



股票代號：1591

INMAX HOLDING CO., LTD

英屬開曼群島商駿吉控股股份有限公司

一一四年股東常會

議事手冊

日期：中華民國一一四年六月廿三日(星期一)

地點：台北市中山區松江路 101 號 4 樓(升級會議中心松江 101 館)

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壹、開會程序

一、宣布開會

二、主席致詞

三、報告事項

四、承認事項

五、討論事項

六、選舉事項

七、其他議案

八、臨時動議

九、散會

貳、開會議程

英屬開曼群島商駿吉控股股份有限公司 一一四年股東常會議程

時間：中華民國一一四年六月廿三日(星期一)上午九時整

地點：台北市中山區松江路101號4樓(升級會議中心松江101館)

召開方式：實體股東會

一、宣布開會

二、主席致詞

三、報告事項

1. 113 年度營業報告書
2. 113 年度審計委員會審查報告書
3. 私募普通股執行情形報告

四、承認事項

1. 113 年度營業報告書暨財務報表案
2. 113 年度盈餘分派案

五、討論事項

本公司擬辦理私募有價證券案

六、選舉事項

補選董事及獨立董事案

七、其他議案

解除新任董事競業行為之限制案

八、臨時動議

九、散會

報告事項

第一案

案由：113 年度營業報告書，敬請 鑒察。

說明：本公司 113 年度營業報告書，請參閱本手冊附件一，第 9 頁。

第二案

案由：113 年度審計委員會審查報告書，敬請 鑒察。

說明：113 年度審計委員會審查報告書，請參閱本手冊附件二，第 10 頁。

第三案

案由：私募普通股執行情形報告，敬請 鑒察。

說明：

- (一) 依本公司 113 年 5 月 15 日股東會決議，以不逾 4,000,000 股之額度為限，於股東會決議通過日起一年內授權董事會分三次辦理。
- (二) 113 年度私募普通股執行情形報告，請參閱本手冊附件三，第 11~16 頁。

承認事項

第一案

董事會提

案由：113 年度營業報告書暨財務報表案，敬請 承認。

說明：

- (一) 本公司及子公司 113 年度之合併財務報表，業經安永聯合會計師事務所會計師查核完竣，並出具查核報告書在案。
- (二) 本公司 113 年度營業報告書及上述財務報表，請參閱本手冊附件一及附件四，第 9 頁及第 17~25 頁。

決議：

第二案

董事會提

案由：113 年度盈餘分派案，敬請 承認。

說明：

本公司 113 年度稅後淨損為新台幣 44,298,364 元，可供分配盈餘為新台幣 48,122,620 元，為充實營運資金並求永續經營，本年度擬不予分配股利，盈餘分派表如下：

英屬開曼群島商駿吉控股股份有限公司

Inmax Holding Co., Ltd.

113 年度盈餘分派表

單位：新台幣元

項目	金額	備註
期初未分配盈餘	54,659,055	
減：本期稅後淨損	(44,298,364)	
小計	10,360,691	
加：特別盈餘公積迴轉	37,761,929	註 2
年度盈餘可供分配數	48,122,620	
註：		
① 本公司為英屬開曼群島法律組織設立並存續之公司，不適用公司法第 237 條規定：「公司於完納一切稅捐後，分派盈餘時，應先提出百分之十為法定盈餘公積。」		
② 依 110.03.31 金管證發字第 1090150022 號令，提列及迴轉「國外營運機構財務報表換算之兌換差額」。		
③ 董事會決議日流通在外股數為 38,480,047 股。		

董事長：意欣國際有限公司

經理人：胡德立

會計主管：張志銘

代表人：陳和川

決議：

討論事項

第一案

董事會提

案由：本公司擬辦理私募有價證券案，提請決議。

說明：

(一) 本公司為充實營運資金或支應其他因應本公司未來多角化業務發展之資金需求(包括但不限於轉投資、充實新業務營運資金)，擬以私募方式辦理現金增資發行普通股，發行總股數以不超過 10,000,000 股之額度為限，每股面額新台幣 10 元整，並擬提請股東會授權董事會視市場狀況及公司實際資金需求情形，依證券交易法第 43 條之 6 規定，自股東會決議通過日起一年內分五次辦理之。

(二) 依據證券交易法第 43 條之 6 及「公開發行公司辦理私募有價證券應注意事項」第二條第二款規定應說明事項如下：

1. 價格訂定之依據及合理性

(1) 本次私募普通股價格之訂定，以不低於參考價格之八成為訂定私募價格之依據，且不得低於股票面額，參考價格以下列二基準計算價格較高者：

A. 定價日前一、三、五個營業日擇一計算之普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之每股股價。

B. 定價日前 30 個營業日之普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之每股股價。

(2) 實際定價日及實際私募價格，在不低於股東會決議成數之範圍內，擬請股東會授權董事會，視日後洽特定人情形及市場狀況決定之。

(3) 私募有價證券價之訂定，係依據「公開發行公司辦理私募有價證券應注意事項」相關規定辦理，且證券交易法對私募有價證券有三年轉讓限制，其價格訂定原則應屬合理。

2. 特定人之選擇方式

(1) 應募人之選擇方式及目的

本次私募之應募對象以符合證券交易法第 43 條之 6 及主管機關所訂相關函令規定之特定人為限。擬提請股東常會授權董事會洽定之。目前尚未洽定特定人，將優先以對公司未來營運能產生直接或間接助益者為首要考量，並以符合主管機關規定之各項特定人中選定之。

(2) 應募人如為內部人或關係人，可能之應募人名單如下：

應募人名稱	與本公司之關係
意欣國際有限公司	本公司法人董事長
陳和川	本公司法人董事長之代表人
睿智金融科技(股)公司	本公司法人副董事長
李長賡	本公司法人副董事長之代表人
東方之珠國際(股)公司	本公司法人副董事長
胡德立	本公司法人副董事長之代表人
所羅門科技企管顧問有限公司	本公司法人董事
楊雋佑	本公司法人董事之代表人

和海投資有限公司	本公司法人董事
廖健智	本公司法人董事之代表人
台超微國際(股)公司	本公司法人董事
梁見國	本公司法人董事之代表人
陳雙全	本公司董事
胡德立	本公司總經理
陳志德	子公司總經理

應募人如屬法人，法人股東名稱及該法人之股東持股比例占前十名之股東名稱及其持股比例及與公司之關係之名單如下：

應募人(法人)	應募人為法人股東，該法人之股東及其持股比例	與本公司之關係
睿智金融科技(股)公司	李長賡 (93.33%)	本公司法人副董事長之代表人
	盤子弘 (1.67%)	無
	張海倫 (2.5%)	無
	溫國樑 (2.5%)	無
和海投資有限公司	意欣國際有限公司 (100%)	本公司法人董事長
意欣國際有限公司	陳贊元 (63%)	無
	陳鵬仁 (25%)	無
	顏慈吟 (10%)	無
	陳和川 (2%)	本公司法人董事長之代表人
東方之珠國際(股)公司	李長賡 (90%)	本公司法人副董事長之代表人
	盤子弘 (10%)	無
所羅門科技企管顧問有限公司	蕭于庭 (100%)	無
台超微國際(股)公司	李長賡 (3.74%)	本公司法人副董事長之代表人
	盤子弘 (0.11%)	無
	弘國管理顧問股份有限公司 (87.91%)	無
	陳和川 (8.24%)	本公司法人董事長之代表人
弘國管理顧問股份有限公司	梁見國 (99.999%)	本公司法人董事之代表人
	梁育魁 (0.001%)	無

3.辦理私募之必要理由

(1)不採用公開募集的理由

本公司考量目前公司營運狀況及資本市場接受度，為掌握募集資金之時效性及可行性，以便於最短期限內取得長期之資金，故擬透過私募方式募集資金，且私募之限制轉讓規定有助於公司經營權之穩定，另透過授權董事會視公司實際營運需求辦理私募，亦將有效提高本公司籌資之機動性與靈活性。

(2) 私募之額度、辦理私募之資金用途及預計達成效益

本次辦理私募普通股之發行總股數以不逾 10,000,000 股之額度為限，於股東會決議通過日起一年內授權董事會分五次辦理，各分次辦理私募之資金用途及預計達成效益如下表說明，並授權董事會於適當時機辦理。當次未發行之股數得併同下次發行，或各次預計發行股數得合併發行，合計總發行股數不逾 10,000,000 股。

預計辦理次數	預計募集股數	預計資金用途	預計達成效益
第一次	2,000,000	充實營運資金、或支應其他因應本公司未來多角化業務發展之資金需求(包括但不限於轉投資、充實新業務營運資金)	取得長期穩定資金，提高資金運用調度彈性及降低營運風險，有助於公司健全營運發展及提升股東權益
第二次	2,000,000		
第三次	2,000,000		
第四次	2,000,000		
第五次	2,000,000		

- (三) 本次私募普通股之權利義務與本公司已發行之普通股相同，惟其轉讓應受證券交易法第 43 條之 8 規定限制，另本次私募普通股及其嗣後所配發之普通股，自交付日起滿三年後，授權董事會視當時狀況決定向主管機關補辦公開發行程序，暨申請上櫃交易。
- (四) 本次私募有價證券計畫之主要內容，除私募價格訂價成數外，包括實際發行價格、股數、發行條件、發行時間、計畫項目、募集金額、應募人之選擇、預計進度及預計可能產生之效益等，暨其他一切有關發行計畫之事項，未來如因主管機關指示修正或基於營運評估或因客觀環境需要變更時，擬請股東會授權董事會審酌情勢並依相關規定辦理。
- (五) 授權董事長或其指定之人代表本公司簽屬、商議一切有關發行本次私募普通股之契約或文件、辦理一切有關發行本次私募普通股所需事宜。上述未盡事宜，授權董事長依法全權處理之。
- (六) 本公司董事會決議辦理本次私募前一年內之董事變動席次已達三分之一，經營權已發生重大變動；另本次擬就普通股以不超過 10,000,000 股額度內辦理私募，私募額度逾本公司實收資本額之 26%，已洽請證券承銷商對私募造成經營權移轉之合理性及必要性出具詳細且具體之評估意見如附件五，第 26~35 頁。

決 議：

選舉事項

董事會提

案 由：補選董事及獨立董事案，提請 選舉。

說 明：

- (一) 因信捷資本股份有限公司法人董事及楊禮全獨立董事於 113 年 5 月 17 日辭任，擬補選董事一席及獨立董事一席，採候選人提名制。
- (二) 新任董事任期自 114 年 6 月 23 日起至 115 年 12 月 7 日止。
- (三) 本次選舉依本公司「董事選任程序」辦理。
- (四) 候選人名單相關資料，請參閱本手冊附件六，第 36 頁。
- (五) 提請 選舉。

選舉結果：

其他議案

董事會提

案 由：解除新任董事競業行為之限制案，提請 討論。

說 明：

- (一) 依公司法第 209 條規定，董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容，並取得其許可。
- (二) 為協助本公司順利拓展業務，在無損及本公司利益之前提下，擬提請 114 年股東常會解除新任董事競業行為之限制內容，請參閱本手冊附件七，第 37 頁，惟解除對象以實際當選情形為準。

決 議：

臨時動議

散會



英屬開曼群島商駿吉控股有限公司

113 年度營業報告書

本公司主要產品為氣動式工業用槍釘，業務遍及美洲及亞洲市場，核心客戶為美國槍釘界知名經銷商及代理商。113 年美國客戶消化庫存後景氣緩步回升，國際通膨局勢趨緩，113 年第三季在馬元兌美元匯率勁升及 113 年度馬元兌新台幣匯率升值下，113 年槍釘銷售數量較 112 年明顯回升，惟產量仍未達經濟規模，致毛利不如預期，另在全球通膨影響下人事費用等營業費用亦隨之增加，致 113 年度營業損失(44,889)仟元較 112 年度減少 18,272 仟元，而 113 年度本期淨損(44,299)仟元亦較 112 年度減少 5,108 仟元。

以下茲就 113 年度營運成果簡要報告如下：

一、113 年度營運成果

駿吉控股 113 年度的合併營收為新台幣 214,675 仟元，較 112 年度的合併營收為新台幣 71,741 仟元增加 199.24 %，113 年度營業毛利 16,412 仟元較 112 年度營業毛損(23,580)仟元增加 39,992 仟元，因 113 年度營業費用較 112 年同期增加 21,720 仟元，致產生營業損失(44,889)仟元及本期淨損(44,299)仟元。本公司 113 年度與 112 年度營運成果比較請參閱下表：

113 年度與 112 年度營運成果比較表

單位：新台幣仟元

項目	113 年度	112 年度	增減金額	增減率
營業收入	214,675	71,741	142,934	199.24%
營業毛利(損)	16,412	(23,580)	39,992	-
營業損失	(44,889)	(63,161)	18,272	(28.93)%
稅前淨損	(45,611)	(60,450)	14,839	(24.55)%
本期淨損	(44,299)	(49,407)	5,108	(10.34)%
基本每股虧損(元)	(1.25)	(1.43)	0.18	
稀釋每股虧損(元)	(1.25)	(1.43)	0.18	

董事長：意欣國際有限公司

經理人：胡德立

會計主管：張志銘

代表人：陳和川

審計委員會審查報告書

董事會造具本公司民國113年年度營業報告書、財務報表及盈餘分派議案等，其中財務報表業經委託安永聯合會計師事務所查核完竣，並出具查核報告書。上述營業報告書、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

本公司民國一一四年股東常會

英屬開曼群島商駿吉控股股份有限公司

審計委員會召集人：高進財



中 華 民 國 一 一 四 年 三 月 十 二 日

英屬開曼群島商駿吉控股股份有限公司

113 年度私募有價證券辦理情形

項 目	113 年第 1 次私募 發行日期(交付日期)：113 年 06 月 24 日		
私募有價證券種類	普通股		
股東會通過日期與數額	依本公司 113 年 05 月 15 日股東會決議，以不逾 4,000,000 股之額度為限，於股東會決議通過日起一年內授權董事會分三次辦理。		
價格訂定之依據及合理性	以不低於參考價格之八成為訂定私募價格之依據，且不得低於股票面額，參考價格以下列二基準計算價格較高者： A. 定價日前一、三、五個營業日擇一計算之普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之每股股價。 B. 定價日前 30 個營業日之普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之每股股價。 C. 本董事會以 113 年 5 月 15 日為定價日，依據前述說明計算結果，最終參考價為新台幣 73.3 元，故私募價格為新台幣 58.77 元(為參考價格 80.18%訂定之)。		
特定人選擇之方式	符合證券交易法第 43 條之 6 規定之特定人。		
辦理私募之必要理由	考量目前公司營運狀況及資本市場接受度，為掌握募集資金之時效性及可行性，以便於最短期限內取得長期之資金，故擬透過私募方式募集資金，且私募之限制轉讓規定有助於公司經營權之穩定，另透過授權董事會視公司實際營運需求辦理私募，亦將有效提高本公司籌資之機動性與靈活性。		
股數	1,250,000 股		
價款繳納完成日期	113 年 05 月 29 日		
應募人資料	私募對象	認購金額(元)	與公司之關係
	陳雙全	32,911,200	本公司董事
	許玉鳳	2,350,800	無
	劉國賢	8,815,500	無
	林玉仁	2,938,500	無
	張永郎	2,056,950	無
	楊雋佑	2,938,500	無

	邱輝南	5,877,000	無
	詹瓚璵	4,995,450	無
	蘇長春	10,578,600	無
實際認購價格	每股 58.77 元		
實際認購價格與參考價格之差異	實際認購價格為參考價格 73.3 元之 80.18%		
辦理私募對股東權益影響	本次私募案普通股發行價格之訂定，係依循「公開發行公司辦理私募有價證券應注意事項」之規定，以不低於參考價格之八成為訂價原則，且不得低於股票面額，故對股東權益應不致產生重大不利之影響。另本次私募案之資金係計畫用於充實營運資金或支應其他因應公司未來多角化業務發展之資金需求，除可延續及穩固既有產品之業務量能外，預期透過新業務之拓展，可望提升整體營運成效及競爭力，進而提升獲利及股東權益，故本次私募案對該公司之股東權益有正面之助益。		
私募資金運用情形及計畫執行進度	本次私募資金新台幣 73,462,500 元為充實營運資金或支應其他因應本公司未來多角化業務發展之資金需求。截至 114 年第 1 季已實際支用 52,300,000 元。實際支用比率為 71.19%，未支用資金 21,162,500 元存於銀行帳戶。		
私募效益顯現情形	取得長期穩定資金，提高資金運用調度彈性及降低營運風險，有助於公司健全營運發展及提升股東權益。		

項 目	113 年第 2 次私募 發行日期(交付日期)：114 年 03 月 18 日		
私募有價證券種類	普通股		
股東會通過日期與數額	依本公司 113 年 05 月 15 日股東會決議，以不逾 4,000,000 股之額度為限，於股東會決議通過日起一年內授權董事會分三次辦理。		
價格訂定之依據及合理性	以不低於參考價格之八成為訂定私募價格之依據，且不得低於股票面額，參考價格以下列二基準計算價格較高者： A. 定價日前一、三、五個營業日擇一計算之普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之每股股價。 B. 定價日前 30 個營業日之普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之每股股價。 C. 本董事會以 114 年 2 月 4 日為定價日，依據前述說明計算結果，最終參考價為新台幣 53.71 元，故私募價格為新台幣 43 元(為參考價格 80.06%訂定之)。		
特定人選擇之方式	符合證券交易法第 43 條之 6 規定之特定人。		
辦理私募之必要理由	考量目前公司營運狀況及資本市場接受度，為掌握募集資金之時效性及可行性，以便於最短期限內取得長期之資金，故擬透過私募方式募集資金，且私募之限制轉讓規定有助於公司經營權之穩定，另透過授權董事會視公司實際營運需求辦理私募，亦將有效提高本公司籌資之機動性與靈活性。		
股數	1,000,000 股		
價款繳納完成日期	114 年 02 月 18 日		
應募人資料	私募對象	認購金額(元)	與公司之關係
	曾國達	3,010,000	無
	曾泓翔	12,040,000	無
	黃茂章	15,050,000	無
	林潔珍	3,225,000	無
	楊秀惠	3,225,000	無
	陳和川	6,450,000	本公司法人董事長之代表人
實際認購價格	每股 43 元		

實際認購價格與參考價格之差異	實際認購價格為參考價格 53.71 元之 80.06%
辦理私募對股東權益影響	本次私募案普通股發行價格之訂定，係依循「公開發行公司辦理私募有價證券應注意事項」之規定，以不低於參考價格之八成為訂價原則，且不得低於股票面額，故對股東權益應不致產生重大不利之影響。另本次私募案之資金係計畫用於充實營運資金或支應其他因應公司未來多角化業務發展之資金需求，除可延續及穩固既有產品之業務量能外，預期透過新業務之拓展，可望提升整體營運成效及競爭力，進而提升獲利及股東權益，故本次私募案對該公司之股東權益有正面之助益。
私募資金運用情形及計畫執行進度	本次私募資金新台幣 43,000,000 元為充實營運資金或支應其他因應本公司未來多角化業務發展之資金需求。截至 114 年第 1 季尚未實際支用，未支用資金 43,000,000 元存於銀行帳戶。
私募效益顯現情形	取得長期穩定資金，提高資金運用調度彈性及降低營運風險，有助於公司健全營運發展及提升股東權益。

項 目	113 年第 3 次私募 發行日期(交付日期)：114 年 03 月 18 日		
私募有價證券種類	普通股		
股東會通過日期與數額	依本公司 113 年 05 月 15 日股東會決議，以不逾 4,000,000 股之額度為限，於股東會決議通過日起一年內授權董事會分三次辦理。		
價格訂定之依據及合理性	以不低於參考價格之八成為訂定私募價格之依據，且不得低於股票面額，參考價格以下列二基準計算價格較高者： A. 定價日前一、三、五個營業日擇一計算之普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之每股股價。 B. 定價日前 30 個營業日之普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之每股股價。 C. 本董事會以 114 年 2 月 4 日為定價日，依據前述說明計算結果，最終參考價為新台幣 53.71 元，故私募價格為新台幣 43 元(為參考價格 80.06%訂定之)。		
特定人選擇之方式	符合證券交易法第 43 條之 6 規定之特定人。		
辦理私募之必要理由	考量目前公司營運狀況及資本市場接受度，為掌握募集資金之時效性及可行性，以便於最短期限內取得長期之資金，故擬透過私募方式募集資金，且私募之限制轉讓規定有助於公司經營權之穩定，另透過授權董事會視公司實際營運需求辦理私募，亦將有效提高本公司籌資之機動性與靈活性。		
股數	1,000,000 股		
價款繳納完成日期	114 年 02 月 18 日		
應募人資料	私募對象	認購金額(元)	與公司之關係
	陳和川	43,000,000	本公司法人董事長之代表人
實際認購價格	每股 43 元		
實際認購價格與參考價格之差異	實際認購價格為參考價格 53.71 元之 80.06%		
辦理私募對股東權益影響	本次私募案普通股發行價格之訂定，係依循「公開發行公司辦理私募有價證券應注意事項」之規定，以不低於參考價格之八成為訂價原則，且不得低於股票面額，故對股東權益應不致產生重大不利之影響。另本次私募案之資金係計畫用於充實營運資金或支應其他因應公司未來多角		

	化業務發展之資金需求，除可延續及穩固既有產品之業務量能外，預期透過新業務之拓展，可望提升整體營運成效及競爭力，進而提升獲利及股東權益，故本次私募案對該公司之股東權益有正面之助益。
私募資金運用情形及計畫執行進度	本次私募資金新台幣 43,000,000 元為充實營運資金或支應其他因應本公司未來多角化業務發展之資金需求。截至 114 年第 1 季尚未實際支用，未支用資金 43,000,000 元存於銀行帳戶。
私募效益顯現情形	取得長期穩定資金，提高資金運用調度彈性及降低營運風險，有助於公司健全營運發展及提升股東權益。

會計師查核報告

英屬開曼群島商駿吉控股股份有限公司及其子公司 公鑒：

查核意見

英屬開曼群島商駿吉控股股份有限公司及其子公司民國一一三年十二月三十一日及民國一一二年十二月三十一日之合併資產負債表，暨民國一一三年一月一日至十二月三十一日及民國一一二年一月一日至十二月三十一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、國際財務報導解釋及解釋公告編製，足以允當表達英屬開曼群島商駿吉控股股份有限公司及其子公司民國一一三年十二月三十一日及民國一一二年十二月三十一日之合併財務狀況，暨民國一一三年一月一日至十二月三十一日及民國一一二年一月一日至十二月三十一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受託查核簽證財務報表規則及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，與英屬開曼群島商駿吉控股股份有限公司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，對英屬開曼群島商駿吉控股股份有限公司及其子公司民國一一三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。

存貨評價

截至民國一一三年十二月三十一日止，英屬開曼群島商駿吉控股股份有限公司及其子公司存貨淨額為67,233千元，佔合併總資產12.10%，對於財務報表係屬重大。由於主要原物料—盤元及製成品—卷釘、塑排釘及屋頂釘等產品，對於國際金屬報價變動極為敏感，導致價格波動頻繁且幅度較大，使淨變現價值之計算複雜，本會計師認為對財務報表之查核係屬重要，因此決定存貨評價為關鍵查核事項。本會計師之查核程序包括(但不限於)以下查核程序：針對存貨餘額、存貨周轉率及產品別毛利率，執行比較及分析。評估管理階層針對存貨評價所估計之淨變現價值是否合理，包括確認於計算過程中國際金屬報價之正確性，並執行獨立驗算。本會計師亦考量合併財務報表附註四及六中有關存貨揭露的適當性。

收入認列

英屬開曼群島商駿吉控股股份有限公司及其子公司主要收入來源為氣動式工業用釘之製造及銷售，由於各項收入來源特性有其相異之處，需判斷履約義務及其適用之收入認列方式究屬隨時間經過或某一時點，對於收入認列之金額及其認列方式涉及判斷及分析，本會計師認為對合併財務報表之查核係屬重要，因此決定為關鍵查核事項。本會計師之查核程序包括(但不限於)瞭解管理階層對氣動式工業用釘之製造及銷售所建立之內部控制並測試內部控制之有效性；評估收入認列會計政策的適當性；評估管理階層對於收入相關之履約義務辨認及認列時點之判斷是否合理；複核重大交易合約條款並抽核已移轉商品或勞務之履約相關文件；針對毛利率及重大銷貨客戶實施分析性覆核。本會計師亦考量合併財務報表附註四及六有關收入認列會計政策及相關揭露之適當性。

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、國際財務報導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英屬開曼群島商駿吉控股股份有限公司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英屬開曼群島商駿吉控股股份有限公司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。

英屬開曼群島商駿吉控股股份有限公司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。

本會計師依照審計準則查核時，運用專業判斷及專業懷疑。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，惟其目的非對英屬開曼群島商駿吉控股股份有限公司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，以及使英屬開曼群島商駿吉控股股份有限公司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英屬開曼群島商駿吉控股股份有限公司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，決定對英屬開曼群島商駿吉控股股份有限公司及其子公司民國一一三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。

安永聯合會計師事務所

主管機關核准辦理公開發行公司財務報告

查核簽證文號：(105)金管證審字第1050043324號

(111)金管證審字第1110348358號

謝勝安



會計師：

楊弘斌



中華民國一一四年三月十二日

【附件四】

英屬開曼群島商聯豐股份有限公司及其子公司

合併資產負債表

民國一〇一三年十二月三十一日

單位:新台幣千元

代碼	資產項目	附註	一一一三年十二月三十一日 金額	一一一三年十二月三十一日 %	一一一二年十二月三十一日 金額	一一一二年十二月三十一日 %
11xx	流動資產					
1100	現金及約當現金	四及六.1	\$152,845	27.50	\$75,866	15.45
1170	應收帳款淨額	四及六.2	16,698	3.00	10,194	2.08
1200	其他應收款		7,901	1.42	5,117	1.04
1220	本期所得稅資產	四	9,514	1.71	6,394	1.30
130x	存貨	四及六.3	67,233	12.10	88,600	18.04
1410	預付款項		1,076	0.20	973	0.20
1470	其他流動資產		24,968	4.49	21,458	4.37
	流動資產合計		280,235	50.42	208,602	42.48
15xx	非流動資產					
1600	不動產、廠房及設備	四及六.4	255,356	45.95	252,562	51.43
1755	使用權資產	四及六.11	1,665	0.30	3,906	0.80
1780	無形資產	四及六.5	65	0.01	-	-
1840	遞延所得稅資產	四及六.15	15,805	2.85	9,482	1.93
1920	存出保證金		786	0.14	933	0.19
1990	其他非流動資產—其他		1,825	0.33	15,542	3.17
	非流動資產合計		275,502	49.58	282,425	57.52
1xxx	資產總計		\$555,737	100.00	\$491,027	100.00

(請參閱合併財務報表附註)

董事長：意欣國際有限公司
代表人：陳和川

經理人：胡德立



會計主管：張志銘



民國一十三年十二月三十一日

負債及權益					
代碼	會計項目	附註	一一三 年十二 月三十 一日金 額	一一二 年十二 月三十 一日金 額	% %
21xx	流動負債				
2100	短期借款	四及六.6	\$6,452	\$29,124	5.93
2170	應付帳款		13,302	2,372	0.48
2200	其他應付款		16,359	9,320	1.90
2230	本期所得稅負債	四	5,248	-	-
2280	租賃負債—流動	四及六.10	1,693	2,542	0.52
2323	一年或一營業週期內到期長期應付款	四及六.7	-	44	0.01
2335	代收款		-	107	0.02
	流動負債合計		43,054	43,509	8.86
25xx	非流動負債				
2570	遞延所得稅負債	四及六.15	18,843	18,615	3.79
2580	租賃負債—非流動	四及六.10	-	1,778	0.36
2612	長期應付款	四及六.7	-	96	0.02
2645	存入保證金		-	114	0.02
	非流動負債合計		18,843	20,603	4.19
2xxx	負債總計		61,897	64,112	13.05
31xx	歸屬於母公司業主之權益				
3110	普通股股本	四及六.8	360,480	347,980	70.87
3200	資本公積	四及六.8	83,121	22,159	4.51
3300	保留盈餘	四及六.8			
3310	法定盈餘公積		2,116	2,116	0.43
3320	特別盈餘公積		166,770	147,141	29.97
3350	未分配盈餘		10,361	74,289	15.13
3400	其他權益				
3411	國外營運機構財務報表換算之兌換差額		(129,008)	(166,770)	(33.96)
3xxx	權益總計		493,840	426,915	86.95
2xxx-3xxx	負債及權益總計		\$555,737	\$491,027	100.00

(請參閱合併財務報表附註)

董事長：意欣國際有限公司
代表人：陳和川

經理人：胡德立

會計主管：張志銘

【附件四】

英屬開曼群島商陳和川國際股份有限公司及其子公司

合併綜合損益表

民國一十三年及一十二年一月一日至十二月三十一日

(金額除每股盈餘外，均以新台幣千元為單位)

單位:新台幣千元

代 碼	會 計 項 目	附 註	一一三年度		一一二年度	
			金 額	%	金 額	%
4000	營業收入	四及六.9	\$214,675	100.00	\$71,741	100.00
5000	營業成本	四、六.3及七	(198,263)	(92.35)	(95,321)	(132.87)
5900	營業毛利		16,412	7.65	(23,580)	(32.87)
6000	營業費用：	六.12及七				
6100	推銷費用		(4,478)	(2.09)	(1,925)	(2.68)
6200	管理費用		(56,823)	(26.47)	(37,926)	(52.87)
6450	預期信用減損(損失)利益	六.10	-	-	270	0.38
	營業費用合計		(61,301)	(28.56)	(39,581)	(55.17)
6900	營業損失		(44,889)	(20.91)	(63,161)	(88.04)
7000	營業外收入及支出：	四及六.13				
7100	利息收入		1,995	0.93	563	0.78
7010	其他收入		133	0.06	39	0.05
7020	其他利益及損失		(1,630)	(0.76)	4,998	6.97
7050	財務成本		(1,220)	(0.57)	(2,889)	(4.03)
	營業外收入及支出合計		(722)	(0.34)	2,711	3.77
7900	稅前淨損		(45,611)	(21.25)	(60,450)	(84.26)
7950	所得稅利益	四及六.15	1,312	0.61	11,043	15.39
8000	繼續營業單位本期淨損		(44,299)	(20.64)	(49,407)	(68.87)
8300	其他綜合損益	四及六.14				
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		37,762	17.59	(19,629)	(27.36)
	本期其他綜合損益(稅後淨額)		37,762	17.59	(19,629)	(27.36)
8500	本期綜合損益總額		<u>\$ (6,537)</u>	<u>(3.05)</u>	<u>\$ (69,036)</u>	<u>(96.23)</u>
8600	淨損歸屬於：					
8610	母公司業主		<u>\$ (44,299)</u>		<u>\$ (49,407)</u>	
8700	綜合損益總額歸屬於：					
8710	母公司業主		<u>\$ (6,537)</u>		<u>\$ (69,036)</u>	
	每股盈餘(元)					
9750	基本每股虧損：					
9710	繼續營業單位本期淨損	四及六.16	<u>\$ (1.25)</u>		<u>\$ (1.43)</u>	
9850	稀釋每股虧損：					
9810	繼續營業單位本期淨損	四及六.16	<u>\$ (1.25)</u>		<u>\$ (1.43)</u>	

(請參閱合併財務報表附註)

董事長：意欣國際有限公司

代表人：陳和川

經理人：胡德立

會計主管：張志銘

【附件四】

英屬開曼群島裕豐國際控股有限公司及其子公司

裕豐國際控股有限公司

民國一〇一三年一月一日至十二月三十一日

單位：新台幣千元

代碼	項 目	歸屬於母公司業主之權益										非控制權益	權益總額
		普通股 股本	資本公積	法定盈餘公積	保 留 盈 餘		未分配盈餘	其他權益項目		庫藏股票	總 計		
					特別盈餘公積	盈 餘		國外營運機構 財務報表換算 之兌換差額	3410				
A1	民國112年1月1日餘額	\$347,980	\$22,159	\$2,116	\$169,867	\$118,119	3350	3320	3350	\$3500	\$503,339	\$-	\$503,339
B5	民國111年度盈餘指撥及分配：	-	-	-	-	(17,149)	-	-	-	-	(17,149)	-	(17,149)
B17	普通股現金股利	-	-	-	(22,726)	22,726	-	-	-	-	-	-	-
D1	特別盈餘公積迴轉	-	-	-	-	-	-	-	-	-	-	-	-
D3	112年1月1日至12月31日淨損	-	-	-	-	(49,407)	-	-	-	-	(49,407)	-	(49,407)
D5	112年1月1日至12月31日其他綜合損益	-	-	-	-	-	-	-	-	-	(19,629)	-	(19,629)
	本期綜合損益總額	-	-	-	-	(49,407)	-	-	-	-	(69,036)	-	(69,036)
N1	股份基礎給付交易	-	-	-	-	-	-	-	-	9,761	9,761	-	9,761
Z1	民國112年12月31日餘額	\$347,980	\$22,159	\$2,116	\$147,141	\$74,289	\$3350	\$3320	\$3350	\$-	\$426,915	\$-	\$426,915
A1	民國113年1月1日餘額	\$347,980	\$22,159	\$2,116	\$147,141	\$74,289	\$3350	\$3320	\$3350	\$-	\$426,915	\$-	\$426,915
B3	民國112年度盈餘指撥及分配：	-	-	-	19,629	(19,629)	-	-	-	-	-	-	-
D1	提列特別盈餘公積	-	-	-	-	(44,299)	-	-	-	-	(44,299)	-	(44,299)
D3	113年1月1日至12月31日淨損	-	-	-	-	-	-	-	-	-	37,762	-	37,762
D5	113年1月1日至12月31日其他綜合損益	-	-	-	-	(44,299)	-	-	-	-	(6,537)	-	(6,537)
	本期綜合損益總額	-	-	-	-	-	-	-	-	-	37,462	-	37,462
E1	現金增資	12,500	60,962	-	-	-	-	-	-	-	73,462	-	73,462
Z1	民國113年12月31日餘額	\$360,480	\$83,121	\$2,116	\$166,770	\$10,361	\$3350	\$3320	\$3350	\$-	\$493,840	\$-	\$493,840

(請參閱合併財務報表附註)

董事長：意欣國際有限公司

代表人：陳和川

經理人：胡德立

會計主管：張志銘

【附件四】

英屬開曼群島商業公司及其子公司

英屬開曼群島商業公司及其子公司

民國一一年一月三十一日

單位：新台幣千元

代 碼	項 目	一一三年度		代 碼	項 目	一一三年度	
		金 額	金 額			金 額	金 額
AAAA	營業活動之現金流量：			BBBB	投資活動之現金流量：		
A10000	本期稅前淨損	\$ (45,611)		B02700	取得不動產、廠房及設備	(1,292)	(4,096)
A20000	調整項目：			B02800	處分不動產、廠房及設備	860	383
A20010	收益費損項目：			B03700	存出保證金增加	-	(783)
A20100	折舊費用	24,617		B03800	存出保證金減少	147	-
A20200	攤銷費用	29		B04500	取得無形資產	(94)	-
A20300	預期信用減損利益數	-		B06800	其他非流動資產減少	13,717	-
A20900	利息費用	1,220		BBBB	投資活動之淨現金流入(出)	13,338	(4,496)
A21200	利息收入	(1,995)					
A22500	處分不動產、廠房及設備利益	(330)		CCCC	籌資活動之現金流量：		
A29901	租賃修改利益	(349)		C00100	短期借款增加	65,700	28,568
A30000	與營業活動相關之資產/負債變動數：			C00200	短期借款減少	(90,203)	(62,133)
A31150	應收帳款增加	(6,504)		C03100	存入保證金減少	(114)	-
A31180	其他應收款增加	(2,784)		C03600	長期應付款減少	(153)	(47)
A31200	存貨減少	21,367		C04020	租賃本金償還	(2,471)	(367)
A31230	預付款項(增加)減少	(103)		C04500	發放現金股利	-	(17,149)
A31240	其他流動資產(增加)減少	(3,510)		C04600	現金增資	73,462	-
A32150	應付帳款增加	10,930		C05100	員工購買庫藏股	-	9,761
A32180	其他應付款增加(減少)	7,039		CCCC	籌資活動之淨現金流入(出)	46,221	(41,367)
A32230	其他流動負債(減少)增加	(107)					
A33000	營運產生之現金流入(出)	3,909		DDDD	匯率變動對現金及約當現金之影響	15,391	(7,934)
A33100	收取之利息	1,995		EEEE	本期現金及約當現金增加(減少)數	76,979	(100,139)
A33300	支付之利息	(1,220)		E00100	期初現金及約當現金餘額	75,866	176,005
A33500	支付之所得稅	(2,655)		E00200	期末現金及約當現金餘額	\$152,845	\$75,866
AAAA	營業活動之淨現金流入(出)	2,029					

(請參閱合併財務報表附註)

和陳

意欣國際有限公司

董事長：意欣國際有限公司
代表人：陳和川

德立

經理人：胡德立

張志銘

會計主管：張志銘

英屬開曼群島商駿吉控股股份有限公司

私募必要性與合理性之評估意見書

意見書委任人：英屬開曼群島商駿吉控股股份有限公司

意見書收受者：英屬開曼群島商駿吉控股股份有限公司

意見書指定用途：僅供英屬開曼群島商駿吉控股股份有限公司

民國 114 年度私募現金增資發行普通股使用

報告類型：私募必要性與合理性之評估意見書

評估機構：群益金鼎證券股份有限公司



中 華 民 國 一 一 四 年 五 月 十 二 日

英屬開曼群島商駿吉控股股份有限公司

私募必要性與合理性之評估意見

壹、前言

英屬開曼群島商駿吉控股股份有限公司（以下簡稱「駿吉公司」或「該公司」）於民國(以下同)114年4月2日經董事會決議在總股數不超過10,000,000股額度內辦理私募現金增資發行普通股（以下稱「本次私募案」），本次私募案預計於114年6月23日之股東常會決議通過，並授權董事會自股東常會決議之日起一年內分五次辦理之。

依據「公開發行公司辦理私募有價證券應注意事項」第四條第三項之規定，董事會決議辦理私募有價證券前一年內至該私募有價證券交付日起一年內，經營權發生重大變動者，應洽請證券承銷商出具辦理私募必要性與合理性之評估意見，並於股東會開會通知中載明，以作為股東是否同意之參考。經查該公司於114年4月2日經董事會決議本次私募案之前一年內有董事變動變動達三分之一以上，故有經營權發生重大變動之情形；另考量本次私募案之私募股數上限全數發行後，預計占該公司私募後已發行股數之比例將逾10%以上，未來不排除應募人亦將取得該公司董事席次，致有造成公司經營權發生重大變動之虞，故該公司爰依「公開發行公司辦理私募有價證券應注意事項」第四條第三項之規定，洽請本證券承銷商就本次私募案出具私募必要性與合理性之評估意見。

本意見書之內容僅作為駿吉公司董事會及股東常會決議辦理本次私募案之參考依據，不得作為其它用途使用。本意見書之內容係依據駿吉公司所提供之114年4月2日董事會議案相關資料及其財務資料，本意見書之內容係依據駿吉公司所提供之114年4月2日董事會議事錄、擬於114年5月13日召開董事會之提案相關資料及其財務資料，暨參考公開資訊觀站之公告資訊等進行評估，對未來該公司因本次私募案計畫變更或其他情事可能導致本意見書內容變動之影響，本意見書均不負任何法律責任，特此聲明。

貳、公司現況及本次私募案計畫內容

一、公司現況

駿吉公司係於98年11月19日在英屬開曼群島註冊設立，並於101年3月23日上櫃掛牌交易，其營運主體位於馬來西亞，主要從事氣動式槍釘之製造及銷售，

截至 113 年底之實收資本額為 360,480 千元，最近三年度之簡明財務資料如下：

(一)資產負債表

單位：新台幣千元

項目	年度	111 年度	112 年度	113 年度
流動資產		334,386	208,602	280,235
不動產、廠房及設備		277,924	252,562	255,356
其他資產		15,767	29,863	20,146
資產總額		628,077	491,027	555,737
流動負債		103,146	43,509	43,054
非流動負債		21,592	20,603	18,843
負債總額		124,738	64,112	61,897
股本		347,980	347,980	360,480
資本公積		22,159	22,159	83,121
保留盈餘		290,102	223,546	179,247
其他權益		(147,141)	(166,170)	(129,008)
庫藏股票		(9,761)	0	0
歸屬於母公司業主之權益		503,339	426,915	493,840
非控制權益		0	0	0
權益總額		503,339	426,915	493,840
每股淨值(元)		14.46	12.27	13.70

資料來源：該公司各年度經會計師查核簽證之合併財務報告

(二)綜合損益表

單位：新台幣千元

項目	年度	111 年度	112 年度	113 年度
營業收入		681,959	71,741	214,675
營業毛利		164,834	(23,580)	16,412
營業利益(損失)		110,350	(63,161)	(44,889)
營業外收入及支出		4,792	2,711	(722)
稅前淨利(損)		115,142	(60,450)	(45,611)
繼續營業單位本期淨利(損)		85,942	(49,407)	(44,299)
本期淨利(損)		85,942	(49,407)	(44,299)
其他綜合淨利(損)		22,726	(19,629)	37,762
本期綜合損益總額		108,668	(69,036)	(6,537)
淨利(損)歸屬於母公司業主		85,942	(49,407)	(44,299)
綜合損益歸屬於母公司業主		108,668	(69,036)	(6,537)
每股盈餘(虧損)(元)		2.51	(1.43)	(1.25)

資料來源：該公司各年度經會計師查核簽證之合併財務報告

二、本次私募案計畫內容

駿吉公司於 114 年 4 月 2 日經董事會決議通過，預計於不超過 10,000,000 股之額度內辦理私募現金增資發行普通股，所募集資金將用於充實營運資金或因應公司未來多角化業務發展之資金需求；本次私募案私募價格之訂定係以(1)定價日前一、三、五個營業日擇一計算之普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之每股股價，(2)定價日前三十個營業日之普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之每股股價，(1)及(2)二基準計算之價格較高者為參考價格，並以不低於參考價格之八成為依據，且不得低於股票面額。另本次私募案之應募人將優先考量對該公司未來營運具有直接或間接助益之內部人、關係人，或其他符合主管機關所訂條件之特定人，惟截至本意見書出具日止，該公司尚未洽定特定人。

參、本次私募案之必要性及合理性評估

一、適法性評估

依該公司 113 年度經會計師查核簽證之財務報告顯示，其截至 113 年底雖無累積虧損，然其 113 年度為稅後淨損 44,299 千元，故不受「公開發行公司辦理私募有價證券應注意事項」第三條規定有關「最近年度為稅後純益且無累積虧損者不得辦理私募有價證券」之限制。另依該公司提供之 114 年 4 月 2 日董事會議事錄，暨其擬於 114 年 5 月 13 日召開董事會之提案相關資料，本次私募案擬以證券交易法第四十三條之六及金融監督管理委員會所訂相關函令規定之特定人為限，而私募價格將以不低於參考價格之八成訂定之，且該公司已將可能參與應募之內部人或關係人名單暨其與公司之關係等列載於前述董事會議事錄及提案相關資料中，經評估該公司辦理本次私募案應屬適法。

二、本次私募案之必要性及合理性評估

(一)辦理私募之必要性

該公司主要產品為氣動式工業用槍釘，營業收入主要來自於美國市場客戶，113 年度之營業收入雖在該公司彈性調整銷售策略而較前一年度提升，然在產量及訂單銷量均未能達經濟規模下，致其營運狀況仍持續呈現虧損狀態。近期美國總統川普宣布關稅政策，在實施內容具高度不確定性下，不利全球貿易之推

展，未來也可能推升美國通貨膨脹，並拖累美國經濟成長，對出口美國業者之營運亦將產生較大之負面影響。

該公司考量目前營運狀況仍處於虧損狀態，若以公開募集方式募集資金，可能較不易獲得一般投資人青睞，並恐將使其資金募集計畫之完成存有極大之不確定性，而若採私募方式募集資金，其資金募集相對具有迅速簡便之時效性；此外，本次私募案之資金用途係計畫用於充實營運資金或支應其他因應公司未來多角化業務發展之資金需求，除可滿足取得長期穩定資金之需求外，亦可提高資金運用調度之彈性及降低營運風險，且透過辦理私募方式引進對公司未來營運能產生直接或間接助益之對象，亦將有助於該公司拓展新業務領域及多角化業務發展，預期將可強化該公司整體營運體質及改善營運虧損，進而提升股東權益，故該公司辦理本次私募案應有其必要性。

(二)辦理私募之合理性

1. 私募決議程序之合理性

該公司本次私募案經 114 年 4 月 2 日董事會決議通過，並將提報 114 年 6 月 23 日股東常會決議通過後始得辦理，經參閱該公司本次私募案之董事會議事錄，其議案討論內容、私募價格訂定依據及特定人之選擇方式等，業已符合證券交易法及相關法令規定，故本次私募案之決議程序應具合理性。

2. 私募有價證券種類之合理性

該公司本次擬辦理私募有價證券之種類為普通股，其係市場上普遍發行之有價證券種類，投資人之接受程度高，故本次私募案擬辦理現金增資發行普通股應具有合理性。

3. 私募預計產生效益之合理性

該公司本次私募案計畫之資金用途為充實營運資金或支應其他因應公司未來多角化業務發展之資金需求，除可滿足該公司取得長期穩定資金之需求外，亦可提高資金運用調度之彈性及降低營運風險，並將有助於該公司健全營運發展及兼顧股東權益，故本次私募案預計產生之效益應可合理顯現。

(三)應募人之選擇與其可行性及必要性

1. 應募人之選擇

該公司本次私募案之應募對象係以符合證券交易法第四十三條之六及金融監督管理委員會證券期貨局所訂相關函令規定之特定人為限，包括但不限

於對公司未來營運有直接或間接助益，且對公司具有一定了解之內部人或關係人，惟本次私募案尚未洽定特定之應募人，實際應募人將於洽定後依相關規定辦理，其應募人之選擇方式尚屬適切。

2.應募人之可行性及必要性

該公司考量目前營運狀況及產業前景，為使公司永續經營及發展，本次私募案除將洽詢內部人或關係人以強化經營階層之穩定性外，亦希冀引進對公司未來營運有直接或間接助益之應募人，進而有利於該公司開發新產品或進行多角化業務之發展，以提升該公司營運規模及獲利能力，並有效提升該公司之股東權益；另因私募有價證券有三年內不得自由轉讓之限制，對公司經營權之穩定及未來營運應有助益，故本次私募案擬洽詢之應募人，應有其可行性及必要性。

肆、經營權發生重大變動後對公司業務、財務及股東權益之影響

一、董事會決議辦理私募前一年內經營權發生重大變動之影響

該公司於 113 年 5 月 15 日召開股東常會增選和海投資有限公司(原名山頂投資有限公司，於 113 年 12 月 24 日更名)及台超微國際股份有限公司二席法人董事，全體董事席次由原九席增加為十一席，嗣後法人董事信捷資本股份有限公司及獨立董事楊禮全於 113 年 5 月 17 日辭任，而法人董事所羅門科技企管顧問有限公司於 114 年 2 月 3 日改派法人代表人為楊雋佑(原法人董事代表人為廖振勇，因該法人公司之所有權人易主致經營權異動而改派)，故該公司於 114 年 4 月 2 日經董事會決議本次私募案之前一年期間計有五席董事發生變動，其董事變動已達三分之一以上，致有「公開發行公司辦理私募有價證券應注意事項」第四條第三項有關董事會決議辦理私募有價證券前一年內經營權發生重大變動之情事。

經查該公司 113 年股東常會新選任之法人董事和海投資有限公司及台超微國際股份有限公司，於當選董事時僅分別持有該公司已發行股份總數之 0.73%及 0.02%，而後續雖有法人董事信捷資本股份有限公司及獨立董事楊禮全二席董事辭任，以及法人董事所羅門科技企管顧問有限公司因其經營權異動而改派代表人，然該公司董事會原有之董事成員仍掌握過半數之表決權；另該公司原董事長睿智金融科技股份有限公司(法人董事代表人為李長賡)雖於 113 年 12 月辭任而改推選法人董事意欣國際有限公司(法人董事代表人為陳和川)為董事長，然原董事長仍擔任該公司副董事長之職務，且該二位法人董事目前之持股亦均較其當選董事時之持股提高，故並無發生經營權移轉之情事。

綜上，該公司本次私募案經董事會決議之前一年內雖有發生董事變動達三分之一以上之情形，然並無股權結構發生變動致喪失控制權及經營權之情事，故對該公司業務、財務及股東權益並未有重大影響。

二、辦理私募引進特定投資人後如經營權發生重大變動之影響

該公司目前已發行股份總數為 38,048,047 股，預計本次私募案之私募股數上限 10,000,000 股全數發行後，將占該公司私募後已發行股數 48,048,047 股之 20.81%，故未來亦不排除本次私募案之應募人將取得該公司董事席次而有經營權發生重大變動之可能性，茲就其對該公司業務、財務及股東權益之影響說明下：

(一)對公司業務之影響

該公司 113 年度受美國市場訂單量能不足影響而持續產生營業虧損，且近期美國總統川普的關稅政策亦為公司未來之營運帶來諸多不確定性，本次私募案之資金係計畫用以充實營運資金或支應其他因應公司未來多角化業務發展之資金需求，應有助於提升該公司因應經濟環境變動之能力，且將有利於該公司拓展新業務領域，以達多角化業務經營之綜效，進而提升集團整體獲利能力，故本次私募案對該公司之業務應有正面之助益。

(二)對公司財務之影響

該公司 113 年度仍處於營運虧損狀態，如能藉由本次私募案之資金用以充實營運資金或支應其他因應公司未來多角化業務發展之資金需求，將有助於該公司取得長期穩定的資金，並可提高資金調度運用彈性及降低營運風險，有利於集團整體營運發展，故本次私募案對該公司之財務應有正面之助益。

(三)對公司股東權益之影響

本次私募案普通股發行價格之訂定，係依循「公開發行公司辦理私募有價證券應注意事項」之規定，以不低於參考價格之八成為訂價原則，且不得低於股票面額，故對股東權益應不致產生重大不利之影響。另本次私募案之資金係計畫用於充實營運資金或支應其他因應公司未來多角化業務發展之資金需求，除可延續及穩固既有產品之業務量能外，預期透過新業務之拓展，可望提升整體營運成效及競爭力，進而提升獲利及股東權益，故本次私募案對該公司之股東權益應有正面之助益。

伍、評估意見總結

綜上評估，該公司本次私募案之資金將用以充實營運資金或支應其他因應公司未來多角化業務發展所需資金之運用計畫，除可滿足該公司取得長期穩定資金之需求外，亦可提高資金運用調度之彈性及降低營運風險，有助於健全公司營運發展及優化產業競爭力，並能達兼顧股東權益之成效；另經檢視該公司董事會議案資料，其發行計畫內容及程序、私募價格訂定依據、特定人之選擇方式等皆符合證券交易法及相關法令規定，尚無重大異常情事；復考量以私募方式募集資金相對具迅速簡便之時效性，且私募有價證券三年內不得自由轉讓之規定，將可確保該公司經營權之穩定性，故該公司本次擬辦理私募現金增資發行普通股應有其必要性及合理性。

獨立性聲明書

一、本公司受託就英屬開曼群島商駿吉控股(股)公司(以下稱駿吉公司)114年度辦理私募現金增資發行普通股之必要性與合理性，出具評估意見書。

二、本公司為執行上開業務，特聲明並無下列情事：

(一)任何一方與其母公司、母公司之全部子公司及其子公司管理之創業投資事業，合計持有對方股份總額百分之十以上者。

(二)任何一方與其子公司派任於對方之董事，超過對方董事總席次半數者。

(三)任何一方董事長或總經理與對方之董事長或總經理為同一人，或具有配偶、二親等以內親屬關係者。

(四)任何一方股份總額百分之二十以上之股份為相同之股東持有者。

(五)任何一方董事或監察人與對方之董事或監察人半數以上相同者。其計算方式係包括該等人員之配偶、子女及具二親等以內之親屬關係者在內。

(六)任何一方與其關係人總計持有他方已發行股份總額百分之五十以上者。

(七)雙方依相關法令規定，應申請結合者或申報後未經公平交易委員會禁止結合者。

(八)其他法令規定或事實證明任何一方直接或間接控制他方之人事、財務或業務經營，致有失其獨立性之情事者。

三、為駿吉公司 114 年度辦理私募現金增資發行普通股之必要性與合理性評估意見案，本公司提出之評估意見均維持超然獨立之精神。

聲明人：群益金鼎證券股份有限公司

代表人：周秀真



日期：114 年 5 月 12 日

評 估 人：群益金鼎證券股份有限公司



代 表 人：周秀真



中 華 民 國 一 一 四 年 五 月 十 二 日

(本用印頁僅限英屬開曼群島商駿吉控股(股)公司 114 年度辦理私募現金增資發行普通股之必要性與合理性評估意見書使用)

英屬開曼群島商駿吉控股股份有限公司
董事及獨立董事候選人名單
股東常會日期：114年6月23日

董事候選人

姓名	學歷	經歷及現職	持有股數	備註
陳美蘭	大葉大學事業經營研究所碩士 早稻田大 CJL 結業	1. 大青節能科技股份有限公司監察人 2. 德晉科技股份有限公司獨立董事 3. 紘旺投資股份有限公司董事長	0	董事會提名
胡德立	The university of Birmingham UK	1. 微影半導體股份有限公司董事長及總經理 2. 台灣里梭科技股份有限公司總經理 3. Ultratech dep. 台灣區總經理(斯特伯科技) 4. 英屬開曼群島商駿吉控股股份有限公司總經理	0	1%股東提名

獨立董事候選人

姓名	學歷	經歷	持有股數	備註
郭蕙蘭	台灣大學國家發展研究所碩士 台灣大學法學士	1. 家和國際法律事務所主持律師 2. 隆銘綠能科技工程股份有限公司副董事長 3. 全球跨境數字資產有限公司董事 4. 德晉科技股份有限公司獨立董事 5. 雲豹能源科技股份有限公司獨立董事	0	董事會提名
祖維龍	東海大學財務金融學系碩士	1. 朋思富實業有限公司資本市場策略總監 2. 星火科技有限公司財務長 3. 靜宜大學財務金融系兼任講師	0	1%股東提名

英屬開曼群島商駿吉控股股份有限公司
董事及獨立董事候選人解除競業禁止項目
股東常會日期：114年6月23日

董事候選人

姓名	現職	備註
陳美蘭	1. 大青節能科技股份有限公司監察人 2. 德晉科技股份有限公司獨立董事 3. 紘旺投資股份有限公司董事長	董事會提名
胡德立	1. 微影半導體股份有限公司董事長及總經理 2. 台灣里梭科技股份有限公司總經理	1%股東提名

獨立董事候選人

姓名	經歷	備註
郭蕙蘭	1. 家和國際法律事務所主持律師 2. 隆銘綠能科技工程股份有限公司副董事長 3. 全球跨境數字資產有限公司董事 4. 德晉科技股份有限公司獨立董事 5. 雲豹能源科技股份有限公司獨立董事	董事會提名

Eighth Amended and Restated Articles of Association

of

Inmax Holding Co., Ltd.

(Adopted pursuant to special resolution passed by shareholders at the Extraordinary General Meeting of the Company held on January 12, 2012)

(Amended pursuant to special resolution passed by shareholders at the Annual General Meeting of the Company held on June 15, 2012)

(Amended pursuant to special resolution passed by shareholders at the Annual General Meeting of the Company held on June 16, 2016)

(Amended pursuant to special resolution passed by shareholders at the Annual General Meeting of the Company held on June 13, 2019)

(Amended pursuant to special resolution passed by shareholders at the Annual General Meeting of the Company held on June 16, 2020)

Inmax Holding Co., Ltd.

公司章程

(2020 年 6 月 16 日經股東常會特別決議通過修正)

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INTERPRETATION

釋義

1. The regulations in Table A in the Schedule to the Law do not apply to the Company, save for regulations 6 to 15, 19 to 28, 42, 55, 56, 91, 95 and 101 which are adopted by these Articles. In the event of any inconsistency between those regulations and these Articles, these Articles shall prevail. In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

開曼公司法附錄表 A 所列之第 6 條至第 15 條、第 19 條至第 28 條、第 42 條、第 55 條、第 56 條、第 91 條、第 95 條及第 101 條適用於本章程，其餘條文則不適用本公司。前開適用條文與本章程抵觸者，以本章程為準。除非另有規定，本章程用詞定義如下。

WORD 用詞	MEANING 定義
“Applicable Listing Rules”	the relevant laws, regulations, rules and code as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of Securities and Exchange Act of the R.O.C, or any similar statute and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission of the R.O.C., Taiwan Depository Clearing Corporation or the stock exchanges in Taiwan.
「上市(櫃)法規」	因本公司股份於台灣之證券交易所、財團法人中華民國證券櫃檯買賣中心或證券市場初次或繼續掛牌交易而適用之法律、命令、規則，包括但不限於中華民國證券交易法或類似法令、中華民國主管機關之法令、中華民國金融監督管理委員會、臺灣集中保管結算所股份有限公司或台灣之證券交易所制訂之法令規章。
“Articles”	these Articles in their present form or as supplemented or amended or substituted from time to time.
「本章程」	現行章程及其後隨時修訂補充者。
“Audit Committee”	has the meaning ascribed to it in Article 95A of these Articles.
「審計委員會」	審計委員會相關定義請見本章程 95A。
“Auditor”	the auditor of the Company for the time being and may include any individual or partnership.
「會計師」	本公司之會計師，得為個人或合夥。

“Board”	the board of directors appointed or elected pursuant to these Articles and acting by resolution in accordance with the Law and these Articles or the directors present at a meeting of directors at which there is a quorum.
「董事會」	指根據本章程選任，並依開曼公司法與本章程決議而行使職權之董事組成之董事會，或董事之集會且達出席定足數者。
“Business Day”	a day (other than a Saturday or Sunday) on which banks are generally open in the R.O.C. for normal business.
「營業日」	中華民國境內銀行正常營業之日（週六日除外）。
“capital”	the share capital from time to time of the Company.
「資本」	公司之資本。
“clear days”	in relation to the period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
「經過期間」	自通知發出或視為發出之翌日起算，至通知生效或通知所達目的之前一日之期間。
“Company”	Inmax Holding Co., Ltd.
「本公司」	指 Inmax Holding Co., Ltd.
“debenture” and “debenture holder”	include debenture stock and debenture stockholder respectively.
「債權股證」及 「債權股證持有 人」	指債權股證及其持有人。
“Designated Stock Exchange” or “TPEX”	Taipei Exchange for so long as the shares of the Company are registered with, listed or quoted Taipei Exchange (including its Emerging Stock Market) or such other stock exchange in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.
「指定交易所」或「櫃買 中心」	本公司股票於財團法人中華民國證券櫃檯買賣中心(含興櫃股票市場)登錄或掛牌者，指財團法人中華民國證券櫃檯買賣中心；本公司股份於其他證券交易所第一上市掛牌者，指該其它證券交易所。
Dematerialized Form”	in relation to issued shares, means an issued share which is in scripless form and which is not represented by a physical share certificate.
「無實體」	指已發行股份無紙化，而無實體股票表彰之。
“Director”	a director of the Company

「董事」	董事 指本公司董事
“head office”	such office of the Company as the Directors may from time to time determine to be the principal office of the Company.
「主營業所」	指經董事決定為公司主要營業處所之處所。
“market day”	a day on which the Designated Stock Exchange is open for trading in securities.
「交易日」	指指定交易所開市而得買賣證券之日。
“Independent Directors”	those Directors appointed as “Independent Directors” pursuant to the requirements of the Applicable Listing Rule in respect of Independent Directors qualification.
「獨立董事」	指依據上市(櫃)法規關於獨立董事資格之規定選任為「獨立董事」之董事。
“Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.
「開曼公司法」	指開曼公司法第 22 章 (經 Law 3 of 1961 合併修訂者)。
“Member” or “shareholder”	a duly registered holder from time to time of the shares in the capital of the Company.
「股東」	持有本公司股份並經登記為股東之人。
“month”	a calendar month.
「月」	即日曆月
“Notice”	written notice as further provided in these Articles unless otherwise specifically stated.
「通知」	指依本章程所為之書面通知，但另有規定者不在此限。
“NTD”	New Taiwan Dollars.
「新台幣」	新台幣。
“Office”	the registered office of the Company for the time being.
「註冊地址」	本公司之註冊所在處所。
“paid up”	paid up or credited as paid up.
「實收」	實收或貸記為實收。
“Register”	the principal register of Members and where applicable, any branch register of Members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.
「股東名簿」	指董事會決定於開曼群島境內外設置之主要股東名簿或股東名簿分冊。

“R.O.C.”	the Republic of China, its territories, its possessions and all areas subject to its jurisdiction.
「中華民國」	中華民國領土、占領區及轄區。
“R.O.C. Laws”	the laws and regulations of the R.O.C., including without limitation, the Applicable Listing Rules.
「中華民國法令」	中華民國法令，包括但不限於上市(櫃)法規。
“Registration Office”	in respect of any class of share capital, such place as the Board may from time to time determine to keep the Register in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.
「登記辦公室」	就任何種類股份而言，指董事會指定置該種類股份之股東名簿之處所。除董事會另有規定外，該種類股份之過戶及股權文件應送交該辦公室登記。
“Seal”	common seal or any one or more duplicate seals of the Company (including a securities seal) for use in the Cayman Islands or in any place outside the Cayman Islands.
「印鑑」	公司印鑑，任何同一式之公司印章（包括證券印鑑）。印鑑得於開曼群島境內外任何地方使用。
“Secretary”	any person firm or corporation appointed by the Board to perform any of the duties of secretary of the Company and includes any assistant, deputy, temporary or acting secretary.
「秘書」	經董事會任命以執行公司秘書職務之任何個人、公司或企業，包括助理、臨時或代理秘書。
“Shares” or “shares”	shares in the capital of the Company.
「股份」	公司資本所分之股份。
“Shareholders’ Service Agent”	an agent licensed by the R.O.C. authorities to provide certain shareholder services in accordance with the Applicable Listing Rules.
「股務代理機構」	指經中華民國主管機關核准，得依據上市(櫃)法規辦理股務之代理人。
“Statutes”	the Law and every other act of the Legislature of the Cayman

「開曼法」 Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.
指開曼公司法及其他經開曼群島立法機關通過有效之法律，本公司、公司組織大綱及/或本章程應受其拘束者。

“Subordinate Company” means (i) a company of which a majority of its total issued voting shares or of its total amount of capital stock is held by the Company; or (ii) a company which the Company has direct or indirect control over the management of the personnel, financial or business operations of such company; or (iii) a company where the majority of its directors are also contemporaneously acting as Directors of the Company; or (iv) a company of which a majority of its total issued voting shares or of its total amount of capital stock are held by the same shareholders who/which also hold a majority of the total issued voting shares or total amount of capital stock of the Company.

「從屬公司」 指下列任一情形之他公司：(i)本公司持有他公司之已發行有表決權股份或資本總額超過半數者；(ii)本公司直接或間接控制他公司人事、財務或業務經營者；(iii)本公司與他公司之董事有半數以上相同者；或 (iv)本公司與他公司之已發行有表決權股份或資本總額有半數以上為相同股東持有或出資者。

“year” a calendar year.
「年」 即日曆年。

2. In these Articles, unless there be something within the subject or context inconsistent with such construction:-

除標題或內文有不同解釋外，在本章程內：

- (a) words importing the singular include the plural and *vice versa*;
用詞為單數者，包括複數；反之亦然；
- (b) words denoting the masculine gender include the feminine and neuter genders;
用詞為陽性者，涵蓋陰性及中性；
- (c) words importing persons include companies, associations and bodies of persons whether corporate or not;
「人」包括公司、社團及人之集合，無論是否法人化；
- (d) the words:-
有關以下字詞：
 - (i) "may" shall be construed as permissive;
『得』字作許可解；
 - (ii) "shall" or "will" shall be construed as imperative;
『應』或『將』字作應當解；
- (e) expressions referring to writing or its cognates shall be construed as including facsimile printing, lithography, photography, electronic mail and other modes of representing words in a visible form;
書面及其同類語包括傳真、平版複印、照相、電子郵件及其他以視覺辨識文字之模式；
- (f) references to any law, act, ordinance, statute or statutory provision shall be interpreted as relating to any statutory modification or re-enactment thereof for the time being in

force;

法規命令指當時有效之修正或全文重新制訂之法規命令；

- (g) save as aforesaid words and expressions defined in the Statutes shall bear the same meanings in these Articles;

開曼法之用語，本章程採同一解釋，但以上另有定義者不在此限；

- (h) a resolution shall be a Special Resolution when it has been passed by a majority of not less than two-thirds of votes cast by Members, being entitled so to do, voting in person or, in the case of Members being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy, who together hold more than one-half of the total issued Shares of the Company, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;

特別決議指股東會召急通知載明維特別決議事項之議案，經持有本公司已發行股份總數過半數股東出席，出席股東表決權三分之二以上之同意之決議；股東得親自出席表決，法人股東由其合法授權代表為之，倘得使用委託書，得由受託人為之；

- (i) a resolution shall be an Ordinary Resolution when it has been passed by a majority of votes cast by Members, being entitled so to do, voting in person or, in the case of Members being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy at a general meeting, who together hold more than one-half of the total issued Shares of the Company;

普通決議指經持有本公司已發行股份總數過半數股東出席，出席股東表決權過半數之同意之決議；股東得親自出席表決，法人股東由其合法授權代表為之，倘得使用委託書，得由受託人為之；

- (j) a Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles or the Statutes; and 本章程或開曼法規定之一般決議事項而以特別決議為之者，該決議有效；

- (k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and 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.

所謂文件之簽署包括以簽名、蓋印、電子簽章或任何其他方式為之者；所謂通知或文件包括以數位、電子、磁性或其他擷取形式或媒介而紀錄或儲存者，及得以視覺辨識之資料，不以具有實體者為限。

SHARE CAPITAL

股本

3. (1) The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of NTD10.00 each.

本公司股本自本章程生效起，分為股份，每股面額新台幣 10 元。

(2) The Company is authorised to purchase any share in the Company (including a redeemable share) and may make payments in respect of such purchase in accordance with the Law, and for so long as the shares of the Company are listed on the Designated Stock Exchange, the Applicable Listing Rules. Any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board upon such terms and subject to such conditions and in such manner as it thinks fit and shall also be subject to the Law and these Articles and for so long as the shares of the Company are listed

on the Designated Stock Exchange, the Applicable Listing Rules.

Any approval granted by the Board and all purchases by the Company of its own shares pursuant to such Board approval (including even if no share purchases were effected) shall be disclosed by the Company at the next following general meeting after such Board approval or share purchases, as the case may be.

本公司得依據開曼公司法買回股份(包括可贖回股)並支付買回對價,本公司股份於指定交易所掛牌期間,並應依據上市(櫃)法規。本公司購買或以其他方法取得自己股份之權限,由董事會決定適當之條件及方法行使之。董事會行使該權限時應遵守開曼公司法及本章程之規定,本公司股份於指定交易所掛牌期間,並應遵守上市(櫃)法規。

董事會之決議及公司依董事會決議買回自己股份之情形(包括即使未買回股份者),應於董事會決議或買回股份後(視情形而定)最近一次之股東會報告。

(2A) The Company is authorised to hold treasury shares in accordance with the Law and the Board may designate as treasury shares any of its shares that it purchases or redeems, or any shares surrendered to it, in accordance with the Law. A treasury share shall not be counted in determining the total number of issued shares of the Company at any given time, whether for the purposes of these Articles or the Law. For so long as the Company holds treasury shares, the Company shall be entered in the Register as holding those shares. Shares held by the Company as treasury shares shall continue to be classified as treasury shares until such shares are either cancelled or transferred in accordance with the Law and these Articles.

本公司得依據開曼公司法持有庫藏股,董事會依據開曼公司法得指定買回、贖回或無償取得之任何股份為庫藏股。庫藏股於任何時間不得列數本公司已發行股份總數,無論是基於章程或開曼公司法之目的。本公司持有股份者,股東名冊應記載公司持有該股份。公司持有之庫藏股於依據開曼公司法或本章程銷除或移轉前,應持續列作庫藏股。

(2B) For so long as the shares of the Company are listed on the Designated Stock Exchange, shares that have been purchased by the Company and classified as treasury shares may be transferred to employees of the Company and of its Subordinate Companies at a price not less than the average actual repurchase price of those shares, unless consent of the members in general meetings by Special Resolution shall have been obtained for a lower price. The following matters shall be listed in the notice for that general meeting at which no ad hoc motion is allowed:

本公司股份於指定交易所掛牌期間,本公司買回股份並列為庫藏股者得以不低於實際買回股份之平均價格轉讓予本公司及子公司員工,除非該較低價格已獲股東會特別決議同意,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) The price of transfer, the valuation percentage, the bases of calculations, and the reasonableness thereof;
所定轉讓價格、折價比率、計算依據及合理性。
- (b) The number of shares to be transferred, the purpose, and the reasonableness thereof;
轉讓股數、目的及合理性。
- (c) Qualification requirements for employees subscribing for shares and the number of shares they are allowed to subscribe for;
認股員工之資格條件及得認購之股數。
- (d) Factors affecting shareholders' equity:
對股東權益影響事項:
 - (i) The expensable amount and dilution of the company's earnings per share.

可能費用化之金額及對公司每股盈餘稀釋情形。

(ii) Explanation about what financial burden will be imposed on the Company by transferring

shares to employees at less than the average actual repurchase price.

說明低於實際買回股份之平均價格轉讓予員工對公司造成之財務負擔。

(2C) For so long as the shares of the Company are listed on the Designated Stock Exchange, the aggregate number of treasury shares which have been transferred to employees of the Company and of its Subordinate Companies in accordance with Article 3(2B) may not exceed 5 percent of the total issued shares of the Company, and the aggregate number of treasury shares transferred to any single employee may not exceed 0.5 percent of total issued shares.

本公司股份於指定交易所掛牌期間，依照第 3(2B)條經歷次股東會通過且已轉讓予本公司及子公司員工之庫藏股股數，累計不得超過本公司已發行股份總數之百分之五，且單一認股員工其認購庫藏股股數累計不得超過本公司已發行股份總數之千分之五。

(3) The Board shall, within seven (7) days after receipt of a notice of a public tender offer to purchase Shares by the Company or the designated representative for litigious and non-litigious matters of the Company in the R.O.C., resolve to recommend the Members to either accept or object the tender offer purchase, and shall disclose the following by way of public announcement in any manner permitted by the R.O.C. Laws:

本公司或中華民國訴訟及非訟代理人接獲公開收購通知後七日內，董事會應對建議股東接受或反對該收購做成決議，並依中華民國法令公告下列事項：

- (a) The type, number and amount of Shares currently held by the Directors and any Members on behalf of themselves or another, holding more than ten percent (10%) of the Company's issued Shares;
董事及持有公司已發行股份超過百分之十之股東自己及以他人名義目前持有之股份種類、數量。
- (b) The recommendation made to the Members on such tender offer purchase, wherein the names and reasons of every Director(s) who object(s) to the tender offer shall be indicated;
就該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) Whether there were major changes to the Company's financial conditions after delivery of its most recent financial statements, and the contents of such changes; and
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。
- (d) The type, number and amount of Shares of the offeror or its affiliates held by the Directors or any Member on behalf of themselves or another, holding more than ten percent (10%) of the Company's issued Shares.
董事或持股超過百分之十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、數量及金額。

(4) The Company may accept the surrender for no consideration of any fully paid share (including a redeemable share) unless, as a result of the surrender, there would be no longer any issued shares of the Company other than shares held as treasury shares.

對於已繳足之股份(包括可贖回股份)，公司得接受無償放棄股份，除非該放棄股份導致本公司除庫藏股外無其他已發行股份。

ALTERATION OF CAPITAL 資本變動

4. Except as otherwise provided by the Applicable Listing Rules, the Company may from time to time by Special Resolution in accordance with the Law alter the conditions of its memorandum of association to:

除上市櫃法規另有規定外，本公司得隨時依開曼公司法以特別決議變更其組織大綱，俾：

- (a) increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe;
增加資本總額及股份總數；
- (b) consolidate and divide all or any of its capital into shares of larger amount than its existing shares;
合併及分割資本總額並提高每股面額；
- (c) divide its shares into several classes and without prejudice to any special rights previously conferred on the holders of existing shares attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or such restrictions;
將股份分為數種類，分別賦予先後順位、附條件、特殊權利或限制，但不得損害股東之既有權利。
- (d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association (subject, nevertheless, to the Law), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
將股份之一部或全部拆分為小面額股（但不得違反開曼公司法）。股東會得決議拆分後股份之條件不歸為一律，其先後順位或其他權利及限制得有差別，與本公司得對未發行股份或新股所定者同；
- (e) change the currency denomination of its share capital; and
變更股本計價貨幣；
- (f) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled.
銷除股份並減少資本總額。

5. Subject to the Applicable Listing Rules, the Law and Paragraphs 1, 2 and 3 of Article 168 of the Company Act of R.O.C., the Company may from time to time by Special Resolution, subject to any confirmation or consent required by law, reduce its share capital or any share premium account or capital redemption reserve or other undistributable reserve in any manner permitted by law.

本公司於符合上市櫃法規、開曼公司法及中華民國公司法第168條第1項、第2項及第3項範圍內，得隨時以特別決議並依法取得必要之確認或同意，於法令允許限度內減資、減少資本溢價科目、資本贖回準備金或其他不分配準備金。

SHARE RIGHTS

股權

6. (1) Subject to the Law, the memorandum of association and these Articles, and any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) other than ordinary shares may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may by Special Resolution determine.

本公司股份非屬除普通股者（無論是否構成現有資本一部），其分派股息紅利表決、股本返還或其他權利或限制，以特別決議定之，但以不違反法律、公司組織大綱、本章程規定或股東既有之特殊權利為限。

- (2) Subject to the Law, the rules or regulations of any Designated Stock Exchange, the memorandum of association and these Articles, and any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.

本公司得發行可贖回股，或由公司或股東行使贖回選擇權，董事會得訂定適當之贖回條件，包含由資本撥款贖回，但以不違反開曼公司法、指定交易所之規定、公司組織大綱及本章程及股東既有之特殊權利為限。

7. (1) Where the Company is to issue preferred shares, the total number, terms and conditions (including the number of shares constituting each such class or series, dividend rights, conversion rights, redemption privileges, voting powers, full or limited or no voting powers, and liquidation preferences) of the preferred shares shall be explicitly stipulated in these Articles. The memorandum of association of the Company and these Articles shall be amended with the sanction of a Special Resolution to stipulate the rights, benefits and restrictions of such preferred shares and the authorised number of the preferred shares. In particular and without prejudice to the generality of the foregoing, subject to the total number of preferred shares provided under these Articles and the terms and conditions of the preferred shares, approval by the Members by way of a Special Resolution is required to authorise and

approve the issuance of one or more classes or series of preferred shares and to fix the designations, powers, preferences and relative, participating, optional and other rights, if any, and the qualifications, limitations and restrictions thereof, if any, including, without limitation, the number of shares constituting each such class or series, dividend rights, conversion rights, redemption privileges, voting powers, full or limited or no voting powers, and liquidation preferences, and to increase or decrease the size of any such class or series (but not below the number of shares of any class or series of preferred shares then outstanding) to the extent permitted by the Applicable Listing Rules.

本公司發行優先股，章程應明定其數量及條件（包括每一種類或系列之數量、股息紅利分派權、轉換權、贖回權、表決權、有無表決權或表決權所受限制、以及贖餘財產分派優先權）。公司組織大綱與本章程應以特別決議同意規定優先股之權利、利益、限制與授權數量。授權及許可發行優先股，決定優先股之表彰、權利、條件及限制（倘有），包括每一種類或系列之數量、股息紅利分派權、轉換權、贖回權、表決權、有無表決權或表決權所受限制、以及贖餘財產分派優先權等，以及於上市（櫃）法規允許限度內增減各種類或系列優先權（但不得低於發行在外優先股股數），應經股東會特別決議之同意，且不得逾越本章程所定之優先股總數及條件。

- (2) The Company has power to issue further preferred capital ranking equally with, or in priority to, preferred shares already issued.

本公司發行優先股，其條件得與既有優先股相當或享有更優先順位。

VARIATION OF RIGHTS

權利變更

8. Whenever the share capital of the Company is divided into different classes of shares, including where preferred shares are issued, subject to the provisions of the Statutes, preference capital other than redeemable preference capital may be repaid and the special rights attached to any class may be varied or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of the class (but not otherwise) and may be so repaid, varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate general meeting and all adjournments thereof all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply. The foregoing provisions of this Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.

本公司股份分為不同種類者，包括發行優先股，於開曼法規定限度內，可贖回優先股以外之優先股股本得退回，任何種類股份享有之特殊權利得予變更，無論本公司正常營運或擬解散，均得經該種類股份(非其他種類)股東會之特別決議而退回股本、變更或取消。本章程關於股東會之規定及程序，於特別股股東會及其延期會議，準用之。任何種特別股僅變更或取消一部份股份之權利而其他股份不變者亦同，同種特別股分組而受差別待遇者，視為權利受變更之另一種特別股。

9. The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be varied, modified or abrogated by the creation or issue of further shares ranking *pari passu* therewith.

發行順位相當之特別股，不得視為變更或取消既有特別股權利，但原特別股權利或發行條件另有明示者不在此限。

SHARES

股份

10. (1) No share in the Company may be issued until the consideration in respect of the share is fully paid. Subject to the Law and to any direction that may be given by the Company in a general meeting and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, and, for so long as the Company is listed on the Designated Stock Exchange, the Applicable Listing Rules (if applicable), no shares may be issued by the Board without the prior approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of Directors but subject thereto, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount except in accordance with the Law.

本公司收足股款，始得發行股份。公司發行新股時，應由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行之，並應遵守開曼公司法及股東會決議，且不得違反特別股之權利及限制，本公司於指定交易所掛牌期間並應遵守上市(櫃)法規。本公司未發行股份(無論構成原有或增資資本與否)由董事會處理，董事會得招募、分配、授予選擇權或為其他處分，其對象、時間、對價及條件由董事會全權決定，除開曼公司法另有規定外，不得折價發行。

- (2) Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares (including issue of shares as dividends or bonus), to make,

or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.

董事會認為本公司股份之招募、分配、授予選擇權或為其他處分(包括以發行新股分配股息紅利) 在股東或其他人之登記地址所在國家地區為非法或窒礙難行者，本公司及董事會無對該股東或該 他人為招募、分配、授予選擇權或股份之義務。受上述條文影響股東，不視為不同種類股份之股東。

(3) Upon each issuance of new Shares, the Directors may reserve at least ten percent (10%) but not more than fifteen percent (15%) of the new Shares for subscription by the employees of the Company and of its Subordinate Companies who are determined by the Board in its reasonable discretion, provided that the provisions of this paragraph (3) shall not apply to any issuance of Shares made pursuant to a private placement of Shares under Article 10(9) of these Articles.

發行新股時，董事得保留百分之十 (10%) 至百分之十五 (15%) 之新股，供本公司及從屬公司之員工認購，人選由董事會決定。但本第 10 (3) 條於依據章程第 10 (9) 條私募股份時不適用。

(4) For so long as the Shares are listed on the Designated Stock Exchange, whenever the Company conducts a Share Offering, the Company shall allocate ten percent (10%) (or any greater percentage as resolved by the Members at a general meeting (if any)) of the total number of new Shares to be issued, for offering in the R.O.C to the public unless the R.O.C. competent authority deems the Share Offering unnecessary or inappropriate. For the purposes of this Article 10(4), the term "Share Offering" means a share offering to the public which is not an issuance of shares resulting from or in connection with any (i) merger, (ii) consolidation, (iii) amalgamation, (iv) asset acquisition, (v) group reorganisation, (vi) share exchange, (vii) share subdivision, (viii) exercise of share options, warrants or awards granted to employees, (ix) conversion of convertible securities or debt instruments within the R.O.C. in accordance with the Securities and Exchange Act of the R.O.C. and the Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuers of the R.O.C., provided that the provisions of this paragraph (4) shall not apply to any issuance of Shares pursuant to a private placement of Shares under Article 10(9) of these Articles.

本公司股份於指定交易所掛牌期間，於中華民國境內辦理現金增資發行新股時，除中華民國主管機關認為無須或不適宜對外公開發行者外，應提撥發行新股總額之百分之十，在中華民國境內對外公開發行，但股東會另有較高比率之決議者，從其決議。「公開發行」指對大眾招募股份，但不含以下任一情形而在中華民國境內依據證券交易法與外國發行人募集與發行有價證券處理準則發行股份：(i) 吸收合併，(ii) 新設合併，(iii) 存續合併，(iv) 資產收購，(v) 集團重組，(vi) 股份交換，(vii) 股份分拆，(viii) 執行員工認股權，(ix) 可轉換有價證券或公司債之轉換。但本第 10 (4) 條於依據章程第 10 (9) 條私募股份時不適用。

(5) For so long as the Shares are listed on the Designated Stock Exchange, unless otherwise resolved by the Members in general meeting by Special Resolution, if at anytime the Board resolves to issue any new Shares, the Company shall, after reserving the portion of Shares for (i) subscription by its employees and the employees of its Subordinate Companies pursuant to Article 10(3) above and (ii) for public offering in the R.O.C. pursuant to the preceding Article 10 (4), grant to the existing Members a pre-emptive right to subscribe for new shares of the Company in proportion to their then shareholdings and advise the Members, by a public announcement made in accordance with the Applicable Listing Rules and give Notice to the Members, of their pre-emptive rights. The Company shall state in such Notice that a Member is deemed to have waived his pre-emptive right if such Member fails to exercise his right to subscribe for his portion of the new Shares and/or

make payment within the assigned deadline(s), provided that if the initial assigned deadline for payment is less than one (1) month from the date of the Notice, any Member who has exercised his right to subscribe for his portion of the new Shares but fails to pay within such deadline shall be entitled to a grace period for payment of at least one (1) month from the expiry of the initial assigned deadline for payment. Where an exercise of the pre-emptive rights may result in fractional entitlement, the fractional entitlements of two or more Members may be combined to jointly subscribe for one or more new shares or for the subscription of whole new shares in the name of a single Member. New Shares left unsubscribed by the Members may be offered for by the Company to the public or for subscription by specific person or persons through negotiation, provided that the provisions of this paragraph (5) shall not apply to any issuance of shares made pursuant to Article 10(7) and Article 10(9) of these Articles.

本公司股份於指定交易所掛牌期間，除股東會以特別決議另有決定外，董事會發行新股時，於保留(i)依據第 10(3)條所規定由員工及從屬公司員工認購部分及 (ii) 依據第 10(4)條規定公開發行部分後，應公告及通知原有股東，按照原有股份比例儘先分認，並於該通知中聲明逾期不認購及/或繳款者，喪失其權利，但繳款期間不足一個月者，本公司應給予已認購但逾期繳款股東一個月以上之延長期間照繳。原有股東持有股份按比例不足分認一新股者，得合併共同認購或歸併一人認購；原有股東未認購者，得公開發行或洽由特定人認購，但本第 10(5)條規定於依據第 10(7)條及第 10(9)條發行股份時不適用之。

- (6) The Board may issue warrants conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may from time to time determine. Member's pre-emptive rights referred to in Article 10(5) shall not apply to Shares issued to holders of such warrants pursuant to the exercise of their share subscription rights in accordance with the warrants terms and conditions prescribed by the Company.

董事會得發行認股權憑證，憑證持有人得依據董事會決定之條件認購本公司之股份或股權性質之有價證券。第 10(5)條之原股東優先認購權，於認股權憑證持有人依據本公司所定認股權憑證條件行認股權而本公司核發新股者，不適用之。

- (7) (a) Subject to the Statutes and the Applicable Listing Rules and unless as otherwise provided for in these Articles, the Company may, upon adoption of a resolution by a majority of the Directors present at a meeting of the Board attended by two-thirds (2/3) or more of the total number of Directors, enter into a share subscription right agreement with its employees or the employees of the Subordinate Company whereby the employees may subscribe, within a specific period of time, a specific number of Shares of the Company at an agreed subscription price. Upon execution of the said agreement, the Company shall issue to each employee who is a party to a share subscription right agreement a share subscription warrant. The share subscription warrant issued shall be non-assignable, except for transfer by inheritance or intestacy.

(b) Subject to the Statutes, the Company may by Special Resolution create a new class of shares which are not fully transferable or the rights to which are not fully exercisable until certain performance, continued employment or other conditions have been met (the "Employee Restricted Shares"), and authorize the Board to issue such shares to the employees of the Company or the employees of its Subordinate Companies. The issuance amount, issuance price, issuance conditions and other matters for compliance shall be subject to the Applicable Listing Rules.

除開曼法、上市(櫃)法規及本章程另有規定外，本公司得經董事會以董事三分之二以上出席，出席董事過半數之決議，與其員工或從屬公司員工簽署認股權契約，約定於一定期間內，員工得以約定價格認購特定數量之本公司股份。訂約後，本公司發給員工認股權憑證。認股權憑證不得轉讓，但因繼承者不在此限。

除開曼法另有規定外，本公司經股東會特別決議創設一種股份，其發行轉讓受限制或股份權利受服務條件、績效條件或其他條件限制(簡稱“限制員工權利股份”)，並授權董事會發行該

股份予員工或從屬公司員工。其發行數量、發行價格、發行條件及其他應遵行事項，應符合上市櫃法規。

(8) Subject to Applicable Listing Rules (if applicable), the Company may issue fractions of a share. 本公司得發行畸零股，但不得違反上市(櫃)法規。

(9) The Company may by Special Resolution authorise the Board to effect a private placement of Shares the following persons in R.O.C. in accordance with the Applicable Listing Rules:

- (a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other juristic persons or institutions approved by the Financial Supervisory Commission of R.O.C.;
- (b) natural persons, juristic persons, or funds meeting the conditions prescribed by the Financial Supervisory Commission of R.O.C.; and
- (c) Directors and officers of the Company or those of its Subordinate Companies;

Provided always that the total number of subscribers under sub-paragraphs b and c of the preceding paragraph shall not exceed 35 persons.

本公司於符合上市櫃法規(若適用)範圍內，得以股東會特別決議授權董事會於中華民國對下列之人私募本公司股份：

- (a) 銀行業、票券業、信託業、保險業、證券業或其他經中華民國金融監督管理委員會核准之法人或機構。
- (b) 符合中華民國金融監督管理委員會所定條件之自然人、法人或基金。
- (c) 本公司或其從屬公司之董事及經理人。

但第 b 款及第 c 款之應募人總數，不得超過 35 人。

11. The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Law. Subject to the Law, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.

本公司得於開曼公司法規定限度內支付發行股份之佣金或仲介費。除開曼公司法另有規定，該佣金得以現金、全部或部份以配股、或一部現金一部配股之方式支付。

12. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any fractional part of a share or (except only as otherwise provided by these Articles or by law) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. 除法律另有規定外，本公司不承認任何人按信託關係持有本公司股份。除對股份整體主張絕對權者外，本公司亦無義務承認對任何股份之一部或全部主張享有衡平、或有、未來或部份利益或任何其他權利(但本章程或法律另有規定者除外)，縱然受通知者亦然。

SHARE CERTIFICATES

股票

13. Every share certificate shall be issued under the Seal or a facsimile thereof and shall specify the name of the Member, the number and class and distinguishing numbers (if any or if required by the Law) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. No certificate shall be issued representing

shares of more than one class nor will be issued in bearer form. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person. For the avoidance of doubt, no share certificate is required to be issued in respect of shares issued in Dematerialised Form. Where Shares are issued in Dematerialised Form, the Company shall procure and instruct the relevant depositary or clearing house to make the necessary book entries to reflect the entitlement of the relevant Member in accordance with R.O.C Laws and the Statutes.

股票應加蓋公司印鑑或複製印樣，並記載股東姓名、數量、種類、編號(倘開曼公司法要求)以及認購金額或董事隨時決定之其他形式。股票不得表彰超過一種之股份，且不得為無記名。董事會得為通案或個案決定股票(或其他有價證券)上之簽名不需親筆書寫，得以機械或印刷為之，甚或不需任何人簽名。為避免疑慮，無實體形式發行之股份毋需印製股票，但本公司應指示保管結算所為必要之登錄，以中華民國法律及開曼法紀錄股東之權利。

14. (1) In the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one of several joint holders shall be sufficient delivery to all such holders.

股份由數人共有者，本公司印製股票仍以一份為限；股票交付給共有人中之一人者，視為對全體共有人交付。

- (2) Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.

股份由數人共有者，除股份轉讓外，股東名簿上姓名記載在前者視為單獨持有該股份之股東，而得收受通知及處理其他與本公司相關事務，但本章程另有規定者不在此限。

- (3) Where a share stands in the names of two or more persons, any request relating to cancellation or issue of share certificates may be made by any one of the registered joint holders.

股份由數人共有者，任一共有人得請求銷除或發行股票。

15. Where a share certificate is to be issued to a Member, such Member shall be issued one certificate for all shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such fee as may be determined by the Board from time to time.

股票之發行，得以一張股票表彰同一人持有之同一種股份之全部，或以多張股票分別為之，但應支付董事會所定之股票費用。

16. In case of a capital restructuring of the Company requiring replacement of old share certificates with new ones, the Company shall send a notice to each Member and make a public announcement in accordance with the Applicable Listing Rules, notifying each Member that the existing share certificates are cancelled and will not be recognised by the Company, and requiring all Members to exchange their existing share certificates for new ones.

本公司資本重組需換發時，應根據上市(櫃)法規通知各股東及公告，並聲明銷除現有股票，本公司不再承認，股東應換發新股票。

17. For as long as the shares are listed on the Designated Stock Exchange, every person whose name is entered as a Member in the Register shall be entitled to receive within thirty (30) days from the date the name of the Member is entered into the Register (or such other period prescribed by the Applicable

Listing Rules) share certificates in reasonable denominations for any shares issued or transferred. The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the delivery of such certificate.

本公司股份於指定交易所掛牌期間，本公司應於股東名簿登記之日起 30 日內（或上市（櫃）法規規定之其他期間）對股東交付股票，合理載明發行或受讓股份之事項。本公司應於交付股票前，根據上市（櫃）法規公告。

18. Subject to the provisions of the Statutes, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Designated Stock Exchange or on behalf of its or their client or clients as the Directors shall require, and (in case of defacement or wearing out) on delivery of the old certificate and in any case on payment of such sum as may be determined by the Directors from time to time together with the amount of the stamp duty payable (if any) on each share certificate. In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.

除開曼法規另有規定外，股票若有污損、破舊、毀損、遺失或遭竊情形，股東、受讓人、權利人、買受人、指定交易所之會員得請求掣發新股票。請求時，應提出證據及補償函（若需要），以股票污損或破舊為由者並應繳回舊股票。無論何種情形均應支付董事會決議之金額及印花稅（若有）。股票毀損、遺失或遭竊者，股東或有權受領更新股票之人應向本公司支付調查毀損遺失之全部費用，並承擔損失。

REGISTER OF MEMBERS

股東名簿

19. (1) The Company shall keep in one or more books a Register and shall enter therein particulars required by the Law.

本公司應保存一份以上之股東名簿，並依據開曼公司法記載。

- (2) The Register shall be kept at the office of the Company's Shareholders' Service Agent.

股東名簿應設於本公司之股務代理機構。

20. The Register may, after notice has been given in accordance with applicable requirements of any Designated Stock Exchange, be closed at such times or for such periods in each year as the Board may determine and either generally or in respect of any class of shares.

股東名簿得於董事會決議之時間或期間停止為全部股票或特定種類股票辦理過戶登記，但應按指定交易所之規定通知。

RECORD DATES AND CLOSING OF REGISTER OF MEMBERS

基準日與停止過戶

21. (1) Notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:-

本公司或董事得為下列事項決定其基準日，不受本章程其他規定影響：

- (a) determining the Members entitled to receive any dividend, distribution, allotment or issue; and

為確定有權受領股息、紅利、配股或發行之股東；

- (b) determining the Members entitled to receive notice of and to vote at any general meeting of the Company.

為確定有權收受股東會召集通知及出席投票之股東。

(2) For so long as the Shares are listed on the Designated Stock Exchange, the Board may provide that the Register shall be closed for a stated period but not to exceed in any case (i) sixty (60) days before the date of each annual general meeting, (ii) thirty (30) days before the date of each extraordinary general meeting and (iii) five (5) days before the record date for a dividend declaration, as the case may be. For purposes of calculating the above-mentioned periods, the period for the closure shall include the date the relevant general meeting is to be held or the record date for the declaration of dividend, as the case may be.

本公司股份於指定交易所掛牌期間，董事會得規定股東名簿記載之變更於一定期間停止受理，但不超過以下日數：(i)於股東常會開會前六十日內，(ii)股東臨時會開會前三十日內，(iii)決定分派股息及紅利基準日之前5日內。前述期間自開會日或分派基準日之當日起算。

TRANSFER OF SHARES

股份轉讓

22. Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the form acceptable to the Board provided always that for so long as the Shares are listed on the Designated Stock Exchange :

- (a) the Company shall accept for registration an instrument of transfer in a form approved or prescribed by the Designated Stock Exchange;
- (b) the transfer of shares may effected through the book-entry system of the Taiwan Depository & Clearing Corporation and instruments of transfer may be in the form of electronic records of the Taiwan Depository & Clearing Corporation relating to such transfers;
- (c) the shares shall be subject to any transfer restrictions provided under the Applicable Listing Rules; and
- (d) any Shares acquired or subscribed by employees pursuant to Articles 3(2B) and 10(3) hereof shall be subject to transfer restrictions for a period not longer than two (2) years as the Directors may determine in their discretion.

除本章程另有規定，股東得提出董事會接受之轉讓文件，以轉讓股份。但股份於指定交易所掛牌期間：

- (a) 本公司應接受指定交易所核准或規定形式之過戶文件；
- (b) 股份過戶得以台灣集中保管結算所股份有公司帳戶劃撥方式為之，轉讓文件得為台灣集中保管結算所所定之過戶電子紀錄；
- (c) 股份之轉讓受上市櫃法規限制；及
- (d) 員工依第 3(2B)條或第 10(3)條取得或認購之股份於董事會所定期間內不得轉讓，但不得超過兩年。

23. (1) The Board may, in its absolute discretion and without giving any reason therefor, refuse to register a transfer of any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists

員工獎勵計畫發行之股份而受轉讓限制者，董事會得不附理由拒絕辦理過戶登記。

(2) [deleted].

[刪除]。

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

董事會於法律允許限度內，得隨時將股東名簿所登載之股份移轉於登錄其分處，或將股東名簿分冊記載之股票移轉登錄於股東名簿或其他分冊。股東要求前開移轉者，應負擔相關成本，除非董事會另有決定。

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

本公司股份非經董事會同意，不得於股東名簿及其各分冊處間互相移轉，過戶及其他權利文件應送交登記。於股東名簿分冊登記者，送交登記辦公室；於股東名簿登記者，送交註冊地址或股東名簿依據開曼公司法設置之處所。董事會同意與否及同意條件由其全權決定，毋需說明理由。

(5) Save as provided in these Articles, there shall be no restriction on the transfer of fully paid up shares (except where required by law, or the rules or regulations of the Designated Stock Exchange). 除本章程另有規定外，已繳足股款之股份之轉讓不得限制，但法律或指定交易所規章另有規定者不在此限。

24. Without limiting the generality of the last preceding Article, the Board may decline to recognise any instrument of transfer unless:-

未符合下列條件之一者，董事會得拒絕受理過戶文件：

- (a) a fee, if any, of such sum as the Board may from time to time require is paid to the Company in respect thereof;
付清過戶費用，金額由董事會定之；
- (b) the instrument of transfer is in respect of only one class of share;
過戶文件為同一種類股份；
- (c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Law accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
過戶文件、股票及其他證明文件送交註冊地址或依據開曼公司法設置過戶登記處之其他處所。董事會得要求出示出讓人有權轉讓股份之合理證明文件(若由他人代為簽署轉讓文件者，該他人之權源證明)；
- (d) if applicable, the instrument of transfer is duly and properly stamped.
過戶文件貼足印花 (若適用)。

25. If the Board refuses to register a transfer of any share, it shall, within one (1) month after the date on which the transfer was lodged with the Company, send to each of the transferor and transferee notice of the refusal.

董事會拒絕受理過戶登記者，應於過戶文件送達後一個月內，通知出讓人與受讓人。

GENERAL MEETINGS

股東會

26. (1) An annual general meeting of the Company shall be convened by the Board and held in each year, but no later than six (6) months after the close of each fiscal year of the Company (unless otherwise permitted by the Applicable Listing Rules). A general meeting of the Company may be held within the territory of the R.O.C. at such time and place as may be determined by the Board. However, for so long as the shares of the Company are listed on the Designated Stock Exchange, the Board may not convene a general meeting to be held outside the territory of the R.O.C. without the approval of the Designated Stock Exchange. An application to obtain the Designated Stock Exchange's approval shall be submitted within two (2) days after the date the Board resolved to convene such general meeting to be held outside the territory of the R.O.C. Without prejudice to the generality of the foregoing, where any general meeting of the Company is to be held outside the territory of the R.O.C., the Company shall appoint a Shareholders' Service Agent to administer and handle affairs relating to voting by Members at such general meeting

本公司股東常會於會計年度終了後 6 個月內由董事會召集且召開（但上市（櫃）法規另有允許者，不在此限）。股東會得於中華民國境內召開，時間地點由董事會決定。惟本公司股份於指定交易所掛牌期間，董事會非經指定交易所許可，不得於中華民國境外召集股東會。在中華民國境外召開股東會，應於董事會決議後二日內申報指定交易所同意，並應指定股務代理機構處理股東於系爭股東會行使表決權事宜。

- (2) At the annual general meeting of the Company, a report (if any) of the Directors shall be presented. 董事應向股東常會提出報告。

- (3) Any Independent Director may convene a general meeting to be held within the territory of the R.O.C. at such time and place as may be determined by such Independent Director, if:

- (i) the Board fails, or is unable, to convene a general meeting; or
- (ii) he/she deems the convening necessary for the benefit of the Company.

任一獨立董事於下列任一情形，得擇定時間及地點在中華民國境內召集股東會：

- (i) 董事會不為召集或不能召集股東會；或
- (ii) 為本公司利益而有必要時。

27. (1) One or more Member(s) holding one percent (1%) or more of the total number of issued Shares of the Company may submit to the Company not more than one written proposal for consideration and if appropriate, approval at the annual general meeting, provided that only one matter may be proposed in each single proposal.

持有已發行股份總數百分之一以上股份之股東，得以書面（包含電子方式）向本公司提出股東常會議案。提案以一項為限。

- (2) The Company shall give a public notice in such manner permitted by the Applicable Listing Rules at such time as may be deemed appropriate by the Board specifying the proposal submission method(s), the place and a period of not less than ten (10) days for Members to submit proposals,

which must not be more than three hundred (300) words in length.

本公司應依上市(櫃)法規公告受理股東之提案之受理方式、受理處所及受理期間；其受理期間不得少於十日。股東所提議案以三百字為限。

(3) Any Member(s) whose written 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 authorized representative(s), and participate in the discussion of such proposal. 股東之書面提案經董事會接受者，其親自、委託代理出席及法人股東指定代理人出席股東會之權利不受影響，並參與提案之討論。

(4) The Board may not exclude a proposal submitted by a Member except if:

除有以下情事之一者，董事會不得排除股東提案：

- (i) the proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Applicable Listing Rules; or
該議案非股東常會所得決議者；或
- (ii) the number of Shares held by the Member is less than one percent (1%) of the total
number of issued Shares in the Register upon commencement of the period in which the Register is closed for transfers before the annual general meeting; or
提案股東於股東常會之停止過戶日持股未達百分之一者；
- (iii) the proposal submitted concerns more than one matter or uses more than three hundred (300) words; or
提案超過一項或超過三百字；或
- (iv) the proposal is not submitted within the specified period determined by the Board,
該議案於董事會決定之受理期間外提出者

and in each case, the excluded proposal shall not be discussed at the annual general meeting.

未列入之議案不得於股東常會討論。

(5) The Company shall list in the notice of annual general meeting the written proposals accepted for tabling at the annual general meeting.

本公司應於股東常會通知內載明受理列入議程之書面提案。

(6) Notwithstanding the provision of sub-paragraph (i) of Article 27(4), a Member's proposal for urging the Company to promote public interests or fulfil its social responsibilities may be accepted by the Board for tabling at the annual general meeting.

雖有第 27(4)條第(i)款規定，若股東提案係為敦促本公司增進公共利益或善盡社會責任之建議，董事會仍得列入股東常會議案。

28. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.

股東常會以外之股東會為股東臨時會。

29. (1) The Board may whenever it thinks fit call extraordinary general meetings to be held at such time and place as the Board shall determine, Provided That one or more Member(s) holding three-percent (3%) or more of the total number of the issued Shares continuously for a period of one (1) year or more may, by filing with the Company a written proposal (the "Requisition Proposal") setting forth therein the subjects for discussion, consideration or approval and the reasons for the same, request the Board to convene an extraordinary general meeting.

股東臨時會由董事會隨時召集，時間地點由董事會決定。股東繼續一年以上，持有已發行股

份總數百分之三以上者，得以書面記明提議事項及理由，請求董事會召集股東臨時會。

(2) If the Board fails to give notice for convening an extraordinary general meeting within fifteen (15) days after receiving such Requisition Proposal, the proposing Member(s) may convene an extraordinary general meeting by sending out a notice of general meeting in accordance with these Articles provided that to the extent required by Applicable Listing Rules, an application shall have been submitted by such Member(s) to the competent authorities in the Cayman Islands or, where applicable, in Taiwan for their prior approval for convening the extraordinary general meeting and that the approval has been granted. Such proposing Member(s) shall be entitled to determine the time and place of the extraordinary general meeting.

請求提出後十五日內，董事會不為召集之通知時，股東得依據本章程規定發出召集通知，但應按上市(櫃)法令向開曼群島或台灣(如適用)主管機關申請許可自行召集且經許可自行召集。股東召集股東臨時會者，時間及地點由該股東決定。

(3) The Board will not be required to prepare the manual referred to in Article 33 where a general meeting

is convened by Member(s).

股東臨時會由股東召集時，董事會不需準備第 33 條之議事手冊。

(4) For so long as the Shares are listed on the Designated Stock Exchange, Members, either individually or collectively, holding more than one half of the total number of the issued Shares for a consecutive period of at least three (3) months may convene an extraordinary general meeting in accordance with the procedures prescribed by the Applicable Listing Rules. The holding period and number of shares held shall be based on the shareholding on date of the closure of the Register.

本公司之股份於指定交易所掛牌期間，繼續三個月以上單獨或合計持有已發行股份總數過半數股份之股東，得依據上市(櫃)法規所定之程序召集股東臨時會。股東持股期間及持股數之計算，以停止過戶時之股東名簿記載為準。

NOTICE OF GENERAL MEETINGS

股東會召集通知

30. (1) At least thirty (30) clear days' Notice of an annual general meeting and at least fifteen clear (15) days' Notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat. For so long as the shares of the Company are listed on the Designated Stock Exchange, notice of any general meeting shall also be given in accordance with the Applicable Listing Rules.

股東常會之召集應於 30 日經過期間前通知股東，股東臨時會之召集應於 15 日經過期間前通知。本公司股份於指定交易所掛牌期間，股東會通知應根據上市(櫃)法規辦理。

(2) Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.

股東會召集通知應發給全體股東，但本章程另有規定或股份發行條件無權受領此類通知之股東者不在此限。股東會召集通知亦應發給因繼承、破產或解散而對股份享有權利之人，各董事與審計師。

31. The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are included in the notice of general meeting with an explanatory note setting

out a summary of the material facts, provided, however, that such explanatory note on the material facts may be displayed on the website designated by the Company or by the Financial Supervisory Commission of the R.O.C. subject to the condition that the *URL* (uniform resource locator) of such website is specified in the Notice of the general meeting:

下列事項，非經列舉於股東會召集事由並說明其主要內容者，不於股東會提議討論，但主要內容得置於本公司或中華民國金融監督管理委員會指定之網站，並應將其網址載明於股東會召集通知：

- (a) any election or removal of Directors;
選任或解任董事；
- (b) any change to the name of the Company;
變更公司名稱；
- (c) any amendment or modification to the memorandum of association and/or these Articles;
變更公司組織大綱及/或本章程；
- (d) any dissolution, voluntary winding up, merger, consolidation, amalgamation of the Company, share swap or a spin-off of the Company's business;
公司清算、解散、吸收合併、新設合併、存續合併、股份轉換或分割；
- (e) any proposal for the Company to enter into, amend, or terminate any contract for lease of its business, management contract or joint operation contract;
締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；
- (f) the transfer of the whole or any substantial part of the Company's business or assets;
讓與全部或主要部份之營業或財產；
- (g) the acquisition of the whole part of the business or assets of a third party, which has a material effect the operations of the Company;
受讓他人全部營業或財產，對公司營運有重大影響者；
- (h) any issuance of securities of the Company by way of private placement;
私募發行有價證券；
- (i) to the extent permitted by the Applicable Listing Rules, any proposal to approve a Director to engage in activities in competition with the Company; and
於上市(櫃)法規允許限度內，董事從事競業行為之許可；
- (j) upon recommendation of the Board, any proposal to distribute dividends or distributions in whole or in part by way of issuance of new Shares of the Company out of any reserve set aside from profits, Capital Reserve (as defined in Article 111) or surplus as permitted by the Law
按董事會之提議，於開曼公司法允許限度內，以發行新股方式，分派股息及紅利之全部或一部，或將盈餘公積或資本公積（如第 111 條所定義）以發行新股分配與原股東者
- (k) upon recommendation of the Board, any proposal to make cash distributions out of the reserveset aside from profits or Capital Reserve (as defined in Article 111) as permitted by the Law:
按董事會之提議，於開曼公司法允許限度內，將盈餘公積或資本公積（如第 111 條所定義）以現金分配予股東；
- (l) (l) reduction of the share capital of the Company; and
減資；及
- (m) application for withdrawal of the Company's status as a public company.
申請停止公開發行。

32. The Secretary may postpone any general meeting called in accordance with the provisions of these Articles (other than a meeting requisitioned under these Articles) provided that notice of postponement is given to each Member before the time for such meeting. Fresh notice of the date, time and place for the postponed meeting shall be given to each Member in accordance with the

provisions of these Articles.

秘書得根據本章程規定將股東會延期(依本章程請求召開者除外),但應於會議開始前通知各股東;重新開會之日期、時間與地點應依本章程規定通知股東。

PROCEEDINGS AT GENERAL MEETINGS

股東常會議事程序

33. (1) Subject to Article 29(3), the Board shall prepare a manual setting out the agenda of a general meeting of Members (including all the subjects and matters to be tabled 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 relating to the said meeting at least fifteen (15) days prior to the date of the relevant general meeting. Such manual shall be distributed to the Members attending the general meeting in person, by proxy or by corporate representative(s) (where the Member is a corporation) at the general meeting.

除第 29(3)條另有規定者外,董事會應編製股東會議事手冊(包括會議之主題及議案內容),並應依上市(櫃)法規,於股東會開會至少十五日前公告手冊內容與會議相關資料。議事手冊應發給出席股東,無論親自出席、委託代理出席或法人股東指定代表出席。

(2) No business, other than the appointment of a chairman of a meeting, shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Subject to any additional requirements provided for under these Articles, at any general meeting of the Company, two (2) or more person(s) present in person and representing in person or by proxy more than fifty percent (50%) of the total issued Shares shall form a quorum, provided that if the Company shall at any time have only one Member, one Member present in person or by proxy, or being a corporation by its representative duly authorised, shall form a quorum for the transaction of business at any general meeting of the Company held during such time.

股東會開會時間屆至,出席股東未達出席定足數者,除為指定會議主席外,不得進行議事。股東會應有代表已發行股份總數過半數之股東二人以上親自出席或委託代理出席,並應受本章程其他條款限制。本公司僅有一名股東者,該股東無論親自出席、委託代理出席或法人股東指定代表出席、均達出席定足數而得進行議事。

34. If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, shall be dissolved.

已逾開會時間 30 分鐘 (會議主席得決定延長,但不超過 1 小時)出席股東尚不足出席定足數,即散會

35. The chairman of the Board (if one is appointed) shall preside as chairman at every general meeting. If at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman. Notwithstanding the foregoing, for a general meeting convened by any person (the "Convenor") other than the Board, such person shall act as the chairman of that meeting, and if the meeting was convened by two or more persons jointly, the chairman of the meeting shall be elected from amongst those persons. If the Convenor(s) are not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the chairman shall be appointed as if it was a general meeting convened by the Board.

董事長（若有選任）主持股東會。主席於開會後十五分鐘內未出席，或不願任主席職，出席董事應互推一人任之；僅一名董事出席，該董事若有意願，由其擔任主席。若無董事出席，或各出席董事不願擔任主席或董事長卸任，有表決權之出席股東互推一人擔任主席。股東會由董事會以外之人召集者（下稱“召集人”），由召集人擔任主席；召集人有二人以上，互推一人為主席。召集人未於開會時間屆至後十五分鐘內出席，或不願擔任主席，準用董事會召開股東會之規定。

36. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for (6) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall be unnecessary to give notice of an adjournment. 股東會已達出席定足數，主席經股東會同意，得宣布會議延期（股東會命延會者，主席應從之），時間地點由股東會決定。但延期會議之議程應與原股東會相同。股東會已達出席定足數，主席經股東會同意，得宣布會議延期（股東會命延會者，主席應從之），時間地點由股東會決定。但延期會議之議程應與原股東會相同。股東會延期毋須另發召集通知，但股東會延後六日以上者，應另發召集通知，與原股東會同。

37. If an amendment is proposed to any resolution under consideration but is in good faith ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling.

議案之修正案未經會議主席裁示交付討論，而主席乃善意者，該議案之議事程序不因錯誤而影響其效力。

VOTING

表決

38. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting every Member present in person (or being a corporation, is present by its authorised representative) or by proxy at the general meeting shall have one vote for every fully paid share of which he is the holder.

股東出席股東會，無論親自出席、委託代理出席或法人股東指定代表出席，每股有一表決權，但特別股之表決權有特別權利或限制或本章程另有規定者不在此限。

39. The number or proportion of the votes in favour of, or against, any resolution shall be recorded in the minutes of the general meeting.

贊成反對之權數或比例應載明於股東會議事錄。

40. Votes may be cast either personally or by proxy. Except as otherwise permitted in these Articles and/or the Applicable Listing Rules, a person must use all his votes or cast all the votes he uses in the same way.

表決得親自或委託他人代理行使；除本章程與/或上市（櫃）法規另有規定外，全部表決權應為相同之行使。

41. Where there are joint holders of any share, such joint holders shall select one from among themselves to exercise of the shareholder rights.

股份由數人共有者，其共有人應推選一人行使股東之權利。

42. (1) To the extent permitted by the Applicable Listing Rules and notwithstanding any provisions provided in these Articles, the Board may resolve to allow Members not attending and voting at a

general meeting in person, by proxy or by corporate representatives (where a Member is a corporation), to exercise their voting power and cast their votes prior to commencement of the general meeting by way of a written instrument, or by way of electronic transmission, approved by the Board, provided that the relevant methods and procedures are specified in the notice convening the said general meeting and are complied with by such Member(s). However, where a general meeting is convened to be held outside the territory of the R.O.C., then to the extent permitted by the Applicable Listing Rules, the Company must allow the Members to exercise their voting rights and cast their votes by way of a written instrument or by way of electronic transmission in the manner referred to in this Article 42. For the purposes of this Article 42, the term “electronic transmission” shall mean the transmission of information through an electronic data interchange process authorized by the Applicable Listing Rules.

在上市(櫃)法規允許範圍內，董事會得決議允許股東不親自出席股東會，無論親自出席、委託代理出席或法人股東指定代表出席，而以董事會許可之書面或電子方式於股東會開會前行使表決權，不受本章程其他規定影響。書面或電子方式行使方法及程序應載明於股東會召集通知。本公司於中華民國境外召開股東常會時，應依據上市(櫃)法規允許股東按第42條規定以書面或電子方式行使表決權。本條所稱電子方式係指按上市(櫃)法規允許之電子資料交換程序所為之資訊傳輸。

(2) For purposes of clarity, votes cast by written instrument or electronic transmission shall be by way of the submission by written instrument or by electronic transmission of a proxy whereby such Members appoint the chairman of the general meeting as their proxy to vote their shares at the general meeting in the manner as directed in the written instrument or electronic document. The chairman, as proxy, shall not have the power to exercise the voting rights of such Members with respect to any matters not specifically indicated in the written instrument or electronic document and/or with respect to any amendment to resolution(s) proposed at the general meeting.

以書面或電子方式行使表決權者，應以書面或電子方式送交委託書，指定股東會主席為其代理人，依照書面或電子文件之指示行使表決權。主席擔任代理人，就書面或電子文件中未特別記載之事項及/或原議案之修正不得代為行使表決權。

(3) Where a Member who has cast his vote by written instrument or by way of electronic transmission wishes to attend the meeting in person, such Member shall send a separate declaration of his intention to rescind and revoke his votes cast in the same manner as his voting right was previously exercised (either by way of written instrument or electronic transmission) to the Company no later than two(2) clear days prior to the date of the general meeting failing which, such Member shall be deemed to have waived his right to attend and vote at the relevant general meeting in person and the written instrument or electronic transmission from such Member shall remain valid and the votes cast shall be counted in accordance with the said written instrument or electronic transmission.

股東以書面或電子方式行使表決權後，欲親自出席股東會者，至遲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項行使表決權之意思表示；逾期撤銷者，視同放棄親自出席股東會並行使表決權之權利，該書面及電子文件仍屬有效，以書面或電子方式行使之表決權為準。

43. If:-

若：

- (a) any objection shall be raised to the qualification of any voter; or
否認行使表決權者之資格；或
- (b) any votes have been counted which ought not to have been counted or which might have been rejected; or
不應計入之表決權卻被列入計算；或

- (c) any votes are not counted which ought to have been counted;

應計入之表決權卻未被列入計算；

the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs.

股東於表決進行或錯誤發生時未當場異議或指明錯誤者，該異議事由或錯誤不影響股東會及其延期會議之決議之效力。

44. Subject to any additional and applicable requirements under the Statutes, any matter proposed for consideration of the Members at any general meeting shall be decided by way of an Ordinary Resolution, unless such matter proposed is required to be decided by a Special Resolution or other majority pursuant to the provisions of these Articles or the Law. All resolutions put to the vote at a general meeting shall be decided poll. Subject to the provisions of Article 44A, the following matters require approval of the Members by way of a Special Resolution:

除開曼法另有規定外，股東會議案以普通決議定之，但依據本章程或開曼公司法應以特別決議或其他多數決為之者不在此限。股東會之決議以投票表決。除第 44A 條另有規定者外，下列事項應以特別決議方式為之：

- (a) any amendment or modification to the memorandum of association and/or these Articles;
公司組織大綱與/或本章程之修正；
- (b) any voluntary winding up of the Company;
公司自願解散；
- (c) spin-off of the Company's business, share swap or a plan of merger or consolidation;
本公司營業之分割、股份轉換或吸收合併或新設合併之提案；
- (d) any proposal for the Company to enter into, amend, or terminate any contract for lease of its business, management contract or joint operation contract;
公司締結、變更或終止關於出租全部營業，委託經營或與或他人經常共同經營之契約；
- (e) the transfer of the whole or any substantial part of the Company's business or assets;
讓與全部或主要部份之營業或財產；
- (f) the acquisition of the whole part of the business or assets of a third party, which has a material effect the operations of the Company;
受讓他人全部營業或財產而對公司營運有重大影響者；
- (g) any issuance of securities of the Company by way of private placement;
私募有價證券；
- (h) to the extent permitted by the Applicable Listing Rules, any proposal to approve a Director to engage in activities in competition with the Company;
許可董事為競業之行為；
- (i) upon recommendation of the Board, any proposal to distribute dividends or distributions in whole or in part by way of issuance of new Shares of the Company out of any reserve set aside from profits, Capital Reserve (as defined in Article 111) or surplus as permitted by the Cayman Law;
按董事會提議，於開曼公司法允許限度內，以發行新股方式，分派股息及紅利之全部或一部，或將盈餘公積或資本公積（如第 111 條所定義）以發行新股分配與原股東者；
- (j) [deleted];
[刪除]
- (k) any proposal to issue employee restricted shares pursuant to sub-paragraph (b) of Article 10(7); and

依據第 10(7)條第(b)項發行限制員工權利股份；及

- (l) reduction of the share capital of the Company and other matters set forth in Article 5. 第 5 條規定之減資或其他事項。

44A.

If the Company proposes to undertake:

- (a) a merger or consolidation which will result in the Company to be dissolved;
- (b) a general assignment of the Company's assets or businesses to another entity;
- (c) a share swap; or
- (d) a spin-off,

which would result in the termination of the Company's listing on the Designated Stock Exchange, and where the shares of surviving entity (in the case of (a) above), the transferee (in the case of (b) above), the entity whose shares has been allotted in exchange for the Company's shares (in the case of (c) above) and, the existing or newly incorporated transferee company (in the case of (d) above) are not listed on the main board of Designated Stock Exchange, then such action shall be approved at a general meeting by a resolution passed by Members holding two-thirds or more of the votes of the total number of issued Shares of the Company.

The terms of “merger or consolidation”, “general assignment”, “share swap” and “spin-off” in the preceding paragraph are defined in accordance with the Applicable Listing Rules.

本公司如進行以下議案而導致終止上市：

- (a) 合併，且本公司於合併後消滅；
- (b) 概括讓與本公司之資產或營業；
- (c) 股份轉換；或
- (d) 分割，

且存續公司(於上述(a)之情形)、受讓公司(於上述(b)之情形)、與受讓本公司股份之公司(於上述(c)之情形)、或既存或新設之受讓分割公司(於上述(d)之情形)之股份未於指定交易所上市或上櫃者，該議案應經本公司已發行股份總數三分之二以上股東之同意後始得為之。

前項所稱合併、概括讓與、股份轉換及分割依據上市(櫃)法規定義。

45. [deleted]

[本條刪除]

46. Shares held by the following persons shall not be counted in the total number of issued Shares which are entitled to vote when calculating the quorum at a general meeting and the following persons who are Members shall abstain from voting in respect of all Shares held by such Members:

股份由下列人士持有者，該股份於計算出席定足數時不算入已發行股份總數，且其股份無表決權：

- (a) the Company itself (if such holding is permitted by the Law);
本公司（倘開曼公司法允許持有自己股份）。
- (b) any entity in which the Company is legally or beneficially interested in more than fifty percent (50%) of its issued and voting share capital or equity capital; or
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公司。
- (c) any entity in which the Company and (i) its holding company, (ii) its subsidiary, or (iii) any subsidiary of its holding company, are legally or beneficially interested in more than fifty percent (50%) of that entity's issued and voting share capital or equity capital.
本公司與其(i)母公司；(ii)從屬公司；(iii)母公司之從屬公司直接或間接持有他公司已發行有表決權之股份總數或資本總額合計超過半數之該他公司。

47. To the extent required by the Applicable Listing Rules, any Member who has a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a general meeting shall abstain from voting in respect of all the Shares that such Member should otherwise be entitled to vote in person, as a proxy or corporate representative with respect to the said matter, and such Shares shall not be counted in the number of votes of Members present at the meeting, but all such Shares shall be counted in the number of votes present at the general meeting when calculating the quorum for the purpose of Article 33. The aforementioned Member shall also not vote on behalf of any other Member.

於上市(櫃)法規規定之限度內，股東對於會議之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，無論親自行使表決權、委託他人代理或法人股東指派代表人行使。不得行使表決權之股份數，不算入已出席股東之表決權數，但計入第 33 條出席定足數。前開股東不得代理他股東行使其表決權。

47A.

(a) To the extent required by the Applicable Listing Rules, a Director who has granted a pledge, charge, mortgage or other security interest(s) over more than half of the Shares he/she/it held at the time he/she/it was elected (and such pledge, charge, mortgage or other security interest(s) is still subsisting at the time of the relevant general meeting) shall abstain from voting in respect of the number of encumbered Shares that exceed one-half of the number of Shares he/she/it held at the time he/she/it was elected, and such number of Shares shall not be counted in the number of votes of Members present at the meeting, but shall be counted in the number of shares represented by Members present thereat when calculating the quorum for the purpose of Article 33.

(a) 於上市(櫃)法規規定之限度內，董事以股份設質或其他擔保權利超過其選任當時所持有之公司股份數額二分之一時（且於股東會當時該設質或其他擔保權利仍存續），超過其選任當時所持有之公司股份數額二分之一之股份數不得行使表決權，不算入已出席股東之表決權數，但計入第 33 條出席定足數。

(b) In applying and interpreting the aforesaid restrictions, the Company may have regard to, and be guided by, any relevant explanatory notes issued by Ministry of Economic Affairs of R.O.C. in respect of voting restrictions imposed on encumbered shares of directors.

(b) 本公司於適用及解釋前開限制時，應考慮及遵循中華民國經濟部發布關於董事持股設質之表決權限制之相關解釋。

APPRAISAL RIGHT OF DISSENTING MEMBERS

異議股東之股份收買請求權

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

於開曼公司法允許限度內，股東對下列議案於股東會前或會中以書面表示異議或口頭表示異議經記錄，放棄表決權者，得請求本公司以當時公平價格收買其股份：

(a) [deleted];
[刪除]；

(b) any merger, consolidation, amalgamation of the Company, a spin-off of the Company's business or share swap;

吸收合併、新設合併、存續合併或分割或股份轉換；

- (c) any proposal for the Company to enter into, amend, or terminate any contract for lease of its business, management contract or joint operation contract;
締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；
- (d) the transfer of the whole or any substantial part of the Company's business or assets;
讓與全部或主要部份之營業或財產；
- (e) the acquisition of the whole part of the business or assets of a third party, which has a material effect the operations of the Company.
受讓他人全部營業或財產而對公司營運有重大影響。

(2) In the event that the Company and the the dissenting Member(s) cannot reach an agreement on the purchase price within sixty (60) days from the date of the passing of the resolution(s) under Article 48(1) above, to the extent that the laws of R.O.C prevails, the Company shall within thirty (30) days from the expiry of the sixty (60) days apply to a competent court having proper jurisdiction, including the R.O.C Taipei District Court for a ruling on the purchase price which shall bind all the dissenting Members.

異議股東與本公司間就收買價格自第 48(1) 條股東會決議日起六十日內未達成協議者，本公司應於此期間經過後三十日內聲請法院為價格之裁定，並得以臺灣臺北地方法院為訴訟管轄法院。法院裁定對全體異議股東有拘束力

PROXIES 出席股東會之委託

49. (1) Without prejudice to Article 42, any Member entitled to attend and vote at a general meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote on his behalf at the general meeting provided that a Member, irrespective of how many Shares he holds, may only appoint one proxy to represent him and vote on his behalf at a general meeting of the Company.
有權出席股東會行使表決權之股東，得委託他人代理其出席股東會行使表決權，但以委託一人為限決。本項不影響第 42 條之規定

(2) A proxy need not be a Member. The form of the instrument of proxy shall include at least the following information: (a) instructions on how to complete the instrument of proxy, (b) the resolutions or matters to be voted upon at the general meeting and directions from the appointor Member to his/its proxy as to how his/its proxy is to vote on each of such resolutions or matters, and (c) basic identification information of the appointor Member and of his/its proxy. Unless otherwise provided in these Articles or in the instrument of proxy, a proxy representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he represents could exercise, including the right to vote on any amendment of a resolution put to the meeting as the proxy in his sole discretion thinks fit. The proxy shall, unless the contrary is stated in the instrument appointing the proxy, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

代理人不需為股東。委託書格式應至少有下列資料：(a) 填表須知；(b) 於股東會議決之議案或事項及股東對代理人就每一事項如何投票之指示；(c) 股東及代理人之基本資料。除本章程或委託書另有規定外，代理人得行使之權力與委託股東相同，包括對原議案之修正案行使表決權。除非委託書另有明定，委託授權於股東會之延期會議仍有效。

50. Unless otherwise provided in these Articles, the instrument appointing a proxy shall be in writing signed under the hand or seal of the appointor or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer

thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

除本章程另有規定外，委託書應以書面為之，由委託人簽名，委託人為法人者，應加蓋印鑑或由其經理人、代理人或經授權者簽名。法人之委託書由經理人簽署者，推定該經理人有權簽名，除非有反證。

51. Unless otherwise provided in these Articles, the instrument appointing a proxy shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting not less than five (5) days before the date appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. For purposes of calculating the foregoing five (5)-day period, the period shall be exclusive of the day on which the proxy form is received by the Company and exclusive of the day on which the meeting is to be held. Where multiple instruments of proxy are received by the Company from the same Member, the first duly executed and valid instrument of proxy received by the Company shall prevail, unless an explicit written statement revoking the previous instrument(s) appointing a proxy is made in the subsequent duly executed and valid instrument of proxy received by the Company. The Board shall have the final discretion to determine which instrument of proxy shall be accepted where there is any dispute. Where a Member has exercised his voting power in writing or by way of electronic transmission pursuant to Article 42(1), and has also delivered to the Company an instrument appointing a proxy to attend the same general meeting on his behalf, then the vote of such Member exercised by the proxy appointed by him pursuant to an instrument of proxy shall prevail.

除本章程另有規定外，委託書應於開會五日前送達召集通知所附文件中指定之處所。前開五日期間，自開會前一日起算，委託書送達本公司之日亦不計入。委託書有重複時，以合法簽署而有效之最先送達者為準，但聲明撤銷前委託並經合法簽署而有效者，不在此限。倘有爭議時，由董事會終局決定接受之委託書。股東根據第 42(1)條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。

52. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened nor from exercising his voting power by way of a written instrument or electronic transmission pursuant to Article 42(1), provided however that, a proxy revocation notice shall be lodged no later than two (2) clear days preceding the day of the meeting at the latest, at the place where the Member had previously filed the instrument of proxy, so as to revoke the proxy. Otherwise, any votes exercised by the proxy at the meeting shall prevail to the exclusion of the said Member notwithstanding his attendance in person at the meeting.

委託書送達公司後，股東仍得親自出席股東會或以書面或電子方式行使表決權，但至遲應於開會二日前將撤銷前委託之通知，送達交付前委託之同一處所。否則以委託代理人出席行使之表決權為準

53. Subject to the Law, and unless otherwise provided in these Articles, instruments of proxy shall be in any form as the Board may approve and the Board shall send out either by post or electronic transmission on the same day as the despatch of the notice of any general meeting and forms of instrument of proxy for use at the meeting. Such form shall specify therein the instructions for filling out the form, the signature requirements, the matters to be voted upon pursuant to the proxy and basic information of the appointor Member, the proxy solicitor and the proxy. Every notice of general meeting shall be accompanied by a proxy instrument and both shall be despatched simultaneously to all Members entitled to attend and vote at the general meeting.

除開曼公司法及本章程另有規定外，委託書格式由董事會決定，並於寄發或以電子文件傳送股東會召集通知時同時附知股東。委託書格式應包括填表須知、簽章規則、股東委託行使事項及股東、徵求人、受託代理人基本資料等項目。開會通知應包含委託書格式，兩者應同時

發送予有權出席股東會及投票之全體股東。

54. To the extent permitted by the Law, except for trust enterprises duly licensed under R.O.C. Laws or a Shareholders' Services Agent, and save with respect to the chairman being deemed appointed as proxy under Article 42(2), when a person acts as proxy for two (2) or more Members, the total number of voting Shares that the proxy may vote in respect thereof shall not exceed three percent (3%) of the total number of voting Shares of the Company; otherwise, such number of voting Shares in excess of the aforesaid threshold shall not be counted towards the number of votes cast for or against the relevant resolution or the number of voting Shares entitled to vote on such resolution but shall be included for purposes of determining the quorum. Upon such exclusion, the number of voting Shares being excluded and attributed to each Member represented by the same proxy shall be determined on a pro-rata basis based on the total number of voting Shares being excluded and the number of voting Shares that such Members have appointed the proxy to vote for.
- 於開曼公司法允許限度內，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，以及股東會主席依據第 42(2)條視為受託者外，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，不算入已出席股東之表決權數，但算入出席定足數。同一受託代理人之表決權數不予計算者，應按該代理人受託行使表決權數之全部及各股東委託行使之表決權數之比例，分配予各委託股東。
55. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) on the day preceding the day of the meeting (or adjourned meeting) at the latest, at which the instrument of proxy is used.
- 股東死亡、喪失行為能力之通知，至遲應於開會前一日送達本公司註冊地址或登記辦公室（或召集通知或其連同寄送文件所指明收受委託書送達之其他處所），否則憑該委託書行使之表決權仍有效。
56. To the extent permitted by the Law and the Applicable Listing Rules, and subject to compliance with these Articles, when a proxy is used in a general meeting, the relevant provisions under the R.O.C. Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies shall also apply.
- 於開曼法及上市（櫃）法規允許範圍內，股東得委託他人出席股東會者，適用中華民國公開發行公司出席股東會使用委託書規則，但不得違反本章程之其他規定。

CORPORATIONS ACTING BY REPRESENTATIVES

法人股東代表

57. Any corporation which is a Member 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 at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat. Any reference in these Articles to a duly authorised representative of a Member being a corporation shall mean a representative authorised under the provisions of this Article.
- 法人股東得由其董事或其他機關指定出席本公司股東會或特別股股東會之合適人選。受指派出席者有權行使該法人股東之權利，法人股東與自然人股東之權利相同。法人股東指派代表

出席者，視為親自出席。本章程所稱法人股東之合法授權代表，指依據本條規定獲授權之代表。

NO ACTION BY WRITTEN RESOLUTIONS OF MEMBERS 禁止股東書面決議

58. Any action required or permitted to be taken at any annual general meeting or extraordinary general meeting of the Company may be taken only upon the vote of the Members at an annual general meeting or extraordinary general meeting duly convened and held in accordance with these Articles and the Statute and shall not be taken by written resolution of the Members without a meeting.
本公司股東常會或臨時會之應決議或得決議事項僅得於根據本章程及開曼法依法召開之股東常會或股東臨時會中表決，不得未召集會議而由股東以書面決議為之。

ANNULMENT OF RESOLUTIONS 撤銷決議

59. To the extent possible and permitted by the Statutes and, where applicable, the R.O.C. Laws, where the procedures for convening a general meeting or the proceedings of the general meeting contravene any applicable laws, regulations, ordinance or these Articles, any Member may submit a petition within thirty (30) days after the date of such meeting to a competent court having proper jurisdiction, including the R.O.C. Taipei District Court, if applicable, for annulment of such resolution
於開曼法與中華民國法律（若適用）允許範圍內，股東會召集程序或議事違反法令或本章程，股東得自會議日後三十日內，向管轄法院，包括中華民國台北地方法院（若適用），訴請撤銷決議。

BOARD OF DIRECTORS 董事會

60. (1) The Board of the Company shall consist of a minimum of five (5) Directors PROVIDED HOWEVER that the Company may from time to time by Special Resolution increase or reduce the maximum and minimum number of Directors, subject to such maximum or minimum number prescribed by the Law and Applicable Listing Rules. For so long as the shares of the Company are listed on the Designated Stock Exchange, Directors shall serve a term of three (3) years unless their appointment is earlier terminated in accordance with these Articles. Directors shall be eligible for re-election upon expiry of his term of office.

本公司董事會至少由五位董事組成，但本公司得隨時以股東會特別決議，增減董事席次之上下限，但不得違背開曼公司法及上市（櫃）法規之規定。本公司股份於指定交易所掛牌期間，董事任期為三年，但根據本章程提前終止者不在此限。董事得連選連任。

(2) Any corporation which is 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 Directors or a committee of the Board in which that Director is a member, and to replace such representative from time to time Such representative shall exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Director.

法人董事得由其董事或其他管理機構，授權其認為適當人選為代表，出席董事會或董事會下設之委員會，且可隨時改派之。法人董事之代表得行使法人董事之權限，法人董事之權限與自然人董事相同。

(3) Directors shall be elected by the Members in general meeting. Notwithstanding any other provisions of these Articles, the principle of cumulative voting shall apply in any election of Directors pursuant to this Article. Each Member entitled to vote in such election shall have a number of votes equal to the product of (x) the number of votes conferred by such Member's Shares and (y) the number of persons standing for election as Directors at the general meeting. Each Member may divide and distribute such Member's votes, as so calculated, among any one or more candidates for the directorships to be filled, or such Member may cast such Member's votes for a single candidate. At such election, the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall stand elected subject to the condition that the number of Independent Directors and non-Independent Directors elected shall be calculated separately, and a majority of the votes cast is not a prerequisite to the election of any candidate to the Board. Notwithstanding the foregoing, the retirement of any Directors (the "Retiring Directors") being put for re-election hereto shall not have effect until the successful election of the new Directors in place of the Retiring Directors pursuant to the resolution.

董事應於股東會選舉。雖本章程有其他規定，董事選舉採累積投票制，股東之選舉權為下列之乘積(x)股份之表決權數；(y)應選出董事人數。股東得將選舉權分配選舉數人或集中選舉一人，按應選董事席次由所得選票最多者及依次較多者，當選為董事，分別計算獨立董事及非獨立董事之當選名額，且不以取得表決權過半數為必要。雖有前述規定，董事任期屆滿(「卸任董事」)改選，卸任董事之卸任於改選董事完成後生效。

(4) A person shall be eligible for election to the office of Director at any general meeting if (i) the Board has nominated such person, or (ii) any Member(s) holding, either individually or collectively, at least 1% of the total number of outstanding Shares issued by the Company has submitted to the Company a written nomination of such person for the said office. Prior to the commencement of the period where the Register is closed for transfers before a general meeting for the election of Directors, the Company shall give a public notice in such manner permitted by the Applicable Listing Rules specifying the number of Directors to be elected, a period of not less than ten (10) days for Members to submit nomination of candidates, and the place and delivery methods designated for receiving such nomination. The Board shall thereafter draw up a slate of eligible candidates for the election by the Members in general meeting, and the person to be elected as a Director shall be elected from among the candidates listed in the said slate.

董事候選人由(i)董事會提名或(ii)個別或合計持有已發行股份總數百分之一以上之股東以書面提名。選舉董事會之股東會之停止過戶期間開始前，本公司應依上市櫃法規規定，公告擬選舉董事名額、受理股東提出候選人名單之期間、地點及送達方式。股東之提名期間不得少於10日。董事會應造具合格候選人名單，由股東會就候選人名單中選任董事。

60A.

Where an election of Directors for the entire Board is carried out at a general meeting prior to the expiration of the term of office of all the existing Directors, and in the absence of a resolution that they are to serve until the expiry of their present terms of office, the terms of office of all existing Directors shall be deemed to have come to an end upon the conclusion of such general meeting, whereupon the term of office of newly elected Directors shall commence.

股東會於現任全體董事任期未屆滿前改選董事者，如未決議全體現任董事於任期屆滿始為解任，視為於該股東會終了時解任，新當選董事之任期開始。

61. Where a Director is an individual person, he shall not be required to hold any shares of the Company by way of qualification. A Director which is a corporate body shall be required to hold at least one (1) share of the Company by way of qualification. A Director who is not a Member shall be entitled to receive notice of and to attend and speak at any general meeting of the

Company and of all classes of shares of the Company.

董事為自然人者，毋須為股東；董事為法人者，應為本公司股東。非股東之董事得收受股東會召集通知，亦得出席股東會或特別股股東會並發言。

62. (1) Subject to any provision to the contrary in these Articles the Members may, at any general meeting convened and held in accordance with these Articles, by Special Resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

除本章程另有規定者外，縱本章程或本公司與董事之間有約定，股東會得以特別決議解任董事（但不影響依據契約請求損害賠償）。

- (2) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (1) above may be filled by the election or appointment by the Members at the meeting at which such Director is removed.

依前項規定解任董事之缺額，得於同一股東會補選。。

63. Where the number of Directors falls below five (5) due to the removal of a Director or any Director ceases to be a Director for any reason, including but not limited to a vacancy arising in the office of a Director by virtue of these Articles, the Company shall hold an election to elect new director(s) at the next following general meeting. Where the number of Directors falls short by one-third of the total number of Directors elected, the remaining Director or Directors or the Secretary shall convene a general meeting within sixty (60) days of the occurrence of that fact for the purpose of electing such number of directors to bring the total number of Directors back to at least the minimum number prescribed by these Articles. In respect of a Director who is elected to fill a vacancy, the term of office of such Director shall not exceed the term that remained when the person who has ceased to be a Director ceased to hold.

董事解任或其他原因終止職務致董事人數不足五人時，本公司應於最近一次股東會補選之。但董事缺額達原選任董事三分之一者，在職董事或秘書應自事實發生之日起六十日內，召開股東臨時會補選，至少達到章程所定最低人數。補選董事之任期為原董事賸餘任期。

VACANCY OF OFFICE OF DIRECTORS AND DISQUALIFICATION OF DIRECTORS

董事出缺與失格

64. The office of a Director shall be vacated if the Director:-

董事於下列情事之一發生時出缺：

- (a) resigns his office by notice in writing delivered to the Company at the Office or tendered at a meeting of the Board;
董事以書面提出辭職，該通知應送達註冊地址或於董事會開會時提出；
- (b) lacks full capacity to act or dies;
董事欠缺完全行為能力或死亡；
- (c) without special leave of absence from the Board, is absent from meetings of the Board for six (6) consecutive months; or
董事缺席未請假達六個月
- (d) becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors, provided that there has been no reinstatement of such person in relation to such bankruptcy, receiving order, suspension or compounding with creditors under the laws of the relevant jurisdiction(s);

董事破產、經法院指定財產管理人、停止支付或與債權人協商免除債務，尚未復權者；

- (e) is prohibited by law from being a Director or is disqualified pursuant to the provisions of Article 66 of these Articles; or
依法不得擔任董事或根據本章程第 66 條喪失董事資格；
- (f) ceases to be a Director by virtue of any provision of the Statutes or the laws of the R.O.C. or the rules or regulations of the Designated Stock Exchange or is removed from office pursuant to these Articles; or
依開曼法或中華民國法律、指定交易所規定董事當選失其效力、或依本章程解任；
- (g) ceases to be a Director by virtue of Article 66 of these Articles.
依本章程第 66 條董事當選失其效力。

65. Where 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 the Statutes, the R.O.C. Laws or these Articles, but has not been removed by a resolution in a general meeting of the Company, one or more Member(s) who together hold three-percent (3%) or more of the total number of issued shares of the Company may, within thirty (30) days from the date of such general meeting, submit a petition to a court having proper jurisdiction, including the R.O.C. Taipei District Court, if and to the extent permitted under the Statutes, for removing the Director.

董事執行業務，有重大損害公司之行為或重大違反開曼法、中華民國法律或章程者，股東會未為決議將其解任者，持有公司已發行股份總數百分之三以上之股東，得於股東會後三十日內訴請有權管轄法院裁判解任之，並得以臺灣臺北地方法院為訴訟管轄法院，但以不違反開曼法為限。

65A.

One or more Member(s) who together hold one percent (1%) or more of the total number of issued shares of the Company continuously for a period of six (6) months or more may request in writing the Independent Directors to jointly initiate, for the Company, an action against a Director (other than an Independent Directors) in a court having proper jurisdiction, including the R.O.C. Taipei District Court, if applicable. If the Independent Director fails to initiate a court action within thirty (30) days after receipt of such request, such requesting Member(s) may initiate for the Company an action against the Director in a court having proper jurisdiction, including the R.O.C. Taipei District Court, if applicable. If judgement is given in favour of the said Director resulting in the Company incurring any costs or damages, the said Member(s) shall be liable to indemnify against such costs and damages.

繼續六個月以上持有公司已發行股份總數百分之一以上之股東，得以書面請求獨立董事為公司共同於有管轄權之法院對董事提起訴訟，包括臺灣臺北地方法院。

股東提出請求後三十日內，獨立董事不提起訴訟時，股東得為公司於有管轄權之法院提起訴訟，包括臺灣臺北地方法院。倘法院判決董事勝訴致本公司蒙受成本或損失者，該股東應賠償本公司損失或支出成本。

66. (1) Without limiting the generality of Article 64, a person shall not be qualified to hold office as a Director and if in office, his position shall be vacated, if he:-

有下列情事之一者，不得擔任董事，其已擔任者，當然解任：

- (a) has committed an offence of organizational crimes (including but not limiting to an offence under the Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, provided that a Director shall not be disqualified nor vacate his position if in respect of such conviction five (5) years have elapsed since completion of the sentence or expiration of any probation or grant of pardon;
曾犯組織犯罪(包括但不限於犯中華民國組織犯罪防制條例之罪)，經有罪判決確定，

但已執行完畢、緩刑期滿或經赦免後，逾五年，不在此限；

- (b) has committed an offence involving fraud, breach of trust or misappropriation, and has been convicted thereof with an imprisonment for a term of at least one (1) year, provided that a Director shall not be disqualified nor vacate his position if in respect of such conviction two (2) years have elapsed since completion of the sentence or expiration of any probation or grant of pardon;
曾犯詐欺、背信、侵占罪經宣告有期徒刑一年以上之刑確定，但已執行完畢、緩刑期滿或經赦免後，逾二年，不在此限；
- (c) has committed an offense of misappropriating company or public funds during the time of his public service (including but not limiting to an offence under the Anti-corruption Act of the R.O.C.) and has been convicted thereof, provided that a Director shall not be disqualified nor vacate his position if in respect of such conviction two (2) years have elapsed since completion of the sentence or expiration of any probation or grant of pardon;
曾服公務虧空公款(包括但不限於犯中華民國貪汙治罪條例之罪)，經判決有罪確定，但已執行完畢、緩刑期滿或經赦免後，逾兩年，不在此限；
- (d) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or the sanction of transaction refusal imposed by a clearing house has not been discharged;
使用票據跳票未註銷，或經拒絕往來而尚未經票據交換所恢復往來；
- (e) to the extent permitted by the Statutes, has been ordered to be removed from office as a Director by the courts of the R.O.C. on the grounds that such person has, in the course of performing his duties, committed serious violations of the Statutes, R.O.C. Laws or these Articles, or committed acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the courts of the R.O.C.; or
經中華民國法院以董事執行業務有重大損害公司之行為或重大違反中華民國法律或章程而裁判解任，但以不違反開曼法為限；
- (f) for so long as the Shares are listed on the Designated Stock Exchange:
本公司之股份於指定交易所掛牌期間：
 - (i) transfers, at any time during his/her term of office, more than one half of the total number of Shares registered in his/her name as shown in the Register as at the time of his/her appointment;
於任期間轉讓其持股超過選任日股東名簿記載持股數之二分之一；
 - (ii) has, before taking office, transferred more than one half of the total number of Shares registered in his/her name as shown in the Register at the time of his/her appointment;
or
於當選後就任前轉讓其持股超過選任日股東名簿記載持股數之二分之一；或
 - (iii) has transferred, during the period where the Register is closed prior to the convening of a general meeting for the election of Directors, more than one half of the total number of Shares registered in his/her name as shown in the Register on the date of the said closure of the Register.
於改選股東會召開前之停止股票過戶期間轉讓其持股超過停止過戶日股東名簿記載持股數之二分之一。
- (g) has been adjudicated of assistantship under R.O.C. Laws and/ or its equivalent under the laws of any jurisdictions outside R.O.C. and such assistantship and/or its equivalent has not been discharged yet.

依中華民國法律受輔助宣告及/或在其他國家受相當處置，而尚未撤銷。

- (2) The subparagraph (f) of the preceding paragraph (1) of this Article 66 shall not apply to Independent Directors.

本條前項第(f)款規定於不適用於獨立董事。

67. (1) Except as approved by the Designated Stock Exchange, the following relationships shall not exist among more than half of the members of the Board (a Director who has any such relationship is referred to as the “Affected Director”, and collectively, the “Affected Directors”):

除經指定交易所核准者外，董事間應有超過半數之席次，不得具有下列關係之一（有此關係之董事稱為「受影響董事」）：

- (a) a spousal relationship; or
配偶關係；或

- (b) a familial relationship within the second degree of kinship as defined under Civil Code of the R.O.C.
中華民國民法所定義二親等以內之親屬關係。

(2) If any of the foregoing relationships exists among half or more than half of the members of the Board, the Affected Director who has received the lowest number of votes among all the Affected Directors (regardless of when such Affected Director was appointed, and notwithstanding that the Affected Directors were appointed at different times) shall cease to be a Director upon such determination. If the remaining composition of the Board, which includes the remaining Affected Directors, still fails to satisfy the requirements of Article 67(1), the same procedure set out in the foregoing provision of this Article 67(2) shall be applied to the remaining Affected Directors, and the same shall be repeated until the requirements of Article 67(1) is satisfied.

董事間有超過半數之席次具有前開關係之一者，受影響董事中所獲選票最低者（無論該董事何時當選，亦不論各受影響董事是否於不同時間當選），其當選失其效力。若董事會其餘董事，包括受影響董事，仍未能符合第 67(1)條之規定，第 67(2)條規定之相同程序應繼續適用，至符合第 67(1)條規定為止。

INDEPENDENT DIRECTORS

獨立董事

68. (1) For so long as the Shares are listed on the Designated Stock Exchange (but excluding its Emerging Stock Market), the Board shall include at least three (3) Independent Directors or such higher number so as to constitute not less than one-fifth of the total number of Directors, one (1) of whom shall be domiciled in the R.O.C (such domicile being registered with the R.O.C. governmental authorities). With regard to the nomination of candidates for election to the office of Independent Director, in addition to compliance with Article 60(4), the Board of Directors shall also have reviewed the candidate(s) so nominated and are satisfied as to his/their eligibility. The Board of Directors shall thereafter draw up a slate of eligible candidates for the consideration of, and election by, the Members in general meeting, and the person to be elected as an Independent Director shall be elected from among the candidates listed in the said slate.

本公司股份於指定交易所掛牌期間（但不包括新興股票市場），獨立董事人數不得少於三人且應達全體董事席次五分之一以上，其中至少一人應在中華民國有住所（向中華民國政府機構登記之戶籍）。關於獨立董事之提名，除應符合第 60(4)條規定外，董事會應審查被提

名人符合獨立董事所應具備條件。董事會應造具合格候選人名單，由股東會就候選人名單中選任獨立董事。

(2) If the office on an Independent Director falls vacant for any reason resulting in the total number of Independent Directors becoming less than the prescribed minimum number, an election of a new Independent Director shall be held at the next following general meeting. If the office of all the Independent Directors fall vacant for any reason, an extraordinary general meeting shall be convened within the next sixty (60) days for the purpose of electing new Independent Directors.

獨立董事因故解任，致全體董事席次低於章程所定最低人數時，應於最近一次股東會補選。獨立董事均解任時，本公司應自事實發生之日起六十日內，召開股東臨時會補選之。

69. The professional qualifications of, restrictions on shareholdings of, and the concurrent positions held by, an Independent Director shall be as prescribed by the Applicable Listing Rules, and the assessment of independence of such Independent Director shall be in compliance with the Applicable Listing Rules or other applicable R.O.C. Laws. The Board shall ensure that the requirements of this Article are satisfied and complied with in relation to each Independent Director. Independent Directors shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company.

獨立董事之專業資格、持股限制與兼職，悉依上市(櫃)法規規定。獨立董事之獨立性標準悉依上市(櫃)法規或其他中華民國法律規定。董事會應確保各獨立董事符合並遵循本條要求；獨立董事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。

MANAGING DIRECTORS / MANAGERS

常務董事/ 經理人

70. [deleted]
[本條刪除]

71. The Board may from time to time appoint a general manger, a manager or managers of the Company for such period as the Board may decide, and the Board may confer upon him or them all or any of the powers of the Board as it may think fit.
董事會得隨時指派總經理及經理，並決定其任期。董事會認為適當時得授權經理人執行董事會之權。

ALTERNATE DIRECTORS

代理董事

72. [deleted]
[本條刪除]

73. [deleted]
[本條刪除]

74. [deleted]

[本條刪除]

75. [deleted]
[本條刪除]

DIRECTORS' FEES AND EXPENSES

董事報酬與開支

76. The remuneration (if any) of Directors shall be determined by the Board as it may from time to time determine. The remuneration of a Director may differ from other Directors, and the Board may determine the remuneration of Directors taking into account the extent of a Director's involvement with the business operations of the Company, the contribution of a Director to the Company and the prevailing industry standards, and such other relevant factors.

董事報酬(若有)由董事會決定。董事報酬得因人而異，董事會得根據董事對本公司之業務參與、貢獻、同業標準及其他相關因素，決定其報酬。

77. Each Director shall be entitled to be repaid or prepaid all travelling, hotel and incidental expenses reasonably incurred or expected to be incurred by him in attending meetings of the Board or committees of the Board or general meetings or separate meetings of any class of shares or of debentures of the Company or otherwise in connection with the discharge of his duties as a Director.

董事為出席董事會、所屬委員會、股東會、特別股股東會，或為執行董事職務而支出交通、住宿及其他合理費用，由本公司預支或事後償還。

78. The Board shall obtain the approval of the Company in general meeting before making any payment to any Director or past Director by way of compensation for loss of office, or as consideration for or in connection with his retirement from office (not being payment to which the Director is contractually entitled).

董事會為補償董事停止職務或因董事卸任而提供對價（非屬該董事基於契約關係有權受領者），應先得股東會同意。

DIRECTORS' DUTIES

董事義務

79. (1) A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest at the meeting of the Board at which the question of entering into the contract or arrangement is first considered, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested.

董事對本公司之契約或交易安排有直接或間接利害關係者，董事會首次討論該議案時向董事會報告其利害關係之內容；嗣後得知有利害關係者，應於知悉後第一次董事會時報告。

(2) A Director shall be deemed to have a personal interest in a matter to be discussed at a meeting of the Board, where his/her spouse, a relative by blood within the second degree of kinship, or any company which controls, or is controlled by such Director has interests in that matter.

董事之配偶、二親等內血親，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。

79A

(1) A Director shall have a duty of loyalty to the Company, owe a duty to use care and prudence in the operation of the Company's business and shall be liable for damage suffered by the Company due to a breach of such duties.

董事應忠實執行業務並盡善良管理人之注意義務，如有違反應對本公司負損害賠償責任。

(2) If a Director does anything for himself/herself/itself or on behalf of another person in breach of the aforementioned duties, the Company may, by an Ordinary Resolution, deem such Director's earnings in such an act as the earnings of the Company and claim for a disgorgement of such earnings unless one year has lapsed since the realization of such earnings.

董事違反前開義務，為自己或他人為該行為時，股東會得以普通決議，將董事因該行為之所得視為公司之所得並請求董事返還，但自所得產生後逾一年者，不在此限。

(3) A Director shall be held jointly and severally liable with the Company for the damage due to its/his/her breach of law in the course of conducting the business operations of the Company.

董事對於公司業務之執行，如有違反法令致他人受有損害時，對他人應與公司負連帶賠償之責。

(4) Nothing in Article 79A shall be taken to prejudice, limit, affect or detract from any rule of law on the duties, responsibilities and liabilities of directors of the Company.

第 79A 條規定不得妨礙、限縮或影響本公司董事依法應負之義務及責任。

80. A Director who has a personal interest in the matter under discussion at a meeting of the Board, which conflicts with and may harm the interests of the Company, shall nevertheless be counted in the quorum for such meeting, but shall neither vote nor exercise any voting rights on behalf of another Director. Such interested Director shall not be counted in the number of votes of Directors present at the meeting of the Board.

董事對於董事會議之事項，有自身利害關係致有害於公司利益之虞時，應算入出席定足數，但不得加入表決，亦不得代其他董事行使表決權。有利害關係之董事不算入出席董事之表決權數。

81. To the extent permitted by the Law and the Applicable Listing Rules, a Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine. Any remuneration (whether by way of salary, commission, participation in profits or otherwise) paid to any Director in respect of any such other office or place of profit shall be in addition to any remuneration provided for by or pursuant to any other Article.

董事得兼任本公司其他有償職務(審計師除外)，任期及條件由董事會決定，但以不違反開曼公司法及上市(櫃)法令為限。本公司除支付董事報酬，應向該董事支付該兼任職務之報酬(無論薪資、佣金、分紅或其他給付)。

GENERAL POWERS OF THE DIRECTORS

董事一般權限

82. (1) The business of the Company shall be managed and conducted by the Board, which may pay all

expenses incurred in forming and registering the Company and may exercise all powers of the Company (whether relating to the management of the business of the Company or otherwise) except powers that by the Statutes or by these Articles or the Applicable Listing Rules are required to be exercised by the Company in general meeting. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

本公司業務由董事會執行。董事會得支付本公司設立登記而生之所有費用，行使本公司所有權限(無論涉及本公司業務管理與否)，但開曼法、本章程或上市(櫃)法規規定應由本公司股東會行使者，從其規定。本章其他條文授與董事會特別權限，不影響董事會行使本條賦與之一般權限。

(2) Without prejudice to the general powers conferred by these Articles it is hereby expressly declared that the Board shall have the power to resolve that the Company be deregistered in the Cayman Islands and continued in a named country or jurisdiction outside the Cayman Islands subject to the provisions of the Law.

董事會得依據開曼公司法決議本公司於開曼群島終止登記，在開曼群島以外之國家繼續營運。本條規定無限制本章程授與董事會一般權限之效力。

83. The Board may establish any regional or local boards or agencies for managing any of the affairs of the Company in any place, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration (either by way of salary or by commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes) and pay the working expenses of any staff employed by them upon the business of the Company. The Board may delegate to any regional or local board, manager or agent any of the powers, authorities and discretions vested in or exercisable by the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any of them to fill any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person appointed as aforesaid, and may revoke or vary such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.

董事會得設立區域性或地方性董事會，以管理本公司之地方性事務，並指派任何人擔任地方性董事會成員、經理或代理人，決定其報酬（薪資、佣金、分紅或其組合），並支付其僱用員工所生費用。董事會得授權區域性或地方性董事會、經理或代理人執行董事會權限(但不得召回股份)，並得為轉授權、授權成員填補職缺，或雖有成員缺額仍得行使職權。董事會對此指派或授權得為適當之決定，並得解任或撤回授權，但不得對抗不知已撤回授權之善意相對人。

84. The Board may by power of attorney appoint under the Seal any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Such attorney or attorneys may, if so authorised under the Seal of the Company, execute any deed or instrument under their personal seal with the same effect as the affixation of the Seal.

董事會得直接或間接授權公司、行號、個人或組織為其代理人，授權目的、範圍（但以董事會依據本章程得行使之權限為限）、期間及條件由董事會為適當之決定。授權書應加蓋公司印鑑，董事會認為適當者得為保護或便利相對人之記載，並得轉授權。代理人經本公司用印

授權簽署文件者，代理人簽署之文件視為經本公司用印。

85. The Board may entrust to and confer upon a managing director, joint managing director, deputy managing director, an executive director or any Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, and may from time to time revoke or vary all or any of such powers but no person dealing in good faith and without notice of such revocation or variation shall be affected thereby.

董事會得授權常務董事一人或數人、副常務董事，執行董事或任何董事執行董事會職權，其條件與限制由董事會為適當之決定，並得隨時撤回授權，但不得對抗不知授權已撤回或變更之善意相對人。

86. All cheques, promissory notes, drafts, bills of exchange and other instruments, whether negotiable or transferable or not, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.

本公司之支票、本票、匯票及其他票據（無論可轉讓與否）與開立收據，由董事會決定簽名、開立票據、承兌、背書或以其他簽署方式。本公司開設銀行帳戶由董事會決定。

BORROWING POWERS 借款權限

87. The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Law, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

董事會得全權借款及募集資金，將本公司全部或一部份營業、財產、資產（目前及未來）與未繳資本設定擔保，並得為取得資金或為本公司或第三人之債務為擔保而依開曼公司法發行債權股證、公司債及其他有價證券。

PROCEEDINGS OF THE DIRECTORS 董事執行業務程序

88. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Board meetings shall be held at least once in each calendar quarter or within such other period and frequency as may be prescribed by the Applicable Listing Rules. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number, at least two or more persons present in person and representing a majority of the Board, shall form a forum. Subject to Article 89, questions arising at any meeting shall be determined by a majority of votes.

董事會得為執行本公司業務而召集，延後開會並另定合適開會時間，但至少每季開會一次，或依上市（櫃）法規規定之其他期間定期集會。董事會出席定足數得由董事會決定，但除非另有規定，至少應有兩名以上親自出席且代表過半數董事，除第 89 條另有規定外，董事會決

議以多數決同意行之。

89. The following matters shall be resolved by a majority of the Directors present at a Board meeting at which at least two-thirds of the Board are present:

以下事項應由董事會以董事三分之二以上出席，出席董事過半數同意行之：

- (a) any proposal for the Company to enter into, amend, or terminate any contract for lease of its business, management contract or joint operation contract;
締結、變更或終止關於出租全部營業，委託經營或與或他人經常共同經營之契約；
- (b) the transfer of the whole or any substantial part of the Company's business or assets;
讓與全部或主要部份之營業或財產；
- (c) the acquisition of the whole part of the business or assets of a third party, which has a material effect the operations of the Company;
受讓他人全部營業或財產而對公司營運有重大影響；
- (d) the employee incentive program provided in Article 10(7);
第 10(7)條所定員工激勵方案。
- (e) the election and removal of the chairman of the Board pursuant to these Articles;
依本章程選任解任董事長。
- (f) the issuance of bonds and shares by the Company;
發行公司債及股份。
- (g) the purchase or acquisition by the Company of its own shares;
本公司買回自己股份。
- (h) the total amount of employee bonuses and the manner of its payment (in the form of shares or cash);
員工酬勞之總額及支付方式(現金或股份)。
- (i) the total amount of Directors' bonuses.
董事酬勞之總額。
- (j) distribution of the whole or a part of the profit distributable as annual dividends and/or bonuses for the previous fiscal year in the form of cash; and
會計年度終了以現金分派盈餘之一部或全部為年度股息或紅利；及
- (k) distribution of the whole or a part of the reserve set aside from profits or Capital Reserve (as defined in Article 111(1)) in the form of cash.
以現金分配盈餘公積或資本公積（如第 111(1)條所定義）之全部或一部。

90. The Secretary shall, on request by the chairman of the Board (if one is appointed) or if there is no such chairman appointed, then by any Director, convene a meeting of the Board, except that each first meeting to be held by a Board comprising of newly elected or re-elected Directors (as the case may be) following the expiration of each three(3)-year term of office of Directors shall be summoned by the Director who received the most votes in the election within fifteen (15) days after his election. At least seven (7) days' notice stating the time, date and place of the meeting and its agenda shall be given to each Director in writing, by electronic means (including facsimile and electronic mail) or in such other manner as the Board may from time to time determine, unless in case of urgent circumstances.

董事長（若已選任）或任何董事（若未選任董事長）得指示秘書召集董事會，但董事三年任期屆滿後改選後之第一次董事會由獲得選舉權最多之董事於選舉後十五日內召集。董事會之召集，應敘明開會日期、時間、地點及議程，至少於七日前以書面、電子（包括傳真及電子郵件）或董事會決議之其他方式通知各董事，但有緊急情形者不在此限。

91. (1) Directors may participate in any meeting of the Board by means of such video communication

facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

董事得以與會者彼此同步即時溝通之視訊設備，參與任何董事會會議，此種與會方式亦屬親自出席。

(2) Any Director who ceases to be a Director at a Board meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of such Board meeting if no other Director objects and if otherwise a quorum of Directors would not be present.

董事於董事會會議中喪失職權，得以董事身份參加會議並算入定足數，至散會為止，但以其他董事未反對，且出席定足數缺其不可為限。

(3) A Director who is not present at a meeting of the Directors may be represented at the meeting by another Director duly appointed as his proxy, in which event the presence and vote of the proxy shall be deemed to be that of the Director. A proxy Director shall not act as the proxy of more than one Director, his voting rights shall be cumulative. The instrument appointing the proxy shall be in writing under the hand of the appointing Director and must be lodged with the Secretary or the chairman of the meeting of Directors at which such proxy is to be used, or first used, prior to the commencement of the meeting.

董事不克親自出席者，得委託其他董事出席，代理人之出席及行使表決權視為董事本人為之。董事以代理一人為限，得行使多數表決權。委託書應由董事簽名，於會議前送達秘書或董事長。

92. (1) The Board may delegate any of its powers (including the power to sub-delegate), authorities and discretions to committees, consisting of such Director or Directors and other persons as it thinks fit, and they may, from time to time, revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any directions which may be imposed on it by the Board.

董事會得授權委員會行使其權限（包括轉授權），亦得隨時撤回對委員會授權之一部或全部或撤回授權對象或授權目的。委員會由董事或董事會認為適當之人組成。董事會所屬委員會執行董事會之授權，應按董事會指示行之。

(2) All acts done by any such committee in conformity with such 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 Board, and the Board 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.

委員會按董事會指示而從事達成授權目的之行為，與董事會行為有同一效力。董事會經股東會同意，得向委員會成員給付報酬，以本公司成本列支。

(3) The Board may also delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board sees fit.

董事會得向任何第三人授權（包括轉授權之權限），授權條件由董事會為適當之決定。

93. The meetings and proceedings of any committee consisting of two (2) or more members shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any directions imposed by the Board under the last preceding Article.

委員會會議有兩位成員以上出席者，準用本章程關於董事會及其議事之規定，但董事會依前

條另有規定者不在此限。

94. [deleted].
[刪除]

95. All acts done in good faith by the Board or by any committee or by any person acting as a Director or members of a committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or such committee or person acting as aforesaid or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee.

董事會、委員會、董事或委員會成員，雖嗣後選任指派有瑕疵、已失格或遭解任，其善意之行為仍然有效，視為合法指派、符合資格、或續任董事或委員會成員。

95A.

For so long as the Shares are listed on the Designated Stock Exchange, the Board shall establish an audit committee (the “Audit Committee”) and other functional committees as may be required by Applicable Listing Rules. Rules regulating such committees shall be promulgated by the Board. The Audit Committee shall comprise of all the Independent Directors, with one of whom shall serve as the convener and at least one of whom shall have accounting or finance expertise. The functions, duties, powers and responsibilities of the Audit Committee and such other functional committees shall be as directed by the Board subject to Applicable Listing Rules.

本公司股份於指定交易所掛牌期間，應依上市櫃法規設置審計委員會（下稱審計委員會）及其他功能性委員會，其組織規程由董事會定之。審計委員會由全體獨立董事組成，其中一人為召集人，至少一人應具備會計或財務專長。審計委員會及其他功能性委員會之功能、義務、職權及責任，由董事會依上市（櫃）法規及公司規章定之。

OFFICERS 經營管理人員

96. (1) The officers of the Company shall consist of the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law and these Articles.

本公司經營管理人員由董事、秘書及董事會指定之經理人員（無論是否擔任董事）組成；前開人員乃開曼公司法及本章程所稱之經營管理人。

(2) The officers shall receive such remuneration as the Board may from time to time determine. 經營管理人員之報酬由董事會決定。

(3) When conducting business for and on behalf of the Company, the Directors and, subject to Article 98, other officers of the Company shall ensure that the Company comply with the laws and regulations as well as business ethics and may take actions to promote public interests for the fulfilment of its social responsibilities.

董事及其他經營管理人員為本公司經營業務（董事以外之其他經營管理人員受第 98 條限制），應確保本公司遵守法令及商業倫理規範，並得採行增進公共利益之行為，以善盡其社會責任。

96A.

For so long as the Shares are listed on the Designated Stock Exchange, the Company shall appoint a person who is having domiciled or resident in the territory of the R.O.C. as the Company’s agent

to accept service of all documents and legal processes on the Company's behalf for all litigious and on-litigious matters within the R.O.C. and to serve as the Company's in-charge executive in the R.O.C. under the Securities and Exchange Act of the R.O.C.

本公司股份於指定交易所掛牌期間，本公司應指定在中華民國境內有住所或居所之人為本公司在中華民國之訴訟及非訴訟事務代理人，代表本公司收受所有文件及法律程序之送達，並依據中華民國證券交易法擔任本公司於中華民國境內之負責人。

97. (1) The Secretary and additional officers, if any, shall be appointed by the Board and shall hold office on such terms and for such period as the Board may determine. If thought fit, two (2) or more persons may be appointed as joint Secretaries. The Board may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy Secretaries.

秘書及董事以外之經營管理人員（若有），由董事會指派，其條件與任期由董事會決定。董事會得視情形指定兩位以上人員共同擔任秘書。董事會亦得依其認為合適條件，隨時指派一位以上助理秘書或副秘書。

(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Law, the Applicable Listing Rules or these Articles or as may be prescribed by the Board.

秘書應出席股東會，製作會議記錄並列入本公司簿冊文件；並執行開曼公司法、上市（櫃）法規、本章程或董事會規定之其他職務。

98. The officers of the Company shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time. 本公司經營管理人員得執行董事會授與之權責，以管理本公司事務。

98A.

Articles 79A shall apply to *mutatis mutandis* to officers of the Company.

第 79A 條規定於經理管理人員準用之。

SEAL

印鑑

99. The Company shall have one or more Seals, as the Board may determine. The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles and the Applicable Listing Rules, any instrument to which a Seal is affixed shall be signed by one Director or the Secretary or by such other person or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature. 本公司經董事會決議，置印鑑一式或多式。董事會應妥善保管各印鑑。印鑑之使用應經董事會同意，委員會經董事會授權者，得由委員會同意使用。除本章程或上市櫃法規另有規定外，加蓋公司印鑑之文件應由董事、秘書或董事會指派之人簽名，但本公司發行之股票、債權股證或其他有價證券，董事會得決議不需其簽名，或機械方式印製。

DIVIDENDS AND BONUS

股息紅利

100. (1) Subject to the Law and these Articles, the Company in an annual general meeting may declare annual dividends for the previous fiscal year, provided, however, that the Board may resolve to declare and pay annual dividends in cash in accordance with the Article 89(j) and report same to the annual general meeting. Cash dividends shall be paid to the Members in New Taiwan Dollars. 本公司以不違反開曼公司法與本章程為限，於會計年度終了經股東常會得決議分派前一會計年度之年度股利，但董事會得依第 89 條第(j)款規定決議以現金分派年度股利，並向股東常會報告。現金股利發放應以新台幣為之。

(2) Notwithstanding Article 100 (1), the Board may declare dividends in respect of the first half of a fiscal year (“Interim Dividends”) and pay to the Members such Interim Dividends, subject to the conditions that (i) any Interim Dividend shall not be declared and paid unless the Company’s losses (including losses of previous years) shall have been covered in accordance with these Articles and (ii) any proposal by the Board to capitalise the Interim Dividends by issuing new, fully paid shares to the Members shall be resolved at a general meeting by a Special Resolution in accordance with Article 44(i).

雖有第 100(1)條規定，董事會於上半會計年度終了後得為盈餘分派（“期中股利”），但應符合下列條件：(i) 公司之虧損(包括以前年度之虧損)應先撥補完畢；及(2)分派期中股利以發新股方式為之者，應依第 44 條(i)款經股東會以特別決議同意。

(3) Any proposal of profit distribution or setting-off of losses for the first half fiscal year, together with the semi-annually business report and financial statements, shall be reviewed by the Audit Committee and submitted to the Board for approval. Such semi-annual financial statements shall be audited or reviewed by Auditors.

本公司上半會計年度盈餘分派或虧損撥補之議案，應連同半年度營業報告書及財務報表交審計委員會查核後，提董事會決議之。該半年度財務報表應經會計師查核或核閱。

(4) The Board shall estimate and set aside sums amounting to taxes and dues payable, losses to be covered, any sums as the Board may think proper as reserves and the bonuses for employees and Directors set forth in Article 103(1) before the distribution of the Interim Dividends.

本公司分派期中股利時，董事會應先預估並保留應納稅捐、待彌補虧損、董事會認為適當之公積及第 103(1)條規定之員工及董事酬勞。

101. With the sanction of an Ordinary Resolution and subject to the Law these Articles and the Applicable Listing Rules, dividends may be declared and paid out of (i) the profits of the Company, realised or unrealized; or (ii) from any reserve set aside from profits which the Board determines is no longer needed; or (iii) out of the share premium account or any other fund or account which may be authorised for this purpose in accordance with the Law, provided that no distribution or dividend may be paid to Members out of the share premium account unless, immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business. The Company shall not pay dividends or bonus, unless its losses (including losses of previous years) shall have been covered in accordance with these Articles.

經股東會普通決議且不違背開曼公司法，本章程及上市櫃法規，股利得由下列來源分派：

(i) 本公司實現與未實現利潤；(ii) 董事會認為無保留需要之盈餘公積；(iii) 發行溢價科目或依據開曼公司法用以分派股利之基金或科目。自發行溢價科目分派者，以提案分派

之翌日本公司仍有清償到期債務能力為限。本公司非經彌補虧損(包括以前年度之虧損)不得分派股息紅利。

102. The Company shall not pay dividends or bonuses when there is no profit.

本公司無盈餘時，不得分派股息紅利。

103. (1) Where the Company has profits (before income tax) at the end of the Company's fiscal year, it shall, with the approval of the Board by way of a resolution passed by the Board in accordance with Article 89 and a report to the Members in general meeting, set aside not more than 3 percent (3 %) for bonuses of Directors and not less than three percent (3%) and not more than eight percent (8%) to employees of the Company and of its Subordinate Companies who are determined by the Board in its reasonable discretion, provided, however, that cumulative losses shall be deducted first from the profits of the year before the balance is used to calculate the bonuses for employees and Directors.

本公司會計年度終了有獲利(稅前淨利)時，經董事會依第 89 條規定決議並報告股東會，提撥董事酬勞不超過百分之三，本公司及從屬公司員工酬勞不低於百分之三且不高於百分之八，員工酬勞分派由董事會決定，但年度獲利應先扣除累積虧損，再就餘額計算員工酬勞及董事酬勞。

(2) Except as otherwise provided in Articles 100 any balance profit left, after paying all relevant taxes, setting aside reserves, and deducting such amount as may be recommended by the Board not to distribute, may, with the approval of the Members in general meeting by way of an Ordinary Resolution, be distributed to the Members as dividends.

上述酬勞分派後之盈餘，於完納稅捐、提列公積及扣除董事會建議不分派之數額後，經股東常會普通決議分派給股東為股利，但第 100 條及第 104 條另有規定者，不在此限。

104. Since the Company is at the growth stage of its business, dividends will be not less than 10% of the total retained earnings and may be distributed in the form of cash or new shares and the ratio for cash dividend will be not less than 5% of total distribution subject to adjustment in consideration of such factors as capital spending, financial health and business development. The Company may by Special Resolution, (a) determine that the whole or a part of the profit distributable as dividends and/or bonuses be distributed in the form of new shares to be issued by the Company or, (b) declare that a dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways. Any fraction of such newly issued shares shall be paid in cash. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.

本公司於成長階段，股利分派不低於可分配盈餘總數之百分之十，股利分派得以現金股利或股票股利為之，現金股利比率不低於股利總額百分之五，但得視資本支出、健全財務及業務發展等因素調整。本公司得以股東會特別決議將(a)應分派股息或紅利之全部或一部，以發行新股方式為之；或(b)股息紅利之全部或一部，以分派資產，實收股份、債權股證或認購本公司或他公司有價證券之權證或其組合方式支付。畸零股得以現金支付。倘董事會認為股東受領實物分派未經登記或特定程序，依股東登記地址所在國家地區之法令屬違法或難以執行者，董事會對該股東得不為實物分派，而支付現金。前開股東不得視為不同種

類之股東。

105. Any bonus distributable to the employees of the Company and of its Subordinate Companies (if any) may be paid either in the form of shares or in cash.

本公司及從屬公司(若有)之員工酬勞得以股票或現金支付。

106. [deleted]
[刪除]

107. The Board may deduct from any dividend or other moneys payable to a Member by the Company on or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

股東未繳清股款或其他款項者，董事會得自應付該股東之股利或其他款項扣除之。

108. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by electronic transfer (with the consent of the Member and subject to the provision by the Member of a bank account in the R.O.C. in that Member's name) or by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares. Electronic transfers and the posting of cheques or warrants will be at the risk of the Members. 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.

股利、利息或其他現金之支付，得以電子轉帳(經該股東同意，以中華民國銀行開立帳戶為限)、或郵寄支票或付款憑證至股東登記地址。股份共有者，郵寄至股東名冊上排名在先之共有人之地址或共有人書面指定之地址。支票及付款憑證之收款人為股東或共有人排名在先者，但股東或共有人另有指示者不在此限。電子轉帳及郵寄支票或付款憑證之風險由股東承擔。共有人任一人得為全體共有人出具收受股利、其他款項或按股權分派實物之收據。

109. All dividends unclaimed for one (1) year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. Any dividend unclaimed after a period of six (6) years from the date of declaration shall be forfeited and shall revert to the Company. The payment by the Board of any unclaimed dividend or other sums payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.

股利決議分派後經過一年無人領取者，本公司得將該款項投資或用作他途，至認領為止。分派後六年仍未領取者，不得再請求，並歸還本公司。董事會就任何未領取股利或其他按股份支付之款項存入分離帳戶者，不構成信託致本公司成為受託人。

RESERVES 公積

110. (1) [deleted]

[刪除]。

- (2) The Company may, by Ordinary Resolution, set aside an amount as a special reserve (“Special Reserve”) for such purpose as may be authorised by the Ordinary Resolution.
本公司得以普通決議，提撥額外金額為特別公積，特別公積之目的由普通決議定之。

- (3) The Board shall establish an account to be called the 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 in the Company. The Company may apply the share premium account in any manner permitted by the Law and the Applicable Listing Rules, provided always that no distribution or dividend may be paid to Members out of the share premium account unless, immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.
董事會應設發行溢價科目以貸記發行溢價金額。本公司得於開曼法及上市櫃法規限度內運用發行溢價科目，無論如何，除非擬分配或發股利之翌日公司於正常營運仍有能力清償到期負債，否則不得以發行溢價科目分配或發股利。

- (4) Unless otherwise provided in these Articles and to the extent permitted by the Law, the Capital Reserve (as defined in Article 111) shall not be used except for off-setting losses of the Company. The Company shall not use the Capital Reserve to off-set its capital losses, unless the Special Reserve is insufficient to off-set such losses.

資本公積(如第 111 條所定義)除填補虧損外不得使用，但本章程另有規定且不違反開曼公司法者，不在此限。本公司非於特別公積填補資本虧損仍有不足時，不得以資本公積補充之。

111. (1) Where the Company incurs no loss, it may, subject to the Law, by a Special Resolution, capitalise its Capital Reserve, in whole or in part, by issuing new, fully paid shares which shall be distributable to its Members. For the purposes of these Articles, “Capital Reserve” means:

本公司無虧損者，得以特別決議，將資本公積之全部或一部撥充資本，發行新股分派股東。

「資本公積」指：

- (a) the share premium account; and
發行溢價科目；與
- (b) income from endowments received by the Company.
受領贈與所得。

- (2) [deleted].

[刪除]。

- (3) Subject to the Law and these Articles, where the Company incurs no loss, the Company may by Ordinary Resolution passed at an annual general meeting resolve to distribute to the Members the whole or part of the reserve set aside from profits or Capital Reserve in the form of cash provided that no such distribution shall exceed the amount recommended by the Directors, and provided also that the Board may resolve to carry out such distribution in accordance with Article 89(k) and report the same to the general meeting.

於符合開曼公司法及本章程限度內，本公司無虧損時，得於股東常會以普通決議將盈餘公積或資本公積之一部或全部以現金分派予股東，但不得逾董事會提議之數額，或由董事會依第 89(k) 條規定決議並向股東會報告。

CORPORATE / ACCOUNTING RECORDS

企業/會計記錄

112. The Board shall cause to be kept proper books of account with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; all sales and purchases of goods by the Company; the assets and liabilities of the Company; and all other matters required by the Law or necessary to give a true and fair view of the Company's affairs and to explain its transactions.
董事會應保留賬冊，紀錄本公司金錢收付及原因關係、商品買賣、資產負債、其他開曼公司法要求、或為真實合理呈現公司業務狀況及解釋交易所必要之事項。
113. The books of account shall be kept at the Office or, at such other place or places as the Board decides and shall always be open to inspection by the Directors. Subject to Article 114, no Member (other than a Director) shall have any right of inspecting any accounting record or book or document of the Company except as conferred by law or authorised by the Board or the Company in general meeting.
帳冊應留存於註冊地址或董事會指定之處，董事得隨時檢閱。股東（任董事之股東除外）除依法律、董事會授權或股東會決議允許，不得檢閱本公司會計賬冊、簿冊文件；除非有法律賦予權利，或由董事會或本公司於股東常會授權，但第 114 條規定另有特別規定不在此限
114. (1) At the close of each fiscal year of the Company, the Board shall prepare the business report, financial statements, proposals for distribution of profits or off-setting of losses and including every document and all information as required by the Law and the Applicable Listing Rules (the "Financial Statements") for adoption by the Members at the annual general meeting, and upon adoption at the annual general meeting, publish or distribute to each Member copies of the adopted Financial Statements in accordance with these Articles and the Applicable Listing Rules.
會計年度終了，董事會應編製營業報告、財務報表、盈餘分配/虧損撥補之議案，包含開曼公司法及上市(櫃)法規要求之文件及資料（「財務報表」），供股東於年度股東會通過；股東常會通過後，董事會依本章程及上市(櫃)法規，將財務報表公告或分發給股東。
- (2) The Financial Statements prepared by the Board shall be made available at the office of the Shareholders' Service Agent in the R.O.C. for inspection at any time by the Members, ten (10) days prior to a general meeting of Members.
董事會造具之財務報表，於股東會開會十日前，應備置於中華民國境內股務代理機構，供股東隨時查閱。
- (3) The Board shall keep copies of these Articles, the minutes of every general meeting, resolutions and the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at the office of its Shareholders' Service Agent in the R.O.C. and/or such other places as the Board may think fit. Any Member may request at any time, by submitting evidentiary document(s) to show his legal interests involved and indicating the scope of requested matters, an access to inspect, transcribe or to make copies of the above documents. The Board shall instruct its Shareholders Service Agent to provide its Members with such access. The Board may, in its discretion, decline a request to inspect and to make copies of the Register except a request by a Member to inspect and take copies of his own shareholding record in the Register.
董事會應將章程、歷屆股東會議事錄、財務報表、股東名冊及公司債存根簿備置於中華民國境內股務代理機構與/或董事會認為合適之其他處所。股東得檢具法律上利害關係證明文件，指定範圍，隨時請求查閱及抄錄或複製，董事會並應令股務代理機構提供。董事會得

裁量拒絕查閱及抄錄股東名冊之請求，但股東請求查閱及抄錄股東名簿上自己持股紀錄者不在此限。

(4) The Board or any person eligible to convene a general meeting pursuant to these Articles may require the Company or its Shareholder Service Agent to provide a copy of the Register.

董事會或其他依本章程規定有權召集股東會之人，得請求本公司或股務代理機構提供股東名簿。

AUDIT

審計

115. (1) The accounts relating to the Company's affairs shall be audited in such manner as may be determined by the Company in a general meeting or failing any such determination by the Board after having considered any recommendation made by the Audit Committee.

本公司會計帳冊之審計方式由股東會決定，股東會無決議者，由審計委員會通過後送交董事會決定。

(2) The Board, after having considered any recommendation made by the Audit Committee, may appoint an Auditor or Auditors and may fix his or their term of office and remuneration.

會計師由審計委員會通過後送交董事會指定，並決定其任期及報酬。

(3) The Board, after having considered any recommendation made by the Audit Committee, may at any time remove from office any such Auditor or Auditors.

審計委員會得通過後送交董事會隨時解任會計師。

(4) The Board, after having considered any recommendation made by the Audit Committee, may fill any causal vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act.

會計師出缺時，審計委員會得通過後送交董事會填補之，但仍在任之會計師得繼續執行職務。

116. [deleted]
[刪除]。

117. [deleted]
[刪除]。

118. The Auditor shall at all reasonable times have access to all books kept by the Company and to all accounts and vouchers relating thereto; and he 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.

會計師得於合理時間查閱本公司帳冊憑證，並就有關本公司帳冊或營業事項，要求董事或經理人員說明。

NOTICES

通知

119. Any notice from the Company to a Member shall be given in writing or by cable, telex or by electronic means (including facsimile and electronic mail) and any such notice and (where appropriate) any other document may be served or delivered by the Company on or to any Member either personally or by sending it through the post addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it by electronic means (including facsimile and electronic mail) to any such address or number supplied by him to the Company for the giving of notice to him, or by delivering it in accordance with Article 120, or may also be served in accordance with applicable requirements of the Designated Stock Exchange. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

本公司通知股東，應以書面、纜線、電報或電子方式（包括傳真或電子郵件）為之。通知與其他文件得由本公司派人專送或郵寄至股東名冊所載地址或其他指定地址、以電子方式（包括傳真或電子郵件）傳送至該股東指定地址或號碼、根據本章程第 120 條發送，或依指定交易所規定送達。股份由數人共有者，通知發給股東名簿上排名在先之共有人者，視為對全體共有人送達通知。

120. (1) The Board may deliver any notice or documents to a Member by publication of an electronic record of such information or documents by sending the Member a notice (the “MOPS Notice”) that they are available on the website “Market Observation Post System” (<http://newmops.tse.com.tw/>), which is the public company reporting system maintained by the Taiwan Stock Exchange Corporation, and how the Member is to notify the Company of his election to receive the information or documents in physical form if he wishes to receive the same in a physical form. However, the Company is not required to send a MOPS Notice to a Member or to deliver physical copies of a general meeting’s notice, the Company’s annual financial statements and minutes of general meetings of the Company if permitted by any applicable rules that may be adopted by the Company in a general meeting or by the Applicable Listing Rules.

董事會送達通知或文件予股東，得以電子文件上傳至「公開資訊觀測站」（<http://newmops.tse.com.tw/>），並通知股東上網查看（“MOPS 通知”），說明股東如何向本公司表示收受實體文件之意願。前開網站為臺灣證券交易所維護之公開發行公司通報系統。本公司於股東會制訂之規章或上市櫃法規允許限度內，就股東會開會通知、年度財務報告及股東會議事錄對股東免為 MOPS 通知或交付實體文件。

- (2) If a Member elects to receive the notice or documents in physical form, the Company shall send to that Member such information or documents within seven (7) days (or such other period of time determined by the Board) of receipt by the Company of that Member’s election.

股東選擇收取書面通知與文件者，本公司應於收到股東通知後七日（或董事會決定之其他期間）內寄出。

- (3) In the case of notice or documents delivered in accordance with Article 120(1), service or delivery shall be deemed to have occurred when (i) the Member is notified in accordance with that Article; and (ii) the information or document is published on the website. In proving such service

or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of the publication on the website shall be conclusive evidence thereof.

依第 120(1)條發送通知或文件時，符合以下條件則視為送達：(i)股東根據本條已受通知；且(ii)資料或文件公開於網站。發送之事實及時間以本公司秘書或其他董事會指定之經理人出具書面證明為憑。

(4) The accidental omission of the Company to send notice or a document to Member in accordance with Article 120(2), or the non-receipt by the Member of information or a document that has been duly sent to that Member, does not invalidate the deemed delivery of that information or document to that Member.

本公司根據第 120(2)條發送通知或文件給股東，縱有意外疏失或股東未收到，仍視為送達。

121. Any notice from a Member to the Company shall not be deemed to have been served until it is actually received by the Company. Any notice or other document from the Company to a Member:- 股東發給本公司之通知於本公司實際收受時為送達。本公司發給股東任何通知或其他文件時：

(a) if served or delivered by post, shall be deemed to have been served or delivered on the day the notice or document is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or the Shareholders' Service Agent that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof; and
郵寄者，以信封或外包裝填載正確地址及付郵，發信當日視為送達。本公司秘書、其他經理人或股務代理機構就信封或外包裝正確填載及付郵之事實出具證明為憑。

(b) if served or delivered in any other manner contemplated by these Articles (save for a notice or document delivered in accordance with Article 120), shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission by electronic means or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission by electronic means or publication shall be conclusive evidence thereof.

以本章程規定之其他方式發送（但第 120 條之通知或文件除外）者，於專人送達時，或電子方式或公告之發送或傳輸時視為送達。發送之事實及時間以本公司秘書或其他董事會指定之經理人出具書面證明為憑。

122. (1) Any notice or other document delivered or sent in accordance with these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. 股東死亡、破產或發生任何其他事件，無論本公司知悉與否，根據本章程發送之通知或其他文件以該登記為股東或股份共有人為收信人發送者，視為送達；除非股東名簿記載於發

信時已變更。該發信行為視為對所有與股份有利害關係者（無論與該股東共有、以其為名義人或從屬關係）送達。

(2) A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it in accordance with any of the means set out in Article 119 addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address or number, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address or number has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

股東死亡、心神喪失或破產，本公司得依據第 119 條向有權繼受之人為通知，以其姓名、死者代表人、破產受託人或任何類似頭銜發出通知，主張有權繼受之人指定地址或號碼者，向該地址或號碼發出；未提供者，以應向原股東通知之同一方法為之。

(3) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.

因法令規定、轉讓或其他方式取得股份之人，辦妥過戶登記而變更為其姓名及地址前，由其前手受領通知者，仍受通知約束。

SIGNATURES

簽名

123. For the purposes of these Articles, a cable or telex or facsimile transmission message or an electronic mail purporting to come from a holder of shares or, as the case may be, a Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director in the terms in which it is received.

股東、董事或法人股東之董事、秘書、合法授權代理或代表，以纜線、電報、傳真發送訊息或電子郵件為之者，除有明顯反證且為受信人可得知者，視為由該股東、董事親自書寫，如收受狀態所示之內容。

WINDING UP

清算

124. A resolution that the Company be wound up by the court or be wound up voluntarily shall be a Special Resolution.

本公司經法院命解散或自願解散，其決議應為特別決議。

125. (1) Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares, (i) if the Company shall be wound up and the assets available for distribution amongst the Members of the Company shall be more than sufficient to repay the whole of the capital paid up at the commencement of the

winding up, the excess shall be distributed pari passu amongst such Members in proportion to the amount paid up on the shares held by them respectively and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.

除各類股份對於贖餘財產分配之特別權利或限制另有規定，(i)本公司解散開始時，可供股東分配資產超過應返還全部實收股本者，超出部份應按股東持股比例分配；(ii) 可供股東分配資產不足以返還全部實收股本者，贖餘財產之分配盡量由股東依解散開始時之持股比例或應繳足股款之持股比例分擔損失。

(2) If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a Special Resolution and any other sanction required by the Law, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

本公司解散者(無論裁判解散或自願解散)，清算人經股東會特別決議之授權其他依開曼公司法取得許可，將本公司全部或一部份資產以實物分配股東，無論資產種類是否相同，清算人得自行認定各種類資產之公平價值，並決定股東間或不同種類股東間之分配方法。清算人亦有權依其認為合適條件，為股東利益將任何資產交付信託而結束清算程序，本公司消滅。但股份或財產有債務者不得強迫分擔。

126. Except as otherwise permitted under the Law, the Company shall keep all statements, records of account and documents for a period of ten (10) 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.

除開曼公司法另有規定外，本公司自清算完結之日起十年內保存所有明細、帳冊及文件；保管人由清算人或本公司以普通決議指定。

INDEMNITY

補償

127. The Directors, Secretary and other Officers (such term to include any person appointed by the Board to hold an office in the Company and any person appointed to any committee by the Board) for the time being acting in relation to any of the affairs of the Company, the Auditor for the time being and the liquidator or trustees (if any) for the time being acting in relation to any of the affairs of the Company and every one of them, and their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited

for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the said persons. The Company may purchase and maintain insurance for its Directors and key Officers against any liability or claims for damages or loss asserted against and incurred by such persons in their capacity as Directors or Officers of the Company. The Board of Directors shall have full power and authority to do, for and on behalf of the Company, all such acts and things as may be necessary to purchase and maintain such insurance policy(ies).

董事、秘書及其他經營管理人員（包括董事會或委員會指定之人）、審計師、清算人或受託人因執行本公司事務、共同行為或有疏忽致生訴訟 成本、費用、損失、損害與支出，本公司應保護前開人員及其繼承人、執行人和管理人免受損害，從本公司資產支付。前開人員除涉嫌詐欺或缺乏誠信之行為，就下列事項無須負責：他人之行為、收受、疏忽、錯誤；從眾而參與收受；公司存款所在之銀行或其他人；本公司投資或金錢置放之擔保不足或有瑕疵；執行本公司職務或受託任務可能發生或有關之損失、不幸或損害。本公司得為董事及重要經營管理人員就其執行業務行為所生責任及任何損害賠償之請求購買責任保險，有關投保事宜，授權董事會全權處理。

英屬開曼群島商駿吉控股股份有限公司
INMAX HOLDING CO., LTD.
AG00 股東會議事規範

第一條

本公司股東會除法令另有規定者外，應依議事規範辦理。

第一條之一（股東會召集及開會通知）

本公司股東會除法令另有規定外，由董事會召集之。

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、選任或解任董事事項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。

通知及公告應載明召集事由；對持股未滿一千股股東，股東會開會通知得以公告方式為之。

第一條之二

選任或解任董事、變更章程、

減資、申請停止公開發行、董事競業許可、盈餘轉增資、公積轉增資、公司解散、合併、股份轉讓、分割或公司法第一百八十五第一項各款之事項，應在召集事由中列舉並說明其主要內容，不得以臨時動議提出；其主要內容得置於證券主管機關或公司指定之網站，並應將其網址載明於通知。

股東會召集事由已載明全面改選董事，並載明就任日期，該次股東會改選完成後，同次會議不得再以臨時動議或其他方式變更其就任日期。

第一條之三

持有已發行股份總數百分之一以上股份之股東，得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。但股東提案係為敦促公司

增進公共利益或善盡社會責任之建議，董事會仍得列入議案。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。

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、書面或電子受理方式、受理處所及受理期間；其受理期間不得少於十日。

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。

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。

第一條之四

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。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。

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。

第二條

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。

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。

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。

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。

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；有選舉董事者，應另附選舉票。

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。

第三條

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。

第三條之一

章程第 47A 條關於董事以股份設定質權而表決權受限制規定之解釋及適用，應適用中華民國公司法主管機關對中華民國公司法第 197 條之 1 之解釋。

第四條

股東會召開之地點，應於中華民國境內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。

第五條

股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或已屆開會時間逾 15 分內未出席時，董事互推一人代理之。

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。

第六條

公司得指派所委任之律師、會計師或相關人員列席股東會。

第七條

公司應將股東會之開會過程全程錄音或錄影，並至少保存一年。

第八條

已屆開會時間，主席應即宣布開會，惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，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，由主席宣布流會。

前項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。

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。

第九條

股東會如由董事會召集者，其議程由董事會訂定之，相關議案(包括臨時動議及原議案修正)均應採逐案票決，會議應依排定之議程進行，非經股東會決議不得變更之。

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

前二項排定之議程於議事(含臨時動議)未終結前，非經決議，主席不得逕行宣布散會。

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，得宣布停止討論，提付表決，並安排適足之投票時間。

第十條（股東發言）

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。

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。

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。

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。

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。

出席股東發言後，主席得親自或指定相關人員答覆。

第十一條（表決股數之計算、迴避制度）

股東會之表決，應以股份為計算基準。

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。

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。

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

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。

第十二條

本公司召開股東會時，應採行以電子方式並得採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。

前項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。

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項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。

第十三條（選舉事項）

股東會有選舉董事時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果，包含當選董事之名單與其當選權數。

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東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。

第十四條

主席對於議案之討論，認為已達可付表決之程度時，得宣布停止討論，提付表決。

第十五條

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。

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，當場宣布表決結果，包含統計之權數，並作成紀錄。

第十六條（休息、續行集會）

會議進行時，主席得酌定時間宣布休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間。

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。

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。

第十七條

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布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、反對及棄權之結果輸入公開資訊觀測站。

第十七條之一

股東係為他人持有股份時，得主張分別行使表決權。

前項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行事項，應遵循中華民國證券法令之規定。

第十八條

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。

第十九條

辦理股東會之會務人員應佩帶識別證或臂章。

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。

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。

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。

第二十條

股東會之決議事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄上傳至「公開資訊觀測站」公告之。

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及表決結果（包含統計之權數）記載之，有選舉董事、獨立董事時，應揭露每位候選人之得票權數。在本公司存續期間，應永久保存。

第二十一條

本規範經股東會通過後施行，修正時亦同。

股東會通過訂定日期：99 年 6 月 25 日

股東會通過第 1 次修訂日期：100 年 3 月 25 日

股東會通過第 2 次修訂日期：100 年 8 月 18 日

股東會通過第 3 次修訂日期：101 年 6 月 15 日

股東會通過第 4 次修訂日期：104 年 6 月 22 日

股東會通過第 5 次修訂日期：105 年 6 月 16 日

股東會通過第 6 次修訂日期：106 年 6 月 20 日

股東會通過第 7 次修訂日期：109 年 6 月 16 日

英屬開曼群島商駿吉控股股份有限公司
INMAX HOLDING CO., LTD.
AL00 董事選任程序

第一條

為公平、公正、公開選任董事，爰依「上市上櫃公司治理實務守則」第二十一條規定訂定本程序。

第二條

本公司董事之選任，除法令或章程另有規定者外，應依本程序辦理。

第三條

本公司董事之選任，應考量董事會之整體配置。董事會成員組成應考量多元化，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，宜包括但不限於以下二大面向之標準：

- 一、基本條件與價值：性別、年齡、國籍及文化等。
- 二、專業知識技能：專業背景（如法律、會計、產業、財務、行銷或科技）、專業技能及產業經驗等。

董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下：

- 一、營運判斷能力。
- 二、會計及財務分析能力。
- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。

董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。

本公司董事會應依據績效評估之結果，考量調整董事會成員組成。

第四條

本公司獨立董事之資格，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第二條、第三條以及第四條之規定。

本公司獨立董事之選任，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第五條、第六條、第七條、第八條以及第九條之規定，並應依據「上市上櫃公司治理實務守則」第二十四條規定辦理。

第五條

本公司董事之選舉，應依照公司法第一百九十二條之一所規定之候選人提名制度程序為之。董事因故解任，致不足五人者，公司應於最近一次股東會補選之。但董事缺額達章程所定席次三分之一者，公司應自事實發生之日起六十日內，召開股東臨時會補選之。

獨立董事之人數不足證券交易法第十四條之二第一項但書規定者，應於最近一次股東會補選之；獨立董事均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。

第六條

本公司董事之選舉應採用累積投票制，董事會應製備與應選出董事人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。

第七條

每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分配選舉數人。

第八條

本公司董事依公司章程所定，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權數較多者分別依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

第九條

選舉開始前，應由主席指定具有股東身分之監票員，另指定計票員各若干人，執行各項有關職務。投票箱由董事會製備之，於投票前由監票員當眾開驗。

第十條

選舉票有左列情事之一者無效：

- 一、不用有召集權人製備之選票者。
- 二、以空白之選票投入投票箱者。
- 三、字跡模糊無法辨認或經塗改者。
- 四、所填被選舉人與董事候選人名單經核對不符者。
- 五、除填分配選舉權數外，夾寫其他文字者。

第十一條

投票完畢後當場開票，開票結果由主席當場宣布董事當選名單，包含董事當選名單與其當選權數。

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東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。

第十二條

當選之董事由本公司董事會發給當選通知書。

第十三條

本程序由股東會通過後施行，修正時亦同。

董事會通過訂定日期：99 年 4 月 26 日

董事會通過第 1 次修訂日期：99 年 5 月 13 日

股東會通過訂定日期：99 年 6 月 25 日

董事會通過第 2 次修訂日期：100 年 1 月 21 日

股東會通過第 1 次修訂日期：100 年 3 月 25 日

董事會通過第 3 次修訂日期：104 年 3 月 19 日

股東會通過第 2 次修訂日期：104 年 6 月 22 日

董事會通過第 4 次修訂日期：106 年 11 月 2 日

股東會通過第 3 次修訂日期：107 年 6 月 11 日

董事會通過第 5 次修訂日期：109 年 8 月 4 日

股東會通過第 4 次修訂日期：110 年 8 月 24 日

全體董事持股情形

一、截至本次股東常會停止過戶日 114 年 4 月 25 日止，本公司實收資本額為新台幣 380,480,470 元已發行股份總數為 38,048,047 股。

二、全體董事持股明細如下表所示：

職稱	姓名	目前持有股數	
		股數	佔目前發行總股份比率
法人董事長	意欣國際有限公司 代表人：陳和川	522,000	1.37 %
法人副董事長	東方之珠國際(股)公司 代表人：胡德立	38,000	0.10%
法人副董事長	睿智金融科技(股)公司 代表人：李長賡	181,000	0.48%
法人董事	和海投資有限公司 代表人：廖建智	253,000	0.66%
法人董事	所羅門科技企管顧問有限公司 代表人：楊雋佑	62,000	0.16%
法人董事	台超微國際股份有限公司 代表人：梁見國	6,000	0.02%
董事	陳雙全	1,190,000	3.13%
獨立董事	高進財	61,000	0.16%
獨立董事	袁義昕	0	0