑正本之蓋用及董事、秘書或其他董事會所指定之人之簽字，有完全相同之效力。

- (c) In accordance with the Law, the Company may execute any deed or other instrument which would otherwise be required to be executed under Seal by the signature of such deed or instrument as a deed by a Director or by the Secretary of the Company or by such other person as the Directors may appoint or by any other person or attorney on behalf of the Company appointed by a deed or other instrument executed as a deed by a Director or the Secretary or such other person as aforesaid.

依據開曼公司法規定，本公司得以簽字方式簽署證書，或以簽字或蓋印方式出具其他文書。前述文書得由董事、本公司秘書、其他董事會所指定之人、其他由證書或由董事、本公司秘書或上述其他人所簽署之等同於證書之其他文書所指定之代表本公司之第三人或律師簽署。

DIVIDENDS AND RESERVE

股息紅利及公積

112. The Company may by an Ordinary Resolution declare dividends, but no dividend shall exceed the amount recommended by the Directors.

本公司得經普通決議分派股息，惟不得超過董事提議之金額。

113. (a.)The Company's annual profit after final counts shall first (1) be deposited for amounts of taxes to be paid subject to applicable laws; and (2) offset prior and accumulated loss. The profit remaining ("Remaining Profit") after the deposit and offset above as well as the deposit of statutory or special reserve as resolved by board meeting if any, may be distributed by shareholder's resolution subject to following sequence and principles:

(i) Amounts not more than three percent (3%) of Remaining Profit will be distributed as remunerations of all directors and supervisors.

(ii) Amounts not more than six percent (6%) of Remaining Profit will be distributed as employee's bonus. In such case employees of the Company's affiliate may be entitled to receive such bonus.

(iii) Amounts of Remaining Profit that is remaining after distributions above together with the accumulated and undistributed profit of the former year may be distributed to shareholders by a shareholder meeting according to the Board's distribution proposal that shall be resolved according to the Company's business development.

(iv) The Company's Remaining Profit after deductions of the deposit of statutory or special reserve as well as the amounts deduction of subsection (i) and (ii) above shall

be distributed to shareholders not less than twenty percent (20%) of such deducted Remaining Profit, and the cash dividends to be distributed by shares shall not less than ten percent (10%) of the aggregated dividend.

(a) 本公司每期決算之當年度盈餘，應先：(1)依法提列應繳納稅捐；並(2)先彌補以往年度虧損後，並得經董事會決議提撥公積金後，根據下列順序及原則，經股東會決議後分派之：

(i)不高於百分三為董事酬勞；

(ii)不高於百分之六為員工紅利。員工得包括從屬公司員工。

(iii)就(i)與(ii)規定數額後剩餘之數，加計上年度累積未分配盈餘數，由董事會視公司營運成長所需擬具股東股利分派議案，提請股東會決議分派之；

(iv)本公司應就每期決算之當年度盈餘，於提列應繳納稅捐、彌補以往年度虧損、提列公積金及扣除(i)與(ii)規定數額後剩餘之數後，提撥至少百分之二十之股東股利分配予股東，且現金股利之發放不低於股東股利總額之百分之十。

(b.) The Company may from time to time pay to the Members interim dividends pursuant to an Ordinary Resolution passed in a general meeting.

本公司得隨時依據常會普通決議之內容，支付期中股息與股東。

114. No dividend shall be paid otherwise than out of profits or out of monies otherwise available for dividend in accordance with the Law.

依據開曼公司法規定，公司如無任何利潤或現金時，不得分派股息。

115. Subject to the rights of persons, if any, entitled to Shares with special rights as to dividends, all dividends on any class of Shares not fully paid shall be declared and paid according to the amounts paid on the Shares of that class, but if and so long as nothing is paid-up on any of the Shares in the Company, dividends may be declared and paid according to the number of Shares. No amount paid on a Share in advance of calls shall, while carrying interest, be treated for the purposes of this Article as paid on the Share.

除對本公司股份享有一定權利之人就股息所得行使之特別權利外，本公司各類別股份所得受分派之股息，如該股份之股款尚未完全繳納時，應依照各該類別股款繳納之比例分派之。惟本公司股份之股款如均尚未繳納時，得依照股數比例分派之。提前繳納之股款有支付利息者，於本條款內不視為已繳納股款之股份。

116. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for meeting contingencies, or for equalising dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit.

董事會得於其認為適當時，在提出股息分派案前，將本公司之獲利提撥為公積金，以支應或有債務、股息分派或其他可以適當使用本公司獲利之項目。惟董

事會亦得依其決定，將前述公積優先適用於本公司之營業或其他董事會認為適當之其他投資。

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

如數人同時登記為本公司特定股份之共同股東時，任一共有人均有收受該股份股息或其他與該股份有關之款項之權利。

118. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled thereto or in the case of joint holders to any one of such joint holders at his registered address or to such person and such address as the Member or person entitled or such joint holders as the case may be may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the Member or person entitled or such joint holders as the case may be may direct.

股息得以支票或認股權憑證方式支付。前述支票及認股權憑證應以郵寄方式寄送至股東、其他就本公司股份有權收取股息之人、共有人中任一之登記地址或前述股東等人另外指定之人及地址。前述支票及認股權憑證應於指定受人提示時兌現，或於其他由股東、有權收取股息之人或共有人另外指定之人提示時兌現。

119. The Company may, at a general meeting, declare that any dividend is paid wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

本公司得於常會中宣布以特定資產，例如已繳納股款之其他公司股份、債券或可轉換債等，支付股息之全部或一部。前述支付方式得併用之。如依前述方式分配有困難時，董事會得以其他適當方式如發行畸零權利證明或將特定資產之全部或部分價值固定後進行分配。董事會得以前述方式確定之價值為準調整並分派現金股息與各股東，並得於董事會認為適當時，將前述特定資產交付信託。

120. No dividend shall bear interest against the Company. All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. Any dividend unclaimed by a Member six years after the dividend payment date shall revert to the Company.

本公司對於股息不另支付利息。未經請求支付之股息，董事會得為公司之利益另行用於投資或為其他使用至請求支付之日為止。如股東自發放日起未請求支付股息逾六年時，該股息即歸本公司所有。

CAPITALISATION OF PROFITS

盈餘轉充資本

121. The Company may upon the recommendation of the Directors by Supermajority Resolution authorise the Directors to capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of the profit and loss account or otherwise available for distribution and to appropriate such sums to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provision as they think fit for the case of Shares becoming distributable in fractions (including provision whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

本公司得依董事會之提案，經股東會重度特別決議後，授權董事會將公司公積金帳戶內之盈餘(包括股款帳戶及贖回保留公積等)、損益帳戶內之盈餘或其他得分配之金額轉充為資本，並得將其視為股息分派，按比例分配與各股東。前述分配得由董事會代各股東依其持股比例，將前述分派充做發行新股之對價，再將因此而發行之新股按比例分配與各股東。董事會就前述分配有為一切必要行為之權，並得由董事會決定分配畸零股份之方式(包括將畸零股之利益歸屬於公司而非相關股東)。董事會得授權第三人代表全體有利害關係之股東與本公司簽署合約，以辦理前述增資及其他有關事項。依據前述方式所簽署之合約，對所有相關人士均屬有效且有拘束力。

ACCOUNTS

會計

122. The books of account relating to the Company's affairs shall be kept in accordance with these Articles and the Law and otherwise in such manner as may be determined from time to time by the Company by Ordinary Resolution or failing such determination by the Directors of the Company.

與本公司業務有關之帳冊資料，應依據本章程、開曼公司法及其他相關規定，由本公司依普通決議所定之方式保存，或由本公司董事會決定保存之方式。

123. The accounts relating to the Company's affairs may be audited by the Supervisor or any auditor appointed by the Supervisor.

監察人或其指定之人得檢查與本公司業務有關之帳冊資料。

124. At the close of each fiscal year, the Board shall prepare the business report, financial statements and the surplus earning distribution or loss offsetting proposals for adoption by the annual general meeting and shall submit such report, statements and

proposals for verification by the Supervisors prior to the date of the annual general meeting. The Board shall, upon adoption by the annual general meeting, distribute to each Member copies of adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting in accordance with these Articles and Applicable Laws.

每一會計年度終了後，董事會應編造營業報告、財務報表及盈餘分配或虧損撥補案交股東年度常會承認。前述營業報告、財務報表及盈餘分配或虧損撥補案應於召開股東年度常會前交監察人查核確認。董事會應於年度股東常會後，依據本章程及中華民國相關法律之規定，將經該常會承認之財務報表及盈餘分配或虧損撥補案之決議複本送交各股東。

125. A printed copy of each of the Directors' report(s) or statement(s) to be submitted for adoption by the general meeting, together with a report made by the Supervisors, shall be kept at the Company's agent for stock affairs located within the ROC for inspection by the Members from time to time at least ten (10) days before the date of the annual general meeting, and laid before the Company at the annual general meeting.

前述董事會擬送交常會承認之報告及財務報表，連同監察人之查核報告之複印本，應至少於股東年度常會召開日十日前，放置於本公司及本公司於中華民國境內之股務代理人處供股東隨時檢閱。

SUPERVISOR

監察人

126. The Members may appoint not less than one (1) Supervisors whereby at least one of the Supervisors shall domicile within the territory of the ROC. Each of the Supervisors shall be in office for a term of three (3) years. Supervisors shall be eligible for re-election. The Supervisors shall be appointed by the Members at a general meeting upon a poll vote by way of cumulative voting in the following manner:

股東得指定不少於一人之監察人，且其中至少一位需在中華民國境內有住所。監察人之任期為三年，但得連選連任。監察人應於常會中，由股東依下列方式以累積投票制指定之：

- (i) on an election of Supervisors, the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of supervisors nominated for appointment at the general meeting;

選舉監察人時，各股東所持股份每股所有之表決權數與該次常會被提名得受指定為監察人之人數相等且可累積；

- (ii) the Member(s) may vote all or part of their cumulated votes in respect of one or more supervisors being nominated;

股東得將其所有之表決權全部或部分，投給前述被提名人中之一人或數人；

- (iii) such persons(s) receiving the highest number of votes shall be appointed; and

前述被提名人所獲得之表決權數最高者即為當選；且

- (iv) where two or more supervisors nominated for appointment receive the same number of votes which exceeds the number of new supervisors intended to be appointed, there shall be a draw by the such supervisors receiving the same number of votes to determine who shall be appointed; the chairman shall draw for a supervisor nominated for appointment who is not present at the general meeting.

如兩位以上被提名人所獲得之表決權數相同且超過應選人數時，獲得相同表決權數之被提名人應以抽籤決定由何人當選。被提名人未出席常會者，由主席代為抽籤決定之。

127. A Supervisor may be removed prior to the expiration of his term by a Supermajority Resolution adopted by the Members. For purposes of determining disqualification of a Supervisor, Article 96 of this Article is applicable to each Supervisor and the candidates.

監察人得於任期屆滿前經股東會重度特別決議解任。本章程第 96 條及本條規定，於監察人及監察人候選人資格認定時準用之。

128. In case a Supervisor has, in the course of performing his duties, committed any act resulting in material damages to the Company or in material violation of applicable laws and/or regulations and/or these Articles, but not removed by the Members at a general meeting, Member(s) holding not less than three percent (3%) of the total number of outstanding shares of the Company may, within thirty (30) days after such meeting, institute a lawsuit in the competent court for a judgment or order to remove such Supervisor. Such lawsuit may be submitted to a competent court having jurisdiction, including if applicable, the Taipei District Court as the court of first instance.

監察人於執行其職務時，如有任何行為致公司受有重大損害，或有重大違反相關法律、行政命令或本章程之行為，而未經股東常會解任時，持有本公司已發行股份百分之三以上之股東，得於該次股東常會後三十日內，向法院起訴請求解任該監察人。該訴訟應向有管轄權之法院提起之，包括第一審之台灣台北地方法院。

129. At least one of the Supervisors shall not be a spouse or relative within the second degree to another Supervisor or to any Director. If the new appointment of a Supervisor will result in all of the Supervisors being a spouse or relative within the second degree to another Supervisor or to any Director, such Supervisor subject to the new appointment shall be dismissed and rendered disqualified.

至少應有一位監察人與其他監察人和董事不具有配偶或二親等內親屬關係。如新任監察人與其他監察人和董事均具有配偶或二親等內親屬關係時，該監察人即屬資格不符而應予解任。

130. When all of the Supervisors have been dismissed or cease to be Supervisors, an extraordinary general meeting shall be convened by the Board within sixty (60) days of the occurrence of that fact to elect for Supervisors.

如所有監察人均遭解任或離職時，董事會應即於前述事實發生後 60 天內召開臨時會選出監察人。

131. Each Supervisor may exercise his or her supervisory power jointly and/or severally, and shall have the following authorities:

每一監察人均得單獨或共同行使其監察權，並各有下列權限：

- (a) May at any and all times examine the business and financial conditions of the Company and inspect the corporate books, records and documents as well as request the Board or the officers to submit reports thereon;

得隨時查閱本公司之業務及財務狀況，並檢查公司之簿冊、記錄與文件，請求董事會或經理人提出報告；

- (b) Shall request the Board to cease doing any act(s) performed in contravention of applicable laws, regulations, or these Articles or the resolutions of the Members;

應請求董事會停止其違反法律、行政規則、本章程或股東決議內容之行為；

- (c) May convene a general meeting as and when he/she deems necessary to the extent the Board refuses to or cannot convene a general meeting and the Supervisors shall comply with such procedures as the Board is required to observe for convening a general meeting of the Company in accordance with these Articles; and

得於其認為必要時，在董事會拒絕或無法召開常會時召開常會，並依據本章程之規定，遵守一切董事會召開常會時所須遵守之規定；以及

- (d) Shall be deemed to be authorised by the Company to appoint an accountant or attorney to handle matters relating to a Supervisor's duties.

指定會計師或律師處理與監察人之職權有關之事務。

132. Each Supervisor shall have the duty (among other statutory duties under the laws of ROC) to verify all statements and records submitted or tabled at a general meeting by the Board together with all supporting documents and evidence and then submit a report on their findings and comments at a shareholders' meeting.

每一監察人(除依據中華民國法律應有之法定職權外)均有查核董事會所編造並提出於股東常會之財務報表記錄與其他輔助文件證據之權，並應於查核後於股東會提出查核報告及評論。

133. Supervisors may, in addition to carrying out their own duties according to the laws of ROC, attend Directors' meetings and express their opinions, but shall not be entitled to vote nor be counted in the quorum for the meeting.

監察人除得依據中華民國法律行使監察權外，並得參加董事會表示意見。惟監察人不得參與投票，亦不計入法定開會出席人數內。

134. The ordinary remuneration of the Supervisors shall from time to time be determined by the Board, taking into consideration of the market standards as well as the standards of other companies listed on the Designated Stock Market.

監察人之一般報酬，由董事會隨時依據市場標準及其他上市公司標準決定之。

135. Supervisors may not be at the same time a Director, officer or employee of the Company.

監察人不得同時兼任本公司之董事，經理人或受僱人。

136. Where a Director is or maybe in breach of his duties and subject to and if permitted by Applicable Law, one or more Member(s) of the Company holding three-percent (3%) or more of the total number of the outstanding voting shares of the Company continuously for a period of one (1) year or more may request the Supervisors, if permitted by Applicable Law, to institute a lawsuit against such Director(s) on behalf of the Company in a competent court having jurisdiction, including, if applicable, the Taipei District Court as the court of first instance. In case that the Supervisors fail to institute a lawsuit against the Director(s) within thirty (30) days of receipt of such request from the Member(s), such one or more Member(s) of the Company holding three-percent (3%) or more of the total number of the outstanding voting shares of the Company continuously for a period of one (1) year or more, subject to and if permitted by Applicable Law, may initiate a lawsuit against the Director(s) on behalf of the Company in a competent court having jurisdiction, including, if applicable the Taipei District Court as the court of first instance.

董事有違反其職務或法律規定之行為者，繼續持有本公司已發行有投票權股份百分之三以上股份達一年之股東，得依據中華民國相關法律之規定，請求監察人代表本公司向有管轄權之法院，包括台灣台北地方法院在內，對董事提起訴訟。監察人如未於收到前述股東請求後三十天內對董事提起訴訟，該股東得依據中華民國相關法律規定，代表本公司向有管轄權之法院，包括台灣台北地方法院在內，對董事提起訴訟。

AUDIT COMMITTEE

審計委員會

137. The Company establishes Audit Committee subject to article 14-4 of the Security Exchange Act of the Republic of China. The Audit Committee shall be composed of the entire number of independent directors. Powers conferred by applicable laws and regulations to be exercised by supervisors shall be exercised by the Audit Committee and its independent director members. The Audit Committee shall adopt an organization charter subject to Board resolution. The organization charter shall at least include matters regarding number, term, power and rules of meeting procedure of Audit Committee as well as resources to be provided by the Company when the Audit Committee exercises its powers. Exercise of power and matters regarding such exercise of the Audit Committee and its independent director members shall be performed subject to the Security Exchange Act of the Republic of China, Regulations Governing the Exercise of Powers by Audit Committee of Public Companies and other applicable regulations of the Stock Exchange.

本公司依中華民國證券交易法第 14 條之 4 規定設置審計委員會，審計委員會應由全體獨立董事組成，由審計委員會及其獨立董事成員負責執行法令規定監察人之職權。

審計委員會應訂定組織規程，經由董事會決議通過。組織規程之內容應包括委員會之人數、任期、職權事項、議事規則、行使職權時公司應提供之資源等事項。

審計委員會及其獨立董事成員職權之行使及相關事項，應依中華民國證券交易法、公開發行公司審計委員會行使職權辦法或證券交易所規定辦理。

138. The Audit Committee may at any time or from time to time investigate the business and financial status of the Company. Related department of the Company shall comply and provide books and documents required by the Audit Committee. The Board or employees of the Company shall according to the request of Audit Committee provide report accordingly. In no event the Board or employees of the Company shall obstruct, evade or refuse inspections of Audit Committee. Upon exercise of the powers of Audit Committee, the Company shall according to its need provide necessary assistance to Audit Committee. Reasonable expenses incurred thereby will be borne by the Company. In investigating the Company's financial status and business, the Audit Committee may appoint attorney-at-law or certified public accountant on behalf of the Company to conduct the examination. Expenses incurred thereby will be borne by the Company.

審計委員會得隨時調查本公司業務及財務狀況，公司相關部門應配合提供查核所需之簿冊文件。

董事會或公司人員應依審計委員會之請求提交報告，不得以任何理由妨礙、規避或拒絕審計委員會之檢查行為。

審計委員會履行職責時，本公司應依其需要提供必要之協助，其所需之合理費用應由公司負擔。審計委員會查核本公司財務、業務時，得代表本公司委託律師或會計師審核之，其費用由公司負擔之。

139. At the time the Company shall establish an Audit Committee, article 123 to 125 and article 128 to 136 of this Article are applicable for Audit Committee *mutatis mutandis*.

本公司設置審計委員會者，本章程第 123 條至第 125 條、第 128 條至第 136 條於審計委員會準用之。

WINDING UP

解散

140. If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Law, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no

Member shall be compelled to accept any Shares or other securities whereon there is any liability.

本公司解散時，清算人得依本公司之特別決議或其他開曼公司法之規定，將本公司資產之全部或部分(不論是否為同種類資產)重新分類並分配與各股東。為進行前述分配，清算人得針對前述擬進行分配之財產決定其公平價格，並得決定如何將前述資產分配與各股東及不同類別股份之股東。清算人得為受分配人之利益，依據上述規定，將前述資產之全部或一部交付適當之信託。股東得拒絕接受附有負擔之股份或其他證券之分配。

141. If the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up, on the Shares held by them respectively. And if in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital paid up at the commencement of the winding up on the Shares held by them respectively. This Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

本公司解散時，如其可分配與股東之資產不足以清償所有已繳清股款之資本股份，前述資產應以最接近之方式，將所有損失依股東所持股份中已繳清股款資本之比例，或依照本公司解散時各股東依其持股所應繳清股款之比例，由各股東分擔承受之。本公司解散時，如其可分配與股東之資產大於所有已繳清股款之資本股份，超過部分應依本公司解散時各股東依其持股已繳清股款之比例分配之。本條款之規定，不影響股東就其所持有之依據特別條件發行之股份上之權利。

NOTICES

通知

142. Any Notice or document, whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register of Members or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange (if any) or, to the extent permitted by the applicable laws,

by placing it on the Company's website and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

所有通知或文件，不論是否係依照本章程所提供或出具，凡由本公司提供與各股東者，均應以書面、電報、傳真或其他電子傳輸方式為之，並由本公司以專人送達、預付郵資郵寄至該股東登記於股東名簿上之註冊地址或其他該股東所提供之地址、或提供至該股東為收取通知而提供與本公司之電報、傳真號碼、電子數據、地址或網頁，或其他傳送通知之人合理善意相信，該股東在適當時間內可收受該通知之電報、傳真號碼、電子數據、地址或網頁。前述通知亦得依據指定證券交易所之規定公告在新聞紙上，或在中華民國相關法律允許之範圍內，將該通知或文書置於本公司之網站內，並通知(以下簡稱「已公布通知」)股東得於網站上取得該通知或文件。前述之已公布通知，亦得以上述方式告知股東。如股份為多數人所共有者，前述通知應送達至股東名簿上所登記之第一共有人，依此方式所為之送達，對全體共有均發生送達之效力。

Any Notice or other document:

通知或其他文件：

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

如以郵寄方式送達，得於適當時以航空郵件方式送達，且該郵件內如已附有通知，並已預付郵資、標示適當之地址時，於該郵件付郵之次日生送達之效力。如信封或包裝袋內已放入通知，而該信封或包裝袋已記載地址並付郵，並經本公司秘書、其他經理人或董事會所指定之其他人出具書面證明上述事項時，則該通知即視為已經送達，而前述書面證明即為送達之完整證據；

- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;

如以電子傳輸方式送達，以該通知自本公司或其代理人之伺服器送出之日，視為該通知送達之日。放置於本公司網站之通知，自已公布通知視為送達至各股東之日之次日，視為已由本公司送達與各股東；

- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and

如以本章程所定之其他方法送達時，於該通知由送達人送達之時，或於相關之遞送或傳送時，即視為送達。如經本公司秘書、其他經理人或董事會所指定之其他人出具書面證明上述事項時，則該通知即視為已經送達，而前述書面證明即為送達之完整證據；且

- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all Applicable Law, rules and regulations.

上述各通知及文件均得依據中華民國相關法律及行政命令之規定，以英文或中文格式提供與股東。

This Article 139 shall apply mutatis mutandis to the service of any document by a Member on the Company under these Articles.

本條規定在不牴觸之範圍內，於股東依據本章程規定寄送通知或文件時亦適用之。

143. If a Member has no registered address and has not supplied to the Company an address for the giving of notice to him, a notice addressed to him and advertised in a newspaper circulating in the Cayman Islands shall be deemed to be duly given to him at noon on the day following the day on which the newspaper is circulated and the advertisement appeared therein.

股東如無登記地址或未提供地址與本公司以為送達時，以記名通知方式並將該通知刊載於開曼群島內流通之新聞紙者，在該通知所刊載之新聞紙流通發行日之次日正午，視為已合法送達與該股東。

144. A notice may be given by the Company to the joint holders of a Share by giving the notice to the joint holder named first in the Register of Members in respect of the Share.

如股份為多數人所共有者，本公司得將通知送達至股東名簿上所登記之第一共有人。

145. A notice may be given by the Company to the person entitled to a Share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

本公司得將通知送達於因股東死亡或破產而繼受其股份權利之人。前述通知應以郵寄方式送達並預付郵資，郵件上應標示該繼受人或其他之死者代表、破產管理人或其他類似之記載，並標示該繼受人為該送達而提供之地址，亦得(在前述地址提供前)以其他原先得用以送達於前述死者或破產人之其他方式送達。

146. Notice of every general meeting shall be given in some manner hereinbefore authorised to:

常會開會通知應以上述方式提供給以下人士：

- (a) every Member entitled to vote except those Members entitled to vote who (having no registered address) have not supplied to the Company an address for the giving of notices to them; and

得參與投票之各股東。但尚未提供地址(且無註冊地址)以利本公司寄送通知者不在此限；以及

- (b) every person entitled to a Share in consequence of the death or bankruptcy of a Member, who, but for his death or bankruptcy would be entitled to receive notice of the meeting.

因股東死亡或破產而繼受其股份權利並因此而得收受開會通知之人。

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

除上述人士外，其他人均無收受常會開會通知之權。

RECORD DATE

基準日

147. The Directors may fix in advance a date as the record date for any determination of Members entitled to notice of or to vote at a meeting of the Members and, for the purpose of determining the Members entitled to receive payment of any dividend, the Directors may, at or within 90 days prior to the date of the declaration of such dividend, fix a subsequent date as the record date for such determination.

董事會得提前指定特定日期為基準日，以確定得收受開會通知並參與投票之股東人數。為決定得受分派股息之股東人數，董事會亦得於宣布發放股息日九十日前，指定特定日期為發放股息之基準日。

AMENDMENT OF MEMORANDUM AND ARTICLES

章程修改

148. Subject to and insofar as permitted by the provisions of the Law, the Company may from time to time by Special Resolution alter or amend its Memorandum of Association or these Articles in whole or in part; provided, however, that no such amendment shall affect the rights attaching to any class of Shares without the consent or sanction provided for in Article 3(b).

於開曼公司法所允許之範圍內，本公司得依據開曼公司法隨時以特別決議方式變更組織章程或本章程之全部或一部。除依本章程第 3(b)條規定同意或決議者外，前述變更均不得影響各類別股份上之權利。

ORGANISATION EXPENSES

開辦費用

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

設立本公司之初期及組織費用應由本公司負擔，並得依董事會決定之期間及比例，以公司之收入或資本攤提支付之。

OFFICES OF THE COMPANY

公司事務所

150. The Registered Office of the Company shall be at such address in the Cayman Islands as the Directors shall from time to time determine. The Company, in addition to its Registered Office, may establish and maintain an office in the Cayman Islands or elsewhere as the Directors may from time to time determine. The Company shall appoint one person who has domicile or residence inside the territory of the Republic of China as its litigious agent, non-litigious agent and representative for the territory of the Republic of China.

本公司登記之事務所所在地，得隨時由董事會在開曼群島內決定之。除登記之事務所所在地外，本公司並得隨時在開曼群島或其他地區另外設立並維持辦公處所。

本公司應指定在中華民國境內有住所或居所之人員作為訴訟及非訴訟之代理人，並以之為中華民國境內之負責人。

INDEMNITY

補償規定

151. Every Director and officer for the time being of the Company or any trustee for the time being acting in relation to the affairs of the Company and their respective heirs, executors, administrators, personal representatives or successors or assigns shall, in the absence of wilful neglect or default, be indemnified by the Company against, and it shall be the duty of the Directors out of the funds and other assets of the Company to pay, all costs, losses, damages and expenses, including travelling expenses, which any such Director, officer or trustee may incur or become liable in respect of by reason of any contract entered into, or act or thing done by him as such Director, officer or trustee or in any way in or about the execution of his duties and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the Members over all other claims. No such Director, officer or trustee shall be liable or answerable for the acts,

receipts, neglects or defaults of any other Director, officer or trustee or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss of any of the moneys of the Company which shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited, or for any other loss, damage or misfortune whatsoever which shall happen in or about the execution of the duties of his respective office or trust or in relation thereto unless the same happen through his own wilful neglect or default.

本公司現任或已卸任之曾執行本公司業務之董事、經理人、受託人，或前述人員之繼承人、遺囑執行人、管理人、個人代表、繼任人或受讓人等，除因故意所致者外，就前述董事、經理人或受託人以其身分簽署契約、從事或完成一定行為、或為其他與其職務有關之行為時所生或由其所負擔之一切費用、損失、損害賠償、差旅費用等，均應由本公司負擔，並應由董事會以本公司之基金及資產支付。前述應付金額尚未支付前，前述人士就該金額對本公司之資產有留置權，且該金額之受償順序應介於股東及其他請求之間。各董事、經理人或受託人，就其他董事、經理人或受託人所為之行為、收受、過失或違約行為，或就參與任何收受行為、一致性行為、或就其他本公司因現金不足以支付證券金額所受之損失及費用支出、因本公司短缺現金所生之損失、因破產、解散或第三人之侵權行為而須提供現金、擔保或其他法律效果所生之損害、或就其他因其執行業務或信託業務及其相關行為所生之損害或純粹損失等，均不負責任。但因其故意所致者，不在此限。
