



INMAX HOLDING CO., LTD
英屬開曼群島商駿吉控股股份有限公司

一〇八年股東常會 議事手冊



**Leading the Way
in Industrial
Pneumatic Fasteners**

日期：中華民國一〇八年六月十三日(星期四)
地點：台中市北區中清路一段521號(海灣藝術酒店)

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壹、開會程序

一、宣布開會

二、主席致詞

三、報告事項

四、承認事項

五、討論事項

六、臨時動議

七、散會

貳、開會議程

英屬開曼群島商駿吉控股股份有限公司

一〇八年股東常會議程

時間：中華民國一〇八年六月十三日(星期四)上午九時整

地點：台中市北區中清路一段521號(海灣藝術酒店)

一、宣布開會

二、主席致詞

三、報告事項

1. 107 年度董事酬勞及員工酬勞分派案
2. 107 年度營業報告案
3. 審計委員會審查 107 年度決算表冊報告案

四、承認事項

1. 107 年度決算表冊
2. 107 年度盈餘分派案

五、討論事項

1. 修訂本公司「公司章程」部分條文案
2. 修訂本公司「取得或處分資產處理準則」部分條文案
3. 修訂本公司「從事衍生性商品交易處理程序」部分條文案
4. 修訂本公司「背書保證作業程序」部分條文案
5. 修訂本公司「資金貸與他人作業程序」部分條文案

六、臨時動議

七、散會

報告事項

第一案

案 由：107 年度董事酬勞及員工酬勞分派案，敬請 鑒察。

說 明：本公司 107 年度未扣除董事及員工酬勞估計數前之稅前淨利為新台幣 56,007,907 元，擬按本公司章程第 103 條規定分派，以現金發放 107 年度董事酬勞 560,079 元及員工酬勞 1,680,237 元。

第二案

案 由：107 年度營業報告案，敬請 鑒察。

說 明：本公司 107 年度營業報告書，請參閱本手冊附件一，第 7~8 頁。

第三案

案 由：審計委員會審查 107 年度決算表冊報告案，敬請 鑒察。

說 明：本公司審計委員會審查報告書，請參閱本手冊附件二，第 9 頁。

承認事項

第一案

董事會提

案由：107 年度決算表冊，敬請 承認。

說明：

- (一)本公司及子公司 107 年度之合併財務報表，業經安永聯合會計師事務所會計師查核完竣，並出具查核報告書在案。
- (二)本公司 107 年度營業報告書及上述財務報表，請參閱本手冊附件一及附件三，第 7~8 頁及第 10~18 頁。

決議：

第二案

董事會提

案由：107 年度盈餘分派案，敬請 承認。

說明：

- (一)本公司 107 年度稅後淨利為新台幣 47,740,215 元，可供分派盈餘為新台幣 66,529,350 元，請參閱本手冊附件四，第 19 頁。
- (二)本公司係依據英屬開曼群島法律組織設立並存續之公司，不適用公司法第 237 條規定，公司於完納一切稅捐後，分派盈餘時，應先提出百分之十為法定盈餘公積。
- (三)本次盈餘分派案，於提請股東常會承認後，如因買回本公司股份、將股份註銷、或因員工行使員工認股權憑證及其他等因素，影響本公司流通在外股數，致使股東配股比率發生變動而須修正時，擬提請股東會授權董事會調整並辦理相關事宜。

決議：

討論事項

第一案

董事會提

案由：修訂本公司「公司章程」部分條文案，提請 決議。

說明：

- (一)為配合相關法令規定及公司營運需要，擬修訂本公司「公司章程」部分條文。
- (二)檢附「公司章程」修訂前後條文對照表，請參閱本手冊附件五，第 20~40 頁。
- (三)提請 決議。

決議：

第二案

董事會提

案由：修訂本公司「取得或處分資產處理程序」部分條文案，提請 決議。

說明：

- (一)為配合法規修正及公司營運需要，修訂本公司「取得或處分資產處理程序」部分條文。
- (二)檢附「取得或處分資產處理程序」修訂前後條文對照表，請參閱本手冊附件六，第 41~48 頁。
- (三)提請 決議。

決議：

第三案

董事會提

案由：修訂本公司「從事衍生性商品交易處理程序」部分條文案，提請 決議。

說明：

- (一)為配合法規修正及公司營運需要，修訂本公司「從事衍生性商品交易處理程序」部分條文。
- (二)檢附「從事衍生性商品交易處理程序」修訂前後條文對照表，請參閱本手冊附件七，第 49 頁。
- (三)提請 決議。

決議：

第四案

董事會提

案 由：修訂本公司「背書保證作業程序」部分條文案，提請 決議。

說 明：

- (一)為配合法規修正，修訂本公司「背書保證作業程序」部分條文。
- (二)檢附「背書保證作業程序」修訂前後條文對照表，請參閱本手冊附件八，第 50~52 頁。
- (三)提請 決議。

決 議：

第五案

董事會提

案 由：修訂本公司「資金貸與他人作業程序」部分條文案，提請 決議。

說 明：

- (一)為配合法規修正，修訂本公司「資金貸與他人作業程序」部分條文。
- (二)檢附「資金貸與他人作業程序」修訂前後條文對照表，請參閱本手冊附件九，第 53 頁。
- (三)提請 決議。

決 議：

臨時動議

散會

參、附件

【附件一】107 年營業報告書

英屬開曼群島商駿吉控股股份有限公司

107年度營業報告書

美國商務部(DOC)針對馬來西亞、台灣、韓國、阿曼等7國輸美之特定鋼釘產品(部分氣動式工業用槍釘)展開反傾銷調查,並於104年5月公布調查結果,造成整體市場波動變化。由於子公司Inmax Sdn.Bhd (ISB)於調查過程中被DOC視為不合作,課徵懲罰性稅率達39.35%,子公司Inmax Industries Sdn Bhd (IISB)於下半年開始量產,生產線運轉順利,適時貢獻營收,未料106年7月DOC發布「情況改變審查」結果,認定兩家子公司同屬Inmax Holding集團,IISB銷美稅率由2.61%改適用ISB 39.35%之稅率,106年整體營收因而走低。

危機就是轉機,美國市場經營環境雖嚴峻不已,但本公司積極開發東南亞及紐澳市場,拓展新客戶,已接獲不少非美地區的客戶的訂單。在全體員工的努力下,積極配合DOC反傾銷行政複查,終在107年2月初兩家子公司皆開始適用1.03%的低稅率,美國客戶訂單大幅回流,帶動月營收逐月成長。美國自107年中對墨西哥、加拿大等國課徵25%的鋼鋁關稅,導致美國當地製釘廠生產成本上升,美國亦對中國槍釘產品課徵10%關稅,再加上對多國已課徵反傾銷稅,造成美國槍釘產業供需結構重新調整。在產業劇烈變化的同時,本公司產品因具有品質與價格競爭優勢,107年營運大幅成長,走出營運谷底,創造了公司上櫃以來營收最好的一年。

以下茲就107年度營運成果及108年度營業計劃簡要報告如下:

一、107年度營運成果

駿吉控股107年度的合併營收為新台幣840,865仟元,較106年度416,161仟元大幅增加,成長率達102%,其中主要產品氣動式風槍釘系列(含卷、塑排、紙排釘)770,929仟元,其他(含銷售氣動式工業用釘槍、傢俬釘及線材加工等)69,936仟元,比例分別為91.68%及8.32%。由於營收大幅成長,且管銷費用控制得宜,使得營業毛利、營業利益亦同步大幅成長。107年度稅後淨利47,741仟元,每股盈餘1.44元。本公司107年度與106年度營運成果比較請參閱下表:

107 年度與 106 年度營業運成果比較表

單位:新台幣仟元

項目	107 年度	106 年度	增減金額	增減率
營業收入	840,865	416,161	424,704	102.05%
營業毛利	130,771	70,370	60,401	85.83%
營業利益	55,912	2,236	53,676	2400.54%
稅前淨利	53,768	3,350	50,418	1505.01%
繼續營業單位本期淨利	47,741	1,892	45,849	2423.31%
基本每股盈餘(元)	1.44	0.06	1.38	2300.00%
稀釋每股盈餘(元)	1.44	0.06	1.38	2300.00%

二、108 年度營業計劃

駿吉歷經三年反傾銷高稅率的考驗，積極強化體質，在107年2月行政複查最新稅率正式生效實施後，走出營運谷底，重回營運成長軌道。公司仍將秉持一貫穩健、紮實的經營步伐，以高品質、多樣性產品滿足客戶需求。全球產業快速變遷，本公司持續深耕於槍釘產業，精益求精，未來將引進先進自動化設備，投產高附加價值之新產品、新技術，如圓頭紙排、鐵線排、DA釘等高毛利率產品及熱鍍鋅技術，增加高毛利產品線、提升產品的質與量。本公司除落實公司治理，履行企業社會責任外，亦將繼續強化經營體質，提升核心競爭力，創造營運佳績，為股東創造最大利益。

董事長：江文洲



總經理：江文洲



會計主管：張志豪



審計委員會審查報告書

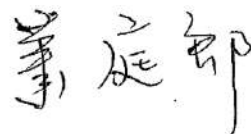
董事會造具本公司民國一百零七年年度營業報告書、財務報表及盈餘分派議案等，其中財務報表業經委託安永聯合會計師事務所查核完竣，並出具查核報告書。上述營業報告書、財務報表及盈餘分派議案經本審計委員會查核，認為尚無不合，爰依證券交易法第十四條之四及公司法第二百一十九條之規定報告如上，敬請 鑒核。

此致

本公司民國一〇八年股東常會

英屬開曼群島商駿吉控股股份有限公司

審計委員會召集人：蕭庭郎



中 華 民 國 一 〇 八 年 三 月 十 九 日

【附件三】會計師查核報告書暨 107 年度合併財務報表



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會計師查核報告

英屬開曼群島商駿吉控股股份有限公司及其子公司 公鑒：

查核意見

英屬開曼群島商駿吉控股股份有限公司及其子公司民國一〇七年十二月三十一日及民國一〇六年十二月三十一日之合併資產負債表，暨民國一〇七年一月一日至十二月三十一日及民國一〇六年一月一日至十二月三十一日之合併綜合損益表、合併權益變動表、合併現金流量表，以及合併財務報表附註(包括重大會計政策彙總)，業經本會計師查核竣事。

依本會計師之意見，上開合併財務報表在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、國際財務報導解釋及解釋公告編製，足以允當表達英屬開曼群島商駿吉控股股份有限公司及其子公司民國一〇七年十二月三十一日及民國一〇六年十二月三十一日之合併財務狀況，暨民國一〇七年一月一日至十二月三十一日及民國一〇六年一月一日至十二月三十一日之合併財務績效及合併現金流量。

查核意見之基礎

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

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對英屬開曼群島商駿吉控股股份有限公司及其子公司民國一〇七年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。

存貨評價

截至民國一〇七年十二月三十一日止，英屬開曼群島商駿吉控股股份有限公司及其子公司存貨淨額為 147,431 千元，佔合併總資產 20.21%，對於財務報表係屬重大。由於主要原物料—盤元及製成品—卷釘、塑排釘及傢俬釘等產品，對於國際金屬報價變動極為敏感，導致價格波動頻繁且幅度較大，使淨變現價值之計算複雜，本會計師認為對財務報表之查核係屬重要，因此決定存貨評價為關鍵查核事項。本會計師之查核程序包括(但不限於)以下查核程序：針對存貨餘額、存貨周轉率及產品別毛利率，執行比較及分析。評估管理階層針對存貨評價所估計之淨變現價值是否合理，包括確認於計算過程中國際金屬報價之正確性，並執行獨立驗算。本會計師亦考量合併財務報表附註六中有關存貨揭露的適當性。

應收帳款之備抵損失

截至民國一〇七年十二月三十一日止，英屬開曼群島商駿吉控股股份有限公司及其子公司應收帳款淨額之金額為 107,795 千元，占合併資產總額 14.78%，對於財務報表係屬重大。由於應收帳款之備抵損失金額係以存續期間之預期信用損失衡量，衡量過程須對應收帳款適當區分群組，並判斷分析衡量過程相關假設之運用，包括適當之帳齡區間、各帳齡區間損失率及其前瞻資訊之考量，基於衡量預期信用損失涉及判斷、分析及估計，且衡量結果影響應收帳款淨額，本會計師認為對英屬開曼群島商駿吉控股股份有限公司及其子公司財務報表之查核係屬重要，因此決定為關鍵查核事項。本會計師之查核程序包括但不限於以下查核程序：瞭解管理階層針對應收帳款及備抵損失所建立之內部控制，包括信用額度控管、顧客信用風險評估。對衡量備抵損失採用之準備矩陣進行測試，包括評估各組帳齡區間之決定及其損失率之估計是否合理，並針對基礎資訊抽核原始憑證檢查其正確性；考量納入損失率評估之前瞻資訊合理性；評估該等前瞻資訊是否影響損失率。複核應收帳款期後之收款情形，考量其可回收性之評估是否合理。實施分析性覆核，評估應收帳款之周轉率。本會計師亦考量合併財務報表附註六中有關應收帳款及相關風險揭露的適當性。

管理階層與治理單位對合併財務報表之責任

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

於編製合併財務報表時，管理階層之責任亦包括評估英屬開曼群島商駿吉控股股份有限公司及其子公司繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算英屬開曼群島商駿吉控股股份有限公司及其子公司或停止營業，或除清算或停業外別無實際可行之其他方案。

英屬開曼群島商駿吉控股股份有限公司及其子公司之治理單位(含審計委員會)負有監督財務報導流程之責任。

會計師查核合併財務報表之責任

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

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

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

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

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

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

本會計師從與治理單位溝通之事項中，決定對英屬開曼群島商駿吉控股股份有限公司及其子公司民國一〇七年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

安永聯合會計師事務所

主管機關核准辦理公開發行公司財務報告

查核簽證文號：(105)金管證六字第 1050043324 號

(95)金管證六字第 0950104133 號

謝勝安



會計師：

王彥鈞



中華民國一〇八年三月十九日

英屬開曼群島商義吉控股有限公司及其子公司
合併資產負債表
民國一〇七年十二月三十一日及民國一〇六年十二月三十一日

單位：新台幣千元

代 碼	資 產 會 計 項 目	附 註	一〇七年十二月三十一日		一〇六年十二月三十一日	
			金 額	%	金 額	%
11xx	流動資產					
1100	現金及約當現金	四、六.1	\$63,124	8.65	\$29,183	4.66
1170	應收帳款淨額	四、六.2	107,795	14.78	43,988	7.03
1200	其他應收款	六.3	12,911	1.77	16,755	2.68
1210	其他應收款－關係人	六.3	-	-	31,195	4.98
1220	本期所得稅資產		5,176	0.71	10,080	1.61
130x	存貨	四、六.4	147,431	20.21	135,115	21.58
1410	預付款項		27,760	3.81	2,560	0.41
	流動資產合計		364,197	49.93	268,876	42.95
15xx	非流動資產					
1600	不動產、廠房及設備	四、六.5及八	350,183	48.00	351,388	56.13
1920	存出保證金		160	0.02	181	0.03
1990	其他非流動資產－其他		14,954	2.05	5,541	0.89
	非流動資產合計		365,297	50.07	357,110	57.05
1xxx	資產總計		\$729,494	100.00	\$625,986	100.00

(請參閱合併財務報表附註)

董事長：江文洲



經理人：江文洲



會計主管：張志豪



英屬開曼群島商號多招有限公司及其子公司
合併資產負債表(續)
民國一〇七年十二月三十一日及民國一〇六年十二月三十一日

單位：新台幣千元

負債及權益			一〇七年十二月三十一日		一〇六年十二月三十一日	
代碼	會計項目	附註	金額	%	金額	%
21xx	流動負債					
2100	短期借款	四、六.6	\$198,323	27.19	\$153,718	24.56
2131	預收貨款		-	-	664	0.11
2170	應付帳款		22,165	3.04	9,977	1.59
2200	其他應付款		26,294	3.61	17,609	2.81
2230	本期所得稅負債		1,501	0.21	1,110	0.18
2322	一年或一營業週期內到期長期借款	四、六.7	19,411	2.66	57,309	9.15
2323	一年或一營業週期內到期長期應付款	四、六.8	441	0.06	501	0.08
2335	代收款		96	0.01	74	0.01
	流動負債合計		268,231	36.78	240,962	38.49
25xx	非流動負債					
2540	長期借款	四、六.7	20,210	2.77	-	-
2570	遞延所得稅負債	四、六.14	18,176	2.49	15,481	2.47
2612	長期應付款	四、六.8	312	0.03	536	0.08
2645	存入保證金		112	0.02	110	0.02
	非流動負債合計		38,810	5.31	16,127	2.57
2xxx	負債總計		307,041	42.09	257,089	41.06
31xx	歸屬於母公司業主之權益					
3110	普通股股本	四、六.9	331,648	45.46	331,648	52.98
3200	資本公積	四、六.9	22,159	3.04	22,159	3.54
3300	保留盈餘	四、六.9				
3310	法定盈餘公積		2,116	0.29	2,116	0.34
3320	特別盈餘公積		129,349	17.73	134,579	21.50
3350	未分配盈餘		60,715	8.32	7,744	1.24
3400	其他權益					
3410	國外營運機構財務報表換算之兌換差額		(123,534)	(16.93)	(129,349)	(20.66)
3xxx	權益總計		422,453	57.91	368,897	58.94
2xxx-3xxx	負債及權益總計		\$729,494	100.00	\$625,986	100.00

(請參閱合併財務報表附註)

董事長：江文洲



經理人：江文洲



會計主管：張志豪



英屬開曼群島商業登記股份有限公司及其子公司

合併損益表

民國一〇七年及一〇六年七月一日至十二月三十一日

(金額除每股盈餘外，均以新台幣千元為單位)

單位：新台幣千元

代碼	會計項目	附註	一〇七年度		一〇六年度	
			金額	%	金額	%
4000	營業收入	四、六.10及七	\$840,865	100.00	\$416,161	100.00
5000	營業成本	四六.3及七	(710,094)	(84.45)	(345,791)	(83.09)
5900	營業毛利		130,771	15.55	70,370	16.91
6000	營業費用：	六.11及七				
6100	推銷費用		(22,021)	(2.62)	(26,089)	(6.27)
6200	管理費用		(52,838)	(6.28)	(42,045)	(10.10)
	營業費用合計		(74,859)	(8.90)	(68,134)	(16.37)
6900	營業利益		55,912	6.65	2,236	0.54
7000	營業外收入及支出：	四、六.12				
7010	其他收入		450	0.05	440	0.11
7020	其他利益及損失		8,053	0.96	7,796	1.87
7050	財務成本		(10,647)	(1.27)	(7,122)	(1.71)
	營業外收入及支出合計		(2,144)	(0.25)	1,114	0.27
7900	稅前淨利		53,768	6.39	3,350	0.80
7950	所得稅費用	四、六.14	(6,027)	(0.72)	(1,458)	(0.35)
8000	繼續營業單位本期淨利		47,741	5.68	1,892	0.45
8300	其他綜合損益	四、六.13				
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		5,815	0.69	5,230	1.26
	本期其他綜合損益(稅後淨額)		5,815	0.69	5,230	1.26
8500	本期綜合損益總額		\$53,556	6.37	\$7,122	1.71
	每股盈餘(元)					
9750	基本每股盈餘：					
9710	繼續營業單位本期淨利	四、六.15	\$1.44		\$0.06	
9850	稀釋每股盈餘：					
9810	繼續營業單位本期淨利	四、六.15	\$1.44		\$0.06	

(請參閱合併財務報表附註)

董事長：江文洲

經理人：江文洲

會計主管：張志豪

英屬開曼群島商駿吉地地產有限公司及其子公司

合併資產負債表
民國一〇七年及一〇六年十二月三十一日



單位：新台幣千元

代碼	項 目	歸屬於母公司業主之權益							非控制權益	權益總額
		股本	資本公積	保 留 盈 餘			其他權益項目	總計		
				法定 盈餘公積	特別 盈餘公積	未分配盈 餘	國外營運機構 財務報表換算 之兌換差額			
		3100	3200	3310	3320	3350	3410	31XX	36XX	3XXX
A1	民國106年1月1日餘額	\$301,498	\$22,159	\$2,116	\$104,645	\$65,936	\$(134,579)	\$361,775	\$-	\$361,775
	民國105年度盈餘指撥及分配：									
B3	提列特別盈餘公積	-	-	-	29,934	(29,934)	-	-	-	-
B9	普通股股票股利	30,150	-	-	-	(30,150)	-	-	-	-
D1	106年1月1日至12月31日淨利	-	-	-	-	1,892	-	1,892	-	1,892
D3	106年1月1日至12月31日其他綜合損益	-	-	-	-	-	5,230	5,230	-	5,230
D5	本期綜合損益總額	-	-	-	-	1,892	5,230	7,122	-	7,122
Z1	民國106年12月31日餘額	331,648	22,159	2,116	134,579	7,744	(129,349)	368,897	-	368,897
	民國106年度盈餘指撥及分配：									
B17	特別盈餘公積迴轉	-	-	-	(5,230)	5,230	-	-	-	-
D1	107年1月1日至12月31日淨利	-	-	-	-	47,741	-	47,741	-	47,741
D3	107年1月1日至12月31日其他綜合損益	-	-	-	-	-	5,815	5,815	-	5,815
D5	本期綜合損益總額	-	-	-	-	47,741	5,815	53,556	-	53,556
Z1	民國107年12月31日餘額	\$331,648	\$22,159	\$2,116	\$129,349	\$60,715	\$(123,534)	\$422,453	\$-	\$422,453

(請參閱合併財務報表附註)

董事長：江文洲



經理人：江文洲



會計主管：張志豪



英屬開曼群島商駿吉信國際商務有限公司及其子公司

民國一〇七年及一〇六年十二月三十一日

單位：新台幣千元

代 碼	項 目	一〇七年度 金 額	一〇六年度 金 額	代 碼	項 目	一〇七年度 金 額	一〇六年度 金 額
AAAA	營業活動之現金流量：			BBBB	投資活動之現金流量：		
A10000	本期稅前淨利	\$53,768	\$3,350	B02700	取得不動產、廠房及設備	(19,009)	(1,576)
A20000	調整項目：			B03700	存出保證金減少	21	32
A20010	收益費損項目：			B06700	其他非流動資產增加	(9,413)	(1,385)
A20100	折舊費用	24,487	23,897	BBBB	投資活動之淨現金流出	(28,401)	(2,929)
A20900	利息費用	10,647	7,123				
A21200	利息收入	(410)	(434)				
A22500	處分及報廢不動產、廠房及設備利益	(7)	(32)	CCCC	籌資活動之現金流量：		
A22600	不動產、廠房及設備轉列費用數	-	40	C00200	短期借款增加	43,275	40,690
A30000	與營業活動相關之資產/負債變動數：			C01700	償還長期借款	(18,577)	(16,779)
A31150	應收帳款(增加)減少	(63,807)	35,944	C03100	存入保證金增加	1	1
A31180	其他應收款減少(增加)	4,654	(20,938)	C03500	長期應付款減少	(386)	(370)
A31190	其他應收款—關係人減少(增加)	31,195	(31,195)	CCCC	籌資活動之淨現金流入	24,313	23,542
A31200	存貨增加	(12,316)	(72,106)				
A31230	預付款項(增加)減少	(25,199)	111				
A32150	應付帳款增加(減少)	12,189	(12,784)	DDDD	匯率變動對現金及約當現金之影響	2,008	11,887
A32180	其他應付款增加(減少)	9,074	(7,578)	EEEE	本期現金及約當現金增加(減少)數	33,941	(52,341)
A32210	預收款項(減少)增加	(664)	664	E00100	期初現金及約當現金餘額	29,183	81,524
A32230	其他流動負債增加	22	7	E00200	期末現金及約當現金餘額	\$63,124	\$29,183
A33000	營運產生之現金流入(出)	43,633	(73,931)				
A33100	收取之利息	410	434				
A33300	支付之利息	(10,647)	(7,123)				
A33500	收取(支付)之所得稅	2,625	(4,221)				
AAAA	營業活動之淨現金流入(出)	36,021	(84,841)				

(請參閱合併財務報表附註)

董事長：江文洲



經理人：江文洲



會計主管：張志豪



【附件四】107 年度盈餘分派表

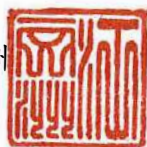
英屬開曼群島商駿吉控股股份有限公司
Inmax Holding Co., Ltd.
107 年盈餘分派表



單位：新台幣元

項 目	金 額
期初未分派盈餘	12,974,311
加(減) 本期稅後淨利	47,740,215
小計	60,714,526
提列項目	
加(迴轉)特別盈餘公積	5,814,824
可供分派盈餘	66,529,350
現金股利(每股配發新台幣 1 元)	33,164,807
期末未分派盈餘	33,364,543

董事長：江文洲



總經理：江文洲



財務長：張志豪



【附件五】「公司章程」部分條文修正對照表

條次	原條文	修正條文	說明
1 Interpretation 釋義	<p>“Auditor Committee” has the meaning ascribed to it in Article 95A of these Articles.</p> <p>「審計委員會」</p> <p>審計委員會相關定義請見本章程 95A。</p>	<p>“Audit Committee” has the meaning ascribed to it in Article 95A of these Articles.</p> <p>「審計委員會」</p> <p>審計委員會相關定義請見本章程 95A。</p>	統一用語
1 Interpretation 釋義	<p>“Designated Stock Exchange” or “GTSM” the GreTai Securities Market for so long as the shares of the Company are registered with, listed or quoted on the GreTai Securities Market (including its Emerging Stock Market) or such other stock exchange in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.</p> <p>「指定交易所」或「櫃買中心」</p> <p>本公司股票於財團法人中華民國證券櫃檯買賣中心(含興櫃股票市場)登錄或掛牌者，指財團法人中華民國證券櫃檯買賣中心；本公司股份於其他證券交易所第一上市掛牌者，指該其它證券交易所。</p>	<p>“Designated Stock Exchange” or “<u>TPEX</u>” <u>Taipei Exchange</u> for so long as the shares of the Company are registered with, listed or quoted on <u>Taipei Exchange</u> (including its Emerging Stock Market) or such other stock exchange in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.</p> <p>「指定交易所」或「櫃買中心」</p> <p>本公司股票於財團法人中華民國證券櫃檯買賣中心(含興櫃股票市場)登錄或掛牌者，指財團法人中華民國證券櫃檯買賣中心；本公司股份於其他證券交易所第一上市掛牌者，指該其它證券交易所。</p>	In February 2015, the GreTai Securities Market changed its name to Taipei Exchange.
1 Interpretation 釋義	<p>“Register” the principal register of Members and where applicable, any branch register of Members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.</p> <p>「過戶登記處」</p> <p>指主要過戶登記處或董事會決定於開曼群島境內設置之分支單位。</p>	<p>“Register” the principal register of Members and where applicable, any branch register of Members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.</p> <p><u>「股東名簿」</u></p> <p>指董事會決定於開曼群島境內外設置之<u>主要股東名簿</u>或<u>股東名簿分冊</u>。</p>	調整中譯文。
1 Interpretation 釋義	<p>“Registration Office” in respect of any class of share capital, such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.</p> <p>「登記辦公室」</p>	<p>“Registration Office” in respect of any class of share capital, such place as the Board may from time to time determine to keep <u>the Register</u> in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.</p> <p>「登記辦公室」</p>	調整中譯文。

	就任何種類股份而言，指董事會指定受理該種類股份登記之過戶登記處分處。除董事會另有規定外，該種類股份之過戶及股權文件應送交該辦公室登記。	就任何種類股份而言，指董事會指定置該種類股份之股東名簿之處所。除董事會另有規定外，該種類股份之過戶及股權文件應送交該辦公室登記。	
	REGISTER OF MEMBERS 過戶登記處	REGISTER OF MEMBERS 股東名簿	調整中譯文
19(2)	The Register shall be kept at the Office or at any other place within or without the Cayman Islands. 過戶登記處應設於註冊地址或開曼群島境內或境外處所。	The Register shall be kept at the <u>office of the Company's Shareholders' Service Agent.</u> 股東名簿應置於本公司之股務代理機構。	配合本章程第114(3)條修正並調整中譯文
20	The Register may, after notice has been given in accordance with applicable requirements of any Designated Stock Exchange, be closed at such times or for such periods in each year as the Board may determine and either generally or in respect of any class of shares. 過戶登記處應按下列條件開放查閱：(i) 於註冊地址、其他依據開曼公司法保存股東名簿之處所或股份過戶登記代理人之事務所，每營業日至少2小時；並(ii) 股東得免費查閱，其他人士應支付費用，費用由董事會定之。申請人應指定查閱範圍並出示有法律上利害關係之證明文件。董事會得裁量而拒絕查閱股東名冊之請求。過戶登記處得於董事會決議之時間或期間停止為全部股票或特定種類股票辦理過戶登記，但應按指定交易所之規定通知。	The Register may, after notice has been given in accordance with applicable requirements of any Designated Stock Exchange, be closed at such times or for such periods in each year as the Board may determine and either generally or in respect of any class of shares. 股東名簿得於董事會決議之時間或期間停止為全部股票或特定種類股票辦理過戶登記，但應按指定交易所之規定通知。	調整中譯文。
23(3)	The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the Register to any branch register or any share on any branch register to the Register or any other branch register. In the event of any such transfer, the shareholder requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines. 董事會於法律允許限度內，得隨時將過戶登記處所登載之股份移轉於其分處，將過戶登記處分處記載之股票移轉於過戶登記處或其他分處。股東要求前開移轉者，應負擔相關成本，除非董事會另有決定。	The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the Register to any branch register or any share on any branch register to the Register or any other branch register. In the event of any such transfer, the shareholder requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines. 董事會於法律允許限度內，得隨時將股東名簿所登載之股份移轉登錄於其分冊，或將股東名簿分冊記載之股票移轉登錄於股東名簿或其他分冊。股東要求前開移轉者，應負擔相關成本，除非董事會另有決定。	調整中譯文
23(4)	Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason	Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason	調整中譯文

	<p>therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Law.</p> <p>本公司股份非經董事會同意，不得於過戶登記處及其各分處間互相移轉，過戶及其他權利文件應送交登記。於過戶登記處分處登記者，送交登記辦公室；於過戶登記處登記者，送交註冊地址或過戶登記處依據開曼法設置之處所。董事會同意與否及同意條件由其全權決定，毋需說明理由。</p>	<p>therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Law.</p> <p>本公司股份非經董事會同意，不得於股東名簿及其各分冊間互相移轉，過戶及其他權利文件應送交登記。於股東名簿分冊登記者，送交登記辦公室；於股東名簿登記者，送交註冊地址或股東名簿依據開曼公司法設置之處所。董事會同意與否及同意條件由其全權決定，毋需說明理由。</p>	
26.(3)	[本條新增]	<p><u>Any Independent Director may convene a general meeting to be held within the territory of the R.O.C. at such time and place as may be determined by such Independent Director, if:</u></p> <p><u>(i) the Board fails, or is unable, to convene a general meeting; or</u></p> <p><u>(ii) he/she deems the convening necessary for the benefit of the Company.</u></p> <p>任一獨立董事於下列任一情形，得擇定時間及地點在中華民國境內召集股東會：</p> <p><u>(i) 董事會不為召集或不能召集股東會；</u></p> <p><u>或</u></p> <p><u>(ii) 為本公司利益而有必要時。</u></p>	根據 OTC107 年 12 月第 12 次修訂[股權保護事項檢查表]修正
27(2)	<p>The Company shall give a public notice in such manner permitted by the Applicable Listing Rules at such time as may be deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals, which must not be more than three hundred (300) words in length.</p> <p>本公司應依上市(櫃)法規公告受理股東之提案、受理處所及受理期間；其受理期間不得少於十日。股東所提議案以三百字為限。</p>	<p>The Company shall give a public notice in such manner permitted by the Applicable Listing Rules at such time as may be deemed appropriate by the Board specifying <u>the proposal submission method(s)</u>, the place and a period of not less than ten (10) days for Members to submit proposals, which must not be more than three hundred (300) words in length.</p> <p>本公司應依上市(櫃)法規公告受理股東提案之受理方式、受理處所及受理期間；其受理期間不得少於十日。股東所提議案以三百字為限。</p>	根據 OTC107 年 12 月第 12 次修訂[股權保護事項檢查表]修正，並參考公司法第 172 條之 1 修正。

27(4)	<p>The Board may exclude a proposal submitted by a Member if:</p> <p>有以下情事之一者，董事會不得列為提案：</p> <p>(i) the proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Applicable Listing Rules; or 該議案非股東常會所得決議者；或</p> <p>(ii) the number of Shares held by the Member is less than one percent (1%) of the total number of issued Shares in the Register upon commencement of the period in which the Register is closed for transfers before the annual general meeting; or 提案股東於股東常會之停止過戶日持股未達百分之一者；</p> <p>(iii) the proposal submitted concerns more than one matter; or 提案超過一項；或</p> <p>(iv) the proposal is not submitted within the specified period determined by the board, 該議案於董事會決定之受理期間外提出者</p> <p>and in each case, the excluded proposal shall not be discussed at the annual general meeting. 未列入之議案不得於股東常會討論。</p>	<p>(4) The Board may <u>not</u> exclude a proposal submitted by a Member <u>except</u> if:</p> <p>除有以下情事之一者，董事會不得排除股東提案：</p> <p>(i) the proposal involves matters which cannot be resolved at the general meeting in accordance with or under the Applicable Listing Rules; or 該議案非股東會所得決議者；或</p> <p>(ii) the number of Shares held by the Member is less than one percent (1%) of the total number of issued Shares in the Register upon commencement of the period in which the Register is closed for transfers before the annual general meeting; or 提案股東於股東常會之停止過戶日持股未達百分之一者；</p> <p>(iii) the proposal submitted concerns more than one matter <u>or uses more than three hundred (300) words</u>; or 提案超過一項<u>或超過三百字</u>；或</p> <p>(iv) the proposal is not submitted within the specified period determined by the Board, 該議案於董事會決定之受理期間外提出者</p> <p>and in each case, the excluded proposal shall not be discussed at the annual general meeting. 未列入之議案不得於股東常會討論。</p>	<p>根據 中華民國 根據 OTC1 07 年 12 月 第 12 次修 訂[股 權保 護事 項檢 查表] 修正</p>
27(6)	[本條新增]	<p><u>Notwithstanding the provision of subparagraph (i) of Article 27(4), a Member's proposal for urging the Company to promote public interests or fulfil its social responsibilities may be accepted by the Board for tabling at the annual general meeting.</u></p> <p>雖有第 27(4)條第(i)款規定，若股東提案係為敦促本公司增進公共利益或善盡社會責任之建議，董事會仍得列入股東常會議案。</p>	<p>根據 OTC1 07 年 12 月 第 12 次修 訂[股 權保 護事 項檢 查表] 修正</p>
29(4)	[本條新增]	<p><u>For so long as the Shares are listed on the Designated Stock Exchange, Members, either individually or collectively, holding more than one half of the total number of</u></p>	<p>根據 OTC1 07 年 12 月</p>

		<p><u>the issued Shares for a consecutive period of at least three (3) months may convene an extraordinary general meeting in accordance with the procedures prescribed by the Applicable Listing Rules. The holding period and number of shares held shall be based on the shareholding on date of the closure of the Register.</u></p> <p><u>本公司之股份於指定交易所掛牌期間，繼續三個月以上單獨或合計持有已發行股份總數過半數股份之股東，得依據上市(櫃)法規所定之程序召集股東臨時會。股東持股期間及持股數之計算，以停止過戶時之股東名簿記載為準。</u></p>	第 12 次修訂[股權保護事項檢查表]修正
31	<p>The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are included in the notice of general meeting with an explanatory note setting out a summary of the material facts: 下列事項，非經列舉於股東會召集事由並說明其主要內容者，不於股東會提議討論：</p> <p>(a);</p> <p style="text-align: center;">}</p> <p>(i) to the extent permitted by the Applicable Listing Rules, any proposal to approve a Director to engage in activities in competition with the Company; and 於上市(櫃)法規允許限度內，董事從事競業行為之許可；</p> <p>(k) upon recommendation of the Board, any proposal to make cash distributions out of the reserve set aside</p>	<p>The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are included in the notice of general meeting with an explanatory note setting out a summary of the material facts, <u>provided, however, that such explanatory note on the material facts may be displayed on the website designated by the Company or by the Financial Supervisory Commission of the R.O.C. subject to the condition that the URL (uniform resource locator) of such website is specified in the Notice of the general meeting:</u></p> <p>下列事項，非經列舉於股東會召集事由並說明其主要內容者，不於股東會提議討論，<u>但主要內容得置於本公司或中華民國金融監督管理委員會指定之網站，並應將其網址載明於股東會召集通知：</u></p> <p>(a);</p> <p style="text-align: center;">}</p> <p>(i) to the extent permitted by the Applicable Listing Rules, any proposal to approve a Director to engage in activities in competition with the Company; 於上市(櫃)法規允許限度內，董事從事競業行為之許可；</p>	<p>1. 配合第 111(3)條修正授權董事會以現金分派股息紅利，爰刪除(k)款。</p> <p>2. 根據 OTC107 年 12 月第 12 次修訂[股權保護事項檢查表]增訂 (l)、(m) 款。</p>

	<p>from profits or Capital Reserve (as defined in Article 111) as permitted by the Law.</p> <p>按董事會之提議，於開曼公司法允許限度內，將盈餘公積或資本公積（如第 111 條所定義）以現金分配予股東。</p>	<p>(k) [deleted] ; [刪除]</p> <p><u>(l) reduction of the share capital of the Company; and</u> <u>減資；及</u></p> <p><u>(m) application for withdrawal of the Company's status as a public company.</u> <u>申請停止公開發行。</u></p>	
33(1)	<p>The Board shall prepare a manual setting out the agenda of a general meeting of Members (including all the subjects and matters to be tabled at the meeting) and shall make public announcement(s) in a manner permitted by the Applicable Listing Rules to disclose the contents of such manual together with other information relating to the said meeting at least fifteen (15) days prior to the date of the relevant general meeting. Such manual shall be distributed to the Members attending the general meeting in person, by proxy or by corporate representative(s) (where the Member is a corporation) at the general meeting.</p> <p>董事會應編製股東會議事手冊(包括會議之主題及議案內容)，並應依上市(櫃)法規，於股東會開會至少十五日前公告手冊內容與會議相關資料。議事手冊應發給出席股東，無論親自出席、委託代理出席或法人股東指定代表出席。</p>	<p><u>Subject to Article 29(3), the Board shall prepare a manual setting out the agenda of a general meeting of Members (including all the subjects and matters to be tabled at the meeting) and shall make public announcement(s) in a manner permitted by the Applicable Listing Rules to disclose the contents of such manual together with other information relating to the said meeting at least fifteen (15) days prior to the date of the relevant general meeting. Such manual shall be distributed to the Members attending the general meeting in person, by proxy or by corporate representative(s) (where the Member is a corporation) at the general meeting.</u></p> <p>除第 29(3)條另有規定者外，董事會應編製股東會議事手冊(包括會議之主題及議案內容)，並應依上市(櫃)法規，於股東會開會至少十五日前公告手冊內容與會議相關資料。議事手冊應發給出席股東，無論親自出席、委託代理出席或法人股東指定代表出席。</p>	文字修正
44	<p>Subject to any additional and applicable requirements under the Statutes, any matter proposed for consideration of the Members at any general meeting shall be decided by way of an Ordinary Resolution, unless such matter proposed is required to be decided by a Special Resolution or other majority pursuant to the provisions of these Articles or the Law. All resolutions put to the vote at a general meeting shall be decided poll. The following matters require approval of the Members by way of a Special Resolution:</p> <p>除開曼法另有規定外，股東會議案以普通決議定之，但依據本章程或開曼</p>	<p>Subject to any additional and applicable requirements under the Statutes, any matter proposed for consideration of the Members at any general meeting shall be decided by way of an Ordinary Resolution, unless such matter proposed is required to be decided by a Special Resolution or other majority pursuant to the provisions of these Articles or the Law. All resolutions put to the vote at a general meeting shall be decided poll. <u>Subject to the provisions of Article 44A,</u> the following matters require approval of the Members by way of a Special Resolution:</p> <p>除開曼法另有規定外，股東會議案以</p>	<p>1. 配合新增第 44A 條之決議方式。</p> <p>2. 配合第 111(3) 條之規定，刪除 (j) 款。</p>

	<p>公司法應以特別決議或其他多數決為之者不在此限。股東會之決議以投票表決。下列事項應以特別決議方式為之：</p> <p>(a);</p> <p>]</p> <p>(h) to the extent permitted by the Applicable Listing Rules, any proposal to approve a Director to engage in activities in competition with the Company; and 許可董事為競業之行為</p> <p>(i) upon recommendation of the Board, any proposal to distribute dividends or distributions in whole or in part by way of issuance of new Shares of the Company out of any reserve set aside from profits, Capital Reserve (as defined in Article 111) or surplus as permitted by the Cayman Law;</p> <p>按董事會提議，於開曼公司法允許限度內，以發行新股方式，分派股息及紅利之全部或一部，或將盈餘公積或資本公積（如第 111 條所定義）以發行新股分配與原股東者。</p> <p>(j) upon recommendation of the Board, any proposal to make cash distributions out of the reserve set aside from profits or Capital Reserve (as defined in Article 111) as permitted by the Law;</p> <p>按董事會之提議，於開曼公司法允許限度內，將盈餘公積或資本公積（如第 111 條所定義）以現金分配予股東。</p> <p>(k) Any proposal to issue employee restricted shares pursuant to the second- paragraph of Article 10(7);</p> <p>依據第 10(7)條第(b)項發行限制員工權利股份。</p>	<p>普通決議定之，但依據本章程或開曼公司法應以特別決議或其他多數決為之者不在此限。股東會之決議以投票表決。<u>除第 44A 條另有規定者外</u>，下列事項應以特別決議方式為之：</p> <p>(a);</p> <p>]</p> <p>(h) to the extent permitted by the Applicable Listing Rules, any proposal to approve a Director to engage in activities in competition with the Company;</p> <p>許可董事為競業之行為；</p> <p>(i) upon recommendation of the Board, any proposal to distribute dividends or distributions in whole or in part by way of issuance of new Shares of the Company out of any reserve set aside from profits, Capital Reserve (as defined in Article 111) or surplus as permitted by the Law;</p> <p>按董事會提議，於開曼公司法允許限度內，以發行新股方式，分派股息及紅利之全部或一部，或將盈餘公積或資本公積（如第 111 條所定義）以發行新股分配與原股東者。</p> <p>(j) [deleted];</p> <p><u>[刪除]</u></p> <p>(k) <u>any proposal to issue employee restricted shares pursuant to sub-paragraph (b) of Article 10(7); and</u></p> <p>依據第 10(7)條第(b)項發行限制員工權利股份；及</p> <p><u>(l) reduction of the share capital of the Company and other matters set forth in Article 5.</u></p> <p><u>第 5 條規定之減資或其他事項。</u></p>	<p>3.配合第 5 條之規定，增加 (l) 款。</p>
44A	<p>[本條新增]</p>	<p><u>If the Company proposes to undertake:</u></p> <p>(a) <u>a merger or consolidation which will result in the Company to be dissolved;</u></p> <p>(b) <u>a general assignment of the Company's assets or businesses to another entity;</u></p> <p>(c) <u>a share swap; or</u></p> <p>(d) <u>a spin-off,</u></p>	<p>根據 OTC1 07 年 12 月第 12 次修訂[股權保護事</p>

		<p><u>which would result in the termination of the Company's listing on the Designated Stock Exchange, and where the shares of surviving entity (in the case of (a) above), the transferee (in the case of (b) above), the entity whose shares has been allotted in exchange for the Company's shares (in the case of (c) above) and, the existing or newly incorporated transferee company (in the case of (d) above) are not listed on the main board of Designated Stock Exchange, then such action shall be approved at a general meeting by a resolution passed by Members holding two-thirds or more of the votes of the total number of issued Shares of the Company.</u></p> <p><u>The terms of “merger or consolidation”, “general assignment”, “share swap” and “spin-off” in the preceding paragraph are defined in accordance with the Applicable Listing Rules.</u></p> <p><u>本公司如進行以下議案而導致終止上市：</u></p> <p><u>(a) 合併，且本公司於合併後消滅；</u></p> <p><u>(b) 概括讓與本公司之資產或營業；</u></p> <p><u>(c) 股份轉換；或</u></p> <p><u>(d) 分割，</u></p> <p><u>且存續公司(於上述(a)之情形)、受讓公司(於上述(b)之情形)、與受讓本公司股份之公司(於上述(c)之情形)、或既存或新設之受讓分割公司(於上述(d)之情形)之股份未於指定交易所上市或上櫃者，該議案應經本公司已發行股份總數三分之二以上股東之同意後始得為之。</u></p> <p><u>前項所稱合併、概括讓與、股份轉換及分割依據上市(櫃)法規定義。</u></p>	項檢 查表] 修正
60(3)	<p>Directors shall be elected by the Members in general meeting. Notwithstanding any other provisions of these Articles, the principle of cumulative voting shall apply in any election of Directors pursuant to this Article. Each Member entitled to vote in such election shall have a number of votes equal to the product of (x) the number of votes conferred by such</p>	<p>Directors shall be elected by the Members in general meeting. Notwithstanding any other provisions of these Articles, the principle of cumulative voting shall apply in any election of Directors pursuant to this Article. Each Member entitled to vote in such election shall have a number of votes equal to the product of (x) the number of votes conferred by such</p>	

	<p>Member's Shares and (y) the number of persons standing for election as Directors at the general meeting. Each Member may divide and distribute such Member's votes, as so calculated, among any one or more candidates for the directorships to be filled, or such Member may cast such Member's votes for a single candidate. At such election, the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall stand elected, and a majority of the votes cast is not a prerequisite to the election of any candidate to the Board.</p> <p>Notwithstanding the foregoing, the retirement of any Directors (the "Retiring Directors") being put for re-election hereto shall not have effect until the successful election of the new Directors in place of the Retiring Directors pursuant to the resolution.</p> <p>董事應於股東會選舉。雖本章程有其他規定，董事選舉採累計投票制，股東之選舉權為下列之乘積(x)股份之表決權數；(y)應選出董事人數。股東得將選舉權分配選舉數人或集中選舉一人，按應選董事席次由所得選票最多者及依次較多者，當選為董事，不以取得表決權過半數為必要。雖有前述規定，董事任期屆滿（「卸任董事」）改選，卸任董事之卸任於改選董事完成後生效。</p>	<p>Member's Shares and (y) the number of persons standing for election as Directors at the general meeting. Each Member may divide and distribute such Member's votes, as so calculated, among any one or more candidates for the directorships to be filled, or such Member may cast such Member's votes for a single candidate. At such election, the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall stand elected <u>subject to the condition that the number of Independent Directors and non-Independent Directors elected shall be calculated separately,</u> and a majority of the votes cast is not a prerequisite to the election of any candidate to the Board.</p> <p>Notwithstanding the foregoing, the retirement of any Directors (the "Retiring Directors") being put for re-election hereto shall not have effect until the successful election of the new Directors in place of the Retiring Directors pursuant to the resolution.</p> <p>董事應於股東會選舉。雖本章程有其他規定，董事選舉採累計投票制，股東之選舉權為下列之乘積(x)股份之表決權數；(y)應選出董事人數。股東得將選舉權分配選舉數人或集中選舉一人，按應選董事席次由所得選票最多者及依次較多者，當選為董事，<u>分別計算獨立董事及非獨立董事之當選名額，且</u>不以取得表決權過半數為必要。雖有前述規定，董事任期屆滿（「卸任董事」）改選，卸任董事之卸任於改選董事完成後生效。</p>	
60(4)	[本條新增]	<p><u>A person shall be eligible for election to the office of Director at any general meeting if (i) the Board has nominated such person, or (ii) any Member(s) holding, either individually or collectively, at least 1% of the total number of outstanding Shares issued by the Company has submitted to the Company a written nomination of such person for the said office. Prior to the commencement of the period where the Register is closed for transfers before a general meeting for the election of</u></p>	<p>根據中華民國財團法人證券櫃檯買賣中心107年12月第12次修訂外國</p>

		<p><u>Directors, the Company shall give a public notice in such manner permitted by the Applicable Listing Rules specifying the number of Directors to be elected, a period of not less than ten (10) days for Members to submit nomination of candidates, and the place and delivery methods designated for receiving such nomination. The Board shall thereafter draw up a slate of eligible candidates for the election by the Members in general meeting, and the person to be elected as a Director shall be elected from among the candidates listed in the said slate.</u></p> <p><u>董事候選人由(i)董事會提名或(ii)個別或合計持有已發行股份總數百分之一以上之股東以書面提名。選舉董事會之股東會之停止過戶期間開始前，本公司應依上市櫃法規規定，公告擬選舉董事名額、受理股東提出候選人名單之期間、地點及送達方式。股東之提名期間不得少於 10 日。董事會應造具合格候選人名單，由股東會就候選人名單中選任董事。</u></p>	<p>發行人註冊地 股東權益 保護事項 檢查表 規定修正， 本公司董事 選舉全面 改採候選 人名提制。</p>
64	<p>The office of a Director shall be vacated if the Director:- 董事於下列情事之一發生時出缺： (a) (b) becomes of unsound mind or dies; <u>董事心神喪失或死亡；</u> (c) without special leave of absence from the Board, is absent from meetings of the Board for six (6) consecutive months ; or (d) becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors; 董事破產、經法院指定財產管理人、停止支付或與債權人協商免除債務； (e) is prohibited by law from being a Director or is disqualified pursuant to the provisions of Article 66 of these Articles;- or 依法不得擔任董事或根據本章程第 66 條喪失董事資格；</p>	<p>The office of a Director shall be vacated if the Director:- 董事於下列情事之一發生時出缺： (a) (b) <u>lacks full capacity to act</u> or dies; 董事<u>欠缺完全行為能力</u>或死亡； (c) without special leave of absence from the Board, is absent from meetings of the Board for six (6) consecutive months; (d) becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors, <u>provided that there has been no reinstatement of such person in relation to such bankruptcy, receiving order, suspension or compounding with creditors under the laws of the relevant jurisdiction(s);</u> 董事破產、經法院指定財產管理人、停止支付或與債權人協商免除債務，<u>尚未復權者；</u> (e) is prohibited by law from being a Director or is disqualified pursuant to the provisions of Article 66 of these Articles;</p>	<p>根據 OTC1 07 年 12 月 第 12 次修 訂[股 權保 護事 項檢 查表] 修正</p>

		依法不得擔任董事或根據本章程第 66 條喪失董事資格；	
65	<p>Where a Director has, in the course of performing his/her duties, committed any act resulting in material damage to the Company or in serious violation of the Statutes, the R.O.C. Laws or these Articles, but has not been removed by a resolution in a general meeting of the Company, one or more Member(s) who together hold three-percent (3%) or more of the total number of issued shares of the Company may, within thirty (30) days from the date of such general meeting, submit a petition to a court having proper jurisdiction, including the R.O.C. Taipei District Court, if and to the extent permitted under the Statutes, for removing the Director.</p> <p>董事執行業務，有重大損害公司之行為或重大違反開曼法、中華民國法律或章程者，股東會未為決議將其解任者，持有公司已發行股份總數百分之三以上之股東，得於股東會後三十日內訴請有權管轄法院裁判解任之，並得以臺灣臺北地方法院為第一審管轄法院，但以不違反開曼法為限。</p>	<p>Where a Director has, in the course of performing his/her duties, committed any act resulting in material damage to the Company or in serious violation of the Statutes, the R.O.C. Laws or these Articles, but has not been removed by a resolution in a general meeting of the Company, one or more Member(s) who together hold three-percent (3%) or more of the total number of issued shares of the Company may, within thirty (30) days from the date of such general meeting, submit a petition to a court having proper jurisdiction, including the R.O.C. Taipei District Court, if and to the extent permitted under the Statutes, for removing the Director.</p> <p>董事執行業務，有重大損害公司之行為或重大違反開曼法、中華民國法律或章程者，股東會未為決議將其解任者，持有公司已發行股份總數百分之三以上之股東，得於股東會後三十日內訴請有權管轄法院裁判解任之，並得以臺灣臺北地方法院為訴訟管轄法院，但以不違反開曼法為限。</p>	調整中譯文。
65A.	<p>(1) One or more Member(s) who together hold three percent (3%) or more of the total number of issued shares of the Company continuously for a period of one (1) year or more may request in writing the Independent Directors to jointly initiate, for the Company, an action against a Director (other than an Independent Directors) in a court having proper jurisdiction, including the R.O.C. Taipei District Court, if applicable. If the Independent Director fails to initiate a court action within thirty (30) days after receipt of such request, such requesting Member(s) may initiate for the Company an action against the Director in a court having proper jurisdiction, including the R.O.C. Taipei District Court, if applicable. If judgement is given in favour of the said Director resulting in the Company incurring any costs or damages, the said Member(s) shall be liable to</p>	<p>(1) One or more Member(s) who together hold <u>one</u> percent (1%) or more of the total number of issued shares of the Company continuously for a period of <u>six (6) months</u> or more may request in writing the Independent Directors to initiate, for the Company, an action against a Director (other than an Independent Directors) in a court having proper jurisdiction, including the R.O.C. Taipei District Court, if applicable.</p> <p>If the Independent Director fails to initiate a court action within thirty (30) days after receipt of such request, such requesting Member(s) may initiate for the Company an action against the Director in a court having proper jurisdiction, including the R.O.C. Taipei District Court, if applicable. If judgement is given in favour of the said Director resulting in the Company incurring any costs or damages, the said Member(s) shall be liable to</p>	根據 OTC1 07 年 12 月第 12 次修訂[股權保護事項檢查表]修正

	<p>indemnify against such costs and damages.</p> <p>繼續一年以上持有公司已發行股份總數百分之二以上之股東，得以書面請求獨立董事為公司共同於有管轄權之法院對董事提起訴訟，包括臺灣臺北地方法院。股東提出請求後三十日內，獨立董事不提起訴訟時，股東得為公司於有管轄權之法院提起訴訟，包括臺灣臺北地方法院。倘法院判決董事勝訴致本公司蒙受成本或損失者，該股東應賠償本公司損失或支出成本。</p>	<p>indemnify against such costs and damages.</p> <p>繼續六個月以上持有公司已發行股份總數百分之一以上之股東，得以書面請求獨立董事為公司於有管轄權之法院對董事提起訴訟，包括臺灣臺北地方法院。股東提出請求後三十日內，獨立董事不提起訴訟時，股東得為公司於有管轄權之法院提起訴訟，包括臺灣臺北地方法院。倘法院判決董事勝訴致本公司蒙受成本或損失者，該股東應賠償本公司損失或支出成本。</p>	
66(1)	<p>Without limiting the generality of Article 64, a person shall not be qualified to hold office as a Director and if in office, his position shall be vacated, if he:</p> <p>有下列情事之一者，不得擔任董事，其已擔任者，當然解任：</p> <p>(a) has committed an offence (including but not limiting to an offence under the Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and the time elapsed after he has served the full term of the sentence has not exceeded five (5) years;</p> <p>曾犯組織犯罪(包括但不限於犯中華民國組織犯罪防制條例之罪)，經有罪判決確定，服刑期滿尚未逾五年者。</p> <p>(b) has been sentenced to imprisonment for a term of more than one (1) year for an offence involving fraud, breach of trust or misappropriation, and the time elapsed after he has served the full term of such sentence has not exceeded two</p>	<p>Without limiting the generality of Article 64, a person shall not be qualified to hold office as a Director and if in office, his position shall be vacated, if he:</p> <p>有下列情事之一者，不得擔任董事，其已擔任者，當然解任：</p> <p>(a) has committed an offence <u>of organizational crimes</u> (including but not limiting to an offence under the Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, <u>provided that a Director shall not be disqualified nor vacate his position if in respect of such conviction five (5) years have elapsed since completion of the sentence or expiration of any probation or grant of pardon;</u></p> <p>曾犯組織犯罪(包括但不限於犯中華民國組織犯罪防制條例之罪)，經有罪判決確定，<u>但已執行完畢、緩刑期滿或經赦免後，逾五年者，不在此限；</u></p> <p>(b) has <u>committed an offence involving fraud, breach of trust or misappropriation and has been convicted thereof with an imprisonment for a term of at least one (1) year, provided that a Director shall not be disqualified nor vacate his position if in respect of such conviction two (2) years have</u></p>	<p>根據中華民國財團法人證券櫃檯買賣中心 107 年 12 月第 12 次修訂外國發行人註冊地股東權益保護事項檢查表規定修正。</p>

	<p>(2) years;</p> <p>曾犯詐欺、背信、侵占罪經受有期徒刑一年以上宣告，服刑期滿尚未逾二年者。</p> <p>(c) has been convicted by a court of law for misappropriating company or public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence has not exceeded two (2) years;</p> <p>曾服公務虧空公款，經判決確定，服刑期滿尚未逾二年者。</p> <p>(d) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities; 使用票據跳票未註銷或經拒絕往來者。</p> <p>(e)</p> <p>(f)</p>	<p><u>elapsed since completion of the sentence or expiration of any probation or grant of pardon;</u></p> <p>曾犯詐欺、背信、侵占罪經受有期徒刑一年以上之刑確定，但已執行完畢、緩刑期滿或經赦免後，<u>逾二年者，不在此限；</u></p> <p>(c) <u>has committed an offense of misappropriating company or public funds during the time of his public service (including but not limiting to an offence under the Anti-corruption Act of the R.O.C.) and has been convicted thereof, provided that a Director shall not be disqualified nor vacate his position if in respect of such conviction two (2) years have elapsed since completion of the sentence or expiration of any probation or grant of pardon;</u></p> <p>曾服公務虧空公款(包括但不限於犯中華民國貪污治罪條例之罪)，經判決有罪確定，但已執行完畢、緩刑期滿或經赦免後，<u>逾二年者，不在此限；</u></p> <p>(d) <u>has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled, or the sanction of transaction refusal imposed by a clearing house has not been discharged;</u></p> <p>使用票據跳票未註銷，或經拒絕往來而尚未經票據交換所恢復往來者</p> <p>(e)</p> <p>(f)</p> <p><u>(g) has been adjudicated of assistantship under R.O.C. Laws and/or its equivalent under the laws of any jurisdictions outside R.O.C. and such assistantship and/or its equivalent has not been discharged yet.</u></p> <p><u>依中華民國法律受輔助宣告及/或在其他國家受相當處置，而尚未撤銷者。</u></p>	
68(1)	For so long as the Shares are listed on the	For so long as the Shares are listed on the	配合

	<p>Designated Stock Exchange (but excluding its Emerging Stock Market), the Board shall include at least three (3) Independent Directors or such higher number so as to constitute not less than one-fifth of the total number of Directors, one (1) of whom shall be domiciled in the R.O.C (such domicile being registered with the R.O.C. governmental authorities). A person shall be eligible for election to the office of Director as an "Independent Director" at any general meeting if (i) the Board of Directors, or (ii) any shareholder(s) holding, either individually or collectively, at least 1% of the total number of outstanding shares issued by the Company, has submitted to the Company a written nomination of such person for the said office, and provided that in each case, the Board of Directors shall also have reviewed the candidate(s) so nominated and are satisfied as to his/their eligibility. The Board of Directors shall thereafter draw up a slate of eligible candidates for the consideration of, and election by, the Members in general meeting, and the person to be elected as an Independent Director shall be elected from among the candidates listed in the said slate.</p> <p>本公司股份於指定交易所掛牌期間 (但不包括新興股票市場), 獨立董事人數不得少於三人且應達全體董事席次五分之一以上, 其中至少一人應在中華民國有住所 (向中華民國政府機構登記之戶籍)。經董事會或個別或合計持有已發行股份總數百分之一以上之股東提名, 且經董事會審查符合獨立董事所應具備條件之人, 得於股東會被選任為獨立董事。董事會應造具合格候選人名單, 由股東會就候選人名單中選任獨立董事。</p>	<p>Designated Stock Exchange (but excluding its Emerging Stock Market), the Board shall include at least three (3) Independent Directors or such higher number so as to constitute not less than one-fifth of the total number of Directors, one (1) of whom shall be domiciled in the R.O.C (such domicile being registered with the R.O.C. governmental authorities). <u>With regard to the nomination of candidates for election to the office of Independent Director, in addition to compliance with Article 60(4),</u> the Board of Directors shall also have reviewed the candidate(s) so nominated and are satisfied as to his/their eligibility. The Board of Directors shall thereafter draw up a slate of eligible candidates for the consideration of, and election by, the Members in general meeting, and the person to be elected as an Independent Director shall be elected from among the candidates listed in the said slate.</p> <p>本公司股份於指定交易所掛牌期間 (但不包括新興股票市場), 獨立董事人數不得少於三人且應達全體董事席次五分之一以上, 其中至少一人應在中華民國有住所 (向中華民國政府機構登記之戶籍)。關於獨立董事之提名, 除應符合第 60(4)條規定外, 董事會應審查被提名人符合獨立董事所應具備條件。董事會應造具合格候選人名單, 由股東會就候選人名單中選任獨立董事。</p>	<p>第 60(4) 條董事選舉全採提名制, 爰修正本條。</p>
79	<p>A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest at the meeting of the Board at which the question of entering into the contract or arrangement is first</p>	<p>(1) A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest at the meeting of the Board at which the question of entering into the contract or</p>	<p>根據中華民國財團法人證券櫃檯買賣</p>

	<p>considered, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested.</p> <p>董事對本公司之契約或交易安排有直接或間接利害關係者，董事會首次討論該議案時向董事會報告其利害關係之內容；嗣後得知有利害關係者，應於知悉後第一次董事會時報告。</p>	<p>arrangement is first considered, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested.</p> <p>董事對本公司之契約或交易安排有直接或間接利害關係者，董事會首次討論該議案時向董事會報告其利害關係之內容；嗣後得知有利害關係者，應於知悉後第一次董事會時報告。</p> <p><u>(2) A Director shall be deemed to have a personal interest in a matter to be discussed at a meeting of the Board, where his/her spouse, a relative by blood within the second degree of kinship, or any company which controls, or is controlled by such Director has interests in that matter.</u></p> <p>董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就董事會討論之事項有利害關係者，視為董事就該事項有自身利害關係。</p>	<p>中心 107 年 12 月第 12 次 修訂 外國 發行 人註 冊地 東 權 益 保 護 事 項 檢 查 表 規 定 修 正。</p>
89	<p>The following matters shall be resolved by a majority of the Directors present at a Board meeting at which at least two-thirds of the Board are present:</p> <p>以下事項應由董事會以董事三分之二以上出席，出席董事過半數同意行之：</p> <p>(a)..... ∫</p> <p>(g)</p> <p>(h) the total amount of employee bonuses and the manner of its payment (in the form of shares or cash); and</p> <p>(i) the total amount of Directors' bonuses;</p>	<p>The following matters shall be resolved by a majority of the Directors present at a Board meeting at which at least two-thirds of the Board are present:</p> <p>以下事項應由董事會以董事三分之二以上出席，出席董事過半數同意行之：</p> <p>(a)..... ∫</p> <p>(g).....</p> <p>(h) the total amount of employee bonuses and the manner of its payment (in the form of shares or cash);</p> <p>(i) the total amount of Directors' bonuses;</p> <p><u>(j) distribution of the whole or a part of the profit distributable as annual dividends and/or bonuses for the previous fiscal year in the form of cash; and</u> <u>會計年度終了以現金分派盈餘之一部或全部為年度股息或紅利；及</u></p> <p><u>(k) distribution of the whole or a part of the reserve set aside from profits or Capital Reserve (as defined in Article 111(1)) in the form of cash.</u> <u>以現金分配盈餘公積或資本公積（如第 111(1)條所定義）之全部或一部。</u></p>	<p>配合 本章 程第 100(1))條及 第 111(3))條修 正</p>

96(3)	[新增]	<p><u>When conducting business for and on behalf of the Company, the Directors and, subject to Article 98, other officers of the Company shall ensure that the Company comply with the laws and regulations as well as business ethics and may take actions to promote public interests for the fulfilment of its social responsibilities.</u></p> <p><u>董事及其他經營管理人員為本公司經營業務(董事以外之其他經營管理人員受第 98 條限制)，應確保本公司遵守法令及商業倫理規範，並得採行增進公共利益之行為，以善盡其社會責任。</u></p>	<p>根據 OTC107 年 12 月第 12 次修訂[股權保護事項檢查表]修正。</p>
100(1)	<p>(1) Subject to the Law and these Articles, the Company in general meeting may from time to time declare dividends and the dividends shall be paid to the Members in New Taiwan Dollars.</p> <p>本公司經股東會得決議分派股利，股利發放並應以新台幣為之，並以不違反開曼公司法與本章程為限。</p>	<p>(1)Subject to the Law and these Articles, the Company in <u>an annual</u> general meeting may declare <u>annual</u> dividends for the previous <u>fiscal year</u>, <u>provided, however, that the Board may resolve to declare and pay annual dividends in cash in accordance with the Article 89(j) and report same to the annual general meeting.</u> <u>Cash</u> dividends shall be paid to the Members in New Taiwan Dollars.</p> <p>本公司以不違反開曼公司法與本章程為限，<u>於會計年度終了經股東常會得決議分派前一會計年度之年度股利，但董事會得依第 89 條第(j)款規定決議以現金分派年度股利，並向股東常會報告。現金股利發放應以新台幣為之。</u></p>	<p>參考公司法第 240 條第 5 項規定，授權董事會得於會計年度終了分派現金股利並向股東報告。</p>
100(2)	[新增]	<p><u>Notwithstanding Article 100 (1), the Board may declare dividends in respect of the first half of a fiscal year (“Interim Dividends”) and pay to the Members such Interim Dividends, subject to the conditions that (i) any Interim Dividend shall not be declared and paid unless the Company’s losses (including losses of previous years) shall have been covered in accordance with these Articles and (ii) any proposal by the Board to capitalise the Interim Dividends by issuing new, fully paid shares to the Members shall be resolved at a general meeting by a Special Resolution in accordance with Article 44(i).</u></p>	<p>根據 OTC107 年 12 月第 12 次修訂[股權保護事項檢查表]修正，授權董事會得辦理半年度期</p>

		雖有第 100(1)條規定，董事會於上半會計年度終了後得為盈餘分派(“期中股利”)，但應符合下列條件: (i)公司之虧損(包括以前年度之虧損)應先撥補完畢；及(2)分派期中股利以發新股方式為之者，應依第 44 條(i)款經股東會以特別決議同意。	中分派，並訂定期中分派相關程序。
100(3)	[新增]	<p><u>Any proposal of profit distribution or setting-off of losses for the first half fiscal year, together with the semi-annually business report and financial statements, shall be reviewed by the Audit Committee and submitted to the Board for approval. Such semi-annual financial statements shall be audited or reviewed by Auditors.</u></p> <p>本公司上半會計年度盈餘分派或虧損撥補之議案，應連同半年度營業報告書及財務報表交審計委員會查核後，提董事會決議之。該半年度財務報表應經會計師查核或核閱。</p>	根據 OTC107 年 12 月第 12 次修訂 [股權保護事項檢查表] 修正，授權董事會得辦理半年度期中分派，並訂定期中分派相關程序。
100(4)	[新增]	<p><u>The Board shall estimate and set aside sums amounting to taxes and dues payable, losses to be covered, any sums as the Board may think proper as reserves and the bonuses for employees and Directors set forth in Article 103(1) before the distribution of the Interim Dividends.</u></p> <p>本公司分派期中股利時，董事會應先預估並保留應納稅捐、待彌補虧損、董事會認為適當之公積及第 103(1)條規定之員工及董事酬勞。</p>	根據 OTC107 年 12 月第 12 次修訂 [股權保護事項檢查表] 修正，授權董事會得辦理半年度期中分派，並訂定期中分派相關程序。
103(1)	Where the Company has profits (before income tax) at the end of the Company's fiscal year, it shall, with the approval of the Board by way of a resolution passed by the Board in accordance with Article 89 and a report to the Members in general	Where the Company has profits (before income tax) at the end of the Company's fiscal year, it shall, with the approval of the Board by way of a resolution passed by the Board in accordance with Article 89 and a report to the Members in general	調整中譯文

	<p>meeting, set aside not more than 3 percent (3 %) for bonuses of Directors and not less than three percent (3%) and not more than eight percent (8%) to employees of the Company and of its Subordinate Companies who are determined by the Board in its reasonable discretion, provided, however, that cumulative losses shall be deducted first from the profits of the year before the balance is used to calculated the bonuses for employees and Directors.</p> <p>本公司會計年度終了有獲利(稅前淨利)時，經董事會依第 89 條規定決議並報告股東會，提撥董事酬勞不超過百分之三，本公司及從屬公司員工酬勞不低於百分之三且不高於百分之八，員工酬勞分配由董事會決定，但年度獲利應先扣除累積虧損，再就餘額計算員工酬勞及董事酬勞。</p>	<p>meeting, set aside not more than 3 percent (3 %) for bonuses of Directors and not less than three percent (3%) and not more than eight percent (8%) to employees of the Company and of its Subordinate Companies who are determined by the Board in its reasonable discretion, provided, however, that cumulative losses shall be deducted first from the profits of the year before the balance is used to calculated the bonuses for employees and Directors.</p> <p>本公司會計年度終了有獲利(稅前淨利)時，經董事會依第 89 條規定決議並報告股東會，提撥董事酬勞不超過百分之三，本公司及從屬公司員工酬勞不低於百分之三且不高於百分之八，員工酬勞分派由董事會決定，但年度獲利應先扣除累積虧損，再就餘額計算員工酬勞及董事酬勞。</p>	
103(2)	<p>Any balance profit left, after paying all relevant taxes, setting aside reserves, and deducting such amount as may be recommended by the Board not to distribute, may, with the approval of the Members in general meeting by way of an Ordinary Resolution, be distributed to the Members as dividends.</p> <p>上述酬勞分派後之盈餘，於完納稅捐、提列公積及扣除董事會建議不分派之數額後，經股東常會普通決議分派給股東為股利。</p>	<p><u>Except as otherwise provided in Articles 100 and 104</u>, any balance profit left, after paying all relevant taxes, setting aside reserves, and deducting such amount as may be recommended by the Board not to distribute, may, with the approval of the Members in general meeting by way of an Ordinary Resolution, be distributed to the Members as dividends.</p> <p>上述酬勞分派後之盈餘，於完納稅捐、提列公積及扣除董事會建議不分派之數額後，經股東常會普通決議分派給股東為股利，<u>但第 100 條及第 104 條另有規定者，不在此限。</u></p>	<p>配合第 100(1) 條增訂授權董事會分派現金股利以及第 104 條規定以發行新股分派股利應經股東會特別決議之規定，修正本條。</p>
104.	<p>Since the Company is at the growth stage of its business, dividends will be in principle not less than 10% of the total retained earnings and may be distributed in the form of cash or new shares and the ratio for cash dividend will be in principle not less than 5% of total distribution subject to adjustment in consideration of such factors as capital spending, financial health and business development. The Company may by Special Resolution, (a) determine that the whole or a part of the profit distributable as dividends and/or bonuses be distributed in the form of new</p>	<p>Since the Company is at the growth stage of its business, dividends will be not less than 10% of the total retained earnings and may be distributed in the form of cash or new shares and the ratio for cash dividend will be not less than 5% of total distribution subject to adjustment in consideration of such factors as capital spending, financial health and business development. The Company may by Special Resolution, (a) determine that the whole or a part of the profit distributable as dividends and/or bonuses be distributed in the form of new shares to be issued by</p>	<p>根據中華民國財團法人證券櫃檯買賣中心 107 年 12 月第 12 次修訂外國發行</p>

	<p>shares to be issued by the Company or, (b) declare that a dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways. Any fraction of such newly issued shares shall be paid in cash. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.</p> <p>本公司於成長階段，股利以不低於可分配盈餘總數之百分之十為原則，股利分派得以現金股利或股票股利為之，現金股利比率以不低於股利總額百分之五為原則，但得視資本支出、健全財務及業務發展等因素調整。本公司得以股東會特別決議將(a)應分派股息或紅利之全部或一部，以發行新股方式為之；或(b)股息紅利之全部或一部，以分派資產，實收股份、債權股證或認購本公司或他公司有價證券之權證或其組合方式支付。畸零股得以現金支付。倘董事會認為股東受領實物分派未經登記或特定程序，依股東登記地址所在國家地區之法令屬違法或難以執行者，董事會對該股東得不為實物分派，而支付現金。前開股東不得視為不同種類之股東。</p>	<p>the Company or, (b) declare that a dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways. Any fraction of such newly issued shares shall be paid in cash. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.</p> <p>本公司於成長階段，股利分派不低於可分配盈餘總數之百分之十，股利分派得以現金股利或股票股利為之，現金股利比率不低於股利總額百分之五，但得視資本支出、健全財務及業務發展等因素調整。本公司得以股東會特別決議將(a)應分派股息或紅利之全部或一部，以發行新股方式為之；或(b)股息紅利之全部或一部，以分派資產，實收股份、債權股證或認購本公司或他公司有價證券之權證或其組合方式支付。畸零股得以現金支付。倘董事會認為股東受領實物分派未經登記或特定程序，依股東登記地址所在國家地區之法令屬違法或難以執行者，董事會對該股東得不為實物分派，而支付現金。前開股東不得視為不同種類之股東。</p>	<p>人註冊地 股東權益 保護事項 檢查表 規定修正。</p>
111(3)	<p>Subject to these Articles, the Board may resolve to capitalise any sum for the time being standing to the credit of any of the Company's share premium or other reserve accounts or to the credit of the profit and loss account or otherwise</p>	<p>Subject to <u>the Law and</u> these Articles, where the Company incurs no loss, the Board may resolve to <u>distribute to the Members the whole or part of the reserve set aside from profits or Capital Reserve in the form of cash in accordance with</u></p>	<p>參考 公司法 第241條 第2項 準</p>

	<p>available for distribution by—— applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.</p> <p>董事會得決議將發行溢價科目、其他準備金科目、盈餘/虧損科目或其他可分配科目之貸方撥充資本，按比例發行新股分派給股東，但不得違反本章程之規定。</p>	<p><u>Article 89(k) and report to the general meeting.</u></p> <p>於符合開曼公司法及本章程限度內，<u>本公司無虧損時，董事會得依第 89(k) 條規定決議將盈餘公積或資本公積之一部或全部以現金分派予股東，並向股東會報告。</u></p>	<p>用第 240 條第 5 項規定，授權董事會以現金分派公積。</p>
114 (3)	<p>The Board shall keep copies of these Articles, the minutes of every general meeting, resolutions and the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at the office of its Shareholders' Service Agent in the R.O.C. and/or such other places as the Board may think fit. Any Member may request at any time, by submitting evidentiary document(s) to show his legal interests involved and indicating the scope of requested matters, an access to inspect and to make copies of the above documents. The Board may, in its discretion, decline a request to inspect and to make copies of the Register except a request by a Member to inspect and take copies of his own shareholding record in the Register.</p> <p>董事會應將章程、歷屆股東會議事錄、財務報表、股東名冊及公司債存根簿備置於中華民國境內股務代理機構與/或董事會認為合適之其他處所。股東得檢具法律上利害關係證明文件，指定範圍，隨時請求查閱及抄錄。董事會得裁量拒絕查閱及抄錄股東名冊之請求，但股東請求查閱及抄錄股東名簿上自己持股紀錄者不在此限。</p>	<p>The Board shall keep copies of these Articles, the minutes of every general meeting, resolutions and the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at the office of its Shareholders' Service Agent in the R.O.C. and/or such other places as the Board may think fit. Any Member may request at any time, by submitting evidentiary document(s) to show his legal interests involved and indicating the scope of requested matters, an access to inspect, <u>transcribe or</u> to make copies of the above documents. <u>The Board shall instruct its Shareholders Service Agent to provide its Members with such access.</u> The Board may, in its discretion, decline a request to inspect and to make copies of the Register except a request by a Member to inspect and take copies of his own shareholding record in the Register. 董事會應將章程、歷屆股東會議事錄、財務報表、股東名冊及公司債存根簿備置於中華民國境內股務代理機構與/或董事會認為合適之其他處所。股東得檢具法律上利害關係證明文件，指定範圍，隨時請求查閱及抄錄或複製，<u>董事會並應令股務代理機構提供。</u>董事會得裁量拒絕查閱及抄錄股東名冊之請求，但股東請求查閱及抄錄股東名簿上自己持股紀錄者不在此限。</p>	<p>根據中華民國財團法人證櫃買賣中心 107 年 12 月第 12 次修訂外國發行人註冊地股東權益保護事項檢查表規定修正。</p>

114(4)	[新增]	<p><u>The Board or any person eligible to convene a general meeting pursuant to these Articles may require the Company or its Shareholder Service Agent to provide a copy of the Register.</u></p> <p><u>董事會或其他依本章程規定有權召集股東會之人，得請求本公司或股務代理機構提供股東名簿。</u></p>	<p>根據 OTC10 7 年 12 月第 12 次 修訂 [股權 保護事 項檢查 表] 修 正</p>
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【附件六】「取得或處分資產處理準則」部分條文修正對照表

原條文	修正條文	修正理由
<p>第三條（適用範圍）</p> <p>本處理程序所稱資產之適用範圍如下：</p> <p>一、股票、公債、公司債、金融債券、表彰基金之有價證券、存託憑證、認購(售)權證、受益證券及資產基礎證券等投資。</p> <p>二、不動產(含土地、房屋及建築、投資性不動產、土地使用權、營建業之存貨)及設備。</p> <p>三、會員證。</p> <p>四、專利權、著作權、商標權、特許權等無形資產。</p> <p>五、金融機構之債權（含應收款項、買匯貼現及放款催收款項）。</p> <p>六、衍生性商品。</p> <p>七、依法律合併、分割、收購或股份受讓而取得或處分之資產。</p> <p>八、其他重要資產。</p>	<p>第三條（適用範圍）</p> <p>本處理程序所稱資產之適用範圍如下：</p> <p>一、股票、公債、公司債、金融債券、表彰基金之有價證券、存託憑證、認購(售)權證、受益證券及資產基礎證券等投資。</p> <p>二、不動產(含土地、房屋及建築、投資性不動產、營建業之存貨)及設備。</p> <p>三、會員證。</p> <p>四、專利權、著作權、商標權、特許權等無形資產。</p> <p><u>五、使用權資產。</u></p> <p><u>六、金融機構之債權（含應收款項、買匯貼現及放款催收款項）。</u></p> <p><u>七、衍生性商品。</u></p> <p><u>八、依法律合併、分割、收購或股份受讓而取得或處分之資產。</u></p> <p><u>九、其他重要資產。</u></p>	配合相關法規修訂
<p>第四條（用詞定義）</p> <p>本處理程序用詞定義：</p> <p>一、衍生性商品：指其價值由資產、利率、匯率、指數或其他利益等商品所衍生之遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約，及上述商品組合而成之複合式契約等。所稱之遠期契約，不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進(銷)貨合約。</p> <p>二、依法律合併、分割、收購或股份受讓而取得或處分之資產：指依企業併購法、金融控股公司法、金融機構合併法或其他法律進行合併、分割或收購而取得或處分之資產，或依公司法第一百五十六條第六項規定發行新股受讓他公司股份(以下簡稱股份受讓)者。</p> <p>三、關係人、子公司：應依證券發行人財務報告編製準則規定認定之。</p> <p>四、專業估價者：指不動產估價師或其他依法律得從事不動產、其他固定資產估價業務者。</p>	<p>第四條（用詞定義）</p> <p>本處理程序用詞定義：</p> <p>一、衍生性商品：指其價值由<u>特定利率、金融工具價格、商品價格、匯率、價格或費率、信用評報或信用指數或其他變數</u>所衍生之遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約，<u>上述契約之組合，或嵌入衍生性商品之組合契約式契約或結構型商品等</u>。所稱之遠期契約，不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進(銷)貨合約。</p> <p>二、依法律合併、分割、收購或股份受讓而取得或處分之資產：指依企業併購法、金融控股公司法、金融機構合併法或其他法律進行合併、分割或收購而取得或處分之資產，或依公司法第一百五十六條<u>之三</u>規定發行新股受讓他公司股份(以下簡稱股份受讓)者。</p> <p>三、關係人、子公司：應依證券發行人財務報告編製準則規定認定之。</p>	配合相關法規修訂

<p>五、事實發生日：指交易簽約日、付款日、委託成交日、過戶日、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。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。</p> <p>六、大陸地區投資：指依經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定之大陸投資。</p> <p>七、「最近期財務報表」，係指本公司於取得或處分資產前依法公開經會計師查核簽證或核閱之財務報表。</p>	<p>四、專業估價者：指不動產估價師或其他依法律得從事不動產、設備估價業務者。</p> <p>五、事實發生日：指交易簽約日、付款日、委託成交日、過戶日、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。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。</p> <p>六、大陸地區投資：指依經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事之大陸投資。</p> <p>七、證券交易所：<u>國內證券交易所，指臺灣證券交易所股份有限公司；外國證券交易所，指任何有組織且受該國證券主管機關管理之證券交易市場。</u></p> <p>八、證券商營業處所：<u>國內證券商營業處所，指依證券商營業處所買賣有價證券管理辦法規定證券商專設櫃檯進行交易之處所；外國證券商營業處所，指受外國證券主管機關管理且得經營證券業務之金融機構營業處所。</u></p> <p>九、「最近期財務報表」，係指本公司於取得或處分資產前依法公開經會計師查核簽證或核閱之財務報表。</p>	
<p>第八條（取得或處分不動產及其他固定資產評估、作業程序）</p> <p>本公司取得或處分不動產及設備，悉依本公司內部控制制度固定資產循環程序辦理。</p> <p>取得或處分不動產或設備，除與政府機關交易、自地委建、租地委建，或取得、處分供營業使用之設備外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：</p> <p>一、略</p>	<p>第八條（取得或處分不動產、<u>設備或其使用權資產</u>評估、作業程序）</p> <p>本公司取得或處分不動產、設備或其使用權資產，悉依本公司內部控制制度固定資產循環程序辦理。</p> <p><u>本公司取得或處分不動產、設備或其使用權資產</u>，除與政府機關交易、自地委建、租地委建，或取得、處分供營業使用之設備或其使用權資產外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：</p> <p>一、略</p>	<p>配合 相關 法規 修訂</p>
<p>第九條（取得或處分會員證或無形資產評估、作業程序）</p> <p>本公司取得或處分會員證或無形資產交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，除與政府機關交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研</p>	<p>第九條（取得或處分會員證或無形資產<u>或其使用權資產</u>評估、作業程序）</p> <p>本公司取得或處分會員證或無形資產<u>或其使用權資產</u>交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，除與政府機關交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會</p>	<p>配合 相關 法規 修訂</p>

究發展基金會所發布之審計準則公報第二十號規定辦理。	所發布之審計準則公報第二十號規定辦理。	
<p>第十條(關係人交易)</p> <p>本公司與關係人取得或處分資產，除應依第七、八、九條規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達公司總資產百分之十以上者，亦應依第七、八、九條規定取得專業估價者出具之估價報告或會計師意見。</p>	<p>第十條(關係人交易)</p> <p>本公司向關係人取得或處分資產，除應依<u>前四</u>條規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達公司總資產百分之十以上者，亦應依<u>前四</u>條規定取得專業估價者出具之估價報告或會計師意見。</p>	配合相關法規修訂
<p>第十條之一</p> <p>本公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金外，應將下列資料提交董事會通過後，始得簽訂交易契約及支付款項：</p> <p>一、取得或處分資產之目的、必要性及預計效益。</p> <p>二、選定關係人為交易對象之原因。</p> <p>三、向關係人取得不動產，依第十五條及第十六條規定評估預定交易條件合理性之相關資料。</p> <p>四、關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。</p> <p>五、預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。</p> <p>六、依前條規定取得之專業估價者出具之估價報告，或會計師意見。</p> <p>七、本次交易之限制條件及其他重要約定事項。</p> <p>前項交易金額之計算，應依第十三條第二項規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定提交董事會通過免再計入。</p> <p>本公司與子公司間，取得或處分供營業使用之設備，董事會得依第五條授權董事長在一定額度內先行決行，事後再提報最近期之董事會追認。</p>	<p>第十條之一</p> <p>本公司向關係人取得或處分不動產<u>或其使用權資產</u>，或與關係人取得或處分不動產<u>或其使用權資產</u>外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣<u>國內</u>公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金外，應將下列資料<u>先經審計委員會全體成員二分之一以上同意，並提交董事會通過後</u>，始得簽訂交易契約及支付款項：</p> <p>一、取得或處分資產之目的、必要性及預計效益。</p> <p>二、選定關係人為交易對象之原因。</p> <p>三、向關係人取得不動產<u>或其使用權</u>，依第十之二條及第十之三條規定評估預定交易條件合理性之相關資料。</p> <p>四、關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。</p> <p>五、預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。</p> <p>六、依前條規定取得之專業估價者出具之估價報告，或會計師意見。</p> <p>七、本次交易之限制條件及其他重要約定事項。</p> <p>前項交易金額之計算，應依第十三條第二項規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定提交董事會通過免再計入。</p> <p>本公司與子公司間從事<u>下列交易</u>，董事會得依第五條授權董事長在一定額度內先行決行，事後再提報最近期之董事會追認：</p> <p>一、取得或處分供營業使用之設備<u>或其使用</u></p>	配合相關法規修訂

	<p><u>權資產。</u></p> <p><u>二、取得或處分供營業使用之不動產使用權資產。</u></p> <p><u>本公司依第一項規定應先經審計委員會全體成員二分之一以上同意，並提交董事會通過事項，準用第十八條第四項及第五項。</u></p>	
<p>第十條之二</p> <p>本公司向關係人取得不動產，應按下列方法評估交易成本之合理性：</p> <p>一、按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於財政部公布之非金融業最高借款利率。</p> <p>二、關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。</p> <p>合併購買同一標的之土地及房屋者，得就土地及房屋分別按前項任一方法評估交易成本。</p> <p>本公司向關係人取得不動產，依<u>第一項及第二項</u>規定評估不動產成本，並應洽請會計師複核及表示具體意見。</p> <p>本公司向關係人取得不動產，有下列情形之一者，應依<u>第十條之一</u>規定辦理，不適用前三項規定：</p> <p>一. 關係人係因繼承或贈與而取得不動產。</p> <p>二. 關係人訂約取得不動產時間距本交易訂約日已逾五年。</p> <p>三. 與關係人簽訂合建契約，或自地委建、租地委建等委請關係人興建不動產而取得不動產。</p>	<p>第十條之二</p> <p>本公司向關係人取得不動產<u>或其使用權資產</u>，應按下列方法評估交易成本之合理性：</p> <p>一、按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於財政部公布之非金融業最高借款利率。</p> <p>二、關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。</p> <p>合併購買<u>或租賃</u>同一標的之土地及房屋者，得就土地及房屋分別按前項<u>所列</u>任一方法評估交易成本。</p> <p>本公司向關係人取得不動產<u>或其使用權資產</u>，依<u>前二項</u>規定評估不動產<u>或其使用權資產</u>成本，並應洽請會計師複核及表示具體意見。</p> <p>本公司向關係人取得不動產<u>或其使用權資產</u>，有下列情形之一者，應依<u>前條</u>規定辦理，不適用前三項規定：</p> <p>一. 關係人係因繼承或贈與而取得不動產<u>或其使用權資產</u>。</p> <p>二. 關係人訂約取得不動產或其使用權資產時間距本交易訂約日已逾五年。</p> <p>三. 與關係人簽訂合建契約，或自地委建、租地委建等委請關係人興建不動產而取得不動產。</p> <p>四、本公司與子公司間取得供營業使用之<u>不動產使用權資產</u></p>	<p>配合 相關 法規 修訂</p>
<p>第十條之三</p> <p>本公司依前條第一項及第二項規定評估結果均較交易價格為低時，應依第十條之四規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者及會計師之具體合理性意見者，不在此限：</p> <p>一、關係人係取得素地或租地再行興建者，得</p>	<p>第十條之三</p> <p>本公司依前條第一項及第二項規定評估結果均較交易價格為低時，應依第十條之四規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者及會計師之具體合理性意見者，不在此限：</p> <p>一、關係人係取得素地或租地再行興建者，</p>	<p>配合 相關 法規 修訂</p>

<p>舉證符合下列條件之一者：</p> <p>(一)素地依第四項規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或財政部公布之最近期建設業毛利率孰低者為準。</p> <p>(二)同一標的房地之其他樓層或鄰近地區一年內之其他非關係人成交案例，其面積相近，且交易條件經按不動產買賣慣例應有之合理之樓層或地區價差評估後條件相當者。</p> <p>(三)同一標的房地之其他樓層一年內之其他非關係人租賃案例，經按不動產租賃慣例應有之合理之樓層價差推估其交易條件相當者。</p> <p>二、本公司舉證向關係人購入之不動產，其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。</p> <p>前項所稱鄰近地區成交案例，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人成交案例之面積不低於交易標的物面積百分之五十為原則；所稱一年內係以本次取得不動產事實發生之日為基準，往前追溯推算一年。</p>	<p>得舉證符合下列條件之一者：</p> <p>(一)素地依前條規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或財政部公布之最近期建設業毛利率孰低者為準。</p> <p>(二)同一標的房地之其他樓層或鄰近地區一年內之其他非關係人<u>交易</u>案例，其面積相近，且交易條件經按不動產買賣或租賃慣例應有之合理之樓層或地區價差評估後條件相當者。</p> <p>二、本公司舉證向關係人購入之不動產或租賃資產取得不動產使用權資產，其交易條件與鄰近地區一年內之其他非關係人<u>交易</u>案例相當且面積相近者。</p> <p>前項所稱鄰近地區<u>交易</u>案例，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人<u>交易</u>例之面積不低於交易標的物面積百分之五十為原則；所稱一年內係以本次取得不動產或其使用權資產事實發生之日為基準，往前追溯推算一年。</p>	
<p>第十條之四</p> <p>本公司向關係人取得不動產，如經按<u>第十條之二及第十條之三</u>規定評估結果均較交易價格為低者，應辦理下列事項：</p> <p>一、應就不動產交易價格與評估成本間之差額，依證券交易法第四十一條第一項規定提列特別盈餘公積，不得予以分派或轉增資配股。對公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依證券交易法第四十一條第一項規定提列特別盈餘公積。</p> <p>二、審計委員會應依公司法第二百十八條規定辦理。</p> <p>三、應將前二款處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p> <p>本公司經依前項規定提列特別盈餘公積者，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經主管機關同意後，始得動用該特別盈餘公積。</p>	<p>第十條之四</p> <p>本公司向關係人取得不動產或其使用權資產，如經按<u>前二條</u>規定評估結果均較交易價格為低者，應辦理下列事項：</p> <p>一、應就不動產或其使用權資產交易價格與評估成本間之差額，依證券交易法第四十一條第一項規定提列特別盈餘公積，不得予以分派或轉增資配股。對公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依證券交易法第四十一條第一項規定提列特別盈餘公積。</p> <p>二、審計委員會應依公司法第二百十八條規定辦理。</p> <p>三、應將前二款處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p> <p>本公司經依前項規定提列特別盈餘公積者，應俟高價購入或承租之資產已認列跌價損失或處分或終止租約為適當補償或恢復原狀，或有其他證據確定無不合理者，並經主管機</p>	<p>配合 相關 法規 修訂</p>

本公司向關係人取得不動產，若有其他證據顯示交易有不合營業常規之情事者，亦應依前二項規定辦理。	關同意後，始得動用該特別盈餘公積。 本公司向關係人取得不動產或其使用權資產，若有其他證據顯示交易有不合營業常規之情事者，亦應依前二項規定辦理。	
第十一條（從事衍生性商品交易評估、作業程序） 本公司已依法令規定訂定從事衍生性商品交易，相關內容詳「從事衍生性商品交易處理程序」。	第十一條（從事衍生性商品交易評估、作業程序） 本公司從事衍生性商品交易， <u>悉依本公司「從事衍生性商品交易處理程序」辦理。</u>	配合 相關 法規 修訂
第十二條（企業合併、分割、收購及股份受讓評估、作業程序） 本公司辦理合併、分割、收購或股份受讓，應於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論通過。但本公司合併其直接或間接持有百分之百已發行股份或資本總額之子公司，或其直接或間接持有百分之百已發行股份或資本總額之子公司間之合併，得免取得前開專家出具之合理性意見。	第十二條（企業合併、分割、收購及股份受讓評估、作業程序） 本公司辦理合併、分割、收購或股份受讓，應於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論通過。但本公司合併直接或間接持有百分之百已發行股份或資本總額之子公司，或 <u>本公司</u> 直接或間接持有百分之百已發行股份或資本總額之子公司間之合併，得免取得前開專家出具之合理性意見。	配合 相關 法規 修訂
第十二條之二 本公司參與合併、分割或收購除其他法律另有規定或有特殊因素事先報經主管機關同意者外，應於同一天召開董事會及股東會，決議合併、分割或收購相關事項。 本公司參與股份受讓除其他法律另有規定或有特殊因素事先報經主管機關同意者外，應於同一天召開董事會。 以下略	第十二條之二 本公司 <u>及</u> 參與合併、分割或收購之公司除其他法律另有規定或有特殊因素事先報經主管機關同意者外，應於同一天召開董事會及股東會，決議合併、分割或收購相關事項。 本公司 <u>及</u> 參與股份受讓之公司除其他法律另有規定或有特殊因素事先報經主管機關同意者外，應於同一天召開董事會。 以下略	配合 相關 法規 修訂
第十二條之七 參與合併、分割、收購或股份受讓之公司有非屬公開發行公司者，本公司應與其簽訂協議，並依第十二條之二、第十二條之三、 第十二條之六 規定辦理。	第十二條之七 參與合併、分割、收購或股份受讓之公司有非屬公開發行公司者，本公司應與其簽訂協議，並依第十二條之二、第十二條之三、 <u>及前條</u> 規定辦理。	配合 相關 法規 修訂
第十三條（公告申報程序） 本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊於主管機關指定網站辦理公告申報： 一、向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債、附買回、賣回條件之債券、申購或買回國內證券投資信託	第十三條（公告申報程序） 本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊於主管機關指定網站辦理公告申報： 一、向關係人取得或處分不動產 <u>或其使用權資產</u> ，或與關係人為取得或處分不動產 <u>或其使用權資產</u> 外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣 <u>國內</u> 公債、附買回、賣回	配合 相關 法規 修訂

事業發行之貨幣市場基金，不在此限。
二、進行合併、分割、收購或股份受讓。
三、從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。
四、取得或處分之資產種類屬供營業使用之設備，且其交易對象非為關係人，交易金額達新臺幣五億元以上。
五、以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額達新臺幣五億元以上。
六、除前五款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上。
但下列情形不在此限：

(一)買賣公債。

(二)以投資為專業，於海內外證券交易所或證券商營業處所所為之有價證券買賣，或於國內初級市場認購募集發行之普通公司債及未涉及股權之一般金融債券，或證券商因承銷業務需要、擔任興櫃公司輔導推薦證券商依財團法人中華民國證券櫃檯買賣中心規定認購之有價證券。

(三)買賣附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金。

前項交易金額依下列方式計算之：

一、每筆交易金額。

二、一年內累積與同一相對人取得或處分同一性質標的交易之金額。

三、一年內累積取得或處分（取得、處分分別累積）同一開發計畫不動產之金額。

四、一年內累積取得或處分（取得、處分分別累積）同一有價證券之金額。

前項所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定公告部分免再計入。

本公司應按月將本公司及其非屬國內公開發行公司之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入本會指定之資訊申報網站。

以下 略

條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金，不在此限。

二、進行合併、分割、收購或股份受讓。

三、從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。

四、取得或處分供營業使用之設備或其使用權資產，且其交易對象非為關係人，交易金額達新臺幣五億元以上。

五、以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，且其交易對象非為關係人，公司預計投入之交易金額達新臺幣五億元以上。

六、除前五款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上。但下列情形不在此限：

(一)買賣公債。

(二)以投資為專業者，於證券交易所或證券商營業處所所為之有價證券買賣，或於初級市場認購募集發行之普通公司債及未涉及股權之一般金融債券(不含次順位債券)，或申購或買回證券投資信託基金或期貨信託基金，或證券商因承銷業務需要、擔任興櫃公司輔導推薦證券商依財團法人中華民國證券櫃檯買賣中心規定認購之有價證券。

(三)買賣附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金。

前項交易金額依下列方式計算之：

一、每筆交易金額。

二、一年內累積與同一相對人取得或處分同一性質標的交易之金額。

三、一年內累積取得或處分（取得、處分分別累積）同一開發計畫不動產或其使用權資產之金額。

四、一年內累積取得或處分（取得、處分分別累積）同一有價證券之金額。

前項所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定公告部分免再計入。

本公司應按月將本公司及非屬國內公開發行公司之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入

	本會指定之資訊申報網站。	
	以下 略	
<p>第十四條（公司及各子公司取得非供營業使用之不動產或有價證券之總額及個別有價證券之限額）</p> <p>本公司及子公司得購買非供營業使用之不動產，其限額為本公司淨值百分之百，或投資有價證券，其限額為本公司淨值百分之百，但投資個別有價證券之限額為本公司淨值百分百。</p>	<p>第十四條（公司及各子公司取得非供營業使用之不動產<u>及其使用權</u>或有價證券之總額及個別有價證券之限額）</p> <p>本公司及子公司得購買非供營業使用之不動產<u>及其使用權</u>，其限額為本公司淨值百分之百，或投資有價證券，其限額為本公司淨值百分之百，但投資個別有價證券之限額為本公司淨值百分百。</p>	配合 相關 法規 修訂
<p>第十五條（對子公司取得或處分資產之控管程序）</p> <p>本公司之子公司應依「公開發行公司取得或處分資產處理準則」訂定或修訂其「取得或處分資產處理程序」經各子公司之董事會通過後生效實施。</p> <p>本公司之子公司非屬國內公開發行公司，取得或處分資產有第十三條規定應公告申報情事者，由本公司代為公告申報。</p> <p>前項子公司適用第十三條第一項之應公告申報標準有關達實收資本額百分之二十或總資產百分之十規定，以本公司之實收資本額或總資產為準。</p>	<p>第十五條（對子公司取得或處分資產之控管程序）</p> <p>本公司之子公司應依「公開發行公司取得或處分資產處理準則」訂定或修訂其「取得或處分資產處理程序」經各子公司之董事會通過後生效實施。</p> <p>本公司之子公司非屬國內公開發行公司，取得或處分資產有第十三條規定應公告申報情事者，由本公司代為公告申報。</p> <p>前項子公司適用第十三條第一項之應公告申報標準有關達實收資本額或總資產規定，以本公司之實收資本額或總資產為準。</p>	配合 相關 法規 修訂

【附件七】「從事衍生性商品交易處理程序」部分條文修正對照表

原條文	修正條文	修正理由
<p>第二條 交易種類</p> <p>本處理程序所稱之衍生性商品，係指其價值由資產、利率、匯率、或其他利益等商品所衍生之交易契約，如遠期契約、選擇權契約、交換契約，暨上述商品組合而成之複合式契約等。所稱之遠期契約，不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進（銷）貨合約。本公司不從事上述以外之其他衍生性商品交易。</p>	<p>第二條 交易種類</p> <p>本處理程序所稱之衍生性商品，係指其價值由特定利率、<u>金融工具價格、商品價格、匯率或費率指數、信用評等或信用指數</u>、或其他變數所衍生之遠期契約、選擇權契約、<u>期貨契約、槓桿保證金契約</u>、交換契約，<u>上述契約之組合、或嵌入衍生性商品之組合式契約或結構型商品等</u>。所稱之遠期契約，不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進（銷）貨合約。本公司不從事上述以外之其他衍生性商品交易。</p>	配合相關法規修訂
<p>第五條 契約總額及全部與個別契約損失上限</p> <p>避險性操作</p> <p>本公司之整體避險契約總額，以不超過未來一年內公司因業務所產生應收款項金額百分之七十五為限，超過此額度需提報董事會決議通過。</p>	<p>第五條 契約總額及全部與個別契約損失上限</p> <p>避險性操作</p> <p>本公司之整體避險契約總額，以不超過未來一年內公司因業務所產生應收款項金額百分之七十五為限，超過此額度需提報董事會決議通過。</p>	配合相關法規修訂
<p>第十三條</p> <p>內部稽核人員應定期瞭解衍生性商品交易內部控制之允當性，並按月查核交易相關部門對本處理程序相關規定之遵守情形，並分析交易循環，作成稽核報告，如發現重大違規情事，應以書面通知董事會。</p>	<p>第十三條</p> <p>內部稽核人員應定期瞭解衍生性商品交易內部控制之允當性，並按月查核交易相關部門對本處理程序相關規定之遵守情形，並分析交易循環，作成稽核報告，如發現重大違規情事，應以書面通知<u>審計委員會</u>。</p>	配合相關法規修訂

【附件八】「背書保證作業程序」部分條文修正對照表

現行條文	修正條文	說明
<p>第三條</p> <p>以上 略</p> <p>本公司基於承攬工程需要之同業間或共同起造人間依合約規訂互保，或因共同投資關係係由全體出資股東依其持股比率對被投資公司背書保證，或同業間依消費者保護法規範從事預售屋銷售合約之履約保證連帶擔保者，不受前二項規定之限制，得為背書保證。</p> <p>以下 略</p>	<p>第三條</p> <p>以上 略</p> <p>本公司基於承攬工程需要之同業間或共同起造人間依合約規定互保，或因共同投資關係係由全體出資股東依其持股比率對被投資公司背書保證，或同業間依消費者保護法規範從事預售屋銷售合約之履約保證連帶擔保者，不受前二項規定之限制，得為背書保證。</p> <p>以下 略</p>	配合 相關 法規 修訂
<p>第五條（決策及授權層級）</p> <p>本公司所為背書保證事項，應審慎評估是否符合「公開發行公司資金貸與及背書保證處理準則」及本公司所訂「背書保證作業程序」之規定，並經詳細審查程序，將評估結果提報董事會決議通過後始得為之。但為配合時效需要，得由董事會授權董事長在本公司最近期財務報表淨值百分之二十以內先予決行，後提報次一董事會追認。本公司直接及間接持有表決權股份達百分之九十以上之子公司依第三條第二項規定為背書保證前，並應提報本公司董事會決議後始得辦理。但公開發行公司直接及間接持有表決權股份百分之百之公司間背書保證，不在此限。</p> <p>本公司已設置獨立董事時，其為他人背書保證時，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紀錄。</p>	<p>第五條（決策及授權層級）</p> <p>本公司所為背書保證事項，應審慎評估是否符合「公開發行公司資金貸與及背書保證處理準則」及本公司所訂「背書保證作業程序」之規定，並經詳細審查程序，將評估結果提報董事會決議通過後始得為之。但為配合時效需要，得由董事會授權董事長在本公司最近期財務報表淨值百分之二十以內先予決行，後提報次一董事會追認。本公司直接及間接持有表決權股份達百分之九十以上之子公司依第三條第二項規定為背書保證前，並應提報本公司董事會決議後始得辦理。但公開發行公司直接及間接持有表決權股份百分之百之公司間背書保證，不在此限。</p> <p>本公司為他人背書保證時，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紀錄。</p>	配合 相關 法規 修訂
<p>第六條（背書保證辦理程序）</p> <p>以上略</p> <p>財務部所建立之背書保證備查簿，應就背書保證對象、金額、董事會通過或董事長決行日期、背書保證日期、依本規定應審慎評估之事項、擔保品內容及其評估價值以及解除背書保證責任之條件與日期等，詳予登載備查。</p> <p>被背書保證企業還款時，應將還款之資料照會本公司，以便解除本公司保證之責任，並登載於背書保證備查簿上。</p>	<p>第六條（背書保證辦理程序）</p> <p>以上略</p> <p>本公司辦理背書保證事項，應建立備查簿就背書保證對象、金額、董事會通過或董事長決行日期、背書保證日期、依本規定應審慎評估之事項、擔保品內容及其評估價值以及解除背書保證責任之條件與日期等，詳予登載備查。</p> <p>被背書保證企業還款時，應將還款之資料照會本公司，以便解除本公司保證之責任，並登載於背書保證備查簿上。</p>	配合 相關 法規 修訂

<p>第八條（辦理背書保證應注意事項） 本公司之內部稽核人員應至少每季稽核背書保證作業程序及其執行情形，並作成書面紀錄，如發現重大違規情事，應即以書面通知各獨立董事。</p> <p>本公司如因情事變更，致背書保證對象原符合本程序第三條規定而嗣後不符合，或背書保證金額因據以計算限額之基礎變動致超過本程序第四條所訂額度時，則稽核單位應督促財務部對於該對象所背書保證之金額或超限部份於合約所訂期限屆滿時或訂定於一定期限內全部消除，並將該改善計畫送各獨立董事，以及報告於董事會。</p> <p>本公司辦理背書保證因業務需要，而有超過本程序所訂額度之必要且符合本程序所訂條件者，應經董事會同意並由半數以上之董事對公司超限可能產生之損失具名聯保，並修正本程序，報經股東會追認之；股東會不同意時，應訂定計畫於一定期限內銷除超限部分。</p> <p>本公司已設置獨立董事者，於董事會討論時，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紀錄。</p>	<p>第八條（辦理背書保證應注意事項） 本公司之內部稽核人員應至少每季稽核背書保證作業程序及其執行情形，並作成書面紀錄，如發現重大違規情事，應即以書面通知審計委員會。</p> <p>本公司如因情事變更，致背書保證對象<u>不符本準則規定或金額超限時</u>，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。</p> <p>本公司辦理背書保證因業務需要，而有超過本程序所訂額度之必要且符合本程序所訂條件者，應經董事會同意並由半數以上之董事對公司超限可能產生之損失具名聯保，並修正本程序，報經股東會追認之；股東會不同意時，應訂定計畫於一定期限內銷除超限部分。</p> <p>本公司於前項董事會討論時，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紀錄。</p>	
<p>第十條（應公告申報之時限及內容） 本公司應於每月十日前公告申報本公司及子公司上月份背書保證餘額。</p> <p>本公司背書保證達下列標準之一者，應於事實發生日之即日起算二日內公告申報： 一、本公司及子公司背書保證餘額達本公司最近期財務報表淨值百分之五十以上。 二、本公司及子公司對單一企業背書保證餘額達本公司最近期財務報表淨值百分之二十以上。 三、本公司及子公司對單一企業背書保證餘額達新臺幣一千萬元以上且對其背書保證、長期性質之投資及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。 四、本公司或子公司新增背書保證餘額達新臺幣三千萬元以上且達該本公司最近期財務報表淨值百分之五以上。</p> <p>本公司之子公司非屬國內公開發行公司者，該子公司有前項第四款應輸入</p>	<p>第十條（應公告申報之時限及內容） 本公司應於每月十日前公告申報本公司及子公司上月份背書保證餘額。</p> <p>本公司背書保證達下列標準之一者，應於事實發生日之即日起算二日內公告申報： 一、本公司及子公司背書保證餘額達本公司最近期財務報表淨值百分之五十以上。 二、本公司及子公司對單一企業背書保證餘額達本公司最近期財務報表淨值百分之二十以上。 三、本公司及子公司對單一企業背書保證餘額達新臺幣一千萬元以上且對其背書保證、<u>採用權益法之投資帳面金額</u>及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。 四、本公司或子公司新增背書保證餘額達新臺幣三千萬元以上且達該本公司最近期財務報表淨值百分之五以上。</p> <p>本公司之子公司非屬國內公開發行公司者，該子公司有前項第四款應輸入公開資</p>	

<p>公開資訊觀測站之事項，應由本公司為之。</p> <p>本公司應評估或認列背書保證之或有損失，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執行必要之查核程序。</p> <p>本公司之公告申報，係指輸入金融監督管理委員會指定之資訊申報網站。本公司所稱事實發生日，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。</p>	<p>訊觀測站之事項，應由本公司為之。</p> <p>本公司應評估或認列背書保證之或有損失，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執行必要之查核程序。</p> <p>本公司之公告申報，係指輸入金融監督管理委員會指定之資訊申報網站。本程序所稱事實發生日，係指簽約日、付款日、董事會決議日或其他足資確定背書保證對象及金額之日等日期孰前者。</p>	
<p>第十三條（實施與修訂）</p> <p>另本公司已設置獨立董事時，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紀錄。</p> <p>本程序經董事會通過後應即提報股東會討論並取得其同意，修正時亦同。</p>	<p>第十三條（實施與修訂）</p> <p><u>本公司訂定或修正背書保證作業程序，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。</u></p> <p><u>前項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。</u></p> <p><u>第一項所稱審計委員會全體成員及前項所稱全體董事，以實際在任者計算之。</u></p> <p>本程序經董事會通過後應提報股東會討論並取得其同意，如有董事表示異議且有紀錄或書面聲明者，本公司應將其異議提報股東會討論，修正時亦同。</p>	

【附件九】「資金貸與他人作業程序」部分條文修正對照表

現行條文	修正條文	說明
<p>第三條 (資金貸與總額及個別對象之限額)</p> <p>以上 略</p> <p>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，不受第二項之限制。但仍應依資金貸與總額及個別對象之限額，分別就業務往來——短期融通資金訂定總額、個別對象之限額、資金貸與期限及計息方式。</p>	<p>第三條 (資金貸與總額及個別對象之限額)</p> <p>以上 略</p> <p>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，<u>或本公司直接及間接持有表決權股份百分之百之國外公司對本公司從事資金貸與</u>，不受第二項之限制。但仍訂定資金貸與總額及個別對象之限額，<u>並應明定資金貸與期限。</u></p> <p><u>公司負責人違反第一項時，應與借用人連帶負返還責任；如公司受有損害者，亦應由其負損害賠償責任。</u></p>	配合相關法規修訂
<p>第四條 (與其關係企業間之資金貸予應注意事項)</p> <p>本公司與母公司或子公司間，或子公司間之資金貸與，應依規定提董事會決議，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。</p> <p>以下 略</p>	<p>第四條 (與其關係企業間之資金貸予應注意事項)</p> <p>本公司與子公司，或子公司間之資金貸與，應依規定提董事會決議，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。</p> <p>以下 略</p>	配合相關法規修訂
<p>第十一條 (應公告申報之時限及內容)</p> <p>以上 略</p> <p>本公司應依一般公認會計原則規定，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執行必要之查核程序。</p> <p>本程序所稱事實發生日，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。</p>	<p>第十一條 (應公告申報之時限及內容)</p> <p>以上 略</p> <p>本公司應依一般公認會計原則規定，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執行必要之查核程序。</p> <p>本程序所稱事實發生日，係指簽約日、付款日、董事會決議日或其他足資確定<u>資金貸與</u>對象及金額之日等日期孰前者。</p>	配合相關法規修訂
<p>第十三條 (實施與修訂)</p> <p>本作業程序經董事會通過後，送審計委員會並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，公司應將其異議併送審計委員會及提報股東會討論，修正時亦同。本公司已設置獨立董事時，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紀錄。</p>	<p>第十三條 (實施與修訂)</p> <p>本公司訂定或修正資金貸與他人作業程序，<u>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。</u></p> <p><u>前項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。</u></p> <p><u>第一項所稱審計委員會全體成員及前項所稱全體董事，以實際在任者計算之。</u></p> <p>本程序經董事會通過後<u>應提報股東會同意</u>，如有董事表示異議且有紀錄或書面聲明者，<u>本公司應將其異議提報股東會討論，修正時亦同。</u></p>	

肆、附錄

【附錄一】公司章程

Sixth Amended and Restated Articles of Association

of

Inmax Holding Co., Ltd.

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

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

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

Inmax Holding Co., Ltd.

公司章程

(2016 年 6 月 16 日經股東常會特別決議通過修正)

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INTERPRETATION

釋義

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

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

WORD

用詞

MEANING

定義

“Applicable Listing Rules”

the relevant laws, regulations, rules and code as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of Securities and Exchange Act of the R.O.C, or any similar statute and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission of the R.O.C., Taiwan Depository Clearing Corporation or the stock exchanges in Taiwan.

「上市(櫃)法規」

因本公司股份於台灣之證券交易所、財團法人中華民國證券櫃檯買賣中心或證券市場初次或繼續掛牌交易而適用之法律、命令、規則，包括但不限於中華民國證券交易法或類似法令、中華民國主管機關之法令、中華民國金融監督管理委員會、臺灣集中保管結算所股份有限公司或台灣之證券交易所制訂之法令規章。

“Articles”

these Articles in their present form or as supplemented or amended or substituted from time to time.

「本章程」

現行章程及其後隨時修訂補充者。

“Auditor Committee”

has the meaning ascribed to it in Article 95A of these Articles.

「審計委員會」	審計委員會相關定義請見本章程 95A。
“Auditor”	the auditor of the Company for the time being and may include any individual or partnership.
「會計師」	本公司之會計師，得為個人或合夥。
“Board”	the board of directors appointed or elected pursuant to these Articles and acting by resolution in accordance with the Law and these Articles or the directors present at a meeting of directors at which there is a quorum.
「董事會」	指根據本章程選任，並依開曼公司法與本章程決議而行使職權之董事組成之董事會，或董事之集會且達出席定足數者。
“Business Day”	a day (other than a Saturday or Sunday) on which banks are generally open in the R.O.C. for normal business.
「營業日」	中華民國境內銀行正常營業之日（週六日除外）。
“capital”	the share capital from time to time of the Company.
「資本」	公司之資本。
“clear days”	in relation to the period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
「經過期間」	自通知發出或視為發出之翌日起算，至通知生效或通知所達目的之前一日之期間。
“Company”	Inmax Holding Co., Ltd.
「本公司」	指 Inmax Holding Co., Ltd.
“debenture” and “debenture holder”	include debenture stock and debenture stockholder respectively.
「債權股證」及 「債權股證持有 人」	指債權股證及其持有人。

“Designated Stock Exchange” or “GTSM”	the Gretai Securities Market for so long as the shares of the Company are registered with, listed or quoted on the Gretai Securities Market (including its Emerging Stock Market) or such other stock exchange in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.
「指定交易所」或「櫃買中心」	本公司股票於財團法人中華民國證券櫃檯買賣中心(含興櫃股票市場)登錄或掛牌者，指財團法人中華民國證券櫃檯買賣中心；本公司股份於其他證券交易所第一上市掛牌者，指該其它證券交易所。
“Dematerialized Form”	in relation to issued shares, means an issued share which is in scripless form and which is not represented by a physical share certificate.
「無實體」	指已發行股份無紙化，而無實體股票表彰之。
“Director”	a director of the Company
「董事」	董事 指本公司董事
“head office”	such office of the Company as the Directors may from time to time determine to be the principal office of the Company.
「主營業所」	指經董事決定為公司主要營業處所之處所。
“market day”	a day on which the Designated Stock Exchange is open for trading in securities.
「交易日」	指指定交易所開市而得買賣證券之日。
“Independent Directors”	those Directors appointed as “Independent Directors” pursuant to the requirements of the Applicable Listing Rule in respect of Independent Directors qualification.
「獨立董事」	指依據上市(櫃)法規關於獨立董事資格之規定選任為「獨立董事」之董事。
“Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.
「開曼公司法」	指開曼公司法第 22 章 (經 Law 3 of 1961 合併修訂者)。
“Member” or “shareholder”	a duly registered holder from time to time of the shares in the capital of the Company.
「股東」	持有本公司股份並經登記為股東之人。
“month”	a calendar month.
「月」	即日曆月
“Notice”	written notice as further provided in these Articles unless

「通知」	otherwise specifically stated. 指依本章程所為之書面通知，但另有規定者不在此限。
“NTD” 「新台幣」	New Taiwan Dollars. 新台幣。
“Office” 「註冊地址」	the registered office of the Company for the time being. 本公司之註冊所在處所。
“paid up” 「實收」	paid up or credited as paid up. 實收或貸記為實收。
“Register” 「過戶登記處」	the principal register of Members and where applicable, any branch register of Members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time. 指主要過戶登記處或董事會決定於開曼群島境內外設置之分支單位。
“R.O.C.” 「中華民國」	the Republic of China, its territories, its possessions and all areas subject to its jurisdiction. 中華民國領土、占領區及轄區。
“R.O.C. Laws” 「中華民國法令」	the laws and regulations of the R.O.C., including without limitation, the Applicable Listing Rules. 中華民國法令，包括但不限於上市(櫃)法規。
“Registration Office” 「登記辦公室」	in respect of any class of share capital, such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered. 就任何種類股份而言，指董事會指定受理該種類股份登記之過戶登記處分處。除董事會另有規定外，該種類股份之過戶及股權文件應送交該辦公室登記。
“Seal” 「印鑑」	common seal or any one or more duplicate seals of the Company (including a securities seal) for use in the Cayman Islands or in any place outside the Cayman Islands. 公司印鑑，任何同一式之公司印章（包括證券印鑑）。印鑑得於開曼群島境內外任何地方使用。
“Secretary”	any person firm or corporation appointed by the Board to

「秘書」	perform any of the duties of secretary of the Company and includes any assistant, deputy, temporary or acting secretary. 經董事會任命以執行公司秘書職務之任何個人、公司或企業，包括助理、臨時或代理秘書。
“Shares” or “shares” 「股份」	shares in the capital of the Company. 公司資本所分之股份。
“Shareholders’ Service Agent” 「股務代理機構」	an agent licensed by the R.O.C. authorities to provide certain shareholder services in accordance with the Applicable Listing Rules. 指經中華民國主管機關核准，得依據上市(櫃)法規辦理股務之代理人。
“Statutes” 「開曼法」	the Law and every other act of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles. 指開曼公司法及其他經開曼群島立法機關通過有效之法律，本公司、公司組織大綱及/或本章程應受其拘束者。
“Subordinate Company” 「從屬公司」	means (i) a company of which a majority of its total issued voting shares or of its total amount of capital stock is held by the Company; or (ii) a company which the Company has direct or indirect control over the management of the personnel, financial or business operations of such company; or (iii) a company where the majority of its directors are also contemporaneously acting as Directors of the Company; or (iv) a company of which a majority of its total issued voting shares or of its total amount of capital stock are held by the same shareholders who/which also hold a majority of the total issued voting shares or total amount of capital stock of the Company. 指下列任一情形之他公司：(i)本公司持有他公司之已發行有表決權股份或資本總額超過半數者；(ii)本公司直接或間接控制他公司人事、財務或業務經營者；(iii)本公司與他公司之董事有半數以上相同者；或 (iv)本公司與他公司之已發行有表決權股份或資本總額有半數以上為相同股東持有或出資者。
“year” 「年」	a calendar year. 即日曆年。

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

除標題或內文有不同解釋外，在本章程內：

- (a) words importing the singular include the plural and *vice versa*;
用詞為單數者，包括複數；反之亦然；
- (b) words denoting the masculine gender include the feminine and neuter genders;
用詞為陽性者，涵蓋陰性及中性；
- (c) words importing persons include companies, associations and bodies of persons whether corporate or not;
「人」包括公司、社團及人之集合，無論是否法人化；
- (d) the words:-
有關以下字詞：
 - (i) "may" shall be construed as permissive;
『得』字作許可解；
 - (ii) "shall" or "will" shall be construed as imperative;
『應』或『將』字作應當解；
- (e) expressions referring to writing or its cognates shall be construed as including facsimile printing, lithography, photography, electronic mail and other modes of representing words in a visible form;
書面及其同類語包括傳真、平版複印、照相、電子郵件及其他以視覺辨識文字之模式；
- (f) references to any law, act, ordinance, statute or statutory provision shall be interpreted as relating to any statutory modification or re-enactment thereof for the time being in force;
法規命令指當時有效之修正或全文重新制訂之法規命令；
- (g) save as aforesaid words and expressions defined in the Statutes shall bear the same meanings in these Articles;
開曼法之用語，本章程採同一解釋，但以上另有定義者不在此限；

- (h) a resolution shall be a Special Resolution when it has been passed by a majority of not less than two-thirds of votes cast by Members, being entitled so to do, voting in person or, in the case of Members being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy, who together hold more than one-half of the total issued Shares of the Company, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
特別決議指股東會召急通知載明維特別決議事項之議案，經持有本公司已發行股份總數過半數股東出席，出席股東表決權三分之二以上之同意之決議；股東得親自出席表決，法人股東由其合法授權代表為之，倘得使用委託書，得由受託人為之；
- (i) a resolution shall be an Ordinary Resolution when it has been passed by a majority of votes cast by Members, being entitled so to do, voting in person or, in the case of Members being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy at a general meeting, who together hold more than one-half of the total issued Shares of the Company;
普通決議指經持有本公司已發行股份總數過半數股東出席，出席股東表決權過半數之同意之決議；股東得親自出席表決，法人股東由其合法授權代表為之，倘得使用委託書，得由受託人為之；
- (j) a Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles or the Statutes; and
本章程或開曼法規定之一般決議事項而以特別決議為之者，該決議有效；
- (k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.
所謂文件之簽署包括以簽名、蓋印、電子簽章或任何其他方式為之者；所謂通知或文件包括以數位、電子、磁性或其他擷取形式或媒介而紀錄或儲存者，及得以視覺辨識之資料，不以具有實體者為限。

SHARE CAPITAL

股本

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

本公司股本自本章程生效起，分為股份，每股面額新台幣 10 元。

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

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

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

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

3(2A) The Company is authorised to hold treasury shares in accordance with the Law and the Board may designate as treasury shares any of its shares that it purchases or redeems, or any shares surrendered to is, in accordance with the Law. A treasury share shall not be counted in determining the total number of issued shares of the Company at any given time, whether for the purposes of these Articles or the Law. For so long as the Company holds treasury shares, the Company shall be entered in the Register as holding those shares. Shares held by the Company as treasury shares shall continue to be classified as treasury shares until such shares are either cancelled or transferred in accordance with the Law and these Articles.

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

3(2B) For so long as the shares of the Company are listed on the Designated Stock Exchange, shares that have been purchased by the Company and classified as treasury shares may be transferred to employees of the Company and of its Subordinate Companies at a price not less than the average actual repurchase price of those shares, unless consent of the members in general meetings by Special Resolution shall have been obtained for a lower price. The following matters shall be listed in the notice for that general meeting at which no ad hoc motion is allowed:

本公司股份於指定交易所掛牌期間，本公司買回股份並列為庫藏股者得以不低於實際買回股份之平均價格轉讓予本公司及子公司員工，除非該較低價格已獲股東會特別決議同意，並應於該次股東會召集事由中列舉並說明下列事項，不得以臨時動議提出：

- (a) The price of transfer, the valuation percentage, the bases of calculations, and the reasonableness thereof;
所定轉讓價格、折價比率、計算依據及合理性。
- (b) The number of shares to be transferred, the purpose, and the reasonableness thereof;
轉讓股數、目的及合理性。
- (c) Qualification requirements for employees subscribing for shares and the number of shares they are allowed to subscribe for;
認股員工之資格條件及得認購之股數。
- (d) Factors affecting shareholders' equity:
對股東權益影響事項：
 - (i) The expensable amount and dilution of the company's earnings per share.
可能費用化之金額及對公司每股盈餘稀釋情形。
 - (ii) Explanation about what financial burden will be imposed on the Company by transferring shares to employees at less than the average actual repurchase price.
說明低於實際買回股份之平均價格轉讓予員工對公司造成之財務負擔。

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

shares transferred to any single employee may not exceed 0.5 percent of total issued shares.

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

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

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

- (a) The type, number and amount of Shares currently held by the Directors and any Members on behalf of themselves or another, holding more than ten percent (10%) of the Company's issued Shares;
董事及持有公司已發行股份超過百分之十之股東自己及以他人名義目前持有之股份種類、數量。
- (b) The recommendation made to the Members on such tender offer purchase, wherein the names and reasons of every Director(s) who object(s) to the tender offer shall be indicated;
就該次收購對股東之建議，並應載明持反對意見之董事姓名及其所持理由。
- (c) Whether there were major changes to the Company's financial conditions after delivery of its most recent financial statements, and the contents of such changes;
and
公司財務狀況於最近期財務報告提出後有無重大變化及其變化內容。
- (d) The type, number and amount of Shares of the offeror or its affiliates held by the Directors or any Member on behalf of themselves or another, holding more than ten percent (10%) of the Company's issued Shares.
董事或持股超過百分之十之股東自己及以他人名義持有公開收購人或其關係企業之股份種類、數量及金額。

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

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

ALTERATION OF CAPITAL

資本變動

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

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

- (a) increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe;
增加資本總額及股份總數；
- (b) consolidate and divide all or any of its capital into shares of larger amount than its existing shares;

合併及分割資本總額並提高每股面額；

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

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

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

SHARE RIGHTS

股權

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

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

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

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

7. (1) Where the Company is to issue preferred shares, the total number, terms and conditions (including the number of shares constituting each such class or series, dividend rights, conversion rights, redemption privileges, voting powers, full or limited or no voting powers, and liquidation preferences) of the preferred shares shall be explicitly stipulated in these Articles. The memorandum of association of the Company and these Articles shall be amended with the sanction of a Special Resolution to stipulate the rights, benefits and restrictions of such preferred shares and the authorised number of the preferred shares. In particular and without prejudice to the generality of the foregoing, subject to the total number of preferred shares provided under these Articles and the terms and conditions of the preferred shares, approval by the Members by way of a Special Resolution is required to authorise and approve the issuance of one or more classes or series of preferred shares and to fix the designations, powers, preferences and relative, participating, optional and other rights, if any, and the qualifications, limitations and restrictions thereof, if any, including, without limitation, the number of shares constituting each such class or series, dividend rights, conversion rights, redemption privileges, voting powers, full or limited or no voting powers, and liquidation preferences, and to increase or decrease the size of any such class or series (but not below the number of shares of any class or series of preferred shares then outstanding) to the extent permitted by the Applicable Listing Rules.

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

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

本公司發行優先股，其條件得與既有優先股相當或享有更優先順位。

VARIATION OF RIGHTS

權利變更

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

differently treated formed a separate class the special rights whereof are to be varied.

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

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

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

SHARES

股份

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

本公司收足股款，始得發行股份。公司發行新股時，應由董事會以董事三分之二以上之出席，及出席董事過半數同意之決議行之，並應遵守開曼公司法及股東會決議，且不得違反特別股之權利及限制，本公司於指定交易所掛牌期間並應遵守上市(櫃)法規。本公司未發行股份(無論構成原有或增資資本與否)由董事會處理，董事會得招募、分配、授予選擇權或為其他處分，其對象、時間、對價及條件由董事會全權決定，除開曼公司法另有規定外，不得折價發行。

- (2) Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares (including issue of shares as dividends or bonus), to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.

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

東，不視為不同種類股份之股東。

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

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

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

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

(5) For so long as the Shares are listed on the Designated Stock Exchange, unless otherwise resolved by the Members in general meeting by Special Resolution, if at anytime the Board resolves to issue any new Shares, the Company shall, after reserving the portion of Shares for (i) subscription by its employees and the employees of its Subordinate Companies pursuant to Article 10(3) above and (ii) for public offering in the R.O.C. pursuant to the preceding Article 10 (4), grant to the existing Members a pre-emptive right to subscribe for new shares of the Company in proportion to their then shareholdings and advise the Members, by a public announcement made in accordance with the Applicable Listing Rules and give Notice to the Members, of their pre-emptive rights. The Company shall state in such Notice that a Member is deemed to have waived his pre-emptive right if such Member fails to exercise his right to subscribe for his portion of the new Shares within the assigned deadline. Where an exercise of the pre-emptive rights may result in fractional entitlement, the fractional entitlements of two or more Members may be combined to jointly subscribe for one or more new shares or for the subscription of whole new shares in the name of a single Member. New Shares left unsubscribed by the Members may be offered for by the Company to the public or for subscription by specific person or persons through negotiation, provided that the provisions of this paragraph (5) shall not apply to any issuance of shares made pursuant to Article 10(7) and

Article 10(9) of these Articles.

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

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

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

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

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

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

除開曼法另有規定外，本公司經股東會特別決議創設一種股份，其發行轉讓受限制或股份權利受服務條件、績效條件或其他條件限制(簡稱“限制員工權利股份”)，並授權董事會發行該股份予員工或從屬公司員工。其發行數量、發行價格、發行條件及其他應遵行事項，應符合上市櫃法規。

(8) Subject to Applicable Listing Rules (if applicable), the Company may issue fractions of a share.

本公司得發行畸零股，但不得違反上市(櫃)法規。

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

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

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

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

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

但第 b 款及第 c 款之應募人總數，不得超過 35 人。

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

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

12. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any fractional part of a share or (except only as otherwise provided by these Articles or by law) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

除法律另有規定外，本公司不承認任何人按信託關係持有本公司股份。除對股份整體主張絕對權者外，本公司亦無義務承認對任何股份之一部或全部主張享有衡平、或有、未來或部份利益或任何其他權利(但本章程或法律另有規定者除外)，縱然受通知者亦然。

SHARE CERTIFICATES

股票

13. Every share certificate shall be issued under the Seal or a facsimile thereof and shall specify the name of the Member, the number and class and distinguishing numbers (if any or if required by the Law) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. No certificate shall be issued representing shares of more than one class nor will be issued in bearer form. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person. For the avoidance of doubt, no share certificate is required to be issued in respect of shares issued in Dematerialised Form. Where Shares are issued in Dematerialised Form,

the Company shall procure and instruct the relevant depositary or clearing house to make the necessary book entries to reflect the entitlement of the relevant Member in accordance with R.O.C Laws and the Statutes.

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

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

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

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

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

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

股份由數人共有者，任一共有人得請求銷除或發行股票。

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

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

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

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

17. For as long as the shares are listed on the Designated Stock Exchange, every person whose name is entered as a Member in the Register shall be entitled to receive within thirty (30) days from the date the name of the Member is entered into the Register (or such other period prescribed by the Applicable Listing Rules) share certificates in reasonable denominations for any shares issued or transferred. The Company shall make a public announcement in

accordance with the Applicable Listing Rules prior to the delivery of such certificate.

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

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

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

REGISTER OF MEMBERS

過戶登記處

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

本公司應保存一份以上之股東名簿，並依據開曼公司法記載。

(2) The Register shall be kept at the Office or at any other place within or without the Cayman Islands.

過戶登記處應設於註冊地址或開曼群島境內或境外處所。

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

過戶登記處應按下列條件開放查閱：(i) 於註冊地址、其他依據開曼公司法保存股東名簿之處所或股份過戶登記代理人之事務所，每營業日至少 2 小時；並(ii) 股東得免費查閱，其他人士應支付費用，費用由董事會定之。申請人應指定查閱範圍並出示有法律上利害關係之證明文件。董事會得裁量而拒絕查閱股東名冊之請求。過戶登記處得於董事會決議之時間或期間停止為全部股票或特定種類股票辦理過戶登記，但應按指定交易所之規定通知。

RECORD DATES AND CLOSING OF REGISTER OF MEMBERS

基準日與停止過戶

21. (1) Notwithstanding any other provision of these Articles the Company or the Directors may

fix any date as the record date for:-

本公司或董事得為下列事項決定其基準日，不受本章程其他規定影響：

- (a) determining the Members entitled to receive any dividend, distribution, allotment or issue; and
為確定有權受領股息、紅利、配股或發行之股東；
- (b) determining the Members entitled to receive notice of and to vote at any general meeting of the Company.
為確定有權收受股東會召集通知及出席投票之股東。

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

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

TRANSFER OF SHARES

股份轉讓

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

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

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

23. (1) The Board may, in its absolute discretion and without giving any reason therefor, refuse

to register a transfer of any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists

員工獎勵計畫發行之股份而受轉讓限制者，董事會得不附理由拒絕辦理過戶登記。

(2) [deleted].

[刪除]。

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

董事會於法律允許限度內，得隨時將過戶登記處所登載之股份移轉於其分處，將過戶登記處分處記載之股票移轉於過戶登記處或其他分處。股東要求前開移轉者，應負擔相關成本，除非董事會另有決定。

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

本公司股份非經董事會同意，不得於過戶登記處及其各分處間互相移轉，過戶及其他權利文件應送交登記。於過戶登記處分處登記者，送交登記辦公室；於過戶登記處登記者，送交註冊地址或過戶登記處依據開曼法設置之處所。董事會同意與否及同意條件由其全權決定，毋需說明理由。

(5) Save as provided in these Articles, there shall be no restriction on the transfer of fully paid up shares (except where required by law, or the rules or regulations of the Designated Stock Exchange).

除本章程另有規定外，已繳足股款之股份之轉讓不得限制，但法律或指定交易所規章另有規定者不在此限。

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

未符合下列條件之一者，董事會得拒絕受理過戶文件：

- (a) a fee, if any, of such sum as the Board may from time to time require is paid to the Company in respect thereof;
付清過戶費用，金額由董事會定之；
- (b) the instrument of transfer is in respect of only one class of share;
過戶文件為同一種類股份；
- (c) the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Law accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and

過戶文件、股票及其他證明文件送交註冊地址或依據開曼公司法設置過戶登記處之其他處所。董事會得要求出示出讓人有權轉讓股份之合理證明文件(若由他人代為簽署轉讓文件者，該他人之權源證明)；

- (d) if applicable, the instrument of transfer is duly and properly stamped.
過戶文件貼足印花 (若適用)。

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

董事會拒絕受理過戶登記者，應於過戶文件送達後一個月內，通知出讓人與受讓人。

GENERAL MEETINGS

股東會

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

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

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

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

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

- (2) The Company shall give a public notice in such manner permitted by the Applicable Listing Rules at such time as may be deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals, which must not be more than three hundred (300) words in length.

本公司應依上市(櫃)法規公告受理股東之提案、受理處所及受理期間；其受理期間不得少

於十日。股東所提議案以三百字為限。

(3) Any Member(s) whose written proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorized representative(s), and participate in the discussion of such proposal.

股東之書面提案經董事會接受者，其親自、委託代理出席及法人股東指定代理人出席股東會之權利不受影響，並參與提案之討論。

(4) The Board may exclude a proposal submitted by a Member if:

有以下情事之一者，董事會得不列為提案：

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

and in each case, the excluded proposal shall not be discussed at the annual general meeting.
未列入之議案不得於股東常會討論。

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

本公司應於股東常會通知內載明受理列入議程之書面提案。

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

股東常會以外之股東會為股東臨時會。

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

股東臨時會由董事會隨時召集，時間地點由董事會決定。股東繼續一年以上，持有已發行股份總數百分之三以上者，得以書面記明提議事項及理由，請求董事會召集股東臨時會。

(2) If the Board fails to give notice for convening an extraordinary general meeting within fifteen (15) days after receiving such Requisition Proposal, the proposing Member(s) may convene an extraordinary general meeting by sending out a notice of general meeting in accordance with these

Articles provided that to the extent required by Applicable Listing Rules, an application shall have been submitted by such Member(s) to the competent authorities in the Cayman Islands or, where applicable, in Taiwan for their prior approval for convening the extraordinary general meeting and that the approval has been granted. Such proposing Member(s) shall be entitled to determine the time and place of the extraordinary general meeting.

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

(3) The Board will not be required to prepare the manual referred to in Article 33 where a general meeting is convened by Member(s).

股東臨時會由股東召集時，董事會不需準備第 33 條之議事手冊。

NOTICE OF GENERAL MEETINGS

股東會召集通知

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

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

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

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

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

下列事項，非經列舉於股東會召集事由並說明其主要內容者，不於股東會提議討論：

- (a) any election or removal of Directors;
選任或解任董事；
- (b) any change to the name of the Company;
變更公司名稱；
- (c) any amendment or modification to the memorandum of association and/or these Articles;
變更公司組織大綱及/或本章程；
- (d) any dissolution, voluntary winding up, merger, consolidation, amalgamation of the Company or a spin-off of the Company's business;
公司清算、解散、吸收合併、新設合併、存續合併或分割；
- (e) any proposal for the Company to enter into, amend, or terminate any contract for lease

- of its business, management contract or joint operation contract;
締結、變更或終止關於出租全部營業，委託經營或與或他人經常共同經營之契約；
- (f) the transfer of the whole or any substantial part of the Company's business or assets;
讓與全部或主要部份之營業或財產；
 - (g) the acquisition of the whole part of the business or assets of a third party, which has a material effect the operations of the Company;
受讓他人全部營業或財產，對公司營運有重大影響者；
 - (h) any issuance of securities of the Company by way of private placement;
私募發行有價證券；
 - (i) to the extent permitted by the Applicable Listing Rules, any proposal to approve a Director to engage in activities in competition with the Company; and
於上市(櫃)法規允許限度內，董事從事競業行為之許可；
 - (j) upon recommendation of the Board, any proposal to distribute dividends or distributions in whole or in part by way of issuance of new Shares of the Company out of any reserve set aside from profits, Capital Reserve (as defined in Article 111) or surplus as permitted by the Law

按董事會之提議，於開曼公司法允許限度內，以發行新股方式，分派股息及紅利之全部或一部，或將盈餘公積或資本公積（如第 111 條所定義）以發行新股分配與原股東者

- (k) upon recommendation of the Board, any proposal to make cash distributions out of the reserve set aside from profits or Capital Reserve (as defined in Article 111) as permitted by the Law.

按董事會之提議，於開曼公司法允許限度內，將盈餘公積或資本公積（如第 111 條所定義）以現金分配予股東。

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

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

PROCEEDINGS AT GENERAL MEETINGS 股東常會議事程序

33. (1) The Board shall prepare a manual setting out the agenda of a general meeting of Members (including all the subjects and matters to be tabled at the meeting) and shall make public announcement(s) in a manner permitted by the Applicable Listing Rules to disclose the contents of such manual together with other information relating to the said meeting at least fifteen (15) days prior to the date of the relevant general meeting. Such manual shall be distributed to the Members attending the general meeting in person, by proxy or by corporate representative(s) (where the Member is a corporation) at the general meeting.

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

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

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

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

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

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

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

36. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for (6) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.

股東會已達出席定足數，主席經股東會同意，得宣布會議延期（股東會命延會者，主席應從之），時間地點由股東會決定。但延期會議之議程應與原股東會相同。股東會已達出席定足數，主席經股東會同意，得宣布會議延期（股東會命延會者，主席應從之），時間地點由股東

會決定。但延期會議之議程應與原股東會相同。股東會延期毋須另發召集通知，但股東會延後六日以上者，應另發召集通知，與原股東會同。

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

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

VOTING

表決

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

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

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

贊成反對之權數或比例應載明於股東會議事錄。

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

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

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

股份由數人共有者，其共有人應推選一人行使股東之權利。

42. (1) To the extent permitted by the Applicable Listing Rules and notwithstanding any provisions provided in these Articles, the Board may resolve to allow Members not attending and voting at a general meeting in person, by proxy or by corporate representatives (where a Member is a corporation), to exercise their voting power and cast their votes prior to commencement of the general meeting by way of a written instrument, or by way of electronic transmission, approved by the Board, provided that the relevant methods and procedures are specified in the notice convening the said general meeting and are complied with by such Member(s). However, where a general meeting is convened to be held outside the territory of the R.O.C., then to the extent permitted by the Applicable Listing Rules, the Company must allow the Members to exercise their voting rights and cast their votes by way of a written instrument or by way of electronic transmission in the manner referred to in this Article 42. For the purposes of this Article 42. the term “electronic transmission” shall mean the transmission of information through an electronic data interchange process authorized by the Applicable Listing Rules.

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

42 條規定以書面或電子方式行使表決權。本條所稱電子方式係指按上市(櫃)法規允許之電子資料交換程序所為之資訊傳輸。

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

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

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

股東以書面或電子方式行使表決權後，欲親自出席股東會者，至遲應於股東會開會二日前，以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，視同放棄親自出席股東會並行使表決權之權利，該書面及電子文件仍屬有效，以書面或電子方式行使之表決權為準。

43. If:-

若：

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

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

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

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

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

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

45. [deleted]

[本條刪除]

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

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

決權：

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

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

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

47A.

- (a) To the extent required by the Applicable Listing Rules, a Director who has granted a pledge, charge, mortgage or other security interest(s) over more than half of the Shares he/she/it held at the time he/she/it was elected (and such pledge, charge, mortgage or other security interest(s) is still subsisting at the time of the relevant general meeting) shall abstain from voting in respect of the number of encumbered Shares that exceed one-half of the number of Shares he/she/it held at the time he/she/it was elected, and such number of Shares shall not be counted in the number of votes of Members present at the meeting, but shall be counted in the number of shares represented by Members present thereat when calculating the quorum for the purpose of Article 33.
- (a) 於上市(櫃)法規規定之限度內，董事以股份設質或其他擔保權利超過其選任當時所持有之公司股份數額二分之一時（且於股東會當時該設質或其他擔保權利仍存續），超過其選任當時所持有之公司股份數額二分之一之股份數不得行使表決權，不算入已出席股東之表決權數，但計入第 33 條出席定足數。
- (b) In applying and interpreting the aforesaid restrictions, the Company may have regard to, and be guided by, any relevant explanatory notes issued by Ministry of Economic Affairs of R.O.C. in respect of voting restrictions imposed on encumbered shares of directors.
- (b) 本公司於適用及解釋前開限制時，應考慮及遵循中華民國經濟部發布關於董事持股設質之表決權限制之相關解釋。

APPRAISAL RIGHT OF DISSENTING MEMBERS

異議股東之股份收買請求權

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

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

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

PROXIES 出席股東會之委託

49. (1) Without prejudice to Article 42, any Member entitled to attend and vote at a general meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote on his behalf at the general meeting provided that a Member, irrespective of how many Shares he holds, may only appoint one proxy to represent him and vote on his behalf at a general meeting of the Company.

有權出席股東會行使表決權之股東，得委託他人代理其出席股東會行使表決權，但以委託一人為限決。本項不影響第 42 條之規定

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

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

50. Unless otherwise provided in these Articles, the instrument appointing a proxy shall be in writing signed under the hand or seal of the appointor or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
除本章程另有規定外，委託書應以書面為之，由委託人簽名，委託人為法人者，應加蓋印鑑或由其經理人、代理人或經授權者簽名。法人之委託書由經理人簽署者，推定該經理人有權簽名，除非有反證。
51. Unless otherwise provided in these Articles, the instrument appointing a proxy shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting not less than five (5) days before the date appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. For purposes of calculating the foregoing five (5)-day period, the period shall be exclusive of the day on which the proxy form is received by the Company and exclusive of the day on which the meeting is to be held. Where multiple instruments of proxy are received by the Company from the same Member, the first duly executed and valid instrument of proxy received by the Company shall prevail, unless an explicit written statement revoking the previous instrument(s) appointing a proxy is made in the subsequent duly executed and valid instrument of proxy received by the Company. The Board shall have the final discretion to determine which instrument of proxy shall be accepted where there is any dispute. Where a Member has exercised his voting power in writing or by way of electronic transmission pursuant to Article 42(1), and has also delivered to the Company an instrument appointing a proxy to attend the same general meeting on his behalf, then the vote of such Member exercised by the proxy appointed by him pursuant to an instrument of proxy shall prevail.
除本章程另有規定外，委託書應於開會五日前送達召集通知所附文件中指定之處所。前開五日期間，自開會前一日起算，委託書送達本公司之日亦不計入。委託書有重複時，以合法簽署而有效之最先送達者為準，但聲明撤銷前委託並經合法簽署而有效者，不在此限。倘有爭議時，由董事會終局決定接受之委託書。股東根據第 42(1)條以書面或電子方式行使表決權，並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。
52. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened nor from exercising his voting power by way of a written instrument or electronic transmission pursuant to Article 42(1), provided however that, a proxy revocation notice shall be lodged no later than two (2) clear days preceding the day of the meeting at the latest, at the place where the Member had previously filed the instrument of proxy, so as to revoke the proxy. Otherwise, any votes exercised by the proxy at the meeting shall prevail to the exclusion of the said Member notwithstanding his attendance in person at the meeting.
委託書送達公司後，股東仍得親自出席股東會或以書面或電子方式行使表決權，但至遲應於開會二日前將撤銷前委託之通知，送達交付前委託之同一處所。否則以委託代理人出席行使之表決權為準
53. Subject to the Law, and unless otherwise provided in these Articles, instruments of proxy shall be in any form as the Board may approve and the Board shall send out either by post or electronic transmission on the same day as the despatch of the notice of any general meeting and forms of instrument of proxy for use at the meeting. Such form shall specify therein the instructions for filling out the form, the signature requirements, the matters to be voted upon pursuant to the proxy and basic information of the appointor Member, the proxy solicitor and the proxy. Every notice of

general meeting shall be accompanied by a proxy instrument and both shall be despatched simultaneously to all Members entitled to attend and vote at the general meeting.

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

54. To the extent permitted by the Law, except for trust enterprises duly licensed under R.O.C. Laws or a Shareholders' Services Agent, and save with respect to the chairman being deemed appointed as proxy under Article 42(2), when a person acts as proxy for two (2) or more Members, the total number of voting Shares that the proxy may vote in respect thereof shall not exceed three percent (3%) of the total number of voting Shares of the Company; otherwise, such number of voting Shares in excess of the aforesaid threshold shall not be counted towards the number of votes cast for or against the relevant resolution or the number of voting Shares entitled to vote on such resolution but shall be included for purposes of determining the quorum. Upon such exclusion, the number of voting Shares being excluded and attributed to each Member represented by the same proxy shall be determined on a pro-rata basis based on the total number of voting Shares being excluded and the number of voting Shares that such Members have appointed the proxy to vote for.

於開曼公司法允許限度內，除中華民國信託事業或經中華民國證券主管機關核准的股務代理機構，以及股東會主席依據第 42(2)條視為受託者外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不算入已出席股東之表決權數，但算入出席定足數。同一受託代理人之表決權數不予計算者，應按該代理人受託行使表決權數之全部及各股東委託行使之表決權數之比例，分配予各委託股東。

55. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) on the day preceding the day of the meeting (or adjourned meeting) at the latest, at which the instrument of proxy is used.

股東死亡、喪失行為能力之通知，至遲應於開會前一日送達本公司註冊地址或登記辦公室（或召集通知或其連同寄送文件所指明收受委託書送達之其他處所），否則憑該委託書行使之表決權仍有效。

56. To the extent permitted by the Law and the Applicable Listing Rules, and subject to compliance with these Articles, when a proxy is used in a general meeting, the relevant provisions under the R.O.C. Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies shall also apply.

於開曼法及上市（櫃）法規允許範圍內，股東得委託他人出席股東會者，適用中華民國公開發行公司出席股東會使用委託書規則，但不得違反本章程之其他規定。

CORPORATIONS ACTING BY REPRESENTATIVES

法人股東代表

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

Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat. Any reference in these Articles to a duly authorised representative of a Member being a corporation shall mean a representative authorised under the provisions of this Article.

法人股東得由其董事或其他機關指定出席本公司股東會或特別股股東會之合適人選。受指派出席者有權行使該法人股東之權利，法人股東與自然人股東之權利相同。法人股東指派代表出席者，視為親自出席。本章程所稱法人股東之合法授權代表，指依據本條規定獲授權之代表。

NO ACTION BY WRITTEN RESOLUTIONS OF MEMBERS

禁止股東書面決議

58. Any action required or permitted to be taken at any annual general meeting or extraordinary general meeting of the Company may be taken only upon the vote of the Members at an annual general meeting or extraordinary general meeting duly convened and held in accordance with these Articles and the Statute and shall not be taken by written resolution of the Members without a meeting.

本公司股東常會或臨時會之應決議或得決議事項僅得於根據本章程及開曼法依法召開之股東常會或股東臨時會中表決，不得未召集會議而由股東以書面決議為之。

ANNULMENT OF RESOLUTIONS

撤銷決議

59. To the extent possible and permitted by the Statutes and, where applicable, the R.O.C. Laws, where the procedures for convening a general meeting or the proceedings of the general meeting contravene any applicable laws, regulations, ordinance or these Articles, any Member may submit a petition within thirty (30) days after the date of such meeting to a competent court having proper jurisdiction, including the R.O.C. Taipei District Court, if applicable, for annulment of such resolution

於開曼法與中華民國法律（若適用）允許範圍內，股東會召集程序或議事違反法令或本章程，股東得自會議日後三十日內，向管轄法院，包括中華民國台北地方法院（若適用），訴請撤銷決議。

BOARD OF DIRECTORS

董事會

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

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

- (2) Any corporation which is a Director may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Directors or a

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

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

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

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

60A.

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

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

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

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

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

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

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

依前項規定解任董事之缺額，得於同一股東會補選。。

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

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

VACANCY OF OFFICE OF DIRECTORS AND DISQUALIFICATION OF DIRECTORS

董事出缺與失格

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

董事於下列情事之一發生時出缺：

- (a) resigns his office by notice in writing delivered to the Company at the Office or tendered at a meeting of the Board;
董事以書面提出辭職，該通知應送達註冊地址或於董事會開會時提出；
- (b) becomes of unsound mind or dies;
董事心神喪失或死亡；
- (c) without special leave of absence from the Board, is absent from meetings of the Board for six (6) consecutive months; or
董事缺席未請假達六個月
- (d) becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;
董事破產、經法院指定財產管理人、停止支付或與債權人協商免除債務；
- (e) is prohibited by law from being a Director or is disqualified pursuant to the provisions of Article 66 of these Articles; or
依法不得擔任董事或根據本章程第 66 條喪失董事資格；
- (f) ceases to be a Director by virtue of any provision of the Statutes or the laws of the R.O.C. or the rules or regulations of the Designated Stock Exchange or is removed from office pursuant to these Articles; or
依開曼法或中華民國法律、指定交易所規定董事當選失其效力、或依本章程解任；
- (g) ceases to be a Director by virtue of Article 66 of these Articles.
依本章程第 66 條董事當選失其效力。

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

董事執行業務，有重大損害公司之行為或重大違反開曼法、中華民國法律或章程者，股東會未為決議將其解任者，持有公司已發行股份總數百分之三以上之股東，得於股東會後三十日內訴請有權管轄法院裁判解任之，並得以臺灣臺北地方法院為第一審管轄法院，但以不違反開曼法為限。

65A.

One or more Member(s) who together hold three percent (3%) or more of the total number of issued shares of the Company continuously for a period of one (1) year or more may request in writing the Independent Directors to jointly initiate, for the Company, an action against a Director (other than an Independent Directors) in a court having proper jurisdiction, including the R.O.C. Taipei District Court, if applicable. If the Independent Director fails to initiate a court action within thirty (30) days after receipt of such request, such requesting Member(s) may initiate for the Company an action against the Director in a court having proper jurisdiction, including the R.O.C. Taipei District Court, if applicable. If judgement is given in favour of the said Director resulting in the Company incurring any costs or damages, the said Member(s) shall be liable to indemnify against such costs and damages.

繼續一年以上持有公司已發行股份總數百分之三以上之股東，得以書面請求獨立董事為公司共同於有管轄權之法院對董事提起訴訟，包括臺灣臺北地方法院。

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

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

有下列情事之一者，不得擔任董事，其已擔任者，當然解任：

- (a) has committed an offence (including but not limiting to an offence under the Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and the time elapsed after he has served the full term of the sentence has not exceeded five (5) years;
曾犯組織犯罪(包括但不限於犯中華民國組織犯罪防制條例之罪)，經有罪判決確定，服刑期滿尚未逾五年者。
- (b) has been sentenced to imprisonment for a term of more than one (1) year for an offence involving fraud, breach of trust or misappropriation, and the time elapsed after he has served the full term of such sentence has not exceeded two (2) years;
曾犯詐欺、背信、侵占罪經受有期徒刑一年以上宣告，服刑期滿尚未逾二年者。
- (c) has been convicted by a court of law for misappropriating company or public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence has not exceeded two (2) years;
曾服公務虧空公款，經判決確定，服刑期滿尚未逾二年者。
- (d) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities;
使用票據跳票未註銷或經拒絕往來者。

- (e) to the extent permitted by the Statutes, has been ordered to be removed from office as a Director by the courts of the R.O.C. on the grounds that such person has, in the course of performing his duties, committed serious violations of the Statutes, R.O.C. Laws or these Articles, or committed acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the courts of the R.O.C.; or
經中華民國法院以董事執行業務有重大損害公司之行為或重大違反中華民國法律或章程而裁判解任者，但以不違反開曼法為限。

(f) for so long as the Shares are listed on the Designated Stock Exchange:

本公司之股份於指定交易所掛牌期間：

- (i) transfers, at any time during his/her term of office, more than one half of the total number of Shares registered in his/her name as shown in the Register as at the time of his/her appointment;

於任期間轉讓其持股超過選任日股東名簿記載持股數之二分之一；

- (ii) has, before taking office, transferred more than one half of the total number of Shares registered in his/her name as shown in the Register at the time of his/her appointment; or

於當選後就任前轉讓其持股超過選任日股東名簿記載持股數之二分之一；或

- (iii) has transferred, during the period where the Register is closed prior to the convening of a general meeting for the election of Directors, more than one half of the total number of Shares registered in his/her name as shown in the Register on the date of the said closure of the Register.

於改選股東會召開前之停止股票過戶期間轉讓其持股超過停止過戶日股東名簿記載持股數之二分之一。

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

本條前項第(f)款規定於不適用於獨立董事。

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

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

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

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

foregoing provision of this Article 67(2) shall be applied to the remaining Affected Directors, and the same shall be repeated until the requirements of Article 67(1) is satisfied.

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

INDEPENDENT DIRECTORS

獨立董事

68. (1) For so long as the Shares are listed on the Designated Stock Exchange (but excluding its Emerging Stock Market), the Board shall include at least three (3) Independent Directors or such higher number so as to constitute not less than one-fifth of the total number of Directors, one (1) of whom shall be domiciled in the R.O.C (such domicile being registered with the R.O.C. governmental authorities). A person shall be eligible for election to the office of Director as an “Independent Director” at any general meeting if (i) the Board of Directors, or (ii) any shareholder(s) holding, either individually or collectively, at least 1% of the total number of outstanding shares issued by the Company, has submitted to the Company a written nomination of such person for the said office, and provided that in each case, the Board of Directors shall also have reviewed the candidate(s) so nominated and are satisfied as to his/their eligibility. The Board of Directors shall thereafter draw up a slate of eligible candidates for the consideration of, and election by, the Members in general meeting, and the person to be elected as an Independent Director shall be elected from among the candidates listed in the said slate.

本公司股份於指定交易所掛牌期間（但不包括新興股票市場），獨立董事人數不得少於三人且應達全體董事席次五分之一以上，其中至少一人應在中華民國有住所（向中華民國政府機構登記之戶籍）。經董事會或個別或合計持有已發行股份總數百分之一以上之股東提名，且經董事會審查符合獨立董事所應具備條件之人，得於股東會被選任為獨立董事。董事會應造具合格候選人名單，由股東會就候選人名單中選任獨立董事。

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

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

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

獨立董事之專業資格、持股限制與兼職，悉依上市（櫃）法規規定。獨立董事之獨立性標準悉依上市（櫃）法規或其他中華民國法律規定。董事會應確保各獨立董事符合並遵循本條要求；獨立董事於執行業務範圍內應保持獨立性，不得與本公司有直接或間接之利害關係。

MANAGING DIRECTORS / MANAGERS

常務董事/ 經理人

70. [deleted]

[本條刪除]

71. The Board may from time to time appoint a general manger, a manager or managers of the Company for such period as the Board may decide, and the Board may confer upon him or them all or any of the powers of the Board as it may think fit.

董事會得隨時指派總經理及經理，並決定其任期。董事會認為適當時得授權經理人執行董事會之權。

ALTERNATE DIRECTORS

代理董事

72. [deleted]

[本條刪除]

73. [deleted]

[本條刪除]

74. [deleted]

[本條刪除]

75. [deleted]

[本條刪除]

DIRECTORS' FEES AND EXPENSES

董事報酬與開支

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

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

77. Each Director shall be entitled to be repaid or prepaid all travelling, hotel and incidental expenses reasonably incurred or expected to be incurred by him in attending meetings of the Board or committees of the Board or general meetings or separate meetings of any class of shares or of debentures of the Company or otherwise in connection with the discharge of his duties as a Director. 董事為出席董事會、所屬委員會、股東會、特別股股東會，或為執行董事職務而支出交通、住宿及其他合理費用，由本公司預支或事後償還。

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

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

DIRECTORS' DUTIES

董事義務

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

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

79A

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

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

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

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

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

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

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

第 79A 條規定不得妨礙、限縮或影響本公司董事依法應負之義務及責任。

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

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

81. To the extent permitted by the Law and the Applicable Listing Rules, a Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his

office of Director for such period and upon such terms as the Board may determine. Any remuneration (whether by way of salary, commission, participation in profits or otherwise) paid to any Director in respect of any such other office or place of profit shall be in addition to any remuneration provided for by or pursuant to any other Article.

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

GENERAL POWERS OF THE DIRECTORS

董事一般權限

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

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

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

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

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

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

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

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

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

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

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

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

BORROWING POWERS

借款權限

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

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

PROCEEDINGS OF THE DIRECTORS

董事執行業務程序

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

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

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

以下事項應由董事會以董事三分之二以上出席，出席董事過半數同意行之：

- (a) any proposal for the Company to enter into, amend, or terminate any contract for lease of its business, management contract or joint operation contract;
締結、變更或終止關於出租全部營業，委託經營或與或他人經常共同經營之契約；
- (b) the transfer of the whole or any substantial part of the Company's business or assets;
讓與全部或主要部份之營業或財產；
- (c) the acquisition of the whole part of the business or assets of a third party, which has a material effect the operations of the Company;
受讓他人全部營業或財產而對公司營運有重大影響；
- (d) the employee incentive program provided in Article 10(7);
第 10(7)條所定員工激勵方案。
- (e) the election and removal of the chairman of the Board pursuant to these Articles;
依本章程選任解任董事長。
- (f) the issuance of bonds and shares by the Company;
發行公司債及股份。
- (g) the purchase or acquisition by the Company of its own shares;
本公司買回自己股份。
- (h) the total amount of employee bonuses and the manner of its payment (in the form of shares or cash); and
員工酬勞之總額及支付方式(現金或股份)。
- (i) the total amount of Directors' bonuses.
董事酬勞之總額。

90. The Secretary shall, on request by the chairman of the Board (if one is appointed) or if there is no such chairman appointed, then by any Director, convene a meeting of the Board, except that each first meeting to be held by a Board comprising of newly elected or re-elected Directors (as the case may be) following the expiration of each three(3)-year term of office of Directors shall be

summoned by the Director who received the most votes in the election within fifteen (15) days after his election. At least seven (7) days' notice stating the time, date and place of the meeting and its agenda shall be given to each Director in writing, by electronic means (including facsimile and electronic mail) or in such other manner as the Board may from time to time determine, unless in case of urgent circumstances.

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

91. (1) Directors may participate in any meeting of the Board by means of such video communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

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

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

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

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

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

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

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

- (2) All acts done by any such committee in conformity with such directions, and in fulfilment of the purposes for which it was appointed, but not otherwise, shall have like force and effect as if done by the Board, and the Board shall have power, with the consent of the Company in general meeting, to remunerate the members of any such committee, and charge such remuneration to the current expenses of the Company.

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

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

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

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

委員會會議有兩位成員以上出席者，準用本章程關於董事會及其議事之規定，但董事會依前條另有規定者不在此限。

94. [deleted].

[刪除]

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

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

95A.

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

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

OFFICERS

經營管理人員

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

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

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

96A.

For so long as the Shares are listed on the Designated Stock Exchange, the Company shall appoint
a

person who is having domiciled or resident in the territory of the R.O.C. as the Company's agent to accept service of all documents and legal processes on the Company's behalf for all litigious and non-litigious matters within the R.O.C. and to serve as the Company's in-charge executive in the R.O.C. under the Securities and Exchange Act of the R.O.C.

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

97. (1) The Secretary and additional officers, if any, shall be appointed by the Board and shall hold office on such terms and for such period as the Board may determine. If thought fit, two (2) or more persons may be appointed as joint Secretaries. The Board may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy Secretaries.
秘書及董事以外之經營管理人員（若有），由董事會指派，其條件與任期由董事會決定。董事會得視情形指定兩位以上人員共同擔任秘書。董事會亦得依其認為合適條件，隨時指派一位以上助理秘書或副秘書。

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

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

98. The officers of the Company shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time.

本公司經營管理人員得執行董事會授與之權責，以管理本公司事務。

98A.

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

第 79A 條規定於經理管理人員準用之。

SEAL
印鑑

99. The Company shall have one or more Seals, as the Board may determine. The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles and the Applicable Listing Rules, any instrument to which a Seal is affixed shall be signed by one Director or the Secretary or by such other person or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be

dispensed with or affixed by some method or system of mechanical signature.

本公司經董事會決議，置印鑑一式或多式。董事會應妥善保管各印鑑。印鑑之使用應經董事會同意，委員會經董事會授權者，得由委員會同意使用。除本章程或上市櫃法規另有規定外，加蓋公司印鑑之文件應由董事、秘書或董事會指派之人簽名，但本公司發行之股票、債權股證或其他有價證券，董事會得決議不需其簽名，或機械方式印製。

DIVIDENDS AND BONUS

股息紅利

100. Subject to the Law and these Articles, the Company in general meeting may from time to time declare dividends and the dividends shall be paid to the Members in New Taiwan Dollars

本公司經股東會得決議分派股利，股利發放並應以新台幣為之，並以不違反開曼公司法與本章程為限。

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

經股東會普通決議且不違背開曼公司法，本章程及上市櫃法規，股利得由下列來源分派：(i) 本公司實現與未實現利潤；(ii) 董事會認為無保留需要之盈餘公積；(iii) 發行溢價科目或依據開曼公司法用以分派股利之基金或科目。自發行溢價科目分派者，以提案分派之翌日本公司仍有清償到期債務能力為限。本公司非經彌補虧損(包括以前年度之虧損)不得分派股息紅利。

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

本公司無盈餘時，不得分派股息紅利。

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

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

- (2) Any balance profit left, after paying all relevant taxes, setting aside reserves, and deducting

such amount as may be recommended by the Board not to distribute, may, with the approval of the Members in general meeting by way of an Ordinary Resolution, be distributed to the Members as dividends.

上述酬勞分派後之盈餘，於完納稅捐、提列公積及扣除董事會建議不分配之數額後，經股東常會普通決議分派給股東為股利。

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

本公司於成長階段，股利以不低於可分配盈餘總數之百分之十為原則，股利分派得以現金股利或股票股利為之，現金股利比率以不低於股利總額百分之五為原則，但得視資本支出、健全財務及業務發展等因素調整。本公司得以股東會特別決議將(a)應分派股息或紅利之全部或一部，以發行新股方式為之；或(b)股息紅利之全部或一部，以分派資產，實收股份、債權股證或認購本公司或他公司有價證券之權證或其組合方式支付。畸零股得以現金支付。倘董事會認為股東受領實物分派未經登記或特定程序，依股東登記地址所在國家地區之法令屬違法或難以執行者，董事會對該股東得不為實物分派，而支付現金。前開股東不得視為不同種類之股東。

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

本公司及從屬公司(若有)之員工酬勞得以股票或現金支付。

106. [deleted]
[刪除]

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

股東未繳清股款或其他款項者，董事會得自應付該股東之股利或其他款項扣除之。

108. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by electronic transfer (with the consent of the Member and subject to the provision by the Member of a bank account in the R.O.C. in that Member's name) or by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint

holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares. Electronic transfers and the posting of cheques or warrants will be at the risk of the Members. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.

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

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

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

RESERVES

公積

110. (1) [deleted]

[刪除]。

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

- (3) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the Law and the Applicable Listing Rules, provided always that no distribution or dividend may be paid to Members out of the share premium account unless, immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

董事會應設發行溢價科目以貸記發行溢價金額。本公司得於開曼法及上市櫃法規限度內運用發行溢價科目，無論如何，除非擬分配或發股利之翌日公司於正常營運仍有能力清償到期負債，否則不得以發行溢價科目分配或發股利。

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

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

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

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

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

- (2) [deleted].
[刪除]。

(3) Subject to these Articles, the Board may resolve to capitalise any sum for the time being standing to the credit of any of the Company's share premium or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

董事會得決議將發行溢價科目、其他準備金科目、盈餘/虧損科目或其他可分配科目之貸方撥充資本，按比例發行新股分派給股東，但不得違反本章程之規定。

CORPORATE / ACCOUNTING RECORDS

企業/會計記錄

112. The Board shall cause to be kept proper books of account with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; all sales and purchases of goods by the Company; the assets and liabilities of the Company; and all other matters required by the Law or necessary to give a true and fair view of the Company's affairs and to explain its transactions.

董事會應保留賬冊，紀錄本公司金錢收付及原因關係、商品買賣、資產負債、其他開曼公司法要求、或為真實合理呈現公司業務狀況及解釋交易所必要之事項。

113. The books of account shall be kept at the Office or, at such other place or places as the Board decides and shall always be open to inspection by the Directors. Subject to Article 114, no Member (other than a Director) shall have any right of inspecting any accounting record or book or document of the Company except as conferred by law or authorised by the Board or the Company in general meeting.

帳冊應留存於註冊地址或董事會指定之處，董事得隨時檢閱。股東（任董事之股東除外）除依法律、董事會授權或股東會決議允許，不得檢閱本公司會計賬冊、簿冊文件；除非有法律賦予權利，或由董事會或本公司於股東常會授權，但第 114 條規定另有特別規定不在此限

114. (1) At the close of each fiscal year of the Company, the Board shall prepare the business report, financial statements, proposals for distribution of profits or off-setting of losses and including every document and all information as required by the Law and the Applicable Listing Rules (the "Financial Statements") for adoption by the Members at the annual general meeting, and upon adoption at the annual general meeting, publish or distribute to each Member copies of the adopted Financial Statements in accordance with these Articles and the Applicable Listing Rules. 會計年度終了，董事會應編製營業報告、財務報表、盈餘分配/虧損撥補之議案，包含開曼公司法及上市(櫃)法規要求之文件及資料（「財務報表」），供股東於年度股東會通過；股東常會通過後，董事會依本章程及上市(櫃)法規，將財務報表公告或分發給股東。

(2) The Financial Statements prepared by the Board shall be made available at the office of the Shareholders' Service Agent in the R.O.C. for inspection at any time by the Members, ten (10) days prior to a general meeting of Members.

董事會造具之財務報表，於股東會開會十日前，應備置於中華民國境內股務代理機構，供股東隨時查閱。

(3) The Board shall keep copies of these Articles, the minutes of every general meeting, resolutions and the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at the office of its Shareholders' Service Agent in the R.O.C. and/or such other places as the Board may think fit. Any Member may request at any time, by submitting evidentiary document(s) to show his legal interests involved and indicating the scope of requested matters, an access to inspect and to make copies of the above documents. The Board may, in its discretion, decline a request to inspect and to make copies of the Register except a request by a Member to inspect and take copies of his own shareholding record in the Register. 董事會應將章程、歷屆股東會議事錄、財務報表、股東名冊及公司債存根簿備置於中華民國境內股務代理機構與/或董事會認為合適之其他處所。股東得檢具法律上利害關係證明文件，指定範圍，隨時請求查閱及抄錄。董事會得裁量拒絕查閱及抄錄股東名冊之請求，但股東請求查閱及抄錄股東名簿上自己持股紀錄者不在此限。

AUDIT

審計

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

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

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

會計師由審計委員會通過後送交董事會指定，並決定其任期及報酬。

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

審計委員會得通過後送交董事會隨時解任會計師。

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

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

116. [deleted]
[刪除]。

117. [deleted]
[刪除]。

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

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

NOTICES

通知

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

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

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

Member or to deliver physical copies of a general meeting's notice, the Company's annual financial statements and minutes of general meetings of the Company if permitted by any applicable rules that may be adopted by the Company in a general meeting or by the Applicable Listing Rules.

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

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

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

(3) In the case of notice or documents delivered in accordance with Article 120(1), service or delivery shall be deemed to have occurred when (i) the Member is notified in accordance with that Article; and (ii) the information or document is published on the website. In proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of the publication on the website shall be conclusive evidence thereof.

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

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

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

121. Any notice from a Member to the Company shall not be deemed to have been served until it is actually received by the Company. Any notice or other document from the Company to a Member:-

股東發給本公司之通知於本公司實際收受時為送達。本公司發給股東任何通知或其他文件時：

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

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

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

122. (1) Any notice or other document delivered or sent in accordance with these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

股東死亡、破產或發生任何其他事件,無論本公司知悉與否,根據本章程發送之通知或其他文件以該登記為股東或股份共有人為收信人發送者,視為送達;除非股東名簿記載於發信時已變更。該發信行為視為對所有與股份有利害關係者(無論與該股東共有、以其為名義人或從屬關係)送達。

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

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

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

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

SIGNATURES

簽名

123. For the purposes of these Articles, a cable or telex or facsimile transmission message or an

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

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

WINDING UP

清算

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

本公司經法院命解散或自願解散，其決議應為特別決議。

125. (1) Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares, (i) if the Company shall be wound up and the assets available for distribution amongst the Members of the Company shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* amongst such Members in proportion to the amount paid up on the shares held by them respectively and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. 除各類股份對於贖餘財產分配之特別權利或限制另有規定，(i)本公司解散開始時，可供股東分配資產超過應返還全部實收股本者，超出部份應按股東持股比例分配；(ii) 可供股東分配資產不足以返還全部實收股本者，贖餘財產之分配盡量由股東依解散開始時之持股比例或應繳足股款之持股比例分擔損失。

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

本公司解散者(無論裁判解散或自願解散)，清算人經股東會特別決議之授權其他依開曼公司法取得許可，將本公司全部或一部份資產以實物分配股東，無論資產種類是否相同，清算人得自行認定各種類資產之公平價值，並決定股東間或不同種類股東間之

分配方法。清算人亦有權依其認為合適條件，為股東利益將任何資產交付信託而結束清算程序，本公司消滅。但股份或財產有債務者不得強迫分擔。

126. Except as otherwise permitted under the Law, the Company shall keep all statements, records of account and documents for a period of ten (10) years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by Ordinary Resolution.

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

INDEMNITY

補償

127. The Directors, Secretary and other Officers (such term to include any person appointed by the Board to hold an office in the Company and any person appointed to any committee by the Board) for the time being acting in relation to any of the affairs of the Company, the Auditor for the time being and the liquidator or trustees (if any) for the time being acting in relation to any of the affairs of the Company and every one of them, and their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any

matter in respect of any fraud or dishonesty which may attach to any of the said persons. The Company may purchase and maintain insurance for its Directors and key Officers against any liability or claims for damages or loss asserted against and incurred by such persons in their capacity as Directors or Officers of the Company. The Board of Directors shall have full power and authority to do, for and on behalf of the Company, all such acts and things as may be necessary to purchase and maintain such insurance policy(ies).

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

【附錄二】取得或處分資產處理程序

英屬開曼群島商駿吉控股股份有限公司

INMAX HOLDING CO., LTD.

取得或處分資產處理程序

第一條（目的）

為加強資產管理、保障投資及落實資訊公開，特訂定本處理程序。
本公司取得或處分資產，應依本處理程序規定辦理。

第二條（法源依據）

本處理程序係依證券交易法(以下簡稱本法)第三十六條之一及金融監督管理委員會頒布「公開發行公司取得或處分資產處理準則」有關規定訂定。

第三條（適用範圍）

本處理程序所稱資產之適用範圍如下：

- 一、股票、公債、公司債、金融債券、表彰基金之有價證券、存託憑證、認購(售)權證、受益證券及資產基礎證券等投資。
- 二、不動產(含土地、房屋及建築、投資性不動產、土地使用權、營建業之存貨)及設備。
- 三、會員證。
- 四、專利權、著作權、商標權、特許權等無形資產。
- 五、金融機構之債權(含應收款項、買匯貼現及放款催收款項)。
- 六、衍生性商品。
- 七、依法律合併、分割、收購或股份受讓而取得或處分之資產。
- 八、其他重要資產。

第四條（用詞定義）

本處理程序用詞定義：

- 一、衍生性商品：指其價值由資產、利率、匯率、指數或其他利益等商品所衍生之遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約，及上述商品組合而成之複合式契約等。所稱之遠期契約，不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進(銷)貨合約。
- 二、依法律合併、分割、收購或股份受讓而取得或處分之資產：指依企業併購法、金融控股公司法、金融機構合併法或其他法律進行合併、分割或收購而取得或處分之資產，或依公司法第一百五十六條第六項規定發行新股受讓他公司股份(以下簡稱股份受讓)者。
- 三、關係人、子公司：應依證券發行人財務報告編製準則規定認定之。
- 四、專業估價者：指不動產估價師或其他依法律得從事不動產、其他固定資產估價業務者。
- 五、事實發生日：指交易簽約日、付款日、委託成交日、過戶日、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。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。
- 六、大陸地區投資：指依經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定之大陸投資。
- 七、「最近期財務報表」，係指本公司於取得或處分資產前依法公開經會計師查核簽證或核閱之財務報表。

第五條（授權層級）

本公司資產之取得或處分，悉依本公司內部控制作業程序層級授權，凡每筆交易金額達本公司實收資本額百分之五，應提董事會通過，如有董事表示異議且有紀錄或書面聲明，公司並應將董事

異議資料送審計委員會。

第六條（執行單位）

本公司資產之取得或處分，悉依本公司內部控制作業程序，採詢價、議價、比價、公開招標等方式，由權責單位據以執行。

第七條（取得或處分有價證券評估、作業程序）

本公司有價證券之購買與出售，悉依本公司內部控制制度投資作業循環辦理。

取得或處分有價證券，應於事實發生日前取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，另交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師若需採用專家報告者，應依財團法人中華民國會計研究發展基金會（以下簡稱會計研究發展基金會）所發布之審計準則公報第二十號規定辦理。但該有價證券具活絡市場之公開報價或主管機關另有規定者，不在此限。

第八條（取得或處分不動產及其他固定資產評估、作業程序）

本公司取得或處分不動產及設備，悉依本公司內部控制制度固定資產循環程序辦理。

取得或處分不動產或設備，除與政府機關交易、自地委建、租地委建，或取得、處分供營業使用之設備外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：

- 一、因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更，亦應比照上開程序辦理。
- 二、交易金額達新臺幣十億元以上，應請二家以上之專業估價者估價。
- 三、專業估價者之估價結果有下列情形之一，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依會計研究發展基金會所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：
 - （一）估價結果與交易金額差距達交易金額之百分之二十以上。
 - （二）二家以上專業估價者之估價結果差距達交易金額百分之十以上者。
- 四、專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月，得由原專業估價者出具意見書。

第九條（取得或處分會員證或無形資產評估、作業程序）

本公司取得或處分會員證或無形資產交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，除與政府機關交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。

第九條之一

前三條交易金額之計算，應依第十三條第二項規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定取得專業估價者出具之估價報告或會計師意見部分免再計入。

第十條（關係人交易）

本公司與關係人取得或處分資產，除應依第七、八、九條規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達公司總資產百分之十以上者，亦應依第七、八、九條規定取得專業估價者出具之估價報告或會計師意見。

前項交易金額之計算，應依第九條之一規定辦理。

判斷交易對象是否為關係人時，除注意其法律形式外，並應考慮實質關係。

第十條之一

本公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金外，應將下列資料提交董事會通過後，始得簽訂交易契約及支付款項：

- 一、取得或處分資產之目的、必要性及預計效益。
- 二、選定關係人為交易對象之原因。
- 三、向關係人取得不動產，依第十五條及第十六條規定評估預定交易條件合理性之相關資料。
- 四、關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。
- 五、預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。
- 六、依前條規定取得之專業估價者出具之估價報告，或會計師意見。
- 七、本次交易之限制條件及其他重要約定事項。

前項交易金額之計算，應依第十三條第二項規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定提交董事會通過免再計入。

本公司與子公司間，取得或處分供營業使用之設備，董事會得依第五條授權董事長在一定額度內先行決行，事後再提報最近期之董事會追認。

第十條之二

本公司向關係人取得不動產，應按下列方法評估交易成本之合理性：

一、按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於財政部公布之非金融業最高借款利率。

二、關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。

合併購買同一標的之土地及房屋者，得就土地及房屋分別按前項任一方法評估交易成本。

本公司向關係人取得不動產，依第一項及第二項規定評估不動產成本，並應洽請會計師複核及表示具體意見。

本公司向關係人取得不動產，有下列情形之一者，應依第十條之一規定辦理，不適用前三項規定：

- 一、關係人係因繼承或贈與而取得不動產。
- 二、關係人訂約取得不動產時間距本交易訂約日已逾五年。
- 三、與關係人簽訂合建契約，或自地委建、租地委建等委請關係人興建不動產而取得不動產。

第十條之三

本公司依前條第一項及第二項規定評估結果均較交易價格為低時，應依第十條之四規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者及會計師之具體合理性意見者，不在此限：

一、關係人係取得素地或租地再行興建者，得舉證符合下列條件之一者：

- (一)素地依第四項規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或財政部公布之最近期建設業毛利率孰低者為

準。

(二)同一標的房地之其他樓層或鄰近地區一年內之其他非關係人成交案例，其面積相近，且交易條件經按不動產買賣慣例應有之合理之樓層或地區價差評估後條件相當者。

(三)同一標的房地之其他樓層一年內之其他非關係人租賃案例，經按不動產租賃慣例應有之合理之樓層價差推估其交易條件相當者。

二、本公司舉證向關係人購入之不動產，其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。

前項所稱鄰近地區成交案例，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人成交案例之面積不低於交易標的物面積百分之五十為原則；所稱一年內係以本次取得不動產事實發生之日為基準，往前追溯推算一年。

第十條之四

本公司向關係人取得不動產，如經按第十條之二及第十條之三規定評估結果均較交易價格為低者，應辦理下列事項：

一、應就不動產交易價格與評估成本間之差額，依證券交易法第四十一條第一項規定提列特別盈餘公積，不得予以分派或轉增資配股。對公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依證券交易法第四十一條第一項規定提列特別盈餘公積。

二、審計委員會應依公司法第二百十八條規定辦理。

三、應將前二款處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。

本公司經依前項規定提列特別盈餘公積者，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經主管機關同意後，始得動用該特別盈餘公積。

本公司向關係人取得不動產，若有其他證據顯示交易有不合營業常規之情事者，亦應依前二項規定辦理。

第十一條（從事衍生性商品交易評估、作業程序）

本公司已依法令規定訂定從事衍生性商品交易，相關內容詳「從事衍生性商品交易處理程序」。

第十二條（企業合併、分割、收購及股份受讓評估、作業程序）

本公司辦理合併、分割、收購或股份受讓，應於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論通過。但本公司合併其直接或間接持有百分之百已發行股份或資本總額之子公司，或其直接或間接持有百分之百已發行股份或資本總額之子公司間之合併，得免取得前開專家出具之合理性意見。

第十二條之一

本公司應將合併、分割或收購重要約定內容及相關事項，於股東會開會前製作致股東之公開文件，併同前條第一項之專家意見及股東會之開會通知一併交付股東，以作為是否同意該合併、分割或收購案之參考。但依其他法律規定得免召開股東會決議合併、分割或收購事項者，不在此限。

本公司參與合併、分割或收購之公司，任一方之股東會，因出席人數、表決權不足或其他法律限制，致無法召開、決議，或議案遭股東會否決，參與合併、分割或收購之公司應立即對外公開說明發生原因、後續處理作業及預計召開股東會之日期。

第十二條之二

本公司參與合併、分割或收購除其他法律另有規定或有特殊因素事先報經主管機關同意者外，應於同一天召開董事會及股東會，決議合併、分割或收購相關事項。

本公司參與股份受讓除其他法律另有規定或有特殊因素事先報經主管機關同意者外，應於同一天召開董事會。

本公司參與合併、分割、收購或股份受讓案，應將下列資料作成完整書面紀錄，並保存五年，備供查核：

- 一、人員基本資料：包括消息公開前所有參與合併、分割、收購或股份受讓計畫或計畫執行之人，其職稱、姓名、身分證字號(如為外國人則為護照號碼)。
- 二、重要事項日期：包括簽訂意向書或備忘錄、委託財務或法律顧問、簽訂契約及董事會等日期。
- 三、重要書件及議事錄：包括合併、分割、收購或股份受讓計畫，意向書或備忘錄、重要契約及董事會議事錄等書件。

本公司參與合併、分割、收購或股份受讓，應於董事會決議通過之即日起算二日內，將前項第一款及第二款資料，依規定格式以網際網路資訊系統申報證券主管機關備查。

參與合併、分割、收購或股份受讓之交易對象若有非屬上市或股票在證券商營業處所買賣之公司者，本公司應與其簽訂協議，並依第三項及第四項規定辦理。

第十二條之三

所有參與或知悉公司合併、分割、收購或股份受讓計畫之人，應出具書面保密承諾，在訊息公開前，不得將計畫之內容對外洩露，亦不得自行或利用他人名義買賣與合併、分割、收購或股份受讓案相關之所有公司之股票及其他具有股權性質之有價證券。

第十二條之四

本公司參與合併、分割、收購或股份受讓，換股比例或收購價格除下列情形外，不得任意變更，且應於合併、分割、收購或股份受讓契約中訂定得變更之情況：

- 一、辦理現金增資、發行轉換公司債、無償配股、發行附認股權公司債、附認股權特別股、認股權憑證及其他具有股權性質之有價證券。
- 二、處分公司重大資產等影響公司財務業務之行為。
- 三、發生重大災害、技術重大變革等影響公司股東權益或證券價格情事。
- 四、參與合併、分割、收購或股份受讓之公司任一方依法買回庫藏股之調整。
- 五、參與合併、分割、收購或股份受讓之主體或家數發生增減變動。
- 六、已於契約中訂定得變更之其他條件，並已對外公開揭露者。

第十二條之五

本公司參與合併、分割、收購或股份受讓，契約應載明參與合併、分割、收購或股份受讓公司之權利義務，並應載明下列事項：

- 一、違約之處理。
- 二、因合併而消滅或被分割之公司前已發行具有股權性質有價證券或已買回之庫藏股之處理原則。
- 三、參與公司於計算換股比例基準日後，得依法買回庫藏股之數量及其處理原則。
- 四、參與主體或家數發生增減變動之處理方式。
- 五、預計計畫執行進度、預計完成日程。
- 六、計畫逾期未完成時，依法令應召開股東會之預定召開日期等相關處理程序。

第十二條之六

參與合併、分割、收購或股份受讓之公司任何一方於資訊對外公開後，如擬再與其他公司進行合併、分割、收購或股份受讓，除參與家數減少，且股東會已決議並授權董事會得變更權限者，參

與公司得免召開股東會重行決議外，原合併、分割、收購或股份受讓案中，已進行完成之程序或法律行為，應由所有參與公司重行為之。

第十二條之七

參與合併、分割、收購或股份受讓之公司有非屬公開發行公司者，本公司應與其簽訂協議，並依第十二條之二、第十二條之三、第十二條之六規定辦理。

第十三條（公告申報程序）

本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊於主管機關指定網站辦理公告申報：

- 一、向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金，不在此限。
- 二、進行合併、分割、收購或股份受讓。
- 三、從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。
- 四、取得或處分之資產種類屬供營業使用之設備，且其交易對象非為關係人，交易金額達新臺幣五億元以上。
- 五、以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額達新臺幣五億元以上。
- 六、除前五款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上。但下列情形不在此限：
 - （一）買賣公債。
 - （二）以投資為專業，於海內外證券交易所或證券商營業處所為之有價證券買賣，或於國內初級市場認購募集發行之普通公司債及未涉及股權之一般金融債券，或證券商因承銷業務需要、擔任興櫃公司輔導推薦證券商依財團法人中華民國證券櫃檯買賣中心規定認購之有價證券。
 - （三）買賣附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金。

前項交易金額依下列方式計算之：

- 一、每筆交易金額。
- 二、一年內累積與同一相對人取得或處分同一性質標的交易之金額。
- 三、一年內累積取得或處分（取得、處分分別累積）同一開發計畫不動產之金額。
- 四、一年內累積取得或處分（取得、處分分別累積）同一有價證券之金額。

前項所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定公告部分免再計入。

本公司應按月將本公司及其非屬國內公開發行公司之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入本會指定之資訊申報網站。

本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時，應於知悉之即日起算二日內將全部項目重行公告申報。

本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。

第十三條之一

本公司依規定公告申報之交易後，有下列情形之一者，應於事實發生之即日起算二日內將相關資訊於主管機關指定網站辦理公告申報：

- 一、原交易簽訂之相關契約有變更、終止或解除情事。
- 二、合併、分割、收購或股份受讓未依契約預定日程完成。
- 三、原公告申報內容有變更。

第十四條（公司及各子公司取得非供營業使用之不動產或有價證券之總額及個別有價證券之限額）

本公司及子公司得購買非供營業使用之不動產，其限額為本公司淨值百分之百，或投資有價證券，其限額為本公司淨值百分之百，但投資個別有價證券之限額為本公司淨值百分百。

第十五條（對子公司取得或處分資產之控管程序）

本公司之子公司應依「公開發行公司取得或處分資產處理準則」訂定或修訂其「取得或處分資產處理程序」經各子公司之董事會通過後生效實施。

本公司之子公司非屬國內公開發行公司，取得或處分資產有第十三條規定應公告申報情事者，由本公司代為公告申報。

前項子公司適用第十三條第一項之應公告申報標準有關達實收資本額百分之二十或總資產百分之十規定，以本公司之實收資本額或總資產為準。

第十六條（其他規定事項）

本公司依規定需取得之估價報告或會計師、律師或證券承銷商之意見書，該專業估價者及其估價人員、會計師、律師或證券承銷商與交易當事人不得為關係人。

本公司如經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告或會計師意見。

本公司不得放棄對 Inmax Sdn. Bhd.（以下簡稱 ISB 公司）未來各年度之增資；未來若本公司因策略聯盟考量或其他經櫃檯買賣中心同意者，而須放棄對上開公司之增資或處分上開公司股權，須經本公司董事會特別決議通過。

第十七條（違反準則之處罰）

相關人員違反「公開發行公司取得或處分資產處理準則」或本處理程序規定之處罰：依本公司人事管理辦法定期提報考核，依其情節輕重處罰。

第十八條（附則）

本公司應依本處理程序規定訂定取得或處分資產處理程序，經董事會通過後，送審計委員會並提報股東會同意，修正時亦同。如有董事表示異議且有紀錄或書面聲明者，公司並應將董事異議資料送審計委員會。

本公司依前項規定將取得或處分資產處理程序提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

本公司訂定或修正取得或處分資產處理程序，應經審計委員會全體成員二分之一以上同意，並經董事會決議。

前項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。

第三項所稱審計委員會全體成員及前項所稱全體董事，以實際在任者計算之。

股東會通過訂定日期：99 年 6 月 25 日

股東會通過第 1 次修訂日期：100 年 3 月 25 日

股東會通過第 2 次修訂日期：101 年 6 月 15 日

股東會通過第 3 次修訂日期：102 年 6 月 28 日

股東會通過第 4 次修訂日期：103 年 6 月 18 日

股東會通過第 5 次修訂日期：106 年 6 月 20 日

【附錄三】從事衍生性商品交易處理程序

英屬開曼群島商駿吉控股股份有限公司

Inmax Holding Co., Ltd.

從事衍生性商品交易處理程序

第一節 目的

第一條

為有效管理本公司收支、資產及負債因外匯、利率等變動及本公司從事衍生性商品交易所產生之風險，特訂定本處理程序。本處理程序如有未盡事宜，悉依相關法令規定辦理之。

第二節 交易原則與方針

第二條 交易種類

本處理程序所稱之衍生性商品，係指其價值由資產、利率、匯率、或其他利益等商品所衍生之交易契約，如遠期契約、選擇權契約、交換契約、暨上述商品組合而成之複合式契約等。所稱之遠期契約，不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進（銷）貨合約。本公司不從事上述以外之其他衍生性商品交易。

第三條 經營或避險策略

本公司從事衍生性商品交易，以規避風險為原則並以公司因業務所產生之應收應付款項或資產負債就到期日、金額及幣別互抵後之淨部位進行避險。交易進行前並須確定為避險性之操作。

第四條 權責劃分

財務單位進行衍生性商品交易及確認之人員須由總經理指派。交易之確認及交割由財務單位不負交易責任之人員為之。交易及確認人員之派任、解任應在生效日前通知交易對象，以維護公司權益。

第五條 契約總額及全部與個別契約損失上限

契約總額

避險性操作

本公司之整體避險契約總額，以不超過未來一年內公司因業務所產生應收款項金額百分之七十五為限，超過此額度需提報董事會決議通過。

交易性操作

本公司不從事交易性操作。

損失上限之訂定

外匯操作及利率交換之交易以避險為目的，較無損失上限之疑慮，惟當匯率有重大不利影響時，財會單位應立即報請總經理及董事長通過同意後調整之。

第六條 績效評估

避險性操作

避險性操作之績效係以避險策略作為依據而加以衡量評估。

第三節 作業程序

第七條 授權額度及層級

避險性操作之授權：

交易承作

本公司經授權之交易人員須依據本公司因業務所產生之淨部位且經總經理簽核同意，始可承作交易。

為使交易對象配合本公司之監督管理，應將本條所訂之交易授權額度及層級以書面通知交易對象。惟與交易對象間之書面確認，無論金額大小，均由財務長及總經理共同簽核。

第七條之一 重大衍生性商品交易

重大之衍生性商品交易，應依相關規定提董事會決議同意。

第八條 執行單位及流程：同上所述

第四節 公告申報程序

第九條

本公司應按月將本公司及非屬國內公開發行公司之子公司截至上月底從事衍生性商品交易之情形，依相關法令之規定辦理公告申報。

除前項規定外，如有其他依法令規定應公告申報之事項，悉依相關規定辦理之。本公司非屬國內公開發行公司之子公司有本項規定之情事發生時，本公司亦應代為辦理公告申報。

本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時，應將全部項目重行公告申報。

第五節 內部控制制度

第十條 風險管理措施

信用風險

本公司交易對象限與公司有往來之銀行或國際知名之金融機構，並能提供專業資訊者為原則。

市場風險

本公司對衍生性金融商品，因利率、匯率變化或其他因素所造成市價變動之風險，應隨時加以控管。

流動性風險

為確保流動性，交易之對象必須有充足的設備、資訊及交易能力，並能在任何市場進行交易。

現金流量

本公司應維持足夠之速動資產及融資額度以應交割資金之需求。

作業風險

本公司明定授權額度及作業流程以避免作業上的風險。

法律風險

本公司和交易對手所簽署的文件必須經過內部法務人員或法律顧問的核閱才能正式簽署，以避免法律上的風險。

第十一條 內部控制

1. 本公司交易人員及確認、交割人員不得互相兼任。
2. 交易發生時，交易人員應即填寫交易成交單，交與確認人員確認。確認人員應依成交單與交易對象確認。
3. 本公司從事衍生性商品交易，其有關風險之衡量、監督與控制由非財會部門之內部稽核人員負責向總經理報告，總經理並向董事長及董事會負責。

第十二條 定期評估方式及異常情形之處理

財務單位為業務需要辦理之避險性交易應每月至少評估兩次呈報總經理。董事會除指派總經理負責衍生性金融商品交易風險之監督與控制之外，並應定期評估從事衍生性商品交易之績效，是否符合既定之經營策略，及所承擔之風險是否在公司容許承受之範圍。本公司總經理承董事會之指派，應定期評估目前使用之風險管理程序是否適當，確實依本處理程序之規定辦理。如有異常情形，應即向董事長或董事會報告，並採取必要之因應措施。已設置獨立董事者，董事會應有獨立董事出席表示意見。

第六節 內部稽核制度

第十三條

內部稽核人員應定期瞭解衍生性商品交易內部控制之允當性，並按月查核交易相關部門對本處理程序相關規定之遵守情形，並分析交易循環，作成稽核報告，如發現重大違規情事，應以書面通知董事會。

第七節 其他事項

第十四條

本公司從事衍生性商品交易，應建立備查簿，並依相關法令之規定記載相關事宜，除其他法律另有規定者外，至少保存五年。

第十五條

本公司經理人及主辦人員從事衍生性商品交易，應遵循本處理程序之規定，使公司免於遭受作業不當之損失。如有違反相關法令或本處理程序規定之情事，其懲戒悉依本公司相關人事規章之規定辦理。

第十六條

本公司之子公司擬從事衍生性商品交易者，本公司應督促其訂定從事衍生性商品交易處理程序，依相關規定送其董事會及/或股東會決議後實施。本公司之子公司若從事衍生性商品交易，應定期提供相關資料予本公司查核。

第十七條

- 一、訂定或修正本處理程序，應先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。
- 二、依規定須將本處理程序提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對或保留意見，應於董事會議事錄載明。
- 三、本處理程序經董事會通過後，並提報股東會同意後實施，修正時亦同。

股東會通過訂定日期：100 年 6 月 27 日

【附錄四】背書保證作業程序

英屬開曼群島商駿吉控股股份有限公司

INMAX HOLDING CO., LTD.

AD00 背書保證作業程序

第一條（目的）

為保障股東權益，健全本公司辦理背書保證作業之財務管理及降低經營風險，悉依本作業程序辦理。本程序如有未盡事宜，另依相關法令之規定辦理。

第二條（適用範圍）

本程序所稱之背書保證係指下列事項：

一、融資背書保證，包括：

（一）客票貼現融資。

（二）為他公司融資之目的所為之背書或保證。

（三）為本公司融資之目的而另開立票據予非金融事業作擔保者。

二、關稅背書保證，係指為本公司或他公司有關關稅事項所為之背書或保證。

三、其他背書保證，係指無法歸類列入前二款之背書或保證事項。

本公司提供動產或不動產為他公司借款之擔保設定質權、抵押權者，亦應依本程序規定辦理。

第三條（背書保證對象）

本公司得對下列公司為背書保證：

一、與本公司有業務往來關係之公司。

二、本公司直接及間接持有表決權之股份超過百分之五十之公司。

三、直接及間接對本公司持有表決權之股份超過百分之五十之公司。

本公司直接及間接持有表決權股份達百分之九十以上之公司間，得為背書保證，且其金額不得超過本公司淨值之百分之十。但本公司直接及間接持有表決權股份百分之百之公司間背書保證，不在此限。

本公司基於承攬工程需要之同業間或共同起造人間依合約規訂互保，或因共同投資關係係由全體出資股東依其持股比率對被投資公司背書保證，或同業間依消費者保護法規範從事預售屋銷售合約之履約保證連帶擔保者，不受前二項規定之限制，得為背書保證。

前項所稱出資，係指公開發行公司直接出資或透過持有表決權股份百分之百之公司出資。

第四條（背書保證之額度）

本公司對外背書保證之總額不得超過本公司最近期財務報表淨值百分之九十。

對單一企業背書保證額度以不超過本公司最近期財務報表淨值百分之九十為限，

如因業務關係從事背書保證者則不得超過最近一年度與本公司及子公司交易之總額(雙方間進貨或銷貨金額孰高者)。

本公司及子公司整體得為背書保證之總額及對單一企業背書保證之限額如下：

一、本公司及子公司整體背書保證之總額以不超過本公司最近期財務報表淨值之百分之一百八十為限。

二、本公司及子公司整體對單一企業背書保證之金額，不得超過本公司淨值之百分之一百八十。

本公司如因業務需要而有超過前項所訂額度之必要且符合公司背書保證作業程序所訂條件者，應經董事會同意並由半數以上董事對公司超限可能產生之損失具名聯保，並修正背書保證作業程序，報經股東會追認之；股東會不同意時，應訂計畫於一定期間內消除超限部分。

第 五 條 （決策及授權層級）

本公司所為背書保證事項，應審慎評估是否符合「公開發行公司資金貸與及背書保證處理準則」及本公司所訂「背書保證作業程序」之規定，並經詳細審查程序，將評估結果提報董事會決議通過後始得為之。但為配合時效需要，得由董事會授權董事長在本公司最近期財務報表淨值百分之二十以內先予決行，後提報次一董事會追認。本公司直接及間接持有表決權股份達百分之九十以上之子公司依第三條第二項規定為背書保證前，並應提報本公司董事會決議後始得辦理。但公開發行公司直接及間接持有表決權股份百分之百之公司間背書保證，不在此限。本公司已設置獨立董事時，其為他人背書保證時，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紀錄。

第 六 條 （背書保證辦理程序）

本程序第三條規定之得背書保證對象向本公司申請辦理背書保證業務時，應提供財務資料及其他本公司認為必要之相關資料，填具申請書向本公司財務部提出申請。財務部應就背書保證個案進行詳細審查程序，其程序包括(一)背書保證之必要性及合理性(二)因業務往來關係從事背書保證，其背書保證金額與業務往來金額是否相當(三)背書保證對象之徵信及風險評估(四)對本公司之營運風險、財務狀況及股東權益之影響(五)是否應取得擔保品及擔保品之評估價值等。

本公司財務部經辦人員將前項相關資料及評估結果彙整，若辦理背書保證當時之累計餘額尚未超過本公司最近期財務報表淨值百分之二十，則呈請董事長裁示後辦理，嗣後提報次一董事會追認；若背書保證累計餘額已超過本公司最近期財務報表淨值百分之二十，則送董事會核定，並依據董事會決議辦理。

財務部所建立之背書保證備查簿，應就背書保證對象、金額、董事會通過或董事長決行日期、背書保證日期、依本規定應審慎評估之事項、擔保品內容及其評估價值以及解除背書保證責任之條件與日期等，詳予登載備查。

被背書保證企業還款時，應將還款之資料照會本公司，以便解除本公司保證之責任，並登載於背書保證備查簿上

第七條（印鑑章保管及程序）

背書保證之專用印鑑章應由董事會同意之專人保管，變更時亦同；辦理背書保證時應依公司規定作業程序始得鈐印或簽發票據；本公司若對國外公司為保證行為時，公司所出具保證函應由董事會授權之人簽署。

第八條（辦理背書保證應注意事項）

本公司之內部稽核人員應至少每季稽核背書保證作業程序及其執行情形，並作成書面紀錄，如發現重大違規情事，應即以書面通知各獨立董事。

本公司如因情事變更，致背書保證對象原符合本程序第三條規定而嗣後不符合，或背書保證金額因據以計算限額之基礎變動致超過本程序第四條所訂額度時，則稽核單位應督促財務部對於該對象所背書保證之金額或超限部份於合約所訂期限屆滿時或訂定於一定期限內全部消除，並將該改善計畫送各獨立董事，以及報告於董事會。

本公司辦理背書保證因業務需要，而有超過本程序所訂額度之必要且符合本程序所訂條件者，應經董事會同意並由半數以上之董事對公司超限可能產生之損失具名聯保，並修正本程序，報經股東會追認之；股東會不同意時，應訂定計畫於一定期限內銷除超限部分。本公司已設置獨立董事者，於董事會討論時，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紀錄。

第九條（對子公司辦理背書保證之控管程序）

本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。本公司之子公司若擬為他人背書保證者，亦應依主管機關令頒之「公開發行公司資金貸與及背書保證處理準則」之規定訂定背書保證作業程序。

子公司應於每月七日(不含)以前編制上月份為他人背書保證明細表，並呈閱本公司。

本公司稽核人員依年度稽核計劃至子公司進行查核時，應一併了解子公司為他人背書保證作業程序執行情形，若發現有缺失事項應持續追蹤其改善情形，並作成追蹤報告呈報總經理。

第十條（應公告申報之時限及內容）

本公司應於每月十日前公告申報本公司及子公司上月份背書保證餘額。

本公司背書保證達下列標準之一者，應於事實發生日之即日起算二日內公告申報：

- 一、本公司及子公司背書保證餘額達本公司最近期財務報表淨值百分之五十以上。
- 二、本公司及子公司對單一企業背書保證餘額達本公司最近期財務報表淨值百分之二十以上。
- 三、本公司及子公司對單一企業背書保證餘額達新臺幣一千萬元以上且對其背書保證、長期性質之投資及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。
- 四、本公司或子公司新增背書保證餘額達新臺幣三千萬元以上且達該本公司最近期財務報表淨值百分之五以上。

本公司之子公司非屬國內公開發行公司者，該子公司有前項第四款應輸入 公開資訊觀測站之事項，應由本公司為之。

本公司應評估或認列背書保證之或有損失，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執行必要之查核程序。

本公司之公告申報，係指輸入金融監督管理委員會指定之資訊申報網站。本公司所稱事實發生日，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。

第十一條（罰則）

本公司之經理人及主辦人員違反本作業程序時，依照本公司人事管理辦法提報考核，依其情節輕重處罰。

第十二條（續後相關管控措施）

實施與修訂背書保證對象若為淨值低於實收資本額二分之一之子公司，應明定其續後相關管控措施。

子公司股票無面額或每股面額非屬新臺幣十元者，背書保證對象若為淨值低於實收資本額二分之一之子公司，計算之實收資本額，應以股本加計資本公積-發行溢價之合計數為之。

第十三條（實施與修訂）

另本公司已設置獨立董事時，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紀錄。

本程序經董事會通過後應即提報股東會討論並取得其同意，修正時亦同。

股東會通過訂定日期：99年6月25日

股東會通過第1次修訂日期：100年3月25日

股東會通過第2次修訂日期：100年6月27日

股東會通過第3次修訂日期：102年6月28日

【附錄五】資金貸與他人作業程序

英屬開曼群島商駿吉控股股份有限公司

INMAX HOLDING CO., LTD.

資金貸與他人作業程序

第 一 條 (目的)

為保障股東權益，健全本公司辦理資金貸與他人作業之財務管理及降低經營風險，悉依本作業程序辦理。本程序如有未盡事宜，另依相關法令之規定辦理。

第 二 條 (資金貸與對象)

依公司法規定，本公司之資金，除有下列各款情形外，不得貸與股東或任何他人：

- 一、與本公司有業務往來之公司或行號。
- 二、與本公司有短期融通資金必要之公司或行號。

第 三 條 (資金貸與總額及個別對象之限額)

資金貸與有業務往來公司或行號者，個別貸與金額以不超過雙方間最近一年度業務往來金額為限。所稱業務往來金額係指雙方間進貨或銷貨金額孰高者。

資金貸與有短期融通資金必要之公司或行號者，該貸與總金額不得超過本公司淨值百分之四十；個別貸與金額以不超過本公司淨值之百分之二十為限。

前二項總貸與金額不得超過本公司淨值百分之四十。

第二項所稱短期，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。

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，不受第二項之限制。但仍應依資金貸與總額及個別對象之限額，分別就業務往來、短期融通資金訂定總額、個別對象之限額、資金貸與期限及計息方式。

第 四 條 (與其關係企業間之資金貸予應注意事項)

本公司與母公司或子公司間，或子公司間之資金貸與，應依規定提董事會決議，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，除符合第三條第五項規定者外，本公司或子公司對單一企業之資金貸與之授權額度不得超過該公司最近期財務報表淨值百分之十。

本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。

第 五 條

(資金貸與期限及計息方式)

因業務往來之每次資金貸與期限自放款日起，以不超過一年或一營業週期(以較長者為準)為原則，惟經董事會決議通過者，得延期一次(一年)。

貸放資金之利息計算，係採每月計息一次，其利率不得低於金融業通行之短期放款最低利率。

放款利息之計收除有特別規定者外，以每月繳息一次為原則，於約定繳息日前一週通知借款人按時繳息。

本公司持股100%之子公司，其資金貸與本公司以不計息方式辦理。

第 六 條

(貸放程序)

一、申請程序

(一)借款者應提供基本資料及財務資料，並填具申請書，敘述資金用途，借款期間及金額後，送交本公司財務部門審查。財務部門進行詳細審查程序，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等。

(二)若因業務往來關係從事資金貸與，本公司財務部經辦人員應評估貸與金額與業務往來金額是否相當；若因短期融通資金之必要者，應列舉得貸與資金之原因及情形，並加以徵信調查，將資金貸與他人之必要性及合理性等相關資料及擬具之貸放條件由財務部呈報總經理及董事長後，再提報董事會決議。

(三)本公司已設置獨立董事時，於將資金貸與他人時，應充分考量各獨立董事之意見，並將同意或反對之明確意見及反對之理由列入董事會紀錄。

二、徵信調查

(一)初次借款者，借款人應提供基本資料及財務資料，以便辦理徵信及風險評估工作。

(二)若屬繼續借款者，原則上於提出續借時重新辦理徵信調查，如為重大或急事件，則視實際需要隨時辦理。

(三)若借款人財務狀況良好，且年度財務報表以委請會計師辦妥融資簽證，則得沿用尚未超過一年之調查報告，併同該期之會計師查核簽證報告，以作為貸放之參考。

(四)本公司對借款人作徵信調查時，亦應一併評估資金貸與對本公司之營運風險、財務狀況及股東權益之影響及應否取得擔保品及擔保品之評估價值。

三、貸款核定及通知

(一)經徵信調查及評估後，董事會決議不擬貸放案件，經辦人員應將婉拒理由儘速回覆借款人。

(二)經徵信調查及評估後，董事會決議同意貸放案件，經辦人員應儘速函告借款人，詳述本公司放款條件，包括額度、期限、利率、擔保品及保證人等，請借款人於期限內辦妥簽約手續。

四、簽約對保

(一)貸放案件應由經辦人員擬定約據條款，經主管人員審核並送請法律顧問會核後再辦理簽約手續。

(二)約據內容應與核定之借款條件相符，借款人及連帶保證人於約據上簽章後，應由經辦人員辦妥對保手續。

五、擔保品價值評估及權利設定

貸放案件如有擔保品者，借款人應提供擔保品，並辦妥質權或抵押權設定手續，本公司亦需評估擔保品價值，以確保本公司債權。

六、保險

(一)擔保品中除土地及有價證券外，均應投保火險及相關保險，保險金額以不低於擔保品質押為原則，保險單應註明以本公司為受益人。保單上所載標的物名稱，數量、存放地點、保險條件、保險批單等應與本公司原核貸條件相符。

(二)經辦人員應注意在保險期限屆滿前，通知借款人續投保。

七、撥款

貸放條件經核准並經借款人簽妥合約，辦妥擔保品質(抵)押設定登記等，全部手續核對無誤後，即可撥款。

第七條

(後續控管措施、逾期債權處理程序)

貸款撥放後，應經常注意借款人及保證人之財務、業務以及信用狀況等，如有提供擔保品者，並應注意其擔保價值有無變動情形，重大變化時，應立刻通報董事長，並依指示為適當之處理。在放款到期一個月前，應通知借款人屆期清償本息。

借款人於貸款到期償還借款時，應先計算應付之利息，連同本金一併清償後，始得將本票、借據等償債憑證註銷發還借款人。

如借款人申請塗銷抵押權時，應先查明有無借款餘額後，以決定是否同意辦理抵押塗銷。

因有業務往來之借款人於貸放案到期前，如有需要，應於借款到期日前一個月申請展期續約，並以一次(一年)為限，本公司提報董事會決議通過後，重新辦理相關手續，違者本公司得就其所提供之擔保品或保證人，依法逕行處分及追償。

因有短期融通資金必要之借款人於貸放案到期後，無力清償所欠金額者，本公司應依法逕行處理及

追償所欠金額。

第 八 條 (案件之登記與保管)

本公司辦理資金貸與事項，應建立備查簿，就資金貸與之對象、金額、董事會通過日期、資金貸放日期及依本作業程序應審慎評估之事項詳予登載備查。

貸放案件經辦人員對本身經辦之案件，於撥貸後，應將約據、本票等債權憑證、以及擔保品證件、保險單、往來文件，依序整理後，裝入保管品袋，並於袋上註明保管品內容及客戶名稱後，呈請財務部單位主管檢驗，俟檢驗無誤即行密封，雙方並於保管品登記簿簽名或蓋章後後保管。

第 九 條 (辦理資金貸與他人應注意事項)

本公司將公司資金貸與他人前，應審慎評估是否符合本作業程序之規定，併同評估結果提董事會決議後辦理，不得授權其他人決定。

本公司內部稽核人員應至少每季稽核資金貸與他人作業程序及其執行情形，並作成書面紀錄，如發現重大違規情事，應即以書面通知各審計委員會。

本公司因情事變更，致貸與對象不符相關法令及本作業程序規定或餘額超限時，稽核單位應督促財務部訂定改善計劃，將該改善計畫送各審計委員會，並依計畫時程完成改善。

承辦人員應於每月十日以前編制上月份資金貸與其他公司明細表，逐級呈請核閱。

第 十 條 (對子公司資金貸與他人之控管程序)

本公司之子公司若將資金貸與他人者，亦應依主管機關頒之「公開發行公司資金貸與及背書保證處理準則」之規定訂定資金貸與他人作業程序。

子公司應於每月七日(不含)以前編製上月份資金貸與他人明細表，並呈閱本公司。

本公司稽核人員依年度稽核計劃至子公司進行查核時，應一併了解子公司資金貸與他人作業程序執行情形，若發現有缺失事項應持續追蹤其改善情形，並作成追蹤報告呈報總經理。

第十一條 (應公告申報之時限及內容)

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。

本公司資金貸與餘額達下列標準之一者，應於事實發生之日起二日內公告申報：

一、本公司及子公司資金貸與他人餘額達本公司最近期財務報表淨值百分之二十以上。

二、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。

三、本公司或子公司新增資金貸與金額達新臺幣一千萬以上且達本公司最近期財務報表淨值百分之二以上。

本公司之子公司非屬國內公開發行公司者，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。

本公司應依一般公認會計原則規定，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執行必要之查核程序。

本程序所稱事實發生日，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。

第十二條 (罰則)

本公司之經理人及主辦人員違反本作業程序時，依照本公司人事管理辦法提報考核，依其情節輕重處罰。

第十三條 (實施與修訂)

本作業程序經董事會通過後，送審計委員會並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，公司應將其異議併送審計委員會及提報股東會討論，修正時亦同。

本公司已設置獨立董事時，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紀錄。

股東會通過訂定日期：99 年 6 月 25 日

股東會通過第 1 次修訂日期：100 年 3 月 25 日

股東會通過第 2 次修訂日期：102 年 6 月 28 日

【附錄六】股東會議事規範

英屬開曼群島商駿吉控股股份有限公司

INMAX HOLDING CO., LTD.

AG00股東會議事規範

第一條

本公司股東會除法令另有規定者外，應依議事規範辦理。

第一條之一（股東會召集及開會通知）

本公司股東會除法令另有規定外，由董事會召集之。

本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料，製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。

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

第一條之二

選任或解任董事、變更章程、公司解散、合併、分割或公司法第一百八十五第一項各款、證券交易法第二十六條之一、第四十三條之六、發行人募集與發行有價證券處理準則第五十六條之一及第六十條之二之事項應在召集事由中列舉，不得以臨時動議提出。

第一條之三

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

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

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

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

第一條之四

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

一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。

委託書送達本公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

第二條

本公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。

前項受理股東報到時間至少應於會議開始前三十分鐘辦理之。

股東本人或股東所委託之代理人（以下稱股東）應憑出席證、出席簽到卡或其他出席證件出席股東會；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。

公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。

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

政府或法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。

第三條

股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。

第三條之一

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

第四條

股東會召開之地點，應於中華民國境內便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時。

第五條

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

股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之。召集權人有二人以上時，應互推一人擔任之。

第六條

公司得指派所委任之律師、會計師或相關人員列席股東會。

第七條

公司應將股東會之開會過程全程錄音或錄影，並至少保存一年。

第八條

已屆開會時間，主席應即宣布開會，惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣布流會。

前項延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時，得依公司法第一百七十五條第一項規定為假決議，並將假決議通知各股東於一個月內再行召集股東會。

於當次會議未結束前，如出席股東所代表股數達已發行股份總數過半數時，主席得將作成之假決議，依公司法第一百七十四條規定重新提請股東會表決。

第九條

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

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

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

會議散會後，股東不得另推選主席於原址或另覓場所續行開會。

第十條（股東發言）

出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶名，由主席定其發言順序。

出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。

出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

出席股東發言後，主席得親自或指定相關人員答覆。

第十一條（表決股數之計算、迴避制度）

股東會之表決，應以股份為計算基準。

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

除信託事業或經證券主管機關核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。

第十二條

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。

本公司召開股東會時，得採行以書面或電子方式行使其表決權（依公司法第一百七十七條之一第一項但書應採行電子投票之公司：本公司召開股東會時，應採行以電子方式並得採行以書面方式行使其表決權）；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權。

前項以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。

股東以書面或電子方式行使表決權後，如欲親自出席股東會者，應於股東會開會二日前，以與行

使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權，並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。

第十三條（選舉事項）

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

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

第十四條

主席對於議案之討論，認為已達可付表決之程度時，得宣布停止討論，提付表決。

第十五條

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。

第十六條（休息、續行集會）

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

股東會排定之議程於議事（含臨時動議）未終結前，開會之場地屆時未能繼續使用，得由股東會決議另覓場地繼續開會。

股東會得依公司法第一百八十二條之規定，決議在五日內延期或續行集會。

第十七條

議案之表決，除公司法及本公司章程另有規定外，以出席股東表決權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

第十七條之一

股東係為他人持有股份時，得主張分別行使表決權。

前項分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵行事項，應遵循中華民國證券法令之規定。

第十八條

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。

第十九條

辦理股東會之會務人員應佩帶識別證或臂章。

主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴「糾察員」字樣臂章或識別證。

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

股東違反議事規則不服從主席糾正，妨礙會議之進行經制止不從者，得由主席指揮糾察員或保全人員請其離開會場。

第二十條

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

股東會決議事項，如有屬法令規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。

第二十一條

本規範經股東會通過後施行，修正時亦同。

股東會通過訂定日期：99 年 6 月 25 日

股東會通過第 1 次修訂日期：100 年 3 月 25 日

股東會通過第 2 次修訂日期：100 年 8 月 18 日

股東會通過第 3 次修訂日期：101 年 6 月 15 日

股東會通過第 4 次修訂日期：104 年 6 月 22 日

股東會通過第 5 次修訂日期：105 年 6 月 16 日

股東會通過第 6 次修訂日期：106 年 6 月 20 日

【附錄七】全體董事持股情形

全體董事持股情形

- 一、截至本次股東常會停止過戶日 108 年 4 月 15 日止，本公司實收資本額為新台幣 331,648,070 元，已發行股份總數為 33,164,807 股。
- 二、依據證券交易法第 26 條及公開發行公司董事監察人股權成數及查核實施規則之規定，全體董事法定最低持有股數為 3,600,000 股。
- 三、股東名簿記載全體董事持有股數，已符合法定成數標準。
- 四、全體董事持股明細如下表所示：

職稱	姓名	目前持有股數		
		種類	股數	佔目前發行總股份比率
董事長	江文洲	普通股	4,656,668	14.04 %
董事	王秀華	普通股	5,000	0.02%
董事	康連財	普通股	1,485,932	4.48%
董事	丁重誠	普通股	157,523	0.47%
董事	張宏育	普通股	36,000	0.11%
獨立董事	蕭庭郎	普通股	0	0
獨立董事	鄭鶴欣	普通股	0	0
獨立董事	吳金榮	普通股	0	0

【附錄八】本次無償配股對公司營業績效、每股盈餘及股東投資報酬率之影響

依「公開發行公司公開財務預測處理準則」規定，本公司無須公開一〇八年度財務預測資訊，故不適用。