

股票代號 4935

茂林光電科技(開曼)股份有限公司

民國一〇五年股東常會

議事手冊

日期：一〇五年六月十四日

地點：桃園市平鎮區延平路一段 168 號

(救國團桃園市南區青少年活動中心四樓會議室)

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壹、開會程序

一、主席宣布開會

二、主席致詞

三、討論事項

四、報告事項

五、承認事項

六、討論及選舉事項

七、臨時動議

八、散會

貳、開會議程

時 間：一〇五年六月十四日（星期二）上午九時正。

地 點：桃園市平鎮區延平路一段 168 號（救國團桃園市南區青少年活動中心四樓會議室）

一、主席宣佈開會。

二、主席致詞。

三、討論事項：

（一） 修訂本公司「公司章程」部分條文案。

四、報告事項：

（一） 一〇四年度營業報告。

（二） 一〇四年度審計委員會查核報告。

（三） 一〇四年度董事及員工酬勞分配情形報告。

（四） 庫藏股買回執行情形報告。

五、承認事項：

（一） 一〇四年度營業報告書及財務報表案。

（二） 一〇四年度盈餘分派案。

六、討論及選舉事項：

（一） 修訂本公司「資金貸與他人作業程序」案。

（二） 全面改選本公司董事案。

（三） 解除新任董事及其代表人競業行為案。

七、臨時動議。

八、散會。

討論事項

案 由：修訂本公司「公司章程」部分條文案。（董事會提）

說 明：為配合公司法部分條文修訂及實際執行需要，擬修訂本公司「公司章程」部分條文，修訂前後條文對照表請參閱本手冊第9-16頁。

決 議：

報告事項

一、一〇四年度營業報告，報請 公鑒。

說 明：一〇四年度營業報告書，請參閱本手冊第17頁。

二、一〇四年度審計委員會查核報告，報請 公鑒。

說 明：一〇四年度審計委員會查核報告，請參閱本手冊第18-19頁。

三、一〇四年度董事及員工酬勞分配情形報告，報請 公鑒。

說 明：（一）本公司一〇四年度董事及員工酬勞業經一〇五年三月二十四日董事會決議通過，提撥董事酬勞為美金436,561.68元、員工酬勞為美金1,455,205.61元，均以現金發放。

（二）上述酬勞經股東常會通過修正章程後，始得執行發放作業。

四、庫藏股買回執行情形報告，報請 公鑒。

說 明：一〇二年第一次買回本公司股份執行情形如下：

買 回 目 的	轉讓予員工
買 回 期 間	102年12月16日至103年1月27日
已 買 回 股 份 種 類 及 數 量	普通股 10,000,000 股
本 次 平 均 每 股 買 回 價 格	33.05元
已 買 回 股 份 金 額	新台幣 330,512,103元
已辦理銷除及轉讓之股份數量	0 股
累 積 持 有 本 公 司 股 份 數 量	10,000,000 股
累 積 持 有 本 公 司 股 份 數 量 占 已 發 行 股 份 總 數 比 率 (%)	7.10%

承認事項

第一案

案 由：一〇四年度營業報告書及財務報表案，提請 承認。（董事會提）

說 明：一、本公司一〇四年度合併財務報表，業經致遠聯合會計師事務所張庭銘及楊建國會計師查核竣事，連同營業報告書送請審計委員會查核完竣，並出具審計委員會查核報告在案。

二、營業報告書、會計師查核報告及前述財務報表請參閱本手冊第17頁及第20-24頁。

決 議：

第二案

案 由：一〇四年度盈餘分派案，提請 承認。（董事會提）

說 明：

1. 本公司一〇四年度稅後淨利為新台幣 864,157,947 元，一〇三年度期末未分配盈餘為新台幣 1,408,334,577 元，確定福利計劃之再衡量數新台幣 1,138,969 元，合計可供分配之盈餘為 2,271,353,555 元，每股擬發放新臺幣 3.5 元之現金股利，共計發放新臺幣 458,279,819 元，暫以美金兌換新臺幣匯率 1:32.6，折合美金 14,057,663 元。股東分配不足一元之金額採元以下無條件捨去之計算，不足一元之畸零款合計數，由小數點數字自大至小及戶號由前至後順序調整，至符合現金股利分配總額。
2. 以上盈餘分派之正確美金金額，依規定將以股東常會前一營業日之臺灣銀行買入及賣出美金即期外匯收盤價之平均數計算為準。
3. 本次盈餘分派於配息基準日前，如因本公司有買回庫藏股、員工認股權行使或其他原因影響發行在外流通股份數量，致使股東配息比率發生變動而須修正時，提請股東會授權董事會全權處理。
4. 股東現金股利分配案俟股東常會通過後，授權董事長訂定配息基準日與發放事宜。
5. 一〇四年度盈餘分派表，請參閱本手冊第 25 頁。

決 議：

討論及選舉事項

第一案

案 由：修訂本公司「資金貸與他人作業程序」案，提請 討論。（董事會提）

說 明：為配合實際執行之需要，擬修訂本公司「資金貸與他人作業程序」部分條文，修訂前後條文對照表請參閱本手冊第26頁。

決 議：

第二案

案 由：全面改選本公司董事案，敬請 選舉。（董事會提）

說 明：一、本公司現任董事及獨立董事任期原於105年6月12日屆滿，依公司法第195條規定於本次股東常會改選董事七席（含獨立董事三席）。

二、新任董事及獨立董事任期三年，自105年6月14日起至108年6月13日止，原任董事任期至本次股東常會完成時止。

三、依公司章程及公司法第192條之1規定，本公司董事（含獨立董事）選舉採候選人提名制度，候選人名單業經本公司105年4月28日董事會審查通過，茲將相關資料載明如下：

職稱	姓名	學經歷	現職	持股數 (股)
董事	李滿祥	政治大學 EMBA 科管組 中原大學化學系 向隆興業(股)公司董事長	茂林光電科技(開曼)股份有限公司 董事長	1,516,320
董事	緯創資通 股份有限公司代表 人:黃柏濤	政治大學企管研究所 大同工學院工業產品設計系 宏碁電腦(股)公司副總經理	緯創資通(股)公司董事暨總經理兼 營運長 新碁科技(股)公司董事 聯益遠東(股)公司董事 緯聰科技股份有限公司董事長	21,248,430
董事	張子鑫	逢甲大學自動控制系 呈崧(股)公司總經理 富理仕有限公司董事長	緯創資通(股)公司顧問	0
董事	易民忠	省立沙鹿高工塑膠加工科	彩德塑膠(股)公司董事長 彩順塑膠(股)公司董事	0

獨立董事	張佳瑜	政治大學智慧財產研究所商學碩士 國立中興大學法律系 創建國際法律事務所律師 國立中央警察大學兼任講師	茂林光電科技(開曼)股份有限公司 薪酬委員會暨審計委員會召集人 創建國際法律事務所主持律師	0
獨立董事	簡奉任	美國布朗大學工學(材料)博士 美國 3M 公司光電研究中心研究員 國立海洋大學光電研究所助理教授	永立榮生醫股份有限公司董事長 瑞擎生醫股份有限公司董事長 竹清化工文教基金會董事長 李昭仁教授生醫工程發展基金會董事長 前源科技股份有限公司獨立董事 中國晶體新材料控股有限公司董事 台灣安麗莎醫療器材科技股份有限公司董事	0
獨立董事	蔡坤明	美國馬里蘭大學管理學博士 財團法人恆友文化基金會執行長 Intelligent Epitaxy Technology Inc. USA 董事	晶翔微系統股份有限公司董事長	0

四、本公司「董事選舉辦法」請參閱本手冊第89-90頁。

選舉結果：

第三案

案 由：解除新任董事及其代表人競業行為案，提請 討論。（董事會提）

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、因本公司董事或有投資或經營其他與本公司營業範圍相同或類似之公司並擔任董事之行為，爰依法提請股東常會同意，如本公司新當選之董事有上述情事時，同意解除該董事及其代表人之競業禁止限制。

決 議：

臨時動議

散會

參、附件

一、「公司章程」修訂前後條文對照表

茂林光電科技(開曼)股份有限公司

「公司章程」修訂前後條文對照表

條號	修訂後條文	修訂前條文	修訂原因
16.2	<p>The Company shall hold a general meeting as its annual general meeting within six months following the end of each <u>financial</u> year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented.</p> <p>公司應於每一<u>財務</u>年度終了後 6 個月內召開一次股東會作為年度股東常會，並應在股東會召集通知中詳細說明該性質。在這些會議上董事會應作相關報告（如有）。</p>	<p>The Company shall hold a general meeting as its annual general meeting within six months following the end of each <u>fiscal</u> year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented.</p> <p>公司應於每一<u>會計</u>年度終了後 6 個月內召開一次股東會作為年度股東常會，並應在股東會召集通知中詳細說明該性質。在這些會議上董事會應作相關報告（如有）。</p>	配合章程第 40 條名詞定義規定，酌修條文用語。
28.2	<p>In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:</p> <p>(a) he gives notice in writing to the Company to resign the office of Director;</p> <p>(b) he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally;</p> <p>(c) an order is made by any competent court or official on the grounds that he is or will be suffering from mental disorder or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws;</p> <p>(d) he commits an organizational</p>	<p>In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:</p> <p>(a) he gives notice in writing to the Company to resign the office of Director;</p> <p>(b) he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally;</p> <p>(c) an order is made by any competent court or official on the grounds that he is or will be suffering from mental disorder or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws;</p> <p>(d) he commits an organizational</p>	依證券交易法第 14-2 條第 4 項規定辦理。

條 號	修訂後條文	修訂前條文	修訂原因
	<p>crime and is subsequently adjudicated guilty by a final judgment, and the time elapsed since he has served the full term of the sentence is less than five years;</p> <p>(e) he commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term of more than one year, and the time elapsed since he has served the full term of such sentence is less than two years;</p> <p>(f) he is adjudicated guilty by a final judgment for misappropriating Company or public funds during the time of his service, and the time elapsed after he has served the full term of such sentence is less than two years;</p> <p>(g) he is dishonored for use of credit instruments, and the term of such sanction has not expired yet;</p> <p>(h) he, during his term of office of three (3) years as a Director, has transferred to any person more than one half of the total number of Shares that he held on the date of commencement of his term of office as a Director, <u>provided that, however, this paragraph (h) shall not apply to Independent Directors;</u></p> <p>(i) the Members resolve by a Supermajority Resolution that he should be removed as a Director; or</p> <p>(j) in the event that he has, in the course of performing his duties, committed any act resulting in</p>	<p>crime and is subsequently adjudicated guilty by a final judgment, and the time elapsed since he has served the full term of the sentence is less than five years;</p> <p>(e) he commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term of more than one year, and the time elapsed since he has served the full term of such sentence is less than two years;</p> <p>(f) he is adjudicated guilty by a final judgment for misappropriating Company or public funds during the time of his service, and the time elapsed after he has served the full term of such sentence is less than two years;</p> <p>(g) he is dishonored for use of credit instruments, and the term of such sanction has not expired yet;</p> <p>(h) he, during his term of office of three (3) years as a Director, has transferred to any person more than one half of the total number of Shares that he held on the date of commencement of his term of office as a Director;</p> <p>(i) the Members resolve by a Supermajority Resolution that he should be removed as a Director; or</p> <p>(j) in the event that he has, in the course of performing his duties, committed any act resulting in material damage to the Company or in serious violation</p>	

條號	修訂後條文	修訂前條文	修訂原因
	<p>material damage to the Company or in serious violation of applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of issued, outstanding Shares shall have the right, within thirty days after that general meeting, to petition any competent court for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (j), final judgement shall be given by such competent court.</p> <p>In the event that the foregoing events described in any of clauses (b), (c), (d), (e), (f) or (g) has occurred in relation to a Director elect, such Director elect shall be disqualified from being elected as a Director. If prior to the date of commencement of term of office of a Director, any person elected as a Director at a general meeting (the "relevant general meeting") transfers more than one half of the total number of Shares that he held either at the time of the relevant general meeting or during the book closed period of the relevant general meeting, his appointment as a</p>	<p>of applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of issued, outstanding Shares shall have the right, within thirty days after that general meeting, to petition any competent court for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (j), final judgement shall be given by such competent court.</p> <p>In the event that the foregoing events described in any of clauses (b), (c), (d), (e), (f) or (g) has occurred in relation to a Director elect, such Director elect shall be disqualified from being elected as a Director. If prior to the date of commencement of term of office of a Director, any person elected as a Director at a general meeting (the "relevant general meeting") transfers more than one half of the total number of Shares that he held either at the time of the relevant general meeting or during the book closed period of the relevant general meeting, his appointment as a Director shall become null and void.</p>	

條 號	修訂後條文	修訂前條文	修訂原因
	<p>Director shall become null and void, <u>provided that, however, this clause shall not apply to Independent Directors.</u></p> <p>董事如果發生下列情事之一者，該董事應當然解任：</p> <p>(a) 其以書面通知公司辭任董事職位；</p> <p>(b) 其死亡、破產或廣泛地與其債權人為協議或和解；</p> <p>(c) 其被有管轄權法院或官員以其為或將為心智缺陷，或因其他原因而無法處理自己事務為由而作出裁決，或依其所適用之法令其行為能力受有限制；</p> <p>(d) 其從事組織犯罪經有罪判決確定，且服刑期滿尚未逾 5 年；</p> <p>(e) 其因刑事詐欺、背信或侵占等罪，經判處 1 年以上有期徒刑確定，且服刑期滿尚未逾 2 年；</p> <p>(f) 其從事公職期間因侵占公司款項或公共資金經有罪判決確定，且服刑期滿尚未逾 2 年；</p> <p>(g) 其使用票據經拒絕往來尚未期滿；</p> <p>(h) 在任期中轉讓股份超過選任當時所持有公司股份數額二分之一時，<u>但獨立董事不適用此規定</u>；</p> <p>(j) 董事若在其執行職務期間所從事之行為對公司造成重大損害，或嚴重違反相關適用之法律及/或規章或章程大綱和章程，但未經公司依特別（重度）決議將其解任者，則持有已發行股份總數百分之三以上股份之股東有權自股東會決議之日起 30 日內，以公司之費用，訴請有管轄權之法院解任該董事，而該董事應於該有管轄權</p>	<p>董事如果發生下列情事之一者，該董事應當然解任：</p> <p>(a) 其以書面通知公司辭任董事職位；</p> <p>(b) 其死亡、破產或廣泛地與其債權人為協議或和解；</p> <p>(c) 其被有管轄權法院或官員以其為或將為心智缺陷，或因其他原因而無法處理自己事務為由而作出裁決，或依其所適用之法令其行為能力受有限制；</p> <p>(d) 其從事組織犯罪經有罪判決確定，且服刑期滿尚未逾 5 年；</p> <p>(e) 其因刑事詐欺、背信或侵占等罪，經判處 1 年以上有期徒刑確定，且服刑期滿尚未逾 2 年；</p> <p>(f) 其從事公職期間因侵占公司款項或公共資金經有罪判決確定，且服刑期滿尚未逾 2 年；</p> <p>(g) 其使用票據經拒絕往來尚未期滿；</p> <p>(h) 在任期中轉讓股份超過選任當時所持有公司股份數額二分之一時；</p> <p>(j) 董事若在其執行職務期間所從事之行為對公司造成重大損害，或嚴重違反相關適用之法律及/或規章或章程大綱和章程，但未經公司依特別（重度）決議將其解任者，則持有已發行股份總數百分之三以上股份之股東有權自股東會決議之日起 30 日內，以公司之費用，訴請有管轄權之法院解任該董事，而該董事應於該有管轄權法院為解任董事之終局判決時被解任之。為免疑義，倘一相關法院有管轄權而得於單一或</p>	

條號	修訂後條文	修訂前條文	修訂原因
	<p>法院為解任董事之終局判決時被解任之。為免疑義，倘一相關法院有管轄權而得於單一或一連串之訴訟程序中判決前開所有事由者，則為本條款之目的，終局判決應係指該有管轄權法院所為之終局判決。</p> <p>如董事當選人有前項第(b)、(c)、(d)、(e)、(f)或(g)款情事之一者，該董事當選人應被取消董事當選人之資格。董事當選人於就任前轉讓超過選任當時所持有之公司股份數額二分之一時，或於股東會召開前之停止股票過戶期間內，轉讓持股超過二分之一時，其當選失其效力，但獨立董事不適用此規定。</p>	<p>一連串之訴訟程序中判決前開所有事由者，則為本條款之目的，終局判決應係指該有管轄權法院所為之終局判決。</p> <p>如董事當選人有前項第(b)、(c)、(d)、(e)、(f)或(g)款情事之一者，該董事當選人應被取消董事當選人之資格。董事當選人於就任前轉讓超過選任當時所持有之公司股份數額二分之一時，或於股東會召開前之停止股票過戶期間內，轉讓持股超過二分之一時，其當選失其效力。</p>	
34.1	<p><u>34.1.1</u></p> <p><u>The Company shall set aside 1% to 15% of its annual profits as bonus to employees of the Company and set side no more than 1.5% of its annual profits as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The employees under Article 34.1.1 may include employees of any Subsidiary that is owned by the Company. The distribution of bonus to employees may be made by way of cash or Shares. The distribution of bonus to employees and to Directors shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors and the decision of the Directors shall be reported to the Members at the</u></p>	<p><u>34.1</u></p> <p><u>The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members through an Ordinary Resolution. The Directors shall prepare such a proposal according to the following procedures:</u></p> <p><u>(a)The Company's Annual Net Income (after tax) of the current fiscal year shall first be used to offset its losses in previous years which have not been previously offset; then a special capital reserve shall be set aside in accordance with the Applicable Public Company Rules or as requested by the authorities in charge;</u></p> <p><u>(b)The Company may set aside 1.5% of the balance after offsetting such amounts</u></p>	配合公司法增訂第 235 條之 1 及修正第 235 條及第 240 條之規定辦理。

條號	修訂後條文	修訂前條文	修訂原因
	<p><u>general meeting. Any Director who also serves as an executive officer of the Company may receive a bonus in his capacity as a Director and an additional bonus in his capacity as an employee.</u></p> <p><u>本公司當年度如有獲利，應提撥1%~15%作為員工酬勞，不高於1.5%作為董事酬勞；但本公司尚有累積虧損時，應預先保留彌補數額。員工酬勞分派對象得包括本公司持股100%之從屬公司之員工；員工酬勞以股票或現金為之；當年度員工酬勞及董事酬勞之分派，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，並報告股東會。董事兼任本公司執行主管者得同時受領其擔任董事之酬勞及擔任員工之酬勞。</u></p>	<p><u>prescribed in item (a) as bonuses to Directors and Supervisors, and such bonuses shall be paid by cash;</u></p> <p><u>(c)The Company may set aside 1%~15% of the balance after offsetting such amounts prescribed in item (a) as bonuses to employees, and such employees may include the employees of subsidiaries 100% owned by the Company;</u></p> <p><u>(d)The distributable revenues of the current fiscal year shall be the Company's Annual Net Income (after tax) of the current fiscal year, minus the amounts mentioned in items (a), (b) and (c), plus aggregate undistributed revenues; The Board of Directors may decide dividends (including cash or share dividends) to be distributed to Members through Ordinary Resolution after considering financial, business and other managerial factors; However, if the Company's Annual Net Income has not been used offset its losses in previous years or set aside as special capital reserve, dividends to be distributed in the current fiscal year shall not be less than 10% of the Company's Annual Net Income, in which cash dividends shall not be less than 10% of the dividends to be distributed.</u></p>	
	<p><u>34.1.2</u></p> <p><u>The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members through an Ordinary Resolution. The Directors shall prepare such a proposal according to the following procedures:</u></p> <p><u>The Company's Annual Net Income (after tax) of the current financial year shall first be used to offset its losses in previous years which have not been previously offset; then a special capital reserve shall be set aside in accordance with the Applicable Public Company Rules or as requested by the authorities in</u></p>	<p><u>The Directors shall specify the exact percentages or amounts to be distributed as bonuses to Directors</u></p>	

條 號	修訂後條文	修訂前條文	修訂原因
	<p>charge. <u>The distributable revenues of the current financial year shall be the Company's Annual Net Income (after tax) of the current financial year, minus the aforementioned amounts, plus aggregate undistributed revenues. The Directors may decide dividends (including cash or share dividends) to be distributed to Members after considering financial, business and other managerial factors; However, if the Company's Annual Net Income has not been used to offset its losses in previous years or set aside as special capital reserve, dividends to be distributed in the current financial year shall not be less than 10% of the Company's Annual Net Income (after tax), in which cash dividends shall not be less than 10% of the dividends to be distributed.</u></p> <p><u>本公司得依董事會擬訂並經股東會以普通決議通過股東之利潤分配計畫分配利潤。董事會應以下述方式擬訂該利潤分配計畫：</u></p> <p><u>本公司當年度稅後淨利應先彌補累積虧損，並依公開發行公司法令規定或依主管機關要求提撥特別盈餘公積。本公司當年度稅後淨利扣除前述數額，加計累計未分配盈餘，為當年度可分配盈餘；董事會在考量財務、業務及其他經營因素後，得就當年度可分配盈餘之全部或一部，決議通過當年度擬分配予股東之股利(包括現金股利或股票股利)數額；惟當年度擬分配之股</u></p>	<p><u>and employees in preparing the proposal for distribution of profits, and the Members may amend or approve such a proposal. A Director who also serves as an executive officer of the Company may receive a bonus in his capacity as a Director and an additional bonus in his capacity as an employee.</u></p> <p><u>本公司得依董事會擬訂並經股東會以普通決議通過之利潤分配計畫分配利潤。</u></p> <p><u>董事會應以下述方式擬訂該利潤分配計畫：</u></p> <p><u>(a)本公司當年度盈餘應先彌補累積虧損，並依公開發行公司法令規定或依主管機關要求提撥特別盈餘公積；</u></p> <p><u>(b)本公司當年度盈餘於扣除前述第(a)項後之剩餘數額，得提撥其中 1.5%作為董監事酬勞，並以現金方式發放；</u></p> <p><u>(c)本公司當年度盈餘於扣除前述第(a)項後之剩餘數額，得提撥其中之 1%~15%作為員工紅利，分派對象得包括本公司持股 100%之從屬公司之員工；</u></p> <p><u>(d)本公司當年度盈餘於扣除前述第(a)(b)(c)項後之剩餘數額，加計累計未分配盈餘為當年度可分配盈餘；董事會在考量財務、業務及其他經營因素後，得就當年度可分配盈餘之全部或一部，以普通決議通過當年度應分配與股東之股利(包括現金股利或股票股利)數額；惟當年度擬分配之股利，如無彌補累積虧損或提撥特別盈餘公</u></p>	

條號	修訂後條文	修訂前條文	修訂原因
	<u>利，如無彌補累積虧損或提撥特別盈餘公積，不得低於當年度稅後淨利之 10%，且現金股利不得低於當年度擬分配股利之 10%。</u>	<u>積，不得低於當年度盈餘之 10%，且現金股利不得低於當年度擬分配股利之 10%。</u> <u>董事會應於盈餘分派之議案中明訂董事酬勞及員工紅利之各別分派成數，股東會得決議同意或修改該提案。董事兼任本公司執行主管者得同時受領其擔任董事之酬勞及擔任員工之紅利。</u>	

二、一〇四年度營業報告書

茂林光電 104 年度業績較 103 年度成長 13.15%，再創營運新高。其中 IT 產品貢獻佔營收比重約 53.5%，主要是發光鍵盤用導光板出貨量再度創下新高，以及美系客戶滲透率持續提升，加上 TV 用薄型化導光板出貨量大增，帶動公司營運成長。

105 年度，預期在車用、穿戴裝置等應用將延續成長，大尺寸顯示應用朝更薄型化、高解析度的市場趨勢，將有助茂林再提升市占率，持續推動 105 年度業績及獲利成長。

一、財務表現：

本公司民國 104 年全年度合併營收為新台幣 70 億 6 仟 2 佰萬餘元，平均毛利率為 24.19%；稅後淨利為新台幣 8 億 6 仟 4 佰萬餘元，稅後盈餘為每股新台幣 6.67 元。

二、研發概況：

1. 持續針對薄型化、高解析度、高演色域的大尺寸液晶顯示器應用，進行製程技術改造，提升良率及維持市場競爭力。
2. 大尺寸薄化雙面微結構導光板開發，提升光學效率、降低 LED 使用數量。
3. 超薄中、小尺寸液晶顯示器用楔形雙面微結構導光板的製程技術研發。

三、未來展望：

105 年 LED TV 電視主流尺寸提高到 50 寸以上，且朝向 4K、8K 高解析度趨勢發展，符合茂林光電一直努力將導光板做的更大、更薄、光學效率更好的目標，持續維持市場領先地位。加上鍵盤用、車用及穿戴用導光板需求不減，整體導光板產業將持續成長。今年公司也將擴增導光板生產線，提高產能以滿足市場需求，將以 10-20% 出貨數量成長為年度目標。

董事長：李滿祥



經理人：王清霖



會計主管：莊美真



三、一〇四年度審計委員會查核報告

茂林光電科技(開曼)股份有限公司 審計委員會查核報告

本公司董事會造送本公司一〇四年度合併財務報表(含合併資產負債表、合併綜合損益表、合併權益變動表、合併現金流量表等)，業經致遠聯合會計師事務所張庭銘、楊建國會計師查核竣事，認為足以允當表達本公司之財務狀況、經營成果與現金流量情形。本審計委員會對於前述財務報表連同營業報告書等議案，經審查認為尚無不合，爰依公司法第二百一十九條規定繕具報告。敬請 鑒察。

此 致

茂林光電科技(開曼)股份有限公司一〇五年股東常會

審計委員會召集人：張佳瑜



中華民國 一〇五 年 三 月 二十四 日

茂林光電科技(開曼)股份有限公司
審計委員會查核報告

茲准

本公司董事會造送本公司一〇四年度盈餘分派之議案，經審查認為尚無不合，爰依公司法第二百一十九條規定繕具報告。敬請 鑒察。

此 致

茂林光電科技(開曼)股份有限公司一〇五年股東常會

審計委員會召集人：張佳瑜



中華民國 一〇五 年 四 月 二十八 日

四、會計師查核報告及一〇四年度財務報表

致遠聯合會計師事務所
Diwan & Company

■ 台北市 11494 內湖區港墘路
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 **PrimeGlobal**
An Association of
Independent Accounting Firms

Global Lighting Technologies Inc.及其子公司 會計師查核報告

Global Lighting Technologies Inc.及其子公司民國一〇四年十二月三十一日及民國一〇三年十二月三十一日之合併資產負債表，暨民國一〇四年一月一日至十二月三十一日及民國一〇三年一月一日至十二月三十一日之合併綜合損益表、合併權益變動表及合併現金流量表，業經本會計師查核竣事。上開合併財務報告之編製係管理階層之責任，本會計師之責任則為根據查核結果對上開合併財務報告表示意見。

本會計師係依照會計師查核簽證財務報表規則暨一般公認審計準則規劃並執行查核工作，以合理確信合併財務報告有無重大不實表達。此項查核工作包括以抽查方式獲取合併財務報告所列金額及所揭露事項之查核證據、評估管理階層編製合併財務報告所採用之會計原則及所作之重大會計估計，暨評估合併財務報告整體之表達。本會計師相信此項查核工作可對所表示之意見提供合理之依據。

依本會計師之意見，第一段所述合併財務報告在所有重大方面係依照證券發行人財務報告編製準則及金融監督管理委員會認可之國際財務報導準則、國際會計原則、解釋及解釋公告編製，足以允當表達 Global Lighting Technologies Inc.及其子公司民國一〇四年十二月三十一日及民國一〇三年十二月三十一日之合併財務狀況，暨民國一〇四年一月一日至十二月三十一日及民國一〇三年一月一日至十二月三十一日之合併財務績效與現金流量。

此 致

Global Lighting Technologies Inc. 公鑒

致遠聯合會計師事務所
金融監督管理委員會核准簽證文號：
金管證審字第 0990071790 號

張庭銘

會計師：



楊建國



中華民國一〇五年三月二十四日

Global Lighting Technologies Inc. 子公司

合併資產負債表
民國一〇四年十二月三十一日及民國一〇三年十二月三十一日

金額均以新台幣千元為單位

資 產		附 註	一〇四年十二月三十一日		一〇三年十二月三十一日		負 債 及 權 益		附 註	一〇四年十二月三十一日		一〇三年十二月三十一日	
代碼	會計項目		金額	%	金額	%	代碼	會計項目		金額	%	金額	%
11xx	流動資產						21xx	流動負債					
1100	現金及約當現金	四及六.1	\$ 2,640,882	29	\$ 1,986,042	25	2100*	短期借款	六.9	\$ 912,532	10	\$ 427,275	6
1150	應收票據淨額	四、五及六.2	61,942	1	65,734	1	2170	應付帳款	七	1,303,870	14	1,260,683	17
1170	應收帳款淨額	四、五及六.3	1,976,056	22	1,970,092	25	2180	應付帳款-關係人	七	116,162	1	135,962	2
1180	應收帳款-關係人淨額	五及七	150,450	1	3,417	-	2200	其他應付款	七	433,170	5	250,407	3
1200	其他應收款	四及六.3	18,963	-	120,577	2	2220	其他應付款-關係人	四、五及六.24	22,214	-	5,794	-
130x	存貨	四、六.4及八	598,615	6	695,120	9	2230	本期所得稅負債	四、五及六.10	54,974	1	43,374	-
1410	預付款項		116,145	1	157,257	2	2250	負債準備-流動		21,889	-	23,978	-
1476	其他金融資產-流動	四、六.5及八	475,179	5	261,206	3	2300	其他流動負債		32,124	-	10,102	-
1470	其他流動資產	六.5	1,062	-	415	-		流動負債合計		2,896,935	31	2,157,575	28
	流動資產合計		6,039,294	65	5,259,860	67							
15xx	非流動資產						25xx	非流動負債					
1550	採用權益法之投資	四及六.6	221,259	2	225,838	3	2551	員工福利負債準備-非流動	四、五及六.11	3,751	-	4,086	-
1600	不動產、廠房及設備	四、六.7及八	2,840,116	31	2,269,713	28	2570	遞延所得稅負債	四、五及六.23	1,516	-	587	-
1840	遞延所得稅資產	四、五及六.24	50,407	1	59,032	1	2630	長期遞延收入	四及六.12	99,996	1	107,675	1
1980	其他金融資產-非流動	四、六.5及八	11,647	-	20,304	-		非流動負債合計		105,263	1	112,348	1
1985	長期預付租金	四及六.8	58,698	1	61,608	1	28xx	負債總計		3,002,198	32	2,269,923	29
1915	預付設備款	四及六.7	-	-	3,571	-							
1920	存出保證金		11,293	-	6,208	-	31xx	歸屬於母公司業主之權益					
1975	淨確定福利資產-非流動	四、五及六.11	2,894	-	3,451	-	3100	股本					
1990	其他非流動資產	四	2,387	-	-	-	3110	普通股股本	六.13	1,396,801	15	1,394,251	17
	非流動資產合計		3,198,701	35	2,649,725	33	3200	資本公積	六.14	2,535,223	28	2,530,522	32
							3300	保留盈餘					
							3350	未分配盈餘	四及六.16	2,271,354	25	1,667,485	21
							3400	其他權益					
							3411	國外營運機構財務報表換算之兌換差額	四及六.18	362,931	4	377,916	5
							3500	庫藏股票	四及六.17	(330,512)	(4)	(330,512)	(4)
								歸屬於母公司業主之權益		6,235,797	68	5,639,662	71
							36xx	非控制權益		-	-	-	-
							38xx	權益總計		6,235,797	68	5,639,662	71
1xxx	資產總計		\$ 9,237,995	100	\$ 7,909,585	100		負債及權益總計		\$ 9,237,995	100	\$ 7,909,585	100

(請參閱合併財務報告附註)

董事長：李滿祥



經理人：王清霖



會計主管：陳靜儀



Global Lighting Technologies Inc. 及子公司
合併綜合損益表
民國一〇四年一月一日至十二月三十一日
及民國一〇三年一月一日至十二月三十一日
(金額除每股盈餘以外，均以新台幣萬元為單位)

代碼	會計項目	附註	一〇四年度		一〇三年度	
			金額	%	金額	%
4000	營業收入淨額	四及六.20	\$ 7,062,337	100	\$ 6,241,573	100
5000	營業成本	六.4及六.21	(5,354,254)	(76)	(4,907,707)	(79)
5900	營業毛利		1,708,083	24	1,333,866	21
6000	營業費用	四、六.11及六.21				
6100	推銷費用		(237,964)	(3)	(262,414)	(4)
6200	管理費用		(329,930)	(5)	(301,845)	(5)
6300	研究發展費用		(176,831)	(2)	(177,980)	(2)
	營業費用合計		(744,725)	(10)	(742,239)	(11)
6900	營業利益		963,358	14	591,627	10
7000	營業外收入及支出					
7010	其他收入	四及六.22	29,239	-	27,275	-
7020	其他利益及損失	四及六.22	35,701	1	30,889	-
7050	財務成本	四及六.22	(9,335)	-	(7,145)	-
7060	採用權益法認列之關聯企業損益之份額	四及六.6	4,599	-	15,655	-
	營業外收入及支出合計		60,204	1	66,674	-
7900	繼續營業單位稅前淨利		1,023,562	15	658,301	10
7950	所得稅費用	四、五及六.24	(159,404)	(2)	(75,864)	(1)
8200	本期淨利		864,158	13	582,437	9
8300	其他綜合損益	四、六.11及六.23				
8310	不重分類至損益之項目					
8311	確定福利計畫之再衡量數		(1,372)		(1,704)	
8341	國外營運機構財務報表換算之兌換差額		215,054		320,398	
8349	與不重分類之項目相關之所得稅		233		290	
	合計		213,915		318,984	
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		(230,039)		(118,508)	
8399	與可能重分類至損益之項目相關之所得稅		-		-	
	合計		(230,039)		(118,508)	
	本期其他綜合損益(稅後淨額)		(16,124)		200,476	
8500	本期綜合損益總額		\$ 848,034		\$ 782,913	
8600	淨利歸屬於：					
8610	母公司業主		\$ 864,158		\$ 582,437	
8620	非控制權益		-		-	
	本期淨利		\$ 864,158		\$ 582,437	
8700	綜合損益總額歸屬於：					
8710	母公司業主		\$ 848,034		\$ 782,913	
8720	非控制權益		-		-	
	本期綜合損益總額		\$ 848,034		\$ 782,913	
	每股盈餘(元)	四及六.25				
9750	基本每股盈餘(稅後)		\$ 6.67		\$ 4.52	
9850	稀釋每股盈餘(稅後)		\$ 6.58		\$ 4.47	

(請參閱合併財務報告附註)

董事長：李滿祥



經理人：王清霖



會計主管：陳靜儀



Global Lighting Technologies Inc. 及子公司

合併權益變動表

民國一〇四年一月一日至十二月三十一日

及民國一〇三年一月一日至十二月三十一日

(金額均以新台幣千元為單位)

項 目	歸屬於母公司業主之權益						非控制權益	權益總額
	股 本	資本公積	保留盈餘	其他權益項目	庫藏股票	總 計		
	普通股		未分配盈餘	國外營運機構財務報表換算之兌換差額				
民國一〇三年一月一日餘額	\$ 1,387,331	\$ 2,516,463	\$ 1,215,195	\$ 176,026	\$ (185,942)	\$ 5,109,073	\$ -	\$ 5,109,073
民國一〇三年度盈餘分配：								
股東現金股利	-	-	(128,733)	-	-	(128,733)	-	(128,733)
股份基礎給付交易	6,920	14,059	-	-	-	20,979	-	20,979
買回庫藏股票	-	-	-	-	(144,570)	(144,570)	-	(144,570)
民國一〇三年度淨利	-	-	582,437	-	-	582,437	-	582,437
民國一〇三年度其他綜合損益	-	-	(1,414)	201,890	-	200,476	-	200,476
民國一〇三年度綜合損益總額	-	-	581,023	201,890	-	782,913	-	782,913
民國一〇三年十二月三十一日餘額	1,394,251	2,530,522	1,667,485	377,916	(330,512)	5,639,662	-	5,639,662
民國一〇三年度盈餘分配：								
股東現金股利	-	-	(259,150)	-	-	(259,150)	-	(259,150)
股份基礎給付交易	2,550	4,701	-	-	-	7,251	-	7,251
民國一〇四年度淨利	-	-	864,158	-	-	864,158	-	864,158
民國一〇四年度其他綜合損益	-	-	(1,139)	(14,985)	-	(16,124)	-	(16,124)
民國一〇四年度綜合損益總額	-	-	863,019	(14,985)	-	848,034	-	848,034
民國一〇四年十二月三十一日餘額	\$ 1,396,801	\$ 2,535,223	\$ 2,271,354	\$ 362,931	\$ (330,512)	\$ 6,235,797	\$ -	\$ 6,235,797

(請參閱合併財務報告附註)

董事長：李滿祥



經理人：王清霖



會計主管：陳靜儀



Global Lighting Technologies Inc. 及子公司
合併現金流量表
民國一〇四年一月一日至十二月三十一日
及民國一〇三年一月一日至十二月三十一日
(金額均以新台幣千元為單位)

項 目	一〇四年度	一〇三年度
營業活動之現金流量：		
繼續營業單位稅前淨利	\$ 1,023,562	\$ 658,301
調整項目：		
不影響現金流量之收益費損項目		
呆帳費用提列(轉列收入)數	483	(736)
折舊費用	324,784	316,169
攤銷費用	126	-
長期預付租金轉列費用	1,524	1,476
利息收入	(20,933)	(14,892)
利息費用	9,335	7,145
未實現外幣兌換(利益)損失	(79,321)	21,716
採用權益法認列之關聯企業損益之份額	(4,599)	(15,655)
處分不動產、廠房及設備利益	(166)	(3,035)
股份基礎給付酬勞成本	585	2,502
政府補助收入	(5,279)	(5,111)
與營業活動相關之資產/負債變動數		
應收票據	3,792	(45,892)
應收帳款	24,437	(467,487)
應收帳款-關係人	(147,033)	60,477
其他應收款	99,688	(38,082)
存貨	96,505	16,278
預付款項	41,112	(19,428)
其他金融資產-流動	(201,325)	57,637
其他流動資產	(648)	235
淨確定福利資產-非流動	557	(1,110)
應付帳款	65,501	318,266
應付帳款-關係人	(19,799)	41,932
其他應付款	33,304	(7,415)
其他應付款-關係人	16,420	(354)
其他流動負債	22,022	(4,315)
負債準備-流動	(1,722)	3,199
員工福利負債準備-非流動	-	(187)
營運產生之現金流入	1,282,912	881,634
支付之利息	(9,282)	(6,944)
支付之所得稅	(139,389)	(79,895)
收取之利息	22,746	15,893
營業活動之淨現金流入	1,156,987	810,688
投資活動之現金流量：		
取得不動產、廠房及設備(含預付設備款)	(775,996)	(146,858)
處分不動產、廠房及設備	2,526	7,147
其他金融資產-流動增加	(12,648)	-
其他金融資產-非流動減少(增加)	8,657	(17,470)
存出保證金增加	(5,085)	(119)
其他非流動資產	(2,513)	-
收取之股利	9,178	6,608
投資活動之淨現金流出	(775,881)	(150,692)
籌資活動之現金流量：		
舉借短期借款	1,054,685	682,839
償還短期借款	(587,488)	(591,662)
償還長期借款	-	(79,165)
員工執行認股權	6,666	18,477
發放現金股利	(259,150)	(128,733)
庫藏股票買回成本	-	(213,459)
籌資活動之淨現金流入(出)	214,713	(311,703)
匯率變動對現金及約當現金之影響	59,021	131,921
本期現金及約當現金增加數	654,840	480,214
期初現金及約當現金餘額	1,986,042	1,505,828
期末現金及約當現金餘額	\$ 2,640,882	\$ 1,986,042

(請參閱合併財務報告附註)

董事長：李滿祥

經理人：王清霖

會計主管：陳靜儀

五、一〇四年度盈餘分派表

茂林光電科技(開曼)股份有限公司
104 年度 盈餘分派表

單位：新台幣元

期初未分配盈餘	\$1,408,334,577
加： 本期稅後淨利	864,157,947
本期確定福利計劃之再衡量數	(1,138,969)
累計可供分配盈餘	2,271,353,555
分派項目	
股東現金股利	(458,279,819)
期末未分配盈餘	\$1,813,073,736

董事長：李滿祥



經理人：王清霖



會計主管：莊美真



六、「資金貸與他人作業程序」修訂前後條文對照表

茂林光電科技(開曼)股份有限公司
「資金貸與他人作業程序」修訂前後條文對照表

條號	修訂後條文	修訂前條文	修訂原因
2.3.3	本公司直接或間接持有表決權百分之百之 <u>國外</u> 子公司間之資金貸與總額，不得超過貸與公司最近期經會計師查核簽證或核閱財務報表淨值之百分之八十。	本公司直接或間接持有表決權百分之百之子公司間之資金貸與總額，不得超過貸與公司最近期經會計師查核簽證或核閱財務報表淨值之百分之八十。	配合「公開發行公司資金貸與及背書保證處理準則」規定修訂。
4.1.6	每筆資金融通期限， <u>不論為業務往來者、有短期融通資金必要者、直接或間接持有表決權百分之百之子公司間</u> ，皆以一年為限。	每筆資金融通期限，以一年為限。	依處理準則之規範修訂。

肆、附錄：

一、「公司章程」修訂前條文

Item	Article
	<p style="text-align: center;"> THE COMPANIES LAW OF THE CAYMAN ISLANDS 開曼群島公司法 COMPANY LIMITED BY SHARES 股份有限公司 EIGHTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF GLOBAL LIGHTING TECHNOLOGIES INC. 修訂和重述章程大綱與章程 .- Incorporated July 28, 2000 – 2000 年 7 月 28 日成立 (as adopted by a Special Resolution dated as of [June 18], 2015) (經 2015 年[6]月[18]日特別決議通過) </p>
	<p style="text-align: center;"> THE COMPANIES LAW (2013 REVISION) OF THE CAYMAN ISLANDS 開曼群島公司法 COMPANY LIMITED BY SHARES 股份有限公司 EIGHTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF GLOBAL LIGHTING TECHNOLOGIES INC. Global Lighting Technologies Inc. 之修訂和重述章程大綱 (as adopted by a Special Resolution dated as of [June 18], 2015) 經 2015 年[6]月[18]日特別決議通過 </p>
1	<p> The name of the Company is Global Lighting Technologies Inc. 公司名稱為 Global Lighting Technologies Inc.。 </p>

2		<p>The registered office of the Company shall be at the offices of Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands, or at such other place as the Directors may from time to time decide.</p> <p>公司註冊所在地為開曼群島 Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands，或董事會日後決議之其他地點。</p>
3		<p>The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Law or as the same may be revised from time to time, or any other law of the Cayman Islands.</p> <p>公司設立之目的未受限制，公司有權實行未受《公司法》及其日後修正之版本或任何其他開曼群島法律所禁止的任何目的。</p>
4		<p>The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.</p> <p>各股東對公司之義務限於繳清其未繳納之股款。</p>
5		<p>The authorised capital of the Company is NT\$3,600,000,000 divided into 360,000,000 shares of NT\$10.00 each, provided always that subject to the provisions of the Companies Law as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares of any of them and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.</p> <p>公司授權資本額是 NT\$3,600,000,000，劃分為 360,000,000 股，每股面額 NT\$10.00，在《公司法》及其日後修正之版本和公司章程之限制內，公司有權購回或購買任何股份，有權再分割或合併其中任何股票，有權發行全部或部分資本，無論是否有任何性質的優先權或特權或任何遞延權利，或任何性質的條件或限制等，除非發行條件已明確說明，每次發行，不論為普通股或特別股，公司有前述規定之權力。</p>
6		<p>The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.</p> <p>公司有權依開曼群島外之其他準據法登記為股份有限公司而繼續存續，並註銷在開曼群島之登記。</p>
7		<p>Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.</p> <p>本章程大綱中未定義的專有名詞應與公司章程中的定義一致。</p>

THE COMPANIES LAW
OF THE CAYMAN ISLANDS
開曼群島公司法
COMPANY LIMITED BY SHARES
股份有限公司
EIGHTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
GLOBAL LIGHTING TECHNOLOGIES INC.
 Global Lighting Technologies Inc. 之修訂和重述章程
(as Adopted by a Special Resolution dated as of [June 18], 2015)
 經 2015 年[6]月[18]日特別決議通過

1		Interpretation 解釋
1.1		In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith: 在本章程中，除非與本文有不符之處，公司法所附第一個附件中的表格 A 不適用：
	“Applicable Public Company Rules” “公開發行公司法令”	means the R.O.C. laws, rules and regulations affecting public reporting companies or companies listed on any R.O.C. stock exchange or securities market, including, without limitation, the relevant provisions of the Company Law, Securities and Exchange Law, the Enterprise Mergers and Acquisitions Law, the rules and regulations promulgated by the Ministry of Economic Affairs, the rules and regulations promulgated by the FSC, the rules and regulations promulgated by the TWSE and the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and its relevant regulations. 指影響公開發行公司或任何在臺灣證券交易市場上市的公司之中華民國法律，規則和規章，包括但不限於中華民國《公司法》、《證券交易法》、《企業併購法》等相關規定、經濟部發布的規章制度、金管會發布的規章制度，或臺灣證券交易所股份有限公司（以下簡稱「證交所」）發布的規章制度和臺灣地區與大陸地區人民關係條例及其相關規範等。
	“Annual Net Income” “年度淨利”	means the audited annual net profit of the Company in respect of the applicable year. 係指依各該年度公司經審計之年度淨利。
	“Articles”	means these articles of association of the Company.

	“章程”	指公司章程。
	“Company” “公司”	means the above named company. 指 Global Lighting Technologies Inc.
	“Directors” “董事”	means the directors for the time being of the Company (which, for clarification, includes any and all Independent Director(s)). 指公司當時的董事（為明確起見，包括任一及所有獨立董事）。
	“Dividend” “股利”	includes an interim dividend. 包括期中股利。
	“Electronic Record” “電子記錄”	has the same meaning as in the Electronic Transactions Law. 與《電子交易法》中的定義相同。
	“Electronic Transactions Law” “電子交易法”	means the Electronic Transactions Law (2003 Revision) of the Cayman Islands. 指開曼群島的《電子交易法》（2003 年修訂）。
	“FSC” “金管會”	means the Financial Supervisory Commission of the R.O.C. 指中華民國金融監督管理委員會。
	“Independent Directors” “獨立董事”	means the Directors who are elected by the Members at a general meeting and designated as “Independent Directors” for the purpose of the Applicable Public Company Rules which are in force from time to time. 指為符合當時有效之公開發行公司法令而於股東會經股東選舉為“獨立董事”的董事。
	“Market Observation Post System” “公開資訊觀測站”	means the internet information reporting system designated by the FSC. 指金管會指定之網際網路資訊申報系統。
	“Member” “股東”	has the same meaning as in the Statute. 與公司法中的定義相同。
	“Memorandum” “章程大綱”	means the memorandum of association of the Company. 指公司章程大綱。
	“Merger” “合併”	means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but

		<p>one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.</p> <p>指(i)參與合併之公司全部消滅，由新成立之公司概括承受消滅公司之全部權利義務；或(ii)參與合併之其中一公司存續，由存續公司概括承受消滅公司之全部權利義務，並以存續或新設公司之股份、或其他公司之股份、現金或其他財產作為對價之行為。</p>
	"Ordinary Resolution" “普通決議”	<p>means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.</p> <p>指在股東會上有權投票的股東，親自或在允許代理的情況下透過代理，以簡單多數決通過的決議。</p>
	"Private Placement" “私募”	<p>means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Article 11 of these Articles.</p> <p>指由該公司或經其授權之人挑選或同意之特定投資人認購本公司之股份、選擇權、認股權憑證、<u>附認股權公司債</u>、<u>附認股權特別股</u>或其他有價證券。但不包括依據第 11 條所為之員工激勵計畫或股份認購協議、認股權憑證、選擇權或發行之股份。</p>
	"Register of Members" “股東名冊”	<p>means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.</p> <p>指依公司法維持的股東名冊登記。除公司法另有規定外，包括股東名冊登記的任何副本。</p>
	"Registered Office" “註冊處所”	<p>means the registered office for the time being of the Company.</p> <p>指公司目前註冊處所。</p>
	"R.O.C." “中華民國”	<p>means the Republic of China.</p> <p>指中華民國。</p>
	"Seal" “印章”	<p>means the common seal of the Company and includes every duplicate seal.</p> <p>指公司的一般印章，包括複製的印章。</p>
	"Share" and "Shares" “股份”	<p>means a share or shares in the Company.</p> <p>指公司股份。</p>
	"Share Certificate" and	<p>means a certificate or certificates representing a Share or Shares.</p>

“Share Certificates” “股票”	指表彰股份之憑證。
“Solicitor” “徵求人”	means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules. 指依公開發行公司法令徵求任何其他股東之委託書經股東委託以被該股東指派為代理人代理參加股東會並於股東會上行使表決權之股東、信託事業或股務代理機構。
“Special Resolution” “特別決議”	means a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as special resolution has been duly given. 指在股東會召集通知中已載明該決議擬以特別決議表決之議案，經有權親自投票或由代理人投票(如允許委託代理人時)之股東，於股東會行使其表決權後，以不少於三分之二之多數而通過之決議。
“Spin-off” “分割”	means an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company. 係指一公司將其得獨立營運之任一或全部之營業讓與既存或新設之他公司，作為既存或新設之受讓公司發行新股予為轉讓之該公司或該公司股東對價之行為。
“Statute” “公司法”	means the Companies Law of the Cayman Islands. 指開曼群島《公司法》。
“Subsidiary” and “Subsidiaries” “從屬公司”	means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total share equity of such company. 指(i)公司持有其已發行有表決權之股份總數或資本總額超過半數之公司；或(ii)公司、其從屬公司及控制公司直接或間接持有其已發行有表決權之股份總數或資本總額合計超過半數之公司。
“Supermajority Resolution” “特別（重度）決議”	means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total outstanding Shares of the Company or (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more than half of the

		total outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution. 指(i)由代表公司已發行股份總數三分之二或以上之股東（包括股東委託代理人）出席股東會，出席股東表決權過半數同意通過的決議，或(ii)若出席股東會的股東代表股份總數雖未達公司已發行股份總數三分之二，但超過公司已發行股份總數之半數時，由出席股東表決權三分之二或以上之同意通過的決議。
	“TDCC” “集保結算所”	means the Taiwan Depository & Clearing Corporation. 指臺灣集中保管結算所股份有限公司。
	“Treasury Shares” “庫藏股”	means a Share held in the name of the Company as a treasury share in accordance with the Statute. 指依據公司法登記於公司名下之庫藏股。
	“TWSE” “證交所”	means the Taiwan Stock Exchange Corporation. 指台灣證券交易所股份有限公司。
1.2		In the Articles: 在本章程中：
(a)		words importing the singular number include the plural number and vice versa; 單數詞語包括複數含義，反之亦然；
(b)		words importing the masculine gender include the feminine gender; 陽性詞語包括陰性含義；
(c)		words importing persons include corporations; 表述個人的單詞包括公司含義；
(d)		“written” and “in writing” include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record; “書面”和“以書面形式”包括所有以可視形式呈現的重述或複製之文字模式，包括以電子記錄形式；
(e)		references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time; 所提及任何法律或規章的規定應理解為包括該規定的修正、修改、重新制定或替代規定；
(f)		any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms; 帶有“包括”、“尤其”或任何類似之表達語句應理解為僅具有說明性質，不應限制其所描述之詞語的意義；
(g)		headings are inserted for reference only and shall be ignored in construing the Articles; and 標題僅作參考，在解釋這些條款之意義時應予忽略；

(h)		Section 8 of the Electronic Transactions Law shall not apply. 《電子交易法》的第 8 部分不適用於本章程。
2		Commencement of Business 營業開始
2.1		The business of the Company may be commenced as soon after incorporation as the Directors shall see fit. 公司設立後，得於董事會認為適當之時點開始營業。
2.2		The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration. 董事會得以公司資本或任何其他公司之款項支付因公司成立和設立而生之所有費用，包括登記費用。
3		Issue of Shares 股份發行
3.1		Subject to the provisions, if any, in the Statute, the Memorandum, the Articles and Applicable Public Company Laws (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the Directors may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and the Company shall have power to redeem or purchase any or all of such Shares and to sub-divide or consolidate the said Shares or any of them and to issue all or any part of its capital whether with or without priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide, every issue of Shares whether stated to be Ordinary, Preference or otherwise, shall be subject to the powers on the part of the Company hereinbefore provided. 根據公司法、章程大綱、章程和公開發行公司法令（以及股東會上公司可能給予的任何指示）的相關規定（如有），在不損害現有股份之權利的情況下，董事會可以在其認為適當的時間、按其認為適當的條件、向其所認為適當的人分配、發行、授與認股權或以其他方式處分股份，無論該股份是否有優先權，遞延權或其他權利或限制，無論是關於股利、表決權、資本返還或其他方面的內容。且公司有權贖回或買回任何或所有此等股份、分割或合併所有或任何此等股份及就其資本之任一部或全部發行，不論是否賦予優先或特別之權利或加上權利之遞延或其他任何條件或限制等，且因此除發行條件另有明文規定外，每一股份之發行不論係稱為普通股、特別股或其他，均應受前述公司權力之限制。
3.2		The Company shall not issue Shares to bearer. 公司不得發行無記名股票。
3.3		The Company shall not issue any unpaid Shares or partly paid-up Shares.

		公司不得發行任何未繳納股款或繳納部分股款之股份。
4		Register of Members 股東名冊
4.1		The Directors shall keep, or cause to be kept, the Register of Members at such place as the Directors may from time to time determine and, in the absence of such determination, the Register of Members shall be kept at the Registered Office. 董事會應在其所認為適當之處所備置一份股東名冊，惟如董事會對放置地點無決議時，股東名冊應放置在註冊處所。
4.2		If the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the Articles. 如果董事會認為必要或適當，公司得於開曼群島境內或境外董事會認為適當之處所備置一份或數份股東分冊。股東總名冊和分冊應一同被視為本章程所稱之股東名冊。
4.3		For so long as any Shares are listed on the TWSE, title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares and the Register of Members maintained by the Company in respect of such listed Shares may be kept by recording the particulars required by section 40 of the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares. 股份在證交所交易時，該上市股份得依照其所適用之法律及證交所規定證明及轉讓所有權。本公司就股東名冊得按照公司法第 40 條之規定記載股份詳細情況並加以保管，惟如上市股份適用之法律及證交所相關規定對記載格式另有規定者，從其規定。
5		Closing Register of Members or Fixing Record Date 股東名冊停止過戶或認定基準日
5.1		For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other purpose, the Directors shall determine the period that the Register of Members shall be closed for transfers and such period shall not be less than the minimum period of time, as prescribed by the Applicable Public Company Rules. 為決定有權獲得股東會或股東會延會通知之股東，或有權在股東會或股東會延會投票之股東，或有權獲得股利之股東或為其他目的而需決定股東名單者，董事會應決定股東名冊之停止過戶期間，且該停止過戶期

		間不應少於公開發行公司法令規定之最低期間。
5.2		<p>Subject to Article 5.1 hereof, in lieu of, or apart from, closing the Register of Members, the Directors may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other purpose. In the event the Directors designate a record date in accordance with this Article 5.2, the Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.</p> <p>於依第 5.1 條之限制下，除股東名冊變更之停止外，或為取代股東名冊變更之停止，董事會為決定有權獲得股東會通知，或有權在股東會或股東會延會投票之股東名單，或為決定有權獲得股利或為任何其他目的而需決定股東名單時，得指定一提前或延後之特定日作為基準日。董事會依本 5.2 條規定指定基準日時，董事會應依公開發行公司法令透過公開資訊觀測站公告該基準日。</p>
5.3		<p>The rules and procedures governing the implementation of book closed periods, including notices to Members in regard to book closed periods, shall be in accordance with policies adopted by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.</p> <p>有關執行股東名冊停止過戶期間的規則和程序，包括向股東發出有關停止變更期間的通知，應遵照董事會通過的政策（董事會可能隨時變更之），該相關政策應符合公司法、章程大綱、章程和公開發行公司法令的規定。</p>
6		<p>Share Certificates</p> <p>股票</p>
6.1		<p>Subject to the provisions of the Statute, the Company shall issue Shares without printing Share Certificates for the Shares issued, and the details regarding such issue of Shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules. A Member shall only be entitled to a Share Certificate if the Directors resolve that Share Certificates shall be issued. Share Certificates, if any, shall be in such form as the Directors may determine. Share Certificates shall be signed by one or more Directors authorised by the Directors. The Directors may authorise Share Certificates to be issued with the authorised signature(s) affixed by mechanical process. All Share Certificates shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All Share Certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new Share Certificate shall be issued until the former Share Certificate representing a like number of relevant Shares shall have been surrendered and cancelled.</p> <p>除公司法另有規定外，公司發行之股份應以無實體發行，<u>並依公開發行公司法令洽集保結算所登錄發行股</u></p>

		<p>份之相關資料。僅於董事會決議印製股票時，股東始有權獲得股票。股票（如有）應根據董事會決定之格式製作。股票應由董事會授權的一名或多名董事簽署。董事會得授權以機械程序簽發有權簽名的股票。所有股票應連續編號或以其他方式識別之，並註明其所表彰的股份。為轉讓之目的提交公司的股票應依本章程規定予以註銷。於繳交並註銷與所表彰股份相同編號的舊股票之前，不得簽發新股票。</p>
6.2		<p>In the event that the Directors resolve that Share Certificates shall be issued pursuant to Article 6.1 hereof, the Company shall deliver the Share Certificates to the subscribers within thirty days from the date such Share Certificates may be issued pursuant to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share Certificates pursuant to the Applicable Public Company Rules.</p> <p>若董事會依第 6.1 條之規定決議印製股票時，公司應於依公司法、章程大綱、章程及公開發行公司法令得發行股票之日起 30 日內，對認股人或應募人交付股票，並應依公開發行公司法令於交付股票前公告之。</p>
6.3		<p>No Shares may be registered in the name of more than one Member.</p> <p>股份不得登記為超過一位股東名下。</p>
6.4		<p>If a Share Certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old Share Certificate.</p> <p>若股票經塗污，磨損，遺失或損壞，得提出證據證明、賠償並支付公司在調查證據過程中所產生之合理費用以換發新股票，該相關費用由董事會定之，並（在塗污或磨損的情況下）於交付舊股票時支付之。</p>
7		<p>Preferred Shares</p> <p>特別股</p>
7.1		<p>The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company (“Preferred Shares”) with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution.</p> <p>經三分之二或以上董事之出席及出席董事過半數通過之決議及股東會之特別決議，公司得發行較公司發行的普通股有優先權利的股份（“特別股”）。</p>
7.2		<p>Prior to the issuance of any Preferred Shares approved pursuant to Article 7.1 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:</p> <p>在依第 7.1 條發行特別股之前，公司應修改章程並在章程中明定特別股的權利和義務，包括但不限於下列</p>

		內容，而且特別股之權利及義務將不抵觸公開發行公司法令有關於特別股權利及義務之強制規定，變更特別股之權利時亦同；
(a)		Order, fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares; 特別股分派股息及紅利之順序、定額或定率；
(b)		Order, fixed amount or fixed ratio of allocation of surplus assets of the Company; 特別股分派公司剩餘財產之順序、定額或定率；
(c)		Order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of Members holding Preferred Shares; 特別股股東行使表決權之順序或限制（包括無表決權等）；
(d)		Other matters concerning rights and obligations incidental to Preferred Shares; and 與特別股權利義務有關的其他事項；
(e)		The method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply. 公司被授權或被強制要購回特別股時，其贖回之方法；於不適用贖回權時，其聲明。
8		Issuance of New Shares 發行新股
8.1		The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company. 公司發行新股，應經董事會三分之二以上董事之出席及出席董事過半數之同意。新股份之發行應限於公司之授權資本額內為之。
8.2		Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its capital by issuing new Shares for cash, the Company shall make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of any new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly-issued Shares. Subject to Article 6.3, in the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company

		<p>Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules.</p> <p>除股東於股東會另以普通決議為不同決議外，公司現金增資發行新股時，應公告及通知各股東其有優先認購權，得按照原有股份比例儘先分認。於決議發行新股之同一股東會，股東並得決議放棄優先認購權。公司應於前開公告中聲明，如股東未依指定之期限依原有股份比例認購新發行之股份者，則應視為喪失其優先認購權。在不違反第 6.3 條之規定下，如原有股東持有股份按比例不足以行使優先認購權認購一股新股者，數股東得依公開發行公司法令合併共同認購或歸併一人認購；如新發行之股份未經原有股東於指定期限內認購完畢者，公司得依公開發行公司法令將未經認購之新股於中華民國公開發行或洽由特定人認購之。</p>
8.3		<p>Where the Company increases its capital in cash by issuing new Shares in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or TWSE, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail.</p> <p>公司於中華民國境內辦理現金增資發行新股時，除董事會依據公開發行公司法令及/或金管會或證交所之指示而為公司無須或不適宜對外公開發行之決定外，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，但股東會另有較高提撥比率之決議者，從其決議。</p>
8.4		<p>Members' rights to subscribe for newly-issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly-issued Shares shall be in accordance with policies established by the Company from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.</p> <p>股東之新股認購權得獨立於該股份而轉讓。新股認購權轉讓之規則和程序應依據公司制定的政策，且相關政策應符合公司法、章程大綱、章程和公開發行公司法令。</p>
8.5		<p>The pre-emptive right of Members provided under Article 8.2 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under Share subscription warrants and/or options, including those referenced in Article 11; (c) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; (e) in connection with a Private Placement; or (f) in</p>

		<p>connection with the issue of Restricted Shares in accordance with Article 8.7.</p> <p>第 8.2 條規定的股東優先認購權，在因下列原因或目的而發行新股時不適用：(a)與他公司合併，公司分割或公司重整有關；(b)與公司履行其認股權憑證及/或認股權契約之義務有關(包括第 11 條所提及者)；(c)與公司履行可轉換公司債或附認股權公司債之義務有關；(d)與公司履行附認股權特別股之義務有關，(e)與私募有關，或(f)依據第 8.7 條所發行之限制性股份。</p>
8.6		<p>The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with policies established by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.</p> <p>通知股東行使優先認購權的期間及其他規則和程序、實行方式，應依董事會所訂之政策制定，該相關政策應符合公司法、章程大綱、章程和公開發行公司法令。</p>
8.7		<p>The Company may, with the approval of a Supermajority Resolution, issue new Shares with restricted rights to the employees of the Company ("Restricted Shares") and the provision of Article 8.2 shall not apply to any such issue of Restricted Shares. The terms of issue of Restricted Shares, including, but not limited to the number, issue price and issue conditions shall comply with the Applicable Public Company Rules.</p> <p>公司得以特別（重度）決議發行予員工限制權利之新股（下稱「限制性股份」），第 8.2 條規定於發行限制性股份時不適用之。限制性股份之發行條款，包括其發行數量、發行價格及發行條件等應遵循公開發行公司法令之規定。</p>
9		<p>Transfer of Shares</p> <p>股份轉讓</p>
9.1		<p>Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company shall be freely transferable.</p> <p>於不違反公司法和公開發行公司法令之規定下，公司發行的股份應得自由轉讓。</p>
9.2		<p>Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his Shares by an instrument of transfer. The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.</p> <p>於不違反章程和公開發行公司法令之規定下，股東得以簽署轉讓文件之方式轉讓股份。於受讓人名稱登記於公司股東名冊之前，讓與人應被視為是股份持有者。</p>
9.3		<p>Subject to the requirements of the applicable laws of the Cayman Islands, transfers of uncertificated Shares which are traded on the TWSE may be effected by any method of transferring or dealing in securities introduced by TWSE or operated in accordance with the Applicable Public Companies Rules as appropriate and which have been approved by the Board for such purpose.</p>

		於不違反開曼法律之情形下，於證交所交易之無實體發行股份之轉讓，得以證交所採用的有價證券轉讓方式為之，或以依據公開發行公司法令認為適當、且經董事會決議通過之方式為之。
9.4		Notwithstanding Article 9.2 above, transfers of Shares which are listed on the TWSE may be effected by any method of transferring or dealing in securities permitted by the TWSE which is in accordance with the Applicable Public Company Rules and which has been approved by the Board for such purpose. 無論第 9.2 條之規定，於證交所交易股份之轉讓，在不違反公開發行公司法令的情況，董事會得以決議通過依證交所採用的有價證券轉讓方式為之。
10		Repurchase of Shares 股份買回
10.1		Subject to the provisions of the Statute, the Applicable Public Company Rules, the Memorandum and these Articles, the Company may repurchase its own Shares listed on the TWSE on such terms as are approved by resolutions of the Directors passed at a meeting of the board of Directors attended by more than two-thirds of members of the board and approved by a majority of the Directors present at such meeting, provided that any such repurchase shall be in accordance with the Applicable Public Company Rules. In the event that the Company proposes to purchase any Shares listed on the TWSE pursuant to this Article, the approval of the board of Directors and the implementation thereof shall be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the repurchase proposal for any reason. 在不違反公司法、章程大綱、章程和公開發行公司法令之規定之前提下，公司得經董事會三分之二以上董事之出席及出席董事過半數決議之條件自證交所買回股份。公司如決議依據章程自證交所買回任何股份，該董事會決議及其執行情形，應依據公開發行公司法令於最近一次之股東會向股東報告，該報告義務於公司因故未執行買回計畫時，亦同。
10.2		The Company may make a payment in respect of the repurchase of its own Shares in any manner permitted by the Statute and the Applicable Public Company Rules. 公司得以依公司法和公開發行公司法令允許之任何方式，支付其買回其股份之股款。
10.3		The board of Directors may, prior to the purchase or redemption of any Share under Article 10.1, determine that such Share shall be held as Treasury Share. 董事會得於買回或贖回任何股份前決定該股份應作為庫藏股持有之。
10.4		Subject to the provisions of the Statute, these Articles and the Applicable Public Company Rules, the Directors may determine to cancel a Treasury Share or transfer a treasury Share to the employees on such terms as they think proper (including, without limitation, for nil consideration). 在不違反法令、章程或公開發行公司法令之情形下，董事得決定註銷庫藏股或按其認為合理條件下轉讓庫

		藏股（包括但不限於無償）予員工。
10.5		<p>Notwithstanding Article 10.4, if the Company repurchases any Shares traded on the TWSE and hold such Shares as Treasury Shares (the “Repurchased Treasury Shares”), any proposal to transfer the Repurchased Treasury Shares to any employees of the Company by the Company at the price below the average repurchase price paid by the Company for Repurchased Treasury Shares (the “Average Purchase Price”) shall require the approval of a resolution passed by two-thirds or more of the Members present at the next general meeting who hold a majority of the total number of the Company's outstanding shares as at the date of such general meeting, and shall not be brought up as an ad hoc motion.</p> <p>縱有第 10.4 條之規定，如公司買回任何於證交所交易之股份，並作為庫藏股持有之（下稱「買回庫藏股」），任何將買回庫藏股以低於實際買回股份之平均價格（下稱「平均買回價格」）轉讓予員工之提議，應經最近一次股東會有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意，並應於該次股東會召集事由中列舉並說明下列事項，且不得以臨時動議提出。</p>
10.6		<p>The aggregate number of Treasury Shares to be transferred to employees pursuant to Article 10.5 shall not exceed 5 percent of the Company's total issued and outstanding shares as at the date of transfer of any Treasury Shares and the aggregate number of Treasury Shares transferred to any individual employee shall not exceed 0.5 percent of the Company's total issued and outstanding shares as at the date of transfer of any Treasury Shares to such employee. The Company may impose restrictions on the transfer of such Shares by the employee for a period of no more than two years.</p> <p>依據第 10.5 條買回而轉讓予員工之庫藏股總數，於轉讓任何庫藏股之日累計不得超過公司已發行股份總數之百分之五，且累計轉讓予單一員工之庫藏股總數於轉讓予該員工任何庫藏股之日，累計不得超過公司已發行股份總數之千分之五。公司並得限制員工在不得超過二年之期間內不得轉讓該股份。</p>
10.7		<p>Notwithstanding anything to the contrary contained in Article 10.1 to 10.6, and subject to the Statute and the Applicable Public Company Rules, the Company may, with the approval of an Ordinary Resolution, compulsorily redeem or repurchase Shares by the Company for cancellation, provided that (a) the relevant Shares will be cancelled upon such redemption or repurchase and will not be held by the Company as Treasury Shares, and (b) such redemption or repurchase will be effected pro rata based on the percentage of shareholdings of the Members, unless otherwise provided for in the Statute or the Applicable Public Company Rules. Payments in respect of any such redemption or repurchase, if any, may be made either in cash or by distribution of specific assets of the Company, as specified in the Ordinary Resolution approving the redemption or repurchase, provided that where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (i) assessed by an ROC certified public account before being submitted to the Members for approval and (ii) agreed to by the Member who will receive such</p>

		<p>assets.</p> <p>縱有第 10.1 條至 10.5 條之規定，在不違反法令及公開發行公司法令之情形下，公司得經股東會普通決議強制贖回或買回公司股份並註銷，惟該贖回或買回除法令或公開發行公司法令另有規定外，應依股東所持股份比例為之。就該贖回或買回之給付（如有）應經通過該贖回或買回之普通決議，以現金或公司特定財產之分配為之，惟(a)相關股份於贖回或買回時將被註銷且不會作為公司之庫藏股，且(b)於以現金以外之財產分配予股東時，其類型、價值及抵充數額應(i)於股東會決議前經中華民國會計師查核簽證，及(ii)經該收受財產股東之同意。</p>
11		<p>Employee Incentive Programme</p> <p>員工激勵計畫</p>
11.1		<p>The Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the Directors from time to time in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.</p> <p>公司得經董事會以三分之二以上董事之出席及出席董事過半數同意之決議，通過一個以上之激勵措施並得發行股份或選擇權、認股權憑證或其他類似之工具給公司及從屬公司之員工。規範此等激勵計畫之規則及程序應與董事會所制訂之政策一致，並應符合公司法、章程大綱、章程和公開發行公司法令。</p>
11.2		<p>Options, warrants or other similar instruments issued in accordance with Article 11.1 above are not transferable save by inheritance.</p> <p>依前述第 11.1 條發行之選擇權、認股權憑證或其他類似之工具不得轉讓，但因繼承者不在此限。</p>
11.3		<p>The Company may enter into share option agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 11.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.</p> <p>公司得依上開第 11.1 條所定之激勵計畫，與其員工及從屬公司之員工簽訂認股權契約，約定於一定期間內，員工得認購特定數量的公司股份。此等契約之條款對相關員工之限制不得低於其所適用之激勵措施所載條件。</p>
11.4		<p>Directors of the Company and its Subsidiaries shall not be eligible for the employee incentive programmes under this Article 11, provided that directors who are also employees of the Company or its Subsidiaries may participate</p>

		<p>in an employee incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.</p> <p>公司及其從屬公司之董事非本章程第 11 條所訂員工激勵計畫之對象，但倘董事亦為公司或其從屬公司之員工，該董事得基於員工身分（而非董事身分）參與員工激勵計畫。</p>
12		<p>Variation of Rights of Shares</p> <p>股份權利變更</p>
12.1		<p>If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the Shares of that class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of Shares, such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of Shares.</p> <p>無論公司是否處於清算程序，在任何時候，如果公司資本被劃分為不同種類的股份，則需經該類股份持有之股東會特別決議始可變更該類股份之權利，但該類股份發行條件另有規定者不在此限。縱有前述規定，如果章程的任何修改或變更損害了任一種類股份的優先權，那麼該相關修改或變更應經特別決議通過，並應經該類股份股東個別之股東會的特別決議通過。</p>
12.2		<p>The provisions of the Articles relating to general meetings shall apply to every class meeting of the holders of the same class of the Shares.</p> <p>章程中與股東會有關的規定應適用於每一相同種類股份持有者的會議。</p>
12.3		<p>The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking <i>pari passu</i> therewith.</p> <p>股份持有人持有發行時附有優先權或其他權利之股份者，其權利不因創設或發行與其股份順位相同之其他股份而被視同變更，但該類股份發行條件另有明確規定者不在此限。</p>
13		<p>Transmission of Shares</p> <p>股份移轉</p>
13.1		<p>If a Member dies, the survivor or survivors where he was a joint holder, or his legal personal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest. The estate of a deceased Member is not thereby released from any liability in respect of any Share which had been jointly held by him.</p> <p>如果股東死亡，若該股份為共同持有時其他尚生存之共同持有人，或該股份是單獨持有時其法定代理人，</p>

		為公司所認定唯一有權享有股份權益之人。死亡股東之財產就其所共有之股份所生之義務不因死亡而免除。
13.2		<p>Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) shall give written notice to the Company and, upon such evidence being produced as may from time to time be required by the Directors, may elect, by a notice in writing sent by him, either to become the holder of such Share or to have some person nominated by him become the holder of such Share.</p> <p>因股東死亡、破產、清算、解散或者因轉讓之外的任何其他情形而對股份享有權利的人，應以書面通知公司，且在董事會所可能要求的相關證據提供後，得寄發書面通知，選擇成為該相關股份之持有人或指定特定人成為該股份之持有人。</p>
14		<p>Amendments of Memorandum and Articles of Association and Alteration of Capital</p> <p>章程大綱和章程的修改和資本變更</p>
14.1		<p>Subject to the provisions of the Statute and the provisions of these Articles as regards the matters to be dealt with by Ordinary Resolution, the Company may by Special Resolution:</p> <p>在不違反公司法和章程就應經股東會普通決議處理事項之規定的情形下，公司應以特別決議為下列事項：</p>
(a)		<p>change its name;</p> <p>變更其名稱；</p>
(b)		<p>alter or add to these Articles;</p> <p>修改或增加章程；</p>
(c)		<p>alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;</p> <p>修改或增加章程大綱有關宗旨、權力或其他特別載明的事項；</p>
(d)		<p>reduce its share capital and any capital redemption reserve fund; and</p> <p>減少其資本和資本贖回準備金；及</p>
(e)		<p>increase its authorised share capital by such sum as the resolution shall prescribe or cancel any Shares that at the</p>

		<p>date of the passing of the resolution have not been taken or agreed to be taken by any person, provided that in the event of any change to its authorised share capital, the Company shall also procure the amendment of its Memorandum by the Members to reflect such change.</p> <p>根據公司於股東會之決定，增加決議所規定的股本或註銷任何在決議通過之日尚未為任何人取得或同意取得的股份。但於變更額定資本額之情形，公司亦應向股東會提出修改章程大綱。</p>
14.2		<p>Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without a Supermajority Resolution:</p> <p>在不違反公司法和公開發行公司法令的情形下，公司非經特別（重度）決議不得為下列事項：</p>
(a)		<p>sell, transfer or lease of whole business of the Company or other matters which has a material effect on the Members' rights and interests;</p> <p>出售、讓與或出租公司全部營業或對股東權益有重大影響的其他事項；</p>
(b)		<p>discharge or remove any Director;</p> <p>解任任何董事；</p>
(c)		<p>approve any action by one or more Director(s) who is engaging in business conduct for him/herself or on behalf of another person that is within the scope of the Company's business;</p> <p>許可一個或多個董事為其自身或他人為屬於公司營業範圍內的其他商業活動的行為；</p>
(d)		<p>effect any capitalization of distributable Dividends and/or bonuses and/or capital reserve under Article 34.11 and/or any other amount prescribed under Article 35 hereof;</p> <p>使可分配股利及/或紅利及/或第 34.11 條所規定之資本公積及/或其他依第 35 條所規定款項之資本化；</p>
(e)		<p>effect any Merger, Spin-off or Private Placement, provided that any Merger which falls within the definition of "merger and/or consolidation" under the Statute shall also be subject to the requirements of the Statute;</p> <p>合併、分割或私募，但符合開曼公司法定義之合併亦應符合開曼公司法之規定；</p>
(f)		<p>enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;</p> <p>締結、變更或終止關於公司出租全部營業、委託經營或與他人經常共同經營之協議；</p>
(g)		<p>transfer its business or assets, in whole or in any essential part, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or</p> <p>讓與其全部或主要部分之營業或財產，但前述規定不適用於因公司解散所進行的轉讓；或</p>
(h)		<p>acquire or assume the whole business or assets of another person, which has material effect on the Company's operation.</p>

		取得或受讓他人的全部營業或財產而對公司營運有重大影響者。
14.3		Subject to the provisions of the Statute, the provisions of these Articles, and the quorum requirement under the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass 在不違反公司法、章程及公開發行公司法令所訂法定出席股份數門檻之規定下，有關公司解散之程序：
(a)		an Ordinary Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or 如公司係因無法於其債務到期時清償而決議自願解散者，公司應以股東會普通決議為之；或
(b)		a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 14.3(a) above. 如公司係因前述第 14.3 條（a）款以外之事由而決議自願解散者，公司應以特別決議為之。
15		Registered Office 註冊處所
		Subject to the provisions of the Statute, the Company may by resolution of the Directors change the location of its Registered Office. 在不違反公司法規定之情形下，公司得通過董事會決議變更其註冊處所之地點。
16		General Meetings 股東會
16.1		All general meetings other than annual general meetings shall be called extraordinary general meetings. 除年度股東常會外之所有股東會，應稱為股東臨時會；
16.2		The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented. 公司應於每一會計年度終了後 6 個月內召開一次股東會作為年度股東常會，並應在股東會召集通知中詳細說明該性質。在這些會議上董事會應作相關報告（如有）。
16.3		The Company shall hold an annual general meeting every year. 公司應每年舉行一次年度股東常會；
16.4		The general meetings shall be held at such time and place as the Directors shall appoint provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be held in Taiwan. For general meetings to be held outside Taiwan, the Company shall comply with the relevant procedures and approvals prescribed by the relevant authority in Taiwan. Where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general

		<p>meeting (including but not limited to the handling of the voting of proxies submitted by Members).</p> <p>股東會應於董事會指定之時間及地點召開，惟除公司法或本條(第 16.4 條)另有規定外，股東會應於中華民國境內召開。如在中華民國境外召開股東會，相關程序及核准應依中華民國相關主管機關之規定辦理。於中華民國境外召開股東會時，公司應委任中華民國之專業股務代理機構，受理該等股東會行政事務（包括但不限於受理股東委託投票事宜）。</p>
16.5		<p>The Directors may call general meetings, and they shall on a Members requisition forthwith proceed to convene an extraordinary general meeting of the Company.</p> <p>董事會得召集股東會，且於經股東請求時，應立即進行公司股東臨時會之召集。</p>
16.6		<p>A Members requisition is a requisition of Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.</p> <p>前條股東請求是指在股東提出請求日該股東持有不低於當時已發行股份總數 3% 的股份，並且持有該股份至少一年之股東所作出的請求。</p>
16.7		<p>The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.</p> <p>前條股東之請求，必須以書面記明提議事項及理由，並由提出請求者簽名，交存於註冊處所，且得由格式相似的數份文件構成，每一份由一個或多個請求者簽名。</p>
16.8		<p>If the Directors do not within fifteen days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules.</p> <p>如董事會於股東提出請求日起 15 天內未為股東臨時會召集之通知，則提出請求之股東得依據公開發行公司法令自行召集股東臨時會。</p>
17		<p>Notice of General Meetings</p> <p>股東會通知</p>
17.1		<p>At least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner, if any, as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the provisions of the</p>

		<p>Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.</p> <p>任何年度股東常會之召集，應至少於 30 天前通知各股東，任何股東臨時會之召集，應至少於 15 天前通知各股東。每一通知之發出日或視為發出日及送達日應不予計入。股東會通知應載明會議地點、日期、時間和召集事由，並應以下述方式發出，或經股東同意者，以電子方式發出，或以公司規定的其他方式發出。但如果經所有有權參加該股東會之股東（或其代理人）同意，則無論本章程所規定的通知是否已發出，也無論是否遵守章程有關股東會的規定，該公司股東會均應被視為已合法召集。</p>
17.2		<p>The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.</p> <p>倘公司非因故意而漏向有權獲得通知之任一股東發出股東會通知，或其未收到股東會會議通知，該股東會會議之程序不因此而無效。</p>
17.3		<p>The Company shall, thirty days prior to any annual general meeting, and fifteen days prior to any extraordinary general meeting, transform the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors into electronic format and transmitted such to the Market Observation Post System. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member.</p> <p>公司應於股東常會開會 30 日前或股東臨時會開會 15 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。公司股東會採行書面行使表決權者，並應將前開資料及書面行使表決權用紙，併同寄送給股東。</p>
17.4		<p>The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials for Members' inspection, which will be placed at the Company and the securities agent of the Company, distributed at the meeting venue, and shall be transmitted to the Market Observation Post System in accordance with, and within the period required by, the Applicable Public Company Rules.</p> <p>董事會並應依公開發行公司法令準備股東會議事手冊和補充資料供股東索閱，並陳列於公司及其股務代理機構，且應於股東會現場發放，並應依公開發行公司法令所規定之期限傳送至公開資訊觀測站。</p>
17.5		<p>Matters pertaining to (a) election or discharge of Directors, (b) alteration of the Articles, and (c) (i) dissolution, Merger or Spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, and (d) (i) ratification of an action by Director(s) who engage(s) in business</p>

		<p>for him/herself or on behalf of another person that is within the scope of the Company's business, (e) distribution of the whole or a part of the surplus profit of the Company in the form of new Shares, capitalization of statutory reserve, capital reserve under Article 34.11 or any other amount in accordance with Article 35, or distribution of cash dividends out of capital reserve pursuant to Article 34.11, and (f) the Private Placement of any equity-type securities issued by the Company, shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion.</p> <p>與(a)選舉或解任董事，(b)修改章程，(c)(i)解散，合併或分割，(ii)訂立、修改或終止關於出租公司全部營業，或委託經營，或與他人經常共同經營之契約，(iii)讓與公司全部或主要部分營業或財產，(iv)受讓他人全部營業或財產而對公司營運有重大影響者，(d)許可董事為其自己或他人從事公司營業範圍內事務的行為，(e)以發行新股方式分配公司全部或部分盈餘，或將法定公積、第 34.11 條規定之資本公積及或其他依第 35 條所規定款項之資本化，或依第 34.11 條以資本公積發放現金股利，及(f)公司私募發行具股權性質之有價證券等有關的事項，應載明於股東會通知並說明其主要內容，且不得以臨時動議提出。</p>
17.6		<p>The board of Directors shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.</p> <p>董事會應在公司之登記機構(如有適用)及公司位於中華民國境內之股務代理機構之辦公室備置公司章程，股東會議事錄，財務報表，股東名冊以及公司發行的公司債存根簿。股東得檢具利害關係證明文件，指定查閱範圍，隨時請求檢查、查閱或抄錄。</p>
17.7		<p>The Company shall make all statements and records prepared by the board of Directors and the report prepared by the audit committee, if any, available at the office of its registrar (if applicable) and its securities agent located in Taiwan in accordance with Applicable Public Company Rules and the Statute. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.</p> <p>公司應依公開發行公司法令及公司法之規定，將董事會準備的所有表冊，以及審計委員會準備之報告書(如有)，備置於其登記機構(如有適用)及其位於中華民國境內之股務代理機構之辦公室。股東可隨時檢查和查閱前述文件，並可偕同其律師或會計師進行檢查和查閱。</p>
18		<p>Proceedings at General Meetings</p> <p>股東會事項</p>
18.1		<p>No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided in the Articles, Members present in person or by proxy, representing more than one-half of the total outstanding</p>

		<p>Shares, shall constitute a quorum for any general meeting.</p> <p>除非出席股東代表股份數達到法定出席股份數，股東會不得為任何決議。除章程另有規定外，代表已發行股份總數過半數之股東親自或委託代理人出席，應構成股東會之法定出席股份數。</p>
18.2		<p>The board of Directors shall submit business reports, financial statements and proposals for distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the general meeting, the board of Directors shall distribute or make publicly available at the Market Observation Post System the copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or covering of loss, to each Member in accordance with the Applicable Public Company Rules.</p> <p>董事會應根據公開發行公司法令之要求，提交其為年度股東常會所準備的營業報告書、財務報表、及盈餘分派或虧損之議案供股東承認或同意，經股東會承認或同意後，董事會應根據公開發行公司法令，將經承認的財務報表及其副本、公司盈餘分派或虧損決議分發給每一股東或於公開資訊觀測站以公告為之。</p>
18.3		<p>Unless otherwise expressly provided herein and subject to the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting or if during such a general meeting a quorum ceases to be present, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be two and the total time postponed shall not exceed one hour. If the general meeting has been postponed for two times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.</p> <p>除本章程另有明文規定及不違反公開發行公司法令之規定外，如果在指定為股東會會議之時間開始時出席股東代表股份數未達法定出席股份數，或者在股東會會議進行中出席股東代表股份數未達法定出席股份數者，主席得宣布延後開會，但其延後次數以二次為上限，且延後時間合計不得超過一小時。如股東會經延後二次開會但出席股東代表股份數仍不足法定出席股份數時，主席應宣布該股東會流會。如仍有召集股東會之必要者，則應依章程規定重行召集一次新的股東會。</p>
18.4		<p>If a general meeting is called by the Directors, the chairman of the Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice chairman of the Directors shall act in lieu of the chairman. If there is no vice chairman of the Directors, or if the vice chairman of the Directors is also on leave of absence, or cannot exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in</p>

		<p>lieu of the chairman. If a general meeting is called by any person(s) other than the Directors, the person(s) who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.</p> <p>股東會如由董事會召集者，其主席應由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人或所指定之代理人因故不能行使代理職權時，應由其他出席之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。</p>
18.5		<p>A resolution put to the vote of the meeting shall be decided on a poll. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles. No resolution put to the vote of the meeting shall be decided by a show of hands.</p> <p>在會議上進行投票的決議應通過投票方式決定。在需要投票並計算多數決時，需注意章程授予每一股東的投票數。在會議上進行投票的決議不得以舉手表決之方式決定之。</p>
18.6		<p>In the case of an equality of votes, the chairman shall not be entitled to a second or casting vote.</p> <p>在票數相同的情況下，主席均無權投下第二票或決定票。</p>
18.7		<p>Nothing in the Articles shall prevent any Member from issuing proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution. The Taipei District Court, R.O.C., shall be the court of the first instance for adjudicating any disputes arising out of the foregoing.</p> <p>章程任何內容不得妨礙任何股東向有管轄權之法院提起訴訟，以尋求與股東會召集程序之不當或不當通過決議有關的適當救濟，因前述事項所生之爭議應以臺灣臺北地方法院為第一審管轄法院。</p>
18.8		<p>Unless otherwise expressly required by the Statute, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.</p> <p>除公司法、章程大綱或章程另有明文規定外，任何於股東會上提出交由股東決議、同意、採行、確認者，應以普通決議為之。</p>
18.9		<p>Member(s) holding 1% or more of the total number of outstanding Shares immediately prior to the relevant book closed period may propose to the Company a proposal for discussion at a general meeting in writing to the extent and in accordance with the rules and procedures of general meetings proposed by the Directors and approved by an Ordinary Resolution. Proposals shall not be included in the agenda where (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) where the matter of such proposal may not be resolved by a</p>

		<p>general meeting, (c) the proposing Member has proposed more than one proposal or (d) such proposal is submitted on a day beyond the deadline announced by the Company for accepting the Member's proposals.</p> <p>於相關之股東名冊停止過戶期間前持有已發行股份總數百分之一以上股份之股東，得於由董事會制訂並經股東會普通決議同意之股東會議事規則所規定之範圍內，依該規則以書面向公司提出一項股東常會議案。下列提案均不列入議案：(a)提案股東持股未達已發行股份總數百分之一者，(b)該提案事項非股東會所得決議者，(c)該提案股東提案超過一項者，或(d)該提案於公告受理期間外提出者。</p>
19		<p>Votes of Members</p> <p>股東投票</p>
19.1		<p>Subject to any rights or restrictions attached to any Shares, every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder.</p> <p>在不影響其股份之任何權利或限制下，每一親自出席或委託代理人出席之股東於進行表決時，就其所持有的每一股份均有一表決權。</p>
19.2		<p>No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting nor unless all calls or other monies then payable by him in respect of Shares have been paid.</p> <p>除已在認定基準日被登記為股東，或者已繳納相關催繳股款或其他款項者外，任何人均無權在任何股東會或個別種類股份持有者的個別會議上行使表決權。</p>
19.3		<p>Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the chairman whose decision shall be final and conclusive.</p> <p>有表決權之股東對行使表決權者資格提出異議者，應提交主席處理，主席的決定具有終局決定性。</p>
19.4		<p>Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.</p> <p>表決得親自進行或透過代理人進行。一股東僅得以一份委託書指定一個代理人出席會議並行使表決權。</p>
19.5		<p>A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution.</p> <p>持有超過一股以上的股東就任何決議應以相同方式行使其持有股份之表決權。</p>
19.6		<p>If a general meeting is to be held in Taiwan, the Directors may determine in their discretion that the voting power of a Member at such general meeting may be exercised by way of a written ballot or by way of an electronic transmission. If a general meeting is to be held outside of Taiwan, the methods by which Members are permitted to exercise their voting power shall include written ballot or voting by way of an electronic transmission. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written</p>

		<p>ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.</p> <p>如股東會於中華民國召開者，董事會得決定股東於股東會之表決權得以書面投票或電子方式行使之。如股東會於中華民國境外召開者，股東行使表決權之方式應包括得採行以書面投票或電子方式行使表決權。如表決權得以書面投票或電子方式行使時，行使表決權之方式應載明於寄發予股東之股東會通知，其以書面投票或電子方式行使表決權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。以前述方式行使表決權的股東應被視為已指派股東會主席為其代理人，以書面文件或電子文件中指示方式在股東會中行使其股份之表決權。惟此種指派不應視為依公開發行公司法令之委託代理人。擔任代理人之主席無權就書面或電子文件中未提及或載明之任何事項而行使該等股東之表決權，亦不應就股東會中提案之任何原議案之修訂或任何臨時動議行使表決權。以此種方式行使表決權之股東應視為已拋棄其就該次股東會之臨時動議或原議案之修正之通知及表決權之權利。如股東會主席未依該等股東之指示代為行使表決權，則該股份數不得算入已出席股東之表決權數，惟應算入計算股東會最低出席人數時之股數。</p>
19.7		<p>A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 19.6 may, at least two days prior to the date of the relevant general meeting, revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 19.6 does not submit such a revocation before the prescribed time, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6 shall not be revoked and the</p>

		<p>chairman of the general meeting shall exercise the voting right of such Member in accordance with that proxy.</p> <p>倘股東依第 19.6 條之規定向公司送達其以書面或電子方式行使表決權之意思表示後，至遲得於股東會開會前二日前，以與行使表決權相同之方式，另向公司送達其欲撤銷其之前行使表決權之意思表示，且該等撤銷構成依據 19.6 條指派股東會主席為其代理人之意思表示之撤銷。倘股東依據 19.6 條以書面或電子方式行使表決權之意思表示後，超過前述撤銷其意思表示之期限者，依據 19.6 條視為指派股東會主席為其代理人之意思表示將無法撤銷，並應由主席在股東會中代為行使其股份之表決權。</p>
19.8		<p>If, subsequent to submitting a written ballot or electronic transmission pursuant to Article 19.6, a Member submits a proxy appointing a person of the general meeting as his proxy to attend the relevant general meeting on his behalf, then the subsequent appointment of that person as his proxy shall be deemed to be a revocation of such Member's deemed appointment of the chairman of the general meeting as his proxy pursuant to Article 19.6.</p> <p>倘股東已按第 19.6 條之規定指派主席為代理人透過書面投票或電子方式行使表決權者，仍以委託書委託其他代理人出席股東會者，則其後之委託其他代理人應視為已撤銷按第 19.6 條規定對於主席為代理人之指派。</p>
20		<p>Proxies</p> <p>代理</p>
20.1		<p>An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.</p> <p>委託代理人之委託書應以書面為之，由委託人或其正式授權的被授權人簽署書面。如委託人為公司時，則由其正式授權的高級職員或被授權人進行簽署。代理人不需要是公司股東。</p>
20.2		<p>Obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions:</p> <p>出席股東會委託書之取得，應受下列限制：</p>
(a)		<p>the instrument of proxy shall not be obtained in exchange for money or any other interest, provided that this provision shall not apply to souvenirs for a general meeting distributed on behalf of the Company or reasonable fees paid by the Solicitor to any person mandated to handle proxy solicitation matters;</p> <p>委託書之取得不得以金錢或其他利益為交換條件。但代公司發放股東會紀念品或徵求人支付予代為處理徵求事務者之合理費用，不在此限。</p>
(b)		<p>the instrument of proxy shall not be obtained in the name of others; and</p> <p>委託書之取得不得以他人名義為之。</p>
(c)		<p>an instrument of proxy obtained through solicitation shall not be used as a non-solicited instrument of proxy for attendance of a general meeting.</p>

		徵求取得之委託書不得作為非屬徵求之委託書以出席股東會。
20.3		<p>Except for the securities agent, a person shall not act as the proxy for more than thirty Members. Any person acting as proxy for three or more Members shall submit to the Company or its securities agent (a) a statement of declaration declaring that the instruments of proxy are not obtained for the purpose of soliciting on behalf of himself/herself or others; (b) a schedule showing details of such instruments of proxy; and (c) the signed or sealed instruments of proxy, in each case, five days prior to the date of the general meeting.</p> <p>除股務代理機構外，受託代理人所受委託之人數不得超過三十人。受託代理人受三人以上股東委託者，應於股東會開會 5 日前，依其適用之情形檢附下列文件送達公司或其股務代理機構：(a)聲明書聲明委託書非為自己或他人徵求而取得；(b)委託書明細表乙份，及(c)經簽名或蓋章之委託書。</p>
20.4		<p>The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting. Matters authorized under the mandate shall be stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five days after each general meeting of the Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.</p> <p>股東會無選舉董事之議案時，公司得委任股務代理機構擔任股東之受託代理人。相關委任事項應於該次股東會委託書使用須知載明。股務代理機構受委任擔任受託代理人者，不得接受任何股東之全權委託，並應於公司股東會開會完畢 5 日內，將委託出席股東會之委託明細、代為行使表決權之情形，契約書副本及中華民國證券主管機關所規定之事項，製作受託代理出席股東會彙整報告，並備置於股務代理機構處。</p>
20.5		<p>Except for a Member appointing the chairman of a general meeting as his proxy through written ballot or electronic transmission pursuant to Article 19.6 or for trust enterprises organized under the laws of the R.O.C. or a securities agent approved pursuant to Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such 3% threshold shall not be counted. For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 20.4 shall not be subject to the limit of 3% of the total number of the outstanding voting Shares set forth herein.</p> <p>除股東依照第 19.6 條規定指派股東會主席為代理人透過書面投票或電子方式行使表決權，或根據中華民國法律組織的信託事業，或依公開發行公司法令核准的股務代理機構外，一人同時受兩人以上股東委託時，</p>

		其代理的有權表決權數不得超過股票停止過戶前已發行股份總數表決權的百分之三；超過時其超過的表決權，不予計算。為免疑義，依第 20.4 條經公司委任之股務代理機構所代理之股數，不受前述已發行股份總數表決權百分之三之限制。
20.6		<p>The Shares represented by a person acting as the proxy for three or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed 3% of the total number of the outstanding Shares.</p> <p>受三人以上股東委託之受託代理人，其代理之股數不得超過其本身持有股數之四倍，且不得超過已發行股份總數之百分之三。</p>
20.7		<p>In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his previous appointment of proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.</p> <p>倘股東以書面投票或電子方式行使表決權，並委託受託代理人出席股東會，以受託代理人出席行使之表決權為準。如任何股東於委託代理人出席股東會後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。</p>
20.8		<p>Each Member is only entitled to execute one instrument of proxy to appoint one proxy. The instrument of proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting. In case that there are duplicate instruments of proxy received by the Company, the first to be received by the Company shall prevail unless an explicit written statement is made by the relevant Member to revoke the previous instrument of proxy in the later received instrument of proxy.</p> <p>一股東以出具一委託書，並以委託一人為限。委託書應於股東會開會五日前送達公司註冊處所，或送達在股東會召集通知或公司寄出之委託書上所指定之處所。公司收受之委託書有重複時，除該股東於後送達之委託書中以書面明確撤銷先送達之委託書外，以最先送達於公司者為準。</p>
20.9		<p>The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the Solicitor (if any). The form of proxy shall be</p>

		<p>provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.</p> <p>委託書應以公司核准之格式為之，並載明僅為特定股東會所為。委託書格式內容應至少包括(a)填表須知、(b)股東委託行使事項及(c)股東、受託代理人及徵求人（如有）基本資料等項目，並與股東會召集通知同時提供予股東。此等通知及委託書用紙應於同日分發予所有股東。</p>
20.10		<p>In the event that a resolution in respect of the election of Directors is proposed to be voted upon at a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified:</p> <p>股東會有選舉董事之議案者，委託書於股東會開會前應經公司之股務代理機構或其他股務代理機構予以統計驗證。其驗證內容如下：</p>
(a)		<p>whether the instrument of proxy is printed under the authority of the Company;</p> <p>委託書是否為基於公司權限所印製；</p>
(b)		<p>whether the instrument of proxy is signed or sealed by the appointing Member; and</p> <p>委託人是否簽名或蓋章於委託書上；</p>
(c)		<p>whether the Solicitor or proxy (as the case may be) is named in the instrument of proxy and whether the name is correct.</p> <p>委託書上是否填具徵求人或受託代理人（依其適用之情形）之姓名，且其姓名是否正確。</p>
20.11		<p>The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting printed and published under the authority of the Company, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents shall not contain any false statement or omission.</p> <p>基於公司權限印發之委託書、議事手冊或其他會議補充資料、及徵求人徵求委託書之書面及廣告、委託書明細表、委託書用紙及其他文件資料之應記載主要內容，不得有虛偽或欠缺之情事。</p>
20.12		<p>Votes given in accordance with the terms of an instrument of proxy shall be valid unless notice in writing was received by the Company at the Registered Office before the commencement of the general meeting, or adjourned meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.</p> <p>根據委託書條款所為之表決，除公司在委託書所適用之該股東會或股東會延會開始前，於註冊處所收到書面通知外，其所代理之表決均屬有效。前揭通知應敘明撤銷委託之原因係因被代理人於出具委託書時不具行為能力或不具委託權力者或其他事由。</p>

20.13		<p>A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven days after the relevant general meeting.</p> <p>委託受託代理人之股東得於股東會後 7 日內應有權向公司或其股務代理機構請求查閱該委託書之使用情形。</p>
20.14		<p>If a general meeting is to be held outside of the R.O.C., the Company shall engage a professional securities agent within the R.O.C. to handle the voting by the Members.</p> <p>公司於中華民國境外召開股東會時，應於中華民國境內委託專業股務代理機構，受理股東投票事宜。</p>
21		<p>Proxy Solicitation</p> <p>委託書徵求</p>
		<p>Subject to the provisions of the Statute and these Articles, matters regarding the solicitation of proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.</p> <p>除公司法及章程另有規定外，委託書徵求之相關事宜，悉依照中華民國公開發行公司出席股東會使用委託書規則之規定辦理。</p>
22		<p>Dissenting Member's Appraisal Right</p> <p>異議股東股份收買請求權</p>
22.1		<p>In the event any of the following resolutions is adopted at general meetings, any Member who has notified the Company in writing of his objection to such a resolution prior to the meeting and has raised again his/her objection at the meeting, may request the Company to buy back all of his/her Shares at the then prevailing fair price:</p> <p>在下列決議為股東會通過的情況下，於會議前已以書面通知公司其反對該項決議之意思表示，並在股東會上再次提出反對意見的股東，可請求公司以當時公平價格收買其所有之股份：</p>
(a)		<p>The Company enters into, amends, or terminates any agreement or any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others;</p> <p>公司締結，修改或終止有關出租公司全部營業，委託經營或與他人經常共同經營的協議或契約；</p>
(b)		<p>The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or</p> <p>公司轉讓其全部或主要部分的營業或財產，但公司因解散所為的轉讓不在此限；</p>
(c)		<p>The Company accepts the transfer of the whole business or assets of another person, which has a material effect on the Company's business operations.</p> <p>公司受讓他人全部營業或財產，對公司營運產生重大影響者。</p>

22.2		<p>In the event any part of the Company's business is Spun Off or involved in any Merger with any other company, the Member, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting, may request the Company to buy back all of his/her Shares at the then prevailing fair price.</p> <p>在公司營業之任一部分被分割或與另一公司進行合併的情況下，放棄對該議案之表決權並就該議案在股東會前或股東會中以書面表示異議，或以口頭表示異議（並經記錄）的股東，得要求公司以當時公平價格收買其所有之股份。</p>
22.3		<p>The request prescribed in the preceding two Articles shall be delivered to the Company in writing, stating therein the types and numbers of Shares to be repurchased, within twenty days after the date of such resolution. In the event the Company has reached an agreement in regard to the purchase price with the requested Member in regard to the Shares of such Member (the “appraisal price”), the Company shall pay such price within ninety days after the date on which the resolution was adopted. In the event the Company fails to reach such agreement with the Member within sixty days after the resolution date, the Member may, within thirty days after such sixty-day period, file a petition to any competent court of the R.O.C. for a ruling on the appraisal price, and such ruling by such R.O.C. court shall be binding and conclusive as between the Company and requested Member solely with respect to the appraisal price.</p> <p>前兩條所規定的請求應在決議日起 20 日內，提出記載請求買回之股份種類和數額的書面請求於公司。在公司與提出請求的股東就該股東所持股份之收買價格（以下稱「股份收買價格」）達成協定的情況下，公司應在決議日起 90 日內支付價款。在公司未能在決議日起 60 日內與股東達成協定的情況下，股東可在該 60 日期限之後的 30 日內，聲請中華民國有管轄權的法院為股份收買價格之裁定，該法院所作出的裁定對於公司和提出請求的股東之間僅就有關股份收買價格之事項具有拘束力和終局性。</p>
22.4		<p>The payment of appraisal price shall be made at the same time as the delivery of Share Certificates, and transfer of such Shares shall be effective at the time when the transferee's name is entered on the Register of Members.</p> <p>前述股份收買價款的支付應與股票的交付同時為之，且股份的移轉應於受讓人之姓名登錄於股東名冊時生效。</p>
23		<p>Corporate Members</p> <p>法人股東</p>
		<p>Any corporation or entity which is a Member may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the such corporate Member which he represents as the corporation could exercise if it were an individual Member.</p>

		任何公司組織或其他非自然人為股東時，其得根據其組織文件，或如組織文件沒有相關規範時以董事會或其他有權機關之決議，授權其認為適當之人作為其在公司會議或任何類別股東會的代表，該被授權之人有權代表該法人股東行使與作為個人股東所得行使之權利相同的權利。
24		Shares that May Not be Voted 無表決權股份
24.1		Shares in the Company that are beneficially owned by the Company (including Subsidiaries) shall not be voted, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time. 公司持有自己之股份者（包括透過從屬公司持有者）不得在任何股東會上直接或間接行使表決權，亦在任何時候不算入已發行股份之總數。
24.2		A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with those of the Company, shall abstain from voting such Member's Shares in regard to such motion and such Shares may not be counted in determining the number of Shares of the Members present at the such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member. 對於股東會討論之事項，有自身利害關係且其利益可能與公司之利益衝突的股東，就其所持有的股份，不得在股東會上就此議案加入表決，且為計算法定出席股份數門檻之目的，此等股份仍不應計入出席該股東會股東所代表之股份數。前述股東亦不得代理其他股東行使表決權。
24.3		If any Director creates or has created security over any Shares held by him, then he shall notify the Company of such security. If at any time the security created by a Director is in respect of more than half of the Shares held by him at the time of his appointment, then the voting rights attached to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by the Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Member at a general meeting. 董事以其所持股份設定質權者，應將設定情事通知公司。董事以股份設定質權超過選任當時所持有之公司股份數額二分之一時，其超過之股份不得行使表決權，不算入已出席股東之表決權數。
25		Directors 董事
25.1		There shall be a board of Directors consisting of no less than five persons and no more than seven persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years. Directors may be eligible for re-election. The Company may from time to time by resolution of the Directors increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant

		<p>laws and regulations (including but not limited to any listing requirements) are met.</p> <p>公司董事會，設置董事（包括獨立董事）人數不得少於五（5）人，且不多於七（7）人，每一董事任期 3 年，得連選連任。於符合相關法令要求（包括但不限於對上市公司之要求）之前提下，公司得於前述董事人數範圍內隨時以董事會決議增加或減少董事的人數。</p>
25.2		<p>Unless otherwise approved by TWSE, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.</p> <p>除經證交所核准者外，董事間應有超過半數之席次，不得具有配偶關係或二親等以內之親屬關係。</p>
25.3		<p>In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 25.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 25.2 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall vacate the position of Director automatically.</p> <p>公司召開股東會選任董事，當選人不符第 25.2 條之規定時，不符規定之董事中所得選票代表選舉權較低者，其當選應視同失效。已充任董事違反前述規定者，當然解任。</p>
25.4		<p>Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the R.O.C. and at least one of the same shall have accounting or financial expertise.</p> <p>除公開發行公司法令另有規定者外，應設置獨立董事人數不得少於三（3）人。就公開發行公司法令要求之範圍內，獨立董事其中至少一人應在中華民國境內設有戶籍，且至少一名獨立董事應具有會計或財務專業知識。</p>
25.5		<p>Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.</p> <p>獨立董事應具備專業知識，且於執行董事業務範圍內應保持獨立性，不得與公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定，應依公開發行公司法令之規定。</p>
25.6		<p>Any Member(s) holding 3% or more of the Company's issued capital for at least one year may in writing request the Audit Committee to bring action against the Directors in a court of competent jurisdiction. If the Audit Committee failed to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction in the name of the Company.</p> <p>繼續一年以上持有公司已發行股份總數百分之三以上之股東，得以書面請求審計委員會為公司對董事提起</p>

		訴訟，並得以有管轄權之法院為第一審管轄法院。股東提出請求後三十日內，審計委員會不提起訴訟時，股東得為公司提起訴訟，並得以有管轄權之法院為第一審管轄法院。
25.7		<p>The Directors shall faithfully carry out their duties with care, and may be held liable for the damages suffered by the Company for any violation of such duty. The Company may by Ordinary Resolution of any general meeting demand the Directors to disgorge any profit realised from such violation and regard the profits realised as the profits of the Company as if such violation was made for the benefit of the Company. The Directors shall indemnify the Company for any losses or damages incurred by the Company if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The duties of the Directors shall also apply to the managers of the Company.</p> <p>董事應忠實執行業務並盡善良管理人之注意義務，如有違反致公司受有損害者，負損害賠償責任。公司得以股東會普通決議，將該違反義務行為之所得，當作該違反義務行為係為公司利益所為而視其為公司之所得。如董事對於公司業務之執行，因違反法令致公司受有損害時，該董事應對公司負賠償之責。以上義務，於經理人亦有適用。</p>
26		<p>Powers of Directors</p> <p>董事會權力</p>
26.1		<p>Subject to the provisions of the Statute, the Memorandum and the Articles and to any directions given by Ordinary Resolution, Special Resolution or Supermajority Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.</p> <p>於符合公司法，章程大綱和章程以及依股東會普通決議、特別決議以及特別（重度）決議所作指示之情形下，公司業務應由董事會管理之，其可行使公司全部權力。如果在對章程大綱或章程進行變更或股東會作出前述任何指示前，董事會所為的行為是有效的，則對章程大綱或章程所為的變更及前述相關指示的作出，不得使董事會的該等先前行為無效。合法召集之董事會於符合法定出席人數時，得行使所有董事會得行使之權力。</p>
26.2		<p>All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall determine by resolution.</p> <p>所有支票、本票、匯票和其他可流通票據以及向公司支付款項的所有收據，應以董事會決議所決定之方式為簽名、簽發、承兌、背書或以董事會決議之其他方式簽署。</p>

26.3		<p>The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.</p> <p>董事會得行使公司全部權力，而為公司進行借款、對公司之保證、財產和未催繳之股本設定抵押或負擔，或以直接發行或是作為公司或任何第三人債務、責任或義務的擔保之用而發行債券、信用債券、抵押、公司債券或其他相關證券。</p>
27		<p>Appointment and Removal of Directors</p> <p>董事任命和免職</p>
27.1		<p>The Company may by a majority or, if less than a majority, the most number of votes, at any general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 27.2 below. The Company may by Supermajority Resolution remove any Director. Members present in person or by proxy, representing more than one-half of the total outstanding Shares shall constitute a quorum for any general meeting to elect one or more Directors.</p> <p>公司得於任何股東會以多數決，或低於多數時以最多票決，選任任何人為董事，此等投票應依下述第 27.2 條計票。公司得以特別（重度）決議解任任一董事。有代表公司已發行股份總數過半數之股東出席（親自出席或委託出席）者，應構成選舉一席以上董事之股東會之法定出席股份數。</p>
27.2		<p>Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, the procedures for which has been approved and adopted by the Directors and also by an Ordinary Resolution, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected (“Special Ballot Votes”), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. There shall not be votes which are limited to class, party or sector, and any Member shall have the freedom to specify whether to concentrate all of its votes on one or any number of candidate(s) without restriction. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director elect, and where more than one Director is being elected, the top candidates to whom the votes cast represent a prevailing number of votes relative to the other candidates shall be deemed directors elect. The rule and procedures for such cumulative voting mechanism shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles and the Applicable Public Company Rules.</p> <p>董事之選舉應依票選制度採行累積投票制，其程序由董事會通過且經股東會普通決議採行之，每一股東得</p>

		<p>行使之投票權數與其所持之股份乘上應選出董事人數之數目相同（以下稱「特別投票權」），任一股東行使之特別投票權總數得由該股東依其選票所指明集中選舉一名董事候選人，或分配選舉數董事候選人。無任一投票權應被限於特定種類、派別或部別，且任一股東均應得自由指定是否將其所有投票權集中於一名或任何數目之候選人而不受限制。由所得選票代表投票權較多之候選人，當選為董事。如選任超過一名以上之董事時，由所得選票代表投票權較其他候選人為多者，當選為董事。該累積投票制度的規則和程序，應隨時符合董事會所擬訂並經股東會普通決議通過的政策，該政策應符合章程大綱，章程和公開發行公司法令的規定。</p>
27.3		<p>A candidate nomination mechanism which is in compliance with Applicable Public Company Rules shall be adopted for the election of Directors (including election of Independent Directors). The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution (if necessary under Applicable Public Company Rules) from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.</p> <p>董事之選任（包含獨立董事）應採用符合公開發行公司法令之候選人提名制度。該候選人提名的規則和程序應符合董事會所擬訂並經股東會普通決議(如於公開發行公司法令下有必要時)通過後所隨時制定的政策，該政策應符合公司法，章程大綱，章程和公開發行公司法令的規定。</p>
27.4		<p>If a Member is a corporation, the authorised representative of such Member may be elected as Director. If such Member has more than one authorised representative, each of the authorised representative of such Member may be nominated for election at a general meeting.</p> <p>法人為股東時，得由其代表人當選為董事。代表人有數人時，並得分別當選。</p>
28		<p>Vacation of Office of Director</p> <p>董事職位之解任</p>
28.1		<p>The Company may from time to time by Ordinary Resolution remove all Directors from office before the expiration of his term of office notwithstanding anything in the Articles to the contrary and may elect new Directors to fill such vacancies in accordance with Article 27.1, and unless the resolution approving such removal and election provide otherwise, the existing Directors' office shall be deemed discharged upon the passing of such resolution prior to the expiration of such Directors' applicable term of office.</p> <p>本章程縱有相反之規定，公司得於董事任期未屆滿前，以普通決議改選全體董事，並按第 27.1 條規定選舉新任董事，且現任董事除通過改選之決議另有決議外，應視為於通過該決議時在任期屆滿前解任。</p>
28.2		<p>In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:</p> <p>任一董事如果發生下列情事之一者，該董事應當然解任：</p>

(a)		he gives notice in writing to the Company that he resigns the office of Director; 其以書面通知公司辭任董事職位；
(b)		he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally; 其死亡，破產或廣泛地與其債權人為協議或和解；
(c)		an order is made by any competent court or official on the grounds that he is or will be suffering from mental disorder or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws; 其被有管轄權法院或官員以其為或將為心智缺陷，或因其他原因而無法處理自己事務為由而作出裁決，或依其所適用之法令其行為能力受限制；
(d)		he commits an organizational crime and is subsequently adjudicated guilty by a final judgment, and the time elapsed since he has served the full term of the sentence is less than five years; or 其從事組織體犯罪經有罪判決確定，且服刑期滿尚未逾 5 年；
(e)		he commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term of more than one year, and the time elapsed since he has served the full term of such sentence is less than two years; 其因刑事詐欺、背信或侵占等罪，經判處 1 年以上有期徒刑確定，且服刑期滿尚未逾 2 年；
(f)		he is adjudicated guilty by a final judgment for misappropriating Company or public funds during the time of his service, and the time elapsed after he has served the full term of such sentence is less than two years; 其從事公職期間因侵占公司款項或公共資金經有罪判決確定，且服刑期滿尚未逾 2 年；
(g)		he is dishonoured for unlawful use of credit instruments, and the term of such sanction has not expired yet; 其使用票據經拒絕往來尚未期滿；
(h)		he, during his term of office of three (3) years as a Director, has transferred to any person more than one half of the total number of Shares that he held on the date of commencement of his term of office as a Director; 在任期中轉讓股份超過選任當時所持有公司股份數額二分之一時；
(i)		the Members resolve by a Supermajority Resolution that he should be removed as a Director; or 經股東會特別（重度）決議解任其董事職務；或
(j)		in the event that he has, in the course of performing his duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of outstanding Shares shall have the right, within thirty days after that general meeting, to petition any competent court for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgment by such court. For clarification, if a relevant court has

		<p>competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (j), final judgment shall be given by such competent court.</p> <p>董事若在其執行職務期間所從事之行為對公司造成重大損害，或嚴重違反相關適用之法律及/或規章或章程大綱和章程，但未經公司依特別（重度）決議將其解任者，則持有已發行股份總數百分之三以上股份之股東有權自股東會決議之日起 30 日內，以公司之費用，訴請有管轄權之法院解任該董事，而該董事應於該有管轄權法院為解任董事之終局判決時被解任之。為免疑義，倘一相關法院有管轄權而得於單一或一連串之訴訟程序中判決前開所有事由者，則為本條款之目的，終局判決應係指該有管轄權法院所為之終局判決。</p>
		<p>In the event that the foregoing events described in any of clauses (b), (c), (d), (e), (f) or (g) has occurred in relation to a Director elect, such Director elect shall be disqualified from being elected as a Director. If prior to the date of commencement of term of office of a Director, any person elected as a Director at a general meeting (the "relevant general meeting") transfers more than one half of the total number of Shares that he held either at the time of the relevant general meeting or during the book closed period of the relevant general meeting, his appointment as a Director shall become null and void.</p> <p>如董事當選人有前項第(b)、(c)、(d)、(e)、(f)或(g)款情事之一者，該董事當選人應被取消董事當選人之資格。董事當選人於就任前轉讓超過選任當時所持有之公司股份數額二分之一時，或於股東會召開前之停止股票過戶期間內，轉讓持股超過二分之一時，其當選失其效力。</p>
29		<p>Proceedings of Directors</p> <p>董事會事項</p>
29.1		<p>The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be over one half of the total number of Directors elected. If the number of Directors is less than five (5) persons due to the vacation of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the board of Directors of the Company is equal to one third of the total number of Directors elected or more, the board of Directors shall hold, within sixty days, a general meeting of Members to elect succeeding Directors to fill the vacancies.</p> <p>董事會得訂定董事會進行會議所需之最低法定出席人數，除董事會另有訂定外，法定出席人數應為超過經選任之董事總席次的一半。董事因故解任，致不足五（5）人者，公司應於最近一次股東會補選之。如公司董事會缺額席次達經選任之董事總席次三分之一或超過三分之一時，董事會應於 60 日內召開股東會補選董事以填補缺額。</p>
29.2		<p>Unless otherwise permitted by the Applicable Public Company Rules, if the number of Independent Directors is less than three (3) persons due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. Unless otherwise permitted by the Applicable Public Company Rules, if all of the Independent Directors are vacated, the board of Directors shall</p>

		<p>hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.</p> <p>除公開發行公司法令另有規定外，若獨立董事因故解任，致人數不足三（3）人時，公司應於最近一次股東會補選之。除公開發行公司法令另有規定外，若所有獨立董事均解任時，董事會應於 60 日內，召開股東會補選獨立董事以填補缺額。</p>
29.3		<p>Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Any motions shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.</p> <p>於符合章程規定之情形下，董事會得以其認為適當的方式規範其程序。任何提議應經由多數決決定。在得票數相等的情況下，主席不得投下第二票或決定票。</p>
29.4		<p>A person may participate in a meeting of the Directors or committee of Directors by video conference. Participation by a person in a meeting in this manner is treated as presence in person at that meeting. The time and place for a meeting of the Directors or committee of Directors shall be at the office of the Company and during business hours or at a place and time convenient to the Directors and suitable for holding such meeting.</p> <p>出席董事會人員得透過視訊方式出席董事會或董事委員會。以該方式參加會議者，視為親自出席。本公司董事會或董事委員會召開之地點與時間，應於本公司所在地及辦公時間或便於董事出席且適合董事會或董事委員會召開之地點及時間為之。</p>
29.5		<p>A Director may, or other officer of the Company authorized by a Director shall, call a meeting of the Directors by at least seven days' notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director which notice shall set forth the general nature of the business to be considered. In the event of an urgent situation, a meeting of Directors may be held at any time after notice has been given in accordance with the Applicable Public Company Rules.</p> <p>任一董事或經任一董事授權之本公司高級職員者得召集董事會，並應至少於七天前以書面通知（得以傳真或電子郵件通知）每一董事，該通知並應載明討論事項之概述。但有緊急情事時，得於依據公開發行公司法令發出召集通知後隨時召集之。</p>
29.6		<p>The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company, but for no other purpose.</p> <p>續任董事得履行董事職務不受部分董事因解任而職位空缺之影響，惟如續任董事之人數低於章程所規定的必要董事人數時，續任董事僅得召集股東會，不得從事其他行為。</p>
29.7		<p>The Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the Directors and report such rules to a meeting of Members, and such rules shall be in accordance with the Articles and the</p>

		<p>Applicable Public Company Rules.</p> <p>董事會應依其決議訂定董事會之議事規則，並將該議事規則提報於股東會，且該議事規則應符合章程及公開發行公司法令之規定。</p>
29.8		<p>All acts done by any meeting of the Directors or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and qualified to be a Director as the case may be.</p> <p>對於任何董事會或董事委員會所做成的行為，即便其後發現董事選舉程序有瑕疵，或相關董事或部分董事不具備董事資格，該行為仍與經正當程序選任之董事或董事具備董事資格的情況下所作出的行為具有同等效力。</p>
29.9		<p>A Director may be represented at any meetings of the board of Directors by a proxy appointed in writing by him. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.</p> <p>董事得以書面委託代理人代理出席董事會。代理人應計入法定出席人數，代理人在任何情況下所進行的投票應視為原委託董事的投票。</p>
30		<p>Directors' Interests</p> <p>董事利益</p>
30.1		<p>A Director may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.</p> <p>董事在其任董事期間，可同時擔任本公司任何其他帶薪職位，其期間、條件及報酬等董事會得決定之。</p>

30.2		<p>The Directors may be paid remuneration only in cash. The amount of such remuneration shall be determined by the Directors and take into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas. The Directors shall also be entitled to be paid all travelling, accommodation and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors, or general meetings of the Company, or separate meetings of the holders of any class of Shares or debentures of the Company, or otherwise in connection with the business of the Company, or to receive salaries in respect of their service as Directors, or a combination partly of one such method and partly another, but in all cases solely to the extent permitted by the Applicable Public Company Rules.</p> <p>董事之報酬僅得以現金給付。該報酬之金額應由董事會決定且應參酌董事對公司經營之服務範圍與價值及中華民國國內及海外之同業給付水準。董事亦應有權被予以支付其出席董事或董事委員會相關之會議，或公司之股東常會、或持有公司任何類別之股份或信用債券之持有人之分別會議，或其他與公司業務有關之會議所適當發生之旅費、住宿費及其他費用，或以其為董事之職位收受薪資，或兩者的組合，但在所有情形下皆不得超過公開發行公司法令所允許之範圍。</p>
30.3		<p>Unless prohibited by the Statute or by the Applicable Public Company Rules, a Director may himself or through his firm act in a professional capacity on behalf of the Company and he or his firm shall be entitled to such remuneration for professional services as if he were not a Director.</p> <p>除公司法或公開發行公司法令另有禁止外，董事得以個人或其公司的身份在專業範圍內代表本公司，該董事個人或其公司有權就其提供之專業服務收取相當於如其非為董事情況下的同等報酬。</p>
30.4		<p>A Director who engages in conduct either for himself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Supermajority Resolution vote. In case a Director engages in business conduct for himself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.</p> <p>董事如在公司業務範圍內為自己或他人從事行為，應在從事該行為之前，於股東會上向股東揭露該等利益的主要內容，並在股東會上取得特別（重度）決議許可。如果董事違反本條規定，為自己或他人為該行為時，股東得以普通決議，要求董事交出自該行為所獲得的任何和所有收益，但自相關所得發生後逾1年者，不在此限。</p>
30.5		Notwithstanding anything to the contrary contained in this Article 30, a Director who has a personal interest in the

		<p>matter under discussion at a meeting of the Directors, which may conflict with the interest of the Company, shall disclose to the meeting his or her interest and the material information of such interest, and shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.</p> <p>不管本條（第 30 條）是否有任何相反之規定，對董事會會議討論事項有個人利害關係且其利益與公司利益可能衝突之董事，應於當次董事會說明其自身利害關係及其重要內容，且不得行使表決權或代理其他董事行使表決權，根據上述規定不得行使表決權或代理行使表決權的董事，其表決權不應計入已出席董事會會議董事的表決權數。</p>
31		<p>Minutes 議事錄</p>
		<p>The Directors shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Directors, all proceedings at meetings of the Company or the holders of any class of Shares and of the Directors, and of committees of Directors including the names of the Directors present at each meeting.</p> <p>董事會應將有關董事會對高級職員的所有任命、公司會議事項、任何種類股份持有股東之股東會、董事會及董事委員會，包括每一會議出席董事的姓名等事項，集結成議事錄並整理成冊。</p>
32		<p>Delegation of Directors' Powers 董事會權力之委託</p>
32.1		<p>Subject to the Applicable Public Company Rules, the Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him provided that the appointment of a managing director shall be revoked forthwith if he ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.</p> <p>董事會得於遵守公開發行公司法令之情形下，將其任何權力委託給由一位或多位董事所組成的委員會行使。如果認為需要常務董事或擔任其他行政職位的董事行使相關權力，亦得委託常務董事或擔任其他行政職位的董事行使之，但倘若受委託之常務董事終止董事一職，對常務董事的委託應撤回。任何此種委託得受董事會所訂定之條件約束，亦得附屬於或獨立於董事會之權力，並得撤回和變更。於章程中規範董事會事項的內容有所調整時，前述董事委員會亦應受章程中規範董事會事項之規範（如得適用時）。</p>
32.2		<p>The Directors may establish any committees or appoint any person to be a manager or agent for managing the</p>

		<p>affairs of the Company and may appoint any person to be a member of such committees. Any such appointment may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.</p> <p>董事會得設立委員會，並得任命任何人為經理或管理公司事務之代理人，並得指定任何人作為委員會的成員。任何此種指定應受董事會所訂定之條件約束，亦得附屬於或獨立於董事會之權力，並得撤回和變更。於章程中規範董事會事項的內容有所調整時，前述相關委員會亦應受其規範（如得適用時）。</p>
32.3		<p>The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Directors may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Directors at any time.</p> <p>董事可以根據董事會訂定之條件，以委託書授權或其他方式指定公司代理人，但該委託不得排除董事自身權力，且該委託得於任何時候由董事撤回。</p>
32.4		<p>The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.</p> <p>董事會可經由授權委託書或其他方式指定任何公司，事務所、個人或主體（無論由董事會直接提名或間接提名）作為公司之代理人或有權簽署人，在董事會認為適當的條件與期間下，擁有相關權力、授權及裁量權（惟不得超過根據本章程董事會所擁有或得以行使的權力）。任何授權和其他委託，可包含董事會認為適當的有關保護進行委託或授權簽署事項人員和為其提供方便的規定。董事亦得授權相關代理人或授權簽署人將其所擁有的權力、授權及裁量權再為委託。</p>
32.5		<p>The Directors shall appoint a chairman and may appoint such other officers as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors may think fit. Unless otherwise specified in the terms of his appointment an officer may be removed by resolution of the Directors.</p> <p>董事會應選舉董事長，且得以其認為適當的條件和薪酬指定其認為必要的其他高級職員，履行其認為適當的義務，並受董事會認為適當之資格喪失和解任的相關規定之拘束。除非其任命條件另有規定，否則得透</p>

		過董事會決議解雇該高級職員。
32.6		<p>Notwithstanding anything to the contrary contained in this Article 32, unless otherwise permitted by the Applicable Public Company Rules, the Directors shall establish an audit committee comprised of all of the Independent Directors, one of whom shall be the chairman, and at least one of whom shall have accounting or financial expertise to the extent required by the Applicable Public Company Rules. A resolution of the audit committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the audit committee shall be in accordance with policies proposed by the members of the audit committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of the FSC or TWSE, if any. The Directors shall, by a resolution, adopt a charter for the audit committee in accordance with these Articles and the Applicable Public Company Rules.</p> <p>不管本條（第 32 條）是否有任何相反之規定，除公開發行公司法令另有規定外，董事會應設立由全體獨立董事組成的審計委員會，其中一人為召集人，且在公開發行公司法令要求之範圍內，至少有一人需具有會計或財務專長。審計委員會決議應經該委員會半數或超過半數成員同意。審計委員會規則和程序應符合隨時經審計委員會成員提案並經董事會通過的政策，相關政策應符合公司法、章程大綱、章程及公開發行公司法令之規定與金管會或證交所之指示或要求（如有）。此外，董事會應依其決議訂定審計委員會組織規程，且該規程應符合章程及公開發行公司法令之規定。</p>
32.7		<p>Any of the following matters of the Company shall require the consent of one-half or more of all audit committee members and be submitted to the board of Directors for resolution:</p> <p>任何下列公司事項應經審計委員會半數或超過半數成員同意，並提交董事會進行決議：</p>
(a)		<p>Adoption or amendment of an internal control system of the Company;</p> <p>訂定或修正公司內部控制制度；</p>
(b)		<p>Assessment of the effectiveness of the internal control system;</p> <p>內部控制制度有效性之考核。</p>
(c)		<p>Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;</p> <p>訂定或修正重大財務或業務行為之處理程序，例如取得或處分資產、衍生性商品交易、資金貸與他人，或為他人背書或保證；</p>
(d)		<p>A matter where a Director has a personal interest;</p> <p>涉及董事自身利害關係之事項；</p>

(e)		A material asset or derivatives transaction; 重大之資產或衍生性商品交易；
(f)		A material monetary loan, endorsement, or provision of guarantee; 重大之資金貸與、背書或提供保證；
(g)		The offering, issuance, or Private Placement of any equity-type securities; 募集、發行或私募具有股權性質之有價證券；
(h)		The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto; 簽證會計師之委任、解任或報酬；
(i)		The appointment or removal of a financial, accounting, or internal auditing officer; 財務、會計或內部稽核主管之任免；
(j)		Annual and semi-annual financial reports; 年度及半年度財務報告；
(k)		Any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company. 公司隨時認定或監督公司之任一主管機關所要求的任何其他事項。
		Except for item (j) above, any matter under subparagraphs (a) through (k) of the preceding paragraph that has not been approved with the consent of one-half or more of the audit committee members may be undertaken only upon the approval of two-thirds or more of all Directors, without regard to the restrictions of the preceding paragraph, and the resolution of the audit committee shall be recorded in the minutes of the Directors meeting. 前項第(a)款至第(k)款規定的任何事項，除第(j)款以外，如未經審計委員會成員半數或超過半數同意者，得僅由全體董事三分之二或以上同意行之，不受前項規定之限制，並應於董事會議事錄載明審計委員會之決議。
32.8		The Directors shall establish a remuneration committee in accordance with the Applicable Public Company Rules. The number of members of the remuneration committee, professional qualifications, restrictions on shareholdings and positions that a member of the remuneration committee may concurrently hold, and assessment of independence with respect to the members of the remuneration committee shall be comply with the Applicable Public Company Rules. The remuneration committee shall comprise of no less than three members, one of which shall be appointed as chairman of the remuneration committee. The rules and procedures for convening any meeting of the remuneration committee shall comply with policies proposed by the members of the remuneration committee and approved by the Directors from time to time, provided that the rules and procedures approved by the Directors shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and any directions of the FSC or TWSE. The Directors shall, by a resolution, adopt a charter for

		<p>the remuneration committee in accordance with these Articles and the Applicable Public Company Rules.</p> <p>董事會應依照公開發行公司法令設立薪資報酬委員會。薪資報酬委員會委員之人數、專業資格、持股與兼職限制、獨立性之認定，應依公開發行公司法令之規定，席次不低於三席，並由其中一人擔任薪資報酬委員會主席。薪資報酬委員會規則和程序應符合經薪資報酬委員會成員提案並經董事會通過的政策，相關政策應符合公司法、章程大綱、章程及公開發行公司法令之規定，及金管會或證交所之指示及要求。董事會應依其決議訂定薪資報酬委員會組織規程，且該規程應符合章程及公開發行公司法令之規定。</p>
32.9		<p>The remuneration referred in the preceding Article shall include the compensation, salary, stock options and other incentive payment to the Directors and managers of the Company. Unless otherwise specified by the Applicable Public Company Rules, the managers of the Company for the purposes of this Article 32.9 shall mean executive officers of the Company with the rank of Vice President or higher and have the powers to make decisions for the Company.</p> <p>前條薪資報酬應包括董事及經理人之報酬、薪資、股票選擇權與其他獎勵性給付。除公開發行公司法令有明文規定外，第 32.9 條所述之經理人係指副總經理級以上具有決策權之主管級經理。</p>
33		<p>Seal</p> <p>印章</p>
33.1		<p>The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. The use of Seal shall be in accordance with the use of Seal policy adopted by the Directors from time to time.</p> <p>如經董事會決定，則公司得有一印章。該印章僅能依董事會或董事會授權之董事委員會之授權使用之。印章之使用應依董事會制訂之印章使用規則（董事會得隨時修改之）為之。</p>
33.2		<p>The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals, each of which shall be a facsimile of the common Seal of the Company and kept under the custody of a person appointed by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.</p> <p>公司得在開曼群島境外的任何地方持有複製的印章以供使用，每一複製印章均應是公司印章的精確複製品，並由董事會指定之人保管，且若經董事會決定，得在複製印章的表面加上其使用地點的名稱。</p>
33.3		<p>A person authorized by the Directors may affix the Seal over his signature alone to any document of the Company required to be authenticated by him under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.</p> <p>董事會授權之人得在要求其須以印章進行驗證的文件上，或在提交開曼群島或其他地方公司登記機關的任何公司文件上，將印章加蓋於其簽名之上。</p>

34		Dividends, Distributions and Reserve 股利，利益分派和公積
34.1		The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members by an Ordinary Resolution. The Directors shall prepare such proposal as follows: 本公司得依董事會擬訂並經股東會以普通決議通過之利潤分配計畫分配利潤。 董事會應以下述方式擬訂該利潤分配計畫：
(a)		The Company's Annual Net Income (after tax) of the current fiscal year shall first be used to offset its losses in previous years which have not been previously offset; then a special capital reserve shall be set aside in accordance with the Applicable Public Company Rules or as requested by the authorities in charge; 本公司當年度(稅後)盈餘應先彌補累積虧損，並依公開發行公司法令規定或依主管機關要求提撥特別盈餘公積；
(b)		The Company may set aside 1.5% of the Company's Annual Net Income after offsetting such amounts prescribed in item (a) as bonuses to Directors and Supervisors, and such bonuses shall be paid by cash; 本公司當年度盈餘於扣除前述第(a)項後之剩餘數額，得提撥其中 1.5%作為董監事酬勞，並以現金方式發放；
(c)		The Company may set aside 1%~15% of the balance after offsetting such amounts prescribed in item (a) as bonuses to employees, and such employees may include the employees of subsidiaries 100% owned by the Company; 本公司當年度盈餘於扣除前述第(a)項後之剩餘數額，得提撥其中之 1%~15%作為員工紅利，分派對象得包括本公司持股 100%之從屬公司之員工；
(d)		The distributable net revenues of the current fiscal year shall be the Company's Annual Net Income (after tax) of the current fiscal year, minus the amounts mentioned in items (a), (b) and (c), plus aggregate undistributed revenues; The Board of Directors may decide dividends (including cash or share dividends) to be distributed to Members through Ordinary Resolution after considering financial, business and other managerial factors. However, if the Company's Annual Net Income has not been used offset its losses in previous years or set aside as special capital reserve, dividends to be distributed in the current fiscal year shall not be less than 10% of the Company's Annual Net Income, in which cash dividends shall not be less than 10% of the dividends to be distributed. 本公司當年度盈餘於扣除前述第(a)(b)(c)項後之剩餘數額，加計累計未分配盈餘為當年度可分配盈餘；董事會在考量財務、業務及其他經營因素後，得就當年度可分配盈餘之全部或一部，以普通決議通過當年度應分配與股東之股利（包括現金股利或股票股利）數額；惟當年度擬分配之股利，如無彌補累積虧損或提撥特別盈餘公積，不得低於當年度盈餘之 10%，且現金股利不得低於當年度擬分配股利之 10%。

		<p>The Directors shall specify the exact percentages or amounts to be distributed as bonuses to Directors and employees in preparing the proposal for distribution of profits, and the Members may amend or approve such a proposal. A Director who also serves as an executive officer of the Company may receive a bonus in his capacity as a Director and an additional bonus in his capacity as an employee.</p> <p>董事會應於盈餘分派之議案中明訂董事酬勞及員工紅利之各別分派成數，股東會得決議同意或修改該提案。董事兼任本公司執行主管者得同時受領其擔任董事之酬勞及擔任員工之紅利。</p>
34.2		<p>Subject to the Statute and this Article, the Directors may declare Dividends and distributions on Shares in issue and authorise payment of the Dividends or distributions out of the funds of the Company lawfully available therefor. No Dividend or distribution shall be paid except out of the realised or unrealised profits of the Company, or out of the share premium account or as otherwise permitted by the Statute.</p> <p>在不違反公司法和本條規定的情形下，董事會可公告已發行股份的股利和利益分派，並授權使用公司於法律上可動用的資金支付股利或利益分派。除以公司已實現或未實現利益、股份發行溢價帳戶或經公司法允許的其他款項支付股利或為利益分派外，不得支付股利或為利益分派。</p>
34.3		<p>Except as otherwise provided by the rights attached to Shares, all Dividends shall be declared and paid in proportion to the number of Shares that a Member holds. If any Share is issued on terms providing that it shall rank for Dividend as from a particular date that Share shall rank for Dividend accordingly.</p> <p>除股份之權利另有規定者外，應根據股東持有股份之比例分派支付所有股利。如果股份發行的條件是從某一特定日期開始計算股利，則該股份之股利應依此計算。</p>
34.4		<p>The Directors may deduct from any Dividend or distribution payable to any Member all sums of money (if any) then payable by him to the Company on any account.</p> <p>股東如有因任何原因應向公司支付任何款項，董事會得從應支付予該股東的股利或利益分派中扣除之。</p>
34.5		<p>The Directors may, after obtaining an Ordinary Resolution, declare that any distribution other than Dividends be paid wholly or partly by the distribution of specific assets and in particular of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.</p> <p>董事會於經股東會之普通決議通過後得宣佈全部或部分之分派（除股利以外）以特定資產為之（例如其他公司之股份，債券或證券），或以其中一種或多種方式支付，在此種分配發生困難時，董事會得以其認為便利的方式解決，並確定就特定資產分配之價值或其一部之價值，且得決定於所確定價值的基礎上向股東支付現金以調整所有股東的權利，並且如果董事會認為方便，可就特定資產設立信託。</p>

34.6		<p>Any Dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p> <p>任何股利、分派、利息或與股份有關的其他現金支付款項得以匯款轉帳給股份持有者，或以支票或認股權憑證直接郵寄到股份持有者的登記地址。每一支票或認股權憑證應憑收件人的指示支付。</p>
34.7		<p>No Dividend or distribution shall bear interest against the Company.</p> <p>任何股利或分派不得向公司要求加計利息。</p>
34.8		<p>Any Dividend which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Dividend may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Dividend shall remain as a debt due to the Member. Any Dividend which remains unclaimed after a period of six years from the date of declaration of such Dividend shall be forfeited and shall revert to the Company.</p> <p>不能支付給股東的股利及/或在股利公告日起 6 個月之後仍無人主張的股利，可根據董事會的決定，支付到以公司名義開立的獨立帳戶，但該公司不得成為該帳戶的受託人，且該股利仍然為應支付給股東的債務。如於股利公告日起 6 年之後仍無人請求的股利將被認定為股東已拋棄其可請求之權利，該股利並轉歸公司所有。</p>
34.9		<p>The Company shall classify any equity deriving from capital transactions as capital reserve pursuant to the Applicable Public Company Rules, such capital reserve to include the sums credited to the Company's share premium account upon the issuance of Shares at a premium over the par value of such Shares pursuant to the Statute.</p> <p>本公司應依公開發行公司法令將公司因股本交易所產生之權益列為資本公積，資本公積包括本公司依據公司法以超過面額發行股份所得溢價列入股份溢價帳戶之餘額。</p>
34.10		<p>The Company shall not use its capital reserve except for purpose of offsetting its losses or capitalisation of its capital reserve or distribution of cash dividends out of capital reserve in accordance with Articles 34.11 and 35.</p> <p>本公司除將資本公積填補公司虧損或依第 34.11 條及第 35 條將之撥充資本或發放現金股利外，不得使用資本公積。</p>
34.11		<p>In the event that the Company has no losses, it may, within the amount prescribed by the Applicable Public Company Rules, by a Supermajority Resolution, capitalise any sum standing to the credit of the following capital reserve by issuing new shares to its Members in proportion to the number of Shares being held by each of them and/or distribute cash dividends out of the following capital reserve to its Members in proportion to the number of Shares being held by each of them: (a) the premiums derived from the issuance of Shares at a premium; or (b) the income from endowments received by the Company. In the event that the Company has losses that have not been</p>

		<p>offset previously, the Company shall not effect such capitalization or cash dividend distribution prior to offsetting such losses, by applying any sum standing to the credit of its capital reserve.</p> <p>倘本公司無虧損時，本公司得經特別（重度）決議將下列資本公積之餘額於公開發行公司法令規定之數額內，按股東原有股份比例發給新股及/或現金：(a)超過面額發行股份所得之溢額；(b)受領贈與之所得。倘本公司先前之虧損尚未經填補者，則本公司於其以資本公積之餘額填補該虧損前，不得為前述新股或現金之發放。</p>
35		<p>Capitalisation 資本化</p>
		<p>Subject to Articles 14.2(d) and 34.11, the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provisions as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.</p> <p>在不違反第 14.2(d)條及第 34.11 條規定的情形下，董事會可將列入公司準備金帳戶（包括股份溢價帳戶和資本贖回準備金）的任何餘額，或列入損益帳戶的任何餘額，或其他可供分配的款項予以資本化，並依據如以股利分配盈餘時之比例分配此等金額予股東。並代表股東將此等金額用以繳足供分配之未發行股份股款，記為付清股款之股份並依前述比例分配予股東。在這種情況下，董事會應為使該資本化生效所需之全部行為及事項，董事會並有全權制訂其認為適當的規範，使股份將不會以小於最小單位的方式分配（包括規定該等股份應分配之權利應歸公司所有而非該股東所有）。董事會可授權任何人代表所有就此具利益關係之股東與公司訂立契約，規定此等資本化事項以及其相關事項。任何於此授權下所簽訂之契約均為有效且對所有相關之人具有拘束力。</p>
36		<p>Tender Offer 公開收購</p>
		<p>Within seven days after the receipt of the copy of a tender offer application form and relevant documents by the</p>

		<p>Company or its litigation or non-litigation agent appointed pursuant to the Applicable Public Company Rules, the board of the Directors shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:</p> <p>董事會於公司或公司依公開發行公司法令指派之訴訟及非訟代理人接獲公開收購申報書副本及相關書件後7日內，應對建議股東接受或反對本次公開收購做成決議，並公告下列事項：</p>
1.		<p>The types and amount of the Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in its own name or in the name of other persons.</p> <p>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。</p>
2		<p>Recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.</p> <p>就本次公開收購對股東之建議，並應載明對本次公開收購棄權投票或持反對意見之董事姓名及其所持理由。</p>
3		<p>Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.</p> <p>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說明（如有）。</p>
4		<p>The types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the outstanding Shares held in its own name or in the name of other persons.</p> <p>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持有公開收購人或其關係企業之股份種類、數量及其金額。</p>
37		<p>Books of Account</p> <p>會計帳簿</p>
37.1		<p>The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.</p> <p>董事會應在適當會計帳簿上記錄與公司所有收受和支出相關的款項、收受或支出款項發生的相關事宜、公司所有的物品銷售和購買，以及公司的資產和責任。如會計帳簿不能反映公司事務的真實和公正情況並解釋其交易，則不能視為公司擁有適當的帳簿。</p>
37.2		<p>The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the</p>

		<p>Directors or by the Company in general meeting.</p> <p>董事會應決定公司會計帳簿或其中一部分是否公開供非董事之股東檢查，以及何範圍內，時間和地點，根據何條件或規定進行檢查。除非經公司法授權、董事會授權或公司股東會同意者外，非董事之股東沒有權利檢查公司任何會計帳簿或文件。</p>
37.3		<p>The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by law.</p> <p>董事會得依法令之要求備置損益表、資產負債表、合併報表（如有）以及其他報告和帳簿於股東會。</p>
37.4		<p>Minutes and written records of all meetings of Directors, any committees of Directors, and any general meeting shall be made in the English language with a Chinese translation. In the event of any inconsistency between the English language version and the relevant Chinese translation, the English language version shall prevail.</p> <p>所有董事會會議、董事委員會會議和股東會之議事錄和書面記錄應以英文為之，並附中文翻譯。在英文版本與其中文翻譯有不一致的情形，應以英文版本為準。</p>
37.5		<p>The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.</p> <p>委託書及依章程與相關規定製作之文件、表冊、媒體資料，應保存至少 1 年。但與股東提起訴訟相關之委託書、文件、表冊及/或媒體資料，如訴訟超過 1 年時，應保存至訴訟終結為止。</p>
38		<p>Notices</p> <p>通知</p>
38.1		<p>Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such Member). Any notice, if posted from one country to another, is to be sent by airmail.</p> <p>通知應以書面為之，且得由公司交給股東個人，或透過快遞、郵寄、越洋電報、電傳或電子郵件發送給股東，或發送到股東名冊中所顯示的位址（或者在透過電子郵件發送通知時，將通知發送至股東所提供的電子郵件位址）。如果通知是從一個國家郵寄到另一個國家，應以航空信寄出。</p>
38.2		<p>Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter</p>

		<p>containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable or telex, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.</p> <p>當透過快遞發出通知時，將通知提交快遞公司之日，應視為通知寄送生效日，並且通知提交快遞後的第三天（不包括週六、週日或國定假日），應視為收到通知之日。當通知透過郵寄發出時，適當填寫地址、預先支付款項以及郵寄包含通知之信件之日，應視為通知寄送生效日，並且於通知寄出後的第五天（不包括週六、週日或國定假期），應視為收到通知的日期。當通知透過越洋電報或電傳發出通知時，適當填寫地址並發出通知之日，應視為通知寄送生效日，其傳輸當日應視為通知收到日期。當通知透過電子郵件發出時，將電子郵件傳送到指定接受者所提供的電子郵件位址之日，應視為通知寄送生效日，電子郵件發送當日應視為收到通知的日期，無須接受者確認收到電子郵件。</p>
38.3		<p>A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under the Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.</p> <p>公司得以與發送本章程所要求其他通知相同的方式，向因股東死亡或破產而被公司認為有權享有股份權利之人發送通知，並以其姓名、死者的代理人名稱、破產管理人或主張權利之人提供之地址中所為類似之描述為收件人，或者公司可以選擇以如同未發生死亡或破產情事下相同之方式發送通知。</p>
38.4		<p>Notice of every general meeting shall be given in any manner hereinbefore authorised to every person shown as a Member in the Register of Members on the record date for such meeting and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.</p> <p>每一股東會的通知應以上述方式，向在認定基準日於股東名冊被記載為股東之人為之，或於股份因股東死亡或破產而移交給法定代理人或破產管理人時，向法定代理人或破產管理人為之，其他人無權接受股東會通知。</p>
39		Winding Up

		清算
39.1		<p>If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.</p> <p>如果公司進入清算之程序，且可供股東分配的財產不足以清償全部股份資本，該財產應予以分配，以使股東得依其所持股份比例承擔損失。如果在清算過程中，可供股東間分配的財產顯足以抵償清算開始時的全部股份資本，得於扣除有關到期款項或其他款項後，將超過之部分依清算開始時股東所持股份之比例在股東間進行分配。本條規定不損及依特殊條款和條件發行的股份持有者之權利。</p>
39.2		<p>If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.</p> <p>如果公司應清算，經公司特別決議同意且取得任何公司法所要求的其他許可並且符合公開發行公司法令的情況下，清算人得依其所持股份比例將公司全部或部分之財產（無論其是否為性質相同之財產）分配予股東，並可為該目的，對任何財產進行估價並決定如何在股東或不同類別股東之間進行分配。經同前述之決議同意及許可，如清算人認為適當，清算人得為股東之利益，將此等財產之全部或一部交付信託。但股東不應被強迫接受負有債務或責任的任何財產。</p>
40		<p>Financial Year</p> <p>財務年度</p>
		<p>Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.</p> <p>除董事會另有規定，公司財務年度應於每年 12 月 31 日結束，並於公司設立當年度起，於每年 1 月 1 日開始。</p>

41		Transfer by way of Continuation 註冊續展
		<p>If the Company is exempted as defined in the Statute, it shall, subject to the provisions of the Statute and with the approval of a Special Resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.</p> <p>如果公司根據公司法為一豁免公司，則可依據公司法並經特別決議，延長公司之註冊並依開曼群島外之其他準據法進行公司實體登記而繼續存續，並註銷在開曼群島之登記。</p>
42		Litigation and Non-Litigation Agent in the R.O.C. 訴訟及非訴訟之代理人
		<p>Subject to the provisions of the Statute, the Company shall, by a resolution of the Directors, appoint or remove a natural person domiciled or resident in the territory of the R.O.C. to be its litigation and non-litigation agent in the R.O.C., pursuant to the Applicable Public Company Rules, under which the litigation and non-litigation agent shall be the responsible person of the Company in the R.O.C. The Company shall report the name and the domicile or residence of any such agent to, and shall file the document evidencing any such appointment with, the competent authority in the R.O.C. and will make a filing with such authority in the event of any change in such appointment.</p> <p>在不違反公司法之情形下，公司應以董事會決議在中華民國境內指定在中華民國境內有住所或居所之自然人為其依公開發行公司法令之訴訟及非訴訟之代理人，並以之為公開發行公司法令在中華民國境內之負責人。公司應將所指定者之姓名、住所或居所及授權文件向主管機關申報，變更時亦同。</p>

二、「資金貸與他人作業程序」修訂前條文

1. 目的

為強化本公司內部控制制度之實行，特訂定本作業程序；本公司資金貸與他人作業應依本作業程序辦理，但其他法令另有規定者，從其規定。本作業程序如有未盡事宜，悉依相關法令規定辦理之。

2. 範圍

2.1 適用對象

本公司資金除有下列情形外，不得貸與股東或任何他人：

2.1.1 公司間或與行號間業務往來者。

2.1.2 公司間或與行號間有短期融通資金必要者。融資金額不得超過本公司最近期經會計師查核簽證或核閱財務報表淨值的百分之四十。所稱「短期」，係指一年。但公司之營業週期長於一年者，以營業週期為準。所稱「融資金額」，係指本公司短期融通資金之累計餘額。

2.1.3 本公司直接及間接持有表決權股份百分之百之國外公司間從事資金貸與，不受上列2點之限制。但仍應訂定資金貸與之限額及期限。

2.2 評估標準

2.2.1 因業務往來關係從事資金貸與者，其貸與金額應符合第2.3.2條規定。

2.2.2 有短期融通資金之必要，而從事資金貸與者，以本公司直接或間接持股超過百分之五十之公司因業務需要者為限。

2.3 資金貸與總額及個別限額

2.3.1 本公司資金貸與他人之總額不得超過本公司最近期經會計師查核簽證或核閱財務報表淨值之百分之四十。

2.3.2 對單一貸與對象之限額依其貸與原因分別訂定如下：

(1) 與本公司有業務往來之公司，個別貸與金額以不超過資金貸與前一年度業務往來交易總額（所稱「交易總額」係指雙方進貨或銷貨金額孰高者），且不得超過本公司最近期經會計師查核簽證或核閱財務報表淨值之百分之二十。

(2) 有短期融通資金必要之公司，個別貸與金額以不超過本公司最近期經會計師查核簽證或核閱財務報表淨值百分之二十為限。

2.3.3 本公司直接或間接持有表決權百分之百之子公司間之資金貸與總額，不得超過貸與公司最近期經會計師查核簽證或核閱財務報表淨值之百分之八十。

3. 定義

3.1 本作業程序所稱子公司及母公司，應依證券發行人財務報告編製準則之規定認定之。

本公司財務報告係以國際財務報導準則編製者，本作業程序所稱之淨值，係指證券發行人財務報告編製準則規定之資產負債表歸屬於母公司業主之權益。

3.2 本作業程序規定計算之淨值，係指資產負債表歸屬於母公司業主之權益。

3.3 公告申報，係指輸入金融監督管理委員會指定之資訊申報網站。

3.4 事實發生日，係指交易簽約日、付款日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。

4. 作業程序

4.1 申請、審查、核准作業

- 4.1.1 借款人應檢附最近期之財務資料或經會計師查核簽證財務報表並敘明借款用途。借款人應填寫申請表格並送交承辦部門。
- 4.1.2 承辦部門應提出書面評估報告以作為審查之依據，此書面報告內容應包括：
- (1) 資金貸與他人之必要性及合理性。
 - (2) 貸與對象之徵信及風險評估。
 - (3) 對公司之營運風險、財務狀況及股東權益之影響。
 - (4) 應否取得擔保品及擔保品之評估價值。
- 4.1.3 承辦部門之所有評估應以書面為之，簡要敘明資金貸與對象、金額、條件及貸款理由。書面文件應先經財務部門、會計部門共同審核，再呈報總經理及董事長核准。除董事會已授權董事長核決之範圍外，其他案件，均應提請董事會決議後辦理。若本公司已設置獨立董事，其將資金貸與他人，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。
- 4.1.4 重大之資金貸與，應經審計委員會全體成員二分之一以上同意，並提董事會決議，如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。
前段所稱「重大」應依第4.5.2條之標準認定之。
- 4.1.5 本公司以自有資金貸與關聯企業，應以不高於主要往來銀行之當期短期借款利率向關聯企業計收利息，若有營業稅另計。本公司以金融機構借入資金轉貸與關聯企業，應以不低於本公司向金融機構融資借款利率並加計營業稅向關聯企業計收利息。利息可按月或於到期時一次計收。
本公司資金貸與非關聯企業，應以不低於本公司資金成本且不低於主要往來銀行之當期短期借款利率計收利息，若有營業稅則應另計。
- 4.1.6 每筆資金融通期限，以一年為限。
- 4.1.7 經核定貸放案件，承辦人員應即函告或電告借款人，詳述貸放額度、條件、期間、利率及擔保品。借款人應於本公司所訂期限內完成借款手續。本公司將於收受借款人所有貸款應備文件後撥款。
- 4.1.8 公司將公司資金貸與他人前，應審慎評估是否符合公司所訂資金貸與他人作業程序之規定，併同第四條評估結果提董事會決議後辦理，不得授權其他人決定。本公司與其子公司間，或其子公司間之資金貸與，應依前項規定提董事會決議，並得授權董事長對同一貸與對象於董事會決議之一定額度及不超過一年之期間內分次撥貸或循環動用。前項所稱一定額度，本公司對單一外部企業或對單一之本公司關聯企業之資金貸與之授權金額，不得超過本公司最近期經會計師查核簽證或核閱財務報表淨值之百分之十；本公司直接或間接持有表決權百分之百之子公司間之資金貸與之授權金額，不得超過貸與公司最近期經會計師查核簽證或核閱財務報表淨值之百分之八十。

4.2 信用/債權之保全

4.2.1 承辦人員應見證借款人及保證人在貸款契約上簽名，並應確認保證人之公司章程中對於保證之限制。

4.2.2 如應提供擔保品者，擔保品應辦理抵押或質押設定以作為貸款之擔保。除土地及有價證券外，借款人就抵押或質押之擔保品均應投保最適切之保險。保險金額不得低於貸款之未償餘額，且本公司應為保險之受益人。

4.3 後續控管措施及逾期債權之處理

4.3.1 承辦部門應監控借款人及保證人之財務、業務以及信用狀況。如擔保品有任何價值變動之情事，應立即報告董事長。

4.3.2 借款人應於貸款到期前清償利息及本金。本公司於收受貸款全額清償後，應註銷並返還本票與貸款人及/或塗銷貸款人為擔保借款所設之抵押權或質權。

4.3.3 借款人如未能履行合約時，本公司得對債權及擔保品進行處分或對保證人進行追償。

4.4 內部控制

4.4.1. 設置備查簿

承辦部門應將資金貸與之日期、金額、條件、對象、評估報告及到期日期等資料提供予會計部，會計部於收到上述資料後應建立備查簿，就資金貸與之對象、金額、董事會通過日期、資金貸放日期及評估報告審查事項詳予登載，作為本公司公告申報、會計師查核及主管機關備查之用。

4.4.2 內部稽核人員應每季稽核資金貸與他人作業程序及其執行情形，並作成書面記錄。如發現重大違規情事，應即以書面通知審計委員會。

4.5 公告及重大訊息揭露

4.5.1 本公司應於每月十日前公告申報本公司及子公司上月份資金貸與餘額。

4.5.2 本公司資金貸與達下列標準之一者，應於事實發生日之即日起算二日內公告並將該等事實揭露於公開資訊觀測站：

(1) 本公司及子公司資金貸與他人之餘額達本公司最近期財務報表淨值百分之二十以上。

(2) 本公司及子公司對單一企業資金貸與餘額達本公司最近期財務報表淨值百分之十以上者。

(3) 本公司或子公司新增資金貸與金額達新臺幣一千萬元以上且達本公司最近期財務報表淨值百分之二以上。

4.5.3 本公司之子公司非屬中華民國公開發行公司者，該子公司有前項第三款應公告申報之事項，應由本公司為之。

4.6 財務報告揭露

本公司應評估資金貸與情形並提列適足之備抵壞帳，且於財務報告中適當揭露有關資訊，並提供相關資料予簽證會計師，以供會計師執行必要之查核程序。

4.7 因情事變更，致貸與對象不符合本作業程序之規定或貸與餘額超限時，本公司應訂定改善計畫，將相關改善計畫送審計委員會，並依計畫時程完成改善。

4.8 子公司辦理資金貸與他人之作業程序

4.8.1 本公司之子公司如擬從事資金貸與他人，本公司應命該子公司訂定資金貸與他人作業程序，並應依所定作業程序辦理。

4.8.2 子公司應於每月5日前向本公司申報上月份辦理資金貸與他人之情形。

4.9 違反本作業程序之處罰

承辦人員及經理人辦理資金貸與時，應遵守本作業程序、相關規定及本公司內部控制制度。任何違反本作業程序、相關規定及本公司內部控制制度之行為將依據公司相關規定及員工守則予以處分。

4.10 本作業程序之訂定和修訂

4.10.1 本作業程序應於本公司向臺灣證券交易所（或證券櫃檯買賣中心）或其他相關主管機關提出申請股票第一上市（或興櫃股票櫃檯買賣）或申報辦理公開發行時起（以孰早者為準）自動生效。惟，依相關法令辦理申報公告事宜，於本公司股票於臺灣證券交易所（或證券櫃檯買賣中心）正式上市掛牌交易（或興櫃股票櫃檯買賣）或於台灣公開發行時起（以孰早者為準），始適用之。

4.10.2 本作業程序經審計委員會通過後，送董事會決議並提報股東會同意，如有董事表示異議且有記錄或書面聲明者，本公司應將其董事異議資料送審計委員會並提報股東會討論，修正時亦同。倘中華民國法令就本作業程序所訂事項有所變動，該等新修正之法令應取代本作業程序中之相關規定，且審計委員會及董事會應依據該等新修正之法令修訂本作業程序，並將該等修訂提報股東會同意。

4.10.3 依前項規定將本作業程序提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會議事錄。

4.10.4 訂定或修正本作業程序，應經審計委員會全體成員（以實際在任者計算之）二分之一以上同意，並提董事會決議。前項如未經審計委員會全體成員（以實際在任者計算之）二分之一以上同意者，得由全體董事（以實際在任者計算之）三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。

5、控制重點：

5.1 資金貸與他人之審核作業，是否按規定辦理。

5.2 資金貸與他人是否經董事會核准。

5.3 若發生資金貸與他人之情事，是否按規定登載於「資金貸與他人備查簿」。

5.4 資金貸與他人若達應於事實發生日之即日起算二日內輸入公開資訊觀測站之標準者，是否按規定公告。

5.5 對子公司資金貸與他人作業是否依規定監理。

6、相關文件：

6.1 公開發行公司資金貸與及背書保證處理準則。

6.2 公司法。

7、表單：

7.1 資金貸與他人備查簿。

7.2 借款申請書。

三、董事選舉辦法

1. **目的：**本公司董事之選舉，除法令或本公司章程另有規定者外，依本辦法之規定辦理。所有於本辦法中使用但未加以明確定義之用語，均與其在章程中之意義相同。
2. **範圍：**本公司董事之選舉辦法。
3. **作業程序：**
 - 3.1. 本公司董事之選舉採單記名累積投票制。
 - 3.2. 本公司依章程設獨立董事時，獨立董事與非獨立董事應一併進行選舉，分別計算當選名額。獨立董事之選任，均依相關法令之規定辦理。
 - 3.2.1. 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，為審查董事候選人之資格條件、學經歷背景及有無公司法第三十條所列各款情事等事項，不得任意增列其他資格條件之證明文件，並應將審查結果提供股東參考，俾選出適任之董事。
 - 3.3. 本公司董事之選舉，如有二人以上得權相同時，由得權相同者抽籤決定之，未出席者由主席代為抽籤。
 - 3.4. 選舉開始前應由主席指定監票員及記票員若干人，執行各有關任務。選舉用之投票櫃（箱）由本公司備製，並應於投票前由監票員當眾開驗，但監票員應具有股東身分。
 - 3.5. 選舉票由董事會製備，選舉人之記名得以在選票上所印出席證號碼代之，並加填其權數。
 - 3.6. 被選舉人如為股東身分者，選舉人在選舉票「被選舉人」欄須填明被選舉人戶名及被選舉人股東戶號；如非股東身分者，應填明被選舉人姓名及身分證明文件編號。
 - 3.7. 前項被選舉人如為法人股東時，應書明法人名稱，其為法人之代表人時，應同時書明法人之名稱及代表人之姓名，代表人有數人時，應分別填列該法人名稱及代表人姓名。
 - 3.8. 選舉票有下列情形之一者無效：
 - 3.8.1. 不用第3.5條規定之選票者。
 - 3.8.2. 所填被選舉人數超過應選名額者。
 - 3.8.3. 除被選舉人姓名（戶名）、戶號或身分證明文件編號外，夾寫其他文字者。
 - 3.8.4. 字跡模糊無法辨認或經塗改者。
 - 3.8.5. 所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身分證明文件編號經核對不符者。
 - 3.8.6. 未經選舉人填寫之空白選舉票。

3.8.7. 未經投入票櫃（箱）之選舉票。

3.8.8. 選舉人所投之選舉權數總和超過其所持有之選舉權數總和者。

3.8.9. 所填被選舉人之姓名與其他股東相同，而未填股東戶號或身份證明文件編號可資識別者。

3.9. 投票完畢後當場開票，其結果由主席宣佈之。

3.10. 當選董事由董事會分別發給當選通知書。

3.11. 訂定與修改：

3.11.1 本辦法於本公司向臺灣證券交易所（或證券櫃檯買賣中心）或其他相關主管機關提出申請股票第一上市（或興櫃股票櫃檯買賣）或申報辦理公開發行時起（以孰早者為準）自動生效。惟，依相關法令辦理申報公告事宜，於本公司股票於臺灣證券交易所（或證券櫃檯買賣中心）正式上市掛牌交易（或興櫃股票櫃檯買賣）或於台灣公開發行時起(以孰早者為準)，始適用之。

3.11.2 本辦法於董事會決議通過後，送股東會通過決議，修改時亦同。倘中華民國法令就本辦法所訂事項有所變動，該新修正之法令應取代本辦法中之相關規定，本辦法應適時配合修改，並應依照法令經董事會及股東會決議通過。

4. 管理重點：

4.1. 董事選舉是否依有關法令規定辦理。

4.2. 選舉結果應否當場開票，結果由主席宣布。

4.3. 本辦法是否由股東會通過。

5. 參考資料：

5.1. 公開發行公司獨立董事設置及應遵循事項辦法。

6. 使用表單：無

四、股東會議事規則

第一條、(前言)：

為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，爰訂定本股東會議事規則（下稱「本規則」），以資遵循。

第二條、(總則)：

除相關法令或本公司章程大綱及公司章程（下稱「章程」）另有規定者外，本公司股東會議事應依本規則之規定。

所有於本規則中使用但未加以明確定義之用語，均與其在章程中之意義相同。

第三條、(股東會之召集及通知程序)：

本公司股東會除法令或章程另有規定外，由董事會召集之。

董事會經繼續一年以上持有已發行股份總數百分之三以上股份之股東依章程規定請求董事會召集股東臨時會而於股東提出請求日起十五日內未為股東臨時會召集之通知時，提出請求之股東得依據公開發行公司法令，自行召集股東臨時會。

股東會之召集，應編製議事手冊，並依相關法令和章程規定之時間與方式，於股東會十五日前將議事手冊及其他相關資料於中華民國證券主管機關指定之公開資訊觀測站公告申報之。股東會召集之通知，常會應於開會日之三十日前通知各股東，臨時會應於十五日前通知各股東。

通知及公告應載明召集事由；其通知經股東事前同意者，得以電子方式為之。

與下列有關之事項應載明於股東會通知並說明其主要內容，且不得以臨時動議提出：

- 一、選舉或解任董事；
- 二、修改章程；
- 三、解散、合併或分割；
- 四、訂立、修改或終止關於出租本公司全部營業，或委託經營，或與他人經常共同經營之契約；
- 五、讓與本公司全部或主要部份之營業或財產；
- 六、受讓他人全部營業或財產而對本公司營運有重大影響者；
- 七、許可董事為其自己或他人從事本公司營業範圍內事務之行為；
- 八、以發行新股方式分配本公司全部或部分盈餘、法定公積及其他依本公司章程規定款項之資本化；
- 九、本公司私募發行具股權性質之有價證券。

第四條、(委託書)：

股東得依據本公司章程以本公司核准之格式之委託書，載明授權範圍，委託代理人，出席股東會，並載明該委託書僅為特定股東會所為。

委託書格式內容應至少包括填表須知、股東委託行使事項及股東、受託代理人及徵求人（若有）基本資料等項目，委託書用紙並應與股東會召集通知同時提供予股東，並應於

同日分發予所有股東。

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登記處所或送達股東會召集通知或本公司寄出之委託書上所指定之處所，委託書有重複時，以最先送達者為準。但股東在後送達的文件中明確以書面聲明撤銷前委託者，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，該通知應敘明撤銷委託之原因係因被代理人於出具委託書時不具行為能力或不具委託權力或其他事由；逾期撤銷者，以委託代理人出席行使之表決權為準。

第五條、(召開地點及時間)：

股東會應於董事會指定之時間及地點召開，惟除法令另有規定外，股東會應於中華民國境內召開。

如董事會決議在台灣境外召開股東會，相關程序及核准應依中華民國相關主管機關之規定辦理。於中華民國境外召開股東會時，本公司應提供股東以書面投票或電子傳送方式行使投票權之方法，並應於中華民國境內委託專業股務代理機構，受理該等股東會行政事務（包括但不限於受理股東委託投票事宜）。

第六條、(文件備置)：

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；報到處應有明確標示，並派適足適任人員辦理之。

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。

本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。

本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事、監察人者，應另附選舉票。

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。

第七條、(股東會主席、列席人員)：

股東會如由董事會召集者，其主席應由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人或所指定之代理人因故不能行使代理職權時，應由其他出席之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。

董事會所召集之股東會，宜有董事會過半數之董事參與出席。

本公司得指派所委任之律師、會計師或相關人員列席股東會。

第八條、(股東會法定出席股份數)：

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。

已屆開會時間，主席應即宣布開會，惟除本公司章程另有規定及不違反公開發行公司法令之規定外，若於指定為股東會會議之時間開始時出席股東代表股份數未達法定出席股份數，或於股東會會議進行中出席股東代表股份數未達法定出席股份數者，主席得宣布延後開會，但其延後次數以二次為上限，且延後時間合計不得超過一小時。如股東會經延後二次開會但出席股東代表股份數仍不足法定出席股份數時，主席應宣布該股東會流會。如仍有召集股東會之必要者，則應依本公司章程規定重行召集一次新的股東會。

第九條、(議案討論)：

股東會如由董事會召集者，其議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議不得變更之。

於相關之股東名冊停止過戶期間前持有已發行股份總數百分之一以上股份之股東，得以書面向本公司提出一項股東常會議案，如(a)提案股東持股未達已發行股份總數百分之一；(b)該議案非股東會所得決議；(c)提案股東提案超過一項者；或(d)該提案於公告受理期間外提出者，提案不列入議程。

股東會如由董事會以外之其他有召集權人召集者，準用本條第一項之規定。

第一項及第三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；主席違反本規則，宣布散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。

股東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。

本公司應將股東會開會之過程全程錄音或錄影並保存影音資料應至少一年，遇有與股東會召集程序不當或不當通過決議有關之訴訟情事時，應保存至訴訟終結為止。前述之保存方式得以電子檔案形式為之。

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，應視為該股東未發言。發言內容與發言條記載不符者，應以實際發言內容為準。

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，不得中斷該發言股東之發言，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）

除章程另有規定外，股東會之表決依下述規定及第12條規定辦理。股東會之表決，應以股份為計算基準。

股東會之決議，對依章程或法令規定無表決權股東之股份數，不算入已發行股份之總數。股東對於股東會討論之事項，有自身利害關係且其利益可能與本公司之利益衝突者，就其所持有的股份，不得在股東會上就該議案加入表決，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。但為計算法定出席股份數門檻之目的，此等股份仍應計入出席該股東會股東所代表之股份數。

除章程另有規定或章程或本規則所列無表決權者外，股東每股有一表決權。

除依據中華民國法律組織之信託事業或章程規定之公開發行公司規則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股票停止過戶前本公司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，應不予計算。為避免疑義，依章程規定由本公司委任之股務代理機構所代表之股份數應不受本公司已發行股份總數表決權之百分之三之限制。

第十二條（行使表決權及決議之方式）

股東每股有一表決權；但受限制或公司法第一百七十九條第二項所列無表決權者，不在此限。

本公司董事會得決定本公司召開股東會時，股東得以書面投票或電子方式行使其表決權；惟如表決權得以書面投票或電子方式行使時，表決權行使方法應載明於股東會召集通知。股東依前開規定以書面投票或電子方式行使其於股東會之表決權時，應視為親自出席該次股東會。但就該次股東會之臨時動議及/或原議案之修正，此等股東無權受通知以及無權行使表決權。為避免疑義，以此種方式行使表決權之股東應視為已拋棄其就該次股東會之臨時動議及/或原議案之修正之通知及表決權之權利。

前項以書面投票或電子方式行使表決權之股東，其意思表示應於股東會開會二日前送達公司，同一股東有超過一個之表示時，以最先送達者為準。但該股東較晚送達之表示有明確之書面聲明撤銷前表示者，不在此限。

股東依前項規定將其以書面投票或電子方式行使表決權之意思表示送達公司後，嗣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。逾期撤銷意思表示者，以書面投票或電子方式行使之表決權為準。如以書面投票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。

除章程或本規則另有規定外，議案之表決應依出席股東表決權數過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數。

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。

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。

第十三條（選舉或解任事項）

股東會有選舉或解任董事時，應依本公司章程辦理，並應當場宣布選舉或解任結果。

前項選舉或解任之選舉或表決票，應由監票人及主席密封簽字後至少保存一年，遇有與股東會召集程序不當或不當通過決議有關之訴訟情事時，應保存至訴訟終結為止。

第十四條（股東會議事錄）

股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。

前項議事錄之分發，本公司得以公告方式為之。

議事錄應確實依會議之日期（年、月、日）、場所、主席姓名、決議方法、議事經過之要領及其結果記載之，並應保存至少一年，遇有與股東會召集程序不當或不當通過決議有關之訴訟情事時，應保存至訴訟終結為止。

第十五條（會場秩序之維護）

辦理股東會之會務人員應佩帶識別證或臂章。

股東會得設置糾察員或保全人員並由主席指揮協助維持會場秩序。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(a)違反本規則不服從主席糾正，或(b)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。

第十七條（訂定和修訂程序）

本規則應於本公司向臺灣證券交易所（或證券櫃檯買賣中心）或其他相關主管機關提出申請股票第一上市（或興櫃股票櫃檯買賣）或申報辦理公開發行時起（以孰早者為準）自動生效，其修正應經股東會通過。惟，依相關法令辦理申報公告事宜，於本公司股票於臺灣證券交易所（或證券櫃檯買賣中心）正式上市掛牌交易（或興櫃股票櫃檯買賣）或於台灣公開發行時起(以孰早者為準)，始適用之。

第十八條（法令變動）

如有與本規則所訂事項相關之中華民國法令有所變動，該新修正之法令應優先於本規則相關條款之適用，且本公司應依該新修正之法令修改本規則，並將該修正案提交下次股東會通過。

五、全體董事持股情形

停止過戶日：105 年 4 月 16 日

職稱	姓名	選任日期	選任時持有股數			停止過戶日股東名簿記載之持有股數		
			種類	股數	持股比率	種類	股數	持股比率
董事長	李滿祥	102/6/13	普通股	1,516,320	1.09%	普通股	1,516,320	1.08%
董事	吳慶輝	102/6/13	-	-	-	-	-	-
董事	緯創資通(股)公司	102/6/13	普通股	21,248,430	15.32%	普通股	21,248,430	15.08%
	代表人：黃柏濤		-	-	-	-	-	-
董事	楊雅婷	102/6/13	普通股	451,655	0.33%	普通股	232,655	0.17%
獨立董事	蔡坤明	102/6/13	-	-	-	-	-	-
獨立董事	簡奉任	102/6/13	-	-	-	-	-	-
獨立董事	張佳瑜	102/6/13	-	-	-	-	-	-

註1：截至105年4月16日(股東常會停止過戶日)止，本公司實收資本額為新台幣1,409,370,910元，已發行股份計140,937,091 股。

註2：本公司設置審計委員會，故無監察人持股情形。