

股票代號 6415



**Silergy Corp.**  
**矽力杰股份有限公司**

**2017年股東常會**  
**議事手冊**

時間：2017年6月2日（星期五）上午9時正

地點：新北市中和區中正路631號（福朋酒店三樓會議廳）

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## 壹、開會程序

**Silergy Corp.**

矽力杰股份有限公司

2017年股東常會開會程序

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- 二、主席致詞
- 三、報告事項
- 四、承認暨討論事項
- 五、臨時動議
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## 貳、開會議程

# Silergy Corp.

## 矽力杰股份有限公司

### 2017年股東常會議程

時間：2017年6月2日(星期五)上午9時正

地點：新北市中和區中正路631號(福朋酒店三樓會議廳)

出席：全體股東及股權代表人

主席：董事長WEI CHEN (陳偉)

一、宣佈開會

二、主席致詞

三、報告事項

(一) 2016年度營業報告

(二) 審計委員會查核報告

(三) 2016年度員工酬勞及董事酬勞分派情形報告

(四) 2016年度海外可轉換公司債發行情形報告

四、承認暨討論事項

(一) 2016年度營業報告書及合併財務報告案

(二) 2016年度盈餘分派案

(三) 修訂「公司章程」案

(四) 修訂「取得或處分資產處理程序」案

(五) 發行限制員工權利新股案

五、臨時動議

六、散會

## 報告事項

### 第一案

案由：2016年度營業報告，報請 公鑒。

說明：本公司2016年度營業報告書，請參閱附件一。(第8頁)。

### 第二案

案由：審計委員會查核報告，報請 公鑒。

說明：本公司審計委員會查核報告書，請參閱附件二。(第10頁)。

### 第三案

案由：2016年度員工酬勞及董事酬勞分派情形報告，報請 公鑒。

說明：本公司2017年3月15日董事會決議通過發放員工酬勞金額新台幣143,259,916元及董事酬勞金額新台幣3,600,000元，上述酬勞全數以現金方式發放。

### 第四案

案由：2016年度海外可轉換公司債發行情形報告，報請 公鑒。

說明：為償還銀行借款及公司營運之資金需求，本公司董事會於2016年3月11日決議通過發行海外可轉換公司債計美金1.25億元。本次發行之海外可轉換公司債業經行政院金融監督管理委員會2016年6月27日金管證發字第1050022019號函核准募集在案，並於2016年8月4日募集完成。

## 承認暨討論事項

### 第一案

董事會提

案由：2016年度營業報告書及合併財務報告案，提請 承認。

說明：一、本公司2016年度合併財務報告，包括合併資產負債表、合併損益表、合併股東權益變動表及合併現金流量表等，業經勤業眾信聯合會計師事務所簡明彥及韋亮發會計師查核完竣。

二、本公司2016年度營業報告書及會計師查核報告暨合併財務報告，請參閱附件一（第8頁）及附件三（第11～22頁）。

決議：

### 第二案

董事會提

案由：2016年度盈餘分派案，提請 承認。

說明：一、本次盈餘分派係分配2016年度可分配盈餘，普通股現金股利配發新台幣420,115,785元，每股配發新台幣5元。嗣後如因本公司流通在外股數變動，擬授權董事長依股東常會決議之分配總額，按配息基準日本公司實際流通在外股份之數量，調整分配比率。

二、2016年度盈餘分派表請參閱附件四（第23頁）。

決議：

### 第三案

董事會提

案 由：修訂「公司章程」案，提請討論。

說 明：一、配合公司實際需求，擬修訂公司章程部分條文。

二、修正前後條文對照表，請參閱附件五（第24～27頁）。

決 議：

### 第四案

董事會提

案 由：修訂「取得或處分資產處理程序」案，提請討論。

說 明：一、配合「公開發行公司取得或處分資產處理準則」修訂及公司實際需求，擬修訂「取得或處分資產處理程序」部分條文。

二、修正前後條文對照表，請參閱附件六（第28～39頁）。

決 議：

## 第五案

董事會提

案由：發行限制員工權利新股案，提請討論。

說明：一、為吸引及留任公司所需人才，激勵員工並提升員工對公司之向心力，以期共同創造股東及公司之利益，擬提請股東會決議通過訂定「2017年度限制員工權利新股發行辦法」並發行限制員工權利新股。

二、本次擬發行之總額及條件如下：

(一)發行總額為新台幣3,000,000元，每股面額10元，共計300,000股。本次發行之股份為普通股，以無償發行。

(二)本次得獲配限制員工權利新股之員工資格條件以本公司及國內、外子公司編制內全職正式員工為限，自給與日起任職屆滿六個月，既得100%限制員工權利新股。實際被授與員工及可獲配之數量，將參酌工作績效、整體貢獻、特殊功績、職級或年資等因素，由董事長核定並提報董事會同意。單一員工獲配股數悉依發行人募集與發行有價證券處理準則第60條之9規定辦理。

(三)未達既得條件之限制員工權利新股可參與本公司之配股，不參加本公司之配息、現金增資認股及表決權等。

三、可能費用化之金額、對公司每股盈餘稀釋情形及其他對股東權益影響事項：

(一)本次發行限制員工權利新股300,000股，以2017年3月14日收盤價每股新台幣509元為估算基礎，估計可能費用化金額約為新台幣152,700仟元。

(二)以董事會決議時本公司已發行股份總數84,023仟股及所訂既得條件計算，對公司的年度每股盈餘稀釋影響約新台幣1.82元。

四、本次限制員工權利新股發行辦法，請參閱附件七（第40~41頁），擬提請股東會授權董事會一次或分次向主管機關申報並全權處理發行事宜，未來如因法令變更或主管機關指示需為變更時，擬授權董事會全權處理之。

決議：



臨時動議

散 會

## 附件一

### 營業報告書

隨著全球產業的快速演進，廠商之競爭已由單純的速度、品質、技術、彈性及製造成本等提升至全球平台的運籌及產業的資源整合，近年來電源管理一直是半導體領域之熱門市場之一，且電源管理IC是所有電子產品必備的關鍵元件，隨著環保與節能的議題發酵，節能科技為目前重要發展課題之一，電源管理IC扮演不可或缺的關鍵角色。低耗電、極低的靜態消耗電流等需求亦是全球各國對環保、低耗能等綠色概念的要求重點，而電源管理IC同時也得考量未來環保法規帶來的限制，故符合環保及綠色能源將成為電源管理IC設計的重要方向。本公司將持續紮根電源管理IC產業，更致力於全球的步局，以落實公司的長期發展方向及持續更深化整體的國際化，同時也創造出更多的股東價值。

延續近幾年的營收成長，本公司在2016年度繼續擴大營運規模，營運持續成長創新，營收再創新高，2016年合併營業收入為新台幣7,138,903仟元，較前一年度新台幣4,700,981仟元相比，成長約51.86%。營業淨利為新台幣1,440,826仟元，較2015年1,175,177仟元增加265,649仟元，成長約22.61%，主要因為各產品線維持穩定成長，同時持續推出新產品，其中亦包括購併新產品如智能電表等。

2016年度營業費用總數為新台幣1,962,295仟元，較2015年度1,196,701仟元，增加765,594仟元，約63.98%，主要因為公司持續成長，持續投入人力、相關研發及銷售等費用維持一定比例需求增加；2016年購併Maxim Integrated.之智慧電表及能源監控業務部門，以及NXP Semiconductors.之LED照明業務部門，在購併相關費用之支出、新增人員薪資費用及新據點設立，以及因購併產生之無形資產攤銷等部分，致2016年度費用率較2015年增加，但若排除上述非現金科目的費用，則2016年現金科目相關費用率與2015年度相當。

稅後淨利為新台幣1,469,656仟元，淨利率為21.59%。以期末股本新台幣約840,231仟元計算，基本每股盈餘約為新台幣18.72元。

終端應用產品的四大類均維持穩定的成長，於既有產品市場保持穩定成長，亦積極開發新產品線推動營收成長動能。公司目前產品主要有DCDC、

電池管理晶片、ACDC、PMU、LED照明、LED背光驅動、固態保護開關、ESD防護器件、以及智能電表IC等類別，產品應用廣泛，品項超過一千項，主要的市場為大陸、台灣以及韓國。2016年消費性電子產品(Consumer Product)佔整體營收比重約42%、工業用產品(Industrial Product)佔約39%、資訊產品(Computer Product)佔約14%及網路通訊產品(Communication Product)佔約5%。

展望2017年度，本公司未來將持續進行高效能高整合與創新應用的研發、落實產品化設計，不斷創新持續於終端應用產品更新既有產品規格，同時開發擴充新產品線。未來公司亦將繼續沿用虛擬垂直整合型的模式-Virtual IDM的模式，以公司專有製程提供長期技術上的優勢，並投入更高階技術研發以強化技術優勢，以節能和智能為目標，不斷更新產品和研發先進技術，開發更高效率，體積更小，週邊元器件更少的類比IC產品，增強感測和智慧功能，提供客戶完整且具高附加價值的產品應用與技術服務，期能維持以領先的優勢技術，於終端應用市場提供更多高性能要求且更完整多元之應用方案，以繼續深化本公司在核心競爭力的領先地位。持續創造客戶、股東及員工的共同成長。

董事長：WEI CHEN



經理人：WEI CHEN



會計主管：潘冠呈



## 附件二

### 審計委員會查核報告

董事會造具本公司西元2016年度營業報告書、合併財務報表及盈餘分派議案等，其中合併財務報表業經委託勤業眾信聯合會計師事務所簡明彥會計師、韋亮發會計師查核完竣，並出具查核報告。

上述營業報告書、合併財務報表及盈餘分派議案經本審計委員會查核，認為尚無不合，爰依證券交易法第十四條之四及公司法第二百一十九條之規定報告如上，敬請鑒核。

此致

本公司2017年股東常會

矽力杰股份有限公司審計委員會

召集人：柯順雄



西 元 2 0 1 7 年 3 月 1 5 日

## 附件三

# 會計師查核報告暨2016年度合併財務報告

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### 會計師查核報告

Silergy Corp. 公鑒：

#### 查核意見

Silergy Corp.及其子公司民國 105 年及 104 年 12 月 31 日之合併資產負債表，暨民國 105 年及 104 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表、合併現金流量表，以及合併財務報表附註（包括重大會計政策彙總），業經本會計師查核竣事。

依本會計師之意見，上開合併財務報表在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達 Silergy Corp.及其子公司民國 105 年及 104 年 12 月 31 日之合併財務狀況，暨民國 105 年及 104 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

#### 查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與 Silergy Corp.及其子公司保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

## 關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對 Silergy Corp.及其子公司民國 105 年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。

茲對 Silergy Corp.及其子公司民國 105 年度合併財務報表之關鍵查核事項敘明如下：

### 企業合併之收購價金組成分攤

Silergy Corp.本年度併購 NXP B.V.之照明業務部門及 Maxim Integrated Products, Inc.之智慧電表及能源監控業務部門，收購價金分別為 633,068 仟元及 3,401,475 仟元，相關企業合併之說明請參閱合併報告附註二八。其收購價金之組成主要為商譽與具耐用年限之無形資產，兩者於認列後，商譽後續衡量係以定期減損評估而定，而具耐用年限之無形資產後續則於耐用年限內按直線基礎進行攤銷；由於該等收購價金金額重大且收購價金之分攤又涉及高度判斷之假設，另後續衡量之會計處理影響財務績效係屬攸關，是以列為關鍵查核事項之一。

本會計師於查核中因應該關鍵查核事項之查核程序，係評估管理階層對於併購價格分攤模型所使用財務資訊之正確性及其所委任之外部財務顧問公司所提供之評估報告之合理性。此外，委託內部財務顧問專家協助評估模型中所採用之各項預計成長率及折現率等重大假設之適當性及測試模型計算之正確性。

### 商譽減損

管理階層依照國際會計準則公報第 36 號「資產減損」之規定，於年度進行商譽之減損測試，依所估計之未來現金流量及企業適當之長期成長率和折現率等假設，評估未來獲利能力以作為測試減損結果之判斷。截至民國 105 年 12 月 31 日止，商譽帳面金額為 2,546,052 仟元，金額佔總資產之 24%，由於商譽之金額重大且減損評估涉及管理當局之高度判斷，其影響減損評估之金額係屬攸關，是以列為關鍵查核事項之一。

本會計師於查核中因應該關鍵查核事項之查核程序，係評估管理階層對於商譽減損模型所使用財務資料之允當性，另藉由比照歷史資訊，測試管理當局對於所編製之未來現金流量之合理性。此外，委託內部財務顧問專家協助評估其所採用之評估模型及模型中所採用之各項預計成長率及折現率等重大假設之適當性及測試模型計算之正確性。

#### 來自企業合併後產生之收入

Silergy Corp.於併購活動下，營收大幅成長，而其成長之動因包含來自企業合併後所新增之銷貨對象群，惟對於銷貨收入之真實性以及收入認列是否依循適當之會計原則，對於財務績效之呈現影響重大，是以列為關鍵查核事項之一。

本會計師於查核中因應該關鍵查核事項之查核程序如下：

1. 對於企業合併後產生之收入，評估收入認列與收款相關之內部控制，抽樣測試其設計與執行之情形。
2. 評估管理當局收入認列之政策是否與國際會計準則公報第 18 號「收入」規定一致並於期間內一致採用，並自年度收入選取樣本，檢視外部貨運及相關文件，評估收入認列之合理性。
3. 對於新增重大客戶之背景進行調查，並確認相關交易條件是否有異常之情事。

#### **管理階層與治理單位對合併財務報表之責任**

管理階層之責任係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製允當表達之合併財務報表，且維持與合併財務報表編製有關之必要內部控制，以確保合併財務報表未存有導因於舞弊或錯誤之重大不實表達。

於編製合併財務報表時，管理階層之責任亦包括評估 Silergy Corp.及其子公司繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算 Silergy Corp.及其子公司或停止營業，或除清算或停業外別無實際可行之其他方案。

Silergy Corp.及其子公司之治理單位（含審計委員會）負有監督財務報導流程之責任。

## 會計師查核合併財務報表之責任

本會計師查核合併財務報表之目的，係對合併財務報表整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照一般公認審計準則執行之查核工作無法保證必能偵出合併財務報表存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報表使用者所作之經濟決策，則被認為具有重大性。

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

1. 辨認並評估合併財務報表導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
2. 對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對 Silergy Corp.及其子公司內部控制之有效性表示意見。
3. 評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
4. 依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使 Silergy Corp.及其子公司繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報表使用者注意合併財務報表之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致 Silergy Corp.及其子公司不再具有繼續經營之能力。



5. 評估合併財務報表（包括相關附註）之整體表達、結構及內容，以及合併財務報表是否允當表達相關交易及事件。
6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團查核意見。

本會計師與治理單位溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發現（包括於查核過程中所辨認之內部控制顯著缺失）。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循會計師職業道德規範中有關獨立性之聲明，並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項（包括相關防護措施）。

本會計師從與治理單位溝通之事項中，決定對 Silergy Corp. 及其子公司民國 105 年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

勤業眾信聯合會計師事務所

會計師 簡 明 彥

簡明彥



會計師 韋 亮 發

韋亮發



金融監督管理委員會核准文號  
金管證審字第 1000028068 號

證券暨期貨管理委員會核准文號  
台財證六字第 0920123784 號

中 華 民 國 106 年 3 月 15 日



單位：新台幣仟元

104年12月31日  
(重編後並經查核，  
請參閱附註十六)

代 碼	資 產	105年12月31日		104年12月31日	
		金 額	%	金 額	%
	<b>流動資產</b>				
1100	現金及約當現金(附註四及六)	\$ 2,679,526	25	\$ 1,420,685	27
1147	無活絡市場之債務工具投資—流動(附註四及九)	667,849	6	933,212	17
1170	應收帳款淨額(附註四、五及十)	582,472	5	328,225	6
1200	其他應收款(附註四、十及三三)	35,972	-	37,170	1
1310	存貨淨額(附註四、五及十一)	1,312,193	12	1,026,679	19
1410	預付款項(附註十八)	53,398	1	32,359	1
1476	其他金融資產—流動(附註十四)	-	-	36,108	1
11XX	流動資產總計	<u>5,331,410</u>	<u>49</u>	<u>3,814,438</u>	<u>72</u>
	<b>非流動資產</b>				
1543	以成本衡量之金融資產—非流動(附註四及八)	131,259	1	138,240	3
1546	無活絡市場之債務工具投資—非流動(附註四及九)	32,250	-	-	-
1550	採用權益法之投資(附註四及十三)	629,921	6	683,620	13
1600	不動產、廠房及設備(附註四、十五及二八)	387,356	4	109,488	2
1805	商譽(附註四、五、十六及二八)	2,546,052	24	276,502	5
1821	其他無形資產(附註四、十七及二八)	1,598,323	15	130,237	2
1840	遞延所得稅資產(附註四、五及二五)	38,697	-	37,385	1
1920	存出保證金	28,006	-	26,061	-
1975	淨確定福利資產—非流動(附註四及二二)	829	-	655	-
1990	長期預付款項(附註四及十八)	103,972	1	110,644	2
15XX	非流動資產總計	<u>5,496,665</u>	<u>51</u>	<u>1,512,832</u>	<u>28</u>
1XXX	資 產 總 計	<u>\$ 10,828,075</u>	<u>100</u>	<u>\$ 5,327,270</u>	<u>100</u>
	<b>負債及權益</b>				
	<b>流動負債</b>				
2120	透過損益按公允價值衡量之金融負債—流動(附註四、七及十九)	\$ 10,170	-	\$ -	-
2170	應付帳款(附註二十)	460,318	4	356,092	7
2200	其他應付款(附註十六及二一)	317,232	3	299,484	6
2230	本期所得稅負債	5	-	57,614	1
2300	其他流動負債(附註二一)	5,209	-	6,165	-
21XX	流動負債總計	<u>792,934</u>	<u>7</u>	<u>719,355</u>	<u>14</u>
	<b>非流動負債</b>				
2530	應付公司債(附註四及十九)	1,758,758	16	-	-
2570	遞延所得稅負債(附註四及二五)	59	-	63	-
2645	存入保證金	9,001	-	-	-
2670	長期應付款項(附註二一)	72,563	1	-	-
25XX	非流動負債總計	<u>1,840,381</u>	<u>17</u>	<u>63</u>	<u>-</u>
2XXX	負債總計	<u>2,633,315</u>	<u>24</u>	<u>719,418</u>	<u>14</u>
	<b>權益(附註四、十九、二三及二七)</b>				
3110	普通股股本	840,232	8	782,206	15
	資本公積				
3210	股票發行溢價	3,285,208	30	1,162,098	22
3271	員工認股權	139,405	1	38,186	-
3272	認股權	147,974	2	-	-
3273	限制員工權利股票	191,155	2	156,206	3
3200	資本公積總計	<u>3,763,742</u>	<u>35</u>	<u>1,356,490</u>	<u>25</u>
	保留盈餘				
3310	法定盈餘公積	253,228	2	133,103	2
3350	未分配盈餘	3,332,282	31	2,139,278	40
3300	保留盈餘總計	<u>3,585,510</u>	<u>33</u>	<u>2,272,381</u>	<u>42</u>
	其他權益				
3410	國外營運機構財務報表換算之兌換差額	91,948	1	288,017	6
3490	員工未賺得酬勞	(86,672)	(1)	(91,242)	(2)
3400	其他權益總計	<u>5,276</u>	<u>-</u>	<u>196,775</u>	<u>4</u>
3XXX	權益總計	<u>8,194,760</u>	<u>76</u>	<u>4,607,852</u>	<u>86</u>
	<b>負債與權益總計</b>	<u>\$ 10,828,075</u>	<u>100</u>	<u>\$ 5,327,270</u>	<u>100</u>

後附之附註係本合併財務報告之一部分。

董事長：WEI CHEN



經理人：WEI CHEN



會計主管：潘冠呈



Silergy Corp. 矽力股份有限公司

合併綜合損益表

民國 105 年及 104 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟  
每股盈餘為元

代 碼		105年度		104年度	
		金 額	%	金 額	%
4100	銷貨收入（附註四）	\$ 7,138,903	100	\$ 4,700,981	100
5110	銷貨成本（附註十一及二四）	<u>3,738,293</u>	<u>52</u>	<u>2,520,278</u>	<u>54</u>
5900	營業毛利	<u>3,400,610</u>	<u>48</u>	<u>2,180,703</u>	<u>46</u>
	營業費用（附註四、二三、 二四及二七）				
6100	推銷費用	460,294	7	333,017	7
6200	管理費用	492,403	7	249,000	5
6300	研究發展費用	<u>1,009,598</u>	<u>14</u>	<u>614,684</u>	<u>13</u>
6000	營業費用合計	<u>1,962,295</u>	<u>28</u>	<u>1,196,701</u>	<u>25</u>
6510	其他收益及費損淨額（附註 四、十三、十六及二四）	<u>2,511</u>	<u>-</u>	<u>191,175</u>	<u>4</u>
6900	營業淨利	<u>1,440,826</u>	<u>20</u>	<u>1,175,177</u>	<u>25</u>
	營業外收入及支出				
7060	採用權益法之關聯企業 損失份額（附註四及 十三）	( 17,513)	-	( 12)	-
7100	利息收入（附註四）	16,825	-	16,095	-
7190	其他收入（附註四及二 四）	107,254	2	60,509	1
7230	外幣兌換利益－淨額 （附註四）	17,959	-	37,104	1
7235	透過損益按公允價值衡 量之金融負債損失 （附註四及十九）	( 618)	-	-	-
7510	利息費用（附註十九）	( 61,765)	( 1)	( 18)	-
7225	處分投資利益（附註十 三）	-	-	2,239	-

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(承前頁)

代 碼		105年度		104年度	
		金 額	%	金 額	%
7590	什項支出	(\$ 4,726)	-	(\$ 5,808)	-
7670	減損損失(附註四及八)	-	-	(23,649)	-
7000	營業外收入及支出 合計	<u>57,416</u>	<u>1</u>	<u>86,460</u>	<u>2</u>
7900	稅前淨利	1,498,242	21	1,261,637	27
7950	所得稅費用(附註四、五及 二五)	(28,586)	-	(60,396)	(1)
8200	本年度淨利	<u>1,469,656</u>	<u>21</u>	<u>1,201,241</u>	<u>26</u>
	其他綜合損益(附註四、二 二及二三)				
8310	不重分類至損益之項 目：				
8330	採用權益法認列之 關聯企業之其他 綜合損益之份額	(43,002)	(1)	-	-
8341	換算表達貨幣之兌 換差額	(34,746)	-	148,639	3
8311	確定福利計畫之再 衡量數	(17)	-	402	-
8360	後續可能重分類至損益 之項目：				
8361	國外營運機構財務 報表換算之兌換 差額	(118,321)	(2)	(84,329)	(2)
8300	本年度其他綜合損 益(稅後淨額)	(196,086)	(3)	64,712	1
8500	本年度綜合損益總額	<u>\$ 1,273,570</u>	<u>18</u>	<u>\$ 1,265,953</u>	<u>27</u>
	淨利歸屬於：				
8610	本公司業主	\$ 1,469,656	21	\$ 1,201,247	26
8620	非控制權益	-	-	(6)	-
8600		<u>\$ 1,469,656</u>	<u>21</u>	<u>\$ 1,201,241</u>	<u>26</u>

(接次頁)

(承前頁)

代 碼		105年度		104年度	
		金 額	%	金 額	%
	綜合損益總額歸屬於：				
8710	本公司業主	\$ 1,273,570	18	\$ 1,265,959	27
8720	非控制權益	<u>-</u>	<u>-</u>	<u>( 6)</u>	<u>-</u>
8700		<u>\$ 1,273,570</u>	<u>18</u>	<u>\$ 1,265,953</u>	<u>27</u>
	每股盈餘 (附註二六)				
9750	基 本	<u>\$ 18.72</u>		<u>\$ 15.66</u>	
9850	稀 釋	<u>\$ 17.68</u>		<u>\$ 15.03</u>	

後附之附註係本合併財務報告之一部分。

董事長：WEI CHEN



經理人：WEI CHEN



會計主管：潘冠呈



單位：新台幣千元

代碼	描述	於本公積(附註九、二、三、七)											之其他權益項目(附註四、二、三及二七)			權益總額	
		股本	公積	認股權	認股權	認股權	認股權	認股權	認股權	認股權	認股權	認股權	認股權	認股權	認股權		認股權
A1	104年1月1日餘額	77,395	\$ 773,950	\$ 1,134,840	\$ 7,908	\$ -	\$ -	\$ 126,124	\$ 1,268,872	\$ 53,030	\$ 1,322,882	\$ 1,375,912	\$ 223,707	\$ (130,925)	\$ 92,782	\$ -	\$ 3,511,516
B1	103年度盈餘指撥及分配	-	-	-	-	-	-	-	80,073	(80,073)	-	-	-	-	-	-	-
B5	本公司股東現金股利	-	-	-	-	-	-	-	(305,180)	(305,180)	(305,180)	-	-	-	-	(305,180)	-
N1	本公司發行員工認股權	-	-	-	33,203	-	-	33,203	-	-	-	-	-	-	-	33,203	-
O1	非控制權益	-	-	-	-	-	-	-	-	-	-	-	-	-	6	6	-
D1	104年度淨利	-	-	-	-	-	-	-	-	1,201,247	1,201,247	-	-	-	(6)	1,201,241	-
D3	104年度稅後其他綜合損益	-	-	-	-	-	-	-	-	402	402	-	64,310	-	-	64,712	-
D5	104年度綜合損益總額	-	-	-	-	-	-	-	-	1,201,649	1,201,649	-	64,310	-	(6)	1,265,953	-
N1	員工認股權計劃下發行之普通股	638	6,374	6,574	(2,925)	-	-	3,649	-	-	-	-	-	-	-	10,023	-
N1	本公司發行限制員工權利新股	188	1,882	20,684	-	-	30,082	50,766	-	-	-	-	-	39,683	-	92,331	-
Z1	104年12月31日餘額	78,221	782,206	1,162,098	38,186	-	156,206	1,356,490	133,103	2,139,278	2,272,381	288,017	(91,242)	196,775	-	4,607,852	-
B1	104年度盈餘指撥及分配	-	-	-	-	-	-	-	120,125	(120,125)	-	-	-	-	-	-	-
B5	本公司股東現金股利	-	-	-	-	-	-	-	(156,510)	(156,510)	(156,510)	-	-	-	-	(156,510)	-
N1	本公司發行員工認股權	-	-	-	-	-	-	-	-	-	-	-	-	-	-	104,728	-
C5	本公司發行可轉換公債認列權益組成部份	-	-	-	-	-	-	-	-	-	-	-	-	-	-	310,870	-
I1	可轉換公司債轉換為普通股	5,000	50,006	2,016,107	(162,896)	-	-	1,853,211	-	-	-	-	-	-	-	1,903,217	-
D1	105年度淨利	-	-	-	-	-	-	-	-	1,469,656	1,469,656	-	-	-	-	1,469,656	-
D3	105年度稅後其他綜合損益	-	-	-	-	-	-	-	-	(17)	(17)	(196,069)	-	-	(196,069)	-	-
D5	105年度綜合損益總額	-	-	-	-	-	-	-	-	1,469,639	1,469,639	(196,069)	-	-	(196,069)	1,273,570	-
N1	員工認股權計劃下發行之普通股	488	4,884	10,504	(3,509)	-	-	6,995	-	-	-	-	-	-	-	11,879	-
N1	本公司發行限制員工權利新股	314	3,136	96,499	-	-	34,949	131,448	-	-	-	-	4,570	-	-	139,154	-
Z1	105年12月31日餘額	84,023	840,232	\$ 3,285,208	\$ 139,405	\$ 147,974	\$ 191,165	\$ 3,763,742	\$ 253,278	\$ 3,332,882	\$ 3,585,510	\$ 91,948	\$ (86,672)	\$ 5,276	\$ -	\$ 8,194,760	-

後附之附註係本合併財務報告之一部分。



會計主管：潘冠星



經理人：WEI CHEN



董事長：WEI CHEN



民國 105 年及 104 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼	105年度	104年度
營業活動之現金流量		
A10000	\$ 1,498,242	\$ 1,261,637
A20300	( 150)	1,272
A20400	透過損益按公允價值衡量金融負債	
	之淨損失	618
A20100	26,818	18,987
A20200	199,617	19,317
A21200	( 16,825)	( 16,095)
A20900	61,765	-
A21900	104,728	33,203
A21900	139,154	92,331
A22300	採用權益法認列之關聯企業損失份	
	額	17,513
A23700	55,806	41,027
A22500	31	171
A22600	306	-
A22800	( 18,774)	( 312,747)
A24100	( 514)	( 502)
A23100	-	( 2,239)
A23700	16,232	121,401
A23700	-	23,649
A30000	營業資產及負債之淨變動數	
A31150	( 253,430)	( 66,569)
A31180	( 7,430)	( 9,769)
A31200	( 192,176)	( 547,368)
A31230	( 21,039)	9,401
A31990	( 188)	( 180)
A32130	-	( 2,105)
A32150	104,183	128,811
A32180	59,285	74,814
A32230	( 956)	2,512
A33000	1,772,816	870,971
A33100	17,407	9,843

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代 碼		105年度	104年度
A33300	支付之利息	(\$ 37,715)	\$ -
A33500	支付之所得稅	( 90,251)	( 26,152)
AAAA	營業活動之淨現金流入	<u>1,662,257</u>	<u>854,662</u>
投資活動之現金流量			
B00600	取得無活絡市場之債務工具投資	( 32,250)	( 96,230)
B00700	處分無活絡市場之債務工具投資價 款	265,363	-
B01200	取得以成本衡量之金融資產	-	( 56,030)
B01800	取得採用權益法之投資	-	( 373,442)
B02200	企業合併之淨現金流出 (附註二八)	( 4,098,925)	( 86,512)
B02700	購置不動產、廠房及設備	( 287,177)	( 30,831)
B02800	處分不動產、廠房及設備價款	-	1,719
B04500	購置無形資產	( 21,647)	( 117)
B06500	其他金融資產減少 (增加)	36,108	( 36,108)
B07300	長期預付款項減少 (增加)	1,087	( 110,644)
B03700	存出保證金增加	( 1,945)	( 4,533)
B09900	存入保證金增加	<u>9,001</u>	<u>-</u>
BBBB	投資活動之淨現金流出	<u>( 4,130,385)</u>	<u>( 792,728)</u>
籌資活動之現金流量			
C00100	短期借款增加	3,379,425	-
C00200	短期借款減少	( 3,379,425)	( 15,000)
C01200	發行公司債	3,925,262	-
C04500	發放現金股利	( 153,638)	( 321,628)
C04800	員工執行認股權	11,879	10,023
C09900	其他應收款減少	<u>9,786</u>	<u>-</u>
CCCC	籌資活動之淨現金流入 (出)	<u>3,793,289</u>	<u>( 326,605)</u>
DDDD	匯率變動對現金及約當現金之影響	<u>( 66,320)</u>	<u>63,601</u>
EEEE	現金及約當現金淨增加 (減少)	1,258,841	( 201,070)
E00100	年初現金及約當現金餘額	<u>1,420,685</u>	<u>1,621,755</u>
E00200	年底現金及約當現金餘額	<u>\$ 2,679,526</u>	<u>\$ 1,420,685</u>

後附之附註係本合併財務報告之一部分。

董事長：WEI CHEN



經理人：WEI CHEN



會計主管：潘冠呈





## 附件四

**Silergy Corp.**  
**矽力杰股份有限公司**  
**2016年度盈餘分派表**

單位：新台幣元

期初未分配盈餘	1,862,644,075
確定福利計畫再衡量數認列於保留盈餘	(17,752)
<b>調整後未分配盈餘</b>	<b>1,862,626,323</b>
本期淨利	1,469,656,054
提列法定盈餘公積 10%	(146,965,605)
<b>2016 年度可分配盈餘</b>	<b>1,322,690,449</b>
<b>本期可供分配盈餘</b>	<b>3,185,316,772</b>
分配項目	
現金股利	(420,115,785)
<b>期末未分配盈餘</b>	<b>2,765,200,987</b>

## 附件五

### Silergy Corp. 矽力杰股份有限公司 公司章程修正前後條文對照表

條次	修正前條文	修正後條文	說明
79	<p>於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，關於獨立董事之選任，本公司應採用符合上市法令的候選人提名機制。該提名機制之規則與程序應符合不時經董事會及普通決議通過所決議通過之政策，該政策應符合公司法、本章程條款及上市法令。除本章程或上市法令另有規定外，本公司應另遵守董事選舉規範之規定。</p> <p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall adopt a candidate nomination mechanism for the purpose of the appointment of Independent Directors in accordance with the Applicable Listing Rules. The rules and procedures for such candidate nomination shall be in accordance with policies approved by the Directors and by an Ordinary Resolution from time to time, which policies shall be in accordance with the Law, these Articles and the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Guidelines Governing Election of Directors.</p>	<p>於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，關於獨立董事之選任，本公司應採用符合上市法令的候選人提名機制。該提名機制之規則與程序應符合不時經董事會及普通決議通過所決議通過之政策，該政策應符合公司法、本章程條款及上市法令。除本章程或上市法令另有規定外，本公司應另遵守董事選舉規範之規定。</p> <p>For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall adopt a candidate nomination mechanism for the purpose of the appointment of <del>Independent</del> Directors in accordance with the Applicable Listing Rules. The rules and procedures for such candidate nomination shall be in accordance with policies approved by the Directors and by an Ordinary Resolution from time to time, which policies shall be in accordance with the Law, these Articles and the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Guidelines Governing Election of Directors.</p>	配合法令規定修訂

條次	修正前條文	修正後條文	說明
139	<p>除上市法令或公司法另有規定外，本公司得以重度決議：</p> <p>...</p> <p>(d) 進行一切必要的行為以執行本章程規定之事項。</p> <p>Subject to the Applicable Listing Rules and the Law, the Company may, with the authority of a Supermajority Resolution:</p> <p>...</p> <p>(d) generally do all acts and things required to give effect to any of the actions contemplated by these Articles.</p>	<p>除上市法令或公司法另有規定外，本公司得以重度決議：</p> <p>...</p> <p>(d) 進行一切必要的行為以執行本條章程規定之事項。</p> <p>Subject to the Applicable Listing Rules and the Law, the Company may, with the authority of a Supermajority Resolution:</p> <p>...</p> <p>(d) generally do all acts and things required to give effect to any of the actions contemplated by <u>this Article 139</u> <del>these Articles</del>.</p>	配合法令規定修訂
140	<p style="text-align: center;"><b>公開收購</b></p> <p>於本公司股份已登錄興櫃及/或在證券櫃檯買賣中心或證交所上市之期間，除上市法令另有規定外，董事會於本公司或本公司依上市法令委任之訴訟或非訟代理人接獲公開收購申報書副本及相關書件後 10 日內，應對建議股東接受或拒絕本次收購做成決議，並公告下列事項：</p> <p>(a) 董事及持有本公司已發行股份超過百分之十(10%)之股東自己及以他人名義目前持有之股份種類、數量。</p> <p>(b) 就本次收購對股東之建議，並應載明持反對意見之董事姓名及其所持理由。</p>	<p style="text-align: center;"><b>公開收購</b></p> <p>於本公司股份已登錄興櫃及/或在證券櫃檯買賣中心或證交所上市之期間，<u>本公司股票之任何公開收購應依據上市櫃法令規定，其中包含但不限於公開收購公開發行公司有價證券管理辦法。</u>除上市法令另有規定外，董事會於本公司或本公司依上市法令委任之訴訟或非訟代理人接獲公開收購申報書副本及相關書件後 10 日內，應對建議股東接受或拒絕本次收購做成決議，並公告下列事項：</p> <p><del>(a) 董事及持有本公司已發行股份超過百分之十(10%)之股東自己及以他人名義目前持有之股份種類、數量。</del></p> <p><del>(b) 就本次收購對股東之建議，並應載明持反對意見之董事姓名及其所持理由。</del></p>	配合法令規定修訂

條次	修正前條文	修正後條文	說明
	<p>(c) 本公司財務狀況於最近期財務報告提出後有無重大變化及其變化內容(如有)。</p> <p>(d) 董事及持股超過百分之十(10%)之股東自己及以他人名義持有公開收購人或其關係企業之股份種類、數量及其金額。</p> <p style="text-align: center;"><b>TENDER OFFER</b></p> <p>For so long as the Shares of the Company are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, within ten (10) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Listing Rules, the Board of the Directors shall resolve to recommend to the Shareholders whether to accept or refuse the tender offer and make a public announcement of the following:</p> <p>(a) The types and amount of the Shares held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in</p>	<p><del>(c)本公司財務狀況於最近期財務報告提出後有無重大變化及其變化內容(如有)。</del></p> <p><del>(d)董事及持股超過百分之十(10%)之股東自己及以他人名義持有公開收購人或其關係企業之股份種類、數量及其金額。</del></p> <p style="text-align: center;"><b><u>PUBLIC TENDER OFFER</u></b></p> <p>For so long as the Shares of the Company are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, <u>any public tender offer of the Shares of the Company shall be subject to the Applicable Listing Rules, including but not limited to the “Regulations Governing the Public Tender Offer of Shares of Public Companies”</u>, <del>subject to the Applicable Listing Rules, within ten (10) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Listing Rules, the Board of the Directors shall resolve to recommend to the Shareholders whether to accept or refuse the tender offer and make a public announcement of the following:</del></p> <p><del>(a)The types and amount of the Shares held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in</del></p>	

條次	修正前條文	修正後條文	說明
	<p>its own name or in the name of other persons.</p> <p>(b) Recommendations to the Shareholders on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.</p> <p>(c) Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.</p> <p>(d) The types, numbers and amount of the shares of the tender offeror or its affiliates held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in its own name or in the name of other persons.</p>	<p><del>its own name or in the name of other persons.</del></p> <p><del>(b) Recommendations to the Shareholders on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.</del></p> <p><del>(c) Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.</del></p> <p><del>(d) The types, numbers and amount of the shares of the tender offeror or its affiliates held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in its own name or in the name of other persons.</del></p>	

## 附件六

### Silergy Corp.

#### 矽力杰股份有限公司

#### 取得或處分資產處理程序修正前後條文對照表

條次	修正前條文	修正後條文	說 明
四、作業內容	<p>(四)投資非供營業用不動產與有價證券額度</p> <p>1. 略</p> <p>2. 各子公司之投資限額，應依下列規定辦理：</p> <p>(1)至(2)略</p> <p>(3)各子公司投資額度若有超限時，如經該公司董事會通過並提報本公司董事會追認者，不在此限。</p>	<p>(四)投資非供營業用不動產與有價證券額度</p> <p>1. 略</p> <p>2. 各子公司之投資限額，應依下列規定辦理：</p> <p>(1)至(2)略</p> <p>(3)各子公司投資額度若有超限時，如經該公司董事會通過並提報本公司<u>審計委員會及董事會</u>追認者，不在此限。</p>	酌作文字修訂，以資明確
四、作業內容	<p>(六)取得或處分有價證券之處 理程序</p> <p>1. 至2. 略</p> <p>3. 授權額度之決定程序及執行單位</p> <p>(1)取得或處分集中交易市場、非集中交易市場、證券商營業處所或具備公開之市場交易買賣之有價證券，屬短期資金調度且具穩定收益性質者，及其他性質之有價證券，交易金額達公告申報標準者，必須經過董事會通過後始得為之。</p>	<p>(六)取得或處分有價證券之處 理程序</p> <p>1. 至2. 略</p> <p>3. 授權額度之決定程序及執行單位</p> <p>(1)取得或處分集中交易市場、非集中交易市場、證券商營業處所或具備公開之市場交易買賣之有價證券，屬短期資金調度且具穩定收益性質者，及其他性質之有價證券，<u>其交易金額未達公告申報標準者，應呈董事長核准並應於事後提報最近一次之審計委員會及董事會追認</u>，交易金額達公告申報標準者，必須經過<u>審計委員會全體成員二分之一以上同意，並提請董事會</u>通過後始得為之。</p>	酌作文字修訂，以資明確

條次	修正前條文	修正後條文	說明
	(2)執行單位：公司有關有價證券投資之取得及處分作業，由總經理統籌規劃，其執行單位為財務部門。	(2)執行單位：公司有關有價證券投資之取得及處分作業，由總經理統籌規劃，其執行單位為財務部門。	
四、作業內容	<p>(七)取得或處分不動產或其他固定資產之處理程序</p> <p>1. 評估程序</p> <p>(1)本公司投資不動產及其他固定資產，應由財務部門或相關單位依據目前營運、財務狀況及未來發展計畫審慎評估預期之投資效益及其風險。</p> <p>(2)取得或處分不動產，應參考公告現值、評定價值、鄰近不動產實際交易價格等，並建議交易條件及交易價格，作成分析報告。</p> <p>(3)取得或處分其他固定資產，應以詢價、比價、議價或招標方式擇一為之。</p> <p>2. 不動產或其他固定資產估價報告</p> <p>本公司取得或處分不動產或設備，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之設備外，交易金額達本公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：</p> <p>(1)因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先</p>	<p>(七)取得或處分不動產或其他<u>固定資產設備</u>之處理程序</p> <p>1. 評估程序</p> <p>(1)本公司投資不動產及其他<u>固定資產設備</u>，應由財務部門或相關單位依據目前營運、財務狀況及未來發展計畫審慎評估預期之投資效益及其風險。</p> <p>(2)取得或處分不動產，應參考公告現值、評定價值、鄰近不動產實際交易價格等，並建議交易條件及交易價格，作成分析報告。</p> <p>(3)取得或處分其他<u>固定資產設備</u>，應以詢價、比價、議價或招標方式擇一為之。</p> <p>2. 不動產或其他<u>固定資產設備</u>估價報告</p> <p>本公司取得或處分不動產或設備，除與政府機構<u>關</u>交易、自地委建、租地委建，或取得、處分供營業使用之設備外，交易金額達本公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：</p> <p>(1)因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先</p>	<p>一、酌作文字修訂，以資明確</p> <p>二、配合法令規定修訂</p>

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	<p>提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。</p> <p>(2)至(5)略</p> <p>3. 授權額度之決定程序及執行單位 本公司取得或處分不動產或其他固定資產前，應由使用部門或管理部門檢呈相關資料提報總經理，其金額占公司資本額10%以下者，應呈請總經理核准；其金額占公司資本額10%以上者，須提經董事會通過後始得為之，如不及事前核定，則授權董事長決定(董事長另有授權者，依其授權辦理)，但應提請交易行為後最近之董事會承認。</p>	<p>提經審計委員會及董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。</p> <p>(2)至(5)略</p> <p>3. 授權額度之決定程序及執行單位 本公司取得或處分不動產或其他固定資產設備前，應由使用部門或管理部門檢呈相關資料提報總經理，其金額占公司資本額10%以下者，應呈請總經理核准；其金額占公司資本額10%以上未達公告申報標準者，應呈<u>董事長核准並應於事後提報最近一次之審計委員會及董事會追認，交易金額達公告申報標準者，應經審計委員會全體成員二分之一以上同意，並須提經請董事會通過後始得為之，如不及事前核定，則授權董事長決定(董事長另有授權者，依其授權辦理)，但應提請交易行為後最近之董事會承認。</u></p>	
四、作業內容	<p>(八)取得或處分會員證或無形資產之處理程序</p> <p>1. 評估及作業程序</p> <p>(1)取得或處分會員證，應參考市場公平市價，決議交易條件及交易價格，作成分析報告提報總經理，其金額占公司資本額10%以下者，應呈請總經理核准；金額占公司資本額10%以上者，須提請董事會通過後始得為之，如不及事前核定，</p>	<p>(八)取得或處分會員證或無形資產之處理程序</p> <p>1. 評估及作業程序</p> <p>(1)取得或處分會員證，應參考市場公平市價，決議交易條件及交易價格，作成分析報告提報總經理，其金額占公司資本額10%以下者，應呈請總經理核准；金額占公司資本額10%以上未達<u>公告申報標準者，應呈董事長核准並應於事後</u></p>	<p>一、酌作文字修訂，以資明確</p> <p>二、配合法令規定修訂</p>



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	<p>則授權董事長決定（董事長另有授權者，依其授權辦理），但應提請交易行為後最近之董事會承認。</p> <p>(2)取得或處分無形資產，應參考專家估價報告或市場公平市價，決議交易條件及交易價格，作成分析報告提報董事會，其金額占公司資本額10%以下者，應呈請總經理核准；金額占公司資本額10%以上者，須提請董事會通過後始得為之，如不及事前核定，則授權董事長決定（董事長另有授權者，依其授權辦理），但應提請交易行為後最近之董事會承認。</p> <p>2. 會員證或無形資產專家評估意見報告</p> <p>(1)本公司取得或處分會員證或無形資產之交易金額達公司實收資本額百分之</p>	<p><u>提報最近一次之審計委員會及董事會追認，交易金額達公告申報標準者，應經審計委員會全體成員二分之一以上同意，並須提請董事會通過後始得為之，如不及事前核定，則授權董事長決定（董事長另有授權者，依其授權辦理），但應提請交易行為後最近之董事會承認。</u></p> <p>(2)取得或處分無形資產，應參考專家估價報告或市場公平市價，決議交易條件及交易價格，作成分析報告提報董事會，其金額占公司資本額10%以下者，應呈請總經理核准；金額占公司資本額10%以上未達公告申報標準者，應呈董事長核准並應於事後提報最近一次之審計委員會及董事會追認，交易金額達公告申報標準者，應經審計委員會全體成員二分之一以上同意，並須提請董事會通過後始得為之，如不及事前核定，則授權董事長決定（董事長另有授權者，依其授權辦理），但應提請交易行為後最近之董事會承認。</p> <p>2. 會員證或無形資產專家評估意見報告</p> <p>(1)本公司取得或處分會員證或無形資產之交易金額達公司實收資本額百分之</p>	

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	<p>二十或新臺幣三億元以上者，除與政府機構交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發佈之審計準則公報第二十號規定辦理。</p> <p>(2)本公司若係經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告或會計師意見。</p> <p>3. 執行單位 本公司取得或處分會員證或無形資產時，應由財務部門依第一項核決權限呈請核決後執行。</p>	<p>二十或新臺幣三億元以上者，除與政府機構關交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發佈之審計準則公報第二十號規定辦理。</p> <p>(2)本公司若係經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告或會計師意見。</p> <p>3. 執行單位 本公司取得或處分會員證或無形資產時，應由財務部門依第一項核決權限呈請核決後執行。</p>	
四、作業內容	(九)前述(六)、(七)及(八)交易金額之計算，應依(十四)1.(5)規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本程序規定取得專業估價者出具之估價報告或會計師意見部分免再計入。	(九)前述(六)、(七)及(八)交易金額之計算，應依(十四)1.(58)規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本程序規定取得專業估價者出具之估價報告或會計師意見部分免再計入。	配合法令規定修訂
四、作業內容	(十)關係人交易之處理程序 1. 本公司向關係人取得或處分資產，除依前述(七)及本規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達公司總資產百分之十以上者，亦應依前述(七)規定取得專業估價者出具之估價報告或會計師意見。	(十)關係人交易之處理程序 1. 本公司向關係人取得或處分資產，除依前述(七)及本規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達公司總資產百分之十以上者，亦應依前述(七)規定取得專業估價者出具之估價報告或會計師意見。	一、配合法令規定修訂 二、酌作文字修訂，以資明確

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	<p>交易金額之計算，應依(十四)1.(5)規定辦理，判斷交易對象是否為關係人時，除注意其法律形式外，並應考慮實質關係。</p> <p>2. 評估及作業程序 本公司向關係人取得或處分不動產，或與關係人取得或處份不動產以外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣公債、附買回、賣回條件之債券、申購或贖回臺灣貨幣市場基金外，應將下列資料，先經審計委員會全體成員二分之一以上同意，准用(三)4.及5.規定，並提交董事會決議後，始得簽訂交易契約及支付款項：</p> <p>(1)至(7)略</p> <p>3. 本次交易之限制條件及其他重要約定事項 (1)前述2. 交易金額之計算，應依(十四)1.(5)規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本程序規定提交董事會通過及審計委員會承認部分免再計入。 (2)本公司與子公司間，取得或處分供營業使用之設備，董事會得依(七)3. 授權董事長在一定額度內先行決行，事後再提報最近期之董事會追認。 (3)略</p>	<p>交易金額之計算，應依(十四)1.(58)規定辦理，判斷交易對象是否為關係人時，除注意其法律形式外，並應考慮實質關係。</p> <p>2. 評估及作業程序 本公司向關係人取得或處分不動產，或與關係人取得或處份不動產以外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣公債、附買回、賣回條件之債券、申購或贖買回臺灣證券投資信託事業發行之貨幣市場基金外，應將下列資料，先經審計委員會全體成員二分之一以上同意，准用(三)4.及5.規定，並提交董事會決議後，始得簽訂交易契約及支付款項：</p> <p>(1)至(7)略</p> <p>3. 本次交易之限制條件及其他重要約定事項 (1)前述2. 交易金額之計算，應依(十四)1.(58)規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本程序規定提交審計委員會及董事會通過及審計委員會承認部分免再計入。 (2)本公司與子公司間，取得或處分供營業使用之設備，審計委員會及董事會得依(七)3. 授權董事長在一定額度內先行決行，事後再提報最近期之董事會追認。 (3)略</p>	

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四、作業內容	<p>(十一)取得或處分金融機構之債權之處理程序</p> <p>本公司原則上不從事取得或處分金融機構之債權之交易，嗣後若欲從事取得或處分金融機構之債權之交易，將提報董事會核准後再訂定其評估及作業程序。</p>	<p>(十一)取得或處分金融機構之債權之處理程序</p> <p>本公司原則上不從事取得或處分金融機構之債權之交易，嗣後若欲從事取得或處分金融機構之債權之交易，將提報<u>審計委員會及</u>董事會核准後再訂定其評估及作業程序。</p>	酌作文字修訂，以資明確
四、作業內容	<p>(十二)取得或處分衍生性商品之處理程序</p> <p>1. 交易原則與方針</p> <p>(1)至(4)略</p> <p>(5)契約總額及授權額度</p> <p>A. 至B略</p> <p>C. 依下述授權進行之衍生性商品交易，應於最近期董事會提出報告。</p> <p>(6)略</p> <p>2. 至3. 略</p> <p>4. 定期評估方式及異常情形處理</p> <p>(1)至(2)略</p> <p>(3)稽核部門主管應定期評估目前使用之風險管理措施是否適當及確實依(十二)所訂處理程序辦理，並監督交易及損益情形，發現有異常情事時，應採取必要之因應措施，並立即向董事會報告，已設置獨立董事者，董事會應有獨立董事出席並表示意見。</p> <p>(4)略</p>	<p>(十二)取得或處分衍生性商品之處理程序</p> <p>1. 交易原則與方針</p> <p>(1)至(4)略</p> <p>(5)契約總額及授權額度</p> <p>A. 至B略</p> <p>C. 依下述授權進行之衍生性商品交易，應於最近期<u>審計委員會及</u>董事會提出報告。</p> <p>(6)略</p> <p>2. 至3. 略</p> <p>4. 定期評估方式及異常情形處理</p> <p>(1)至(2)略</p> <p>(3)稽核部門主管應定期評估目前使用之風險管理措施是否適當及確實依(十二)所訂處理程序辦理，並監督交易及損益情形，發現有異常情事時，應採取必要之因應措施，並立即向<u>審計委員會及</u>董事會報告，已設置獨立董事者，董事會應有獨立董事出席並表示意見。</p> <p>(4)略</p>	酌作文字修訂，以資明確

條次	修正前條文	修正後條文	說明
四、作業內容	<p>(十三)辦理合併、分割、收購或股份受讓之處理程序</p> <p>1. 評估及作業程序</p> <p>(1)本公司辦理合併、分割、收購或股份受讓時，應於召開董事會決議前，由財務部門委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論通過。</p>	<p>(十三)辦理合併、分割、收購或股份受讓之處理程序</p> <p>1. 評估及作業程序</p> <p>(1)本公司辦理合併、分割、收購或股份受讓時，應於召開董事會決議前，由財務部門委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報<u>審計委員會及董事會討論通過。但公開發行公司合併其直接或間接持有百分之百已發行股份或資本總額之子公司，或其直接或間接持有百分之百已發行股份或資本總額之子公司間之合併，得免取得前開專家出具之合理性意見。</u></p>	<p>一、酌作文字修訂，以資明確</p> <p>二、配合法令規定修訂</p>
四、作業內容	<p>(十四)資訊公開揭露程序</p> <p>1. 應公告申報項目及公告申報標準</p> <p>(1)向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債、附買回、賣回條件之債券、申購或贖回臺灣貨幣市場基金，不在此限。</p>	<p>(十四)資訊公開揭露程序</p> <p>1. 應公告申報項目及公告申報標準</p> <p>(1)向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債、附買回、賣回條件之債券、申購或贖回臺灣證券投資信託事業發行之貨幣市場基金，不在此限。</p>	<p>配合法令規定修訂</p>

條次	修正前條文	修正後條文	說明
	<p>(2)進行合併、分割、收購或股份受讓。</p> <p>(3)從事衍生性商品交易損失達(十二)1.(6)所訂之全部或個別契約損失上限金額。</p> <p>(4)除前述(1)至(3)以外之資產交易，金融機構處份債權或從事大陸地區投資，其交易金額達本公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限：</p> <p>A. 買賣公債。</p> <p>B. 以投資為專業者，於海內外證券交易所或證券商營業處所所為之有價證券買賣，或證券商於初級市場認購及依規定認購之有價證券。</p> <p>C. 買賣附買回、賣回條件之債券、申購或贖回臺灣貨幣市場基金。</p> <p>D. 取得或處分之資產種類屬供營業使用之設備且其交易對象非為關係人，交易金額未達新臺幣五億元以上。</p> <p>E. 經營營建業務之公開發行公司取得或處分供營業使用之不動產且其交易對象非為關係人，交易金額未達新臺幣五億元以上。</p>	<p>(2)進行合併、分割、收購或股份受讓。</p> <p>(3)從事衍生性商品交易損失達(十二)1.(6)所訂之全部或個別契約損失上限金額。</p> <p>(4)取得或處分之資產種類屬供營業使用之設備，<u>且其交易對象非為關係人，交易金額並達下列規定之一：</u></p> <p>A. <u>實收資本額未達新臺幣一百億元之公開發行公司，交易金額未達新臺幣五億元以上。</u></p> <p>B. <u>實收資本額達新臺幣一百億元以上之公開發行公司，交易金額達新臺幣十億元以上。</u></p> <p>(5)經營營建業務之公開發行公司取得或處分供營建使用之不動產且其交易對象非為關係人，交易金額未達新臺幣五億元以上。</p> <p>(6)以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，預計投入之交易金額未達新臺幣五億元以上。</p> <p>(7)除前述(1)至(36)以外之資產交易，金融機構處份債權或從事大陸地區投資，其交易金額達本公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限：</p>	

條次	修正前條文	修正後條文	說明
	<p>F. 以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，預計投入之交易金額未達新臺幣五億元以上。</p> <p>(5) 前述交易金額之計算方式如下，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依規定公告部分免再計入：</p> <p>A. 每筆交易金額。</p> <p>B. 一年內累積與同一相對人取得或處分同一性質標的交易之金額。</p> <p>C. 一年內累積取得或處分（取得、處分分別累積）同一開發計畫不動產之金額。</p>	<p>A. 買賣公債。</p> <p>B. 以投資為專業者，於海內外證券交易所或證券商營業處所所為之有價證券買賣，或證券商於<u>臺灣初級市場認購及依募集發行之普通公司債及未涉及股權之一般金融債券</u>，或證券商因承銷業務需要、擔任興櫃公司輔導推薦證券商依財團法人<u>中華民國證券櫃檯買賣中心</u>規定認購之有價證券。</p> <p>C. 買賣附買回、賣回條件之債券、申購或贖回<u>臺灣證券投資信託事業發行之貨幣市場</u>基金。</p> <p>(8) 前述交易金額之計算方式如下，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依規定公告部分免再計入：</p> <p>A. 每筆交易金額。</p> <p>B. 一年內累積與同一相對人取得或處分同一性質標的交易之金額。</p> <p>C. 一年內累積取得或處分（取得、處分分別累積）同一開發計畫不動產之金額。</p>	

條次	修正前條文	修正後條文	說明
	<p>D. 一年內累積取得或處分（取得、處分分別累積）同一有價證券之金額。</p> <p>2. 辦理公告及申報之時限 本公司取得或處分資產，有前述1.(1)至(4)情形者，應於事實發生之即日起算二日內於主管機關指定網站辦理公告申報。</p> <p>3. 公告申報程序</p> <p>(1) 本公司應將相關資訊於主管機關指定網站辦理公告申報。</p> <p>(2) 本公司應按月將本公司及非屬臺灣公開發行公司之子公司截至上月底止從事衍生性商品交易之情形，於每月十日前輸入主管機關指定之資訊申報網站。</p> <p>(3) 本公司依規定應公告專案如於公告時有錯誤或缺漏而應予補正時，應將全部專案重行公告申報。</p> <p>(4) 本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。</p> <p>(5) 本公司依規定公告申報之交易後，有下列情形之一者，應於事實發生之即日起算二日內將相關資訊於主</p>	<p>D. 一年內累積取得或處分（取得、處分分別累積）同一有價證券之金額。</p> <p>2. 辦理公告及申報之時限 本公司取得或處分資產，有前述1.(1)至(47)情形者，應於事實發生之即日起算二日內於主管機關指定網站辦理公告申報。</p> <p>3. 公告申報程序</p> <p>(1) 本公司應將相關資訊於主管機關指定網站辦理公告申報。</p> <p>(2) 本公司應按月將本公司及非屬臺灣公開發行公司之子公司截至上月底止從事衍生性商品交易之情形，於每月十日前輸入主管機關指定之資訊申報網站。</p> <p>(3) 本公司依規定應公告專案如於公告時有錯誤或缺漏而應予補正時，應於<u>知悉之</u>即日起算二日內將全部專案重行公告申報。</p> <p>(4) 本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。</p> <p>(5) 本公司依規定公告申報之交易後，有下列情形之一者，應於事實發生之即日起算二日內將相關資訊於主</p>	



條次	修正前條文	修正後條文	說 明
	<p>管機關指定網站辦理公告申報：</p> <p>A. 原交易簽訂之相關契約有變更、終止或解除情事。</p> <p>B. 合併、分割、收購或股份受讓未依契約預定日程完成。</p> <p>C. 原公告申報內容有變更。</p>	<p>管機關指定網站辦理公告申報：</p> <p>A. 原交易簽訂之相關契約有變更、終止或解除情事。</p> <p>B. 合併、分割、收購或股份受讓未依契約預定日程完成。</p> <p>C. 原公告申報內容有變更。</p>	
四、作業內容	<p>(十六)本公司之子公司應依下列規定辦理：</p> <p>1. 子公司亦應依「公開發行公司取得或處分資產處理準則」有關規定訂定「取得或處分資產處理程序」，經其董事會通過後，送交本公司財務部門。</p> <p>2. 至5略</p>	<p>(十六)本公司之子公司應依下列規定辦理：</p> <p>1. 子公司亦應依「公開發行公司取得或處分資產處理準則」有關規定訂定「取得或處分資產處理程序」，經其<u>審計委員會及</u>董事會通過後，送交本公司財務部門。</p> <p>2. 至5略</p>	酌作文字修訂，以資明確

## 附件七

### Silergy Corp.

#### 矽力杰股份有限公司

#### 2017年度限制員工權利新股發行辦法

##### 第一條 目的

本公司為吸引及留任公司所需人才，並激勵員工及提升員工向心力，以期共同創造公司及股東之利益，特訂定本公司本次限制員工權利新股發行辦法（以下簡稱「本辦法」）。

##### 第二條 發行期間

於主管機關申報生效通知到達之日起一年內，得視實際需要，一次或分次發行，實際發行日期由董事會授權董事長訂定之。

##### 第三條 獲配資格條件

- (一) 本辦法適用於本公司及國內、外子公司編制內全職正式員工為限。
- (二) 實際被給與員工及可獲得限制員工權利新股之數量，將參酌包括但不限於資歷、年資、職級、工作績效及整體貢獻或特殊功績，依本辦法第五條（一）既得條件，由董事長核訂後提報董事會同意。
- (三) 本公司給與單一員工依發行人募集與發行有價證券處理準則（以下簡稱「募發準則」）第五十六條之一第一項規定發行員工認股權憑證累計得認購股數，加計累計取得限制員工權利新股之合計數，不得超過發行股份總數之千分之三，且加計本公司依募發準則第五十六條第一項規定發員工認股權憑證累計給與單一員工得認購股數，不得超過已發行股份總數之百分之一。

##### 第四條 發行總額

本次發行總額為新臺幣3,000,000元，每股面額10元，共計300,000股。

##### 第五條 限制員工權利新股既得條件及股份權利內容受限情形

- (一) 發行價格及既得條件：發行價格為0元，發行總額300,000股，其既得條件為自給與日起任職屆滿六個月，既得100%限制員工權利新股。
- (二) 本次發行並給與員工之股份為普通股，其權利義務除依第(六)項規定外，與其他流通在外普通股相同。
- (三) 員工未達成既得條件之處理方式：
  1. 自願離職、解雇、資遣、辦理留職停薪者，其之前獲配尚未既得之股份，本公司向員工無償收回。
  2. 未達既得條件之限制員工權利新股可參與本公司之配股，不參加本公司之配息、現金增資認股及表決權等。
  3. 既得條件未成就前，員工違反本條第(七)項的規定終止或解除本公司之代理授權，本公司向員工無償收回。
  4. 未達既得條件之限制員工權利新股，本公司將依發行辦法之約定向員工無償收回其股份並辦理註銷。
  5. 自本公司股票依法暫停過戶期間、無償配股停止過戶日、現金股息停止過戶日或現金增資認股停止過戶日前十五個營業日起，至權利分派基準日止、辦理減資之減資基準日起至減資換發股票開始交易前一日止，

此期間達成既得條件之員工，其解除限制之股份仍未享有表決權、認股及配息之權利。

(四) 下列原因發生時，尚未既得之限制員工權利新股依下列方式處理方式：

1. 退休：退休者尚未既得之限制員工權利新股，其之前獲配尚未既得之股份，本公司向員工無償收回。
2. 轉任關係企業：因公司營運所需，員工經核定須轉任公司關係企業，其尚未既得之限制員工權利新股，員工於轉任時其已發給之限制員工權利新股之權利不變。
3. 因受職業災害殘疾、死亡或一般死亡者：
  - (1) 因受職業災害致身體殘疾而無法繼續任職者，尚未既得之限制員工權利新股，於離職時，員工可全數既得。
  - (2) 因受職業災害致死亡或一般死亡者，尚未既得之限制員工權利新股，視為全數既得。繼承人於完成法定之必要程序並提供相關證明文件，得以申請領受其應繼承之股份或經處分之權益。

(五) 對於本公司無償收回之限制員工權利新股，本公司將予註銷。

(六) 未達既得條件前股份權利受限情形：

1. 未達既得條件前，員工不得將該限制員工權利新股出售、質押、轉讓、贈與他人、設定，或作其他方式之處分。
2. 未達既得條件之限制員工權利新股可參與本公司之配股，不參加本公司之配息、現金增資認股及表決權等。
3. 限制員工權利新股發行後，員工應依約定立即將之交付信託或保管，且於既得條件未成就前，不得以任何理由或方式向受託人或保管銀行請求返還限制員工權利新股。

(七) 其他約定事項：

限制員工權利新股交付信託或保管期間得由本公司全權代理員工與股票信託機構或保管銀行進行（包括但不限於）信託或保管契約之商議、簽署、修訂、展延、解除、終止，及信託或保管財產之交付、運用及處分指示。

#### 第六條 簽約及保密

獲配限制員工權利新股之員工，應遵守保密規定，除法令或主管機關要求外，不得洩漏獲配股份之數量及所有相關內容。員工若有違犯之情事且經公司認為情節重大者，對於尚未達成既得條件之限制員工權利新股，該員工立即喪失受領股份之資格，本公司有權得無償收回其股份並辦理註銷。

#### 第七條 稅捐

因取得本次發行之限制員工權利新股而產生之各項稅賦係依中華民國法令規定辦理。

#### 第八條 其他重要事項

- (一) 本辦法經董事會同意，嗣後如因法令修改、主管機關審核要求或客戶觀環境改變而有修正之必要時，授權董事長修訂本辦法，嗣後再提董事會追認後始得發行。
- (二) 員工未達既得條件前，於本公司股東會之出席、提案、發言及其他有關股東權益事項皆委託信託保管機構或保管銀行代為行使其。
- (三) 本辦法如有未盡事宜，悉依相關法令規定辦理。

## 附錄一

### 董事持股情形

一、截至本次股東常會停止過戶日（2017年4月4日），本公司已發行股份為85,985,160股，本公司已設置審計委員會，依證券交易法第二十六條及公開發行公司董事、監察人股權成數及查核實施規則規定，全體董事最低應持有股數為6,878,813股。

二、截至本次股東常會停止過戶日，本公司全體董事實際持股情形如下：

單位：股；%

職 稱	姓 名	持有股數	
		股 數	持股比率
董 事 長	Wei Chen (陳偉)	7,059,278	8.21
董 事	Budong You (游步東)	3,761,373	4.37
董 事	楊光智	0	-
董 事	施君徽	0	-
獨立董事	柯順雄	0	-
獨立董事	蔡永松	0	-
獨立董事	李鴻基	0	-

## 附錄二

# Silergy Corp.

## 矽力杰股份有限公司

### 股東會議事規則

#### 一、目的

為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，特訂定本規則，以資遵循。

#### 二、範圍

本公司股東會之議事規則，除法令或章程另有規定者外，應依本規則之規定。

#### 三、權責

(一) 公司股東會除法令另有規定外，由董事會召集之。

(二) 本公司董事會授權公司股東會之議事事務單位為財務部門，負責股東會召開前之通知、會議材料準備以及會議記錄。

#### 四、作業內容

##### (一) 會議通知、召集及提案

1. 本公司股東會除法令另有規定外，由董事會召集之。

2. 本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於公司及其股務代理機構，且應於股東會現場發放。

3. 通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。

4. 選任或解任董事、變更章程、公司解散、合併、分割或公司法第一百八十五第一項各款、證券交易法第二十六條之一、第四十三條之六之事項應在召集事由中列舉，不得以臨時動議提出。

5. 持有已發行股份總數百分之一以上股份之股東，得以書面向本公司提出股東常會議案。但以一項為限，提案超過一項者，均不列入議案。另股東所提議案有公司法第172條之1第4項各款情形之一，董事會得不列為議案。

6. 本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、受理處所及受理期間；其受理期間不得少於十日。

7. 股東所提議案以三百字為限，超過三百字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。

8. 本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。

##### (二) 委託書

1. 股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人，出席股東會。

2. 一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。
3. 委託書送達本公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

### (三) 會議地點與時間

股東會召開之地點，應於便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考慮獨立董事之意見。

### (四) 會議出席、資料準備及身分核對

1. 本公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。
2. 前項受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之。
3. 股東本人或股東所委託之代理人（以下稱股東）應憑出席證、出席簽到卡或其他出席證件出席股東會；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。
4. 本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。
5. 本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事、監察人者，應另附選舉票。
6. 政府或法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。

### (五) 會議召集權人與列席人員

1. 股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。
2. 前項主席係由常務董事或董事代理者，以任職六個月以上，並瞭解公司財務業務狀況之常務董事或董事擔任之。主席如為法人董事之代表人者，亦同。
3. 董事會所召集之股東會，宜有董事會過半數之董事參與出席。
4. 股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。
5. 本公司得指派所委任之律師、會計師或相關人員列席股東會。

### (六) 會議過程與資料保存

1. 本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。
2. 前項影音資料應至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

(七) 表決權行使、開會宣佈及假決議

1. 股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。
2. 已屆開會時間，主席應即宣佈開會，惟未有代表已發行股份總數過半數之股東出席時，主席得宣佈延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣佈流會。
3. 前述延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時，得依公司法第一百七十五條第一項規定為假決議，並將假決議通知各股東於一個月內再行召集股東會。
4. 於當次會議未結束前，如出席股東所代表股數達已發行股份總數過半數時，主席得將作成之假決議，依公司法第一百七十四條規定重新提請股東會表決。

(八) 議事程序

1. 股東會如由董事會召集者，其議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議不得變更之。
2. 股東會如由董事會以外之其他有召集權人召集者，準用前述之規定。
3. 前述1.與2.排定之議程於議事（含臨時動議）未終結前，非經決議，主席不得逕行宣佈散會；主席違反議事規則，宣佈散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。
4. 主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，認為已達可付表決之程度時，得宣佈停止討論，提付表決。

(九) 發言規則

1. 出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶名，由主席定其發言順序。
2. 出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。
3. 同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。
4. 出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。
5. 法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。
6. 出席股東發言後，主席得親自或指定相關人員答覆。

(十) 表決權之行使限制

1. 股東會之表決，應以股份為計算基準。
2. 股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。
3. 股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。
4. 前述不得行使表決權之股份數，不算入已出席股東之表決權數。
5. 除信託事業或經證券主管機關核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。

#### (十一) 表決權之行使

1. 股東每股有一表決權；但受限制或公司法第一百七十九條第二項所列無表決權者，不在此限。
2. 本公司召開股東會時，得實行以書面或電子方式行使其表決權（依公司法第一百七十七條之一第一項但書應實行電子投票之公司：本公司召開股東會時，應實行以電子方式並得實行以書面方式行使其表決權）；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權，故本公司宜避免提出臨時動議及原議案之修正。
3. 前述以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。
4. 股東以書面或電子方式行使表決權後，如欲親自出席股東會者，應於股東會開會二日前以與行使表決權相同之方式撤銷前述行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。
5. 議案之表決，除公司法及本公司章程另有規定外，以出席股東表決權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對或棄權之結果輸入公開資訊觀測站。
6. 同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。
7. 議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。
8. 股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣佈表決結果，包含統計之權數，並作成紀錄。

#### (十二) 董事選任規範

1. 股東會有選舉董事、監察人時，應依本公司所訂相關選任規範辦理，並應當場宣佈選舉結果，包含當選董事、監察人之名單與其當選權數。
2. 前述選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

#### (十三) 議事錄分發與保存

1. 股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。
2. 前述議事錄之分發，本公司得以輸入公開資訊觀測站之公告方式為之。
3. 議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其結果記載之，在本公司存續期間，應永久保存。

#### (十四) 徵求、代理股數統計與重大決議公告申報

1. 徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。



2. 股東會決議事項，如有屬法令規定、臺灣證券交易所股份有限公司（財團法人中華民國證券櫃檯買賣中心）規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。

#### (十五) 會場秩序

1. 辦理股東會之會務人員應佩帶識別證或臂章。
2. 主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴「糾察員」字樣臂章或識別證。
3. 會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。
4. 股東違反議事規則不服從主席糾正，妨礙會議之進行經制止不從者，得由主席指揮糾察員或保全人員請其離開會場。

#### (十六) 會議續行

1. 會議進行時，主席得酌定時間宣佈休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣佈續行開會之時間。
2. 股東會排定之議程於議事（含臨時動議）未終結前，開會之場地屆時未能繼續使用，得由股東會決議另覓場地繼續開會。
3. 股東會得依公司法第一百八十二條之規定，決議在五日內延期或續行集會。

五、本規則經股東會通過後施行，修正時亦同。

#### 六、參考文件

- (一) 公司章程
- (二) 開會通知書、議事手冊及會議補充資料
- (三) 委託書
- (四) 公司法
- (五) 證券交易法
- (六) 選舉票
- (七) 股東出席證、出席簽到卡或其他出席證件
- (八) 錄音或錄影資料
- (九) 發言條
- (十) 股東會簽到簿
- (十一) 股東會議事錄

#### 七、附件／表單

無

#### 八、流程圖

無

### 附錄三

**THE COMPANIES LAW (AS AMENDED)  
COMPANY LIMITED BY SHARES  
AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION  
OF  
SILERGY CORP.**

(Adopted by Special Resolution passed on June 2<sup>nd</sup>, 2016)

#### TABLE A

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

#### INTERPRETATION

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

“**Affiliated Company**” means with respect to any affiliated company as defined in the Applicable Listing Rules;

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

“**Articles**” means these articles of association of the Company, as amended from time to time;

“**Audit Committee**” means the audit committee of the Company constituted pursuant to Article 118 hereof, or any successor audit committee;

“**Book-Entry Transfer**” means a method whereby the issue, transfer or delivery of Shares is effected electronically by debit and credit to accounts opened with securities firms by Shareholders, without delivering physical share certificates. If the Shareholder has not opened an account with a securities firm, the Shares delivered by Book-Entry Transfer shall be recorded in the entry sub-account under the Company’s account with the securities central depository in Taiwan;

“**Capital Reserves**” means the share premium account, income from endowments received by the Company, capital redemption reserve, profit and loss account and other reserves generated in accordance with generally accepted accounting principles.

“**Chairman**” has the meaning given thereto in Article 82;

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

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

“**Common Share**” means an ordinary share in the capital of the Company of NT\$10 nominal or par value issued subject to and in accordance with the provisions of the Law and these Articles, and having the rights and being subject to restrictions as provided for under these Articles with respect to such Share;

“**Constituent Company**” means a company that is participating in a Merger with one (1) or more other companies within the meaning of the Law;

“**Directors**” and “**Board of Directors**” and “**Board**” means the board of directors of the Company appointed or elected pursuant to these Articles and acting at a meeting of directors at which there is a quorum in accordance with these Articles;

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

“**Electronic Communication**” means transmission to any number, address or internet website or other electronic delivery methods as otherwise decided and approved by not less than two-thirds (2/3) of the vote of the Board;

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

“**Family Relationship within Second Degree of Kinship**” in respect of a natural person, means another natural 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 but not limited to the parents, siblings, grandparents, children and grandchildren of the first person as well as the first person's spouse's parents, siblings and grandparents;

“**Guidelines Governing Election of Directors**” means guidelines governing election of Directors of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

“**GreTai Securities Market**” means the GreTai Securities Market in Taiwan;

“**Indemnified Person**” has the meaning given thereto in Article 152;

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

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

“**Legal Reserves**” the legal reserve allocated in accordance with the Applicable Listing Rules;

“**Memorandum of Association**” means the memorandum of association of the Company, as amended from time to time;

“**Merger**” means the merging of two (2) or more Constituent Companies and the vesting of their undertaking, property and liabilities in one (1) of such companies as the Surviving Company within the meaning of the Law;

“**MOEA**” means Ministry of Economic Affairs of Taiwan being administering the Company Act of Taiwan and relevant corporate matters in Taiwan;

“**Office**” means the registered office of the Company for the time being;

“**Ordinary Resolution**” means a resolution passed by a simple majority of votes cast by Shareholders, being entitled to do so, voting in person or in the case of Shareholders being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of the Company;

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

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

“**preferred Shares**” has the meaning given thereto in Article 10;

“**Procedural Rules of Board Meetings**” means procedural rules of the Board meetings of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

“**Procedural Rules of General Meetings**” means procedural rules of the general meetings of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

“**Register**” or “**Register of Members**” means the register of Members of the Company maintained in accordance with the Law;

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

“**Retained Earnings**” means the sums including but not limited to the Legal Reserves, Special Reserves, and unappropriated earnings;

“**Rules of Audit Committee**” means rules of the Audit Committee, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

“**Seal**” means the common seal of the Company (if adopted) including any one or more duplicate seals, for use in the Cayman Islands or in any place outside the Cayman Islands;

“**Secretary**” means any Person appointed by the Directors to perform any of the duties of the secretary of the Company and includes any deputy or assistant secretary;

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

“**Shareholder**” or “**Member**” means a Person who is registered as the holder of Shares in the Register;

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

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

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

“**Special Reserves**” means the reserve allocated from Retained Earnings in accordance with the Applicable Listing Rules or resolutions of the Company in general meetings;

“**Special Resolution**” means a resolution passed by a majority of at least two-thirds (2/3) of the votes cast by Shareholders, being entitled to do so, voting in person or in the case of Shareholders being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a special resolution has been duly given (and for the avoidance of doubt, unanimity qualifies as a majority);

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

“**Supermajority Resolution**” means a resolution passed by Shareholders, being entitled to do so, voting in person or in the case of Shareholders being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding more than half of the total number of Shares held by all Shareholders present at that meeting, and such meeting attended by Shareholders holding in aggregate not less than two-thirds (2/3) of total number of issued Shares of the Company. However, in the case where the Shareholders present at such general meeting hold in aggregate less than two-thirds (2/3) of total number of issued Shares of the Company but more than half of the total number of issued Shares of the Company, “Supermajority Resolution” shall instead mean a resolution passed by Shareholders, being entitled to do so, voting in person or in the case of Shareholders being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than two-thirds (2/3) of the total number of Shares held by all Shareholders present at such meeting;

“**Surviving Company**” means the sole remaining Constituent Company into which one (1) or more other Constituent Companies are merged within the meaning of the Law;

“**Treasury Shares**” means Shares that were previously issued but were purchased, redeemed or otherwise acquired by the Company and not cancelled, in accordance with these Articles, the Law and the Applicable Listing Rules; and

“**TSE**” means the Taiwan Stock Exchange.

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

- (a) words importing the singular number shall include the plural number and vice versa;
- (b) words importing the masculine gender only shall include the feminine gender and any Person as the context may require;

- (c) the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative;
  - (d) reference to a statutory enactment shall include reference to any amendment or re-enactment thereof for the time being in force;
  - (e) reference to any determination by the Directors shall be construed as a determination by the Directors in their absolute discretion and shall be applicable either generally or in any particular case;
  - (f) reference to "in writing" shall be construed as written or represented by any means reproducible in writing, including any form of print, lithograph, email, facsimile, photograph or telex or represented by any other substitute or format for storage or transmission for writing or partly one (1) and partly another;
  - (g) references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not; and
  - (h) references to time of day and date shall be to the time and date in Taiwan.
3. Subject to the last two preceding Articles, any words defined in the Law shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

### **PRELIMINARY**

- 4. The business of the Company may be commenced at any time after incorporation.
- 5. The Office shall be at such address in the Cayman Islands as the Directors may from time to time determine. The Company may in addition establish and maintain such other offices and places of business and agencies in such places as the Directors may from time to time determine.
- 6. The preliminary expenses incurred in the formation of the Company and in connection with the issue of Shares shall be paid by the Company. Such expenses may be amortised over such period as the Directors may determine and the amount so paid shall be charged against income and/or capital in the accounts of the Company as the Directors shall determine.
- 7. The Board of Directors shall keep, or cause to be kept, the Register which may be kept in or outside the Cayman Islands at such place as the Board of Directors may from time to time determine and, in the absence of any such determination, the Register shall be kept at the Office.

### **SHARES**

- 8. Subject to these Articles, all Shares for the time being unissued shall be under the control of the Directors who may :
  - (a) issue, allot and dispose of the same to such Persons, in such manner, on such terms and conditions and having such rights and being subject to such restrictions as they may from time to time determine; and
  - (b) issue and grant options, with respect to such Shares and issue warrants or similar instruments and other rights, renounceable or otherwise, in respect of Shares; and may

reserve a number of 20,000,000 unissued Shares for the purpose of issue of employee stock warrants.

provided that no Share shall be issued at a discount except in accordance with the Law.

- 8A. The Company may, as permitted by the Applicable Listing Rules and upon resolution adopted by Shareholders holding not less than two-thirds of total number of Shares held by all Shareholders present at a general meeting, attended by Shareholders holding in aggregate a majority of total numbers of issued shares of the Company, issue employee stock warrants with the exercise price lower than the closing price of the Shares as of the issuing date.
9. The Company may, with the authority of a Supermajority Resolution, issue restricted Shares for the employees of the Company and/or any Subsidiaries of the Company who are determined by the Board in its reasonable discretion. The term "Subsidiaries" above refers to the companies defined under No. 10 and No. 11 of the IFRS (i.e., International Financial Reporting Standards) and No. 28 of the IAS (i.e., International Accounting Standards). The terms and conditions of issue of such restricted Shares, including but not limited to the number of shares to be issued, issue price, issue terms and other matters shall be subject to the Applicable Listing Rules and the requirements of the Commission.
10. The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("preferred Shares") with the approval of a majority of the Directors present at a meeting attended by two-thirds (2/3) or more of the total number of the Directors for the time being and with the approval of the Shareholders in general meeting by a Special Resolution. Prior to the issuance of any preferred Shares approved pursuant to this Article 10, these Articles shall be amended to set forth the rights and obligations of the preferred Shares, including but not limited to the following terms, and the same shall apply to any variation of rights of preferred Shares:
- (a) number of preferred Shares issued by the Company and the number of preferred Shares the Company is authorized to issue;
  - (b) order, fixed amount or fixed ratio of allocation of dividends and bonus on preferred Shares;
  - (c) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
  - (d) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of a holder of preferred Shares;
  - (e) other matters concerning rights and obligations incidental to preferred Shares; and
  - (f) the method by which the Company is authorized or compelled to redeem the preferred Shares, or a statement that redemption rights shall not apply.
11. The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds (2/3) or more of the total number of the Directors for the time being. The issue of new Shares shall at all times be subject to the sufficiency of the authorised but unissued capital of the Company.
12. The Company shall not issue any unpaid Shares or partly paid-up Shares. The Company shall not issue shares in bearer form.

13. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, in respect of each proposed issuance of new Shares, the Directors may, before issuance of any new Shares, allocate and offer not more than fifteen percent (15%) of the new shares for subscription by the employees of the Company and/or any Subsidiaries of the Company who are determined by the Board in its reasonable discretion. The term "Subsidiaries" above refers to the companies defined under No. 10 and No. 11 of the IFRS (i.e., International Financial Reporting Standards) and No. 28 of the IAS (i.e., International Accounting Standards).
14. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, unless otherwise provided herein, in the Applicable Listing Rules or resolved by the Shareholders in general meeting by Ordinary Resolution, if at anytime the Board resolves to issue any new Shares, the Company shall, after allocating the portion of such new Shares for subscription by the employees of the Company and/or any Subsidiaries of the Company pursuant to Article 13 (as the case may be) and for public offering in Taiwan pursuant to Article 16, the remaining new Shares to be issued shall then be first offered by public announcement and a written notice to each Shareholder for their subscriptions in proportion to the number of Shares held by them respectively. The announcement and notice shall state that if any Shareholder fails to subscribe for new Shares, his right shall be forfeited. In no event shall the subscription right in this Article be transferred to any third parties. Where a fractional percentage of the original Shares being held by a Shareholder is insufficient to subscribe for one new Share, the fractional percentages of the original Shares being held by several Shareholders may be combined for joint subscription of one (1) or more new whole Shares or for subscription of new Shares in the name of a single Shareholder. New Shares left unsubscribed by original Shareholders may be open for public offering or for subscription by specific person or persons through negotiation.
15. The Shareholders' pre-emptive right prescribed under Article 14 shall not apply in the event that new Shares are issued due to the following reasons or for the following purpose:
  - (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company;
  - (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options;
  - (c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares; or
  - (d) in connection with meeting the Company's obligation under preferred Shares vested with rights to acquire Shares.
16. (a) For so long as;
  - (i) the Shares are registered in the Emerging Market, unless otherwise provided in the Applicable Listing Rules, where the Company proposes to increase its capital by issuing new Shares in Taiwan, the Company may allocate ten percent (10%) of the total number of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to



the Applicable Listing Rules, for the Company to conduct the aforementioned public offering; or

- (ii) the Shares are listed on the Taipei Exchange or TSE, unless otherwise provided in the Applicable Listing Rules, where the Company proposes to increase its capital by issuing new Shares in Taiwan, the Company shall allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering;

provided however in each case, if a percentage higher than the aforementioned ten percent (10%) is resolved by an Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail.

- (b) For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, unless otherwise provided in the Applicable Listing Rules, the Company shall obtain a prior approval of the Commission and/or other competent authorities for any issuance of new Shares (whether inside Taiwan or outside Taiwan) in accordance with the Applicable Listing Rules.

17. Subject to the Applicable Listing Rules, the Company may, upon a resolution passed by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors for the time being, adopt one (1) or more employee incentive programmes (such as employee stock option plan) pursuant to which options, warrants, or other similar instruments to subscribe for Shares may be granted to employees of the Company and/or any Subsidiaries of the Company. The options, warrants, or other similar instruments to subscribe for Shares granted to any employee under any employee stock option plan shall be non-transferable, except to the heirs of the employees. The term "Subsidiaries" above refers to the companies defined under No. 10 and No. 11 of the IFRS (i.e., International Financial Reporting Standards) and No. 28 of the IAS (i.e., International Accounting Standards).

### **PRIVATE PLACEMENT**

- 17A. Subject to the Applicable Listing Rules, the Company may by a resolution passed by at least two-thirds (2/3) of votes cast by Shareholders present at the general meeting with a quorum of more than half of the total number of the issued Shares at the general meeting carry out private placement of its securities to the following entities in Taiwan:

- (a) banking enterprises, bill enterprises, trust enterprises, insurance enterprises, securities enterprises or any other legal entities or institutions approved by the Commission;
- (b) individuals, legal entities or funds meeting the qualifications established by the Commission; and
- (c) Directors, supervisors (if any) and managers of the Company or the Affiliated Companies.

Subject to the Applicable Listing Rules, a private placement of ordinary corporate bonds may be carried out in instalments within one (1) year of the date of the relevant resolution of the Board of Directors approving such private placement.

## **MODIFICATION OF RIGHTS**

18. If, at any time, the share capital of the Company is divided into different Classes, the rights attached to any such Class may (unless otherwise provided by the terms of issue of the Shares of that Class), whether or not the Company is being wound-up, be varied or abrogated (including but not limited to the circumstances where there is any amendment to these Articles which may be prejudicial to the rights of the holders of any Class of Shares) by a Special Resolution passed at a separate meeting of the holders of Shares of that Class of Shares.

To every such separate Class meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be one (1) or more Persons at least holding or representing by proxy one-half (1/2) in nominal or par value amount of the issued Shares of the relevant Class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Shareholders who are present shall form a quorum) and that, subject to the terms of issue of the Shares of that Class, every Shareholder of the Class shall on a poll have one (1) vote for each Share of the Class held by him.

19. 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 or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

## **SHARE CERTIFICATES**

20. The Company shall deliver Shares to the subscribers of new Shares by way of a Book-Entry Transfer within thirty (30) days from the date the Shares become issuable pursuant to the Applicable Listing Rules and the Company shall make a public announcement prior to the delivery of such Shares. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, the Company may issue the Shares in scriptless form provided that the Company shall register with the securities central depository in Taiwan. No Person shall be entitled to a share certificate for any or all of his/her Shares, unless the Directors shall determine otherwise.

## **FRACTIONAL SHARES**

21. Subject to these Articles, the Directors may issue Shares in fractional denominations and to deal with such fractions to the same extent as its whole Shares and Shares in fractional denominations shall have in proportion to the respective fractions represented thereby all of the rights of whole Shares including (but without limiting the generality of the foregoing) the right to vote, to receive dividends and distributions and to participate in a winding-up. If more than one (1) fraction of a Share of the same Class is issued to or acquired by the same Shareholder such fractions shall be accumulated.

## **TRANSFER OF SHARES**

22. Title to Shares which are registered in the Emerging Market or listed in the Taipei Exchange or the TSE may be evidenced and transferred in accordance with the Applicable Listing Rules. Subject to the Applicable Listing Rules, the Law and Article 40D, Shares issued by

the Company shall be freely transferable, provided that any Shares allocated for issuance to the employees of the Company may be subject to transfer restrictions for a period of not more than two (2) years as the Directors may agree with such employees.

Subject to the Law and notwithstanding anything to the contrary in these Articles, Shares that are listed or admitted to trading on an approved stock exchange (which is defined in the Law including the Taipei Exchange and the TSE) may be evidenced and transferred in accordance with the rules and regulations of such exchange.

23. The instrument of transfer of any Share shall be in any usual or common form or such other form as the Directors may, in their absolute discretion, approve or the form required by the Taipei Exchange or TSE (for so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE) and be executed by or on behalf of the transferor and if so required by the Directors, shall also be executed on behalf of the transferee and shall be accompanied by the certificate (if any) of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain the holder of such Shares until the name of the transferee is entered in the Register in respect of the said Shares. The Register of Members maintained by the Company in respect of the Shares which are registered in the Emerging Market or listed in the Taipei Exchange or the TSE may be kept by recording the particulars required under the Law in a form otherwise than legible provided such recording otherwise complies with the laws applicable to the Emerging Market, Taipei Exchange or TSE, as the case may be, and the Applicable Listing Rules. To the extent the Register of Members is kept in a form otherwise than legible it must be capable of being reproduced in a legible form.
24. The Board may decline to register any transfer of any Share unless:
- (a) the instrument of transfer is lodged with the Company, accompanied by the certificate (if any) for the Shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
  - (b) the instrument of transfer is in respect of only one (1) class of Shares;
  - (c) the instrument of transfer is properly stamped, if required; and
  - (d) in the case of a transfer to joint holders, the number of joint holders to whom the Share is to be transferred does not exceed four (4).

This Article is not applicable during the period that the Shares are registered in the Emerging Market or listed in GreTai Securities Market or TSE.

25. The registration of transfers may be suspended when the Register is closed in accordance with Article 41.
26. All instruments of transfer that are registered shall be retained by the Company, but any instrument of transfer that the Directors decline to register shall (except in any case of fraud) be returned to the Person depositing the same.

### **TRANSMISSION OF SHARES**

27. The legal personal representative of a deceased sole holder of a Share shall be the only Person recognised by the Company as having any title to the Share. In the case of a Share

registered in the name of two (2) or more holders, the survivors or survivor, or the legal personal representatives of the deceased, shall be the only Person recognised by the Company as having any title to the Share.

28. Any Person becoming entitled to a Share in consequence of the death or bankruptcy of a Shareholder shall upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Shareholder in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt Person could have made. If the person so becoming entitled shall elect to be registered himself as holder he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, but the Directors shall, in either case, have the same right to decline or suspend registration, and for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, decline or suspend registration in accordance with the laws applicable to the Emerging Market, Taipei Exchange or TSE and the Applicable Listing Rules, as they would have had in the case of a transfer of the Share by the deceased or bankrupt Person before the death or bankruptcy.
29. A Person becoming entitled to a Share by reason of the death or bankruptcy of a Shareholder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered Shareholder, except that he shall not, before being registered as a Shareholder in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company; provided however, that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within ninety (90) days, the Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with. Notwithstanding the above, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Directors shall comply with the laws applicable to the Emerging Market, Taipei Exchange or TSE and the Applicable Listing Rules.

### **ALTERATION OF SHARE CAPITAL**

30. Subject to the Law, the Company may from time to time by Special Resolution increase the share capital by such sum, to be divided into Shares of such Classes and amount, as the resolution shall prescribe;
- Subject to the Law, the Company may from time to time by Ordinary Resolution:
- (a) consolidate and divide all or any of its share capital into Shares of a larger amount than its existing Shares;
  - (b) convert all or any of its paid up Shares into stock and reconvert that stock into paid up Shares of any denomination;
  - (c) subdivide its Shares, or any of them into Shares of a smaller amount than that fixed by the Memorandum; and

(d) cancel any Shares that, at the date of the passing of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled.

30A. 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 capital redemption reserve or other undistributable reserve in any manner permitted by the Law.

### **VOTING ON RESOLUTION**

31. The Company may by Special Resolution:

- (a) change its name;
- (b) subject to the Law, reduce its share capital and any capital redemption reserve in any manner authorised by law; and
- (c) effect a Merger of the Company in accordance with the Applicable Listing Rules and the Law.

32. The Company may also by Supermajority Resolution:

- (a) enter into, amend, or terminate any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
- (b) transfer the whole or any material part of its business or assets;
- (c) take over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
- (d) effect any Spin-off of the Company in accordance with the Applicable Listing Rules;
- (e) grant waiver to the Director's engaging in any business within the scope of the Company's business;
- (f) issue restricted Shares to employees pursuant to Article 9 ; and
- (g) distribute part or all of its dividends or bonus by way of issuance of new Shares, for the avoidance of doubts, the allotment of bonus shares in connection with the Employees' Remunerations and Directors' Remunerations pursuant to Article 129 shall not require the approval of a Supermajority Resolution.

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

- (a) a Supermajority Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
- (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 33(a) above.

34. Subject to the Law, in the event any of the resolutions with respect to the paragraph (a), (b), or (c) of Article 32 is passed at a general meeting, any Shareholder who has notified the Company in writing of his objection to such proposal prior to such meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair value price within twenty (20) days after the date of the resolution. In the event the Company fails to reach such agreement with the Shareholder within sixty (60) days after the date of the resolution, the Shareholder may, within thirty

(30) days after such sixty (60)-day period, file a petition to any competent court of Taiwan for a ruling on the appraisal price, and, to the extent that the ruling is capable of enforcement and recognition outside Taiwan, such ruling by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with respect to the appraisal price.

Subject to the Law, in the event any part of the Company's business is Spun Off or involved in any Merger with any other company, the Shareholder, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing or verbally (with a written record) before or during the general meeting, may request the Company to purchase all of his Shares at the then prevailing fair value price within twenty (20) days after the date of the resolution. In the event the Company fails to reach such agreement with the Shareholder within sixty (60) days after the date of the resolution, the Shareholder may, within thirty (30) days after such sixty (60)-day period, file a petition to any competent court of Taiwan for a ruling on the appraisal price, and, to the extent that the ruling is capable of enforcement and recognition outside Taiwan, such ruling by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with respect to the appraisal price.

### **REDEMPTION AND PURCHASE OF SHARES**

35. Subject to the Law, the Applicable Listing Rules and these Articles, the Company is authorized to issue Shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Shareholder. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the repurchase of the Shares by the Company shall be subject to the Applicable Listing Rules and the Cayman Islands law.
36. The Company is authorised to make payments in respect of the redemption of its Shares out of the funds lawfully available (including out of capital) in accordance with the Law and the Applicable Listing Rules.
37. The redemption price of a redeemable Share, or the method of calculation thereof, shall be fixed by the Directors at or before issue of such Share. Every share certificate representing a redeemable Share shall indicate that the share is redeemable.
38. Subject to the Applicable Listing Rules and Articles 38B and 39A, and with the sanction of an Ordinary Resolution authorising the manner and terms of purchase, the Company may purchase its own Shares (including a redeemable Share) by agreement with the Shareholder whose Shares are to be purchased or pursuant to the terms of the issue of the Share and may make payments in respect of such purchase in accordance with the Law, the Applicable Listing Rules, these Articles and the Ordinary Resolution authorizing the manner and terms of the purchase.
- 38A. No Share may be redeemed or purchased unless it is fully paid-up.
- 38B. Subject to the Applicable Listing Rules, upon approval of a majority of Directors present at a Board meeting attended by at least two-thirds (2/3) of all Directors for the time being, the Company may purchase its outstanding Shares listed on the Taipei Exchange or TSE. The said approval by resolution of Board of Directors and the extent of Shares purchases

made pursuant thereto shall be reported to the Shareholders at the next general meeting. If the Company fails to effect the purchase pursuant to the resolution of the Board of Directors, it shall also be reported to the Shareholders at the next general meeting.

39. The redemption price or repurchase price may be paid in any manner authorised by the Law, the Applicable Listing Rules and these Articles. Subject to the Law, the Applicable Listing Rules and these Articles, a delay in payment of the redemption price or repurchase price shall not affect the redemption or repurchase but, in the case of a delay of more than thirty (30) days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by Class A banks in the Cayman Islands for thirty day deposits in the same currency.
- 39A. Shares purchased may only be treated as cancelled in connection with a purchase of Shares out of the share capital of the Company or any account or funds legally available therefor with the sanction of a Supermajority Resolution. The number of Shares to be purchased and cancelled pursuant to a purchase of Shares pursuant to this Article shall be pro rata among the Shareholders in proportion to the number of Shares held by each such Shareholder.

The amount payable to the Shareholders in connection with a purchase of Shares held by each such Shareholders pursuant to the preceding paragraph may be paid in cash or by way of delivery of assets in specie (i.e., non-cash). Where the amount payable on a purchase of Shares is to be satisfied by way of delivery of assets in specie (i.e., non-cash), then the number of Shares to be purchased, the said assets in specie (i.e., non-cash), and the amount of share capital to be cancelled upon the purchase of Shares (which amount must be equivalent to the value of the said assets to be delivered) shall first be approved by a Supermajority Resolution and shall be subject to the consent of the Shareholder whose Shares are to be purchased and to whom such assets are to be delivered. Prior to such general meeting, the Board of Directors shall have the value of the said assets to be delivered and the amount of share capital to be cancelled (equivalent to the value of the said assets to be delivered) upon the purchase of the Shares (as described in the preceding paragraph) be audited and certified by a certified public accountant in Taiwan.

### **TREASURY SHARES**

40. The Company is authorised to hold Treasury Shares in accordance with the Law. Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) may, at the option of the Company, be immediately cancelled or held as Treasury Shares in accordance with the Law and Applicable Listing Rules. If the Board of Directors does not specify that the relevant Shares are to be held as Treasury Shares, such Shares shall be cancelled.
- 40A. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of Treasury Shares.
- 40B. For so long as the Company holds Treasury Shares:

- (a) the Company shall be entered in the Register as the holder of those Treasury Shares;
  - (b) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void; and
  - (c) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued Shares at any given time, whether for the purposes of these Articles or the Law, subject to the Applicable Listing Rules and the Law, save that an allotment of Shares as fully paid bonus shares in respect of a Treasury Shares is permitted provided that any such Shares allotted as fully paid bonus shares in respect of a Treasury Shares shall be treated as Treasury Shares.
- 40C. Subject to Article 40D and the Applicable Listing Rules, the Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Board of Directors. If any of the Treasury Shares are intended to be transferred to employees pursuant to Applicable Listing Rules, such employees may undertake to the Company to refrain from transferring such Shares during a specified period not exceeding two (2) years.
- 40D. Subject to the Applicable Listing Rules, a proposed transfer by the Company of Treasury Shares to its employees at a price lower than the average price at which the Treasury Shares were actually previously purchased by the Company shall be approved at the next general meeting by a resolution passed by at least two-thirds (2/3) of votes cast by Shareholders present at the meeting with a quorum of more than half of the total number of the issued Shares. The following matters shall be listed in the reasons for convening the said general meeting and in no event shall such matters be proposed at the general meeting as ad hoc motions:
- (a) transfer price determined, discount rate, calculation basis and fairness;
  - (b) the number of Treasury Shares to be transferred, purpose and fairness;
  - (c) the criteria of eligible employees and number of Treasury Shares that may be purchased by each employee; and
  - (d) impact on shareholders' rights: (i) the amount to be booked as expense of the Company and dilution of earnings per Share; and (ii) description of the Company's financial burden arising from the transfer of Treasury Shares to employees at a price lower than the average price at which the Treasury Shares were actually purchased by the Company.

The accumulated number of Treasury Shares that have been transferred to employees as so approved at each general meetings shall not exceed five (5%) of the total number of issued Shares of the Company for the time being, and the accumulated number of Treasury Shares transferred to a single employee shall not exceed zero point five percent (0.5%) of the total number of issued Shares for the time being.

#### **CLOSING REGISTER OR FIXING RECORD DATE**

41. For the purpose of determining the Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or the Members that are



entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purposes, the Directors may provide that the Register shall be closed for transfers for a stated period. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, the Register shall be closed in accordance with the Applicable Listing Rules.

42. Apart from closing the Register, the Directors may fix in advance a date as the record date for determining the Members that are entitled to receive notice of, attend or vote at a general meeting and for the purpose of determining those Members that are entitled to receive payment of any dividend or in order to make a determination as to who is a Member for any other purposes. In the event the Directors designate a record date in accordance with this Article 42 in respect of convening a general meeting, such record date shall be a date prior to the general meeting and the Directors shall immediately make a public announcement on the website designated by the Commission and the Taipei Exchange or TSE pursuant to the Applicable Listing Rules.

### **GENERAL MEETINGS**

43. All general meetings other than annual general meetings shall be called extraordinary general meetings.
44. The Board may, whenever they think fit, convene a general meeting of the Company; provided that the Company shall in each year hold a general meeting as its annual general meeting within six (6) months after close of each financial year and shall specify the meeting as such in the notices calling it.
45. At each general meeting, a report of the Directors (if any) shall be presented. For so long as the Shares are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, all general meetings shall be held in Taiwan and if a general meeting is to be convened outside Taiwan, the Company, within two (2) days after the Board adopts such resolution, or, in the event of an extraordinary general meeting convened pursuant to Article 46, the relevant Shareholders, shall apply for the approval of the Taipei Exchange or the TSE.
46. Extraordinary general meetings may also be convened by the Board on the requisition in writing of any Shareholder or Shareholders entitled to attend and vote at general meetings of the Company holding in the aggregate three percent (3%) or more of the total number of issued Shares of the Company for a period of one (1) consecutive year or a longer time deposited at the Office or the Shareholders' Service Agent specifying the matters to be tabled for consideration at the meeting and the reasons for the proposed matter(s), and if the Board does not duly proceed to convene such meeting for a date not later than fifteen (15) days after the date of such deposit, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the requisitionists themselves may convene the extraordinary general meeting in the same manner as provided for under Article 48, as nearly as possible, as that in which general meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company.
47. If at any time there are no Directors, any Shareholder or Shareholders holding in the aggregate three percent (3%) or more of the total number of the issued Shares of the

Company for a period of one (1) consecutive year or a longer time may, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, convene a general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Directors.

### **NOTICE OF GENERAL MEETINGS**

48. At least thirty (30) days' notice in writing shall be given for an annual general meeting, and at least fifteen (15) days' notices in writing shall be given for an extraordinary general meetings. The period of notice shall be exclusive of the day on which it is given or deemed to be given and of the day on which the meeting is to be held. The notice shall specify the place, the day and the hour of the meeting and the general nature of the business. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent by the individual recipients.
- 48A. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall make public announcements with regard to notice of general meeting, proxy form, and summary information and details about issues for recognition, discussion, election or dismissal of Directors or supervisors (if any) at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.
- If the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 67, the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.
49. The Board shall prepare a manual setting out the agenda of a general meeting (including all the subjects and matters to be resolved at the meeting) and shall make public announcement(s) in a manner permitted by the Applicable Listing Rules 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 annual general meetings and at least fifteen (15) days prior to the date of extraordinary general meetings. Such manual shall be distributed to all Shareholders attending the general meeting in person, by proxy or by corporate representative(s) (where the Shareholder is a corporation) at the general meeting.
50. In the event any of the following matters is to be considered at a general meeting, the notice of the general meeting shall contain a explanatory summary of the matter to be discussed, and such matters shall not be proposed as ad hoc motions:
- (a) election or discharge of Directors or supervisors (if any);
  - (b) amendments to the Memorandum of Association and/or these Articles;
  - (c) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company;
  - (d) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
  - (e) the transfer of the whole or any material part of its business or assets;

- (f) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company;
- (g) the private placement of equity-linked securities;
- (h) granting waiver to the Director's engaging in any business within the scope of business of the Company;
- (i) distribution of part or all of its dividends or bonus by way of issuance of new Shares;
- (j) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them;
- (k) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account, in whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of them; and
- (l) the transfer of Treasury Shares to its employees by the Company.

Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of matters as described in the agenda of such meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

51. No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, Shareholders holding an aggregate of more than one-half (1/2) of the total number of issued Shares present in person or by proxy and entitled to vote shall be a quorum for all purposes.
52. Shareholder(s) holding one percent (1%) or more of the total number of issued Shares as at the record date determined by the Board or upon commencement of the period for which the Register shall be closed before the general meeting may propose in writing to the Company a proposal for discussion at an annual general meeting. The Company shall give a public notice in such manner as permitted by the Applicable Listing Rules 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. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal.

The Board may exclude a proposal submitted by a Shareholder(s) if (i) the number of Shares held by such Shareholder(s) is less than one percent (1%) of the total number of issued Shares in the Register of Members as of the record date determined by the Board or upon commencement of the period for which the Register shall be closed before the general meeting; (ii) the proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Applicable Listing Rules; (iii) the proposal submitted concerns more than one matter; or (iv) 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. The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result

of submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s).

53. Subject to the Applicable Listing Rules, the Chairman, if any, of the Board of the Directors shall preside as chairman at every general meeting of the Company convened by the Board of Directors. In case the Chairman is on leave or absent or cannot exercise his/her power and authority for any cause, he/she shall designate one of the other Directors to act on his/her behalf. In the absence of such a designation, the Directors shall elect from among themselves a chairman for such meeting.
54. Subject to the Applicable Listing Rules, for a general meeting convened by any other person having the convening right, such person shall act as the chairman of that meeting; provided that if there are two (2) or more persons jointly having the convening right, the Shareholders present shall elect one of such persons as the chairman of the meeting.
55. Subject to the Applicable Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of any general meeting shall be decided by a show of hands. The number or proportion of the votes in favour of, or against, that resolution shall be recorded in the minutes of the meeting.
56. Unless otherwise expressly required by the Law or these Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Shareholders at any general meeting shall be passed by an Ordinary Resolution.
57. In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Procedural Rules of General Meetings.

### **VOTES OF SHAREHOLDERS**

58. Subject to these Articles and any rights and restrictions for the time being attached to any Share, every Shareholder and every Person representing a Shareholder as his proxy shall have one (1) vote for each Share of which he or the Shareholder represented by proxy is the holder. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, any Shareholder holding Shares on behalf of another beneficiaries may exercise his/her voting rights severally in accordance with the request(s) of the respective beneficiaries in respect of those Shares. The qualifications, scopes, exercises, operational procedures and other matters in relation to the aforesaid separate exercise of voting rights shall be conducted in accordance with the Applicable Listing Rules.  
Subject to the Law and unless otherwise provided for in these Articles, any resolutions at a general meeting of the Company shall be adopted by an Ordinary Resolution.
59. No vote may be exercised by any Shareholder with respect to any of the following Shares:
  - (a) any Treasury Shares held by the Company in accordance with the Law, these Articles and the Applicable Listing Rules;
  - (b) the Shares held by any subordinate company of the Company as defined in the Applicable Listing Rules, where the total number of voting shares or total shares equity held by the Company in such a subordinated company represents more than one-half

(1/2) of the total number of voting shares or the total shares equity of such a subordinated company; or

- (c) the Shares held by another company, where the Company and its subordinated company directly or indirectly hold more than one-half (1/2) of the total number of the voting shares or total shares equity of such company.

Any votes cast at the general meeting by or on behalf of such Shareholder in contravention of the foregoing shall not be counted and the Shares held by such Shareholder shall not be counted in determining the total number of issued Shares for purposes of voting at the general meeting and for determining quorum thereat under Article 51 .

60. In the case of joint holders, the joint holders shall appoint from amongst themselves a representative to the exercise their voting rights and the joint holders shall notify the Company of such appointment. The vote of the representative who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders.
61. A Shareholder of unsound mind, or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote by his committee, his guardian or any other Person who is similar to guardian and appointed by such court, and such committee or other Person, guardian or any other Person who is similar to guardian appointed by any court having jurisdiction, may otherwise act and be treated as if he were the registered holder of such Shares for the purpose of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office or such other place as the Board may specify, not less five (5) days before the date appointed for the holding of the meeting or adjourned meeting or poll, as the case may be..
62. A Shareholder may appoint a proxy to attend, speak and vote at a general meeting on his behalf by executing an instrument of proxy in the usual or common form or such other form as the Board of Directors may approve, and such proxy form shall be prepared by the Company stating therein the scope of power authorized to the proxy. A Shareholder may only execute one (1) proxy form and appoint one (1) proxy for each general meeting, and shall deliver to the Company such written proxy, duly completed and executed by him, so as to reach the Company no later than five (5) days prior to the meeting date. In case the Company receives two (2) or more written proxies from the same one (1) Shareholder, the written proxy first received by the Company shall prevail unless an explicit statement revoking the earlier written proxy is made subsequently received written proxy.
- 62A. After a written proxy has been delivered to the Company, if the Shareholder issuing the proxy intends to attend the general meeting in person or to exercise his voting rights in writing or by way of electronic transmission, the Shareholder shall issue a written notice to the Company to revoke the proxy at least two (2) days prior to the general meeting. If the revocation is not made during the prescribed period, the votes casted by the Person as his proxy shall prevail.
- 63 The instrument appointing a proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to

be voted upon by such proxy, and (c) basic identification information relating to the relevant Shareholder, proxy recipient and proxy solicitation agent (if any). The form of proxy shall be provided to the Shareholders together with the relevant notice of general meeting by mail or electronic transmission for the relevant general meeting. Notwithstanding any other provisions of these Articles, the distribution of the notice and proxy materials shall be made to all Shareholders and such distribution, regardless of delivering by email or by electronic transmission, shall be made on the same day.

64. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Shareholder.
65. Except for Taiwan trust enterprises or Shareholders' Service Agencies approved by Taiwan competent authorities or the chairman appointed pursuant to Article 68, when a person who acts as the proxy for two (2) or more Shareholders concurrently, the number of votes represented by him shall not exceed three percent (3%) of the total number of votes of the Company and the portion of votes in excess of the said three percent (3%) represented by such proxy shall not be counted.
66. To the extent required by the Applicable Listing Rules, any Shareholder who has a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed (the "**Proposed Matters**") for consideration and approval at a general meeting shall abstain from voting any of the Shares that such Shareholder should otherwise be entitled to vote in person, as a proxy or corporate representative with respect to the said matter, but all such Shares shall be counted in the quorum for the purpose of Article 51 notwithstanding that such Shareholder should not exercise his voting right. Any votes cast by or on behalf of such Shareholder in contravention of the foregoing shall not be counted in the number of votes of Shareholders present at the general meeting for the resolution relating to the Proposed Matters by the Company.
67. The voting at the general meeting may be exercised in writing or by way of electronic transmission; provided, however, that if the regulations in relation to the mandatory electronic voting issued by the Commission applies to the Company, the Company must adopt electronic voting as one of the voting methods in the general meeting. If the Board resolves to hold a general meeting outside Taiwan, the Company must allow the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission.
68. The voting at a general meeting may be exercised in writing or by way of electronic transmission, provided, however, that the method for exercising the votes shall be described in the notice of the general meeting. A Shareholder who exercises his votes in writing or by way of electronic transmission as set forth in the preceding Article 67 shall be deemed to have appointed the chairman of the general meeting as his/her or her proxy to exercise his/her or her voting rights at such general meeting in accordance with the instructions stipulated in the written or electronic document, but shall be deemed to have waived his/her votes in respect of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting; provided, however, that such appointment shall be

deemed not to constitute the appointment of a proxy for the purposes of the Applicable Listing Rules. The chairman, acting as proxy of a Shareholder, shall not exercise the voting right of such Shareholder in any way not stipulated in the written or electronic document.

For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, where a general meeting is to be held outside Taiwan, the Company shall engage a designated institute (i.e., Shareholders' Service Agent located in Taiwan) approved by the Commission and the Taipei Exchange or the TSE to handle the administration of such general meeting (including but not limited to the voting for Shareholders of the Company).

69. A Shareholder shall submit his or her vote by way of written ballot or electronic transmission pursuant to Article 67 to the Company at least two (2) days prior to the scheduled meeting date of the general meeting; whereas if two (2) or more such written ballot or electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 by the first written ballot or electronic transmission shall prevail unless it is expressly stated in the subsequent vote by written ballot or electronic transmission that the original vote submitted by written ballot or electronic transmission be revoked.

70. In the case of a Shareholder who has submitted his votes by written ballot or electronic transmission intends to attend the general meeting in person, he shall, at least two (2) days prior to the date of the meeting revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68. If a Shareholder who has submitted his or her vote in writing or by way of electronic transmission pursuant to Article 67 does not submit such a revocation before the prescribed time, his or her vote by written ballot or electronic transmission and the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 shall prevail.

If a Shareholder has submitted his or her vote in writing or by way of electronic transmission pursuant to Article 67, and has subsequently submitted a written proxy appointing a person as his or her proxy to attend the general meeting on his or her behalf, the subsequent appointment of that person as his or her proxy shall be deemed to be a revocation of such Shareholder's deemed appointment of the chairman of the general meeting as his or her proxy pursuant to Article 68 and the vote casted by that person subsequently appointed as his or her proxy shall prevail.

71. In the event that the procedure for convening a general meeting or the method of adopting resolutions is in violation of the Law, Applicable Listing Rules or these Articles, a Shareholder may, within thirty (30) days from the date of the resolution, submit a petition to a competent court having proper jurisdiction, including, the Taipei District Court of the Republic of China if applicable, for revocation of such resolution.

### **PROXY AND PROXY SOLICITATION**

72. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or the TSE, the Company shall comply with the Applicable Listing Rules (including but not limited to the "Guidelines Governing the Utilization of Proxy for

Shareholders Meetings of Public Companies") in respect of the proxies and proxy solicitation.

### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

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

### **DIRECTORS**

74. Unless otherwise determined by the Company in general meeting from time to time, the Board of Directors shall consist of such number of Directors being not less than five (5) Directors and not more than eleven(11) Directors. Amongst the Board of Directors, the Board of Directors shall comprise of at least three (3) Independent Directors, and the Independent Directors shall account for at least one-fifth (1/5) of the total number of Directors for the time being. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the Taipei Exchange or the TSE, the Board of Directors shall have such number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules require for a foreign issuer. The qualification, formation, appointment, discharge, exercise of authority and other compliance of Directors and Independent Directors shall be subject to and governed by the Applicable Listing Rules.

Where any Shareholder is a corporate entity, its representative may be elected as Director or supervisor (if any). Where there are several representatives of any corporate Shareholder, such representatives may be elected as either Directors or supervisors (if any) but not as Director and supervisors (if any) concurrently.

75. Independent Directors shall possess professional knowledge and maintain independence within the scope of their directorial duties without having any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence of Independent Directors, method of nomination of Independent Directors, and other matters in relation to Independent Directors shall be subject to the Applicable Listing Rules.

When the number of Independent Directors falls below the required number of Independent Directors under these Articles or the Applicable Listing Rules due to the disqualification or resignation of an Independent Director or the Independent Director ceases to be a Director for any reason, the resulting vacancy of such Independent Director shall be filled at the next following general meeting. If all of the Independent Directors have been disqualified, have resigned or cease to be Directors for any reason, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that event to elect Independent Directors to fill the vacancies.



76. Unless otherwise permitted by the Commission and under the Applicable Listing Rules, a spousal relationship and/or a Family Relationship within the Second Degree of Kinship shall not exist among more than half (1/2) of the Directors (the “**Threshold**”).

Where the Directors elected at the general meeting do not meet the Threshold, the election of the Director receiving the lowest number of votes among those not meeting the Threshold shall be deemed null and void. If any of the existing Directors does not meet the Threshold, such Director shall be deemed to have vacated in his office immediately and automatically as at the date of non-compliance with the Threshold.

77. When the number of Directors falls below five (5) due to the disqualification or resignation of a Director or any Director ceases to be a Director for any reason, the vacancy arising shall be filled by election of new Director(s) at the next following general meeting. When the number of Directors falls short by one-third (1/3) of the total number of Directors elected at the general meeting last convened to elect Directors and notwithstanding the actual current number of Directors, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that event to elect new Director(s) to fill the vacancy(ies).

If it is resolved at a general meeting attended by Shareholders representing more than fifty percent (50%) of total number of issued Shares for the time being, and such general meeting is held prior to the expiration of the term of the current Directors that all Directors shall be re-elected with effect immediately after the adoption of such resolution (the “**Re-Election**”), unless otherwise resolved at such general meeting, the term of the existing Directors shall be deemed to have expired immediately prior to the Re-Election.

78. The general meeting of the Shareholders may appoint any natural person or corporation to be a Director or supervisor (if any). At a general meeting of election of Directors or supervisors (if any), the number of votes exercisable in respect of one (1) Share shall be the same as the number of Directors or supervisors (if any) to be elected, and the total number of votes per Share may be consolidated for election of one (1) candidate or may be split for election of two (2) or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director or supervisor (if any) so elected.
79. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall adopt a candidate nomination mechanism for the purpose of the appointment of Independent Directors in accordance with the Applicable Listing Rules. The rules and procedures for such candidate nomination shall be in accordance with policies approved by the Directors and by an Ordinary Resolution from time to time, which policies shall be in accordance with the Law, these Articles and the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Guidelines Governing Election of Directors.
80. Subject to these Articles, the term for which a Director and supervisor (if any) will hold office shall not exceed three (3) years; thereafter he/she shall be eligible for re-election. In case no election of new Directors or supervisors (if any) is effected after expiration of the term of office of the existing Directors or supervisors (if any), the term of office of such

Directors or supervisors (if any) shall be extended until the time new Directors or supervisors (if any) are elected and assume their office.

81. A Director may be removed at any time by Supermajority Resolution adopted at a general meeting. If a Director is removed during the term of his/her office as a Director without cause, such Director is entitled to make a claim against the Company for damages sustained by him/her as a result of such removal.
82. The Board of Directors shall have a Chairman (the “**Chairman**”) elected and appointed by a majority of the Directors present at the Board meeting the quorum of which shall be two-thirds of all of the Directors then in office.
- 82A. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, any Director or supervisor (if any), who, during his or her term and in one or more transactions, transfers more than fifty percent (50%) of the total Shares held by such Director or supervisor (as the case may be) at the time of his or her appointment or election as Director or supervisor (as the case may be) being approved at a general meeting (the “**Approval Time**”), shall be discharged or vacated from the office of Director or supervisor (as the case may be).

For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him or her at the Approval Time either (i) during the period from the Approval Time to the commencement date of his or her office as Director or supervisor (if any), or (ii) during the period when the Register is closed for transfer of Shares prior to the general meeting at which the appointment or election of such person as a Director or supervisor (if any) will be proposed, his or her appointment or election as Director or supervisor (if any) shall be null and void.

83. The Board may, from time to time, and except as required by the applicable laws and Applicable Listing Rules, adopt, institute, amend, modify or revoke the corporate governance policies or initiatives, which shall be intended to set forth the policies of the Company and the Board on various corporate governance related matters as the Board shall determine by resolution from time to time.
84. A Director shall not be required to hold any Shares in the Company by way of qualification.
- 84A. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, where any Director, who is also a Shareholder of the Company, creates or has created a pledge on the Shares held by such Director (the “**Pledged Shares**”) exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director being approved at a general meeting, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Pledged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director being approved at a general meeting, and such Shares shall not be counted toward the number of votes represented by the Shareholders present at a general meeting.

## **DIRECTORS' FEES AND EXPENSES**

85. Unless otherwise stipulated in these Articles or the Applicable Listing Rules, the remuneration (if any) of the Directors shall be determined by a resolution of the Board of Directors in accordance with the prevailing industry standards in Taiwan. Each Director shall be entitled to be repaid or prepaid all travelling, hotel and incidental expenses reasonably incurred or expected to be incurred by him in attending meetings of the Board or committees of the Board or general meetings or separate meetings of any class of Shares or of debentures of the Company or otherwise in connection with the discharge of his duties as a Director.
86. Subject to Article 85, any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration as the Board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other Article.
- 86A. The Company shall establish a Salaries and Remuneration Committee, and the professional qualifications of the members, formation, appointment, discharge, how such committee functions and exercises its power and other relevant matters shall be subject to the Applicable Listing Rules. The salaries and remunerations in the preceding paragraph include the salaries and remunerations and stock options and other measures providing substantial incentives for Directors and managers.

## **ALTERNATE**

87. Subject to the Applicable Listing Rules, any Director may appoint another Director to be his or her alternate and to act in such Director's place at any Board meeting. Every such alternate Director shall be entitled to attend and vote at the Board meeting as the alternate of the Director appointing him or her and where he or she is a Director to have a separate vote in addition to his or her own vote.
88. Subject to the Applicable Listing Rules, the appointment of the alternate Director referred in the preceding article shall be in writing under the hand of the appointing Director and shall be in any usual or common form or such other form as the Board of Directors may approve, and must be lodged with the chairman of the meeting of the Directors at which such appointment is to be used, or first used, prior to the commencement of the Board meeting.

## **POWERS AND DUTIES OF DIRECTORS**

89. At the close of each financial year, the Board of Directors shall prepare the business report, financial statements and a surplus earning distribution and/or loss offsetting proposals for adoption at the annual general meeting, and upon such adoption by the Company at its annual general meeting, the Board of Directors shall make public announcements or distribute to each Shareholder copies of the adopted financial statements and the resolutions passed in respect of the surplus earning distribution and/or loss offsetting proposals in accordance with these Articles and the Applicable Listing Rules. For so long as the Shares are registered in the Emerging Stock Market or listed in the Taipei Exchange or the TSE,

alternatively, the distribution of the aforesaid adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting may be accomplished by way of making public announcements by the Company.

90. Subject to the Law, these Articles, Applicable Listing Rules and to any resolutions passed in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company. No resolution passed by the Company in general meeting shall invalidate any prior act of the Directors that would have been valid if that resolution had not been passed.
- 91 The Directors may from time to time appoint any Person (other than any Independent Directors), whether or not a Director to hold such office in the Company as the Directors may think necessary for the administration of the Company, including but not limited to, the office of the chief executive officer, president, one (1) or more vice-presidents or chief financial officer, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Notwithstanding the foregoing, if any Director holds any of the above positions, his remuneration shall be subject to Article 85. Any Person so appointed by the Directors may be removed by the Directors.
92. The Directors may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as they think fit. Any Secretary or assistant Secretary so appointed by the Directors may be removed by the Directors.
93. The Directors may delegate any of their powers, authorities and discretions to committees consisting (unless otherwise permitted by the Applicable Listing Rules) 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 and directions that may be imposed on it by the Directors. All acts done by any such committee in conformity with such regulations and directions, and in fulfilment of the purposes for which it was appointed, but not otherwise, shall have like force and effect as if done by the Directors, and the Directors shall have power, with the consent of the Company in general meeting, to remunerate the members of any such committee, and charge such remuneration to the current expenses of the Company.
94. The Directors may from time to time and at any time by power of attorney (whether under Seal or under hand) or otherwise appoint any company, firm or Person or body of Persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other appointment may contain such provisions for the protection and convenience of Persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

95. The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the two next following Articles shall not limit the general powers conferred by this Article.
96. The Directors from time to time and at any time may establish any committees for managing any of the affairs of the Company (including but not limited to remuneration committee) and may delegate any of its powers, authorities and discretions to such committees. Unless otherwise provided in the Applicable Listing Rules, the members of such committees shall be Directors. Where any Director is a member of any such committees, his remuneration as a committee member shall be subject to Article 85.
97. Any such delegates as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.
- 97A Subject to the laws of the Cayman Islands and the Applicable Listing Rules, a Director, officer and supervisor (if any) of the Company shall owe fiduciary duties to the Company and such fiduciary obligations shall include but not limited to the observance of loyalty, good faith and the avoidance of a conflict of duty and self-interest. If any Director, officer or supervisor (if any) of the Company breaches the aforesaid fiduciary duties, subject to the Cayman Islands law and the Applicable Listing Rules, such Director, officer or supervisor (if any) shall be held liable for any damages therefrom.

Subject to the laws of the Cayman Islands and the Applicable Listing Rules, if any Director, officer or supervisor (if any) of the Company violates the aforesaid fiduciary duties, it may be resolved at the general meeting to deem any income from such behaviour as the Company's income.

If any Director, officer or supervisor (if any) of the Company breaches any applicable laws or regulations in performing business for the Company, thereby causing any loss or damage to third party, subject to the Cayman Islands law and the Applicable Listing Rules, such Director, officer or supervisor (if any) shall be held jointly and severally liable for the loss or damage to such third party with the Company. In this connection, such Director, officer or supervisor (if any) shall indemnify the Company for any loss or damage incurred by the Company to third party.

### **BORROWING POWERS OF DIRECTORS**

98. Subject to the Law, these Articles and the Applicable Listing Rules, the Directors may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of its undertaking, property and assets (present and future) and uncanceled capital of the Company, to issue debentures, debenture stock, bonds and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

### **THE SEAL**

99. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal. The Seal shall be affixed in the presence of a Director or a Secretary (or an assistant

Secretary) or in the presence of any one (1) or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

100. The Company may maintain a facsimile of the Seal in such countries or places as the Directors may appoint and such facsimile Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of such facsimile Seal and if given after may be in general form confirming a number of affixings of such facsimile Seal.
- 101 Notwithstanding the foregoing, a Secretary or any assistant Secretary shall have the authority to affix the Seal, or the facsimile Seal, to any instrument for the purposes of attesting authenticity of the matter contained therein.

### **DISQUALIFICATION OF DIRECTORS**

102. A person shall not act as a Director and shall be discharged or vacated from the office of Director, if he or she:
- (a) committed an organized crime and has been adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five (5) years;
  - (b) has been sentenced to imprisonment for a term of more than one (1) year for commitment of fraud, breach of trust or misappropriation, and the time elapsed after he has served the full term of such sentence is less than two (2) years;
  - (c) has been adjudicated guilty by a final judgment for misappropriating company or public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two (2) years;
  - (d) becomes bankrupt and has not been discharged from bankruptcy;
  - (e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;
  - (f) has no or only limited capacity;
  - (g) dies or is found to be or becomes of unsound mind;
  - (h) resigns his office by notice in writing to the Company; or
  - (i) is removed from office and ceases to be a Director pursuant to these Articles;
  - (j) if an order of court is obtained pursuant to application made under Article 103 of these Articles; or
  - (k) If he ceases to meet the Threshold (as defined in Article 76 of these Articles).
103. In case a Director has, in the course of performing his/her duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and regulations and these Articles, but not been removed by a resolution of the general meeting, any Shareholder(s) holding in the aggregate three percent (3%) or more of the total number of issued Shares for the time being may, within thirty (30) days after that general meeting, submit a petition to a competent court having proper jurisdiction, including, the Taipei District Court of the Republic of China if applicable, in respect of such matter, for the removal of such Director, at the Company's expense.

## PROCEEDINGS OF DIRECTORS

104. The Directors may meet together (either within or outside the Cayman Islands) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes present at such meeting. In case of an equality of votes the chairman shall not have a second or casting vote. The notice of the Board meeting shall state the reasons for such meeting and shall be deemed to be duly given to a Director if it is given to such Director at least seven (7) days prior to the meeting by post or electronic transmission to such Director's last known address or in accordance with other instructions given by such Director to the Company for this purpose; however the Board meeting may be convened from time to time in case of any emergency in accordance with the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Procedural Rules of Board Meetings.
105. A Director may participate in any meeting of the Board of Directors, or of any committee appointed by the Board of Directors of which such Director is a member, by means of videoconference or similar communication equipment by way of which all Persons participating in such meeting can communicate with each other and such participation shall be deemed to constitute presence in person at the meeting.
106. Unless otherwise provided in these Articles, the quorum necessary for the transaction of the business of the Directors shall be more than one-half (1/2) of the number of the Directors for the time being. A Director represented by alternate Director at any Board meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present.
107. A Director who directly or indirectly has personal interest in the matter proposed at the meeting of the Board, including but not limited to a contract or proposed contract or arrangement with the Company shall disclose the nature of his or her personal interest at the meeting of the Board, if he or she knows his or her personal interest then exists, or in any other case at the first meeting of the Board after he or she knows that he or she is or has become so interested. For the purposes of this Article, a general notice to the Board by a Director to the effect that:
- (a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or
  - (b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him;
- shall be deemed to be a sufficient disclosure of personal interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.
- To the extent required by Applicable Listing Rules, a Director shall not vote for himself or on behalf of other Director for whom he acts as proxy in respect to any matter, including but not limited to any contract or proposed contract or arrangement or contemplated

transaction of the Company, in which such Director has a personal interest (whether directly or indirectly) which may conflict with and impair the interest of the Company. Any votes cast by or on behalf of such Director in contravention of the foregoing shall not be counted, but such Director shall be counted in the quorum for purposes of convening the Board meeting.

Notwithstanding the first paragraph of this Article, if any Director has a personal interest (whether directly or indirectly) in any matter or business tabled or considered at the Board meeting, such Director shall disclose and explain his interest, the nature and extent thereof, all material information or contents on such personal interest at the same Board meeting.

108. No Director (other than Independent Directors) may do anything for himself or on behalf of another person that is within the scope of the Company's business without first having declared such act or activity and all material information to a general meeting of the Shareholders and obtained the approval by Supermajority Resolution. Failure in obtaining such approval shall cause the said interested Director to be liable to account to the Company for any profit realised through such act or activities if the general meeting so resolves by an Ordinary Resolution within one (1) year from such act or activity.
109. Notwithstanding the preceding Article, subject to the Applicable Listing Rules, a Director (other than Independent Directors) may hold any other office or place of profit under the Company (other than the office of internal auditor or auditor of the Company) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
110. Subject to these Articles and the Applicable Listing Rules, any Director (other than Independent Directors) may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as internal auditor or as auditor of the Company.
111. The Directors shall cause all minutes to be made in books or loose-leaf folders provided for the purpose of recording:
  - (a) all appointments of officers made by the Directors;
  - (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
  - (c) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.
112. Subject to the Applicable Listing Rules, when the chairman of a meeting of the Directors signs the minutes of such meeting the same shall be deemed to have been duly held notwithstanding that all the Directors have not actually come together or that there may have been a technical defect in the proceedings.



113. Subject to the Applicable Listing Rules, the continuing Directors may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for summoning a general meeting of the Company, and for no other purpose.
114. Subject to the Applicable Listing Rules and any regulations imposed by the Directors on a committee of Directors, such 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 fifteen minutes after the time appointed for holding the meeting, the committee members present may choose one (1) of their number to be chairman of the meeting.
115. A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to the Applicable Listing Rules and any regulations imposed by the Directors on a committee of Directors, questions arising at any meeting of the committee shall be determined by a majority of votes cast by the committee members present at the meeting.
116. Subject to the Applicable Listing Rules and any regulations imposed by the Directors on a committee of Directors, all acts done by the Directors, by any meeting of the Directors or of a committee of Directors, or by any Person acting as a Director or any Person to whom the Board may have delegated any of its powers, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to be a Director or to act in the relevant capacity.
117. The following actions require the approval of a majority of the votes cast by the Directors present at a Board meeting attended by at least two-thirds (2/3) of all Directors for the time being:
- (a) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusted business, or for regular joint operation with others;
  - (b) the sale or transfer of the whole or any material part of its business or assets;
  - (c) taking over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
  - (d) the election of Chairman of the Board pursuant to these Articles; the allocation of Employees' Remunerations and Directors' Remunerations pursuant to Article 129; and
  - (e) issuance of corporate bonds.

### **AUDIT COMMITTEE**

118. The Company shall set up an Audit Committee, and the professional qualifications of members, formation, appointment, discharge, how such committee functions and exercises its power and other relevant matters shall be subject to the Applicable Listing Rules. The Audit Committee shall comprise solely of all Independent Directors and the number of committee members shall not be less than three (3). One (1) of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one (1) of the Audit Committee members shall

have accounting or financial expertise. Subject to Article 119 below, a valid resolution of the Audit Committee requires approval of at least one-half (1/2) of all its members.

119. Notwithstanding anything provided to the contrary contained in these Articles, the following matters require approval of at least one-half (1/2) of all members of the Audit Committee and the approval of the Board:

- (a) adoption of or amendment to an internal control system;
- (b) assessment of the effectiveness of the internal control system;
- (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, provision or extension of monetary loans to others, or endorsements or guarantees for others;
- (d) any matter relating to the personal interest of the Directors;
- (e) the entering into of a transaction relating to material assets or derivatives; ;
- (f) a material monetary loan, endorsement, or provision of guarantee;
- (g) the offering, issuance, or private placement of the Shares or any equity-linked securities;
- (h) the hiring or dismissal of an attesting certified public accountant as the auditor of the Company, or the compensation given thereto;
- (i) the appointment or discharge of a financial, accounting, or internal auditing officers;
- (j) approval of annual and semi-annual financial reports; and
- (k) any other material matter deemed necessary by the Board of Directors or so required by Applicable Listing Rules or the competent authority.

Subject to the Applicable Listing Rules, with the exception of item (j) above, any other matter that has not been approved by a resolution passed by at least one-half (1/2) of all members of the Audit Committee may be undertaken if approved by a resolution passed by at least two-thirds (2/3) of all Directors for the time being, and such resolution of the Audit Committee shall be recorded in the minutes of the Board meeting.

Subject to the Applicable Listing Rules, where the Audit Committee is unable to convene a meeting for any proper cause to decide on any matter, such matter may be approved by the Board by way of resolution passed by at least two-thirds (2/3) of all Directors, provided that if such matter is a matter under item (j) above, then the members of the Audit Committee who are Independent Directors shall still be required to issue an opinion as to whether the resolution is approved in respect of the said matter under item (j) above.

120. The accounts of the Company shall be audited at least once in every year.

121. The Audit Committee shall at all reasonable times have access to all books kept by the Company and to all accounts and vouchers relating thereto; and the Audit Committee may call on the Directors or officers of the Company for any information in their possession relating to the books or affairs of the Company.

122. The statement of income and expenditure and the balance sheet provided for by these Articles shall be examined by the Audit Committee and compared with the books, accounts and vouchers relating thereto; and the Audit Committee shall make a written

report thereon stating whether such statement and balance sheet are drawn up so as to present fairly the financial position of the Company and the results of its operations for the period under review and, in case information shall have been called for from Directors or officers of the Company, whether the same has been furnished and has been satisfactory. The Audit Committee may appoint, on behalf of the Company, a practicing lawyer and a certified public accountant to conduct the examination. The financial statements of the Company shall be audited by an auditor appointed by the Board in accordance with generally accepted auditing standards. The auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the auditor shall be submitted to the Members in general meeting. The generally accepted auditing standards referred to herein may be those of a country or jurisdiction other than the Cayman Islands. If so, the financial statements and the report of the auditor should disclose this fact and name such country or jurisdiction.

123. Subject to the Cayman Islands law, any Shareholder(s) holding three percent (3%) or more of the total number of the issued Shares of the Company for one (1) consecutive year or longer may request in writing any Independent Director of the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China. If the Independent Director of the Audit Committee who has been requested by such Shareholder(s) in accordance with the previous paragraph fails to file such litigation within thirty (30) days after receiving the request by such Shareholder(s), subject to the Cayman Islands law, such Shareholder(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.
124. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Rules of Audit Committee.

## **DIVIDENDS**

125. Subject to the Law, these Articles and to any rights and restrictions for the time being attached to any Shares, the Company by Ordinary Resolution may declare dividends and other distributions on Shares in issue and authorise payment of the same out of the funds of the Company lawfully available therefor.
126. Subject to Article 129, the Directors may, before recommending any dividend, set aside out of the funds legally available for distribution such sums as they think proper as a reserve or reserves which shall, in the discretion of the Directors be applicable for meeting contingencies, or for equalising dividends or for any other purpose to which those funds may be properly applied and pending such application may in the absolute discretion of the Directors, 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.
127. Any dividend payable in cash to the holder of Shares may be paid (a) by cheque sent through the post to the registered address of the Shareholder or Person entitled thereto, or in the case of joint holders, to the representative of such joint holders (or if there is no such representative, then to the joint holder whose name stands first in the Register in

respect of the Shares) at his registered address or to such Person and such address as the Shareholder or Person entitled, or such joint holders as the case may be, may in writing direct, or (b) by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or person entitled to such payment. Every such cheque or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the Person to whom it is sent or to the order of such other Person as the Shareholder or Person entitled, or such joint holders as the case may be, may direct, and shall be sent at his or their risk and payment of the cheque or telegraphic transfer or electronic transfer or remittance by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.

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

129. As the Company continues to grow, the need for capital expenditure, business expansion and a sound financial planning for sustainable development, it is the Company's dividends policy that the dividends may be allocated to the Shareholders in the form of cash dividends and/or shares in lieu of the cash amount of any dividend according to the Company's future expenditure budgets and funding needs.

Unless otherwise provided in the Applicable Listing Rules, where the Company makes profits before tax for the annual financial year, the Company shall allocate (1) a maximum of twenty percent (20%) and a minimum of eight percent (8%) of such annual profits before tax for the purpose of employees' remunerations (including employees of the Company and/or any Affiliated Company) (the "Employees' Remunerations"); and (2) a maximum of two percent (2%) of such annual profits before tax for the purpose of Directors' remunerations (the "Directors' Remunerations"). Notwithstanding the foregoing paragraph, if the Company has accumulated losses of the previous years for the annual financial year, the Company shall set aside the amount of such accumulated losses prior to the allocation of Employees' Remunerations and Directors' Remunerations. Subject to Cayman Islands law, the Applicable Listing Rules and notwithstanding Article 139, the Employees' Remunerations and the Directors' Remunerations may be distributed in the form of cash and/or bonus shares, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors. The resolutions of Board of Directors regarding the distribution of the Employees' Remunerations and the Directors' Remunerations in the preceding paragraph shall be reported to the Shareholders at the general meeting after such Board resolutions are passed.

For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Law, and unless otherwise provided in the Applicable Listing Rules, the net profits of the Company for each annual financial year shall be

allocated in the following order and proposed by the Board of Directors to the Shareholders in the general meeting for approval:

- (a) to make provision of the applicable amount of income tax pursuant to applicable tax laws and regulations;
  - (b) to set off accumulated losses of previous years (if any);
  - (c) to set aside ten percent (10%) as Legal Reserve pursuant to the Applicable Listing Rules unless the accumulated amount of such Legal Reserve equals to the total paid-up capital of the Company;
  - (d) to set aside an amount as Special Reserve pursuant to the Applicable Listing Rules and requirements of the Commission; and
  - (e) with respect to the earnings available for distribution (i.e. the net profit after the deduction of the items (a) to (d) above plus any previously undistributed cumulative Retained Earnings), the Board of Directors may present a proposal to distribute to the Shareholders by way of dividends at the annual general meeting for approval pursuant to the Applicable Listing Rules. Dividends may be distributed in the form of cash dividends and/or bonus shares, and, subject to the Cayman Islands law, the amount of dividends shall be at least ten percent (10%) of the net profit after the deduction of the items (a) to (d) above. Cash dividends shall comprise a minimum of ten percent (10%) of the total dividends allocated to Shareholders.
130. If several Persons are registered as joint holders of any Share, any one of them may give effectual receipts for any dividend or other moneys payable on or property distributable in respect of the Share held by such joint holders. No dividend shall bear interest against the Company.

#### **ACCOUNTS, AUDIT AND ANNUAL RETURN AND DECLARATION**

131. The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors.
132. The books of account shall be kept at the Office or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
133. The Board of Directors shall prepare and present the business report, financial statements and records of the Company at the annual general meeting of Shareholders for its ratification and after the meeting shall distribute to each Shareholder the copies of ratified financial statements and the resolutions on the surplus earnings distribution and/or loss offsetting. For so long as the Shares are registered in the Emerging Stock Market or listed in the Taipei Exchange or the TSE, alternatively, the distribution of the aforesaid adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting may be effected by way of making public announcements by the Company.
134. Subject to the Applicable Listing Rules, the Board shall keep copies of the yearly business report, financial statements and other relevant documents at the office of its Shareholders' Service Agent in Taiwan at least ten (10) days before the annual general meeting and any of its Shareholders is entitled to inspect such documents from time to time during the normal business hours of the said Shareholders' Service Agent.

135. Save for the preceding Article 134 and Article 148, the Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Shareholders not being Directors, and no Shareholder (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by Ordinary Resolution.
136. The accounts relating to the Company's affairs shall only be audited in such manner and with such financial year end as may be determined from time to time by the Directors, or required by the Applicable Listing Rules.
137. The Directors in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

#### **INTERNAL AUDIT**

138. The Company shall set up internal audit unit under the Board of Directors, and hire qualified and adequate staffs as internal auditors. Any matters in relation to the internal audit shall comply with the Applicable Listing Rules.

#### **CAPITALISATION OF RESERVES**

139. Subject to the Applicable Listing Rules and the Law, the Company may, with the authority of a Supermajority Resolution:
- (a) resolve to capitalise an amount standing to the credit of reserves or other capital reserves (including a share premium account, capital redemption reserve, revenue, profit and loss account, Capital Reserves, Legal Reserves and Special Reserves), whether or not available for distribution;
  - (b) appropriate the sum resolved to be capitalised to the Shareholders in proportion to the number of Shares held by them respectively and apply that sum on their behalf in or towards paying up in full unissued Shares or debentures of a nominal amount equal to that sum, and allot the Shares or debentures, credited as fully paid, to the Shareholders (or as they may direct) in those proportions, or partly in one way and partly in the other;
  - (c) make any arrangements it thinks fit to resolve a difficulty arising in the distribution of a capitalised reserve and in particular, without limitation, where Shares or debentures become distributable in fractions the Directors may deal with the fractions as they think fit; and
  - (d) generally do all acts and things required to give effect to any of the actions contemplated by these Articles.
- 139A. For the avoidance of doubts, the allotment of bonus shares in connection with the Employees' Remunerations and Directors' Remunerations pursuant to Article 129 shall not require the approval of a Supermajority Resolution.

#### **TENDER OFFER**

140. For so long as the Shares of the Company are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, within seven (7) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Listing Rules, the Board of the Directors shall resolve to recommend to the Shareholders whether to accept or refuse the tender offer and make a public announcement of the following:
- (a) The types and amount of the Shares held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in its own name or in the name of other persons.
  - (b) Recommendations to the Shareholders on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.
  - (c) Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
  - (d) The types, numbers and amount of the shares of the tender offeror or its affiliates held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in its own name or in the name of other persons.

#### **SHARE PREMIUM ACCOUNT**

141. The Directors shall in accordance with the Law establish a share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any Share.
142. Subject to the Applicable Listing Rules and the Law, there shall be debited to any share premium account on the redemption or purchase of a Share the difference between the nominal value of such Share and the redemption or purchase price provided always that at the discretion of the Directors such sum may be paid out of the profits of the Company or, if permitted by the Law, out of capital.

#### **NOTICES**

143. Except as otherwise provided in these Articles or the Applicable Listing Rules, any notice or document may be served by the Company or by the Person entitled to give notice to any Shareholder either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Shareholder at his address as appearing in the Register, or to the extent permitted by all applicable laws and regulations, by electronic means by transmitting it to any electronic mail number or address such Shareholder may have provided to the Company or have positively confirmed in writing for the purpose of such service of notices to him. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands as their representative in the Register (or if there is no such representative, then to the joint holder whose name stands first in the Register) in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

144. Any Shareholder present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.
145. Except as otherwise provided in these Articles or the Applicable Listing Rules, any notice or other document, if served by:
- (a) post or courier, shall be deemed to have been served five (5) days after the time when the letter containing the same is posted or delivered to the courier;
  - (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;
  - (c) recognised courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service; or
  - (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail.

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

146. Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with these Articles shall notwithstanding that such Shareholder be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Shareholder as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all Persons interested (whether jointly with or as claiming through or under him) in the Share.
147. Notice of every general meeting of the Company shall be given to:
- (a) all Shareholders holding Shares with the right to receive notice and who have supplied to the Company an address for the giving of notices to them; and
  - (b) every Person entitled to a Share in consequence of the death or bankruptcy of a Shareholder, who but for his death or bankruptcy would be entitled to receive notice of the meeting.

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

### **INFORMATION**

148. The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of the Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of share certificates and corporate bonds issued by the Company. Any Shareholder may request, by submitting evidentiary document(s) to show his/her interests involved and indicating the scope of interested matters, an access to inspect and to make copies of the foresaid Memorandum of Association and Articles of Association, the minutes of every general



meeting, the financial statements, the Register of Members and the counterfoil of the share certificates and corporate bonds issued by the Company.

149. Without prejudice to the rights set forth in these Articles, no Shareholder shall be entitled to require discovery of any information in respect of any detail of the Company's trading or any information which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board would not be in the interests of the members of the Company to communicate to the public.
150. The Board shall be entitled to release or disclose to any regulatory or judicial authority any information in its possession, custody or control regarding the Company or its affairs to any of its Shareholder including, without limitation, information contained in the Register of Members and transfer books of the Company.

### **INDEMNITY OR INSURANCE**

151. The Company may by Ordinary Resolution adopt one (1) of the protection mechanisms as described in Article 152 (a) and (b).
152. (a) Every Director and other officer for the time being and from time to time of the Company (each an "Indemnified Person") may be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such Indemnified Person, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere, other than by reason of such Indemnified Person's own dishonesty, wilful default or fraud, in or about the conduct of the Company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions.
- (b) The Company may purchase directors and officers liability insurance ("D&O insurance") for the benefit of every Director and other officer for the time being and from time to time of the Company. Such D&O insurance shall only cover the liability arising from the duty of such Director or officer in accordance with these Articles, the Law and the Applicable Listing Rules.

### **FINANCIAL YEAR**

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

### **WINDING- UP**

154. If the Company shall be wound up, and the assets available for distribution amongst the Shareholders shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Shareholders shall be more than sufficient to repay

the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Shareholders in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

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

#### **AMENDMENT OF ARTICLES OF ASSOCIATION**

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

#### **REGISTRATION BY WAY OF CONTINUATION**

158. The Company may by Special Resolution resolve to be registered by way of continuation in a jurisdiction outside the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing. In furtherance of a resolution adopted pursuant to this Article, the Directors may cause an application to be made to the Registrar of Companies to deregister the Company in the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing and may cause all such further steps as they consider appropriate to be taken to effect the transfer by way of continuation of the Company.

#### **LITIGIOUS AND NON-LITIGIOUS AGENT**

159. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company shall appoint a litigious and non-litigious agent in Taiwan (the "**Litigious and Non-Litigious Agent**"). The Litigious and Non-Litigious Agent shall be the responsible person of the Company in Taiwan and shall have residence or domicile in Taiwan. The Company shall report to the Commission in respect of the name, residence or domicile and authorization document of the Litigious and Non-Litigious Agent. In case of any change of the name, residence or domicile and authorization document of the Litigious and Non-Litigious Agent, the Company shall report to the Commission in respect of such change.

中文翻譯係屬參考之用，如有疑問，應以英文版本為主

公司法（如修訂版）  
股份有限公司  
Silergy corp.  
之  
備忘錄  
修訂和重述版  
（於2016年6月2日以特別決議通過）

1. 公司名稱為Silergy Corp.（下稱「本公司」）。
2. 本公司註冊辦事處將設於The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands，或其他由董事會隨時決定之辦事處地點。
3. 本公司的目的事業範圍並無特定限制。  
本公司具備完整的權力與權限以從事任何英屬開曼群島公司法（如修訂版）（下稱「公司法」）第7(4)條規定或其他法律沒有禁止之目的事業範圍。
4. 本公司具備完整行使如自然人般之權利能力，不論是否有任何公司法第27(2)條規定之公司利益問題。
5. 除為推廣本公司在英屬開曼群島以外進行的業務外，本公司將不會在英屬開曼群島與任何人、商號或公司進行貿易，但本條的任何規定不得解釋為禁止本公司在英屬開曼群島執行並簽訂契約，及在英屬開曼群島執行能讓其進行英屬開曼群島以外的業務所需之所有權力。
6. 本公司股東之責任，應以其分別持有之股份之未繳納股款（如有）為限。
7. 本公司的資本額為新台幣二十億元，共分為二億股普通股，每股面額新台幣10元。基於公司法及公司章程，本公司有權贖回或買回其任何股份，並對其全部或部分分割或合併，及發行其全部或一部之原始、贖回、增加或減少之股本，無論是否有優惠權、優先權、特別權或其他權利或有任何權利之劣後或任何條件或限制，且除發行條件無論係普通股、特別股或其他應於每次發行時明確規定外，應受本公司於上文所述權力之限制。
8. 本公司得依公司法第206條規定撤銷其在英屬開曼群島的註冊並以繼續經營的方式在其他司法管轄區內註冊。

**Silergy Corp.**  
**矽力杰股份有限公司**  
**公司章程**

**表 A**

下列所載條款為構成Silergy Corp.（下稱「**本公司**」）之公司章程，而公司法附錄一表A中所包括或記載的規則將不適用於本公司。

**定 義**

1. 在本章程中，以下所列詞句之定義在與條款主題或內容無不一致之前提下，有以下之定義：

「**關係企業**」意指依據上市法令規定所定義之關係企業；

「**上市法令**」意指因任何股份於證交所或證券市場原始並持續交易或上市，而可適用之相關法律、條例、規則、法規或其不時修改後之版本，包括但不限於臺灣公司法、證券交易法、臺灣地區與大陸地區人民關係條例或任何類似法律之有關規定及任何各該法律之臺灣主管機關之法規命令，以及金融監督管理委員會、證券櫃檯買賣中心或證交所發佈之法規命令；

「**本章程**」意指本公司之章程及其因情況所需而修改之版本；

「**審計委員會**」意指由本公司按本章程第118條所組成之審計委員會或任何繼任審計委員會；

「**帳簿劃撥**」意指股票之發行、移轉或交割以電子記帳方式載入股東於證券商所開之帳戶而不用交付實體股票。如股東尚未在證券商設立帳戶，則以帳簿劃撥方式交易之股票將載入本公司於臺灣之證券集中保管事業機構所設帳戶之子帳戶。

「**資本公積**」意指資本溢價科目、本公司收到之贈與所得、資本贖回儲備、損益表以及其他按一般公認會計原則所產生的儲備；

「**董事長**」具有本章程第82條規定所賦予的涵義；

「**類別**」意指本公司因視其所需而不時發行之任何股票類別；

「**金管會**」意指臺灣金融監督管理委員會或是任何當時臺灣證券交易法之主管機關；

「**普通股**」意指本公司按公司法和本章程之條款所發行面額新臺幣10元之普通股，依本章程之規定享有權利並受有限制；

「**參與合併公司**」意指在公司法認可的意義下得參與一個或一個以上之其他公司合併之公司；

「**董事**」或「**董事會**」意指本公司依本章程指派或選任並按本章程規定於達成法定出席成數之董事會行使職務之本公司董事會；

「**電子**」意指按當時有效之英屬開曼群島電子交易法（如修訂版）和任何其修訂或重新頒佈之版本，包括所有其他法律中所包含或替代之法令，所賦予之意義；

「**電子通訊**」意指向任何號碼、位址或網站的傳輸，或是其他由不少於三分之二的董事會投票決定並批准的電子通訊方式；

「**興櫃**」意指中華民國證券櫃檯買賣中心證券商營業處所之興櫃市場；

「二親等以內的親屬關係」以一自然人而言，意指另一自然人與之有血緣或是姻親關係且在二親等內者，包括但不限於首揭人之父母，兄弟姐妹及祖父母，子女與孫子女，以及首揭人之配偶之父母，兄弟姐妹及祖父母；

「董事選舉規範」意指上市法令規定之本公司董事選舉規範及其不時修改或替換後之版本；

「證券櫃檯買賣中心」意指中華民國證券櫃檯買賣中心；

「被補償人」意指具有本章程第152條規定所賦予的涵義；

「獨立董事」意指在上市法令中所定義的獨立董事；

「公司法」意指英屬開曼群島公司法（及其修訂版）；

「法定盈餘公積」意指按上市法令所提出的法定盈餘公積；

「備忘錄」意指本公司之備忘錄，及其不時修改之版本；

「合併」意指兩個以上參與合併公司的合併，並在公司法賦予之意義範圍內以其中一公司為取得其所有事業、財產與負債之存續公司；

「經濟部」意指臺灣公司法和相關公司事務之臺灣主管機關；

「辦事處」意指本公司目前註冊之辦事處；

「普通決議」意指經由有表決權之股東於本公司股東會親自或在得委託代理人之情形時委託代理人或法人股東透過其正式授權之代表投票表決，以表決權超過半數之同意所為之決議；

「繳足」意指對發行之任何股票其應付面額及任何溢價之繳足，包括帳面上之繳足；

「人」意指任何自然人、商號、公司、合資企業、合夥、法人、協會或其他實體（不論是否具有獨立法人格）或按文意所指之上述任何人；

「特別股」意指具有本章程第10條款所賦予的涵義；

「董事會議事規範」意指上市法令規定之本公司董事會議事規範及其不時修改或替換後之版本；

「股東會議事規則」意指上市法令規定之本公司股東會議事規則及其不時修改或替換後之版本；

「名簿」或是「股東名簿」意指依公司法備置之本公司股東名簿；

「中華民國」或是「臺灣」意指中華民國、其領土、財產以及所有在其管轄範圍內的地區；

「保留盈餘」意指包括但不限於法定盈餘公積，特別盈餘公積及未分配收益所產生的股東權益等金額；

「審計委員會組織規程」意指上市法令規定之審計委員會組織規程及其不時修改或替換後之版本；

「印章」意指經本公司採用之普通印章，包括其一個或多個摹本，於英屬開曼群島境內外使用；

「秘書」意指任何由董事所委任以履行本公司秘書的任何職責之人，包括任何副秘書或助理秘書；

「股份」意指本公司資本額之股份。所有於本章程稱為「股份」者依文意所需應視為是指任何或所有股份類別。為避免疑義，本章程所稱「股份」包括畸零股；

「股東」意指已登記在股東名簿之股份持有人；

「資本溢價科目」意指按照本章程及公司法所設定之資本溢價科目；

「股務代理機構」意指經臺灣主管機關核可，依據上市法令為本公司提供特定股務代理服務之股務代理機構；

「簽署」意指一署名顯示或一經機械設備所附於之署名表現，或是一附於電子通訊之電子符號或程序，由一位有意簽署該電子通訊之人所使用或採用；

「特別盈餘公積」意指按上市法令或本公司於股東會中決議由保留盈餘所提撥的公積；

「特別決議」意指經由有表決權之股東於本公司股東會親自或在得委託代理人之情形時委託代理人或法人股東透過其依法授權之代表投票表決，以表決權至少三分之二之多數決同意所為之決議，且該股東會之召集通知應載明該決議須以特別決議通過並正式發出（為避免疑義，全體一致同意視為多數決同意）；

「分割」意指一公司將其得獨立營運之任一或全部之營業讓與既存或新設之他公司，作為既存或新設之受讓公司發行新股予為轉讓之該公司或該公司股東對價之行為；

「重度決議」意指於有代表已發行股份總數三分之二以上之股東出席之股東會經有權通過該決議並持有超過所有出席股東股份總數二分之一之股東親自或在得委託代理人之情形時委託其代理人或法人股東透過其正式授權之代表投票同意通過之決議；惟當股東會未有代表已發行股份總數三分之二以上之股東出席，但有代表超過已發行股份總數二分之一之股東出席時，「重度決議」則指持有所有出席股東股份總數三分之二以上並親自或在得委託代理人之情形時委託其代理人或法人股東透過其正式授權之代表行使表決權之同意通過之決議；

「存續公司」意指當一個或一個以上參與合併公司按公司法進行合併後唯一存續之參與合併公司；

「庫藏股」意指本公司依據本章程、公司法及上市法令發行但經本公司買回、贖回或以其他方式取得且未註銷之股份；及

「證交所」意指臺灣證券交易所。

2. 在本章程中，除文意另有所指外：

(a) 單數詞語包括複數含義，反之亦然；

(b) 陽性詞語包括陰性含義按文意所指之任何人；

(c) 「得」或「可」一詞應解為許可性質，而「應」應解為命令性質；

(d) 所提及的任何法令規定應包含其當時有效的任何修訂或重新制定版本；

(e) 所提及的任何董事會決定，應理解為其絕對自由裁量下之決定並應適用於一般或個別情況；

(f) 所提及的「書面」應理解為書面或任何可以書面方式複製的，包括任何形式之列印、印刷、電子郵件、傳真、照片或電傳，或任何其他替代品或存儲或傳輸格式，或是上述個類形式之混合應用；

(g) 所提及的通知或文件包括於任何數位、電子、磁性或其他可恢復之形式或媒體紀錄或儲存之通知或文件以及可見之資訊，不論其具有有形實體與否；及

(h) 所提及的時間及日期為台灣時間及日期。

3. 除前二條文另有規定外，任何公司法規定之定義，在不違反其主題或是上下文的情況下，具有與本章程相同的涵義。

## 序 言

4. 本公司成立後可於任何時間開始運營。
5. 辦事處可由董事會不時決定設立於英屬開曼群島的任一地址。此外，本公司亦可由董事會不時決定建立及維持其他辦事處、營業點及代表處。
6. 本公司成立及發行股票所產生的費用應由本公司承擔支付。此費用可由董事會決定其分期攤銷之期限，且因此所支付的金額，則應由董事會決定於本公司之會計上自本公司收入和/或公司資本內支付之。
7. 董事會應自行或透過他人於董事會得隨時決定之英屬開曼群島境內或境外地點保存股東名簿。若董事會未做出任何決定，則股東名簿應被保管於公司辦事處。

## 股 份

8. 除本章程另有規定外，所有尚未發行之股份皆悉由董事會管控，董事會得：
  - (a) 按其認為適當的條款與條件向其所認為適當的人發行、分配及處分具有其認為適當的權利並受有其認為適當的限制之此等股份；及
  - (b) 發行及授與股份認股選擇權、發行相關權證或是類似之證券，及其他權利，不論該權利得拋棄與否；且得保留20,000,000股為發行員工認股權憑證之股份。惟除依公司法規定為之外，不得以折價發行股份。
- 8A 本公司得依上市法令及金管會規定，經已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意後，發行認股價格低於發行日本公司普通股股票收盤價之員工認股權憑證。
9. 本公司得依重度決議發行限制型股份予本公司及/或本公司子公司之員工，員工之資格由董事會依其合理裁量決定之。前述「子公司」係依據國際財務報導準則第十號、第十一號及國際會計準則第二十八號之規定。相關發行條件包括(但不限於)發行數量、發行價格、發行條款及其他事宜應受上市法令及金管會規定規範。
10. 本公司得經當時董事會三分之二以上董事之出席及出席董事過半數以上之同意，並經股東於股東會以特別決議同意通過，發行相較於普通股享有優先權之股份(「特別股」)。按本第10條規定所核准之任何特別股發行前，本公司應修改本章程以明定特別股之權利及義務(變更特別股之權利時亦同)，包括但不限於以下條款：
  - (a) 本公司已發行之特別股總數，及本公司授權發行之特別股總數；
  - (b) 特別股分派股息及紅利之順序、定額或定率；
  - (c) 特別股分派本公司賸餘財產之順序、定額或定率；
  - (d) 特別股股東行使表決權之順序或限制(包括無表決權等)；
  - (e) 與特別股權利義務有關的其他事項；以及
  - (f) 本公司被授權或被強制要購回特別股時，其贖回之方法，或當贖回權不適用時，其聲明。
11. 本公司發行新股，應經當時董事會三分之二以上董事之出席及出席董事過半數之同意。新股份之發行應於本公司之授權但未發行之資本額內為之。
12. 本公司不得發行任何未繳足或部分繳足股款之股份，亦不得發行無記名股份。
13. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，發行新股前，董事會得分配及提出不超過百分之十五(15%)之新股供本公司及/或本公司子公司之

員工認購，得認購新股員工之資格由董事會依其合理裁量決定之。前述「子公司」係依據國際財務報導準則第十號、第十一號及國際會計準則第二十八號之規定。

14. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除本章程或上市法令另有規定或經本公司股東會普通決議外，本公司董事會決議發行新股時，除依本章程第13條規定分配部分比例之該等新股供本公司及／或本公司子公司之員工認購（如有）及依本章程第16條規定分配部分比例之該等新股供於台灣公開發行外，其餘擬發行之新股應先以公告及書面通知向各股東提出，供其按其原持股比例分認。該公告及書面通知應聲明股東未認購者喪失其權利。本條規定之認購權在任何情況下均不得讓與任何第三人。原有股東持有股份按比例不足分認一新股者，得合併以完整新股一股或多股共同認購或歸併一人認購；原有股東未認購者，得公開發行或洽由特定人認購。
15. 按第14條規定的股東優先認購權，在因下列原因或目的而發行新股時不適用：
  - (a) 與他公司合併、本公司分割或本公司重整有關；
  - (b) 與本公司履行其認股權憑證和/或認股權契約之義務有關；
  - (c) 與本公司履行可轉換公司債或附認股權公司債之義務有關；或
  - (d) 與本公司履行附認股權特別股之義務有關。
16. (a) 於下列期間：
  - (i) 於本公司股份已登錄興櫃之期間，除上市法令另有規定外，本公司擬於臺灣境內辦理現金增資發行新股時，除金管會依據上市法令認為無須或不適宜對外公開發行外，得提撥發行新股總數之百分之十(10%)，在臺灣境內對外公開發行；或
  - (ii) 於本公司股份於證券櫃檯買賣中心或證交所上市之期間，除上市法令另有規定外，本公司擬於臺灣境內辦理現金增資發行新股時，除金管會依據上市法令認為無須或不適宜對外公開發行外，應提撥發行新股總額之百分之十(10%)，在臺灣境內對外公開發行；但於上述任一情形股東會另有較高提撥比率之普通決議者，從其決議。
  - (b) 於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，除上市法令另有規定外，本公司應按上市法令規定事先取得金管會及／或其他主管機關就其發行新股（無論臺灣境內或臺灣境外）之核准。
17. 在上市法令範圍內，本公司得經當時董事會以三分之二以上董事之出席及出席董事過半數通過之決議，通過並採用一個或更多員工激勵計畫(例如員工認股權計畫)，並依該計畫發行選擇權、認股權憑證或其他得以認購股份之類似證券給任何本公司及/或本公司子公司之員工。員工依任何員工認股權方案取得之選擇權、認股權憑證或其他得以認購股份之類似證券不得轉讓，但因繼承者不在此限。前述「子公司」係依據國際財務報導準則第十號、第十一號及國際會計準則第二十八號之規定。

## 私 募

- 17A. 依據上市法令規定，本公司得經股東會有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意，在台灣對下列之人進行有價證券之私募：
  - (1) 銀行業、票券業、信託業、保險業、證券業或其他經金管會核准之法人或機構；
  - (2) 符合金管會所定條件之自然人、法人或基金；及
  - (3) 本公司或關係企業之董事、監察人（如有）及經理人。



依據上市法令規定，普通公司債之私募得於董事會決議之日起一年內分次辦理。

### 股份權利變更

18. 在任何時候，如果本公司股本被劃分為不同類別，不論本公司清算與否，任何類別股份之權利（除該類別股份之發行條件另有規定外）均得以該類別股份之個別股東會特別決議通過變更或廢止（包括但不限於在任何對本章程之修訂可能損及任何類別股份股東之權利之情況）。

前述就各類別股份之個別股東會應適用本章程有關一般股東會及其議程之相關規定，惟該個別股東會之法定出席數應為一人或一人以上持有或以代理人之身份代表半數以上該類別股份已發行之面額（但如任何延期股東會不足上述法定出席數時，在場股東得構成法定出席數），且除該類別股份之發行條件另有規定外，該類別股份之每一股東於投票表決時，就其所持有之每一股該類別股份有一表決權。

19. 股份持有人持有發行時附有優先權或其他權利之任何類別股份者，其權利不因創設或發行與其股份順位相同或在後之其他股份等而變更或廢止，但該類別股份發行條件另有明確規定者不在此限。

### 股 票

20. 本公司應於股份依上市法令得發行之日起30日內對認股人以帳簿劃撥方式交付股份，本公司並應在交付該等股份前公告之。於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，本公司發行之股份得免印製股票（即無實體股票），並應洽證券集中保管事業機構登錄。除董事另有決定外，任何人不得以其所持有之任何或全部股份而取得股票。

### 畸 零 股

21. 除本章程另有規定外，董事會得發行畸零股並按其完整股份之範圍處分該等畸零股。畸零股依其代表之畸零部分之比例具有完整股份之全部權利，在不損害前述規定的一般性原則下包括表決權、股息受領及分派權，及清算參與權。

### 股份轉讓

22. 凡已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之股份，其所有權得依據上市法令規定予以證明及轉讓。除上市法令、公司法與本章程第40D條另有規定外，本公司發行的股份應可自由轉讓。但本公司分配給員工認購之股份得由董事會依其裁量限制員工在一定期間內不得轉讓，惟其限制期間最長不得超過經董事會與員工決定之2年。

在不牴觸公司法下及本章程縱有相反規定，上市股份或准於經核可之證券交易所(按公司法所載之定義，包括證券櫃檯買賣中心及證交所)交易之股份得按該交易所之規則與規定表彰及移轉。

23. 轉讓股份的文件應以任何常規或通用形式，或是經董事會依其裁量決定之格式，或於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，以證券櫃檯買賣中心或證交所規定之格式，由讓與人或讓與人之代表人簽署（如經董事會要求，受讓人亦應簽署），連同其股票（如有）及其他董事會得合理要求以證明讓與人有權為此讓與之證據。於受讓人的名稱登記於該股份之本公司股東名簿之前，讓與人仍應視為該股份之持有者。本公司就已登錄興櫃或是在證券櫃檯買賣中心或證交所之上市之股份得維持一股東名簿，以易於辨認之形式紀錄公司法規定之詳細資料，但

該紀錄應以符合適用於興櫃、證券櫃檯買賣中心或證交所之法律（視情況而定）及上市法令規定為限。在股東名簿係以易於辨認之形式紀錄之前提下，如非屬於易於辨認之形式時，必須複製為易於辨認之版本。

24. 董事會得拒絕登記任何股份轉讓，除非：

- (a) 股份轉讓文件及其隨附之股票（如有），及其它任何董事會得合理要求以證明讓與人有權為此讓與之證據，已送交本公司；
- (b) 股份轉讓文件只涉及一種股份類別；
- (c) 股份轉讓文件已經適當用印（如經要求）；及
- (d) 股份轉讓予共同持有人者，該等共同持有人數未超過4人。

於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，本條規定不予適用。

25. 當本公司依照第41條規定暫停辦理過戶登記手續時，股份轉讓之登記得予暫停。

26. 所有登記之股份轉讓文件應存放於本公司，但任何經董事會拒絕登記之轉讓文件（除涉及詐欺者外）則應返還給提交該文件之人。

### 股份轉移

27. 股東死亡時，若其股份為共同持有時其他尚生存之共同持有人或該死亡股東之法定代理人，或若其股份是單獨持有時其法定代理人，為本公司所認定唯一有權享有該股份權益之人。

28. 因股東死亡或破產而對股份享有權利的人，於董事會所可能要求的相關證據提出後，得選擇登記成為該相關股份之持有人或於該股東死亡或破產前本得轉讓該股份之範圍內轉讓該股份。如其選擇登記成為持有人，則應遞交或寄發經其簽署之書面通知予本公司，表示其做出此選擇，但無論係何種情形，董事會有權按該股東死亡或破產前轉讓其股份時的情況一樣，拒絕或中止股份轉讓之登記，或於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，依據適用於興櫃、證券櫃檯買賣中心或證交所之法律及上市法令規定辦理。

29. 因股東死亡或破產而對股份享有權利的人，亦應享有與登記股票持有人相同的股息及其它利益，但在其登記成為該股份持有人之前不得行使任何關於本公司股東會之股東權。董事會得隨時通知此人並要求其選擇登記為該相關股份之持有人或轉讓該股份，若其未於90日內依該通知做出選擇，則董事會得暫不支付任何該股份應得之股息、紅利或其他款項至其依該通知做出選擇為止。惟本條規定之事項，於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，董事會應依據適用於興櫃、證券櫃檯買賣中心或證交所之法律及上市法令規定辦理。

### 變更股本

30. 於公司法規定之範圍內，本公司得不時以特別決議按該決議所規定的額度以及所增加之股份之類別和數量為增資：

於公司法規定之範圍內，本公司得不時以普通決議：

- (a) 將其全部或部分資本合併並分割為較其現有股份面額更大的股份；
- (b) 將所有或任何其已繳足股份轉換為股票並將該股票再轉換為任何面值的已繳足股份；

- (c) 將其股份之全部或部分再分割為較備忘錄訂定面額更小的股份；以及
- (d) 銷除任何在決議通過之日尚未為任何人取得或同意取得的股份並依據該被銷除股份之數額減少資本。

30A. 本公司取得公司法規定之任何確認或同意後，得不時以特別決議依公司法許可之方式減少其資本、資本贖回準備金或其他不可分配準備金。

### 決議之表決

31. 本公司得以特別決議：

- (a) 變更其名稱；
- (b) 除公司法另有規定外，依法律許可之方式減少其資本和資本贖回準備金；及
- (c) 本公司得依照上市法令及公司法之規定進行合併。

32. 本公司亦得以重度決議：

- (a) 締結、變更或終止關於出租其全部營業、委託經營或與他人經常共同經營之協議；
- (b) 轉讓其全部或任何主要部分之營業或財產；
- (c) 受讓他人的全部營業或財產而對公司營運有重大影響者；
- (d) 按上市法令進行本公司之分割；
- (e) 董事從事競業禁止行為之許可；
- (f) 依據第9條規定向員工發行限制型股份；以及
- (g) 以發行新股的方式分派部分或全部的股息或紅利；為避免爭議，關於依據第129條提撥員工酬勞及董事酬勞所發行之新股不需要取得重度決議。

33. 除公司法、本章程及上市法令關於法定出席數另有規定外，就本公司之解散本公司應：

- (a) 如本公司因無法支應到期之債務而決議自願解散者，經重度決議通過；或
- (b) 如本公司因前款以外之事由而決議自願解散者，經特別決議通過。

34. 在依據公司法之前提下，若股東會決議通過上述第32條第(a)、(b)或(c)款規定之事項，任何於該股東會前以書面通知本公司表示反對該議案並嗣後在該股東會上表示反對之股東，得於該決議日後20日內請求本公司以當時公平定價收買其全部之股份。若本公司未能與該股東於該決議日後60日內達成收買協議，該股東得於此60日期間經過後之30日內聲請任何臺灣管轄法院為價格之裁定，此裁定於其得於台灣以外被承認並執行之限度內，於本公司及提出請求之股東間僅就裁定之價格有確定之拘束力。

在依據公司法之前提下，如本公司的任何營業經決議進行分割或參與與其他公司之合併，就此事項放棄表決權並以書面或言詞（經書面記錄者）在股東會前或股東會進行中表示異議之股東，得於該決議日後20日內要求本公司以當時公平定價購買其全部之股份。若本公司未能與該股東於該決議日後60日內達成收買協議，該股東得於此60日期間經過後之30日內聲請任何臺灣管轄法院為價格之裁定，此裁定於其得於台灣以外被承認並執行之限度內，於本公司及提出請求之股東間僅就裁定之價格有確定之拘束力。

### 股份之贖回與買回

35. 除公司法、上市法令及本章程另有規定外，本公司有權發行可由股東或本公司行使贖回權或贖回權的股份。於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，公司買回股份之相關事項應遵守上市法令及英屬開曼群島法律。
36. 本公司有權依公司法和上市法令以任何合法的資金（包括公司資本），支付其贖回其股份之股款。
37. 可贖回股份之贖回價格或其計算方式應由董事會在該股份發行時或發行前決定。每一表彰可贖回股份之股票須記明該股份為可贖回股份。
38. 除上市法令、第38B條與第39A條另有規定外，經普通決議通過並授權買回之方式與條件，本公司得按照與其股份將被買回之股東的合意或股份發行的條款買回本公司股份（包括可贖回股份），並依照公司法、上市法令、本章程及普通決議授權之買回方式與條件支付買回價款。
- 38A. 未繳足股款之股份皆不得贖回或買回。
- 38B. 根據上市法令，本公司得經當時董事會至少三分之二以上董事之出席及出席董事超過二分之一同意，買回在證券櫃檯買賣中心或證交所上市之本公司股份。董事會買回之決議及執行該決議買回股份之情形，應於最近一次之股東會向股東報告。如本公司未能依據董事會決議完成股份認購，亦應於最近一次之股東會向股東報告。
39. 贖回價款或買回價款得按公司法、上市法令及本章程之規定支付之。除公司法、上市法令及本章程另有規定外，遲延支付贖回價款或買回價款將不影響股份之贖回或買回，但如遲延超過30日者則應自屆期日起至實際付款時止支付利息，其利率按董事會於適當之調查後估算足以代表英屬開曼群島A類銀行對相同貨幣提供的30日存款利率計之。
- 39A. 以本公司股本或其他合法帳戶或資金買回之股份僅得於經重度決議通過後方得銷除。依據本條規定買回並銷除之股份數量，應依據股東各自之持股比例為之。
- 本公司依前項規定買回股東所持有之股份時，得支付現金或交付資產（即非現金）予股東作為買回其股份之對價。當以交付資產（即非現金）方式作為買回股份之對價時，擬買回之股份數額、該等交付之資產與因買回股份而將銷除之股本之數額（該數額須等同於該等交付之資產之價值），應經重度決議通過與其股份將被買回及收受該等資產之股東的同意。董事會應於股東會前將該等資產之價值與（依前項規定）因買回股份而將銷除之股本之數額（該數額須等同於該等資產之價值），送交中華民國會計師查核簽證。

### 庫 藏 股

40. 本公司依公司法有權持有庫藏股。本公司買回、贖回或取得（透過返還或其他方式）之股份得經本公司選擇依據公司法或上市法令規定立即註銷或以庫藏股方式持有。若董事會未指明相關股份應以庫藏股方式持有，該等股份應予以註銷。
- 40A. 關於庫藏股，不得發放或支付股利，亦不得發放或支付本公司資產之其他分派（包括清算時向股東分派資產）（無論以現金或其他形式）。
- 40B. 在本公司持有庫藏股的期間：
- (a) 股東名簿中應將本公司記載為該等庫藏股之持有人；
- (b) 不應以任何理由將本公司視為股東，且不應行使任何關於庫藏股之權利，且任

何行使該等權利之主張均應屬無效；以及

(c) 庫藏股在本公司之任何會議中均不應直接或間接參與表決，且於任何時候均不應將庫藏股計入已發行股份總數，無論是否基於本章程或公司法之目的，除上市法令或公司法另有規定外，但庫藏股准以已繳足股款之紅利股配售股份，惟該等配售之股份應視為庫藏股。

40C. 除本章程第40D條與上市法令另有規定外，庫藏股得經本公司以董事會決定之條款與條件予以處分。如任何庫藏股擬依據上市法令為轉讓予員工，該等員工得向本公司承諾在指定期間內不得轉讓，惟限制期間不超過二年。

40D. 除上市法令另有規定外，本公司以低於先前實際買回股份之平均價格轉讓予員工，應經最近一次股東會有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意，並應於該次股東會召集事由中列舉並說明下列事項，不得以臨時動議提出：

(a) 所定轉讓價格、折價比率、計算依據及合理性；

(b) 轉讓股數、目的及合理性；

(c) 認股員工之資格條件及各員工得認購之股數；以及

(d) 對股東權益影響事項：(i)可能費用化之金額及對本公司每股盈餘稀釋情形；以及(ii)說明低於本公司實際買回股份之平均價格轉讓予員工對本公司造成之財務負擔。

每次股東會通過且已轉讓予員工之股數，累計不得超過本公司當時已發行股份總數之百分之五，且單一員工受讓股數累計不得超過本公司當時已發行股份總數之千分之五。

#### 股份停止過戶日或基準日

41. 為了確定有權在股東會或延期股東會召開時受通知、出席或表決或是有權領取股息的股東，或是為了任何其他理由須確定股東，董事會得規定於一定期間內停止股東名簿變更登記。於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，股東名簿應依據上市法令規定停止變更登記。

42. 除停止股東名簿變更登記外，董事會亦得決定相關基準日以確定有權在股東會或延期股東會召開時受通知、出席或表決或是有權領取股息的股東，或為其他任何目的確定股東身分。在董事會按本條（第42條）決定基準日（如為召集股東會之目的）者，該基準日應訂在為股東會之前，且董事會應立即依據上市法令，於金管會及證券櫃檯買賣中心或證交所所指定的網站上公告之。

#### 股東會

43. 除年度股東常會外之所有股東會，應稱為臨時股東會。

44. 董事會得於任何其認為適當時召集股東會，但本公司應每一會計年度終了後6個月內召開年度股東常會，並應在股東會召集通知中表明為股東常會。

45. 董事會應於每次股東會提出報告（如有）。於本公司股份已登錄興櫃及/或在證券櫃檯買賣中心或證交所上市之期間，其所有股東會皆應於臺灣境內召開。如董事會決議在臺灣境外召開股東會，本公司應於董事會通過該議案後2日內或由依據本章程第46條規定提出請求之股東申報證券櫃檯買賣中心或證交所核准。

46. 臨時股東會得由董事會依繼續一年以上總計持有本公司已發行股份總數百分之三

(3%)以上，且有權出席股東會並行使表決權之股東提出於辦事處或股務代理機構載明擬於股東會討論事項及該相關理由之書面請求而召開之，於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，倘於股東提出請求後起15日內，董事會未召集臨時股東會，則提出請求之股東得按本章程第48條規定之方式並儘可能按董事會得召集股東會之方式，自行召集臨時股東會。所有因董事會不召集股東會而由提出請求之股東自行召集臨時股東會的費用皆應由本公司償還。

47. 本公司如無董事會時，於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，繼續一年以上總計持有本公司已發行股份總數百分之三(3%)以上之股東，得儘可能按董事會得召集股東會之方式，自行召集股東會。

### 股東會通知

48. 任何年度股東常會之召集，至少應於30日前以書面通知各股東，任何臨時股東會之召集，至少應於15日前以書面通知各股東。每一通知之發出日或視為發出日及會議舉行日應不予計入通知期限。該通知應載明會議地點、日期、時間和召集事由。倘本公司取得股東之事前同意，股東會之通知得以電子通訊方式為之。

- 48A. 於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，本公司應於股東常會開會至少30日前或臨時股東會開會至少15日前，公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事或監察人（如有）事項等各項議案之案由及說明資料。

如本公司同意股東依據第67條規定得以書面或電子方式行使表決權時，本公司應將前述資料及書面行使表決權用紙，併同寄送給股東。

49. 董事會應編製股東會議事手冊，記載該股東會之議程（包括所有擬於該股東會決議之議題及事項），並應依上市法令許可之方式將該議事手冊及其他相關資料於股東常會開會前至少21日前或股東臨時會開會前至少15日前公告。董事會並應於該股東會將該議事手冊分發給所有親自或委託代理人出席的股東或法人股東之代表人。

50. 如下列事項將於股東會討論，當次股東會之召集通知中應包括該討論事項之摘要說明，且該等事項不得以臨時動議提出：

- (a) 選任或解任董事或監察人（如有）；
- (b) 變更備忘錄及／或本章程；
- (c) 本公司之解散、股份轉換（依據上市法令定義）、合併或分割；
- (d) 締結、變更或終止關於出租本公司全部營業、委託經營或與他人經常共同經營之契約；
- (e) 讓與本公司全部或任何主要部分營業或財產；
- (f) 受讓他人全部營業或財產而對公司營運有重大影響者；
- (g) 私募發行具股權性質之有價證券；
- (h) 董事從事競業禁止行為之許可；
- (i) 以發行新股方式分派股息及紅利之全部或一部分；
- (j) 將法定盈餘公積及因發行股票溢價或受領贈與所得之資本公積之全部或一部分，以發行新股方式，按持股比例分配與原股東者；
- (k) 根據公司法規定，將法定盈餘公積及因發行股票溢價所得之資本公積之全部或一

部分，以發放現金方式，按持股比例分配與原股東；以及

(l) 本公司將庫藏股轉讓予員工。

除公司法或本章程另有規定外，股東得於股東會提案，惟僅以原議案內容範圍者為限。

### 股東會之程序

51. 股東會非達法定出席數，不得為任何決議。除本章程另有規定外，股東會法定出席數就所有目的而言應有總計持有已發行股份總數超過半數之有表決權股東親自或委託代理人出席。

52. 於董事會訂定之基準日或股東名簿於股東常會前停止辦理變更登記之期間開始時持有已發行股份總數百分之一(1%)以上之股東，得以書面向本公司提出年度股東常會議案。本公司應按上市法令所允許之方式，於董事會認為適當的時間，公告受理股東提案之地點和期間(不得少於10日)。任何其提案為董事會所採納之股東，仍有權親自或由委託代理人或當該股東為法人時，由其代表人出席該年度股東常會並參與該議案之討論。

有下列情形之一者，董事會得拒絕股東之提案且該議案不得於該年度股東常會討論：(一)提案股東於董事會訂定之股東名簿基準日或截至該次停止過戶期間前，持股未達已發行股份總數百分之一(1%)；(二)其提案按上市法令非股東會所得決議者；(三)提案超過一項；或(四)逾董事會訂定之受理截止日期始提出者。本公司應於發出該年度股東常會召集通知前通知股東提案之結果，並於該召集通知中列舉經採納得於該年度股東常會討論並表決之議案。董事會應於該年度股東常會說明拒絕採納股東提案之理由。

53. 除上市法令另有規定外，股東會如由董事會所召集，其主席應由董事長(如有)擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。

54. 除上市法令另有規定外，股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，但召集權人有二人以上時，出席股東應互推一人擔任之。

55. 除上市法令另有規定外，在任何股東會上進行表決的決議應以投票表決方式為之，不得以舉手為之，贊成或反對該決議之表決權數或比例應記載於會議記錄。

56. 除公司法或本章程另有規定外，任何在股東會上提交決議、同意、確認或採納之事項，應經普通決議通過。

57. 在表決權數相同的情況下，股東會主席不得附議或投決定票。除本章程或上市法令另有規定外，本公司應另遵守股東會議事規則。

### 股東投票

58. 除本章程另有規定或股份當時另附有任何權利或限制外，每一股東或以代理人身分代表股東出席之人於進行表決時，就其或該由代理人代表之股東所持有的每一股份均有一表決權。

於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，任何股東為其他受益人持有股份時，該股東得根據該股份之受益人之請求分別行使表決權。關於前述分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵循

事項，應遵守上市法令之規定。

除公司法或本章程另有規定外，任何股東會之決議應以普通決議為之。

59. 股東持有之下列股份無表決權：

- (a) 本公司依據公司法、本章程與上市法令規定所持有之任何庫藏股；
- (b) 被本公司持有已發行有表決權之股份總數或資本總額超過半數之從屬公司（定義依據上市法令規定），所持有本公司之股份；或
- (c) 被本公司及其從屬公司直接或間接持有其已發行有表決權之股份總數或資本總額合計超過半數之他公司，所持有本公司之股份。

股東或股東代理人違反前述規定於股東會行使之表決權及該股東持有之股份，於按股東會表決之目的計算已發行股份總數及第51條規定之法定出席數時，不予計入。

- 60. 就共同持有之股份，所有共同持有人應互派一位代表行使其表決權，共同持有人並應將該指派通知本公司。由該代表親自或委託代理人行使之表決權應有排除其他共同持有人行使之表決權之效力。
- 61. 股東精神耗弱或經管轄法院裁定應予保護或不能管理其事務時，其表決權可由其委員會、監護人或其他法院指定具監護人性質之人行使之。該委員會或其他人、監護人或其他管轄法院指定具監護人性質之人就股東會之目的得如同其為該等股份之登記持有人一般行使權利，並視為該等股份之登記持有人，惟應於預定開會日或延期開會日或投票日（視情況而定）至少5日前於辦事處或董事會指定之其他地點提出董事會就主張享有表決權之人之權限所要求之證明。
- 62. 股東得以通常或一般之形式或經董事會同意之其他形式出具本公司印發之委託書，載明授權範圍，委託代理人出席股東會並於股東會發言及表決。每一股東於每一股東會以出具一上述之委託書，並以委託一人為限，另應於股東會開會5日前將其正式完成及簽署之委託書送達本公司，委託書有重複時，以最先送達本公司者為準，但於後送達之委託書內明確聲明撤銷前委託書者，不在此限。
- 62A. 委託書送達本公司後，如股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會至少2日前，以書面向公司為撤銷委託之通知。如逾前述期間為撤銷者，應以委託代理人出席行使之表決權為準。
- 63. 委託書格式之格式應經董事會批准，並載明僅使用於特定股東會，其內容至少應包括(a)填表須知；(b)股東委託行使表決事項；及(c)股東、徵求人（如有）、受託代理人基本資料等項目，並於寄發或以電子文件傳送股東會召集通知時同時附送股東。無論本章程是否另有規定，召集通知及委託書用紙應分發予所有股東，且無論係以寄發或以電子文件傳送，應於同日為之。
- 64. 委託書須由委託人或是經其書面授權之代理人親筆簽署。如委託人為一法人，則需該法人之印章或由該法人授權之高級職員或代理人親筆簽署。受託代理人得但不需為股東。
- 65. 除中華民國信託事業或經中華民國證券主管機關核准的股務代理機構或依據第68條指派主席外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三(3%)，超過百分之三(3%)時其超過之表決權，不予計算。
- 66. 於上市法令要求之範圍內，股東對於提交股東會同意之提案事項（下稱「提案事項」），有自身利害關係致有害於本公司利益之虞時，就該提案事項不得親自或代理他股東或代表法人股東行使其本可行使之任何表決權，但其不得行使表決權之股份數仍



應計入第51條之法定出席數。就該提案事項之決議，任何違反上開規定行使之表決權不算入已出席股東之表決權數。

67. 本公司召開股東會時，得採行以書面或電子方式行使其表決權；但本公司符合金管會頒布之公司應採電子投票之規定者，應將電子方式列為股東會的表決權行使管道之一。董事會決定於中華民國境外召開股東會者，應提供股東得採行以書面或電子方式行使表決權。
68. 本公司召開股東會時，得採行以書面或電子方式行使其表決權；但其行使方法應載明於股東會召集通知。依據第67條規定以書面或電子方式行使表決權之股東，視為委託股東會主席依據該書面或電子文件之指示代表其於股東會行使其表決權，但就該次股東會之臨時動議及原議案之修正，視為棄權，惟前述之委託應視為不構成上市法令之委託代理人規定。由主席代表股東時，不得以該書面或電子文件未載之方式行使該股東之表決權。

在本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，本公司於中華民國境外召開股東會時，應於中華民國境內委託經金管會、證券櫃檯買賣中心或證交所核可之股務代理機構，以處理該次股東會之行政事宜（包括但不限於受理股東投票事宜）。

69. 股東應於股東會召集至少2日前依據第67條規定向本公司以書面或電子方式提出表決。若股東向本公司提出2份以上之書面或電子表決，應以依據第68條規定以第一份書面或電子表決提出於股東會主席之委託為準，但之後提出之書面或電子表決明示撤銷先前書面或電子表決者，不在此限。
70. 如股東已以書面或電子方式提出表決後，欲親自出席股東會者，至遲應於股東會開會前2日，以書面或電子方式撤銷其表決，其表決之撤銷應構成第68條規定所稱委託股東會主席之撤銷。如股東已依據第67條規定提出書面或電子表決超過前述期限撤銷其表決者，應以其書面或電子表決及第68條規定所稱委託股東會主席為準。
- 如股東依據第67條規定提出書面或電子表決後，另以委託書委託代理人代表其出席股東會者，應視為第68條規定所稱委託股東會主席之撤銷，並以該委託代理人出席行使之表決權為準。
71. 股東會之召集程序或其決議方法違反公司法、上市法令或本章程時，股東得於決議日起30日內訴請管轄法院撤銷其決議，並得以具備管轄權之法院（包括臺灣台北地方法院，如適用）為管轄法院。

#### 代理人及委託書之徵求

72. 於本公司股份以登錄於興櫃或於證券櫃檯買賣中心或證交所上市期間，任何關於股東會出席之代理人及委託書徵求等相關事宜應遵守上市法令規定（包含但不限於「公開發行公司出席股東會使用委託書規則」）。

#### 法人代表出席之會議

73. 股東或董事為一法人時，可經其董事會或其他決策機關選出其認為合適之人選為其代表參與任何公司會議，或是任何個別類別股東之會議或董事會會議或董事委員會會議。該經授權之代表人得代表法人行使該法人可行使的任何股東或董事（視情況而定）權力。

#### 董 事 會

74. 除股東會另有決議外，本公司董事會，設置董事不得少於五人，最多為十一人，其中獨立董事人數不得少於三人且獨立董事應達當時全體董事席次五分之一以上，其中至少一人應在中華民國設有戶籍。於本公司股份於證券櫃檯買賣中心或證交所上市之期間，董事會之獨立董事席次應符合相關法令或上市法令關於外國發行人之規定。董事及獨立董事之資格條件、組成、選任、解任、職權行使及其他應遵循事項，應遵循上市法令規定。

如股東係法人時，得由其代表人當選為董事或監察人（如有）。如法人股東之代表人有數人時，該等代表人得分別當選董事或監察人（如有），但不得同時當選董事及監察人（如有）。

75. 獨立董事應具備專業知識，且於執行業務範圍內應保持獨立性，不得與本公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定應符合上市法令之規定。

獨立董事因失格、辭職或因任何原因不再擔任董事，致其人數不足本章程或上市法令規定的人數時，因此造成之獨立董事缺額應於最近一次股東會補選之。如所有獨立董事均失格、辭職或因故不再擔任董事，應於事實發生之日起60日內召開臨時股東會補選之。

76. 除經金管會許可且符合上市法令外，董事間應有超過半數之席次不得具有配偶關係或二親等以內之親屬關係(下稱「門檻」)。

如於股東會上選出的董事未能達到門檻，不符合門檻之董事中所得選票代表選舉權較低者，其當選失效。已充任董事而不符合門檻者，視為於不符合門檻之日立即自動解任。

77. 董事因失格、辭職或因任何原因不再擔任董事，致不足五人者，因此造成之缺額應於最近一次股東會補選之。但董事缺額達最近一次選任董事之公司股東會所選出之董事人數的三分之一，且不論現在實際董事人數為何，應於事實發生之日起60日內，召開臨時股東會補選新任董事。

有代表本公司當時已發行股份總數超過半數股東之出席之股東會在現任董事任期未屆滿前決議改選全體董事且決議同時立即生效（「全面改選」）者，除股東會另有決議外，視為現任董事之任期在全面改選前立即提前屆滿。

78. 股東會可選任任一自然人或法人為董事或監察人（如有）。股東會選任董事或監察人（如有）時，每一股份有與應選出董事或監察人（如有）人數相同之選舉權，得集中選舉一人，或分配選舉數人，由所得選票代表選舉權較多者，當選為董事或監察人（如有）。

79. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，關於獨立董事之選任，本公司應採用符合上市法令的候選人提名機制。該提名機制之規則與程序應符合不時經董事會及普通決議通過所決議通過之政策，該政策應符合公司法、本章程條款及上市法令。除本章程或上市法令另有規定外，本公司應另遵守董事選舉規範之規定。

80. 除本章程另有規定外，每一董事及監察人（如有）之任期不得超過三年，但應得連選連任。若董事或監察人（如有）任期屆滿而尚未選任新董事或監察人（如有）者，則

該董事或監察人(如有)之任期應予延長至新董事或監察人(如有)選出並開始任職為止。

81. 股東會得隨時以重度決議解任董事。於任期中無故遭解任之董事，有權向本公司請求因被解任所受之損害。
82. 董事會應以三分之二以上董事出席、出席董事過半數之同意選任董事長。
- 82A 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市法令另有規定外，公司董事或監察人(如有)，在任期中一次或多次轉讓持股超過其經股東會指派或選任為董事或監察人(視實際情況而定)當時(下稱「當選日」)所持有本公司股份數額二分之一時，應解除該董事或監察人(視實際情況而定)職位。  
於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市法令另有規定外，如任何人被指派或選任為公司董事或監察人(如有)，在下列任一期間內轉讓其在當選日所持有本公司股份數額二分之一時，該指派或選任應失去效力：  
(i) 在當選日到其就任董事或監察人(如有)前的期間；或(ii) 在召開提議指派或選任其為董事或監察人(如有)之股東會前之停止過戶期間
83. 除相關法令及上市法令另有要求外，董事會得不時採用、制定、修訂、修改或撤銷公司治理政策或措施。該等政策或措施應以記載本公司及董事會就董事會不時決議之各項公司治理相關事項之政策為目的。
84. 董事無須持有任何本公司之股份。
- 84A. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市法令另有規定外，本公司董事亦持有本公司股份時，如該董事以股份設定質權(下稱「設質股份」)超過其經股東會選任為董事當時所持有之本公司股份數額二分之一時，其超過之股份(即設質股份超過其經股東會選任為董事當時所持有股份數額二分之一的部分)不得行使表決權，不算入已出席股東之表決權數。

#### 董事之酬金及費用

85. 除本章程或上市法令另有規定外，董事之報酬(若有)應由董事會參酌中華民國同業水準決議訂定。每一位董事就其所有因出席董事會會議或董事委員會會議或股東會或任何類別股份或公司債券的個別會議，或是其他與其董事職務之履行相關之合理支出或即將支出之旅遊、住宿及附隨之花費，皆有權受償還或預支。
86. 除應符合第85條規定外，任何董事因公司需求須出訪或移居國外，或是經董事會認定其工作超出一般董事職責時，得經董事會決定領取額外報酬，此等額外報酬應外加於或取代任何依據其他條款所提供之一般報酬。
- 86A. 本公司應設置薪資報酬委員會，其成員專業資格、組成、選任、解任、所定職權之行使及相關事項，應遵守上市法令之規定。前述薪資與報酬應包括董事及經理人之薪資、股票選擇權與其他具有實質獎勵之措施。

#### 替代

87. 除上市法令另有規定外，任何董事得指派另一董事為其替代人，為該董事於董事會上行事。各替代董事得以其指派董事之替代人身分出席董事會並進行投票，如替代董事亦為董事，除其本身之表決權外，另具有一票表決權。
88. 除上市法令另有規定外，前條所指之替代董事之指派應以書面為之，並附有指派董

事之親筆簽名，並以標準或普通格式或是其他董事會許可之格式，在預計使用或首次使用該替代董事之董事會開會前提交予該會議主席。

### 董事會權力及職責

89. 每會計年度終了，董事會應編造營業報告書、財務報表、及盈餘分派或虧損撥補之議案，提出於年度股東常會請求承認，經本公司於年度股東常會承認後，董事會應依本章程及上市法令，將財務報表、盈餘分派及／或虧損撥補議案之決議，公告或分發予各股東。於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市，前述財務報表、盈餘分派及／或虧損撥補決議之分發得以本公司公告方式為之。
90. 除公司法、本章程、上市法令以及任何股東會之決議另有規定外，本公司的事務應由董事會管理。董事會得行使本公司之所有權力，並得支付於創立及註冊本公司時所產生的所有費用。股東會通過之決議不得使董事會已為且若該決議未通過則仍屬有效之行為歸於無效。
91. 董事會得在其認為就本公司之管理有必要下隨時任命任何人（任何獨立董事除外），無論是否為董事，依其認為合適之任期、酬勞（無論是薪資、佣金、分紅或是以上之組合）、權力和責任，出任本公司之職務，包括但不限於執行長、總經理、一名以上之副總經理或財務長，惟就董事擔任任何此等職務所得之酬勞應准用第85條規定。任何經董事會任命之人亦可由董事會解除其職務。
92. 董事會得依其認為合適的任期、報酬、條件及權力任命秘書（或如有需要，一或更多助理秘書）。任何經董事會任命之秘書或助理秘書，亦得由董事會解除其職位。
93. 董事會得於其認為適當時將（上市法令另予准許者除外）其任何權力、權限及裁量權委託給由一位或多位董事所組成的委員會行使。任何因此成立之委員會就受委任權力之行使應遵守董事會加諸之規定及指示。該委員會遵照董事會加諸之規定及指示並為達成其受任目的所為之所有行為與董事親自所為之行為具有相同效力，董事經本公司於股東會同意後有權給付該委員會之委員酬金並列入本公司日常支出。
94. 董事會得隨時以委任書（經蓋印章或親筆簽署）或其他方式指定任何公司、商號、個人或數人組成之機構（無論由董事會直接或間接提名），依董事會認為適當的目的、權力、權限、裁量權（惟不得超過董事會根據本章程所擁有或得以行使的權力）、條件與期間，作為本公司之代理人。此等委任書或其他指定方式，得包含董事會為與進行此等代理人交易之人之保護與便利認為適當之規定，亦得授權此等代理人將其所受委任的權力、權限及裁量權為複委任。
95. 董事會得隨時以其認為合適的方式管理本公司事務。以下二條規定，不得限制本條所賦予的一般權力。
96. 董事會得隨時建立任何委員會以管理本公司任何事務（其中包含但不限於薪酬委員會），並得將其任何權力、權限及裁量權委託給該等委員會。除上市法令另有規定外，董事應為該等委員會成員；如任何董事為委員會成員，其身為委員會成員之酬勞應準用第85條規定。
97. 任何前述受任人得由董事會授權複委任其當時具有之全部或部分權力、權限及裁量權。
- 97A. 依據英屬開曼群島法律及上市法令，任何董事、經理人及監察人（如有）對公司均有忠實義務，且該等忠實義務應包含但不限於遵守忠誠與誠信以及避免義務衝突與自身利益衝突等。如任何董事、經理人或監察人（如有）有違反前述忠實義務，

依據英屬開曼群島法律及上市法令，該董事、經理人或監察人（如有）應對因此所生之損害負責。

依據英屬開曼群島法律及上市法令，如有任何董事、經理人或監察人（如有）違反前述忠實義務，股東會得決議將該等行為之任何所得視為本公司之所得。

如任何董事、經理人或監察人（如有）為本公司執行職務而有違反相關法令並致第三人有損害時，依據英屬開曼群島法律及上市法令，該董事、經理人或監察人（如有）對該第三人應與本公司負連帶賠償責任；在此情形下，該董事、經理人或監察人（如有）應賠償本公司因第三人請求所生之損害。

### 董事會借貸權力

98. 除公司法、本章程及上市法令另有規定外，董事會得行使公司所有權力以籌資或借款，並於借款時或作為本公司或任何第三人之債務、責任或義務之擔保，抵押其全部或部分既有或將來之企業、財產和資產及本公司未取消之資本、發行債券、公司債券、公債和其他證券。

### 印 章

99. 除了經董事會決議授權，該印章不得使用於任何文件，但該授權得於用印之前或之後為之，其於用印後為之者得為對數次用印之一般性確認形式。該印章之使用需有董事或秘書（或助理秘書）在場，或是任何董事為此目的任命的一或更多人在場，此等在場之人應簽署任何該印章於其在場時蓋過之文書。
100. 本公司得保留一份印章摹本於董事會指定的國家或地點。該印章摹本非經董事會決議授權不得使用於任何文件，但該授權得於使用之前或之後為之，其於使用後為之者得為對數次使用之一般性確認形式。
101. 秘書或助理秘書有權為證明文書內容真實性之目的，於任何文書蓋章，不受以上規定限制。

### 董事之失格

102. 有下列情形之一，任何人不得擔任董事或解除其董事職位：
- (a) 曾犯組織犯罪，經有罪判決確定，服刑期滿尚未逾五年者；
  - (b) 曾犯詐欺、背信、侵占罪經受有期徒刑一年以上宣告，服刑期滿尚未逾二年者；
  - (c) 曾服公務虧空公款，經判決確定，服刑期滿尚未逾二年者；
  - (d) 宣告破產或與其債權人為協議或和解；
  - (e) 使用票據經拒絕往來尚未期滿者；
  - (f) 無行為能力或限制行為能力者；
  - (g) 死亡或被認為或陷入精神耗弱；
  - (h) 以書面通知公司辭任董事職位；
  - (j) 經依本章程解任，不再擔任董事者；
  - (j) 取得法院依本章程第103條規定提出之聲請所為之命令；或
  - (k) 不再符合門檻（定義如本章程第76條規定）。
103. 董事執行業務，有重大損害本公司之行為或違反法令或本章程之重大事項者，股東會未為決議將其解任者，總計持有本公司當時已發行股份總數百分之三(3%)以上之

股東，得於股東會後30日內，以本公司之費用訴請管轄法院裁判解任之，並得以具備管轄權之法院（包括臺灣台北地方法院，如適用）為管轄法院。

### 董事會之程序

104. 董事得（於英屬開曼群島境內或境外）集會討論事務處理、休會或是其認為適當之其他董事會會議及其程序之規範。任何於會議中提出的問題應以出席董事之多數決決定。在得票數相等的情況下，主席不得投下第二票或決定票。董事會之召集通知應載明召集事由，如召集通知已於7日前以寄發或電子方式送予董事最後已知之地址或依該董事有關發送召集通知之其他指示送予該董事時，召集通知應被視為已給予該董事。但有緊急情形時得依據上市法令隨時召集。除本章程或上市法令另有規定外，本公司應另遵守董事會議事規範之規定。
105. 董事得透過視訊或其他所有與會人員可藉以同時互相交流的類似通訊設備，出席任何董事會會議或經董事會委任而其為成員之委員會會議。以此方式參加會議者，視為親自出席。
106. 除本章程另有規定外，董事會之法定出席數應為當時全體董事人數超過半數。於計算法定出席數時，由替代董事代表出席之董事應視為親自出席。
107. 董事對於董事會會議相關事項（包括但不限於契約或預計與公司進行之契約或安排）有直接或間接自身利害關係者，如其知悉該利害關係當時已存在，則應於董事會會議中揭露該自身利害關係之性質，或於任何其他情況於其知悉有此自身利害關係後之首次董事會會議中為之。為本條之目的，董事對董事會關於以下之一般性通知：
  - (a) 其為特定公司或商號之股東或高級職員且就該通知發送後可能與該公司或商號簽署之契約或協議應認為有利害關係；或
  - (b) 其就該通知發送後可能與與其具有關係之特定人簽署之契約或協議應認為有利害關係；應視為已依本條關於該等契約或協議之自身利害關係為適當之揭露，但此等通知僅有於董事會會議中為之或該董事採取合理步驟以確保該通知能於其發送後之董事會會議中被提出並審閱。

如上市法令有所要求，董事對於董事會之事項，包括但不限於契約或契約之提案或協議或本公司擬進行之交易，有自身利害關係（無論直接或間接）致有害於本公司利益之虞時，不得加入表決，亦不得代理他董事行使表決權。董事違反前述規定親自或由代理人行使之表決權應不予計算，但該董事仍應計入該次董事會議之法定出席數。不論本條第一項內容如何，倘任何董事對於董事會議提出或討論之事項或事務，有自身利害關係（不論直接或間接）時，該董事應於當次董事會揭露並說明其利益、性質及範圍，以及其自身利害關係之重要資訊或內容。
108. 董事（獨立董事除外）非經於股東會上揭露該等行為或業務及所有重要資訊，並取得重度決議許可，不得為自己或他人從事屬於本公司業務範圍之行為。就未取得前述許可之利害關係董事，股東會得於該等行為或業務發生後1年內，以普通決議要求該董事將透過該等行為或業務所實現之利益歸於本公司。
109. 不論前條規定為何，除上市法令另有規定外，董事（獨立董事除外）得依董事會所定之期間及條件（關於報酬及其他）兼任本公司任何其他給薪職位（除內部稽核人員或本公司之會計師外），且董事或有此意圖之董事不應因就上開兼職與本公司簽

訂契約而被解任，且董事因上開兼職與本公司簽訂契約或因上開兼職而有利害關係者，不應因其兼職或由該等契約或協議建立之善良管理人關係而應將其就該等契約或協議所獲利益歸於本公司。

110. 除本章程及上市法令另有規定外，董事（獨立董事除外）得以個人或其商號的身份向本公司提供專業服務，該董事個人或其商號有權就其提供之專業服務收取相當於如其非為董事情況下的同等報酬。但此條款不授權該董事或其商號擔任內部稽核人員或本公司之會計師。
111. 董事會應將所有會議記錄集結成冊以記錄以下事項：
  - (a) 董事會對高階經理人之所有任命；
  - (b) 每一董事會會議及委員會會議出席董事的姓名；以及
  - (c) 所有本公司之會議、董事會會議及委員會會議的所有決議及程序。
112. 除上市法令另有規定外，當董事會會議主席簽署該會議之會議記錄，則該會議應視為已合法舉行，縱使並非所有董事均實際到齊或是會議之程序可能有技術上之瑕疵。
113. 除上市法令另有規定外，無論董事會是否有缺額席次，留任董事均得行使其職權，但如其人數因而低於本章程所定之法定出席數者，留任董事僅得為召集股東會之目的行使職權。
114. 除上市法令另有規定及董事會對於董事委員會另有規範外，該委員會得選任其會議主席。若未選任主席，或在任何會議該主席未能於既定開會時間15分鐘內抵達，則出席該會議的委員可由出席委員中選出一位擔任該會議的主席。
115. 董事會任命之委員會得依其認為適當的方式召集會議或休會。除上市法令另有規定及董事會對於董事委員會另有規範外，任何於該委員會會議中提出的問題及議案應以會議出席者多數決決定。
116. 除上市法令另有規定及董事會對於董事委員會另有規範外，任何董事、董事會會議或委員會會議、任何行使董事職權之人或獲得董事會授權之人之行為，即使其後發現此等董事或人之選任有瑕疵或其中任何董事或人資格取消，該行為仍與其每一人均經合法選任且具備董事資格或得以董事身分行事之情況下所為者具有同等效力。
117. 下列事項應經當時董事會至少三分之二董事出席董事會、出席董事過半數之投票表決同意：
  - (a) 締結、變更或終止有關出租本公司全部營業、委託經營或與他人經常共同經營的契約；
  - (b) 出售或轉讓其全部或主要部分的營業或財產；
  - (c) 受讓他人全部營業或財產，對本公司營運產生重大影響者；
  - (d) 按本章程選任董事長；依據第129條提撥員工酬勞及董事酬勞；以及
  - (e) 發行公司債券。

#### 審計委員會

118. 本公司應設置審計委員會，其成員專業資格、組成、選任、解任、所定職權之行使及相關事項，應遵守上市法令之規定。審計委員會應由全體獨立董事組成且其委員不得少於3人，其中1人應為審計委員會會議召集人，得隨時召集會議，且其中至少1人應具有會計或財務專長。除本章程第119條規定外，審計委員會之決議應經全體

委員至少超過半數之同意方為有效。

119. 不論本章程是否有相反之規定，下列事項應經審計委員會全體委員至少超過半數之同意，並經董事會批准：

- (a) 訂定或修正內部控制制度；
- (b) 內部控制制度有效性之考核；
- (c) 訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序；
- (d) 涉及董事自身利害關係之事項；
- (e) 重大之資產或衍生性商品交易；
- (f) 重大之資金貸與、背書或提供保證；
- (g) 募集、發行或私募具有股權性質之有價證券；
- (h) 簽證會計師之委任、解任或報酬；
- (i) 財務、會計或內部稽核主管之任免；
- (j) 批准年度財務報告及半年度財務報告；以及
- (k) 其他經本公司認為或任何主管機關或上市法令規定之重大事項。

除上市法令另有規定外，上述各款事項如未經審計委員會全體委員至少超過半數決議同意者，得由當時全體董事至少三分之二決議同意行之，並應於董事會議事錄載明審計委員會之決議，但不適用於上述第(j)款事項。

除上市法令另有規定外，如有正當理由致審計委員會無法召開以決議任何事項時，該等事項得由董事會全體董事至少三分之二決議同意行之，但其屬上述第(j)款之事項，仍應由屬於獨立董事之審計委員會委員就該第(j)款之事項出具是否同意之意見。

120. 本公司帳簿每年至少應查核一次。

121. 審計委員會有權於任何合理的時間審閱本公司之所有帳簿以及帳目以及相關的付款憑單。審計委員會得約訪本公司董事及高階經理人詢問任何其所持有與本公司帳簿或事務有關之資訊。

122. 按本章程備置之收支報表及資產負債表應由審計委員會查核並與本公司帳簿、帳目及有關付款憑單核對。審計委員會應就此製作書面報告，說明是否該報表和資產負債表確實反映本公司在此審查期間之財務與營運狀況，如曾向本公司董事及高級職員詢問資訊，該等資訊是否已提供並符合要求。審計委員會得為本公司委任執業律師和註冊會計師以進行查核。本公司財務報表應經董事會任命之審計人員依據公認之審計標準查核。該審計人員應按公認之審計標準製作書面報告並於股東會交付股東。所稱「公認之審計標準」得為英屬開曼群島以外的國家或司法管轄區的標準，於此情形，財務報表和審計人員之報告應揭露此一事實及該國家或司法管轄區之名稱。

123. 在符合英屬開曼群島法律之情形下，繼續一年以上持有本公司已發行股份總數百分之三(3%)以上之股東，得以書面請求審計委員會之任一獨立董事成員為本公司對董事提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。

於收到股東依前項規定提出之請求後30日內，受該股東請求之該審計委員會獨立董事成員不提起訴訟時，除英屬開曼群島法律另有規定外，股東得為本公司提起訴訟



，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。

124. 除本章程或上市法令另有規定外，本公司應另遵守審計委員會組織規程之規定。

## 股 息

125. 在不牴觸公司法、本章程或任何股份當時所附加之權利或限制之規定下，本公司得以普通決議宣佈分派已發行股份之股息及其他分派，並授權以本公司於法律上可動用的資金支付之。

126. 在不牴觸公司章程第129條之規定下，董事會在建議任何股息分派前，得從依法得用以分配股息的資金中保留其認為合適的數額為公積金，該公積金按董事會之裁量應用於預防突發情形、平衡股息或其他得適當運用該公積金之目的，且在進行此等運用前，得依董事會之絕對裁量用於本公司之業務或進行董事會隨時認為適當之投資。

127. 任何應付予股東之現金股息之支付得(1)以支票郵寄至股東或有權受領人或共同持有人代表之登記地址(如無代表人，則向股東名簿中登記在先之該股份共同持有人為之)或其以書面指定之地址，或(2)以電匯或電子轉帳或匯款方式匯至該股東或有權受領人指定之帳戶。每一支票或每一筆電匯或電子轉帳或匯款應以收件人或股東或有權受領人或共同持有所指定之人為受款人，其風險並由該人承擔。該支票或電匯或電子轉帳或匯款縱事後發現疑曾遭盜竊或盜簽，付款行就其為付款後，對本公司即構成債務清償。二位以上共同持有人之任一人就渠等持有之股份所應付之任何股息或其他款項或應分配之財產，均得提出有效收據。

128. 除任何股份當時另有附加權利或限制外，所有股息應按股東持有股份數分派之。

129. 本公司處於成長階段，基於資本支出、業務擴充及健全財務規劃以求永續發展等需求，本公司之股利政策將依據本公司未來資金支出預算及資金需求情形，以現金股利及／或股份以代替現金股利方式配發予本公司股東。

除上市法令另有規定外，本公司年度如有稅前獲利，本公司應在稅前獲利中提撥：(1) 最多為百分之二十(20%)、最低為百分之八(8%)作為員工酬勞(包含本公司員工及/或關係企業員工)(下稱「員工酬勞」)；及(2) 最多為百分之二(2%)作為董事酬勞(下稱「董事酬勞」)。無論前述內容為何，如本公司年度仍有以前年度之累積虧損，本公司應在提撥員工酬勞及董事酬勞前預先保留彌補數額。依據英屬開曼法律規定、上市法令規定及不論第139條規定，經董事會以董事三分之二以上之出席及出席董事過半數同意之決議，員工酬勞及董事酬勞得以現金及/或股票方式發放。前述關於發放員工酬勞及董事酬勞之董事會決議，應於董事會決議通過後在股東會中向股東報告。

於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除公司法及上市法令另有規定外，本公司年度總決算如有盈餘時，董事會應以下述方式及順序擬訂盈餘分派案並提交股東會決議：

(a) 依法提撥應繳納之稅款；

(b) 彌補以前年度之累積虧損(如有)；

(c) 依據上市法令規定提撥百分之十(10%)為法定盈餘公積，但法定盈餘公積已達本公司之實收資本額時，不在此限；

(d) 依據上市法令規定或主管機關要求提撥特別盈餘公積；

(e) 按當年度盈餘扣除前述第(a)項至第(d)項規定後之數額，加計前期累計未分配盈

餘為可供分配盈餘，可供分配盈餘得經董事會提議股利分派案，送請股東常會依據上市法令決議後通過分派之。股利之分派得以現金股利及/或股票股利，在不牴觸英屬開曼群島法律規定下，股利金額最低至少應為當年度盈餘扣除前述第(a)項至第(d)項規定之百分之十(10%)，且現金股利分派之比例不得低於股東股利總額之百分之十(10%)。

130. 如任何股份登記為由數人共同持有，則其中任何一人均得就股息或其他與該共同持有人股份相關之應付款項或可分配財產發給有效之收據。任何股息均不加計利息。

### 會計帳簿、審計、公司年報及申報

131. 本公司會計帳簿應按董事會不時決定之保存方式保存之。
132. 本公司會計帳簿應存於辦事處或其他董事會認為合適的存放地點，並應隨時允許董事會查閱。
133. 董事會應將其所造具之各項本公司表冊，提出於年度股東常會請求承認，並於會後將營業報告書、財務報表、盈餘分派及/或虧損撥補之決議，分發各股東。於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市，前述財務報表、盈餘分派及/或虧損撥補決議之分發得以本公司公告方式為之。
134. 除上市法令另有規定外，董事會應至少於年度股東常會開會10日前，將年度營業報告、財務報表及其他相關文件備置於中華民國境內之股務代理機構，股東得於該股務代理機構一般營業時間內隨時查閱。
135. 除第134條及第148條另有規定外，董事會應隨時決定本公司會計帳簿之全部或部分是否供非董事之股東查閱，以及其範圍、時間、地點及條件或規定。除法令或董事會或普通決議另有授權外，非董事之股東無權查閱公司任何會計帳簿或文件。
136. 本公司帳簿應按董事會不時決定或上市法令規定之審計方式和會計年度為審計。
137. 董事會應於每年準備本公司年報及申報記載公司法所定事項並副知英屬開曼群島公司登記處。

### 內部稽核

138. 本公司應設置隸屬於董事會之內部稽核單位，並配置適任及適當人數之專任內部稽核人員。任何關於內部稽核之相關事宜應遵守上市法令規定。

### 公積金轉增資

139. 除上市法令或公司法另有規定外，本公司得以重度決議：
- (a) 將列入公司準備金帳戶或其他資本公積金的任何餘額（包括資本溢價科目、資本贖回準備金、盈餘、損益帳戶、資本公積、法定盈餘公積及特別盈餘公積）轉增資，無論其是否得用以分派；
  - (b) 將決議轉增資之金額按持股比例分配予各股東，並代表股東將此等金額充作受分配公司未發行股份或債券或其組合之相關股款，且將此等公司股份或債券或其組合依前述比例分配予股東（或其指定人）；
  - (c) 做出任何其認為適當的安排以解決分配公積金轉增資時所遭遇之困難，特別是，但不限於，當股份或公司債券之分配為畸零時，董事會有權以其認為適當的方式處置該畸零股份或公司債券；及
  - (d) 進行一切必要的行為以執行本章程規定之事項。

139A 為避免爭議，關於依據第129條提撥員工酬勞及董事酬勞所發行之新股不需要取得重慶決議。

### 公開收購

140. 於本公司股份已登錄興櫃及/或在證券櫃檯買賣中心或證交所上市之期間，除上市法令另有規定外，董事會於本公司或本公司依上市法令委任之訴訟或非訟代理人接獲公開收購申報書副本及相關書件後10日內，應對建議股東接受或拒絕本次收購做成決議，並公告下列事項：
- (a) 董事及持有本公司已發行股份超過百分之十(10%)之股東自己及以他人名義目前持有之股份種類、數量。
  - (b) 就本次收購對股東之建議，並應載明持反對意見之董事姓名及其所持理由。
  - (c) 本公司財務狀況於最近期財務報告提出後有無重大變化及其變化內容（如有）。
  - (d) 董事及持股超過百分之十(10%)之股東自己及以他人名義持有公開收購人或其關係企業之股份種類、數量及其金額。

### 資本溢價科目

141. 董事會應根據公司法設立資本溢價科目，並不時存入等同於任何股份發行溢價之金額或數額。
142. 除公司法或上市法令另有規定外，贖回或買回股份之任何資本溢價科目應減除其贖回或買回價額與其面額之差額，但董事會得依其裁量決定從本公司之盈餘，或如公司法允許，從本公司之資本中支付該數額。

### 通 知

143. 除本章程或上市法令另有規定外，任何通知或公文得由本公司或有權發佈通知之人當面遞交或以傳真送達於股東，或以郵寄（預付郵資）或合格之快遞（運費預付）等方式寄送至股東於股東名簿所載之地址，或於相關法令許可範圍內，以電子方式將通知或文書發送至經股東提供予本公司或書面確認過為其受通知之用之電子郵件位址。如股份為共同持有者，所有通知應向股東名簿中登記為其代表人之共同持有人為之（如無代表人，則向股東名簿中登記在先之共同持有人為之），依此所為之通知視為已向所有其他共同持有人為之。
144. 股東親自或是委託代理人出席本公司任何會議者，應為所有目的視為已合法收到該會議及，若有必要，其目的之通知。
145. 除本章程或上市法令另有規定外，任何通知或文件若以：
- (a) 郵寄或快遞送達，則應於包含該通知或文件之信件交於郵局或快遞服務之5日後視為已送達；
  - (b) 傳真送達，則應於傳真機產生確認全部成功傳輸至收件傳真號碼之報告後視為已送達；
  - (c) 合格快遞送達，則應於包含該通知或文件之信件交於快遞服務48小時後視為已送達；或
  - (d) 電子郵件送達，則應於電子郵件發送之當時視為已送達。
- 如包含該通知或文件之信件已正確記載地址且被郵局或快遞服務提供者收下，即足以證明已依郵寄或快遞送達。

146. 按本章程之規定以郵寄交付或寄送或置於股東登記簿所載之地址之任何通知或文件，即使該股東當時已過世或破產且不論本公司是否已受通知上情，就登記於該股東名下之單獨或共同持有之任何股份，除該股東於該通知或文件送達時已自股東名簿中除名外，均應視為已合法送達，且應為所有目的視為已送達所有該股份之利害關係人（無論是共同或經由請求或以其名義）。
147. 每一股東會的召集通知應發給：
- (a) 所有有權受通知且已向本公司提供受通知之地址之股東；以及
  - (b) 所有因股東死亡或破產（該股東若非死亡或破產仍有權受通知者）而對其股份有權利之人。
- 其他人無權受股東會召集通知。

### 資 訊

148. 董事會應將備忘錄、本章程及歷屆股東會議事錄、財務報表、股東名簿及本公司發行之股票及公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件，指定範圍，隨時請求查閱或抄錄前述文件。
149. 在不影響本章程條款所列之權利下，任何股東無權要求披露任何有關公司任何交易的詳細資訊，或是任何性質為或可能為營業秘密或公司商業行為的機密程序且董事會認為對外公開並不會對公司股東有利之資訊。
150. 董事會有權向任何主管機關或是司法機關發表或揭露任何其持有、保管或控制之與本公司或其與股東之事務之資訊，包括但不限於本公司股東名簿及股票過戶登記簿所包含之資訊。

### 補償或保險

151. 本公司得以普通決議採用第152(a)及(b)條規定之其中一種保護機制。
- 152 (a) 每一位董事以及其他本公司當時之高級職員（下稱「被補償人」），因其所受或承擔之一切訴訟、程序、成本、費用、支出、損失、損害或責任，包括但在不損害前述規定的一般性原則下，被補償人在英屬開曼群島或其他地方之法院，為防禦任何與本公司或本公司事務有關的民事程序（不論成功與否）所生之任何成本、費用、損失或責任，得由本公司之資產與資金受補償並不受損害，但因被補償人關於本公司業務或事務或於執行或解除其職責、權力、權限或裁量之自身不誠實、故意違約或詐欺（包括任何判斷失誤）所致者，則不在此限。
- (b) 為每一位董事及其他本公司當時之高級職員之利益，本公司得為董事及高級職員購買責任保險（下稱「董事及高級職員保險」）。該董事及高級職員保險應僅限於其因本章程、公司法及上市法令所定之職責而產生之責任。

### 會計年度

153. 除董事會另有決定外，本公司會計年度應於每年12月31日結束，並於每年1月1日開始。

### 清 算

154. 如果本公司應進行清算，且可供股東分配的財產不足以清償全部股本，該財產應予以分配，以使股東得依其所持股份比例承擔損失。如果在清算過程中，可供股東間分配的財產顯足以抵償清算開始時的全部股本，應將超過之部分依清算開始時股東

所持股份之比例在股東間進行分配。本條規定不損及依特殊條款和條件發行的股份持有者之權利。

155. 如果本公司應進行清算，經本公司特別決議同意且取得任何公司法所要求的其他許可並且符合上市法令的情況下，清算人得將公司全部或部分之財產（無論其是否為性質相同之財產）分配予股東，並得為該目的，對此等財產設定其認為合理之價格並決定如何在股東或不同類別之股東之間進行分配。經同前述之決議同意及許可，如清算人認為適當，清算人得為股東之利益，將此等財產之全部或一部交付信託。但股東不應被強迫接受負有債務或責任的任何財產。
156. 本公司應將所有報表、帳戶記錄以及文件從清算結束之日起保存10年，並由清算人或經本公司普通決議委任保管人。

### 變更章程

157. 除公司法及本章程另有規定外，本公司得隨時以特別決議變更備忘錄及/或本章程之全部或一部分。

### 延展註冊

158. 本公司得以特別決議於英屬開曼群島以外或其當時設立、登記或存續之其他司法管轄區延展其註冊。為執行本條之決議，董事會得向公司登記處申請註銷本公司在英屬開曼群島或其當時設立、登記或存續之其他司法管轄區之登記，並得採取任何其認為適合之進一步措施以執行移轉使本公司繼續存續。

### 訴訟及非訟代理人

159. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，根據上市法令規定，本公司應在臺灣指定訴訟及非訟代理人（下稱「訴訟及非訟代理人」）。訴訟及非訟代理人應為本公司在臺灣之負責人，並應在臺灣有住所或居所。本公司應將訴訟及非訟代理人之姓名、住所或居所及授權文件向金管會申報。如訴訟及非訟代理人之姓名、住所或居所及授權文件有變更之情形，本公司應將該等變更向金管會申報。