# Silergy Corp. 矽力杰股份有限公司 2020年股東常會會議記錄

時間:2020年6月11日(星期四)上午9時正

地點:新北市中和區中正路631號(瓏山林台北中和飯店三樓會議廳)

出席股數:出席股東及股東代理人代表股數共計83,569,752股(含以電子方 式行使表決權股數66,964,375股),佔本公司已發行總股數 91,823,745股之91.01%。

出席董事:董事長WEI CHEN (陳偉)視訊參加、董事Budong You (游步東) 視訊參加、董事施君徽、獨立董事暨審計委會召集人柯順雄、 獨立董事蔡永松、獨立董事金文衡。

列席:共同執行長暨總經理Budong You (游步東)及Michael Grimm視訊參加 、財務長陳紹偉、會計師郭慈容、律師宋天祥。

主席:董事長WEI CHEN (陳偉)指定董事柯順雄代理

記錄:梁翠嫚

一、宣佈開會

二、主席致詞(略)

三、報告事項

(一) 2019年度營業報告,請參閱附件一。

(二) 審計委員會查核報告,請參閱附件二。

(三) 2019年度員工酬勞及董事酬勞分派情形報告

說 明:本公司2020年3月18日董事會決議通過發放2019年度 員工酬勞金額新台幣210,230,002元及董事酬勞金額新 台幣5,700,000元,上述酬勞全數以現金方式發放。

2019年度盈餘分派現金股利情形報告 (四)

> 明:本公司2020年3月18日董事會決議通過分配2019年度 說 可分配盈餘,普通股現金股利配發新台幣686,101,305 元,每股配發新台幣7.5元(實際以美金發放現金股利 之匯率換算,以配息基準日當日台灣銀行買入及賣出 美金即期外匯收盤價之平均數為準)。嗣後如因本公 司流通在外股數變動,授權董事長依本次分配總額, 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。2019年度盈餘分派表,請參閱附件三。

四、承認暨討論事項

第一案 董事會提

案 由:2019年度營業報告書及合併財務報表案,提請 承認。

說 明:一、本公司2019年度合併財務報表,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郭慈容及邱政俊會計師查核完竣。

> 二、本公司2019年度營業報告書及會計師查核報告暨合併財務報表 ,請參閱附件一及附件四。

決 議:本案投票表決結果:

表決時出席股東可行使表決權數83,286,069權

表決情形	權數	佔出席股東 表決權數%
承認權數	69,285,354	83.18%
反對權數	2	0.00%
棄權及未投票權數	14,000,713	16.81%
無效權數	0	0%

本案照原案表決通過。

第二案 董事會提

案 由:2019年度盈餘分派案,提請 承認。

說 明:一、本次盈餘分派係分配2019年度可分配盈餘,普通股現金股利 配發新台幣686,101,305元,每股配發新台幣7.5元。嗣後如因 本公司流通在外股數變動,授權董事長依本次分配總額,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、2019年度盈餘分派表請參閱附件三。

決 議:本案投票表決結果:

表決時出席股東可行使表決權數83,286,069權

表決情形	權數	佔出席股東 表決權數%
承認權數	69,285,154	83.18%
反對權數	202	0.00%
棄權及未投票權數	14,000,713	16.81%
無效權數	0	0%

本案照原案表決通過。

第三案 董事會提

案 由:修訂「公司章程」案,提請討論。

說 明:一、配合臺灣證券交易所股份有限公司「外國發行人註冊地國股 東權益保護事項檢查表」修正及公司實際需求,擬修訂本公 司之公司章程大綱及公司章程,以新的公司章程大綱及公司章程代本公司現有之公司章程大綱及公司章程。

- 二、修正前後條文對照表,請參閱附件五。
- 三、以上提請股東會以特別決議通過後,授權本公司之註冊代理 人向開曼群島公司登記處為必要之申報。

### 決 議:本案投票表決結果:

表決時出席股東可行使表決權數83.286,069權

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表決情形	權數	佔出席股東 表決權數%
贊成權數	69,031,154	82.88%
反對權數	254,202	0.30%
棄權及未投票權數	14,000,713	16.81%
無效權數	0	0%

本案照原案表決通過。

第四案 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「2020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,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) 既得條件分為A、B類兩種:
  - (1) A類,發行數量150,000股,自給與日起任職屆滿一年,員工自獲配限制員工權利新股後於各既得日當日仍在職且公司達成公司營運目標者,既得100%限制員工權利新股。
  - (2) B類,發行數量150,000股,自給與日起任職屆滿三年,員工自獲配限制員工權利新股後於各既得日當日仍在職且公司達成公司營運目標者,既得100%限制員工權利新股。

A、B類公司營運目標指既得日前一年度公司毛利(Gross Margin)及營業利益率(Operating Margin)分別不低於同業公司聯發科技股份有限公司、聯詠科技股份有限公司及瑞昱半導體股份有限公司同年度之平均水準。

- (四) 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2020年3月17 日收盤價每股新台幣778元為估算基礎,估計可能費用 化金額共約新台幣233,400仟元,於發行後逐年分攤。
  - (二) 對公司發行後第一年到第三年每股盈餘影響各約新台幣 1.7元、0.43元及0.43元(以2020年3月17日本公司已發行 股份91,480仟股計算)。然本公司預估未來獲利仍將持 續成長,故對未來每股盈餘稀釋情形尚屬有限。
- 四、本次限制員工權利新股發行辦法,請參閱附件六,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:本案投票表決結果:

表決時出席股東可行使表決權數83,286,069權

表決情形	權數	佔出席股東 表決權數%
贊成權數	68,922,835	82.75%
反對權數	362,521	0.43%
棄權及未投票權數	14,000,713	16.81%
無效權數	0	0%

本案照原案表決通過。

五、臨時動議:無。

六、散 會:上午9時26分。

# 營業報告書

2019年是矽力杰努力迎接挑戰、先蹲後跳的一年。在全球供應鏈受貿易戰干擾的環境下,我們2019年收入仍達新台幣108億元,同比增加約14.5%。自2018年以來,中美貿易摩擦持續升高,關稅協議充滿不確定性,中國市場及以中國製造為主的供應鏈首當其衝。同時,數十年來世界產業供應鏈已走向全球化,故全球產業市場及消費經濟發展也都因此受到或大或小影響。嚴峻的環境當中,我們更積極努力投入在產品研發、市場開發以及公司中、長期的策略佈局,2019年我們的營收逐季成長,更多樣化的產品組合及不斷優化的製程,使毛利率和淨利率也保持穩定,淨利也隨著營收成長而持續增長。整體而言,2019年在產品、市場和財務指標等各方面,仍然持續朝向我們的長期目標邁進。

2019年合併營業收入為新台幣10,777,781仟元,較2018年9,414,159仟元相比,成長約14.5%。營業淨利為新台幣2,333,169仟元,較2018年1,913,422仟元成長約21.9%,各產品線依然維持穩定成長,同時也持續推出新產品。

2019年度營業費用總數為新台幣2,799,118仟元,較2018年度2,501,927仟元,增加297,191仟元,約11.9%。在長期發展策略目標不變的前提之下,為推動公司持續成長,公司積極投入產品研發和市場開發,同時在生產製造也開發更先進的製程,以配合更多高端產品的需求,在人力、相關研發及銷售等費用維持一定比例需求增加。稅後淨利為新台幣2,325,882仟元,淨利率為21.6%,基本每股盈餘約為新台幣25.83元。

四大類終端應用產品均維持穩定的成長,除既有產品市場持續增長外,亦積極開發新產品線以推動營收成長動能,新產品開發朝向更高規格更高功率的高階產品投入。公司目前產品主要有DCDC、ACDC、PMU、LED照明、LED背光驅動、固態保護開關、智能電表IC,以及網路通訊設備等類別,感測和智慧功能之產品,終端應用更加廣泛,產品品項超過二千項。主要的市場為大陸、台灣以及韓國,並逐步擴展至美歐及亞洲其他區域,如印度、日本、東南亞等。2019年消費性電子產品(Consumer Product)佔整體營收比重約43%、工業用產品(Industrial Product)佔約38%、資訊產品(Computer Product)佔約14%及網路通訊產品(Communication Product)佔約5%。

公司長期的發展目標及研發計劃,追求繼續擴大終端應用的產品線, 目前四大類別中的產品線已超過二十項以上,新發展的業務市場如印度、 日本及歐美等也逐漸穩定成長,公司員工、產品及組織規模隨著業務發展 日趨擴大。

在技術發展的部分,製程技術方面,自有製程已導入G3平台,優化的 製程提高了產品的競爭力和產能利用率。在產品研發方面則一直是公司積 極投入的方向,2019年我們持續在汽車用產品深耕,部分產品已通過測試 並正在申請車規認證;另外,在高電流高電壓對於應用環境要求嚴苛的工 業級規格的產品也加速拓展,例如伺服器或是5G機站等應用,在消費電子 部分也不斷擴充技術領域,例如無線充電在手機和TWS的應用等。新產品 及新技術也在專利權的數量上持續增加,至2019年底已取得專利權授權數 量達1,142項,授權地區包括中國大陸、美國、台灣、日本及印度等,其中 於2019年新增專利權超過193項。我們長期投入在研發設計和技術上的提 升,歷年來也屢獲多種獎項肯定,2019 年度中國國家智慧財產權示範企 業、第二十一屆中國專利優秀獎,獲獎的肯定與激勵同時也顯示我們對永 續發展與企業社會責任的持續承諾。

展望2020年,面對方興未艾的貿易戰及國際間貿易關係及供應鏈緊張 局勢,矽力杰仍將專注於技術研發及業務市場的開發,產品研發計畫持續 進行,業務發展將更加積極,持續致力於高端汽車和工業級產品研發設 計。在5G發展中對於通訊設備及用戶的需求、車用電子的持續投入,以及 在智能化與自動化的大趨勢中,積極佈署相關研發計畫,強化我們的產品 組合並加速我們技術的差異化,期許矽力杰在類比IC的行業中,掌握科技 及產業發展的趨勢,以不斷創新提升的技術,致力追求最高標準的類比 IC,減少能源消耗,維護乾淨地球;一貫的秉持誠信、創新永續服務的經 **營理念**,我們期待與您攜手,共同邁向長期目標,持續創造公司價值並回 饋股東,長期創造客戶、員工及股東的共同成長。



經理人:游步東





# 附件二

# 審計委員會查核報告

董事會造具本公司西元2019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郭慈容會計師、邱政俊會計師查核完竣,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2020年股東常會

矽力杰股份有限公司審計委員會

A July all

召集人:柯順雄

西 元 2020 年 3 月 18 日

# 附件三

# Silergy Corp.

# 矽力杰股份有限公司 2019年度盈餘分派表

	單位:新台幣元
期初未分配盈餘	4,694,009,935
本期淨利	2,325,881,699
提列法定盈餘公積 10%	(232,588,170)
提列特別盈餘公積	(466,275,716)
本期可供分配盈餘	6,321,027,748
精算損益	(157,569)
分配項目	
現金股利	(686,101,305)
期末未分配盈餘	5,634,768,874

### 附件四

### 會計師查核報告暨2019年度合併財務報表

# Deloitte.

# 勤業眾信

勤業眾信聯合會計師事務所 11073 台北市信義區松仁路100號20樓

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會計師查核報告

Silergy Corp. 公鑒:

#### 香核意見

Silergy Corp.及其子公司民國 108 年及 107 年 12 月 31 日之合併資產負債表,暨民國 108 年及 107 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 108 年及 107 年 12 月 31 日之合併財務狀況,暨民國 108 年及 107 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 108 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。 兹對 Silergy Corp.及其子公司民國 108 年度合併財務報表之關鍵查核事項敘明如下:

#### 存貨備抵跌價損失之評估

截至民國 108 年 12 月 31 日止, Silergy Corp.及其子公司存貨淨額為新台幣 1,923,495 仟元,佔總資產 11%,金額係屬重大,相關存貨備抵跌價損失之評估係涉及管理當局之高度判斷及對於存貨實體之管理,而市場之競爭亦影響存貨之淨變現價值之估計,是以將存貨備抵跌價損失之評估列為關鍵查核事項之一。

與存貨備抵跌價損失評估相關會計政策、會計估計及假設之不確定性估計與攸關揭露資訊,請參閱合併財務報表附註四、五及十。

本會計師於查核中因應該關鍵查核事項之主要查核程序如下:

- 1. 針對與存貨評價之相關作業程序與內部控制進行了解,並評估該等控制 之設計與執行有效性。
- 2. 觀察年度存貨盤點,瞭解實體存貨之呆滯及損壞情形,進一步確認是否 提列相對之存貨跌價損失。
- 3. 就用以評價之存貨庫齡報表及存貨淨變現價值報表進行測試,包含驗證 其報表完整性、報表邏輯、淨變現價值,並抽樣及重新計算驗證相關報 表之正確性。

#### 商譽減損

截至民國 108 年 12 月 31 日止,Silergy Corp.及其子公司商譽帳面金額為 2,128,436 仟元,佔總資產之 13%。管理階層依照國際會計準則公報第 36號「資產減損」規定於資產負債表日評估是否有任何跡象顯示該等資產可能已經減損,由於管理階層於評估商譽是否減損時,需綜合考量分攤至該等資產所屬現金產生單位可回收金額之評估,其重要假設及數值涉及管理階層之主觀判斷及估計,且可能受未來市場或經濟景氣影響,具有高度不確定性,是以將商譽減損評估列為關鍵查核事項之一。

與商譽減損評估相關會計政策、會計估計及假設之不確定性估計與攸關 揭露資訊,請參閱合併財務報表附註四、五及十六。

本會計師於查核中因應該關鍵查核事項之主要查核程序如下:

- 1. 瞭解並評估管理階層辨識該等資產減損跡象之合理性。
- 2. 評估管理階層所聘任之獨立評價人員之專業資歷、適任能力及獨立性。

- 瞭解管理階層估計該等資產所屬現金產生單位自未來營運展望所預測之 財務數據之過程及依據。
- 諮詢事務所內部專家,評估獨立評價人員所提供之商譽減損測試報告之 合理性、所使用之假設及評估方法是否適當。

# 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:

- 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 108 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 郭 慈 容 可能與第 章 計師 郭 慈 容 可能與第 章 計師 郭 慈 容

證券暨期貨管理委員會核准文號 台財證六字第 0920123784 號 金融監督管理委員會核准文號 金管證六字第 0930160267 號

中華 民國 109 年 3 月 18 日



單位:新台幣仟元

				単位・新言	常什九
		108年12月31日		107年12月31日	
	*		0/		0/
代码	8	金		並	/0
	流動資產				4.0
1100	現金及約當現金 (附註四及六)	\$ 4,507,653			19
1136	按攤銷後成本衡量之金融資產一流動(附註四及八)	1,811,075	11	2,022,896	15
1170	應收帳款淨額(附註四、九及二四)	940,390	6	581,860	4
		292.060	2	117,814	1
1200			11	1.690.972	12
1310					
1410	預付款項(附註十八)				<del>_</del> 51
11XX	流動資產總計	9,606,901	58	7,101,603	51
	非流動資產				
1510	※ 温····································	1,608,505	9	1,289,447	9
1510		509.379	3	595,650	4
1550					9
1600				1,17 0,000	- 1
1755	使用權資產(附註三、四及十四)			-	-
1760	投資性不動產(附註三、四及十五)				
1805	商譽 (附註四、五、十六及二九)	2,128,436	13	2,397,800	17
1821	其他無形資產 (附註四及十七)	999,629	6	1,191,113	9
		29,427	-	34,632	-
1840		接金 (別は四点十)	-		
1920	存出保證金				
1975	净確定福利資產-非流動(附註四及二二)		-		-
1990	長期預付款項(附註十八)	The state of the s			1
15XX	非流動資產總計	7,032,046	42	6,775,842	49
13///	AF INCAN MIZE III O				
*200/	-r + 44 +L	\$ 16.638.947	100	\$ 13,877,445	_100
1XXX	資 產 總 計	<del>y Xorosop sa</del>	-		**
代碼	負 債 及 權 並	<u>L</u>			
	流動負債	0 000000	112		
2100	短期借款 (附註十九)	\$ 100,000		555	-
2170	應付帳款(附註二十)	689,094	4	475,293	4
	76 11 11 11 11 11 11 11 11 11 11 11 11 11	1.104	( <u>u</u> )	584	-
2180			3	390.873	3
2200	其他應付款 (附註二一)		3		U
2230	本期所得稅負債(附註二六)		-	8,527	-
2280	租賃負債一流動(附註三、四及十四)	34,937	-	-	77 <b>-</b> 2
2399	其他流動負債(附註二一)	28,831		25,585	
		1.333.775	- 8	900,862	7
21XX	流 苅 貝 頂 福 町				
	非流動負債	10.172		1.41	
2570	遞延所得稅負債(附註四及二六)			141	-
2580	租賃負債-非流動(附註三、四及十四)	61,135	1	-	5
2645	存入保證金	6,588	-	6,730	-
		# 技術の表示			
2670			1	39.122	-
25XX	非流動負債總計	100,507			_
		1 424 162	0	030 084	7
2XXX	負債總計	1,454,162	9	939,964	
	(c) 1 - 169				
	歸屬於本公司業主之權益 (附註四、二三及二八)				
3110	普通股股本	914,802	5		6
	資本公積	6,752,006	41	6,061,816	44
3200					
	保留盈餘	762 080	5	580 995	4
3310	法定盈餘公積				3
3320	特別盈餘公積				
3350	未分配盈餘		100000	A 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	38
3300	保留盈餘總計	8,020,951	48	6,281,894	<u>45</u>
5500	其他權益				
0.410		( 703.512)	(4)	( 237,236)	(2)
3410					-
3490	員工未賺得酬勞				$(\underline{}\underline{}2)$
3400					93
31XX	本公司業主權益總計	14,848,089	89	12,937,461	93
36XX	非控制權益(附註十一及二三)	356,696	2		
55700	No other distriction of the same of the sa				
2777	權益總計	15,204,785	91	12,937,461	93
3XXX	惟血烷可		1.00	· · · · · · · · · · · · · · · · · · ·	
	# 18 As 18 36 45	\$ 16 638 947	100	\$ 13.877.445	100
	負債與權益總計	<u> </u>			
	the same and the A. B.	01 74 to 4 2 _ ts /\ 0			

後附之附註係本合併財務報告之一部分。

董事長: WEI CHEN

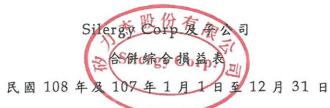


經理人:游步



会计士带: 洛哥!





單位:新台幣仟元,惟 每股盈餘為元

			108年度				107年度		
代 碼		金	額	,	%	金	額		%
4100	銷貨收入(附註二四)	\$1	10,777,781	1	.00	\$	9,414,159	]	100
5110	銷貨成本(附註十、二五、二								00000
	八及三二)	-	5,662,486	-	<u>53</u>		5,016,304	-	53
5900	銷貨毛利	0	5,115,295		47		4,397,855	-	47
	營業費用(附註四、九、二二、 二五、二八及三二)								
6100	推銷費用		633,898		6		626,006		7
6200	管理費用		554,972		5		478,975		5
6300	研究發展費用		1,609,810		15	7.	1,398,259		15
6450	預期信用減損損失(迴轉								
	利益)	-	438	_		(	1,313)	-	
6000	營業費用合計	_	2,799,118	_	<u> 26</u>		2,501,927		27
6500	其他收益及費損淨額(附註十								
0500	二及二五)	_	16,992	_		-	17,494	_	
6900	營業淨利	-	2,333,169	<u></u>	21		1,913,422		20
	營業外收入及支出								
7100	利息收入		77,984		1		54,129		-
7190	其他收入 (附註二五)		90,961		1		75,174		1
7230	外幣兌換損益—淨額(附								
	註四及三三)		18,200		-		27,786		-
7510	利息費用(附註二五)	(	817)		-	(	10,214)		-
7590	什項支出	(	5,794)		-	(	3,192)		-
7670	減損損失(附註十六)	(	227,961)	(	2)	(	60,673)	(	1)
7225	處分關聯企業利益(附註十二)		-		-		845		-

(接次頁)

### (承前頁)

			108年度			107年度	
代 碼		金	額	%	金	額	%
7235	透過損益按公允價值衡 量之金融工具損益(附 註三一)	\$	208,483	2	(\$	27,238)	_
7060	採用權益法之關聯企業 損益份額(附註十二)	(	82,608)		(	39,441)	
7000	營業外收入及支出 合計		78,448	2	_	17,176	
7900	稅前淨利		2,411,617	23	1	1,930,598	20
7950	所得稅費用(附註四及二六)	(	85,735)	(1)	(	100,747)	(1)
8200	本年度淨利		2,325,882	_22	1	1,829,851	_19
8310	其他綜合損益(附註四、二 二、二三及二六) 不重分類至損益之項目:						
8341	换算表達貨幣之兌 換差額	(	374,064)	( 4)		369,416	4
8311	確定福利計畫之再 衡量數	(	157)	-	(	240)	_
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				-		
8370	差額 採用權益法之關聯	(	8,966)	-	(	213,592)	( 2)
8300	企業之其他綜合 損益份額 本年度其他綜合損	(	83,246)	(_1)	(	29,690)	(_1)
6300	益(稅後淨額)	(_	466,433)	( <u>5</u> )	-	125,894	_1
8500	本年度綜合損益總額	<u>\$</u>	1,859,449	<u>17</u>	<u>\$</u>	1,955,745	20
8610 8620 8600	淨利歸屬於: 本公司業主 非控制權益		2,325,882 - 2,325,882	22 		1,829,851 - 1,829,851	19 

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### (承前頁)

		10	08年度		-	107年度	
代碼	<b>山人口以山叶</b> 石园山。	金	額	%	金	額	%
8710	綜合損益總額歸屬於: 本公司業主	\$ 1,859,	449	17	\$ 1,955	5,745	20
8720 8700	非控制權益	\$ 1,859,	<u>-</u> 449	<u> 17</u>	\$ 1,955	- 5,745	
	每股盈餘(附註二七)						
9750 9850	基 本 稀 釋		5.83 5.07			2 <u>0.78</u> 1 <u>9.93</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:游步東



会址十二、海口口



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**经理人:游步束** 

WEI CHEN

董孝表: WEI CHEN



單位:新台幣仟元

代 碼			108年度	1	107年度
	營業活動之現金流量				
A10000	本年度稅前淨利	\$	2,411,617	\$ 1	1,930,598
A20010	收益費損項目				
A20300	預期信用減損損失 (迴轉利益)		438	(	1,313)
A20400	透過損益按公允價值衡量金融				
	資產之淨(利益)損失	(	208,483)		27,238
A20100	折舊費用		114,025		47,421
A20200	攤銷費用		184,060		183,305
A21200	利息收入	(	77,984)	(	54,129)
A20900	利息費用		817		10,214
A21900	員工認股權酬勞成本		218,562		204,969
A21900	限制員工權利新股酬勞成本		128,799		92,708
A22300	採用權益法認列之關聯企業損				
	失份額		82,608		39,441
A22500	處分不動產、廠房及設備損失		337		125
A22600	不動產、廠房及設備轉列費用				
	數		5		-
A22800	已實現無形資產處分利益	(	17,319)	(	17,619)
A22900	處分使用權資產利益	(	10)		-
A23700	存貨跌價及呆滯損失		22,657		119,152
A24100	未實現外幣兌換損失		1,605		2,159
A24200	買回應付公司債利益		-	(	2,903)
A23700	商譽減損損失		227,961		60,673
A30000	營業資產及負債之淨變動數				
A31150	應收帳款	(	360,722)		632
A31180	其他應收款		73,709	(	39,794)
A31200	存  貨	(	226,277)	(	168,988)
A31230	預付款項	(	62,604)	(	5,313)
A31990	確定福利資產一非流動	(	47)	(	91)
A32150	應付帳款		214,058		58,622
A32160	應付帳款一關係人		520		584
A32180	其他應付款		77,473		37,526
A32230	其他流動負債	-	3,246	-	13,608
A33000	營運產生之現金		2,809,051		2,538,825

(接次頁)

### (承前頁)

代 碼		108年度	107年度
A33100	收取之利息	\$ 66,060	\$ 45,242
A33500	支付之所得稅	(71,895)	$(\underline{105,882})$
AAAA	營業活動之淨現金流入	2,803,216	2,478,185
1 11 11 11 1			
	投資活動之現金流量		
B00040	取得按攤銷後成本衡量之金融資產	-	( 788,691)
B00050	處分按攤銷後成本衡量之金融資產	211,821	-
B00100	取得透過損益按公允價值衡量之金		
	融資產	( 189,094)	(1,040,104)
B00200	處分透過損益按公允價值衡量之金		
	融資產	30,715	-
B02200	企業合併之淨現金流出	( 30,980)	-
B02700	購置不動產、廠房及設備	( 530,539)	( 445,450)
B02800	處分不動產、廠房及設備價款	26	1
B07300	長期預付款項增加	( 2,841)	( 3,575)
B04500	購置無形資產	(35,458)	(42,046)
B03800	存出保證金(增加)減少	$(\underline{}3,182)$	52,442
BBBB	投資活動之淨現金流出	(549,532)	$(\underline{2,267,423})$
	籌資活動之現金流量		
C00100	短期借款增加	100,000	-
C01300	贖回公司債	-	( 172,169)
C03000	存入保證金(減少)增加	( 142)	5,995
C04020	租賃本金償還	( 37,658)	-
C04500	發放現金股利	( 585,261)	( 526,396)
C04800	員工執行認股權	216,563	106,863
C05800	非控制權益變動	206,334	
CCCC	籌資活動之淨現金流出	$(\underline{100,164})$	$(\underline{585,707})$
ממממ	on 本磁到业1日人口从当日人之以鄉	(264,287)	79,193
DDDD	匯率變動對現金及約當現金之影響	()	
EEEE	現金及約當現金淨增加(減少)	1,889,233	( 295,752)
E00100	生和用人及的崇用人於紹	2,618,420	2,914,172
E00100	年初現金及約當現金餘額		
E00200	年底現金及約當現金餘額	\$4,507,653	\$ 2,618,420

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:游步東



會計主管:潘冠呈



# ARTICLES OF ASSOCIATION OF Silergy Corp.

# 修訂及重述章程 修正前後條文對照表

(中譯文僅供參考之用,正確內容應以英文版為準)

現行條文	修正條文	說明
Original Article	Proposal for the Amendment	Reason for Amendments
3. 本公司的目的事業範圍並無特定	3. 本公司的目的事業範圍並無特定	配合開曼群島公
限制。	限制。	司法版本之變動
本公司具備完整的權力與權限以	本公司具備完整的權力與權限以從	,予以修正。
從事任何英屬開曼群島公司法(	事任何英屬開曼群島公司法(2020	
<u>如</u> 修訂版)(下稱「公司法」)	<u>年</u> 修訂版)(下稱「公司法」)	
第7(4)條規定或其他法律沒有禁止	第7(4)條規定或其他法律沒有禁止	
之目的事業範圍。	之目的事業範圍。	
1. 在本章程中,以下所列詞句之定	1. 在本章程中,以下所列詞句之定	配合依據臺灣證
義在與條款主題或內容無不一致	義在與條款主題或內容無不一致	券交易所於2019
之前提下,有以下之定義:	之前提下,有以下之定義:	年12月25日公布
(省略)	(省略)	之修正後「外國
「參與合併公司」意指在公司法認	(刪除)	發行人註冊地國
可的意義下得參與一個或一個以上		股東權益保護事
之其他公司合併之公司;		項檢查表」修正
(省略)	(省略)	或新增之本章程
(新定義)	「異議股東」意指具有本章程第	條文,而修正、
	34條款所賦予的涵義;	刪除或新增本條
( d. d.)	(省略)	相關定義名詞。
(省略)	「八司山 立比世属明回拟白八	此外,有關「法
「公司法」意指英屬開曼群島公司	「公司法」意指英屬開曼群島公司は(2020年後封底):	律」之定義,配
法( <u>及其</u> 修訂版);	司法( <u>2020年</u> 修訂版);	合開曼群島公司 法版本之變動,
(省略)	(省略)	
「 <b>合併</b> 」意指兩個以上參與合併公	「 <b>合併</b> 」意指下列交易:	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
司的合併,並在公司法賦予之意義	(a) 公司法所定義之「併購」或「	
範圍內以其中一公司為取得其所有	合併」;或	
事業、財產與負債之存續公司;		
1 A ATTAXIS TIRE I	收合併及/或新設合併」;	
(省略)	(省略)	
(新定義)	<u>「股份轉換」</u> 意指中華民國企業併	
	購法所定義的百分之百股份轉換,	
	由公司(下稱「取得公司」)取得	

		說明
現行條文	修正條文	Reason for
Original Article	Proposal for the Amendment	Amendments
	他公司全部已發行股份,並以取得	
	公司之股份、現金或其他財產作為	
	對價	
(省略)	(省略)	
「 <b>分割</b> 」意指 <u>一</u> 公司將其得獨立營	「 <b>分割</b> 」如 <u>中華民國企業併購法所</u>	
運之任一或全部之營業讓與既存或	定義的分割, 意指公司將其得獨立	
新設之他公司作為既存或新設之受	營運之一部或全部之營業讓與既存	
讓公司發行新股予為轉讓之該公司	或新設之他公司(下稱「取得人」	
或該公司股東對價之行為;	<u>)</u> ,並以取得人之股份、現金或其	
	<u>他財產作為</u> 對價;	
(省略)		
「存續公司」意指當一個或一個以	(省略)	
上參與合併公司按公司法進行合併	(刪除)	
後唯一存續之參與合併公司;		
(省略)	(省略)	
14. 於本公司股份已登錄興櫃或在證券	14. 於本公司股份已登錄興櫃或在證券	依據臺灣證券交
櫃檯買賣中心或證交所上市之期間	櫃檯買賣中心或證交所上市之期間	易所於2019年12
,除本章程或上市法令另有規定或	,除本章程或上市法令另有規定或	月25日公布之修
經本公司股東會普通決議外,本公	經本公司股東會普通決議外,本公	正後「外國發行
司董事會決議發行新股時,除依本	司董事會決議發行新股時,除依本	人註冊地國股東
章程第13條規定分配部分比例之該	章程第13條規定分配部分比例之該	權益保護事項檢
等新股供本公司及/或本公司子公	等新股供本公司及/或本公司子公	查表」,修正本
司之員工認購(如有)及依本章程第	司之員工認購(如有)及依本章程第	條。
16條規定分配部分比例之該等新股	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	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	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	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	認。該公告及書面通知應聲明行使	
未認購者喪失其權利。本條規定之	此優先認股權之方式。本條規定之	
認購權在任何情況下均不得讓與任	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	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	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	
<ul><li>金利股一股或多股共同認購或歸併</li><li>一人認購;原有股東未認購者,得</li></ul>	<ul><li>一 登利股一股或多股共同認購或歸併</li><li>一人認購;原有股東未認購者,得</li></ul>	
一人	一人說辦,原有版來不認購名,付 公開發行或洽由特定人認購。	
公 m 预 1 以后 田 付 尺 八 畝 卿 。	一 公用發行或冶田行足入認期。 一 倘認股人認購新股但未能在本公司	
	所定股款繳納期間內繳納發行新股	
	之股款,本公司應定一個月以上之	
	<u> </u>	

現行條文 Original Article	修正條文 Proposal for the Amendment	說明 Reason for Amendments
	期限催告該認股人照繳,並聲明逾 期不繳失其權利。除非認股人於本 公司所定催告期限不照繳,本公司 不得聲明認股人喪失其權利。縱有 上述規定,本公司所定股款繳納期	
	限在一個月以上者,如認股人逾期 不繳納股款,即喪失其權利,無須 踐行前述催告之程序。認股人喪失 其權利後,該等未認購之股份應依 上市法令另行募集。	
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。	15.按第13條規定的員工優先認購權及 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、股份轉換、分 割或為組織重整有關; (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	依據台灣、第13條規定規定規定規則,新定規之則,與人之之,則以其一人。 人名
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。 為免疑義,如合併同時將終止上 市,第33A條應適用之。	之義務有關。  31.本公司得以特別決議: (a) 變更其名稱;及 (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。 為免疑義,如合併同時將終止上 市,第33A條應適用之。	配合定義名詞之調整,略微調整本條。
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;	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;	依蒙男 2019 臺灣於 2019 在 12 12 16 26 26 26 26 26 26 26 26 26 26 26 26 26

現行條文	修正條文	說明 <b>DG</b>
Original Article	<b>Proposal for the Amendment</b>	Reason for Amendments
(d) 按上市法令進行本公司之分割;	(d) 按上市法令進行本公司之 <u>合併</u>	本條。
( <u>e</u> ) 董事從事競業禁止行為之許可;	(除符合公司法所定義之「併	
( <u>f</u> ) 依據第9條規定向員工發行限	購及/或合併」僅須特別決議	
制型股份;以及	即可)、股份轉換或分割;	
(g) 以發行新股的方式分派部分或	(e) 本公司概括承受他人全部財產	
全部的股息或紅利;為避免爭	和負債,或概括讓與其全部財	
議,關於依據第129條提撥員	產和負債;	
工酬勞及董事酬勞所發行之新	(f) 董事從事競業禁止行為之許可;	
股不需要取得重度決議。	(g) 依據第9條規定向員工發行限	
	制型股份;以及	
	(h) 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。	
34.在依據公司法之前提下,若股東	34. 在依據公司法之前提下,若股東	依據臺灣證券交
會決議通過上述第32條第(a) <u>、(b)</u>	會決議通過上述第32條第(a) <u>至(e)</u>	易所於2019年12
<u>或(c)</u> 款規定 <u>之</u> 事項,任何於該股	款規定事項 <u>之一時</u> ,於會議前或	月25日公布之修
東會前以書面通知本公司表示反	<u>會議中,已</u> 以書面或 <u>口頭表示異</u>	正後「外國發行
對該議案並嗣後在該股東會上表	議(經記錄者)並放棄表決權之	人註册地國股東
<u>示反對之股東,得於該決議日後</u>	股東,得要求本公司以當時公平	權益保護事項檢
20日內請求本公司以當時公平定	價 <u>格</u> 購買其全部之股份。	查表」,修正本
價收買其全部之股份。若本公司	於不違反公司法情形下,依前段	條。
未能與該股東於該決議日後60日	規定請求之股東(下稱「異議股	
內達成收買協議,該股東得於此	東」),應於股東會決議日起二	
60日期間經過後之30日內聲請任	十日內以書面提出,並列明請求	
何臺灣管轄法院為價格之裁定,	收買價格。本公司與異議股東間	
此裁定於其得於台灣以外被承認	就收買價格達成協議者,本公司	
並執行之限度內,於本公司及提	應自股東會決議日起九十日內支	
出請求之股東間僅就裁定之價格	付價款。如自股東會決議日起九	
有確定之拘束力。	十日內,本公司與異議股東間未	
在依據公司法之前提下,如本公	就收買價格達成協議者,本公司	
司的任何營業經決議進行分割或	應自股東會決議日起九十日內,	
參與與其他公司之合併,就此事	依其所認為之公平價格支付價款	
項放棄表決權並以書面或言詞(經	予未達成協議之異議股東;本公	
書面記錄者)在股東會前或股東會	司未於前述九十日期間內支付其	
進行中表示異議之股東,得於該	所認為之公平價格者,視為同意	
<u>決議日後20日內</u> 要求本公司以當	異議股東請求收買之價格。	
時公平 <u>定</u> 價購買其全部之股份。	於不違反公司法情形下,若異議	
若本公司 <u>未能與該股東於該</u> 決議	股東與本公司間就異議股東持有	

現行條文 Original Article	修正條文 Proposal for the Amendment	說明 Reason for Amendments
日後60日內達成收買協議,該股	股份之收買價格自股東會決議日	Amendments
東得於此60日期間經過後之30日	起60日內未達成收買協議,本公	
內聲請任何臺灣管轄法院為價格	司應於此期間經過後之30日內,	
	以全體未達成協議之異議股東為	
外被承認並執行之限度內,於本	相對人,聲請臺灣有管轄權的法	
公司及提出請求之股東間僅就裁	院 (為上述目的及在合於相關法	
定之價格有 <u>確定之</u> 拘束力。	律之情形下,應包括臺灣臺北地	
	<u>方法院),</u> 為 <u>收買</u> 價格之裁定,	
	此裁定,該法院所做出的裁定對	
	於本公司及提出請求之股東間僅	
	就有關裁定之收買價格具有拘束	
	力和終局性。	
(新增條文)	34A. 縱有前述本章程第34條之規定,	依據臺灣證券交
	本條之規定未限制或禁止股東依	易所於2019年12
	據公司法第238條之規定,於其	月25日公布之修
	<u>對合併表示異議時,請求支付其</u>	正後「外國發行
	股份公平價格之權利。	人註冊地國股東
		權益保護事項檢
		查表」,新增本
		條。
50. 如下列事項將於股東會討論,當次	50. 如下列事項將於股東會討論,當次	配合定義名詞之
股東會之召集通知中應包括該討論	股東會之召集通知中應包括該討論	調整,略微調整
事項之摘要說明,且該等事項不得	事項之摘要說明,且該等事項不得	本條。
以臨時動議提出:	以臨時動議提出:	
(省略)	(省略)	
(c) 本公司之解散、股份轉換 <u>(依</u>	(c) 本公司之解散、股份轉換、合	
<u>據上市法令定義)</u> 、合併或分 割;	併或分割; 	
(省略)	(省略)	
102. 有下列情形之一,任何人不得擔	102. 有下列情形之一,任何人不得擔	依據台灣公司法
任董事或解除其董事職位:	任董事或解除其董事職位:	之規定,修正本
(省略)	(省略)	條。
(c) 曾服公務犯貪污治罪條例之罪	(c) 曾犯貪污治罪條例之罪,經判	
,經判決確定,且(A)尚未	決確定,且(A)尚未執行、	
執行、(B)尚未執行完畢、	(B)尚未執行完畢、(C)	
(C)服刑完畢或緩刑期滿尚	服刑完畢或緩刑期滿尚未逾	
未逾二年,或(D)赦免後未	二年,或(D)赦免後未逾二	
逾二年者;	年者;	
(省略)	(省略)	

		説明
現行條文	修正條文	Reason for
Original Article	Proposal for the Amendment	Amendments
107.(省略)	107.(省略)	依據臺灣證券交
不論本條第一項內容如何,倘任	不論本條第一項內容如何,倘任	易所於2019年12
何董事對於董事會議提出或討論	何董事對於董事會議提出或討論	月25日公布之修
之事項或事務,有自身利害關係	之事項或事務,有自身利害關係	正後「外國發行
(不論直接或間接) 時,該董事	(不論直接或間接) 時,該董事	人註冊地國股東
應於當次董事會揭露並說明其利	應於當次董事會揭露並說明其利	權益保護事項檢
益、性質及範圍,以及其自身利	益、性質及範圍,以及其自身利	查表」,修正本
害關係之重要資訊或內容。	害關係之重要資訊或內容;本公	條。
董事之配偶、二親等以內之血親	司擬進行本章程第32條第(a)至	
, 或與董事具有控制從屬關係之	(e)項所定交易或依法令進行其他	
公司,就董事會討論之事項有利	併購,董事就該等交易有自身利	
害關係者,視為董事就該事項有	害關係時,應依法令於相關之董	
自身利害關係。「控制」及「從	事會及股東會說明其自身利害關	
屬」應依上市法令認定之。	係之重要內容及贊成或反對該等	
	交易之理由。	
	董事之配偶、二親等以內之血親	
	,或與董事具有控制從屬關係之	
	公司,就董事會討論之事項有利	
	害關係者,視為董事就該事項有	
	自身利害關係。「控制」及「從	
	屬」應依上市法令認定之。	
(新增條文)	124A. 於不違反公司法情況下,董事	依據臺灣證券交
	會決議本章程第32條第(a)至(e)	易所於2019年12
	項所定事項或依法令進行其他	月25日公布之修
	併購前,應由審計委員會就併	_
	購計畫與交易之公平性、合理	•
	性進行審議,並將審議結果提	·
	報董事會及股東會;但依法令	
	規定如無須股東會決議者,得	條。
	不提報股東會。審計委員會進	
	行審議時,應委請獨立專家就	
	換股比例或配發股東之現金或	
	其他財產之合理性提供意見。	
	審計委員會之審議結果及獨立	
	專家之合理性意見,應於發送	
	股東會召集通知時,一併發送	
	股東;但依法令規定併購免經	
	股東會決議者,應於最近一次	
	股東會就併購事項提出報告。	
	前述應發送股東之文件,經本	

現行條文	修正條文	說明 Paggar for
Original Article	Proposal for the Amendment	Reason for Amendments
	公司於證券主管機關所指定之	
	網站公告同一內容,且備置於	
	股東會會場供股東查閱,對於	
	股東視為已發送。	
3. The objects for which the Company	3. The objects for which the Company	This Article was
is established are unrestricted.	is established are unrestricted.	slightly amended
The Company have full power and	The Company have full power and	to reflect the
authority to carry out any object not	authority to carry out any object not	version of the
prohibited by any law as provided by	prohibited by any law as provided by	Companies Law.
Section 7(4) of the Companies Law	Section 7(4) of the Companies Law	1
of the Cayman Islands (as amended)	of the Cayman Islands (2020	
(the "Law").	Revision) (the "Law").	
1. In these Articles the following	1. In these Articles the following	These definitions
defined terms will have the meanings	defined terms will have the meanings	are amended,
ascribed to them, if not inconsistent	ascribed to them, if not inconsistent	deleted or added
with the subject or context:	with the subject or context:	to reflect the
(Omitted)	(Omitted)	relevant
"Constituent Company" means a	(Deleted)	amended or
company that is participating in a		newly-added
Merger with one (1) or more other		Articles in this
companies within the meaning of the		Articles of
<u>Law;</u>		Association
(Omitted)	(Omitted)	pursuant to the
(New Definition)	"Dissenting Member" has the	revised
	meaning given thereto in Article 34;	Shareholders'
(Omitted)	(Omitted)	Rights Protection
"Delisting" means (a) the delisting of	" <b>Delisting</b> " means (a) the delisting of	Checklist
the Shares registered or listed on any	the Shares registered or listed on any	published by the
Taiwan stock exchange or securities	Taiwan stock exchange or securities	Taiwan Stock
market as a result of a Merger in	market as a result of a Merger in	Exchange on
which the Company will dissolve,	which the Company will dissolve,	December 25,
general assumption (as defined in the	general assumption (as defined in the	2019. In
Applicable Listing Rules), share	Applicable Listing Rules), Share	addition, the
swap (as defined in the Applicable	$\underline{S}$ wap or Spin-off; and (b) the shares	definition of
<u>Listing Rules</u> ) or Spin-off; and (b)	of the surviving company in the	"Law" is
the shares of the surviving company in	Merger, the transferee company in	amended to
the Merger, the transferee company in	the general assumption or the existing	reflect the
the general assumption or the existing	company or newly-incorporated	version of the
company or newly-incorporated	company in the Share Swap or Spin-off	Companies
company in the share swap or Spin-off	will not be registered or listed on any	Law.

		說明
現行條文	修正條文	ऋ भी Reason for
Original Article	<b>Proposal for the Amendment</b>	Amendments
will not be registered or listed on any	Taiwan stock exchange or securities	
Taiwan stock exchange or securities	market;	
market;		
(Omitted)	(Omitted)	
"Law" means the Companies Law of	"Law" means the Companies Law of	
the Cayman Islands (as amended);	the Cayman Islands (2020 Revision);	
(Omitted)	(Omitted)	
"Merger" means:	"Merger" means:	
the merging of two (2) or more	(a) a "merger" or "consolidation" as	
Constituent Companies and the	defined under the Law; or	
vesting of their undertaking, property	(b) other forms of mergers and	
and liabilities in one (1) of such	acquisitions which fall within the	
companies as the Surviving Company	definition of "merger and/or	
within the meaning of the Law;	consolidation" under the	
-	Applicable Listing Rules;	
(Omitted)	(Omitted)	
(New Definition)	"Share Swap" means a 100% share	
	swap as defined in the Taiwan	
	Business Mergers and Acquisitions Act	
	whereby a company (the "Acquiring	
	Company") acquires all the issued	
	and outstanding shares of another	
	company with the consideration	
	being the shares of the Acquiring	
	Company, cash or other assets;	
(Omitted)	(Omitted)	
"Spin-off" refers to an act wherein a	"Spin-off" means a spin-off as	
transferor company transfers all of its	defined in the ROC Business Mergers	
independently operated business or	and Acquisitions Act whereby a	
any single independently operated	company transfers a part or all of its	
business to an existing or a newly	business that may be operated	
incorporated company as consideration	independently to an existing company	
for that existing transferee company	or newly incorporated company (the	
or newly incorporated transferee	"Acquirer") with the consideration	
company to issue new shares to the	being the shares of the Acquirer,	
transferor company or to shareholders	cash or other assets;	
of the transferor company;	(0 11 1)	
(Omitted)	(Omitted)	
"Surviving Company" means the	(Deleted)	
sole remaining Constituent Company		

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現行條文	修正條文	說明 Reason for
Original Article	Proposal for the Amendment	Amendments
into which one (1) or more other		
Constituent Companies are merged		
within the meaning of the Law;		
(Omitted)	(Omitted)	
14. For so long as the Shares are	14. For so long as the Shares are	This Article
registered in the Emerging Market	registered in the Emerging Market	was amended
or listed on the Taipei Exchange or	or listed on the Taipei Exchange or	pursuant to the
TSE, unless otherwise provided	TSE, unless otherwise provided	revised
herein, in the Applicable Listing	herein, in the Applicable Listing	Shareholders'
Rules or resolved by the Shareholders	Rules or resolved by the Shareholders	Rights Protection
in general meeting by Ordinary	in general meeting by Ordinary	Checklist
Resolution, if at anytime the Board	Resolution, if at anytime the Board	published by the
resolves to issue any new Shares,	resolves to issue any new Shares,	Taiwan Stock
the Company shall, after allocating	the Company shall, after allocating	Exchange on
the portion of such new Shares for	the portion of such new Shares for	December 25,
subscription by the employees of the	subscription by the employees of the	2019.
Company and/or any Subsidiaries	Company and/or any Subsidiaries	2017.
of the Company pursuant to Article	of the Company pursuant to Article	
13 (as the case may be) and for	13 (as the case may be) and for	
public offering in Taiwan pursuant	public offering in Taiwan pursuant	
to Article 16, the remaining new	to Article 16, the remaining new	
Shares to be issued shall then be first	Shares to be issued shall then be first	
offered by public announcement and	offered by public announcement and	
a written notice to each Shareholder	a written notice to each Shareholder	
for their subscriptions in proportion	for their subscriptions in proportion	
to the number of Shares held by them	to the number of Shares held by them	
respectively. The announcement and	respectively. The announcement and	
notice shall state that if any	notice shall state the procedures for	
Shareholder fails to subscribe for new	exercising such pre-emptive rights.	
Shares, his right shall be forfeited.	In no event shall the subscription	
In no event shall the subscription	right in this Article be transferred to	
right in this Article be transferred to	any third parties. Where a fractional	
any third parties. Where a fractional	percentage of the original Shares	
percentage of the original Shares	being held by a Shareholder is	
being held by a Shareholder is	insufficient to subscribe for one new	
insufficient to subscribe for one new	Share, the fractional percentages of	
Share, the fractional percentages of	the original Shares being held by	
the original Shares being held by	several Shareholders may be	
several Shareholders may be	combined for joint subscription of	
combined for joint subscription of	one (1) or more new whole Shares	

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現行條文	修正條文	説明 Paggar <b>f</b> an
Original Article	Proposal for the Amendment	Reason for Amendments
one (1) or more new whole Shares	or for subscription of new Shares in	7 mendinents
or for subscription of new Shares in	the name of a single Shareholder.	
_	_	
the name of a single Shareholder.	New Shares left unsubscribed by	
New Shares left unsubscribed by	original Shareholders may be open	
original Shareholders may be open	for public offering or for subscription	
for public offering or for subscription	by specific person or persons	
by specific person or persons	through negotiation.	
through negotiation.	If any person who has subscribed	
	the new Shares fails to pay when	
	due the subscription price in full	
	within the payment period as	
	determined by the Company, the	
	Company shall fix a period of no	
	less than one month and call for	
	payment of the subscription price or	
	the Company may declare a	
	forfeiture of such subscription. No	
	forfeiture of such subscription shall	
	be declared as against any such	
	person unless the amount due thereon	
	shall remain unpaid for such period	
	after such demand has been made.	
	Notwithstanding the provisions of	
	the preceding sentence, forfeiture of	
	the subscription may be declared	
	without the demand process if the	
	payment period for subscription	
	price set by the Company is one	
	month or longer. Upon forfeiture	
	of the subscription, the Shares that	
	remain unsubscribed shall be offered	
	for subscription in such manner as	
	is consistent with the Applicable	
	<u>Listing Rules.</u>	
15. The Shareholders' pre-emptive	15. The employees' pre-emptive right	The "employees'
right prescribed under Article 14	under Article 13 and the	pre-emptive
shall not apply in the event that new	Shareholders' pre-emptive right	right under
Shares are issued due to the	prescribed under Article 14 shall	Article 13" was
following reasons or for the	not apply in the event that new	added to reflect
following purpose:	Shares are issued due to the	the provision of

		説明
現行條文	修正條文	Reason for
Original Article	Proposal for the Amendment	Amendments
(a) in connection with a Merger with	following reasons or for the	the Taiwan
another company, or the Spin-off	following purpose:	Company Act.
of the Company, or pursuant to	(a) in connection with a Merger with	In addition, this
any reorganization of the	another company, Share Swap,	Article was
Company;	Spin-off, or pursuant to any	slightly amended
(b) in connection with meeting the	reorganization of the Company;	to reflect the
Company's obligation under	(b) in connection with meeting the	amendments to
Share subscription warrants	Company's obligation under	the defined
and/or options;	Share subscription warrants	terms.
(c) in connection with meeting the	and/or options;	
Company's obligation under	(c) in connection with meeting the	
corporate bonds which are	Company's obligation under	
convertible bonds or vested with	corporate bonds which are	
rights to acquire Shares; or	convertible bonds or vested with	
(d) in connection with meeting the	rights to acquire Shares; or	
Company's obligation under	(d) in connection with meeting the	
preferred Shares vested with	Company's obligation under	
rights to acquire Shares.	preferred Shares vested with	
	rights to acquire Shares.	
31. The Company may by Special	31. The Company may by Special	This Article
Resolution:	Resolution:	was slightly
(a) change its name;	(a) change its name; and	amended to
(b) subject to the Law, reduce its	(b) subject to the Law, reduce its	reflect the
share capital and any capital	share capital and any capital	amendments to
redemption reserve in any	redemption reserve in any	the defined
manner authorised by law; and	manner authorised by law.	terms.
(c) effect a Merger of the Company	For the avoidance of doubt, in case	
in accordance with the	a Merger is a Delisting, Article 33A	
Applicable Listing Rules and	shall apply.	
the Law.		
For the avoidance of doubt, in case		
a Merger is a Delisting, Article 33A		
shall apply.		
32. The Company may also by	32. The Company may also by	This Article
Supermajority Resolution:	Supermajority Resolution:	was amended
(a) enter into, amend, or terminate	(a) enter into, amend, or terminate	pursuant to the
any contract for lease of its	any contract for lease of its	revised
business in whole, or for	business in whole, or for	Shareholders'
entrusting business, or for regular	entrusting business, or for regular	Rights
joint operation with others;	joint operation with others;	Protection

ローガン	15 7 15 2	說明
現行條文 Original Article	修正條文 Proposal for the Amendment	Reason for Amendments
(b) transfer the whole or any material	(b) transfer the whole or any material	Checklist
part of its business or assets;	part of its business or assets;	published by the
(c) take over the transfer of	(c) take over the transfer of	Taiwan Stock
another's whole business or	another's whole business or	Exchange on
assets, which will have a material	assets, which will have a material	December 25,
effect on the business operation	effect on the business operation	2019.
of the Company;	of the Company;	
(d) effect any Spin-off of the	(d) effect any Merger (except for	
Company in accordance with	any Merger which falls within	
the Applicable Listing Rules;	the definition of "merger" and/or	
(e) grant waiver to the Director's	"consolidation" under the Law,	
engaging in any business within	which requires the approval of	
the scope of the Company's	the Company by Special	
business;	Resolution only), Share Swap,	
$(\underline{f})$ issue restricted Shares to	or Spin-off of the Company in	
employees pursuant to Article 9;	accordance with the Applicable	
and	Listing Rules;	
(g) distribute part or all of its	(e) acquire or transfer assets and	
dividends or bonus by way of	<u>liabilities by way of general</u>	
issuance of new Shares, for the	assumption or transfer;	
avoidance of doubts, the	$(\underline{f})$ grant waiver to the Director's	
allotment of bonus shares in	engaging in any business within	
connection with the Employees'	the scope of the Company's	
Remunerations and Directors'	business;	
Remunerations pursuant to	(g) issue restricted Shares to	
Article 129shall not require the	employees pursuant to Article 9;	
approval of a Supermajority	and	
Resolution	(h) 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 129shall not require the	
	approval of a Supermajority	
	Resolution	

現行何	条文
Original	Article

### 修正條文 Proposal for the Amendment

### 説明 Reason for Amendments

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

34. Subject to compliance with the Law, in the event any of the resolutions with respect to the paragraphs from (a) to (e) of Article 32 is passed at a general meeting, any Member who has abstained from voting in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting, may request the Company to purchase all of his Shares at the then prevailing fair price. Without prejudice to the Law, any Member exercising his rights prescribed in the preceding paragraph (the "Dissenting Member") shall, within twenty (20) days from the date of the resolution passed at the general meeting, give his written notice of objection with the repurchase price proposed by him. If the Company and the Dissenting Member agree on a price at which the Company will purchase the Dissenting Member's Shares, the Company shall make the payment within ninety (90) days from the date of the resolution passed at the general meeting. If, within ninety (90) days from the date of the resolution passed at the general meeting, the Company and the Dissenting Member fail to agree on a price at which the Company will purchase the Dissenting Member's Shares, the Company shall pay the fair price it deems fit to the Dissenting Member within ninety (90) days from the date of the resolution passed at the general

This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange on December 25, 2019.

		説明
現行條文	修正條文	<b>Reason for</b>
Original Article	Proposal for the Amendment	Amendments
to purchase all of his Shares at the	meeting. If the Company fails to	
then prevailing fair value price	pay the fair price it deems fit to the	
within twenty (20) days after the	Dissenting Member within the	
date of the resolution. In the event	ninety (90)-day period, the	
the Company fails to reach such	Company shall be deemed to agree	
agreement with the Shareholder	on the repurchase price proposed by	
within sixty (60) days after the date	such Dissenting Member.	
of the resolution, the Shareholder	Without prejudice to the Law, if,	
may, within thirty (30) days after	within sixty (60) days from the date	
such sixty (60)-day period, file a	of the resolution passed at the	
petition to any competent court of	general meeting, the Company and	
Taiwan for a ruling on the appraisal	the Dissenting Member fail to agree	
price, and, to the extent that the	on a price at which the Company	
ruling is capable of enforcement	will purchase such Dissenting	
and recognition outside Taiwan,	Member's Shares, within thirty (30)	
such ruling by such Taiwan court	days after such sixty (60)-day	
shall be binding and conclusive as	period, the Company shall file a	
between the Company and	petition with the court of Taiwan	
requested Shareholder solely with	which, for these purposes and to the	
respect to the appraisal price.	extent permitted by applicable laws,	
	shall include the Taipei District	
	Court, against all the dissenting	
	Members with whom no agreement	
	on the price of Shares has been	
	reached for a ruling on the	
	repurchase 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 Member solely with	
	respect to the <u>repurchase</u> price.	
(New Article)	34A. Notwithstanding the above	This Article
	provisions under Articles 34,	was added
	nothing under this Article shall	pursuant to the
	restrict or prohibit a Member from	revised
	exercising his right under section	Shareholders'
	238 of the Law to payment of the	Rights
	fair value of his Shares upon	Protection

現行條文	修正條文	說明
Original Article	Proposal for the Amendment	Reason for Amendments
	dissenting from a merger or	Checklist
	consolidation.	published by
		the Taiwan
		Stock
		Exchange on
		December 25,
		2019.
50. In the event any of the following	50. In the event any of the following	This Article
matters is to be considered at a	matters is to be considered at a	was slightly
general meeting, the notice of the	general meeting, the notice of the	amended to
general meeting shall contain a	general meeting shall contain a	reflect the
explanatory summary of the matter	explanatory summary of the matter	amendments to
to be discussed, and such matters shall	to be discussed, and such matters shall	the defined
not be proposed as ad hoc motions:	not be proposed as ad hoc motions:	terms.
(Omitted)	(Omitted)	
(c) dissolution, share swap (as defined	(c) dissolution, Share Swap, Merger	
in the Applicable Listing Rules),	or Spin-off of the Company;	
Merger or Spin-off of the		
Company;		
(Omitted)	(Omitted)	
-	102. A person shall not act as a Director	This Article
and shall be discharged or vacated	and shall be discharged or vacated	was amended
from the office of Director, if he or	from the office of Director, if he or	to reflect the
she:	she:	provision of
(Omitted)	(Omitted)	the Taiwan
(c) has been adjudicated guilty by	(c) has been adjudicated guilty by	Company Act.
a final judgment for committing	a final judgment for committing	
offenses under the Taiwan	offenses under the Taiwan	
Anti-Corruption Act during the	Anti-Corruption Act, and (A)	
time of his public service, and	has not started serving the	
(A) has not started serving the	sentence, (B) has not completed	
sentence, (B) has not completed	serving the sentence, (C) the	
serving the sentence, (C) the	time elapsed after completion	
time elapsed after completion	of serving the sentence or	
of serving the sentence or	expiration of the probation is	
expiration of the probation is	less than two (2) years, or (D)	
less than two (2) years, or (D)	was pardoned for less than two	
was pardoned for less than two	(2) years;	
(2) years; (Omitted)	(Omitted)	
(Officed)	(Onnica)	

現行條文	修正條文	說明
Original Article	Proposal for the Amendment	Reason for Amendments
107. (Omitted)	107. (Omitted)	This Article
Notwithstanding the first paragraph	Notwithstanding the first paragraph	was amended
of this Article, if any Director has	of this Article, if any Director has	pursuant to the
a personal interest (whether directly	a personal interest (whether directly	revised
or indirectly) in any matter or	or indirectly) in any matter or	Shareholders'
business tabled or considered at	business tabled or considered at	Rights
the Board meeting, such Director	the Board meeting, such Director	Protection
shall disclose and explain his	shall disclose and explain his	Checklist
interest, the nature and extent	interest, the nature and extent	published by
thereof, all material information or	thereof, all material information or	the Taiwan
contents on such personal interest	contents on such personal interest	Stock
at the same Board meeting.	at the same Board meeting. <u>If the</u>	Exchange on
Where the spouse of a Director,	Company proposes to enter into	December 25,
the person related to a Director by	any transaction specified in the	2019.
blood and within the second degree,	paragraphs from (a) to (e) of	
or any company which has a	Article 32, or effect other forms of	
controlling or controlled relation	mergers and acquisitions in	
with a Director has interests in the	accordance with applicable laws, a	
matters under discussion in the	<u>Director who has a personal interest</u>	
meeting of the Directors, such	in such transaction shall declare	
Director shall be deemed to have a	the essential contents of such	
personal interest in the matter.	personal interest and the reason why	
The terms "controlling" and	he believes that the transaction is	
"controlled" shall be interpreted in	advisable or not advisable at the	
accordance with the Applicable	relevant meeting of the Board and	
Listing Rules.	the general meeting as required by	
	the applicable laws.	
	Where the spouse of a Director, the	
	person related to a Director by blood	
	and within the second degree, or any	
	company which has a controlling or controlled relation with a Director	
	has interests in the matters under	
	discussion in the meeting of the	
	Directors, such Director shall be	
	deemed to have a personal interest	
	in the matter. The terms	
	"controlling" and "controlled" shall	
	be interpreted in accordance with	
	the Applicable Listing Rules.	
	and 1 ipproducts Disting Itales.	

(New Article)  124A. Subject to the Law, before the meeting of the Board resolves any matter specified in paragraphs from (a) to (c) of Article 32 or other forms of mergers and acquisitions in accordance with the applicable laws, the Audit Committee shall review the fairness and reasonableness of the relevant merger and acquisition plan and transaction, and report its review results to the meeting of the Board and the general meeting; provided, however, that such review results need not be submitted to the general meeting if the approval of the Members is not required under the applicable laws. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting; provided. however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting; if the approval of the Members is not required under the applicable laws. Such review results and fairness	田にはナ	<i>按</i> T 15 ユ	說明
(New Article)  124A. Subject to the Law, before the meeting of the Board resolves any matter specified in paragraphs from (a) to (e) of Article 32 or other forms of mergers and acquisitions in accordance with the applicable laws, the Audit Committee shall review the fairness and reasonableness of the relevant merger and acquisition plan and transaction, and report its review results to the meeting of the Board and the general meeting; provided, however, that such review results need not be submitted to the general meeting if the approval of the Members is not required under the applicable laws. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness	現行條文 Original Article	修正條文 Proposal for the Amendment	
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acquisitions in accordance with the applicable laws, the Audit Committee shall review the fairness and reasonableness of the relevant merger and acquisition plan and transaction, and report its review results to the meeting of the Board and the general meeting; provided, however, that such review results need not be submitted to the general meeting if the approval of the Members is not required under the applicable laws. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the appricable laws. Such review results and fairness		from (a) to (e) of Article 32 or	revised
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Committee shall review the fairness and reasonableness of the relevant merger and acquisition plan and transaction, and report its review results to the meeting of the Board and the general meeting; provided, however, that such review results need not be submitted to the general meeting if the approval of the Members is not required under the applicable laws. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		acquisitions in accordance with	Rights
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relevant merger and acquisition plan and transaction, and report its review results to the meeting of the Board and the general meeting; provided, however, that such review results need not be submitted to the general meeting if the approval of the Members is not required under the applicable laws. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		Committee shall review the	Checklist
plan and transaction, and report its review results to the meeting of the Board and the general meeting; provided, however, that such review results need not be submitted to the general meeting if the approval of the Members is not required under the applicable laws. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		fairness and reasonableness of the	published by
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if the approval of the Members is not required under the applicable laws. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		such review results need not be	
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or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		opinion on the fairness of the share	
Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		exchange ratio, cash consideration	
of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		or other assets to be offered to the	
fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		Members. The review results	
independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		of the Audit Committee and the	
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along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		independent expert shall be	
general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		distributed to the Members,	
however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		along with the notice of the	
only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		general meeting; provided,	
such merger and acquisition at the next following general meeting if the approval of the Members is not required under the applicable laws. Such review results and fairness		however, that the Company can	
the next following general  meeting if the approval of the  Members is not required under  the applicable laws. Such  review results and fairness		only report matters relating to	
meeting if the approval of the  Members is not required under  the applicable laws. Such  review results and fairness		such merger and acquisition at	
Members is not required under the applicable laws. Such review results and fairness		the next following general	
the applicable laws. Such review results and fairness		meeting if the approval of the	
review results and fairness		Members is not required under	
		the applicable laws. Such	
		review results and fairness	
opinion shall be deemed to have		opinion shall be deemed to have	

現行條文 Original Article	修正條文 Proposal for the Amendment	說明 Reason for Amendments
	been distributed to the Members if the same have been uploaded onto the website designated by the Taiwan securities authority and made available to the Members for their inspection and review at the venue of the general meeting.	

### 附件六

## Silergy Corp.

## 矽力杰股份有限公司

### 2020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)以本公司、本公司之國內、外子公司之員工為限,所稱子公司金融監督管理委員會金管證發字第1070121068號令之規定。
- (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 (二)既得條件,由董事長核訂後提報董事會同意。惟具經理人身分之員工 或具員工身分之董事者,應先經薪資報酬委員會同意。
- (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,不得超過已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:發行價格為0元,發行總額300,000股。
  - (二) 既得條件分為A、B類兩種:
    - 1. A類,發行數量150,000股,自給與日起任職屆滿一年,員工自獲配限制員工權利新股後於各既得日當日仍在職且公司達成公司營運目標者,既得100%限制員工權利新股。
    - 2. B類,發行數量150,000股,自給與日起任職屆滿三年,員工自獲配限制員工權利新股後於各既得日當日仍在職且公司達成公司營運目標者,既得100%限制員工權利新股。
    - 3. A、B類公司營運目標指既得日前一年度公司毛利率(Gross Margin)及營業利益率(Operating Margin)分別不低於同業公司聯發科技股份有限公司、聯詠科技股份有限公司及瑞昱半導體股份有限公司同年度之平均水準。
  - (三)本次發行並給與員工之股份為普通股,其權利義務除依第(七)項規定外, 與其他流通在外普通股相同。
  - (四) 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(八)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日前一日止,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。
- (五)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。
- (六) 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。
- (七) 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。
  - 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。
- (八) 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。員工若有違反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)本辦法經董事會三分之二以上董事出席及出席董事超過二分之一同意,並報經主管機關核准後生效,限制員工權利新股發行前如有修改時亦同,若於送件審核過程,因主管機關審核之要求而須做修正時,授權董事長修訂本辦法,嗣後再提報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之。
- (三)本辦法如有未盡事宜,悉依相關法令規定辦理。