

股票代號：1626

**AIRMATE (CAYMAN) INTERNATIONAL CO
LIMITED**

(艾美特(開曼)國際有限公司)

2017 年股東常會

議 事 手 冊

股東會日期：2017 年 5 月 22 日（星期一）上午九點整

股東會地點：臺北市濟南路一段 2-1 號 4 樓會議室（臺大校友會館）

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2017 年股東常會開會程序

- 一、宣佈開會
- 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

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2017 年股東常會議程

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一、宣佈開會

二、主席致詞

三、報告事項

（一）2016 年度營業報告

（二）審計委員會查核 2016 年度決算表冊報告

（三）2016 年度員工酬勞及董事酬勞分派情形報告

（四）實施庫藏股執行情形報告

（五）訂定「買回股份轉讓員工辦法」報告

（六）訂定「員工認股權憑證辦法」報告

四、承認事項

（一）本公司 2016 年度之營業報告書及合併財務報表承認案

（二）本公司 2016 年度盈餘分配承認案

五、討論事項

公司章程修訂討論案

六、臨時動議

七、散會

報 告 事 項

第一案

董事會提

案 由：2016 年度營業報告，提請 公鑒。

說 明：本公司 2016 年度營業報告書，請參閱本手冊第 8~13 頁（附件一）。

第二案

董事會提

案 由：審計委員會查核 2016 年度決算表冊報告，提請 公鑒。

說 明：本公司 2016 年度審計委員會查核報告書，請參閱本手冊第 14 頁（附件二）。

第三案

董事會提

案 由：2016 年度員工酬勞及董事酬勞分派情形報告，提請 公鑒。

說 明：(一)依公司章程 14.5，本公司年度如有獲利，應提撥員工酬勞 5%~10%，
董事酬勞不多於 3%。

(二) 2016 年度員工酬勞及董事酬勞分派經 2017 年 3 月 3 日董事會決議以
現金發放，請參閱下表。

單位：新台幣元

項 目	董事會擬分派金額	佔獲利比例
員工酬勞	18,946,150	5%
董事酬勞	3,789,230	1%

第四案

董事會提

案由：實施庫藏股執行情形報告，提請 公鑒。

說明：(一)依「證券交易法」第二十八條之二及「上市上櫃公司買回本公司股份辦法」規定辦理。

(二)買回本公司股份情形報告如下：

買 回 期 次	第一次	第二次	第三次
買 回 目 的	維護公司信用及股東權益	轉讓股份予員工	轉讓股份予員工
買 回 期 間	2016 年 9 月 5 日 至 2016 年 10 月 5 日	2016 年 11 月 7 日 至 2016 年 12 月 15 日	2017 年 3 月 6 日 至 2017 年 5 月 5 日
買 回 區 間 價 格	25.75-27 元	25-25.95 元	18.35-39 元(預計)
已買回股份種類及數量	普通股/41 仟股	普通股/442 仟股	(註)
已買回股份金額	1,088 仟元	11,225 仟元	(註)
平均每股買回價格	26.53 元	25.40 元	(註)
未執行完畢之原因	為兼顧市場機制不影響股價，本公司視股價變化及成交量狀況採行分批買回策略，故未執行完畢。	為兼顧市場機制不影響股價，本公司視股價變化及成交量狀況採行分批買回策略，故未執行完畢。	(註)
已辦理銷除及轉讓之股份數量	41 仟股	-	(註)
累積持有本公司股份數量	-	442 仟股	(註)
累積持有本公司股份數量占已發行股份總數比率(%)	-	0.36%	(註)

註：截至本手冊刊印日止尚未執行完畢，另將於股東會報告實際買回情形。

第五案

董事會提

案由：訂定「買回股份轉讓員工辦法」報告，提請 公鑒。

說明：本公司訂定「買回股份轉讓員工辦法」報告，請參閱本手冊第 15~16 頁（附件三）。

第六案

董事會提

案由：訂定「員工認股權憑證辦法」報告，提請 公鑒。

說明：本公司訂定「員工認股權憑證發行及認股辦法」報告，請參閱本手冊第 17~22 頁（附件四）。

承 認 事 項

第一案

董事會提

案 由：本公司 2016 年度之營業報告書及合併財務報表承認案，提請 承認。

說 明：一、本公司 2016 年度合併財務報表，業經安侯建業聯合會計師事務所莊鈞維會計師、寇惠植會計師查核完竣，並經 2017 年第 1 次審計委員會暨 2017 年第 1 次董事會決議通過。

二、檢附 2016 年度營業報告書（請參閱本手冊第 8~13 頁（附件一））、會計師查核報告及合併財務報表（請參閱本手冊第 23~30 頁（附件五）），提請承認。

決 議：

第二案

董事會提

案 由：本公司 2016 年度盈餘分配承認案，提請 承認。

說 明：一、本公司期初未分配盈餘為新台幣 52,154,044 元，調整減除註銷庫藏股借記保留盈餘新台幣 355,025 元及確定福利計畫再衡量認列於保留盈餘新台幣數 2,340,369 元後，調整後未分配盈餘為新台幣 49,458,650 元，加上 2016 年度稅後淨利新台幣 282,300,589 元，減除提列法定盈餘公積新台幣 28,230,059 元及特別盈餘公積—國外營運機構財務報表換算之兌換差額新台幣 120,259,140 元後，本期可供分配盈餘為新台幣 183,270,040 元。

二、本年度預計按配息基準日，分配股東現金股利新台幣 122,401,586 元，每股預計分配現金股利新台幣 1 元，現金股利發放至元為止(元以下捨去)，其畸零款合計數計入本公司之其他收入，配息基準日及發放日擬提請股東會授權董事長另訂之。

三、前述事項如因本公司買回庫藏股等因素影響流通在外股份數量，致股東配息比例發生變動者，授權董事會全權調整之。

四、2016 年度盈餘分配表，請參閱本手冊第 31 頁（附件六）。

決 議：

討 論 事 項

董事會提

案 由：「公司章程」修訂討論案，提請 決議。

說 明：一、本公司為配合及因應註冊所在地開曼公司法、台灣公司法
與證券相關法令，擬修訂「公司章程」部份條文。

二、修訂條文對照表，請參閱本手冊第 32~35 頁（附件七）。

三、提請 特別決議。

決 議：

臨時動議

散 會

壹、致股東報告書

一、前言

2016 年全球經濟復甦不如預期，加上面臨中國國內家電銷售趨緩的難題時，回顧本公司過去一年經營表現，在中國市場的營運佈局，已展現效益，獲利表現亮眼。除加速智慧家電產品的開發外，並拓寬渠道的廣度、提升品質及品牌形象，以掌握市場新契機。

去年一方面降低生產成本，提升產品價格競爭力，同時積極開高階家電產品，隨著新產品的推出、拓寬渠道廣度及銷售策略的佈局，期待 2017 年有新新的表現。

以下就本公司 2016 年度之營運概況暨 2017 年度之未來展望報告如下：

本公司為掛牌上市後之集團最終母公司，主要負責投資控股，生產基地位於中國大陸廣東省深圳市及江西省九江市，2016 年度合併營收為新台幣 110.32 億元，合併稅後淨利則為新台幣 2.82 億元，合併稅後每股淨利為新台幣 2.31 元。展望 2017 年度，中國大陸之各項經濟挑戰考驗仍在，在面對快速消費內需市場的持續穩定增長及小家電產業的激烈競爭，本公司將持續擴大集團營運規模，並強化各公司營運管理及成本費用合理管控，積極開拓市場並深化服務客戶，與主要客戶緊密配合與成長，以建構具有競爭力與核心價值的企業。

展望公司未來發展，近因中國大陸的生活水準提昇，故消費者也提高對小家電品質，此為本公司的契機，但面對中國大陸成長動能趨緩，且內需快速消費品市場發展面臨多元化激烈競爭，本公司及集團內所屬轉投資子公司將持續穩健深耕既有客戶群並擴大終端客戶市場廣度；於台灣資本市場掛牌上市後，經營團隊及所有員工同仁將本著更為謙虛的精神與自我惕勵要求，以更積極務實的態度，專注本業生產營運，為小家電產業提供有競爭力的優化商品，創造廣大股東及公司員工最大的利益，並善盡企業的社會責任，以回饋股東的持續支持與愛護，感謝各位股東支持。

二、2016 年度營業結果

(一) 2016 年度營業計畫及實施成果

單位:新台幣仟元

項 目	<u>2016 年度</u> <u>查核數</u>	<u>2015 年度</u> <u>查核數</u>	<u>成長率</u>
合併營業收入	11,032,005	10,967,669	0.59%
合併營業毛利	2,291,399	2,075,981	10.38%
合併營業淨利	341,281	-62,864	642.89%
合併營業外淨收(支)	16,191	-59,457	127.23%
合併稅前淨利	357,472	-122,321	392.24%
所得稅費用	80,526	-28,279	384.76%
合併總損益	276,946	-94,042	394.49%

(二) 財務收支及獲利能力

年度		2016 年度	2015 年度
項目			
財務結構	負債占資產比率 (%)	64.83	66.02
償債能力	流動比率 (%)	99.99	95.01
	速動比率 (%)	49.13	46.89
獲利能力	資產報酬率 (%)	4.20	-0.23
	股東權益報酬率 (%)	10.30	-3.27
	純益率 (%)	2.56	-0.86
	每股盈餘 (元)	2.31	-0.77

(三) 年度研究及新技術發展狀況

1. 年度研究及新技術發展成果

- (1) 系列新風機研發
- (2) 5片靜音弦月扇葉研發
- (3) 大加濕量靜音汽化式加濕器研發
- (4) 360度出風PTC電暖器研發
- (5) 靜音氣流扇扇葉研發
- (6) TWO IN ONE(兩用氣流扇) 研發
- (7) 葉片式油汀研發
- (8) 發大間距腳踏開關電扇研
- (9) 智能破壁料理機(養生機) 研發
- (10) 低噪音DC馬達換氣扇研發

2. 未來研究及新技術發展計畫

(1) 短期業務發展計畫

- A. 因應中國北方供暖系統的變化，加強各式電暖器的研發。
- B. 持續提升各式馬達效能。
- C. 加大新風機的研發投入，增加機型以適合不同的需求。
- D. 持續增加健康養生家電系列。

(2) 長期業務發展計畫

- A. 物聯網家電的前瞻性研究。
- B. 合理性生產，提高生產效率的研究。
- C. 智慧型家電的感應器應用研究。
- D. 針對中國市場特性的各種複合式空氣處理器的研究。

二、本年度營業計劃概要

(一) 經營方針

- 1.以中國市場品牌發展為核心，建構具有競爭力與核心價值的企業，確保品質及數量優勢，並強化與供應商及客戶的三贏合作。另，為發展廚房家電與大陸商合資設立深圳艾美特科技股份有限公司，專注經營廚房家電產品設計、開發及市場拓展，強化市場競爭優勢。
- 2.持續推動各公司用人本土化、在地化，建立集團企業管理模式化，致力於公司產品普及化和持續開發新產品、改善生產技術及合理管控費用成本使公司經營利潤化。
- 3.江西九江已擴建量產，期能產生增效節能目標，與深圳廠結合產生對集團綜效。
- 4.重視勞資和諧，為員工及股東創造最大的利潤，並善盡企業社會責任。

(二) 預期銷售數量及其依據

本公司所屬轉投資子公司主要市場位於中國大陸、東北亞及歐美，故年度預計銷售數量主要係根據當地產業相關統計資料、主要客戶訊息資訊回饋及對未來市場供需判斷，綜合而言未來小家電產業營業量及金額將持續穩定成長。

(三) 重要產銷政策

1.東北亞及歐美地區

- 日韓：產品以冬夏兩用，病毒預防，生活不便及老年人為物件的產品，生活中增加方便性的產品等為產品的開發方向。
- 銷售方面力爭增加新客戶，因國內的競爭製造商及海外客戶群都在不停發生變化，機會和危機同時存在。
- 在互聯網與創新創業為大潮的當下，如何把我們的開發製造能力有效結合利用，如何跟上最新的產品推廣模式也是重要課題。
- 根據上述考量，目前正在推廣的產品有以下

(1)冬夏兩用迴圈扇

(2)冬夏兩用塔扇

(3)源于南美的寨卡病毒防範用防蚊功能附加產品

(4)目前還在盡力拓展的美國咖啡機

(5)菜板消毒機

(6)新風模式空氣淨化機

(7)熱交換扇

除上述之外,正在接觸創新創業有關的人和物,爭取讓我們的開發製造優勢與之有效結合。

2. 中國地區

- 產品組合部分將加強中高檔價位的微創新產品開發及推廣，以滿足中國日漸增多的城市中產家庭消費者，在更新換代及改善生活品質上的需求，並藉以提升整體出貨平均單價、毛利及占比。
- 將至少打造1200家艾美特縣城/鄉鎮 形象樣板店，風扇至少上樣12款，且涵蓋不低於3款的高端機種，在拓寬管道廣度之外，更提升銷售的品質及形象。
- 將透過各種新媒體和自媒體的傳播工具，加強與用戶及粉絲的互動交流，提升艾美特在年輕消費群中的知名度和偏好度。
- 針對四大平臺不同的線上消費人群及銷售模式，開發各個平臺適銷對路的差異化產品組合，滿足不同消費群體的需求，減少平臺之間的價格競爭，提升線上銷售產品的客單價。
- 改造中國600健康品類形象終端為四季產品常年陳列的終端，其中涵蓋電風扇、電暖器、加濕機、除濕機、空氣淨化器和破壁料理機六大類中至少四個品類，以強化艾美特在空氣品質改善電器的品牌形象。
- 尋求跨品牌和跨品類的異業合作機會。

四、未來公司發展策略

本公司及所屬轉投資子公司將持續專注本業發展，開發高毛利產品及新技術研發改良，強化與供應商及客戶的三贏合作。

五、受到外部競爭環境、法規環境及總體經營環境之影響

（一）外部競爭環境之影響

小家電產業處於各式激烈競爭環境，本公司及所屬子公司將持續發揮既有優勢並合理管控費用及成本，以降低外部競爭環境衝擊。

（二）法規環境之影響

本公司及所屬重要子公司最近年度未有因法規環境變化之影響而有受到當地國或地區之處分或面臨損失之情況。

(三) 總體經濟環境之影響

目前本公司所屬轉投資子公司生產及營運位於中國大陸，當地小家電產業之總體環境雖競爭激烈，但隨著中國大陸經濟發展及人均收入的大幅提昇，消費力日益增強，整體評估未來仍會持續穩定增長。

敬祝 平安喜樂

艾美特(開曼)國際有限公司

For and on behalf of
AIRMATE (CAYMAN) INTERNATIONAL CO. LIMITED
艾美特(開曼)國際有限公司
Authorized Signature(s)

董 事 長：鄭立平



總 經 理：鄭立平



會計主管：張志為



審計委員會查核報告書

董事會造具本公司 2016 年度營業報告書、合併財務報表及盈餘分派議案等，其中財務報表經委託安侯建業聯合會計師事務所查核完竣，並出具查核報告。上述營業報告書、合併財務報表及盈餘分派議案經本審計委員會查核，認為尚無不合，爰依中華民國證券交易法第十四條之四及中華民國公司法第二百一十九條之規定報告如上，敬請 監核。

艾美特（開曼）國際有限公司

For and on behalf of
AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED
艾美特（開曼）國際有限公司
.....
Authorized Signature(s)

審計委員會召集人：范欽華



日期： 2017 年 03 月 03 日

附件三 買回股份轉讓員工辦法

艾美特(開曼)國際有限公司

買回股份轉讓員工辦法

2017年3月3日訂定

第一條 本公司為激勵員工及提昇員工向心力，依據證券交易法第二十八條之二第一項第一款及金融監督管理委員會發布之「上市上櫃公司買回本公司股份辦法」等相關規定，訂定本公司買回股份轉讓員工辦法，除依有關法令規定外，悉依本辦法規定辦理。

第二條 轉讓股份之種類、權利內容及權利受限情形

本次轉讓予員工之股份為普通股，其權利義務除有關法令及本辦法另有規定者外，與其他流通在外普通股相同。

第三條 轉讓期間

本次買回之股份，得依本辦法之規定，自買回股份之日起三年內，一次或分次轉讓員工。

第四條 受讓人之資格及得認購股數

本辦法之受讓人係以於認股基準日前到職之本公司員工及附屬公司之員工為原則。員工得認購股數應考量員工職等、服務年資及對公司之特殊貢獻等標準，訂定員工得認購之股數，並須兼顧認股基準日時公司持有之買回股份總額及單一員工認購股數之上限等因素，且將依轉讓當時公司章程 3.16 及 3.17 規定及相關法令規定，參酌公司營運需求及業務發展策略與方針所需，由人資單位依前項原則擬訂提案，就符合本公司薪酬委員會組織規範之經理人呈送薪資報酬委員會審核，董事會核定，其餘由董事長核定之。

第一項所稱附屬公司，係依本公司章程認定。

第五條 轉讓之程序

本次買回股份轉讓予員工之作業程序：

一、依董事會之決議，公告、申報並於執行期限內買回本公司股份。

二、有關員工認股基準日、得認購股數標準、認購繳款期間、權利內容及限制條件等作業事項，由本公司相關部門依本辦法規定做成提案，就符合本公司薪資報酬委員會組織規範之經理人呈送薪資報酬委員會審核，董事會核定，其餘由董事長核定之。

三、員工於認購繳款期間屆滿而未認購繳款者，視為棄權；認購不足之餘額得由董事長另洽其他員工認購之。

四、統計實際認購繳款股數，辦理股票轉讓過戶登記。

第六條 約定之每股轉讓價格

一、本次買回股份轉讓予員工，以實際買回之平均價格為轉讓價格。惟轉讓前，如遇有本公司已發行之普通股股份增加或減少時，轉讓價格得按發行股份

增加或減少比率範圍內調整之(四捨五入計算至小數點後第二位)。

轉讓價格調整公式：

調整後認股價格=(調整前認股價格×已發行股數+每股繳款金額×新股發行股數)/(已發行股數+新股發行股數)

二、公司買回自己之股份轉讓予員工者，得限制在一定期間內不得轉讓，但其期間最長不得超過二年。

第七條 轉讓後之權利義務

本次買回股份轉讓予員工並辦理過戶登記後，除另有規定者外，其權利義務與原有股份相同。

第八條 其他有關公司與員工權利義務事項

依本辦法轉讓之股份，其所發生之稅捐及費用依轉讓當時之法令及公司相關作業辦理。

第九條 本辦法經董事會決議通過後生效，日後如因法令變更或主管機關核定變更或基於客觀環境變動時，得報經董事會決議修訂。

第十條 本辦法應提報股東會報告，修訂時亦同。

附件四 員工認股權憑證發行及認股辦法

艾美特(開曼)國際有限公司

2017 年員工認股權憑證發行及認股辦法

2017 年 3 月 3 日訂定

第一條 發行目的

本公司為吸引及留任公司所需之專業人才，並激勵員工及提昇員工向心力，以共同創造公司及股東之利益，依據證券交易法第二十八條之三及金融監督管理委員會發布之「外國發行人募集與發行有價證券處理準則」及準用「發行人募集與發行有價證券處理準則第四章」等相關規定，訂定本公司本次員工認股權憑證發行及認股辦法。

第二條 發行期間

於主管機關申報生效通知到達之日起一年內視實際需要一次或分次發行，實際發行日期由董事長訂之。

第三條 認股權人資格條件

以認股權發行日當日已到職之本公司及子公司全職員工為限。實際得為認股權人之員工及其得認股之數量，將參酌年資、職級、工作績效、整體貢獻或特殊功績等，由董事長核定後，提報董事會經三分之二以上董事出席及出席董事超過二分之一同意。。

依發行人募集與發行有價證券處理準則第五十六條之一第一項規定發行員工認股權憑證累計給予單一認股權人得認購股數，加計認股權人累計取得限制員工權利新股之合計數，不得超過已發行股份總數之千分之三，且加計本公司依第五十六條第一項規定發行員工認股權憑證累計給予單一認股權人得認購股數，不得超過已發行股份總數之百分之一。

第一項所稱「子公司」，係指符合 96 年 12 月 26 日金管證一字第 0960073134 號函釋規定。

所稱子公司，係指符合下列情事之一者：

- (一)直接或間接持有同一被投資公司有表決權之股份超過百分之五十，具有控制能力者。
- (二)直接或間接持有被投資公司有表決權之股份雖未超過百分之五十，但已達百分之二十，且符合財務會計準則公報第五號及第七號之下列情況之一，並於發行時最近經會計師查核簽證或核閱之合併財務報告已納入編製者：
 - 1.與其他投資人約定下，具超過半數之有表決權股份之能力。
 - 2.依法令或契約約定，可操控公司之財務、營運及人事方針。
 - 3.有權任免董事會超過半數之主要成員，且公司之控制操控於該董事會。
 - 4.有權主導董事會超過半數之投票權，且公司之控制操控於該董事會。

第四條 發行總數

發行總額為 2,000 單位，每單位認股權憑證得認購本公司之普通股 1,000 股，得分次發行。因認股權行使而需發行之普通股新股總數為 2,000,000 股。

第五條 認股條件

(一)認股價格：

以本員工認股權憑證發行當日本公司普通股收盤價格為認股價格。

(二)權利期間：

認股權憑證之存續期間為自發行日起十年，不得轉讓、設質、贈與他人或作為其他方式之處分，但因繼承或本辦法另有規定者不在此限。存續期間屆滿後，未行使之認股權視同棄權，認股權人不得再行主張其認股權利。認股權人自被授予員工認股權憑證屆滿二年後，可按下列時程及比例行使認股：

- 1.自被授予員工認股權憑證屆滿二年後，可就被授予之員工認股權憑證數量之百分之五十為限，行使認股權利。
- 2.就剩餘百分之五十的員工認股權憑證部分，於被授予員工認股權憑證屆滿二年之後的二十四個月內，可就剩餘百分之五十的員工認股權憑證部分，按月依比例行使認股權利。

(三)認股權人自公司授予員工認股權憑證後，遇有違反勞動契約或工作規則等情事，或違反本辦法規定者，公司有權就其尚未具行使權之認股權憑證之全部或一部分予以收回並註銷。

(四)認購股份之種類：本公司普通股股票。

(五)認股權人如因故離職及或發生繼承之處理方式：

- 1.自願離職或因不可歸責於本公司之事由而依此員工任職所在地當地勞工相關規定之解僱：

已具行使權之認股權憑證，得自離職日起三十天或相關法令所定法定期間內(以期間較長者為準)行使認股權利，但若遇到有需依法暫停過戶時，認股權行使期間得依該項存續期間依序往後遞延，未於前述期間內行使認股權者，視同放棄其認股權利。如未經董事會核准加速(定義如后)時，未具行使權之認股權憑證，於離職當日即喪失一切權利義務。

- 2.退休：

已授予之認股權憑證，於退休時，可以行使全部之認股權利。除仍應於被授予認股權憑證屆滿二年後方得行使外，不受本條(二)有關時程屆滿可行使認股比例之限制。惟該設股權利，應自退休日起或被授予認股權憑證屆滿二年時起(以日期較晚者為準)，一年內行使之，未於前述期間內行使權利者，視同放棄其認股權利。

- 3.留職停薪：

凡經本公司核准辦理留職停薪之認股權人，其已具行使權利之認股權憑證，應自留職停薪起始日三十天或相關法令所定法定期間內(以期間較長者為準)行使認股權，但若遇有需依法暫停過戶時，認股權行使期間得依該項存續期間依序往後遞延，逾期未行使者，凍結其認股權行使權利，並遞延至復職後恢復；未具行使權利之認股權憑證，本條(二)所規定之認股權憑證未能於上開十年期間中行使，則視同員工已放棄其認股權利。未具行使權之認股權憑證，於離職或解僱當日即喪失一切權利義務。

4.一般死亡：

已具行使權之認股權憑證，由認股權人之繼承人自認股權人死亡日起一年內行使認股權，未於前述期間內行使權利者，視同放棄其認股權利。未具行使權之認股權憑證，於死亡當日即視為放棄認股權利。因繼承而應得行使本憑證之認股權者，應於事實發生後依中華民國民法繼承相關條文及「公開發行股票公司股務處理準則」繼承過戶相關規定，完成法定之必要程序並提供相關證明文件，才得以申請行使其應繼承部份之認購權利，惟任何申請及認購程序不得逾本憑證之有效存續期限。

5.因受職業災害殘疾或死亡者：

(1)因受職業災害致身體殘疾而無法繼續任職者，已授予之認股權憑證，於離職時，可以行使全部之認股權利。除仍應於被授予認股權憑證屆滿二年後方得行使外，不受本條(二)有關時程屆滿可行使認股比例之限制。惟該認股權利，應自離職日起或被授予認股權憑證屆滿二年時起(以日期較晚者為準)，一年內行使之，未於前述期間內行使權利者，視同放棄其認股權利。

(2)因受職業災害致死亡者，已授予之認股權憑證，於認股權人死亡時，繼承人可以行使全部之認股權利。除仍應於被授予認股權憑證屆滿第二年後方得行使外，不受本條(二)有關時程屆滿可行使認股比例之限制。惟該認股權利，應自死亡日起或授予認股權憑證屆滿二年時起(以日期較晚者為主)，一年內行使之，未於前述期間內行使權利者，視同放棄其認股權利。因繼承而應得行使本憑證之認股權者，應於事實發生後依中華民國民法繼承相關條文及「公開發行股票公司股務處理準則」繼承過戶相關規定，完成法定之必要程序並提供相關證明文件，才得以申請行使其應繼承部份之認購權利，惟任何申請及認購程序不得逾本憑證之有效存續期限。

6.資遣或因其他可歸責於本公司之事由致終止勞動契約者：

如認股權人因遭本公司資遣或因其他可歸責於本公司之事由致終止勞動契約時，已具行使權之認股權憑證，得自資遣或終止勞動契約生效日起

三十日內行使認股權利，但若遇有需依法暫停過戶時，認股權行使期間得依該項存續期間依序往後遞延。未於前述期間內行使認股權者，視同放棄其認股權。如未經董事會核准加速(定義如后)時，未具行使權之認股權憑證，自資遣或終止勞動契約生效日起即視為放棄認股權利。

7.調職:

因本公司營運所需，經核定須轉任本公司關係企業(其定義如中華民國公司法第 369 條之 1 至 369 條之 3 規定)或其他公司之認股權人，其已授予認股權憑證之權利義務均不受轉任之影響。

8.其他非屬上列之原因者，授權董事長本條(二)認股權利行使時程範圍內核定其認股權利及行使時限，並報請董事會追認。認股權人或其繼承人若未能於上述期限內行使認股權者，即視為放棄認股權利。

9.於本條(五)第 1 款或第 6 款之情形下，就所有授予該認股權人之自實際發行日期起算已經超過兩年之尚未具行使權的認股權憑證，授權董事長決定是否應自資遣或終止勞動契約生效日起視為已具行使權之認股權憑證(以下簡稱「加速」)，並提報董事會經三分之二以上董事出席及出席董事超過二分之一同意。當董事會同意時，該等經加速之認股權憑證應自該認股權人收到董事會同意加速之書面通知起三十日內行使認股權利，但若遇有需依法暫停過戶時，認股權行使期間得依該項存續期間依序往後遞延。如認股權人未於前述期間內行使經加速之認股權者，視同放棄其認股權利。

(六)放棄認股權利之認股權憑證處理方式:

對於放棄認股權利之認股權憑證，本公司將予以註銷不再發行。

第六條 履約方式:

- (一)以本公司發行新股交付，由本公司以無實帳簿劃撥發行新股方式交付之。
- (二)新股交付對象為在大陸地區設有戶籍之境外子公司員工者，則交付至本公司或境外子公司開立於保管機構之「大陸籍員工集合投資專戶」。該帳戶僅限於賣出該等員工因行使認購有價證券權利及因讓受與配發取得之股票，不得從事其他證券買賣交易。

第七條 認股價格之調整

- (一)本認股權憑證發行後，除本公司所發行具有普通股轉換權或認股權之各種有價證券換發普通股股份或因員工酬勞發行新股外，遇有普通股股份發生變動時(包含私募)(即辦理現金增資、盈餘轉增資、資本公積轉增資、公司合併、分割、現金增資參與發行海外存託憑證及因合併或受讓他公司股份發行新股等)，認股價格依下列公式調整之(計算至新台幣角為止，分以下四捨五入)：

調整後認股價格＝調整前認股價格 × 【已發行股數 + (每股繳款金額 × 新股發行股數/每股時價)】 ÷ (已發行股數 + 新股發行股數)

- 1.已發行股數係指普通股已發行股份(含已私募股分)總數，並應減除本公司買回惟尚未註銷或轉讓之庫藏股股數。
- 2.每股繳款金額如係屬無償配股或股票分割，則其繳款金額為零。
- 3.有調整後認股價格高於調整前認股價格時，則不予調整。
- 4.每股時價之訂定，應以除權基準日、訂價基準日或股票合併、分割基準日之前一、三、五個營業日擇一計算之普通股收盤價之簡單算術平均數為準。

- (二)認股權憑證發行後，本公司發放普通股現金股利占每股時價之比率若有超過百分之一點五時，認股價格依下列公式調整之(計算至新台幣角為止，分以下四捨五入)：

調整後認股價格＝調整前認股價格 × (1 - 發放普通股現金股利占每股時價之比率)

上述每股時價之訂定，應以現金股息停止過戶除息公告日之前一、三、五個營業日擇一計算本公司普通股收盤價之簡單算術平均數為準。

- (三)本認股權憑證發行後，遇有非因庫藏股註銷之減資，致普通股股份減少時，依下列公式計算調整後認股價格(計算至新台幣角為止，分以下四捨五入)：

調整後認股價格＝調整前認股價格 × (減資前已發行股份÷減資後已發行股份)

第八條 行使認股權之程序

- (一)認股權人除依法暫停過戶期間，及自本公司向臺灣證券交易所洽無償配股停止過戶除權公告日、現金股息停止過戶除息公告日或現金增資認股停止過戶除權公告日前十五個營業日起，至權利分派基準日止及辦理減資之減資基準日起至減資換發股票開始交易前一日止之期間外，得依本辦法行使認股權利，並填具「認股權行使通知書」，向本公司股務代理機構提出申請，經審核書件完備後即通知認股權人至指定銀行繳納股款，認股權人一經繳款後，即不得撤銷認股繳款。逾期未繳納者，關於該次已請求但未繳款之部分視為未行使認股權，認股權人需再次重新辦理認購請求。
- (二)除相關法令另有所規定外，本公司股務代理機構於確認收足股款後，將其認購之股數及姓名登載於本公司股東名簿，並於五個營業日內以集保帳簿劃撥方式給付。
- (三)上述普通股股票自向認股權人交付之日起上市買賣。
- (四)認股權人除於下列期間不得行使認股權外，得於本辦法第五條(二)規定之

範圍期限內，向本公司股務代理機構提出申請。

1.當年度股東會召開前之法定停止過戶期間。

2.自本公司向臺灣證券交易所洽辦無償配股停止過戶日、現金股息停止過戶日或現金增資認股停止過戶日前十五個營業日起，至權利分派基準日止。

3.辦理減資之減資基準日起至減資換發股票開始交易日前一日止。

(五)本公司應將於每季結束後十五日內，將前一季因員工認股權憑證行使認購所交付之股票數予以公告，並依照相關法令規定，辦理資本額變更登記。

第九條 認股權行使後之權利義務

(一)認股權行使後交付之普通股股票，其權利義務與本公司普通股股票相同。

(二)大陸地區設有戶籍之員工持有本公司依本辦法所交付之普通股者，其表決權之行使，除法令另有規定外，不得有實質控制或影響公司經營管理之情事，並應由台灣地區代理人或代表人出席為之。

第十條 稅賦

認股權人依本辦法所認購之股票及其交易所產生之稅賦，按認股權人、本公司及其子公司適用之相關稅法規定辦理，認股權人應與本公司(或雇用或聘用認股權人之子公司)做出適當安排。

第十一條 簽約及保密

本公司完成法定發行程序後，即由承辦部門通知認股權人簽署「員工認股權證受領同意書」，簽署完成後，即視為取得受領權利；未依規定完成簽署者，即視同放棄受領權利。

認股權人經授權與認股權憑證後，均應遵守保密規定，除法令或主管機關要求外，不得探詢他人或洩漏被授予之認股權證相關內容及數量，若有違反，依本辦法第五條(三)辦理。

第十二條 實施細則

本辦法有關認股權人名單、簽署、繳款、換發股票等事宜之相關手續及詳細作業時間等，由本公司股務代理機構另行通知認股權人。

第十三條 其他重要事項

(一)本辦法經董事會三分之二以上董事出席及出席董事超過二分之一同意，並向主管機關申報核准後生效執行。發行前本辦法之修訂亦同。

(二)若於送件審核過程中，因主管機關審核之要求而須作修正時，授權董事長修訂本辦法，嗣後再提董事會追後始得發行。

(三)本辦法業經主管機關申報生效而尚未發前，如其主要內容有變更時，應經董事會三分之二以上董事出席及出席董事超過二分之一同意，並即檢具董事會議事錄及修正後相關資料，報請主管機關核備後公告之。

(四)本辦法如有未盡事宜，悉依相關法令規定辦理。



安侯建業聯合會計師事務所

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會計師查核報告

艾美特(開曼)國際有限公司董事會 公鑒：

查核意見

艾美特(開曼)國際有限公司及其子公司(以下簡稱合併公司)西元二〇一六年及二〇一五年十二月三十一日之合併資產負債表，暨西元二〇一六年及二〇一五年一月一日至十二月三十一日之合併綜合損益表、合併權益變動表及合併現金流量表，以及合併財務報告附註(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，上開合併財務報告在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達合併公司西元二〇一六年及二〇一五年十二月三十一日之合併財務狀況，與西元二〇一六年及二〇一五年一月一日至十二月三十一日之合併財務績效與合併現金流量。

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規劃並執行查核工作。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告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，與合併公司保持超然獨立，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，對合併公司西元二〇一六年度合併財務報告之查核最為重要之事項。該等事項已於查核合併財務報告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。本會計師判斷應溝通在查核報告上之關鍵查核事項如下：

一、收入認列及保固準備

有關收入認列之會計政策請詳合併財務報告附註四(十五)收入認列；收入認列折讓及退貨評估之說明，請詳合併財務報告附註六(十八)收入。

關鍵查核事項之說明：

合併公司收入衡量包括扣除該合併公司銷售客戶之折讓、退回及獎勵金，考量銷售折讓及獎勵金計算係屬複雜，茲因合併公司簽訂不同類型之銷售折讓及獎勵金合約。該合併公司管理當局對前述事項之估計係列為收入之減項，因此，收入認列之測試為本會計師執行合併公司財務報告查核重要的評估事項之一。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括測試銷貨及收款作業循環之相關人工及系統控制及評估合併公司之收入認列政策是否依相關公報規定辦理；本會計師檢視合併公司重要子公司與客戶之銷售合約，並進行產品別銷貨收入趨勢分析，及將相關變動比較，以確認有無重大異常。另外，對合併公司之收入、銷售折讓及退回認列之內部控制進行測試及檢查認列時間點之正確性。

二、應收票據及應收帳款及減損評估

有關應收帳款減損評估之會計政策請詳合併財務報告附註四(七)金融工具；應收帳款減損評估情形及應收票據帳款債權移轉，請詳合併財務報告附註六(三)及九(二)。

關鍵查核事項之說明：

合併公司係依據其所訂定之應收款項備抵減損提列政策，對於逾期應收票據及應收帳款予以提列減損損失，其政策之訂定主係依據歷史經驗或參考交易對方過去拖欠紀錄及分析其目前財務狀況予以估計無法回收之金額。另，依交易實務，合併公司將其應收票據進行貼現，或將應收票據轉付給供應商做為支付貨款。該貼現及轉付之應收票據均為客戶繳來之銀行承兌匯票，不預期金融機構會有拒絕付款之情形，故將該貼現及轉付之應收票據列報為應收票據之減項。綜上，應收票據及應收帳款減損評估之測試為本會計師執行合併財務報告查核重要的評估事項之一。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括分析應收帳款帳齡表、歷史收款紀錄、產業經濟狀況及客戶之信用風險集中度等資料；取得並複核應收帳款買賣合約，核對相關文件，確認該合約是否有追索權並且發函詢證，以了解合併公司之權利義務，確定交易性質係屬出售或擔保借款，以評估該集團之應收帳款備抵提列與提列金額之合理性。

有關存貨之會計政策請詳合併財務報告附註四(八)；存貨明細及相關費損請詳合併財務報告附註六(四)。

關鍵查核事項之說明：

存貨係以成本與淨變現價值孰低衡量。由於合併公司存貨主係為電風扇及電暖氣等家用電器，其產品特性受天氣變化影響，導致庫存可能滯銷，為使存貨去化而降價出售，致可能產生存貨之成本高於淨變現價值之風險。因此，存貨評價為本會計師執行合併公司財務報告查核重要的評估事項之一。

因應之查核程序：

本會計師瞭解合併公司存貨跌價損失提列政策，並評估其存貨評價是否已按既定之會計政策執行，包括執行抽樣程序以檢查存貨庫齡的正確性、分析各期存貨庫齡變化情形；檢視管理當局過去對存貨跌價備抵損失提列之合理性，並與本期估列之存貨備抵跌價損失之方法及假設作比較，以評估本期存貨備抵跌價損失之估列方法及假設是否允當。檢視存貨期後銷售狀況，以評估存貨備抵跌價損失評價估計之合理性。

管理階層與治理單位對合併財務報告之責任

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

於編製合併財務報告時，管理階層之責任包括評估合併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合併公司或停止營業，或除清算或停業外別無實際可行之其他方案。

合併公司之治理單位(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告之責任

本會計師查核合併財務報告之目的，係對合併財務報告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告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告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、不實聲明或逾越內部控制，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，惟其目的非對合併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，以及使合併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告使用者注意合併財務報告之相關揭露，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合併公司不再具有繼續經營之能力。
- 5.評估合併財務報告(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.對於合併公司之財務資訊取得足夠及適切之查核證據，以對合併財務報告表示意見。本會計師負責合併公司查核案件之指導、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，決定對合併公司西元二〇一六年度合併財務報告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。

安侯建業聯合會計師事務所

莊鈞維



會計師：

寇惠植



證券主管機關：金管證審字第1040010193號

核准簽證文號：台財證六字第0930106739號

西元二〇一七年三月三日

艾美特(開曼)國際衛有限公司及其子公司
艾美特(開曼)國際有限公司
合併資產負債表

西元二〇一六年及二〇一五年十二月三十一日

單位：新台幣千元

		2016.12.31		2015.12.31	
		金額	%	金額	%
資 產					
流動資產：					
1100	現金及約當現金(附註六(一))	\$ 382,796	5	404,592	5
1110	透過損益按公允價值衡量之金融資產-流動(附註六(二))	74,322	1	279	-
1150	應收票據淨額(附註六(三)、八)	627,885	8	347,237	4
1170	應收帳款淨額(附註六(三))	875,493	11	1,148,143	14
1180	應收票據及帳款-關係人淨額(附註七)	5,266	-	27,554	-
130X	存貨(附註六(四))	2,413,855	32	2,458,069	30
1470	其他流動資產(附註六(三)(八)、八)	416,936	5	516,752	7
	流動資產合計	4,796,553	62	4,902,626	60
非流動資產：					
1550	採用權益法之投資(附註六(五))	35,762	-	33,570	-
1600	不動產、廠房及設備(附註六(六)、八)	2,591,489	34	2,987,143	36
1780	無形資產(附註六(七))	34,712	-	45,828	1
1840	遞延所得稅資產(附註六(十五))	62,968	1	61,890	1
1900	其他非流動資產(附註六(八)、八)	174,130	3	187,141	2
	非流動資產合計	2,899,061	38	3,315,572	40
	資產總計	\$ 7,695,614	100	\$ 8,218,198	100
負債及權益					
流動負債：					
	短期借款(附註六(九)、八)	\$ 799,666	10	1,637,191	20
	透過損益按公允價值衡量之金融負債-流動(附註六(二))	-	-	34,686	-
	應付票據(附註六(十))	1,033,598	14	695,968	8
	應付帳款	1,414,772	18	1,053,612	13
	其他應付款(附註六(十))	735,857	10	672,334	8
	其他應付款-關係人(附註七)	6,236	-	8,537	-
	本期所得稅負債	37,889	-	129	-
	負債準備-流動(附註六(十一))	163,309	2	136,787	2
	預收貨款	35,025	-	155,817	2
	一年內可執行賣回權公司債(附註六(十二))	-	-	764,827	9
	其他流動負債-其他	570,839	8	113	-
	流動負債合計	4,797,191	62	5,160,001	62
非流動負債：					
	淨確定福利負債-非流動(附註六(十四))	57,768	1	53,367	1
	存入保證金	87,233	1	158,803	2
	其他非流動負債-其他	47,027	1	53,874	1
	非流動負債合計	192,028	3	266,044	4
	負債總計	4,989,219	65	5,426,045	66
歸屬於母公司業主之權益(附註六(十六))：					
	普通股股本	1,228,436	16	1,228,846	15
	資本公積	966,919	13	1,021,581	13
	保留盈餘	624,909	8	345,304	4
	其他權益	(120,258)	(2)	196,422	2
	庫藏股票	(11,225)	-	-	-
	歸屬於母公司業主之權益合計	2,688,781	35	2,792,153	34
	非控制權益	17,614	-	-	-
	權益總計	2,706,395	35	2,792,153	34
	負債及權益總計	\$ 7,695,614	100	\$ 8,218,198	100

(請詳 後附合併財務報告附註)

經理人：鄭立平

會計主管：張志為

董事長：鄭立平

艾美特(開曼)國際有限公司及其子公司

ARIMATE (CAYMAN) INTERNATIONAL CO. LIMITED

艾美特(開曼)國際有限公司

合併綜合損益表

Authorized Signature(s)

西元二〇一六年及二〇一五年一月一日至十二月三十一日

單位:新台幣千元

	2016年度		2015年度	
	金額	%	金額	%
4000 營業收入(附註六(十八)、七)	\$ 11,032,005	100	10,967,669	100
5000 營業成本(附註六(四)、七)	8,742,426	79	8,891,263	81
營業毛利	2,289,579	21	2,076,406	19
5910 減:未實現銷貨損益	7,745	-	9,950	-
5920 加:已實現銷貨損益	9,565	-	9,525	-
營業毛利	2,291,399	21	2,075,981	19
營業費用:				
6100 推銷費用(附註六(十四)、七)	1,296,046	12	1,499,849	14
6200 管理費用(附註六(十四))	495,237	4	478,612	4
6300 研究發展費用	158,835	1	160,384	1
營業費用合計	1,950,118	17	2,138,845	19
營業利益	341,281	4	(62,864)	-
營業外收入及支出:				
7010 其他收入(附註六(二十))	111,434	1	87,394	1
7020 其他利益及損失(附註六(二十))	(37,350)	-	(60,079)	(1)
7050 財務成本(附註六(二十))	(61,264)	(1)	(88,707)	(1)
7060 採用權益法認列之關聯企業及合資損益之份額(附註六(五))	3,371	-	1,935	-
營業外收入及支出合計	16,191	-	(59,457)	(1)
7900 稅前淨利(損)	357,472	4	(122,321)	(1)
7950 減:所得稅費用(利益)(附註六(十五))	80,526	1	(28,279)	-
本期淨利(損)	276,946	3	(94,042)	(1)
8300 其他綜合損益:				
8310 不重分類至損益之項目				
8311 確定福利計畫之再衡量數(附註六(十四))	(2,340)	-	7,858	-
8349 與不重分類之項目相關之所得稅	-	-	-	-
不重分類至損益之項目合計	(2,340)	-	7,858	-
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(附註六(十六))	(316,680)	(3)	(49,181)	-
8399 與可能重分類至損益之項目相關之所得稅	-	-	-	-
後續可能重分類至損益之項目合計	(316,680)	(3)	(49,181)	-
8300 本期其他綜合損益	(319,020)	(3)	(41,323)	-
本期綜合損益總額	\$ (42,074)	-	(135,365)	(1)
本期淨利歸屬於:				
8610 母公司業主	\$ 282,300	3	(94,042)	(1)
8620 非控制權益	(5,354)	-	-	-
	\$ 276,946	3	(94,042)	(1)
綜合損益總額歸屬於:				
8710 母公司業主	\$ (36,720)	-	(135,365)	(1)
8720 非控制權益	(5,354)	-	-	-
	\$ (42,074)	-	(135,365)	(1)
每股盈餘(附註六(十七)):				
9750 基本每股盈餘(單位:新台幣元)	\$ 2.31		(0.77)	
9850 稀釋每股盈餘(單位:新台幣元)	\$ 1.98		-	

(請詳 後合併財務報告附註)

董事長:鄭立平



經理人:鄭立平



會計主管:張志為



艾美特(開曼)國際有限公司及其子公司
AIMTEC INTERNATIONAL COMPANY LIMITED
艾美特(開曼)國際有限公司

合併權益變動表

西元二〇一六年及二〇一五年一月一日至十二月三十一日

單位:新台幣千元

歸屬於母公司業主之權益						其他權益項目		
普通股 股本	資本公積	法定盈 餘公積	保留盈餘		合計	換算之兌換 差額	庫藏股票	歸屬於母 公司業主 權益總計
			特別盈 餘公積	未分配 盈餘				
\$ 1,228,846	1,057,916	110,770	185,271	135,447	431,488	245,603	-	2,963,853
-	-	-	-	(94,042)	(94,042)	-	-	(94,042)
-	-	-	-	7,858	7,858	(49,181)	-	(41,323)
-	-	-	-	(86,184)	(86,184)	(49,181)	-	(135,365)
-	-	-	(2,890)	2,890	-	-	-	-
-	(36,335)	-	-	-	-	-	-	(36,335)
1,228,846	1,021,581	110,770	182,381	52,153	345,304	196,422	-	2,792,153
-	-	-	-	282,300	282,300	-	-	282,300
-	-	-	-	(2,340)	(2,340)	(316,680)	-	(319,020)
-	-	-	-	279,960	279,960	(316,680)	-	(36,720)
-	(2,091)	-	-	-	-	-	-	(2,091)
-	(52,249)	-	-	-	-	-	-	(52,249)
-	-	-	-	-	-	(12,312)	-	(12,312)
(410)	(322)	-	-	(355)	(355)	1,087	-	-
-	-	-	-	-	-	-	22,968	22,968
\$ 1,228,436	966,919	110,770	182,381	331,758	624,909	(120,258)	(11,225)	2,688,781
								17,614
								2,706,395

西元二〇一五年一月一日餘額

本期淨損

本期其他綜合損益(附註六(十六))

本期綜合損益總額

盈餘指撥及分配(附註六(十六)):

特別盈餘公積

可轉換公司債買回(附註六(十二))

西元二〇一五年十二月三十一日餘額

本期淨利

本期其他綜合損益(附註六(十六))

本期綜合損益總額

盈餘指撥及分配(附註六(十六)):

可轉換公司債買回(附註六(十二))

可轉換公司債買回(附註六(十二))

庫藏股票買回(附註六(十六))

庫藏股票註銷(附註六(十六))

非控制權益增減

西元二〇一六年十二月三十一日餘額



董事長: 鄭立平

(請詳 後附合併財務報告附註)



經理人: 鄭立平



會計主管: 張志為

艾美特(關曼)國際有限公司及其子公司

AIMER (KAMAN) INTERNATIONAL CO., LIMITED

合併現金流量表

西元二〇一六年及二〇一五年一月一日至十二月三十一日

單位:新台幣千元

	2016年度	2015年度
營業活動之現金流量：		
本期稅前淨利(損)	\$ 357,472	(122,321)
調整項目：		
不影響現金流量之收益費損項目		
折舊費用	460,197	516,281
攤銷費用	17,178	20,216
呆帳費用提列數	19,111	60,732
透過損益按公允價值衡量金融資產及負債之淨(利益)損失	(80,681)	11,822
利息費用	61,264	88,707
利息收入	(50,910)	(48,076)
採用權益法認列之關聯企業及合資利益之份額	(3,371)	(1,935)
處分及報廢不動產、廠房及設備損失	3,986	19,704
不動產、廠房及設備轉列費用數	6,956	608
未實現銷貨利益	7,745	9,950
已實現銷貨利益	(9,565)	(9,525)
買回應付公司債利息	(25,404)	(30,656)
不影響現金流量之收益費損項目合計	406,506	637,828
與營業活動相關之資產／負債變動數：		
與營業活動相關之資產之淨變動：		
持有供交易之金融資產減少	-	13,995
應收票據(增加)減少	(280,648)	638,069
應收帳款減少(增加)	253,539	(14,292)
應收帳款-關係人減少(增加)	22,288	(7,924)
存貨減少	44,214	578,867
其他流動資產(增加)減少	51,668	15,743
與營業活動相關之資產之淨變動合計	91,061	1,224,458
與營業活動相關之負債之淨變動：		
持有供交易之金融負債增加(減少)	2,145	(7,205)
應付票據增加(減少)	337,630	(350,411)
應付帳款增加(減少)	361,160	(232,706)
其他應付款增加(減少)	74,165	(6,587)
其他應付款-關係人減少	(2,301)	(5,520)
負債準備-流動增加	26,522	21,859
預收貨款增加	(120,792)	(207,241)
其他流動負債增加(減少)	570,726	(29)
淨確定福利負債-非流動增加	2,061	4,911
其他非流動負債減少	(6,847)	(3,136)
與營業活動相關之負債之淨變動合計	1,244,469	(786,065)
與營業活動相關之資產及負債之淨變動合計	1,335,530	438,393
調整項目合計	1,742,036	1,076,221
營運產生之現金流入	2,099,508	953,900
收取之利息	50,910	48,076
支付之利息	(61,577)	(89,803)
支付之所得稅	(6,474)	(76,246)
營業活動之淨現金流入	2,082,367	835,927
投資活動之現金流量：		
取得不動產、廠房及設備	(349,247)	(636,863)
處分不動產、廠房及設備	55,471	20,599
取得無形資產	(9,070)	(5,430)
其他金融資產減少	5,370	-
其他非流動資產(增加)減少	13,011	(18,731)
投資活動之淨現金流出	(284,465)	(640,425)
籌資活動之現金流量：		
短期借款增加	4,759,922	5,497,171
償還短期借款	(5,544,948)	(5,485,017)
贖回公司債	(716,737)	-
買回公司債	(117,550)	(397,039)
存入保證金(減少)增加	(71,570)	48,424
庫藏股票買回成本	(11,225)	-
庫藏股票處分	(1,087)	-
非控制權益變動	22,969	-
籌資活動之淨現金流出	(1,680,226)	(336,461)
匯率變動對現金及約當現金之影響	(139,472)	22,357
本期現金及約當現金(減少)增加數	(21,796)	(118,602)
期初現金及約當現金餘額	404,592	523,194
期末現金及約當現金餘額	\$ 382,796	404,592

(請詳 後附合併財務報告附註)

董事長：鄭立平



經理人：鄭立平



會計主管：張志為



附件六 盈餘分配表

艾美特(開曼)國際有限公司

盈餘分配表

西元 2016 年度

單位:新台幣元

期初未分配盈餘		52,154,044
註銷庫藏股借記保留盈餘		(355,025)
確定福利計畫再衡量數認列於保留盈餘		(2,340,369)
調整後未分配盈餘		49,458,650
本期稅後淨利		282,300,589
提列法定盈餘公積(10%)		(28,230,059)
提列特別盈餘公積-國外營運機構財務報表換算之兌換差額		(120,259,140)
本期可供分配盈餘		183,270,040
分配項目：		
股東股息－現金股利(每股新台幣 1 元)		(122,401,586)
期末未分配盈餘		60,868,454

附件七 公司章程修訂對照表

艾美特(開曼)國際有限公司
「公司章程」新舊條文對照表

修正條文	現行條文
12.3 於不違反開曼公司法和章程第 12.4 條之情形下，公司之下列行為應取得股東重度決議之許可： (a) 將得分派之股息及/或紅利及/或其他第 17 條所定款項撥充資本； (b) 合併（除符合開曼公司法所定義之「併購及／或合併」僅須特別決議即可）或分割； (c) 締結、變更或終止營業出租契約、委託經營契約或共同經營契約； (d) 讓與其全部或主要部分之營業或財產； (e) 取得或受讓他人的全部營業或財產而對公司營運有重大影響者；<u>或</u> (f) <u>發行員工認股權憑證，其認股價格低於發行日本公司股票之收盤價(惟其認股價格不得低於每股面額)。</u>	12.3 於不違反開曼公司法和章程第 12.4 條之情形下，公司之下列行為應取得股東重度決議之許可： (a) 將得分派之股息及/或紅利及/或其他第 17 條所定款項撥充資本； (b) 合併（除符合開曼公司法所定義之「併購及／或合併」僅須特別決議即可）或分割； (c) 締結、變更或終止營業出租契約、委託經營契約或共同經營契約； (d) 讓與其全部或主要部分之營業或財產；<u>或</u> (e) 取得或受讓他人的全部營業或財產而對公司營運有重大影響者。<u>。</u>
12.3 Subject to the Law and Article 12.4, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution: (a) effecting any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 17 hereof; (b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Resolution only) or spin-off of the Company;	12.3 Subject to the Law and Article 12.4, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution: (a) effecting any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 17 hereof; (b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Resolution only) or spin-off of the Company;

修正條文	現行條文
(c)entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract; (d)the transferring of the whole or any essential part of the business or assets of the Company; (e)acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation;<u>or</u> (f) <u>issuing employee stock options at an issue price lower than the closing price of the shares on the issue date provided that in no event shall the issue price be lower than the par value per share.</u>	(c)entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract; (d)the transferring of the whole or any essential part of the business or assets of the Company; <u>or</u> (e)acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation_.
20.6 股份登錄興櫃買賣或於證交所上市期間，下列事項，應載明於股東會召集通知並說明其主要內容，且不得以臨時動議提出： (a)選舉或解任董事； (b)修改章程大綱或本章程； (c)(i)解散、合併或分割，(ii)締結、變更或終止營業出租契約、委託經營契約或共同經營契約，(iii)讓與公司全部或主要部分營業或財產，及(iv)取得或受讓他人全部營業或財產而對公司營運有重大影響者； (d)許可董事為自己或他人為屬於公司營業範圍內之行為； (e)依本章程第 17 條規定，以發行新股或以資本公積或其他金額撥充資本之方式分派全部或部分盈餘； (f)將法定盈餘公積及發行股票溢價或受領贈與之所得以現金方式分配予原股東；	20.6 股份登錄興櫃買賣或於證交所上市期間，下列事項，應載明於股東會召集通知並說明其主要內容，且不得以臨時動議提出： (a)選舉或解任董事； (b)修改章程大綱或本章程； (c)(i)解散、合併或分割，(ii)締結、變更或終止營業出租契約、委託經營契約或共同經營契約，(iii)讓與公司全部或主要部分營業或財產，及(iv)取得或受讓他人全部營業或財產而對公司營運有重大影響者； (d)許可董事為自己或他人為屬於公司營業範圍內之行為； (e)依本章程第 17 條規定，以發行新股或以資本公積或其他金額撥充資本之方式分派全部或部分盈餘； (f)將法定盈餘公積及發行股票溢價或受領贈與之所得以現金方式分配予原股東；<u>及</u>

修正條文	現行條文
(g)公司私募發行具股權性質之有價證券；及 (h)發行員工認股權憑證，其認股價格低於發行日本公司股票之收盤價。	(g)公司私募發行具股權性質之有價證券。
20.6 For so long as the shares are traded on the ESM or listed on the TSE, the following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion: (a) election or discharge of Directors, (b) alteration of the Memorandum or Articles, (c) (i) dissolution, Merger or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company, (d) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business, (e) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 17, (f) making distributions out of the statutory reserve, the premium received on the issuance of any shares and income from endowments received by the Company to its Members in cash, (g) Private Placement of any	20.6 For so long as the shares are traded on the ESM or listed on the TSE, the following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion: (a) election or discharge of Directors, (b) alteration of the Memorandum or Articles, (c) (i) dissolution, Merger or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company, (d) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business, (e) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 17, (f) making distributions out of the statutory reserve, the premium received on the issuance of any shares and income from endowments received by the Company to its Members in cash, <u>and</u> (g) Private Placement of any

修正條文	現行條文
equity-related securities to be issued by the Company, <u>and</u> <u>(h) issuance of employee stock options at an issue price lower than the closing price of the shares on the issue date.</u>	equity-related securities to be issued by the Company.

附錄一 公司章程

**AMENDED AND RESTATED MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

AIRMATE (CAYMAN) INTERNATIONAL CO
LIMITED**

艾美特(開曼)國際有限公司

(adopted by a Special Resolution passed on June 6, 2016)

THE COMPANIES LAW (as amended)
Company Limited by Shares
AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED
艾美特(開曼)國際有限公司
(adopted by a Special Resolution passed on June 6, 2016)

1. The name of the Company is **Airmate (Cayman) International Co Limited** 艾美特(開曼)國際有限公司.
2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town, Grand Cayman, British West Indies or at such other place as the Directors may from time to time decide.
3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by the Companies Law (as amended).
4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by the Companies Law (as amended).
5. Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks & Trust Companies Law (as amended), or to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance Law (as amended), or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management Law (as amended).
6. The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
8. The authorised share capital of the Company is New Taiwan Dollars 2,162,500,000 divided into 216,250,000 ordinary shares of a par value of New Taiwan Dollars 10.00 each provided always that subject to the provisions of the Companies Law (as amended) and the Articles of Association the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
9. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (as amended) and, subject to the provisions of the Companies Law (as amended) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

**AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED
艾美特(開曼)國際有限公司**

(Adopted by a Special Resolution passed on June 6, 2016)

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**AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
AIRMATE (CAYMAN) INTERNATIONAL CO LIMITED**

艾美特(開曼)國際有限公司

(adopted by a Special Resolution passed on June 6, 2016)

Table A

The regulations in Table A in the First Schedule to the Law (as defined below) do not apply to the Company.

INTERPRETATION

1. Definitions

1.1 In these Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:

Applicable Law	the Applicable Public Company Rules, the Law or such other rules or legislation applicable to the Company;
Applicable Public Company Rules	the ROC laws, rules and regulations (including, without limitation, the Company Law of the ROC, the Securities and Exchange Law of the ROC, the rules and regulations promulgated by the FSC, the rules and regulations promulgated by the TPEx and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;
Articles	the Articles of Association as altered from time to time;
Audit Committee	the audit committee of the Board, which shall comprise solely of Independent Directors of the Company;

Board	the board of directors appointed or elected pursuant to the Articles and acting at a meeting of directors at which there is a quorum in accordance with the Articles;
Capital Reserve	for the purpose of the Articles only, comprises of the premium paid on the issuance of any share and income from endowments received by the Company under the Law;
Chairman	the Director elected amongst all the Directors as the chairman of the Board;
Company	Airmate (Cayman) International Co Limited 艾美特(開曼)國際有限公司;
Compensation Committee	a committee of the Board, which shall be comprised of professional individuals and having the functions, in each case, prescribed by the Applicable Public Company Rules;
Cumulative Voting	the voting mechanism for an election of Directors as described in Article 35.2;
Directors	the directors for the time being of the Company and shall include any and all Independent Director(s);
Electronic Record	has the same meaning as in the Electronic Transactions Law;
Electronic Transactions Law	the Electronic Transactions Law (2003 Revision) of the Cayman Islands;
ESM	the emerging stock market of the ROC;
FSC	the Financial Supervisory Commission of the ROC;
Independent Directors	the Directors who are elected as "Independent Directors" in accordance with the Applicable Public Company Rules or the Articles;
Joint Operation Contract	a contract between the Company and one or more person(s) or entit(ies) where the parties thereto agree to pursue the same business venture and jointly bear losses and enjoy profits arising out of such business venture in accordance with the terms

	thereof;
Law	The Companies Law of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;
Lease Contract	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate the whole business of the Company in the name of such person, and as consideration, the Company receives a pre-determined compensation from such person;
Litigious and Non-Litigious Agent	a person appointed by the Company pursuant to the Applicable Law as the Company's process agent for purposes of service of documents in the relevant jurisdiction and the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC;
Management Contract	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) manage and operate the business of the Company in the name of and for the benefit of the Company, and as consideration, such person(s) receive a pre-determined compensation from the Company while the Company continues to be entitled to the profits (or losses) of such business;
Market Observation Post System	the public company reporting system maintained by the TSE;
Member	the person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means the person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires;
Memorandum	the memorandum of association of the Company;
Merger	a transaction whereby: (a) (i) all of the companies participating in such transaction are combined into a new company,

	which new company generally assumes all rights and obligations of the combined companies; or (ii) all of the companies participating in such transaction are merged into one of such companies as the surviving company, and the surviving company generally assumes all rights and obligations of the merged companies, and in each case the consideration for the transaction being the shares of the surviving or new company or any other company, cash or other assets; or (b) other forms of mergers and acquisitions which fall within the definition of "merger and/or consolidation" under the Applicable Public Company Rules;
month	calendar month;
Notice	written notice as further provided in the Articles unless otherwise specifically stated;
Officer	any person appointed by the Board to hold an office in the Company;
Ordinary Resolution	a resolution passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by not less than a simple majority of the votes cast;
Preferred Shares	has the meaning given thereto in Article 6;
Private Placement	means, for so long as the shares are traded on the ESM or listed on the TSE, the private placement by the Company of shares or other securities of the Company as permitted by the Applicable Public Company Rules;
Register of Directors and Officers	the register of directors and officers referred to in the Articles;
Register of Members	the register of members of the Company maintained in accordance with the Law and (as long as the shares of the Company are traded on the ESM or listed on the TSE) the Applicable Public Company Rules;
Registered Office	the registered office for the time being of the Company;

Restricted Shares	has the meaning given thereto in Article 2.5;
ROC	Taiwan, the Republic of China;
Seal	the common seal or any official or duplicate seal of the Company;
Secretary	the person appointed to perform any or all of the duties of secretary of the Company and includes any deputy or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary;
share(s)	share(s) of par value New Taiwan Dollars 10.00 each in the Company;
Special Resolution	Subject to the Law, means a resolution passed at a general meeting of the Company by a majority of at least two-thirds of the votes cast by such Members who, being entitled to do so, vote in person or by their proxies, or, in the case of Members that are corporations or other non-natural person, by their duly authorised representatives by computing the number of votes to which each Member is entitled;
Subsidiary	with respect to any company, (1) the entity, more than one half of whose total number of the issued voting shares or the total amount of the share capital are directly or indirectly held by such company; (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (3) the entity, one half or more of whose shareholders involved in management or board of directors are concurrently acting as the shareholders involved in management or board of directors of such company; and (4) the entity, one half or more of whose total number of issued voting shares or the total amount of the share capital are held by the same shareholder(s) of such company;
Supermajority Resolution	a resolution passed by a majority vote of the Members present at a general meeting attended by Members who represent two-thirds or more of the

	total issued shares or, if the total number of shares represented by the Members present at the general meeting is less than two-thirds of the total issued shares, but more than one half of the total issued shares, means instead, a resolution passed by two-thirds or more of votes cast by the Members present at such general meeting;
Treasury Shares	has the meaning given thereto in Article 3.13;
TDCC	the Taiwan Depository & Clearing Corporation;
TPEX	the Taipei Exchange;
TSE	the Taiwan Stock Exchange Corporation; and
year	calendar year.

1.2 In the Articles, where not inconsistent with the context:

- (a) words denoting the plural number include the singular number and vice versa;
- (b) words denoting the masculine gender include the feminine and neuter genders;
- (c) words importing persons include companies, associations or bodies of persons whether corporate or not;
- (d) the words:-
 - (i) "may" shall be construed as permissive; and
 - (ii) "shall" shall be construed as imperative;
- (e) "written" and "in writing" include all modes of representing or reproducing words in visible form, including the form of an Electronic Record;
- (f) a reference to statutory provision shall be deemed to include any amendment or re-enactment thereof;
- (g) unless otherwise provided herein, words or expressions defined in the Law shall bear the same meaning in the Articles; and
- (h) Section 8 of the Electronic Transactions Law shall not apply to the extent that it imposes obligations or requirements in addition to those set out in the Articles.

1.3 In the Articles expressions referring to writing or its cognates shall, unless the

contrary intention appears, include facsimile, printing, lithography, photography, electronic mail and other modes of representing words in visible form.

- 1.4** Headings used in the Articles are for convenience only and are not to be used or relied upon in the construction hereof.

SHARES

2. Power to Issue Shares

- 2.1** Subject to the Articles and any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any unissued shares of the Company on such terms and conditions as it may determine and any shares or class of shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may by resolution of the Members prescribe, provided that no share shall be issued at a discount except in accordance with the Law and the Applicable Public Company Rules.
- 2.2** Unless otherwise provided in the Articles, the issue of new shares of the Company shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new shares shall at all times be subject to the sufficiency of the authorized capital of the Company.
- 2.3** After the application for trading of the shares on the ESM has been approved by the TPEX, where the Company increases its issued share capital by issuing new shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the ROC to the public ("Public Offering Portion") unless it is not necessary or appropriate, as determined by the FSC, the TPEX or TSE (as applicable) for the Company to conduct the aforementioned public offering or otherwise provided by Applicable Law. However, if a percentage higher than the aforementioned 10% is resolved by the Members in a general meeting by Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail and shares corresponding to such percentage shall be reserved as Public Offering Portion. The Company may also reserve 10% to 15% of such new shares for subscription by the employees of the

Company and its Subsidiaries (the "Employee Subscription Portion"). The Company may prohibit such employees from transferring the shares so subscribed within a certain period; provided, however, that such a period cannot be more than two years.

- 2.4** Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its issued share capital by issuing new shares for cash consideration pursuant to Article 2.3 hereof, after allocation of the Public Offering Portion, including, for the avoidance of doubt, any percentage in excess of 10% of the total amount of the new shares to be issued for offering in the ROC to the public as resolved by the Members in general meeting be offered pursuant to Article 2.3, and the Employee Subscription Portion pursuant to Article 2.3 hereof, the Company shall make a public announcement and notify each Member that he is entitled to exercise a pre-emptive right to purchase his pro rata portion of the remaining new shares, to be issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members the procedures for exercising such pre-emptive rights and that if any Member fails to purchase his pro rata portion of such remaining newly-issued shares within the prescribed period, such Member shall be deemed to forfeit his pre-emptive right to purchase such newly-issued shares. Where an exercise of the pre-emptive right may result in fractional entitlement of a Member, the entitlements (including fractional entitlements) of two or more Members may be combined to jointly subscribe for one or more whole new shares in the name of a single Member, subject to compliance with such directions and terms and conditions as determined by the Board and the Applicable Public Company Rules. If the total number of the new shares to be issued has not been fully subscribed for by the Members within the prescribed period, the Company may consolidate such shares into the public offering tranche or offer any un-subscribed new shares to a specific person or persons in such manner as is consistent with the Applicable Public Company Rules.
- 2.5** Subject to the provisions of the Law, the Company may issue new shares with restricted rights ("**Restricted Shares**") to employees of the Company and its Subsidiaries with the sanction of a Supermajority Resolution provided that Article 2.3 hereof shall not apply in respect of the issue of such shares. For so long as the shares are traded on the ESM or listed on the TSE, the terms of issue of Restricted Shares, including but not limited to the number of Restricted Shares so issued, issue price of Restricted Shares and other related matters shall be in accordance with the

Applicable Public Company Rules.

- 2.6** The pre-emptive right of Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:
- (a) in connection with a Merger, spin-off, or pursuant to any reorganization of the Company;
 - (b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.11 hereof;
 - (c) in connection with the issue of Restricted Shares in accordance with Article 2.5 hereof;
 - (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;
 - (e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares; or
 - (f) in connection with Private Placement of the securities issued by the Company.
- 2.7** The Company shall not issue any unpaid shares or partly paid-up shares.
- 2.8** Notwithstanding Article 2.5 hereof, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more employee incentive programmes and may issue shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries, and for the avoidance of doubt, resolution of the Members is not required.
- 2.9** Options, warrants or other similar instruments issued in accordance with Article 2.8 above are not transferable save by inheritance.
- 2.10** Directors of the Company and its Subsidiaries shall not be eligible for Restricted Shares pursuant to Article 2.5 hereof or the incentive programmes pursuant to Article 2.8 hereof, provided that directors who are also employees of the Company

or its Subsidiaries may subscribe for Restricted Shares or participate in an incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.

- 2.11** The Company may enter into agreements with employees of the Company and/or the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 2.8 above, whereby employees may subscribe for, within a specific period, a specific number of the shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.
- 2.12** Without prejudice to any provisions in this Article 2, where shares are issued by the Company for purposes of changing the currency denomination of share capital of the Company as approved by the members at a general meeting (the "**Redenomination**"), to the extent that the percentage of shareholding interest of the members of the Company will not be affected and the members are not required to pay for any new shares issued in connection with the Redenomination (other than out of the proceeds of any share buy back of their existing shares which are subject to the Redenomination), no further approval or consent of the Member or Members shall be required.

3. Redemption and Purchase of Shares

- 3.1** Subject to the Law, the Company is authorised to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Member.
- 3.2** The Company is authorised to make payments in respect of the redemption of its shares out of capital or out of any other account or fund authorised for this purpose in accordance with the Law.
- 3.3** The redemption price of a redeemable share, or the method of calculation thereof, shall be fixed by the Board at or before the time of issue.
- 3.4** Every share certificate relating to redeemable share shall indicate that the share is redeemable.
- 3.5** (i) Subject to the provisions of the Applicable Law and the Articles, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own shares (including any redeemable shares) on such terms and in such manner as the Directors may determine.

(ii) Without prejudice to Article 3.5.(i), in the case of a repurchase of shares by the Company for purposes of changing the currency denomination of share capital of the Company, consent of the holders of the shares subject to such repurchase shall not be required.

3.6 In the event that the Company propose to purchases any share traded on the ESM or listed on the TSE pursuant to the preceding Article, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares traded on the ESM or listed on the TSE for any reason.

3.7 For so long as the shares are traded on the ESM or listed on the TSE, the Company is authorised to purchase any share traded on the ESM or listed on the TSE in accordance with the following manner of purchase:

(a) the total price of the shares purchased by the Company shall not exceed the sum of retained earnings minus earnings distribution resolved by the Board or the general meeting, plus the following realized capital reserve:

(i) the premium received from the disposal of assets that has not been booked as retained earnings;

(ii) the premium paid on the issuance of any share and income from endowments received by the Company provided however that income from the shares shall not be included before such shares have been transferred to others;

(b) the maximum number of shares purchased by the Company shall not exceed ten percent of the total number of issued and outstanding shares of the Company; and

(c) the purchase shall be at such time, at such price and on such other terms as determined and agreed by the Board in its sole discretion provided however that:

such purchase transactions shall be in accordance with the applicable ROC securities laws and regulations and the Applicable Public Company Rules; and such purchase transactions shall be in accordance with the Law.

- 3.8** The redemption price may be paid in any manner authorised by Article 16.1.
- 3.9** A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by banks holding “A” licenses (as defined in the Banks and Trust Companies Law (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.
- 3.10** The Directors may exercise as they think fit the powers conferred on the Company by Section 37(5) of the Law (payment out of capital) but only if and to the extent that the redemption could not otherwise be made (or not without making a fresh issue of shares for this purpose).
- 3.11** Subject as aforesaid, the Directors may determine, as they think fit all questions that may arise concerning the manner in which the redemption of the shares shall or may be effected.
- 3.12** No share may be redeemed unless it is fully paid-up.
- 3.13** Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) shall be cancelled immediately or held as treasury shares ("**Treasury Shares**") at the discretion of the Directors.
- 3.14** No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up of the Company) may be made to the Company in respect of a Treasury Share.
- 3.15** The Company shall be entered in the Register of Members as the holder of the Treasury Shares provided that:
- (a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;

- (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of the Articles or the Law.

3.16 After the Company purchases the shares traded on the ESM or listed on the TSE, any proposal to transfer the Treasury Shares to the employees of the Company and its Subsidiaries at a price below the average actual repurchase price must be approved by Special Resolution in the next general meeting and the items required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporaneous motion. The aggregate number of Treasury Shares resolved at all general meetings and transferred to the employees of the Company and its Subsidiaries shall not exceed 5% of the total issued shares, and each employee may not subscribe for more than 0.5% of the total issued shares in aggregate. The Company may prohibit such employees from transferring such Treasury Shares within a certain period; provided, however, that such a period cannot be more than two years.

3.17 Subject to Article 3.16 and the Applicable Public Company Rules, Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Directors.

4. Rights Attaching to Shares

Subject to Article 2.1, the Memorandum and the Articles, other contractual obligations or restrictions that the Company is bound by and any resolution of the Members to the contrary and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares, the share capital of the Company shall be divided into shares of a single class the holders of which shall, subject to the provisions of the Articles:

- (a) be entitled to one vote per share;
- (b) be entitled to such dividends as recommended by the Board and approved by the Members at general meeting;
- (c) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganization or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and
- (d) generally be entitled to enjoy all of the rights attaching to shares.

5. Share Certificates

- 5.1** The Company may issue shares in uncertificated/scripless form or issue share certificates. Where share certificates are issued, every Member shall be entitled to a certificate issued under the Seal (or a facsimile thereof), which shall be affixed or imprinted with the authority of the Board, specifying the number and, where appropriate, the class of shares held by such Member. The Board may by resolution determine, either generally or in a particular case, that any or all signatures on certificates may be printed thereon or affixed by mechanical means. For so long as the shares are traded on the ESM or listed on the TSE, shares of the Company shall be issued in uncertificated/scripless form unless the issuance of share certificates is required by the provisions of the Applicable Public Company Rules.
- 5.2** If any share certificate shall be proved to the satisfaction of the Board to have been worn out, lost, mislaid, or destroyed the Board may cause a new certificate to be issued and request an indemnity for the lost certificate if it sees fit.
- 5.3** Share may not be issued in bearer form.
- 5.4** When the Company shall issue share certificates pursuant to Article 5.1 hereof, the Company shall deliver the share certificates to the subscribers within thirty (30) days from the date such share certificates may be issued pursuant to the Law, the Memorandum, the Articles, and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such share certificates pursuant to the Applicable Public Company Rules.
- 5.5** Where the Company shall issue the shares in uncertificated/scripless form, the Company shall upon the issue of such shares cause the name of the subscriber and other particulars to be entered onto the Register of Members in accordance with the Law and the Applicable Public Company Rules.

6. Preferred Shares

- 6.1** The Company may by Special Resolution designate one or more classes of shares with preferred or other special rights as the Company, by Special Resolution, may determine (shares with such preferred or other special rights, the "Preferred Shares"), and cause to be set forth in the Articles.
- 6.2** For so long as the shares are traded on the ESM or listed on the TSE, the rights and

obligations of Preferred Shares may include (but not limited to) the following terms and shall be consistent with the Applicable Public Company Rules:

- (a) the order of priority and fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;
- (b) the order of priority and fixed amount or fixed ratio of allocation of surplus assets of the Company;
- (c) the order of priority for or restriction on the voting right(s) (including declaring no voting rights whatsoever) of the Members holding the Preferred Shares;
- (d) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply; and
- (e) other matters concerning rights and obligations incidental to Preferred Shares.

REGISTRATION OF SHARES

7. Register of Members

- (a) For so long as shares are traded on the ESM or listed on the TSE, the Board shall cause to be kept a Register of Members which may be kept outside the Cayman Islands at such place as the Directors shall appoint and which shall be maintained in accordance with the Law and the Applicable Public Company Rules.
- (b) In the event that the Company has shares that are not traded on the ESM or listed on the TSE, the Company shall also cause to be kept a register of such shares in accordance with Section 40 of the Law.

8. Registered Holder Absolute Owner

Except as required by law:

- (a) no person shall be recognised by the Company as holding any share on any trust; and
- (b) no person other than the Member shall be recognised by the Company as having any right in a share.

9. Transfer of Registered Shares

- 9.1** Title to shares traded on the ESM or listed on the TSE may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules

(including through the book-entry system of the TDCC).

- 9.2** All transfers of shares which are in certificated form may be effected by an instrument of transfer in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and, if the Board so requires, by or on behalf of the transferee. Without prejudice to the foregoing, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. Notwithstanding the foregoing, an instrument of transfer shall not be required for a repurchase of shares by the Company for purposes of changing the currency of share capital of the Company.
- 9.3** The Board may refuse to recognise any instrument of transfer in respect of shares in certificated form unless it is accompanied by the certificate in respect of the shares to which it relates and by such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.
- 9.4** The joint holders of any share may transfer such share to one or more of such joint holders, and the surviving holder or holders of any share previously held by them jointly with a deceased Member may transfer any such share to the executors or administrators of such deceased Member.
- 9.5** The Board may in its absolute discretion and without assigning any reason therefor refuse to register the transfer of a share in certificated form in the event such registration of transfer would (i) conflict with the Applicable Law; or (ii) conflict with the Memorandum and/or the Articles. If the Board refuses to register a transfer of any share, the Secretary shall, within three months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of the refusal.

10. Transmission of Registered Shares

- 10.1** In the case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognised by the Company as having any title to the deceased Member's interest in the shares. Nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased Member with other persons. Subject to the provisions of Section 39

of the Law, for the purpose of this Article, legal personal representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, decide as being properly authorised to deal with the shares of a deceased Member.

- 10.2** Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may be registered as a Member upon such evidence as the Board may deem sufficient or may elect to nominate some person to be registered as a transferee of such share.
- 10.3** On the presentation of the evidence as the Board may require to prove the title of the transferor, the transferee shall be registered as a Member. Notwithstanding the foregoing, the Board shall, in any case, have the same right to decline or suspend registration or refuse registration as stipulated in Article 9.5 as it would have had in the case of a transfer of the share by that Member before such Member's death or bankruptcy, as the case may be.
- 10.4** Where two or more persons are registered as joint holders of a share or shares, then in the event of the death of any joint holder or holders the remaining joint holder or holders shall be absolutely entitled to the said share or shares and the Company shall recognise no claim in respect of the estate of any joint holder except in the case of the last survivor of such joint holders.

11. Alteration of Capital

11.1 The Company may from time to time by Ordinary Resolution:

- (a) increase its share capital by such sum, to be divided into shares of such classes and amount, as the resolution shall prescribe;
- (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- (c) convert all or any of its paid up shares into stock and reconvert that stock into paid up shares of any denomination;
- (d) sub-divide its existing shares, or any of them into shares of a smaller amount provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in case of the share from which the reduced share is derived 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; or

- (e) 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 share capital by the amount of the shares so cancelled.

11.2 The Board may settle as it considers expedient any difficulty which arises in relation to any consolidation and division under the last preceding Article and in particular but without prejudice to the generality of the foregoing may issue certificates in respect of fractions of shares or arrange for the sale of the shares representing fractions and the distribution of the new proceeds of sale (after deduction of the expenses of such sale) in due proportion amongst the Members who would have been entitled to the fractions, and for this purpose the Board may authorise some person to transfer the shares representing fractions to their purchaser or resolve that such net proceeds be paid to the Company for the Company's benefit. Such purchaser will not be bound to see to the application of the purchase money nor will his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

SPECIAL RESOLUTION AND SUPERMAJORITY RESOLUTION

12. Special Resolution and Supermajority Resolution

12.1 Subject to the Law and the Articles, the Company may from time to time by Special Resolution:

- (a) change its name;
- (b) alter or add to the Articles;
- (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
- (d) reduce its share capital and any capital redemption reserve fund; or
- (e) issue securities by way of Private Placement within the territory of the ROC in accordance with the Applicable Public Company Rules.

12.2 Notwithstanding Article 12.1(e) hereof, the ordinary corporate bonds to be issued

through Private Placement by the Company in accordance with the Articles and the Applicable Public Company Rules may be offered in different tranches within one year of the date of the meeting of the Directors approving such Private Placement.

12.3 Subject to the Law and Article 12.4, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution:

- (a) effecting any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 17 hereof;
- (b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Resolution only) or spin-off of the Company;
- (c) entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
- (d) the transferring of the whole or any essential part of the business or assets of the Company;
- (e) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation.

12.4 Subject to the Law, the Company may be wound up voluntarily:

- (a) if the Company resolves by Ordinary Resolution that it be wound up voluntarily because the Company is unable to pay its debts as they fall due; or
- (b) if the Company resolves by Special Resolution that it be wound up voluntarily for reasons other than set out in Article 12.4(a) above.

13. Variation of Rights Attaching to Shares

If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound-up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the shares of the class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of shares, such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of shares. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed

to be varied by the creation or issue of further shares ranking *pari passu* therewith. To any such meeting all the provisions of the Articles relating to general meetings shall apply *mutatis mutandis*.

DIVIDENDS AND CAPITALISATION

14. Dividends

- 14.1** The Board may, subject to approval by the Members by way of Ordinary Resolution or, in the case of Article 12.3(a), Supermajority Resolution and subject to the Articles and any direction of the Company in general meeting, declare a dividend to be paid to the Members in proportion to the number of shares held by them, and such dividend may be paid in cash, shares or, subject to Article 14.2, wholly or partly in specie. No unpaid dividend shall bear interest as against the Company.
- 14.2** Subject to the provisions of Article 14.1, the Directors may determine that a dividend shall be paid wholly or partly by the distribution of specific assets (which may consist of the shares or securities of any other company) and may settle all questions concerning such distribution, subject, however to obtaining the prior consent of any shareholder to whom it is proposed to make a distribution in specie and a valuation of the assets for distribution from an ROC certified public accountant, prior to the Directors fixing the value of the assets for distribution. The Directors may make cash payments to some Members on the footing of the value so fixed in order to adjust the rights of Members. Without limiting the foregoing generality, the Directors may vest any such specific assets in trustees on such terms as the Directors think fit and may issue fractional shares.
- 14.3** Subject to the Law, no dividends or other distribution shall be paid except out of profits of the Company, realised or unrealised, out of share premium account or any reserve, fund or account as otherwise permitted by the Law. Except as otherwise provided by the rights attached to any shares, all dividends and other distributions shall be paid according to the number of the shares that a Member holds. If any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividends accordingly.
- 14.4** Subject to the Law and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits in accordance with a proposal for profits distribution approved by the Board and sanctioned by the Members by an Ordinary Resolution, in annual general meetings.

14.5 Upon the final settlement of the Company's annual accounts, if there is surplus profit, the Company shall set aside an amount as compensation to employees and remuneration for the Directors as follows; provided however that, if the Company has accumulated losses, the Company shall reserve an amount thereof first to making up such losses:

- (a) five per cent (5%) to ten per cent (10%) as compensation to employees, including employees of the Company's Subsidiaries; and
- (b) no more than three per cent (3%) as remuneration for the Directors (excluding the Independent Directors).

Subject to the Applicable Law, the compensation to employees as mentioned in item (a) above shall be appropriated in the form of cash or stock.

For so long as the shares are traded on the ESM or listed on the TSE, if there are profits, in making the profits distribution recommendation, the Board shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; (iii) ten per cent (10%) as reserve; and (iv) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules.

If there are any remaining profits, such remaining profits, together with a part or whole of accumulated undistributed profits in the previous years, may be distributed as dividends to Members in proportion to their shareholdings. Dividends to be distributed to the Members, may be made by way of cash dividends or by way of stock dividends or a combination thereof, provided that, the cash dividends shall not be less than fifty per cent (50%) of the total amount of dividends payable under the preceding sentence and, provided further that, subject to the Law and the Applicable Public Company Rules and unless otherwise resolved by the Board and the Members, after having considered the financial, business and operational factors of the Company, the amount of the remaining profits distributed as dividends to Members shall not be less than twenty-five per cent (25%) of profit after tax of the relevant year.

14.6 The Board shall fix any date as the record date for determining the Members entitled to receive any dividend or other distribution.

14.7 For the purpose of determining Members entitled to receive payment of any dividend or other distributions, the Directors may provide that the Register of

Members be closed for transfers for five (5) days before the relevant record date or such other period consistent with the Applicable Public Company Rules subject to compliance with the Law.

15. Capital Reserve and Power to Set Aside Profits

15.1 The Board may, before declaring a dividend, set aside out of the surplus or profits of the Company, such sum as it thinks proper as a reserve to be used to meet contingencies or for meeting the deficiencies for implementing dividend distribution plans or for any other purpose to which those funds may be properly applied. Pending application, such sums may be in the absolute discretion of the Directors either be employed in the business of the Company or invested in such investment as Directors may from time to time think fit, and need not be kept separate from other assets of the Company. The Directors may also, without placing the same to reserve, carry forward any profit which they decide not to distribute.

15.2 Subject to any direction from the Company in general meeting, the Directors may on behalf of the Company exercise all the powers and options conferred on the Company by the Law in regard to the Capital Reserve. Subject to compliance with the Law, the Directors may on behalf of the Company set off accumulated losses against credits standing in the Capital Reserve and make distributions out of the Capital Reserve.

16. Method of Payment

16.1 Any dividend, interest, or other monies payable in cash in respect of the shares may be paid by wire transfer to the Member's designated account or by cheque or draft sent through the post directed to the Member at such Member's address in the Register of Members, or to such person and to such address as the holder may in writing direct.

16.2 In the case of joint holders of shares, any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or draft sent through the post directed to the address of the holder first named in the Register of Members, or to such person and to such address as the holder may in writing direct. If two or more persons are registered as joint holders of any shares any one can give an effectual receipt for any dividend paid in respect of such shares.

17. Capitalisation

Subject to the Law and Article 12.3(a), the Board may capitalise any sum for the time being standing to the credit of the Capital Reserve 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.

MEETINGS OF MEMBERS

18. Annual General Meetings

18.1 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, which shall be called by the Board.

18.2 The general meetings (including annual general meetings and extraordinary general meetings) shall be held at such time and place as the Chairman or any two Directors or any Director and the Secretary or the Board shall appoint.

18.3 For so long as the shares are traded on the ESM or listed on the TSE, unless otherwise provided by the Law, the general meetings shall be held in the ROC. If the Board resolves to hold a general meeting outside the ROC, the Company shall apply for the approval of the ESM (in the case that the shares are traded on the ESM) or the TSE (in the case that the shares are listed on the TSE) thereof within two days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

19. Extraordinary General Meetings

19.1 General meetings other than annual general meetings shall be called extraordinary general meetings.

19.2 The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary or is desirable.

19.3 For so long as the shares are traded on the ESM or listed on the TSE, the Board shall on a Member's requisition as defined in Article 19.4 forthwith proceed to convene an extraordinary general meeting of the Company.

- 19.4** A Member's requisition set forth in Article 19.3 is a requisition of one or more Members of the Company holding in the aggregate at the date of deposit of the requisition not less than three per cent (3%) of the total number of issued shares of the Company which as at that date have been held by such Member(s) for at least one year.
- 19.5** The Member's requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office and the Company's stock affairs agent located in the ROC, and may consist of several documents in like form each signed by one or more requisitionists.
- 19.6** If the Board does not within fifteen (15) days from the date of the deposit of the Member's requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Board.

20. Notice

- 20.1** Before the shares are traded on the ESM or listed on the TSE, at least five days' notice of a general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting.
- 20.2** For so long as the shares are traded on the ESM or listed on the TSE, at least thirty days' notice of an annual general meeting, and at least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting.
- 20.3** For so long as the shares are traded on the ESM or listed on the TSE, the Board shall fix a record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with Applicable Public Company Rules and close its Register of Members accordingly in accordance with Applicable Public Company Rules
- 20.4** Subject to Article 23.4, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

- 20.5** For so long as the shares are traded on the ESM or listed on the TSE, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2 hereof, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 20.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules.
- 20.6** For so long as the shares are traded on the ESM or listed on the TSE, the following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion:
- (a) election or discharge of Directors,
 - (b) alteration of the Memorandum or Articles,
 - (c)(i) dissolution, Merger or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,
 - (d) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business,
 - (e) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 17,
 - (f) making distributions out of the statutory reserve, the premium received on the issuance of any shares and income from endowments received by the Company to its Members in cash,
 - (g) Private Placement of any equity-related securities to be issued by the Company.
- 20.7** For so long as the shares are traded on the ESM or listed on the TSE, the Board shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds

issued by the Company at the Registered Office (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.

- 20.8** For so long as the shares are traded on the ESM or listed on the TSE, the Company shall make available all the statements and records prepared by the Board and the report prepared by the Audit Committee which will be submitted to the Members at the annual general meeting at the Registered Office (if applicable) and its stock affairs agent located in the ROC ten (10) days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.

21. Giving Notice

- 21.1** Any Notice or document, whether or not to be given or issued under the Articles from the Company to a Member, shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication, and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register of Members or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or to the extent permitted by Applicable Law, may also be served by advertisement in appropriate newspapers. 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 of Members and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

- 21.2** Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that

on which the envelope containing the same, properly prepaid and addressed, 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 other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;
- (c) if served or delivered in any other manner contemplated by the Articles, 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; 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 act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all Applicable Law, rules and regulations.

This Article shall apply mutatis mutandis to the service of any document by a Member on the Company under the Articles.

22. Postponement of General Meeting

The Board may postpone any general meeting called in accordance with the provisions of the Articles provided that notice of postponement is given to each Member before the time for such meeting. A notice stating the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of the Articles.

23. Quorum and Proceedings at General Meetings

23.1 No resolutions shall be adopted unless a quorum is present. Unless otherwise provided for in the Articles, Members present in person or by proxy or in the case of a corporate Member, by corporate representative, representing more than one-half of the total issued shares of the Company entitled to vote, shall constitute a quorum for any general meeting.

23.2 For so long as the shares are traded on the ESM or listed on the TSE, the Board

shall submit business reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of the Company for ratification by the Members in a manner consistent with the Applicable Public Company Rules. After ratification by the Members at the general meeting, the Board shall distribute copies of or announce to the public the ratified financial statements and the Company's resolutions on distribution of profits or allocation of losses, to each Member or otherwise make the same available to the Members in accordance with the Applicable Public Company Rules.

- 23.3** Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote at the meeting shall be decided by a show of hands.
- 23.4** For so long as the shares are traded on the ESM or listed on the TSE, if and to the extent permitted under the Law, nothing in the Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the convening of any general meeting or the passage of any resolution in violation of applicable laws or regulations or the Articles within 30 days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court of the first instance for adjudicating any disputes arising out of the foregoing.==
- 23.5** Unless otherwise expressly required by the Law, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 23.6** For so long as the shares are traded on the ESM or listed on the TSE, member(s) holding one per cent (1%) or more of the Company's total issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company in writing one matter for discussion at an annual general meeting. The Company shall give a public notice in such manner and at such time as permitted by Applicable Law specifying the place and a period of not less than ten (10) days for Members to submit proposals. Proposals submitted for discussion at an annual general meeting shall not be included in the agenda of the annual general meeting where (a) the proposing Member(s) holds less than one cent (1%) of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting; (c) the proposing Member(s) has proposed more than one proposal; or (d) the proposal

is submitted to the Company after the date fixed and announced by the Company for accepting Member(s)' proposal(s).

24. Chairman to Preside

24.1 The Chairman shall act as chairman at all meetings of the Members at which such person is present. In his absence the Directors who are present at the meeting of Members shall elect one from among themselves to act as the chairman at such meeting in lieu of the Chairman.

24.2 For so long as the shares are traded on the ESM or listed on the TSE, the chairman at all meetings of the Members shall be appointed in accordance with the Applicable Public Company Rules.

25. Voting on Resolutions

25.1 Subject to any rights, privileges or restrictions attached to any share, every Member who (being an individual) is present in person or by proxy or (in the case of a corporation or other non-natural person) by duly authorized corporate representative(s) or by proxy shall have one vote for every share of which he is the holder. A Member who holds shares for benefit of others, need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of shares he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other matters with respect to exercising voting power separately shall comply with the Applicable Public Company Rules.

25.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of shares unless he is registered as a Member on the record date for such meeting.

25.3 Votes may be cast either in person or by proxy. A Member may appoint another person as his proxy by specifying the scope of appointment in the proxy instrument prepared by the Company to attend and vote at a general meeting, provided that a Member may appoint only one proxy under one instrument to attend and vote at such meeting.

25.4 For so long as the shares are traded on the ESM or listed on the TSE, the Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, that the Company shall provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission if a general meeting is to be held outside the ROC or otherwise required under the Applicable Public Company Rules. The method for exercising such voting power

shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

25.5 In the event any Member who intended to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant to Article 25.4 hereof later intends to attend the general meetings in person, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous voting decision. Such separate notice shall be sent to the Company in the same manner (e.g., by courier, registered mail or electronic transmission, as applicable) as the previous voting decision under Article 25.4 was given to the Company. Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.

25.6 A Member who has served the Company with his voting decision in accordance with Article 25.4 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with the Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.

26. Proxies

- 26.1** The instrument of proxy shall be in the form approved by the Board from time to time and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 26.2** An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation or other non-natural person, under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 26.3** For so long as the shares are traded on the ESM or listed on the TSE, subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affair agents approved pursuant to Applicable Public Company Rules, save with respect to the Chairman being deemed appointed as proxy under Article 25.4, in the event a person acts as the proxy for two or more Members, the total number of issued and voting shares entitled to be voted as represented by such proxy shall be no more than three per cent (3%) of the total number of issued and voting shares of the Company immediately prior to the relevant book closed period, during which the Company close its Register of Member; any vote in respect of the portion in excess of such three per cent (3%) threshold shall not be counted.
- 26.4** In the event that a Member exercises his voting power by way of a written ballot or electronic transmission and has also authorised a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 26.5** The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the ROC or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company not less than five (5) days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, save with respect to the Chairman being deemed appointed as proxy under Article 25.4. Where more than one instrument to vote are received from the same Member by the Company, the first instrument received shall prevail,

unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the later-received instrument.

27. Proxy Solicitation

For so long as the shares are traded on the ESM or listed on the TSE, the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

28. Dissenting Member's Appraisal Right

28.1 Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has notified the Company in writing of his objection to such matter prior to the meeting and has raised again his objection at the meeting, may request the Company to purchase all of his shares at the then prevailing fair price:

- (a) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
- (b) the Company transfers the whole or an essential part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
- (c) acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company.

28.2 In the event any part of the Company's business is spun off or involved in any Merger, any Member, who has abstained from voting in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting approving such spin off or Merger, may request the Company to purchase all of his shares at the then prevailing fair price.==

29. Shares that May Not be Voted

29.1 Shares held:

- (a) by the Company itself;
- (b) by any entity in which the Company owns, legally or beneficially, more than fifty per cent (50%) of its total issued and voting share or share capital; or
- (c) by any entity in which the Company, together with (i) the holding company of the Company and/or (ii) any Subsidiary of (a) the holding company of the Company or (b) the Company owns, legally or beneficially, directly or

indirectly, more than fifty per cent (50%) of its issued and voting share or share capital.

shall not carry any voting rights nor be counted in the total number of issued shares at any given time but only for so long as the circumstances as set out in sub-paragraphs (a) to (c) (as applicable) above continue.

29.2 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with and impair those of the Company, shall abstain from voting such Member's shares in regard to such motion and such shares shall not be counted in determining the number of votes of the Members present at the said meeting. However, such shares may be counted in determining the number of shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.

29.3 For so long as the shares are traded on the ESM or listed on the TSE, if the number of shares pledged by a Director at any time amounts to more than 50% of the total shares held by such Director at the time of his latest appointment, such pledged shares exceeding 50% of the total shares held by such Director at the time of his latest appointment, up to 50% of the total number of shares held by the Director at the time of his latest appointment, shall not carry any voting rights and such above-threshold shares shall not be counted in determining the number of votes of the Members present at a general meeting.

30. Voting by Joint Holders of Shares

In the case of joint holders, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

31. Representation of Corporate Member

31.1 A corporation or non-natural person which is a Member may, by written instrument, authorise such person or persons as it thinks fit to act as its representative at any meeting of the Members and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation or such non-natural person which such person represents as that corporation or non-natural person could exercise if it were an individual Member, and that Member shall be deemed to be present in person at any such meeting attended by its authorised representative or representatives.

31.2 Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at general meetings on behalf of a corporation or non-natural person which is a Member.

32. Adjournment of General Meeting

The chairman of a general meeting may, with the consent of a majority in number of the Members present at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, a notice stating the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of the Articles.

33. Directors Attendance at General Meetings

The Directors of the Company shall be entitled to receive notice of, attend and be heard at any general meeting.

DIRECTORS AND OFFICERS

34. Number and Term of Office of Directors

34.1 There shall be a Board consisting of no less than seven (7) and no more than eleven (11) persons. The term of office for each Director shall not exceed a period of three (3) years provided that in the event the expiration of the term of office of such Directors would otherwise leave the Company with no Directors, the term of office of such Directors shall be extended automatically to the date of the general meeting next following the expiration of such term, at which new Directors will be elected to assume office. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the number of Directors, subject to the foregoing and the Applicable Law.

34.2 For so long as the shares are traded on the ESM or listed on the TSE, unless otherwise approved by the TPEx (in the case that the shares are traded on the ESM) or the TSE (in the case that the shares are listed on the TSE), the number of Directors having a spousal relationship or familial relationship within the second degree of kinship with any other Directors shall be less than half of the total number of Directors.

34.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 34.2 hereof, the non-qualifying Director(s) who was elected with the

fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 34.2 hereof. Any person who has already served as a Director but is in violation of the aforementioned requirements shall be automatically discharged from his office effective from such violation without any action required on behalf of the Company.

- 34.4** For so long as the shares are listed on the TSE, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors accounting for not less than one-fifth of the total number of Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least one of them shall have accounting or financial expertise. Before the shares are listed on the TSE, the Board may resolve that the Company shall hold an election of Independent Director(s) at the general meeting.
- 34.5** The Independent Directors may be nominated by adopting the candidate nomination system specified in the Applicable Public Company Rules provided that the Independent Directors shall be nominated by adopting the candidate nomination system specified in the Applicable Public Company Rules for so long as the shares are traded on the ESM or listed on the TSE.
- 34.6** Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be consistent with the Applicable Public Company Rules.

35. Election of Directors

- 35.1** The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 35.2 below. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to elect one or more Directors.
- 35.2** The Director(s) shall be elected by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as "**Cumulative Voting**") in the following manner:
- (a) on an election of Directors, the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of Directors nominated for appointment at the general meeting;

- (b) the Member(s) may vote all or part of their cumulated votes in respect of one or more Director candidates;
- (c) such number of Director candidates receiving the highest number of votes in the same category (namely, independent or non-independent) of Directors to be elected shall be appointed; and
- (d) where two or more Director candidates in the same category receive the same number of votes and as a result the total number of new Directors in such category intended to be appointed is exceeded, there shall be a draw by such Director candidates receiving the same number of votes to determine who shall be appointed; the chairman of the meeting shall draw for a Director nominated for appointment who is not present at the general meeting.

35.3 For so long as the shares are traded on the ESM or listed on the TSE, if the number of Independent Directors is less than three (3) persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty (60) days from the date of resignation or removal of last Independent Director, a general meeting to elect succeeding Independent Directors to fill the vacancies.

35.4 For so long as the shares are traded on the ESM or listed on the TSE, if the number of Directors is less than seven (7) persons due to the vacancy of Director(s) for any reason, the Company shall call an election of Director(s) at the next following general meeting to fill the vacancies. When the number of vacancies in the Board of the Company equals to one third of the total number of Directors elected, the Board shall hold, within sixty (60) days from the date of the occurrence of vacancies, a general meeting to elect succeeding Directors to fill the vacancies.

35.5 Where a legal entity is a Member, its authorized representative may be elected as Director of the Company in accordance with the Articles. If there are more than one authorized representatives, each of them may be nominated for election at a general meeting.

36. Removal of Directors

36.1 The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead. Where re-election of all Directors is effected by a resolution adopted at a general meeting prior to the expiration of the term of office of existing Directors, the term of office of all current Directors is deemed to have expired on the date of the re-election or

any other date as otherwise resolved by the Members at the general meeting if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to re-elect all Directors.

- 36.2** For so long as the shares are traded on the ESM or listed on the TSE, in case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or is in serious violation of applicable laws, regulations and/or the Articles, but has not been removed by a Supermajority Resolution, the Member(s) holding three per cent (3%) or more of the total number of issued shares of the Company may, within thirty (30) days after such general meeting, to the extent permissible under Applicable Law, institute a lawsuit to remove such Director. The Taiwan Taipei District Court, ROC, may be the court of the first instance for this matter.

37. Vacation of Office of Director

37.1 The office of Director shall be vacated:

- (a) if the Director is removed from office pursuant to the Articles;
- (b) if the Director dies;
- (c) if the Director is automatically discharged from his office in accordance with Article 34.3;
- (d) if the Director resigns his office by notice in writing to the Company;
- (e) if the Director is the subject of a court order for his removal in accordance with Article 36.2;
- (f) if the Director is automatically removed in accordance with Article 37.2;
- (g) if the Director ceases to be a Director in accordance with Article 37.3; or
- (h) with immediate effect without any action required on behalf of the Company if
 - (i) the Director has been adjudicated bankrupt, and has not been reinstated to his rights and privileges;
 - (ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Applicable Law;
 - (iii) the Director has committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated

guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five years;

(iv)the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one year, and the time elapsed after he has served the full term of such sentence is less than two years;

(v)the Director has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two years; or

(vi)the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet.

In the event that any of the foregoing events specified in Article 37(h) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.

37.2 In case a Director has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him at the time he was elected, he shall, *ipso facto*, be removed automatically from the office of Director with immediate effect and in such case no approval from the Members shall be required. For the avoidance of doubt, for any Director who was elected at the general meeting of the Company in 2012 and has, before the adoption of this Article 37.2, transferred more than one half of the Company's shares being held by him at the time he was elected, he shall, *ipso facto*, be removed automatically from the office of Director with immediate effect and in such case no approval from the Members shall be required if, on or after the date of the adoption of this Article 37.2, he further transfers one or more shares of the Company.

37.3 If a Director has, after having been elected as a Director but before assuming his office, transferred more than one half of the Company's shares being held by him at the time of his election as a Director, or if the said Director, during the book closure period prior to a general meeting, has transferred more than one half of the Company's shares being held by him, then the election of such Director shall immediately be invalidated without the need of any shareholders' approval.

38. Compensation of Directors

38.1 For so long as the shares are traded on the ESM or listed on the TSE, the Board shall, in accordance with the Applicable Public Company Rules, establish a

Compensation Committee comprised of at least three members, one of whom shall be an Independent Director. The professional qualifications of the members of the Compensation Committee, the responsibilities, powers and other related matters of the Compensation Committee shall comply with the Applicable Public Company Rules. Upon the establishment of the Compensation Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee the provisions of which shall be consistent with the Applicable Public Company Rules. Before the shares are traded on the ESM, the Board may resolve to establish a Compensation Committee.

38.2 The compensation referred in the preceding Article shall include the compensation, stock option and other incentive payments of Directors and managers of the Company.

38.3 The compensation of the Directors may be decided by the Board by reference to recommendation made by the Compensation Committee (if established), the standard generally adopted by other enterprises in the same industry, and shall be paid in cash only. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of profits of the Company if permitted by the Law, the Applicable Public Company Rules, the service agreement or other similar contract that he/she has entered into with the Company.

39. Defect in Election of Director

All acts done in good faith by the Board or by a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and was qualified to be a Director.

40. Directors to Manage Business

The business of the Company shall be managed and conducted by the Board. In managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Law or by the Articles, required to be exercised by the Company in general meeting subject, nevertheless, to the Articles, the provisions of the Law, and to such

directions as may be prescribed by the Company in general meeting.

41. Powers of the Board of Directors

Without limiting the generality of Article 40, the Board may subject to Article 12.3:

- (a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their compensation and determine their duties;
- (b) exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party;
- (c) appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company;
- (d) appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;
- (e) by power of attorney, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) 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 so vested in the attorney. Such attorney may, if so authorised, execute any deed or instrument in any manner permitted by the Law;
- (f) procure that the Company pays all expenses incurred in promoting and incorporating the Company;
- (g) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Board and every such committee shall conform to such directions as the Board shall impose on them. Subject to any directions or regulations made by the Directors for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of the

Articles regulating the meetings and proceedings of the Board;

- (h) 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;
- (i) present any petition and make any application in connection with the liquidation or reorganisation of the Company;
- (j) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and
- (k) authorise any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Company.

42. Register of Directors and Officers

42.1 The Board shall cause to be kept in one or more books at the Registered Office a Register of Directors and Officers in accordance with the Law and shall enter therein the following particulars with respect to each Director and Officer:

- (a) first name and surname; and
- (b) address.

42.2 The Board shall, within the period of thirty days from the occurrence of:-

- (a) any change among its Directors and Officers; or
- (b) any change in the particulars contained in the Register of Directors and Officers,

cause to be entered on the Register of Directors and Officers the particulars of such change and the date on which such change occurred, and shall notify the Registrar of Companies in accordance with the Law.

43. Officers

The Officers shall consist of a Secretary and such additional Officers as the Board may determine all of whom shall be deemed to be Officers for the purposes of the Articles.

44. Appointment of Officers

The Secretary (and additional Officers, if any) shall be appointed by the Board from time to time.

45. Duties of Officers

The Officers 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.

46. Compensation of Officers

The Officers shall receive such compensation as the Board may determine.

47. Conflicts of Interest

- 47.1** Any Director, or any Director's firm, partner or any company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company and such Director or such Director's firm, partner or company shall be entitled to compensation as if such Director were not a Director; provided that this Article 47.1 shall not apply to Independent Directors.
- 47.2** A Director who is directly or indirectly interested in any matter under discussion at a meeting of the Directors or a contract or proposed contract or arrangement with the Company shall declare the nature and the essential contents of such interest at the relevant meeting of the Directors as required by the Applicable Law.
- 47.3** Notwithstanding anything to the contrary contained in this Article 47, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.
- 47.4** Notwithstanding anything to the contrary contained in this Article 47, a Director who is engaged in anything on his own account or on behalf of another person, which is within the scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek their approval by Supermajority Resolution.

48. Indemnification and Exculpation of Directors and Officers

- 48.1** The Directors and Officers of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and every former director, officer or trustee and their respective heirs, executors, administrators, and personal representatives (each of which persons being referred to in this Article as an "indemnified party") 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 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 no indemnified party 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, dishonesty or breach of duties provided under Article 48.4 which may attach to any of the said persons.

48.2 The Company may purchase and maintain insurance for the benefit of any Director or Officer of the Company against any liability incurred by him in his capacity as a Director or Officer of the Company or indemnifying such Director or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or Officer may be guilty in relation to the Company or any Subsidiary thereof.

48.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding three per cent (3%) or more of the total issued shares of the Company for a year or longer may:

- (a) request in writing the Board to authorise any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or
- (b) request in writing any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or

the Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taipei District Court, ROC for and on behalf of the Company against the relevant Directors within thirty (30) days after such Member(s) having made the request under the preceding clause (a) or (b) if (i) in the case of clause (a), the Board fails to make such authorisation or the Independent Director of the Audit Committee having been authorised by the Board fails to file such petition,

or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition.

- 48.4** Without prejudice and subject to the general directors' duties that a Director owe to the Company and its shareholders under common law principals and the laws of the Cayman Islands, a Director shall perform his fiduciary duties of loyalty and due care of a good administrator in the course of conducting the Company's business, and shall indemnify the Company, to the maximum extent legally permissible, from any loss incurred or suffered by the Company arising from breach of his fiduciary duties. If a Director has made any profit for the benefit of himself or any third party as a result of any breach of his fiduciary duties, the Company shall, if so resolved by the Members by way of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover such profit from such relevant Director. If a Director has, in the course of conducting the Company's business, violated any laws or regulations that causes the Company to become liable for any compensation or damages to any person, such Director shall become jointly and severally liable for such compensation or damages with the Company and if any reason such Director is not made jointly and severally liable with the Company, such Director shall indemnify the Company for any loss incurred or suffered by the Company caused by a breach of duties by such Director. The Officers, in the course of performing their duties to the Company, shall assume such duties and obligations to indemnify the Company in the same manner as if they are Directors.

MEETINGS OF THE BOARD OF DIRECTORS

49. Board Meetings

- 49.1** Board meetings shall be convened by the Chairman, and the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.
- 49.2** For so long as the shares are traded on the ESM or listed on the TSE, the Company shall hold regular meetings of the Board at least on a quarterly basis and such meetings shall be held in compliance with the Applicable Public Company Rules.
- 49.3** A resolution put to the vote at a meeting of the Board shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution shall fail.

50. Notice of Board Meetings

- 50.1** The Chairman may, and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board.

50.2 Before the shares are traded on the ESM, at least 48 hours prior notice shall be given for any meeting of the Board provided that in the case of urgent circumstances as agreed by a majority of the Directors, a meeting of the Board may be convened on short notice, or be held anytime after notice has been given to every Director or be convened without prior notice if all Directors agree. For so long as the shares are traded on the ESM or listed on the TSE, to convene a meeting of the Board, a notice setting forth therein the matters to be considered and if appropriate, approved at the meeting shall be given to each Director no later than seven (7) days prior to the scheduled meeting date. However, in the case of emergency as agreed by a majority of the Directors, the meeting may be convened with a shorter notice period in a manner consistent with the Applicable Public Company Rules. Notice of a meeting of the Board shall be deemed to be duly given to a Director if, to the extent permitted by Applicable Law, it is given to such Director verbally (in person or by telephone) or otherwise communicated or sent to such Director by post, cable, telex, telecopier, facsimile, electronic mail or other mode of representing words in a legible form at such Director's last known address or any other address given by such Director to the Company for this purpose.

51. Participation in Meetings by Video Conference

Directors may participate in any meeting of the Board by means of video conference or other communication facilities, as permitted by the Applicable Law, where 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.

52. Quorum at Board Meetings

The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors.

53. Board to Continue in the Event of Vacancy

The Board may act notwithstanding any vacancy in its number.

54. Chairman to Preside

The Chairman, if there be one, shall act as chairman at all meetings of the Board at which such person is present. In his absence a chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.

55. Validity of Prior Acts of the Board

No regulation or alteration to the Articles made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation or alteration had not been made.

CORPORATE RECORDS

56. Minutes

The Board shall cause minutes to be duly entered in books provided for the purpose:

- (a) of all elections and appointments of Officers;
- (b) of the names of the Directors present at each meeting of the Board and of any committee appointed by the Board; and
- (c) of all resolutions and proceedings of general meetings of the Members, meetings of the Board, meetings of managers and meetings of committees appointed by the Board.

57. Register of Mortgages and Charges

57.1 The Directors shall cause to be kept the Register of Mortgages and Charges required by the Law.

57.2 The Register of Mortgages and Charges shall be open to inspection by Members and creditors in accordance with the Law, at the Registered Office on every business day in the Cayman Islands, subject to such reasonable restrictions as the Board may impose, so that not less than two (2) hours in each such business day be allowed for inspection.

58. Form and Use of Seal

58.1 The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf; and, until otherwise determined by the Directors, the Seal shall be affixed in the presence of a Director or the Secretary or an assistant secretary or some other person authorised for this purpose by the Directors or the committee of Directors.

58.2 Notwithstanding the foregoing, the Seal may without further authority be affixed by way of authentication to any document required to be filed with the Registrar of Companies in the Cayman Islands, and may be so affixed by any Director, Secretary or assistant secretary of the Company or any other person or institution

having authority to file the document as aforesaid.

- 58.3** The Company may have one or more duplicate Seals, as permitted by the Law; and, if the Directors think fit, a duplicate Seal may bear on its face of the name of the country, territory, district or place where it is to be issued.

TENDER OFFER AND ACCOUNTS

59. Tender Offer

For so long as the shares are traded on the ESM or listed on the TSE, within seven (7) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its Litigious and Non-Litigious Agent, the Board shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:

- (a) the types and number of the shares held by the Directors and the Members holding more than ten per cent (10%) of the total issued shares in their own names or in the names of other persons.
- (b) recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.
- (c) whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
- (d) the types, numbers and amount of the shares of the tender offeror or its affiliates held by the Directors and the Members holding more than ten per cent (10%) of the total number of issued shares held in their own names or in the name of other persons.

60. Books of Account

60.1 The Board shall cause to be kept proper records of account with respect to all transactions of the Company and in particular with respect to:

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure relates;
- (b) all sales and purchases of goods by the Company; and
- (c) all assets and liabilities of the Company.

Such books of account shall be kept for at least five (5) years from the date they are prepared.

60.2 Such records of account shall be kept and proper books of account shall not be deemed to be kept with respect to the matters aforesaid if there are not kept, at such place as the Board thinks fit, such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

60.3 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one (1) year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one (1) year.

61. Financial Year End

Unless the Directors otherwise specify, the financial year of the Company:

- (a) shall end on 31st December in the year of its incorporation and each following year; and
- (b) shall begin when it was incorporated and on 1st January each following year.

AUDIT COMMITTEE

62. Number of Committee Members

For so long as the shares are listed on the TSE, the Board shall set up an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and the number of committee members shall not be less than three (3). One of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members. Before the shares are listed on the TSE, the Board may resolve to set up the Audit Committee.

63. Powers of Audit Committee

63.1 The Audit Committee (if established) shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:

- (a) adoption of or amendment to an internal control system;
- (b) assessment of the effectiveness of the internal control system;
- (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;
- (d) any matter relating to the personal interest of the Directors;
- (e) a material asset or derivatives transaction;
- (f) a material monetary loan, endorsement, or provision of guarantee;
- (g) the offering, issuance, or Private Placement of any equity-related securities;
- (h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) the appointment or discharge of a financial, accounting, or internal auditing officer;
- (j) approval of annual and semi-annual financial reports (if applicable under the Applicable Public Company Rules); and
- (k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

63.2 Subject to the Applicable Law and to the extent permitted under the laws of the Cayman Islands, the Independent Directors of the Audit Committee shall supervise the execution of business operations of the Company, and may at any time or from time to time investigate the business and financial conditions of the Company, examine the accounting books and documents, and request the Board or officers to report on matters referred to above. Subject to the Applicable Law and to the extent permitted under the laws of the Cayman Islands, the Board may authorise any Independent Director of the Audit Committee to appoint on behalf of the Company, a practicing lawyer and independent auditors to conduct the examination.

63.3 The Audit Committee shall audit the various financial statements and records prepared by the Board for submission to the general meeting, and shall report their findings and opinions at such meeting.

VOLUNTARY WINDING-UP AND DISSOLUTION

64. Winding-Up

64.1 The Company may be voluntarily wound-up in accordance with Article 12.4.

64.2 If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in the trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or assets whereon there is any liability.

CHANGES TO CONSTITUTION

65. Changes to Articles

Subject to the Law and to the conditions contained in its Memorandum, the Company may, by Special Resolution, alter or add to its Articles.

REDUCTION OF SHARE CAPITAL

66. Reduction of Share Capital

The Company may by Special Resolution reduce its share capital and any capital redemption reserve in any manner authorised by the Law and the Applicable Public Company Rules. Any such reduction of share capital shall be effected based on the percentage of shareholding of the Members pro rata, unless otherwise provided for in the Law or the Applicable Public Company Rules.

67. Discontinuance

The Board may exercise all the powers of the Company to transfer by way of continuation the Company to a named country or jurisdiction outside the Cayman Islands pursuant to the Law.

APPOINTMENT OF LITIGIOUS AND NON-LITIGIOUS AGENT

68. Appointment of Litigious and Non-Litigious Agent

For so long as the shares are traded on the ESM or listed on the TSE, the Company shall appoint a Litigious and Non-Litigious Agent pursuant to the Applicable Law to act as the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC to handle matters stipulated in the Securities and Exchange Law of the ROC and the relevant rules and regulations thereto. The Litigious and Non-Litigious Agent shall be an individual who has a residence or domicile in the ROC.

OTHERS

69. ROC Securities Laws and Regulations

For so long as the shares are traded on the ESM or listed on the TSE, the qualifications, composition, appointment, removal, exercise of functions and other matters with respect to the Directors, Independent Directors, Compensation Committee and Audit Committee which are required to be

followed by the Company shall comply with the applicable ROC securities laws and regulations.

(中譯文)

修訂及重述章程大綱和章程

Airmate (Cayman) International Co Limited

艾美特(開曼)國際有限公司

(經[2016]年[6]月[6]日特別決議通過生效)

開曼群島公司法（及其修正）
股份有限公司

修訂及重述章程大綱

Airmate (Cayman) International Co Limited

艾美特(開曼)國際有限公司

(經[2016]年[6]月[6]日特別決議通過生效)

1. 本公司名稱為 Airmate (Cayman) International Co Limited 艾美特(開曼)國際有限公司。
2. 本公司註冊所在地為 Codan Trust Company (Cayman) Limited 之所在地，即開曼群島 Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town, Grand Cayman, British West Indies，或董事會日後決議其他地點。
3. 本公司設立之目的未受限制，且公司有權從事公司法（及其修正）所未禁止之任何營業項目。
4. 公司有權依公司法（及其修正）規定從事具有完全行為能力自然人所得為之行為。
5. 縱有前述規定，公司於依銀行及信託公司法（及其修正）規定取得相關執照前不得從事銀行或信託業務，於依保險法規定（及其修正）取得相關執照前不得於開曼群島內從事保險業務或保險經理人、代理人、經紀人業務，於依公司管理法（Companies Management Law）（及其修正）取得相關執照前不得從事公司管理之業務。
6. 除為促進公司於開曼群島外經營業務外，公司不得於開曼群島與任何人士、事務所或公司進行交易；惟本條之規定不得解讀為限制公司於開曼群島簽訂契約，及於開曼群島行使所有為執行其於開曼群島外之業務所需之權力。
7. 各股東對本公司之義務限於其未繳清之股款。
8. 本公司授權資本額為新台幣 2,162,500,000 元，分成 216,250,000 股普通股，每股面額為新台幣 10.00 元。公司有權依公司法（及其修正）或公司章程贖回或買回股份、分割或整合股份，將原有、買回、增加或減少之資本額全數或部分發行為附（或無）優先、特別、遞延權利或附限制之股份。除非股份發行條款有明示規定者外，所發行之股份無論為普通股或特別股均與公司先前所發行股份之權利相同。
9. 若本公司登記為豁免公司者，其營運將受公司法（及其修正）第 174 條所拘束，且除公司法（及其修正）及公司章程另有規定者外，本公司有權依開曼群島外之其他準據法登記為股份有限公司而繼續存續，並註銷在開曼群島之登記。

開曼群島公司法（及其修正）
股份有限公司

修訂及重述章程

Airmate (Cayman) International Co Limited

艾美特(開曼)國際有限公司

(經[2016]年[6]月[6]日特別決議通過生效)

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修訂及重述章程

Airmate (Cayman) International Co Limited

艾美特(開曼)國際有限公司

(經[2016]年[6]月[6]日特別決議通過生效)

開曼公司法（如后定義）附件一表格 A 中之法令不適用於本公司。

釋義

1 定義

1.1 本修訂及重述章程中，下列文字及用語於與前後文內容不牴觸之情況下，應定義如下：

“適用法律”	指公開發行公司規則、開曼公司法或其他適用於公司之規則或法令。
“公開發行公司規則”	指相關主管機關隨時針對公開發行公司或任何在臺灣之證券交易所或證券市場上市或上櫃公司訂定之中華民國法律、規則和規章（包括但不限於中華民國公司法、證券交易法、金管會（定義如后）發布之法令規章、證交所（定義如后）或櫃買中心（定義如后）發布之規章制度，及其日後之修訂版本），而經相關主管機關要求應適用公司者。
“章程”	指不時變更之本章程。
“審計委員會”	指董事會轄下之審計委員會，由公司之獨立董事組成。
“董事會”	指依本章程指派或選舉之董事會，並依本章程於達法定出席人數之董事會議中行使權限。
“資本公積”	為本章程之目的，係指公司依開曼公司法發行股份之溢價加計受領贈與後之金額。
“董事長”	指由所有董事間選出擔任董事會主席之董事。
“公司”	指 Airmate (Cayman) International Co Limited 艾美特(開曼)國際有限公司。
“薪資報酬委員會”	指董事會轄下，依公開發行公司規則之規定由專業人士組成，並具有所規定之各項職能之一委員會。
“累積投票制”	指第 35.2 條所規定之選舉董事之投票機制。
“董事”	指公司當時之董事，包括任一和全部獨立董事。

“電子記錄”	定義如《電子交易法》之定義。
“電子交易法”	指開曼群島之《電子交易法》（2003 年修訂）。
“興櫃”	指中華民國之興櫃股票市場。
“金管會”	指中華民國金融監督管理委員會。
“獨立董事”	指依公開發行公司規則或本章程選出之獨立董事。
“共同經營契約”	指公司與他人，或其他機構所訂立之契約，契約各當事人同意，將按契約條款共同經營某一事業，並共擔虧損、共享獲利者。
“開曼公司法”	指開曼群島之公司法及所有對現行法之修正、重新制定或修訂。
“營業出租契約”	指公司與他人所訂立之契約或協議，約定將公司之某些必要機具及資產出租予對方，而該他人以自身名義經營公司之全部營業；公司則自該他人受領一筆事先約定之報酬作為對價。
“訴訟及非訟代理人”	指公司為在相關司法管轄地收受文書，而依適用法律所指定之送達代收人並為公司依中華民國證券交易法在中華民國境內之負責人。
“委託經營契約”	公司與他人所訂立之契約或協議，依該契約或協議委託對方以公司名義，並基於公司利益，經營公司之事業，公司則向該方給付一筆事先約定之報酬做為對價；該部分事業之獲利和虧損，仍繼續由公司享有及負擔。
“公開資訊觀測站”	指證交所（如下定義）維護之公開發行公司申報系統。
“股東”	指股東名冊登記持有公司股份之股東，若為二人以上登記為共同持有股份者，指股東名簿中登記為第一位之共同持有人或全部共同持有人，依其前後文需求適用之。
“章程大綱”	指公司章程大綱。
“合併”	指下列交易： (a) (i) 參與該交易之公司均併入新設公司，而該新設公司概括承受被併入公司之一切權利及義務，或(ii) 所有參與該交易之公司均併入存續公司，而該存續公司概括承受被併入公司之一切權利及義務，且於上述任何一種情形，其對價為存續公司或新設公司或其他公司之股份、現金或其他資產；或 (b) 其他符合公開發行公司規則定義之「併購及／或合併」。
“月”	指日曆月。
“通知”	除另有指明外，指本章程所指之書面通知。
“經理人”	任何經董事會指派擔任公司職務之人。

“普通決議”	指公司股東會中（或如特別指明，持有特定種類股份之股東會議）以簡單多數決通過的決議。
“特別股”	其意義如本章程第 6 條之定義。
“私募”	指股份登錄興櫃或於證交所上市期間，由公司依公開發行公司規則私募股份或公司之其他證券。
“董事及經理人名冊”	本章程所指董事及經理人名冊。
“股東名冊”	指公司依開曼公司法備置之股東名冊，且公司股份登錄興櫃買賣或於證交所上市者，則指公司依公開發行公司規則備置之股東名冊。
“註冊處所”	指公司當時之註冊營業處所。
“限制型股票”	其意義如本章程第 2.5 條之定義。
“中華民國”	指臺灣，中華民國。
“印章”	指公司通用圖章或正式或複製之印章。
“秘書”	經指派執行所有公司秘書職務之人，包括任何代理或助理秘書，及任何經董事會指派執行該秘書職務之人。
“股份”	指每股面額新台幣 10.00 元之公司股份。
“特別決議”	在不違反開曼公司法情形下，指於公司股東會中，經有權參與表決之股東親自出席、或經由委託書表決、或經法人股東或非自然人股東合法授權之代表出席表決，經計算每位股東有權表決權數後，以出席股東表決權至少三分之二同意通過之決議。
“附屬公司”	就任一公司而言，指(1)被該公司直接或間接持有超過半數已發行有表決權之股份總數或全部資本總額之公司；(2)該公司對其人事、財務或業務經營有直接或間接控制權之公司；(3)公司之執行業務股東或董事半數(含)以上與該公司相同者；及(4)已發行有表決權之股份總數或全部資本總額有半數(含)以上為相同股東持有之公司。
“重度決議”	由代表公司已發行股份總數三分之二以上之股東出席者，指由該等出席股東表決權過半數同意通過之決議；或如出席股東會之股東所代表之股份總數，少於公司已發行股份總數之三分之二，但超過公司已發行股份總數之半數時，則指由該等出席股東表決權三分之二以上之同意通過之決議。
“庫藏股”	其定義如本章程第 3.13 條所示。
“集保結算所”	指臺灣集中保管結算所股份有限公司。
“櫃買中心”	指財團法人中華民國證券櫃檯買賣中心。
“證交所”	臺灣證券交易所股份有限公司。
“年”	日曆年。

1.2 本章程中，於內容不牴觸之情況下：

(a) 複數詞語包括單數含義，反之亦然；

(b) 陽性詞語包括陰性及中性含義；

(c) 人包括公司、組織或個人團體，不論是否為公司；

(d) 文字(i) “得”應被解釋為“可以”；

(ii) “應”應被解釋為“必須”。

(e) “書面”和“以書面形式”包括所有以可視形式呈現的重述或複製之文字模式，包括電子記錄；

(f) 所提及任何法律或規章之規定應包括該規定之增補或重新制定；

(g) 除另有規定，於開曼公司法定義之文字或意義於本章程應有相同解釋；且

(h) 除本章程明定者外，電子交易法第八條所規定的各項義務及要求均不適用。

1.3 本章程所提及之書面或相似涵義，除有相反意思外，應包括傳真、列印、平版印刷、攝影、電子郵件及其他以可視形式呈現且形諸文字之方式。

1.4 本章程之標題僅為方便之用，不應用以或據以解釋本章程。

股份

2 發行股份之權力

2.1 除本章程及股東會另有決議外，於未損及任何現有股份或股別持有人之特別權利下，董事會有權依其決定之條件發行任何公司尚未發行之股份，且得依股東決議發行任何股息、表決權、資本返還或其他事項具有優先權、遞延權或其他特殊權利或限制之股份或股別（包括就股份所發行得棄權或其他種類之選擇權、認股權憑證和其他權利），惟除依開曼公司法規定及公開發行公司規則外，不得折價發行股票。

2.2 除本章程另有規定外，公司發行新股應經董事會三分之二以上董事出席及出席董事超過二分之一之同意，並限於公司之授權資本內為之。

2.3 公司向櫃買中心申請股份登錄與櫃買賣經櫃買中心核准後，在中華民國境內辦理現金增資發行新股時，除適用法律另有規定或經金管會、櫃買中心或證交所（依其適用情形）認為公司無須或不適宜辦理外，公司應提撥發行新股總額百分之十，在中華民國境內對外公開發行（下稱「公開銷售部分」）；然若股東會以普通決議另為較高比率之決議者，從其決議，並提撥相當於該等較高比率之股份作為公開銷售部分。公司得保留發行新股總額百分之十至百分之十五供本公司及附屬公司之員工認購（下稱「員工認

股部分」)。公司對該等員工認購之新股，得限制在一定期間內不得轉讓，但其期間最長不得超過二年。

2.4 除經股東會另以普通決議為不同決議外，公司依本章程第 2.3 條辦理現金增資發行新股時，於依本章程第 2.3 條提撥公開銷售部分（為免疑義，包含公司依第 2.3 條增資發行新股，股東會決議提撥高於發行新股總額百分之十之股份在中華民國境內對外公開發行，其超過發行新股總額百分之十的部分）及員工認股部分後，應公告及通知原有股東，其有權按照原有股份比例優先認購剩餘新股。公司應在前開公告中聲明行使此優先認股權之方式，及若任何股東逾期不認購者，視為喪失其權利。原有股東持有股份按比例不足分認一新股者，得依董事會決定之條件及公開發行公司規則，合併其認股權而以單一股東名義共同認購一股或多股；原有股東於前述時間內未認足者，公司得就未認購部分依符合公開發行公司規則之方式辦理公開銷售或洽特定人認購。

2.5 於不違反或牴觸開曼公司法之前提下，公司得經股東會重度決議發行限制員工權利之新股（下稱「限制型股票」）予本公司及附屬公司之員工，不適用本章程第 2.3 條之規定。股份登錄興櫃買賣或於證交所上市期間，限制型股票之發行條件，包括但不限於發行數量、發行價格及其他相關事項，應符合公開發行公司規則之規定。

2.6 本章程第 2.4 條規定之股東優先認股權於公司因以下原因或基於以下目的發行新股時，不適用之：

- (a) 公司合併、分割，或為公司重整；
- (b) 公司為履行認股權憑證及／或選擇權下之義務，包括本章程第 2.8 條及第 2.11 條所規定者；
- (c) 公司依第 2.5 條規定發行限制型股票；
- (d) 公司為履行可轉換公司債或附認股權公司債下之義務；
- (e) 公司為履行附認股權特別股下之義務；或
- (f) 公司進行私募有價證券時。

2.7 公司不得發行任何未繳納股款或繳納部分股款之股份。

2.8 縱有本章程第 2.5 條限制型股票之規定，公司得經董事會三分之二以上董事出席及出席董事超過二分之一之同意，通過一個以上之員工獎勵措施，並得發行股份或選擇權、認股權憑證或其他類似之工具予公司及其附屬公司之員工；為免疑義，上開事項無需另經股東會決議通過。

2.9 依前述本章程第 2.8 條發行之選擇權、認股權憑證或其他類似之工具不得轉讓，但因繼承者不在此限。

2.10 公司及其附屬公司之董事非本章程第 2.5 條所定發行限制型股票及第 2.8 條所定獎勵措施之對象，但倘董事亦為公司或其附屬公司之員工，該董事得基於員工身分（而非董事身分）認購限制型股票或參與獎勵措施。

2.11 公司得與其員工及／或其附屬公司之員工就前述本章程第 2.8 條所定之獎勵措施簽訂契約，約定於一定期間內，員工得認購特定數量之公司股份。此等契約之條款對相關員工之限制不得少於其所適用之獎勵措施所載條件。

2.12 於本條不影響本章程第 2 條其他規定之情形下，如公司係為變更股份票面額而經股東會決議發行股份時（以下簡稱「票面額變更」），如無礙公司股東依其持股比例所享利益且股東無需支付股款以取得票面額變更所發行股份時（但為完成票面額變更，以公司向股東買回原既存股份所得價款支付票面額變更股份所需股款者，不在此限），無需另取得公司各股東之同意。

3 贖回及買回股份

3.1 在不違反開曼公司法情形下，公司得發行由公司或股東行使贖回權或贖回選擇權的股份。

3.2 於依開曼公司法規定得授權之範圍內，授權公司得自資本或其他帳戶或其他資金中支付贖回股份之股款。

3.3 得贖回股份之贖回價格或其計算方式，應於股份發行前由董事會訂之。

3.4 有關得贖回股份之股票應載明該等股份係可贖回。

3.5 (i) 在不違反適用法律規定及本章程之情況下，公司得依董事會三分之二以上董事出席及出席董事過半數同意所定之條件及方式，買回其自身股份（包括可贖回之股份）。

(ii) 縱有本章程第 3.5(i)條之規定，公司為變更票面額而買回公司股份時，為完成票面額之變更，無需取得各該相關股東之同意。

3.6 本公司如依前條規定買回登錄興櫃買賣或於證交所上市之股份者，應依公開發行公司規則之規定，將董事會決議及執行情形，於最近一次之股東會報告；其因故未買回登錄興櫃買賣或於證交所上市之股份者，亦同。

3.7 股份登錄興櫃買賣或於證交所上市期間，公司有權依下列買回方式以買回任何登錄興櫃買賣或於證交所上市之股份：

- (a) 買回股份之總金額，不得逾保留盈餘減除公司董事會或股東會已決議分派之盈餘及下列已實現之資本公積之金額：
 - (i) 尚未轉列為保留盈餘之處分資產之溢價收入；
 - (ii) 發行股份之溢價及本公司受領贈與所得之總金額。但受領者為本公司股份，於未再出售前不予計入；
- (b) 買回股份之總數量，不得超過公司已發行股份總數百分之十；
- (c) 買回之時點、價格及其他條件應由董事會自行決定，惟：
 - (i) 相關買回交易應依中華民國證券法令之規定及公開發行公司規則辦理；且
 - (ii) 相關買回交易應符合開曼公司法。

3.8 公司得依本章程第 16.1 條允許之任何方式，支付贖回股款。

3.9 股份贖回款項之給付遲延不影響股份之贖回，惟如遲延超過三十日，應按董事會經適當查詢後所預估可代表開曼群島持有 A 級執照（定義如開曼群島銀行及信託公司法（修訂版）所示）之銀行同類貨幣三十日之定存利率，支付自到期日至實際支付款項期間之利息。

3.10 限於無法以其他方式贖回（或非另為此發行新股，無法贖回）之情形及範圍下，董事會始可於其認為適當時，行使開曼公司法第 37 條第(5)項（從資本中撥款支付）賦予公司之權限。

3.11 限於前述範圍內，有關股份贖回應實行或可實行之方式，而可能產生之一切問題，董事會得自為適當決定。

3.12 除股款已全數繳清，不得贖回該股份。

3.13 公司買回、贖回或取得（經由交付或其他方式）之股份應依董事會之決定，立即註銷或作為庫藏股由公司持有（下稱「庫藏股」）。

3.14 對於庫藏股，不得配發或支付股利予公司，亦不得就公司之資產為任何其他分配（無論係以現金或其他方式）予公司（包括公司清算時對於股東的任何資產分配）。

3.15 公司應以庫藏股持有人之身份載入股東名冊，惟：

- (a) 不得因任何目的將公司視同股東，且公司不得就庫藏股行使任何權利，意圖行使該權利者，應屬無效；
- (b) 於公司任一會議中，庫藏股均不得直接或間接參與表決，且無論係為本章程或開曼公司法之目的，如欲決定任何特定時點之已發行股份總數時，庫藏股亦不應計入。

3.16 公司買回登錄興櫃買賣或於證交所上市之股份後，以低於實際買回股份之平均價格轉讓庫藏股予公司或附屬公司員工之任何議案，應經最近一次股東會特別決議通過，且

公開發行公司規則要求之事項應於股東會開會通知中載明，而不得以臨時動議提出。歷次股東會通過且轉讓予公司及附屬公司員工之庫藏股總數，累計應不得超過已發行股份總數的 5%，且每一名員工認購總數累計不得超過已發行股份總數的 0.5%。公司買回自己之股份轉讓予員工者，得限制在一定期間內不得轉讓，但其期間最長不得超過二年。

3.17 除本章程第 3.16 條及公開發行公司規則規定者外，公司得依董事會決定之條款及條件處分庫藏股。

4 股份所附權利

除本章程第 2.1 條、章程大綱及本章程另有規定、公司依契約另負其他義務或受其他限制、及股東另為不同決議者外，且在不損及任何股份及股別之股份持有人之特別權利之範圍內，公司之股份應只有單一種類，其股東依本章程規定：

(a) 每股有一表決權；

(b) 享有董事會所提議並經股東會決議之股息；

(c) 於公司清算或解散時（無論該清算或解散係自願或非自願、或係為重整或其他目的、或於分配資本時），有權受領公司剩餘資產之分派；及

(d) 得享有一般附加於股份上之全部權利。

5 股票

5.1 公司得發行實體股票或以無實體發行之。公司如發行實體股票，各股東有權獲得蓋有印章之股份憑證（或其複本），該印章由董事會依其權限所鈐印，憑證上並載明股東之持股股數及股別（如有）。董事會得決議於一般或特定情況下，憑證之任一或所有簽名得以印刷或機器方式為之。股份登錄與櫃買賣或於證交所上市期間，除依公開發行公司規則應發行實體股票者外，公司股份應以無實體發行。

5.2 如股票塗污、磨損、遺失或損壞，經提出董事會滿意之證據，董事會得換發新股票。如董事會認為適當，並得請求遺失股票之賠償。

5.3 不得發行無記名股份。

5.4 公司依第 5.1 條發行實體股票時，公司應於該等實體股票依開曼公司法、章程大綱、本章程及公開發行公司規則規定得發行之日起三十日內，交付實體股票予認股人，並應於交付該等實體股票前，依公開發行公司規則辦理公告。

5.5 公司應發行無實體股票時，應依開曼公司法及公開發行公司規則規定，於發行時使認購人姓名及其他事項載明於股東名冊。

6 特別股

6.1 公司得以特別決議發行一種或一種以上類別具有優先或其他特別權利之股份（下稱「特別股」），並於本章程中明訂特別股之權利及義務。

6.2 股份登錄興櫃買賣或於證交所上市期間，特別股之權利及義務應包含（但不限於）下列項目，且應符合公開發行公司規則之規定：

- (a) 特別股之股息及紅利分配之順序、固定額度或固定比率；
- (b) 公司剩餘財產分配之順序、固定額度或固定比率；
- (c) 特別股股東表決權之順序或限制（包括宣佈無表決權）；
- (d) 公司經授權或被迫贖回特別股之方式或不適用贖回權之聲明；及
- (e) 有關特別股之附隨權利及義務等其他事項。

股份登記

7 股東名冊

- (a) 股份登錄興櫃買賣或於證交所上市期間，董事會應備置一份股東名冊，備置地點得為開曼群島境外經董事會認為適當之處所，並應依開曼公司法及公開發行公司規則維護之。
- (b) 若公司有未登錄興櫃買賣或於證交所上市之股份者，公司應依開曼公司法第 40 條備置此等股票之名冊。

8 登記持有人為絕對所有人

除法令另有規定外：

- (a) 公司無須承認因信託而持有股份之人；且
- (b) 除股東外，公司無須承認任何人對股份享有任何權利。

9 記名股份轉讓

9.1 登錄興櫃買賣或於證交所上市之股份，其所有權之證明及移轉得依符合公開發行公司規則之方式（包括透過集保結算所帳簿劃撥系統）為之。

9.2 以實體發行之股票，其轉讓得依一般書面格式、或董事會通過之其他書面格式為之。該等書面應由讓與人或以讓與人之名義簽署，惟如董事會要求時，該等書面得僅由受讓人簽署。於不違反前述規定之前提下，董事會得應讓與人或受讓人之要求，一般性地

或針對個案，決議接受機械方式簽署之轉讓書面。縱有前述規定，公司為變更票面額而買回股份時，無需以股份轉讓之書面為之。

9.3 就實體股票之轉讓，除提供相關股份之股票及董事會合理要求得證明讓與人係有權轉讓之其他證據外，董事會得拒絕承認任何轉讓文件。

9.4 股份共同持有人得轉讓該股份予其他一名或多名共同持有人，且先前與死亡股東共同持有股份之存續股份持有人，得轉讓該等股份予該死亡股東之執行人或管理人。

9.5 若登記該轉讓將致下列情事者，董事會得毋須檢具任何理由自行決定拒絕實體股份轉讓之登記：(i)違反適用法律；或(ii)違反章程大綱或本章程。如董事會拒絕登記股份移轉，於該轉讓登記向公司提出之日起三個月內，秘書應將拒絕通知寄送與讓與人及受讓人。

10 記名股份移轉

10.1 如股東死亡，其共同持有股份之他尚存共同持有人，或如為單獨持有股份者，其法定代理人，為公司唯一承認有權享有該死亡股東之股東權益之人。死亡股東之財產就其所共同持有之股份所生之義務，不因本章程之規定而免除。依開曼公司法第 39 條規定，本條所稱法定代理人係指該死亡股東之執行人或管理人、或依董事會裁量決定之其他經適當授權處理該股份事宜之人。

10.2 因股東死亡、破產而對股份享有權利之人，於董事會認為證據充足時得登記為股東，或選擇指定他人登記為股份受讓人。

10.3 經檢附董事會要求證明讓與人為所有權人之文件與董事會時，應登記受讓人為股東。縱有上述規定，如董事會於該喪失權利之股東尚未死亡或破產時，有權拒絕或暫停股東登記或依第 9.5 條拒絕登記，董事會於任何情況下應享有與該情形相同之拒絕或暫停登記之權利。

10.4 如有二位或以上之人登記為股份共同持有人，而共同持有人中有人死亡時，尚存之共同持有人就該股份有絕對之所有權，且除該共同持有人為最後尚存之共同持有人外，公司不承認任何對該共同持有人遺產之權利主張。

11 變更資本

11.1 公司得隨時以普通決議：

(a) 增加依普通決議所定之股本，及此等股本所得分成之股份種類及金額得享有的權利；

(b) 將全部或部分股份合併且分割為較現有股份面額大之股份；

(c)將全部或一部已繳納股款之股份轉換為任何面額之已繳納股款之股份；

(d)將現有股份之全部或一部再分割為較小金額股份，惟，每一再分割股份之已繳股款與未繳股款(如有)應按原股份再分割之比例等比例減少之，且公司得以普通決議，使該等再分割之股份，享有優先、遞延或其他權利，或受其他公司就未發行股份或新股得賦加之限制；及

(e)銷除任何於決議通過之日尚未為任何人取得或同意取得之股份，並註銷與所銷除股份等值之資本。

11.2 為達成公司依前條規定合併或分割股份之目的，董事會得為任何其認為適當之相應措施；於無礙前述目的之情形下，包括但不限於發行表彰畸零部分之股份，或出售該等畸零部分之股份，並將所得股款（扣除出售費用後）按比例發放予有權受領之股東。為此，董事會得授權他人轉讓該等表彰畸零部分之股份予各該買受人，或決議將上述扣除相關費用之股款淨額，為公司之利益支付予公司。如相關出售程序中有任何異常或無效情事，各該買受人就股款之用途不負監督義務，其股份所有人之權益亦不受影響。

12 特別決議及重度決議

12.1 在不違反開曼公司法及本章程之情況下，公司得隨時經特別決議：

(a)變更其名稱；

(b)修改或增加章程；

(c)修改或增加章程大綱有關公司目的、權力或其他特別載明之事項；

(d)減少資本及資本贖回準備金；或

(e)依公開發行公司規則於中華民國境內為有價證券之私募。

12.2 縱有本章程第 12.1(e)條之規定，公司依章程及公開發行公司規則辦理普通公司債之私募得於董事會決議之日起一年內分次辦理。

12.3 於不違反開曼公司法和章程第 12.4 條之情形下，公司之下列行為應取得股東重度決議之許可：

(a)將得分派之股息及/或紅利及/或其他第 17 條所定款項撥充資本；

(b)合併（除符合開曼公司法所定義之「併購及／或合併」僅須特別決議即可）或分割；

(c)締結、變更或終止營業出租契約、委託經營契約或共同經營契約；

(d)讓與其全部或主要部分之營業或財產；

(e)取得或受讓他人的全部營業或財產而對公司營運有重大影響者。

12.4 在不違反開曼公司法之情形下，公司得以下列決議方式自願解散：

(a)如公司係因無法清償到期債務而決議自願解散者，經普通決議；或

(b)如公司係因前述第 12.4 條(a)款以外之事由而決議自願解散者，經特別決議。

13 股份權利之變更

無論公司是否已清算，如公司資本分為不同種類之股份，除該類股份發行條件另有規範外，該類股份之權利得經該類股份持有人之股東會以特別決議變更之。縱如前述規定，如章程之任何修改或變更將損及任一種類股份的優先權，則相關之修改或變更應經特別決議通過，並應經該類受損股份股東另行召開之股東會特別決議通過。除該類股份發行條件另有明確規範外，各股份持有人就各該股份之優先權或其他權利不受其他同等順位股票之創設或發行而影響。就各類股份持有人之股東會，應準用本章程有關股東會之規定。

股息及撥充資本

14 股息

14.1 董事會經股東會以普通決議通過後，或於章程第 12.3(a)條所述情況下，依重度決議通過後，於不違反章程及股東會之指示下，依各股東持股比例發放股息予股東，且股息得以現金、股份、或依章程第 14.2 之規定將其全部或部分以各種資產發放。公司就未分派之股息概不支付利息。

14.2 於不違反章程第 14.1 條之前提下，董事會得決定股息之全部或部分以特定資產分派(得為他公司之股份或證券)，並處理分派所生相關問題；惟，於董事會決定該等特定資產之價值前，董事會應取得擬收受特定資產股東之同意，並就該特定資產之價值，送交中華民國會計師查核簽證。董事會得依據該等資產之價值發放現金予部分股東，以調整股東之權益。於不影響上述概括規定下，董事會得以其認為適當之條件交付該等特定資產予受託人，並發放畸零股。

14.3 於不違反開曼公司法情形下，除以公司已實現利益、股份發行溢價帳戶或開曼公司法允許之公積、準備金或其他款項支付股利或為其他分派外，公司不得發放股利或為其他分派。除股份所附權利另有規定者外，所有股利及其他分派應依股東持有股份比例計算之。如股份發行條件係從一特定日期開始計算股利，則該股份之股利應依此計算。

14.4 除開曼公司法、本章程或股份所附權利另有規定者外，本公司盈餘分派依董事會通過之盈餘分派提案，經股東常會以普通決議通過分派之。

14.5 本公司年度總決算如有獲利，應提撥員工酬勞及董事酬勞如下；惟如本公司尚有累積虧損時，應預先保留填補該虧損之數額：

(a) 百分之五（5%）至百分之十（10%）作為員工酬勞，包括附屬公司之員工；及

(b) 不多於百分之三（3%）作為董事（不包括獨立董事）酬勞；

在不違反適用法律規定之情形下，前述第(a)款之員工酬勞應以現金或股份為之。

股份登錄興櫃買賣或於證交所上市期間，董事會於盈餘分派提案時，應於每會計年度盈餘中先提列：(i) 支付相關會計年度稅款之準備金；(ii) 彌補過去虧損之數額；(iii) 百分之十（10%）之盈餘公積；及(iv) 證券主管機關依公開發行公司規則要求之特別盈餘公積。

如尚有盈餘，得併同以往年度累積之未分配盈餘之全部或一部，依股東持股比例，發放股利予股東。分派予股東之股利得採股票股利及現金股利兩者方式互相配合方式分派，惟其中現金股利不得低於依前述所發放予股東之股利之百分之五十（50%）；除董事會及股東會另有決議外，任何所餘利潤得依開曼公司法及公開發行公司規則，在考量財務、業務及經營因素後，以不低於當年度稅後盈餘之百分之二十五（25%），作為股東股利進行分派。

14.6 董事會應擇定基準日決定有權獲配股息或其他分派之股東。

14.7 為決定有權獲配股息或其他分配之股東，董事會得決定股東名冊之變更於相關基準日前五日、或其他符合公開發行公司規則及開曼公司法規定之期間內，不得為之。

15 資本公積及盈餘之提撥

15.1 董事會得於分派股息前，自公司盈餘或利潤中提撥部分其所認適當之準備金以支應或有支出、或填補執行股利分配計畫不足之數額或為其他妥適使用之目的。該等款項於運用前，得由董事會全權決定用於公司業務或依董事會隨時認為之適當投資，且無須與公司其他資產分離。董事會亦得不提撥準備金而保留不予分配之利潤。

15.2 於不違反股東會指示下，董事會得代表公司就資本公積行使開曼公司法賦予公司之權力及選擇權。董事會得依開曼公司法規定，代表公司以資本公積彌補累積虧損及分派盈餘。

16 付款方式

16.1 任何股息、利息或股份相關之現金支付得以匯款轉帳至股東指定帳戶、或以支票或匯票郵寄至股東名冊所載股東地址、或該股東以書面指定之第三人及其地址之方式支付之。

16.2 於共同持有股份之情形，任何股息、利息或股份相關之現金支付，得以支票或匯票郵寄至股東名冊所載第一列名持有人地址、或該持有人以書面指定之第三人及其地址之方式支付之。如二人以上之人登記為股份共同持有人，任一人皆有權於收訖該股份之股息後，出具有效之收據。

17撥充資本

在不違反開曼公司法及章程第 12.3(a)條之情形下，董事會得以資本公積、其他準備金帳戶或損益帳戶之餘額或其他可供分配之款項，繳足未發行股份之股款，按股東持股比例發放股票紅利予股東，以撥充資本。

股東會

18股東常會

18.1 公司應於每一會計年度終了後六個月內由董事會召集股東常會。

18.2 股東會（包括股東常會及股東臨時會）之召開時間及地點，應由董事長、或任兩位董事、或任一董事及秘書、或由董事會指定之。

18.3 股份登錄興櫃買賣或於證交所上市期間，除開曼公司法另有規定外，股東會應於中華民國境內召開。如董事會決議在中華民國境外召開股東會，公司應於董事會決議後二日內申報櫃買中心（適用於股份登錄興櫃買賣之情形）或證交所（適用於股份於證交所上市之情形）核准。於中華民國境外召開股東會時，公司應委任一中華民國境內之專業股務代理機構，受理該等股東會行政事務（包括但不限於受理股東委託行使表決權事宜）。

19股東臨時會

19.1 股東常會外所召集之股東會，為股東臨時會。

19.2 董事會隨時依其判斷而認有必要時，得召集股東會。

19.3 股份登錄興櫃買賣或於證交所上市期間，經股東請求（如本章程第 19.4 條所定義）時，董事會應立即召集股東臨時會。

19.4 本章程第 19.3 條所稱之股東請求，係指股東一人或數人提出之請求，且於提出請求時，其已繼續一年以上合計持有已發行股份總數百分之三以上股份者。

19.5 股東請求須以書面記明提議於股東臨時會討論之事項及理由，並由提出請求者簽名，交存於註冊處所及公司於中華民國境內之股務代理機構，且得由格式相似的數份文件構成，每一份由一個或多個請求者簽名。

19.6如董事會於股東提出請求日起十五日內未為股東臨時會召集之通知，提出請求之股東得以與董事會召開股東會之相同方式（盡量相似）自行召集股東臨時會。

20通知

20.1 股份登錄興櫃買賣或於證交所上市前，股東會之召開，應至少於五日前通知各有權出席及表決之股東，並載明會議召開之日期、地點及時間及召集事由。

20.2 股份登錄興櫃買賣或於證交所上市期間，股東常會之召開，應至少於三十日前，股東臨時會之召開，應至少於十五日前，通知各有權出席及表決之股東，並載明會議召開之日期、地點及時間及召集事由。

20.3 股份登錄興櫃買賣或於證交所上市期間，董事會應依公開發行公司規則擇定基準日以決定得收受股東會通知及得表決之股東，並相應地停止股東名冊記載之變更。

20.4 除本章程第 23.4 條規定之情形外，倘公司意外漏發股東會通知予有權收受通知之人、或有權收受通知之人漏未收到股東會通知，股東會之程序不因之而無效。

20.5 股份登錄興櫃買賣或於證交所上市期間，公司應依本章程第 20.2 條的規定，一併公告股東會開會通知書、委託書用紙、有關承認案與討論案（包含但不限於選任或解任董事之議案）等各項議案之案由及說明資料，並依公開發行公司規則傳輸至公開資訊觀測站；其採行書面行使表決權者，並應將上述資料及書面行使表決權用紙，併同寄送給股東。董事會並應依公開發行公司規則，備妥股東會議事手冊和補充資料供所有股東索閱，並傳輸至公開資訊觀測站。

20.6 股份登錄興櫃買賣或於證交所上市期間，下列事項，應載明於股東會召集通知並說明其主要內容，且不得以臨時動議提出：

(a) 選舉或解任董事；

(b) 修改章程大綱或本章程；

(c) (i)解散、合併或分割，(ii)締結、變更或終止營業出租契約、委託經營契約或共同經營契約，(iii)讓與公司全部或主要部分營業或財產，及(iv)取得或受讓他人全部營業或財產而對公司營運有重大影響者；

(d) 許可董事為自己或他人為屬於公司營業範圍內之行為；

(e) 依本章程第 17 條規定，以發行新股或以資本公積或其他金額撥充資本之方式分派全部或部分盈餘；

(f) 將法定盈餘公積及發行股票溢價或受領贈與之所得以現金方式分配予原股東；

(g) 公司私募發行具股權性質之有價證券。

20.7 股份登錄興櫃買賣或於證交所上市期間，董事會應將公司章程大綱及章程、股東會議事錄、財務報表、股東名冊以及公司發行的公司債存根簿備置於註冊處所（如有適用）及公司於中華民國境內之股務代理機構。股東得隨時檢具利害關係證明文件，指定查閱範圍，請求檢查、查閱或抄錄。

20.8 股份登錄興櫃買賣或於證交所上市期間，公司應依公開發行公司規則之規定，將董事會準備之所有表冊，及審計委員會擬提交股東常會所準備之報告書，於股東常會十日前備置於註冊處所（如有適用）及公司位於中華民國境內之股務代理機構。股東可隨時檢查和查閱前述文件，並可偕同其律師或會計師進行檢查和查閱。

21 寄發通知

21.1 任何通知或文件，不論是否由公司依本章程所寄送予股東者，應以書面或以電報、電傳、傳真或其他電子形式之傳輸方式為之。該等通知或文件得由公司親自遞送、或以預付郵資信封郵寄至股東名冊所載該股東之地址或該股東為此目的指示之其他地址，或寄送至該股東為收受公司通知之目的而提供予公司之電傳、傳真號碼，或電子號碼、電子郵件地址或網站，或寄送通知之人於寄送時合理且本於善意相信該股東得適當收受該通知所寄送之地址、電傳、傳真號碼，或電子號碼、電子郵件地址或網站；或於適用法律許可之範圍內，透過適當報紙之廣告公示送達。對共同持股股東之所有通知應送交股東名冊上列名第一位之股東，如此寄送之通知應視為對共同持股股東全體之通知。

21.2 任何通知或其他文件：

- (a) 若採郵寄方式遞交或送達，如適當者，應以航空郵件寄送，並於將通知或文件裝入預付郵資且於載明正確地址之信封遞郵之翌日視為送達；如需證明投遞或送達，僅需證明該通知或文件所裝入的信封或封套，確實書寫正確地址且完成投郵，即屬充分證明。經公司秘書、其他高階職員或董事會指定之人簽署之書面聲明，聲明該通知或文件所裝入之信封或封套，已確實書寫地址並且付郵者，為已完成送達之最終證明；
- (b) 採電子通訊方式發送者，則應以通知或文件從公司或其代理人伺服器傳送之日之當天，視為送達；
- (c) 採本章程所訂定其他任何方式遞交或送達，則應以人員親自遞交之時，或於派發或傳送之時，視同已送達。經公司秘書、其他高階人員或董事會指定之人簽署之書面聲明，聲明該遞交、派發或傳送行為之發生事實及時間者，為已完成送達之最終證明；及
- (d) 在符合所有適用法律、規則及規定之前提下，得以中文或英文作成，發送予股

東。

股東依本章程之規定送達任何文件予公司時，應準用本條之規定。

22股東會延期

董事會得於依本章程規定召集之股東會會議開始前，發出延期通知。該通知應載明延期會議召開之日期、時間及地點，並應依本章程規定送達各股東。

23股東會之法定出席數及議事程序

23.1 除非出席股東代表股份數已達法定出席股份數，股東會不得為任何決議。除章程另有規定外，代表已發行有表決權股份總數過半數之股東親自出席、委託代理人出席或由法人股東代表人出席，應構成股東會之法定出席股份數。

23.2 股份登錄興櫃買賣或於證交所上市期間，董事會應依符合公開發行公司規則所定之方式，將其所備妥之營業報告書、財務報表、及盈餘分派或虧損撥補之議案，提交於股東常會供股東承認。經股東於股東會承認後，董事會應將經承認之財務報表及公司盈餘分派或虧損撥補議案之決議副本寄送或公告各股東，或依公開發行公司規則以其他方式提供之。

23.3 除本章程另有規定者外，會議決議之表決應以投票方式決定之。會議決議之表決不得以舉手表決方式決定之。

23.4 股份登錄興櫃買賣或於證交所上市期間，於開曼公司法允許之前提下，本章程之內容不妨礙任何股東於決議作成後三十日內，以股東會之召集程序或決議方法有違反法令或章程，向有管轄權之法院提起訴訟，尋求有關之適當救濟。因前述事項所生之爭議，得以臺灣臺北地方法院為第一審管轄法院。

23.5 除開曼公司法、章程大綱或章程另有明文規定者外，任何於股東會上提交股東決議、同意、確認或承認者，均應以普通決議為之。

23.6 股份登錄興櫃買賣或於證交所上市期間，於相關之股東名冊停止過戶期間前，持有已發行股份總數百分之一以上股份之股東，得以書面向公司提出一項股東常會議案。公司應依適用法律所許可之方式與時間辦理公告，敘明受理股東提案之處所及不少於十日之受理期間。下列提案均不列入議案：(a)提案股東持股未達已發行股份總數百分之一者；(b)該提案事項非股東會所得決議者；(c)該提案股東提案超過一項者；或(d)該提案於公告受理期間截止日後提出者。

24會議主席

24.1 董事長如出席，應擔任股東會主席。如其未出席，應由出席股東會之董事互選出會議主席。

24.2 股份登錄興櫃買賣或於證交所上市期間，股東會主席應依公開發行公司規則指派。

25 股東表決

25.1 在不影響其股份所附有之任何權利或限制下，每一親自出席或委託代理人出席之自然人股東，或經由其合法授權之代表親自出席或委託代理人出席之公司或非自然人股東，就其所持有的每一股份均有一表決權。股東係為他人持有股份時，股東得主張分別行使表決權，其分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他事項，應依公開發行公司規則之規定辦理。

25.2 除於相關股東會或特定類別股份股東會基準日已登記為該股份之股東者外，任何人均無權在股東會上行使表決權。

25.3 股東得親自或透過代理人行使表決權。股東得以公司準備之委託書，載明委託範圍委託代理人出席股東會行使表決權；惟一股東以出具一委託書，並以委託一個代理人出席股東會並行使表決權為限。

25.4 股份登錄興櫃買賣或於證交所上市期間，董事會得決定股東於股東會之表決權得以書面投票或電子方式行使之，惟股東會於中華民國境外召開或公開發行公司規則要求時，公司應提供股東得以書面投票或電子方式行使表決權。如表決權得以書面投票或電子方式行使時，該等行使表決權之方式應載明於寄發予股東之股東會通知。股東擬以書面投票或電子方式行使其表決權者，至遲應於股東會開會二日前將其投票指示送達於公司，投票指示有重複時，以最先送達者為準，但聲明撤銷先前投票指示者，不在此限。股東依前開規定以書面投票或電子方式行使其於股東會之表決權時，視為委託會議主席為其代理人，於股東會上依其書面或電子文件指示之方式行使表決權。會議主席基於代理人之地位，就書面或電子文件中未提及或未載明之事項、及／或該股東會上所提出對原議案之修正，皆無權行使該股東之表決權。為釐清疑義，該股東以該等方式行使表決權，即應視為其就該次股東會中所提之臨時動議及／或原議案之修正，業已放棄表決權之行使。

25.5 倘股東擬以書面或電子方式行使表決權並已依本章程第 25.4 條之規定向公司送達其投票指示後，欲親自出席股東會者，至遲應於股東會開會前二日，以與先前依本章程第 25.4 條送達之投票指示之相同送達方式（如快遞、掛號郵件或電子方式，依實際情形而定），另向公司送達其欲撤銷先前投票指示之個別通知。倘股東逾期撤銷其投票決定者，以書面或電子方式行使之表決權為準。

25.6 股東為以書面或電子方式行使表決權，而已依本章程第 25.4 條之規定向公司送達其投票指示者，有權依本章程規定另行指定他人代理其出席該次股東會。於此情形，該代理人就表決權之行使應視為撤銷該股東先前送達公司之投票指示，公司應僅計算該受明示指定之代理人所行使之表決權。

26代理

26.1 委託書應以董事會同意之格式為之，並載明僅為特定股東會使用。委託書之格式應至少包含下列資訊：(a)填表須知，(b)股東委託行使事項，及(c)相關股東、代理人及委託書徵求人（若有）之個人基本資料。委託書表格應連同該次會議之相關通知，一併提供予股東，且該等通知及委託書文件亦應於同日發送予所有股東。

26.2 委託書應為書面，並經委託人或其以書面合法授權之代理人簽署。如委託人為公司或非自然人股東時，由其合法授權之職員或代理人簽署。受託代理人毋庸為公司之股東。

26.3 股份登錄興櫃買賣或於證交所上市期間，於不違反公開發行公司規則之情況下，除根據中華民國信託事業或經公開發行公司規則核准之股務代理機構外，一人同時受兩人以上股東委託時，除依本章程第 25.4 條之規定而視為股東代理人之會議主席外，其代理的表決權數不得超過公司停止過戶期間前，已發行有表決權股份總數之百分之三；超過該百分之三之表決權，不予計算。

26.4 倘股東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，以受託代理人出席行使之表決權為準。委託書送達公司後，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，以書面向公司為撤銷委託之通知；逾期撤銷者，以受託代理人出席行使之表決權為準。

26.5 除依本章程第 25.4 條規定而視會議主席為股東代理人之情形者外，委託書應至少於委託書所載代理人所擬行使表決權之股東會或其延會五日前，送達公司之註冊處所、公司在中華民國之股務代理機構辦公室、或於股東會召集通知上或公司寄出之委託書上所指定之處所。公司收到同一股東之數份委託書時，除股東於後送達之委託書中明確以書面聲明撤銷先前之委託者外，應以最先送達之委託書為準。

27委託書徵求

股份登錄興櫃買賣或於證交所上市期間，委託書之使用與徵求應遵守公開發行公司規則，包括但不限於「公開發行公司出席股東會使用委託書規則」。

28異議股東股份收買請求權

28.1 於不違反開曼公司法規範下，股東會決議下列任一事項時，於會議前已以書面通知公司其反對該事項之意思表示，並於股東會上提出反對意見的股東，得請求公司以當時公平價格收買其所有之股份：

(a) 公司擬締結、變更或終止任何營業出租契約、委託經營契約或共同經營契約；

(b) 公司轉讓其全部或主要部分的營業或財產，但公司依解散所為之轉讓，不在此限；
或

(c) 公司取得或受讓他人全部營業或財產，對公司營運產生重大影響者。

28.2 於公司營業被分割或進行合併之情況下，於作成分割或合併決議之股東會前或股東會中，以書面表示異議、或以口頭表示異議經紀錄，且已放棄表決權之股東，得要求公司按當時公平價格收買其持有之股份。

29 無表決權股份

29.1 下列股份於其有下列情形（依其適用情形）之期間內，於任何股東會上均無表決權，亦不算入已發行股份之總數：

(a) 公司持有自己之股份；

(b) 直接或間接被持有已發行有表決權之股份總數或資本總額超過半數之附屬公司，所持有之公司股份；或

(c) 公司、附屬公司、公司之控股公司及該控股公司之附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超過半數之公司，所持有之公司股份。

29.2 股東對於股東會討論之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，且其持有之股份數不算入已出席股東之表決權數。惟其持有之股份數仍得算入計算法定出席人數時之股份數。上述股東亦不得代理他股東行使表決權。

29.3 股份登錄興櫃買賣或於證交所上市期間，董事以股份設定質權超過選任當時所持有之公司股份數額二分之一時，其超過部分無表決權，亦不算入已出席股東之表決權數。

30 共同股份持有人之表決

在共同持有人的情形，順位較高者之行使表決權（親自出席或委託代理人出席）應排除其他共同持有人之表決。前所稱之順位，係指股東名冊中名字記載之次序。

31 法人股東之代表

31.1 法人股東或非自然人股東得以書面授權其認為適當之人為其代表人，參與任何股東之會議。代表人有權行使該被代表法人或非自然人之權利內容，與假設該法人或非自然人為自然人股東時所得行使者同。於代表人出席之會議，該法人股東或非自然人股東並應視為已親自出席。

31.2 縱有如上規定，就任何人是否有權以法人股東或非自然人股東名義出席股東會並參與表決，會議主席仍得接受其認為適當之確認方式。

32股東會延會

於股東會達法定出席股份數並經出席股東多數同意，股東會主席應得依其指示宣佈散會。除散會時已宣布延會之召開日期、地點及時間外，新會議召開日期、地點及時間之通知，應依本章程條款規定送交有權出席及表決之股東。

33董事出席股東會

公司董事應有權收受任何股東會之通知、出席並發言。

34董事人數及任期

34.1 公司董事會，設置董事人數不得少於七人，且不得多於十一人。每一董事任期不得逾三年，倘該任期屆滿將致公司無董事，該任期得延長至任期屆滿後次一選任董事之股東會召開之日止。董事得連選連任。於符合適用法律規範及前述董事人數範圍之前提下，公司得隨時以特別決議增加或減少董事人數。

34.2 股份登錄興櫃買賣或於證交所上市期間，除經櫃買中心（適用於股份登錄興櫃買賣之情形）或證交所（適用於股份於證交所上市之情形）核准者外，董事間應有超過半數之席次，不得具有配偶關係或二親等以內之親屬關係。

34.3 公司召開股東會選任董事者，當選人不符本章程第 34.2 條之規定時，不符規定之董事中所得選票代表選舉權較低者，於符合本章程第 34.2 條規定之必要限度內，其當選失效。已充任董事而違反前述規定者，應自違反之時起，當然解任。

34.4 股份於證交所上市期間，除依公開發行公司規則另准許者外，應設置獨立董事，人數不得少於三人且不得少於董事席次五分之一。於公開發行公司規則要求範圍內，獨立董事其中至少一人應在中華民國境內設有戶籍，且至少一名獨立董事應具有會計或財務專業知識。股份於證交所上市前，董事會得決議本公司應於股東會選任獨立董事。

34.5 獨立董事之提名得依公開發行公司規則採候選人提名制度；但股份於證交所上市期間，應依公開發行公司規則採候選人提名制度。

34.6 獨立董事應具備專業知識，且於執行董事業務範圍內應保持獨立性，不得與公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定，應符合公開發行公司規則之規定。

35董事選舉

35.1 公司得於股東會選任任何人為董事，其得票數應依下述第 35.2 條計算之。有代表公司已發行股份總數過半數之股東出席（親自出席或委託代理人出席）者，即構成選舉一席以上董事之股東會法定出席股份數。

35.2 董事應由股東以下述累積投票制選出（本條所規範之投票方式下稱「累積投票制」）：

- (a)董事選舉時，每一股東得行使之投票權數，為其所持之股份乘以該次股東會應選出董事人數之數目；
- (b)股東得將其投票權數集中選舉一名董事候選人，或分配選舉數名董事候選人；
- (c)相同類別之董事中（即獨立董事或非獨立董事），與董事應選出人數相當，並獲得最多選票之候選人，當選為董事；且
- (d)如有兩名以上之相同類別之董事候選人獲得相同選票數，且當選人數超過該類別董事應選人數時，相同票數之董事應以抽籤決定當選之人。如董事候選人未出席該次股東會，會議主席應代其抽籤。

35.3 股份登錄興櫃買賣或於證交所上市期間，獨立董事因故辭職或解任，致人數不足三人時，公司應於最近一次股東會補選之。所有獨立董事均辭職或解任時，董事會應於最後一位獨立董事辭職或解任之日起六十日內，召開股東臨時會補選獨立董事以填補缺額。

35.4 股份登錄興櫃買賣或於證交所上市期間，董事因故解任，致不足七人者，公司應於最近一次股東會補選之。但董事缺額達已選任董事總數三分之一者，董事會應自事實發生之日起六十日內，召集股東臨時會補選之。

35.5 法人為股東時，得由其代表人依章程規定當選為董事。代表人有數人時，得分別當選。

36 董事免職

36.1 公司得隨時以重度決議解除任何董事之職務，不論有無指派定另一董事取代之。於公司董事任期尚未屆滿前，倘經股東會決議改選全體董事者，如未決議原董事於任期屆滿始為解任，應視為提前解任。前述改選應有代表已發行股份總數過半數股東之出席。

36.2 股份登錄興櫃買賣或於證交所上市期間，董事執行業務，有重大損害公司之行為或違反法令及／或本章程之重大事項，但未以重度決議將其解任者，於適用法律許可之範圍內，持有公司已發行股份總數百分之三以上之股東，得於該次股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為第一審管轄法院。

37 董事職位之免除

37.1 董事職位因下列情事而免除：

- (a) 依本章程規定董事被解除職務；
- (b) 董事死亡；
- (c) 依本章程第 34.3 條規定董事當然解任者；
- (d) 董事以書面通知公司辭任董事職位；
- (e) 經法院依本章程第 36.2 條規定裁判解任；

- (f) 董事依本章程第 37.2 條規定當然解任；
- (g) 董事依本章程第 37.3 條規定當選失其效力；或
- (h) 董事有下列情事之一者，當然解任：
 - (i) 受破產之宣告，尚未復權者；
 - (ii) 經相關管轄法院或官員裁決其無行為能力，或依適用法律，其行為能力受有限制；
 - (iii) 曾犯中華民國法規禁止之組織犯罪，經有罪判決確定，且服刑期滿尚未逾五年；
 - (iv) 曾因刑事詐欺、背信或侵占罪，經受有期徒刑一年以上宣告，服刑期滿尚未逾二年；
 - (v) 曾服公務虧空公款，經有罪判決確定，服刑期滿尚未逾二年；或
 - (vi) 曾因使用信用工具而經拒絕往來尚未期滿者。

如董事候選人有本條第(h)款各目情事之一者，該人應被取消董事候選人之資格。

37.2 若董事在任期中轉讓股份超過選任當時所持有公司股份數額二分之一時，當然解任，其解任毋需經股東會之同意立即生效。為免疑義，本公司 2012 年股東常會選任之董事，如於本條增訂前業已轉讓股份超過選任當時所持有公司股份數額二分之一者，且於本條增訂後新增轉讓一股（含）以上之股份，當然解任，其解任毋須經股東會之同意立即生效。

37.3 若董事於當選後，於就任前轉讓超過選任當時所持有之公司股份數額二分之一時，或於股東會召開前之停止股票過戶期間內，轉讓持股超過二分之一時，其當選失其效力（毋須經股東會之同意立即失其效力）。

38 董事報酬

38.1 股份登錄興櫃或於證交所上市期間，董事會應依公開發行公司規則設立至少由三名成員組成之薪資報酬委員會，且成員中之一人須為獨立董事。薪資報酬委員會成員之專業資格、所定職權之行使及相關事項，應符合公開發行公司規則之規定。於薪資報酬委員會設立時，董事會應以決議通過薪資報酬委員會之組織章程，且該組織章程並應符合公開發行公司規則之規定。董事會得決議於登錄興櫃前設置薪資報酬委員會。

38.2 前條所稱薪資報酬應包括董事及經理人之薪資、股票選擇權與其他具有實質獎勵之措施。

38.3 董事報酬得由董事會參考薪資報酬委員會（若有設置者）之建議及其他同業一般水準決定之，惟僅得以現金支付。公司亦得支付董事因往返董事會、董事會轄下之委員會、公司股東會或與公司業務相關或為董事通常職務而適當支出之差旅費、住宿費及其他費用。董事有權依開曼公司法、公開發行公司規則、服務協議或其他與公司簽訂之相關契約，獲配公司利益。

39 董事選舉瑕疵

董事會、董事委員會或任何董事依善意所為之行為，縱使嗣後經查董事選舉程序有瑕疵，或有董事不具備董事資格之情形者，其效力仍與經正當程序選任之董事、或具備董事資格之董事所為者，同等有效。

40 董事管理業務

公司業務應由董事會管理及執行。於管理公司業務時，於本章程、開曼公司法及公司於股東會指示之範圍內，除經開曼公司法或本章程要求應由公司於股東會行使者外，董事會得行使公司之一切權力。

41 董事會之職權

於不影響第 40 條之概括規定下，董事會得於不違反本章程第 12.3 條所規定範圍內：

- (a) 指派、終止或解免任何公司經理、秘書、職員、代理人或僱員，並決定其報酬及其職責；
- (b) 借入款項、就公司事業、財產和尚未繳納股款之全部或一部設定抵押或擔保，或發行債券、債券性質股份或其他有價證券，或發行此等有價證券以作為公司或第三人債務或義務之擔保；
- (c) 指派一位或數位董事擔任公司之執行董事或執行長，於董事會管理下監督及管理公司所有一般業務及事務；
- (d) 指派公司經理人負責公司日常業務，並得委託及賦予該經理人為從事此種業務之交易或執行之適當之權力與職責；
- (e) 以授權方式，指派董事會直接或間接提名之公司、行號、個人或團體，擔任公司代理人，於董事會認為適當之期間與條件內，基於其認為適當之目的，賦予其認為適當之權力、授權及裁量權（但不得超過董事會所擁有或得以行使之權力）。該等授權書得涵蓋董事會認為適當之條款，以保護或便利與該代理人處理事務之人，亦得授權該代理人複委任其權力、授權及裁量權。若經授權時，該代理人並得依開曼公司法所允許之方式，簽署任何契約或文件；
- (f) 促使公司支付所有創立及成立公司所生費用；
- (g) 授與權限（包括複委任之權限）予董事會指定之一人或數人所成立之委員會，各該委員會並應依董事會指示行事。除董事另有指示或規範外，該委員會之會議及議事程序應依本章程所定之董事會議及其議事程序而進行；
- (h) 以董事會認為適當之條件及其方式授予任何人權限（包括複委任之權限）；
- (i) 提出公司清算或重整之聲請或申請；
- (j) 於發行股份時，支付法律允許相關之佣金及經紀費；及
- (k) 授權任何公司、行號、個人及團體為特定目的代理公司，並以公司名義簽署任何相關之協議、文件與契約。

42董事及經理人名冊

42.1 董事會應依開曼公司法規定，備置一本或數本董事及經理人名冊於註冊處所，內容應包括下列事項：

(a) 姓名；及

(b) 地址。

42.2 董事會應於下列事情發生三十日內，變更董事及經理人名冊內之記載及發生日期，並依開曼公司法規定通知公司登記處：

(a) 董事及經理人變更；或

(b) 董事及經理人名冊內事項變更。

43經理人

就本章程所稱之經理人係由董事會指派之秘書及其他經理人組成。

44指派經理人

秘書（及其他經理人，如有）應由董事會隨時指派。

45經理人職責

經理人應有董事會所隨時委託之管理並處理業務及事務之權力與職責。

46經理人報酬

經理人之報酬由董事會定之。

47利益衝突

47.1 任何董事或其公司、合夥人或與董事有關之公司，得以任何地位而為公司行事、被公司僱用或向公司提供服務，而該董事或其公司、合夥人或與董事有關之公司有權收取之報酬，與假設其非為董事之情形者同。惟本條於獨立董事不適用之。

47.2 董事對於董事會議討論之事項或與公司之契約、擬簽定之契約或協議有直接或間接利害關係者，董事應依適用法律於相關之董事會說明其自身利害關係之性質及重要內容。

47.3 縱本章程第 47 條有相反規定，董事對於董事會討論事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，亦不得代理其他董事行使表決權。依前述規定不得行使表決權之董事，其表決權不計入已出席董事之表決權數。

47.4 縱本章程第 47 條有相反規定，董事為自己或他人為屬於公司營業範圍內之行為者，應於股東會向股東說明其行為之重要內容，並取得股東會重度決議之許可。

48董事及經理人之補償及免責

48.1 公司董事及經理人及任何受託管理人在處理與公司有關業務之期間，及各前任董事、前任經理人、前任受託管理人，及其各自之繼承人、執行人、管理人、個人代表人（各該人等於本條稱為「被補償人」），因執行其職務或其應盡之職責、或於其職務上或信託中，因其作為、同時發生之作為、或其不作為所衍生或遭受之求償、成本、費用、損失、損害及支出，公司應以其資產補償之，且被補償人對其他被補償人之行為、所收款項、過失或違約，或為一致性需求所參與之收取，或就公司應或得存放保管金錢或財產之銀行或他人，或對公司因擔保而應存入或補提之任何不足金額或財產，或因執行其職務或信託而生或相關聯之任何其他損失、災禍或損害，概不負責；惟如係因上述人員之詐欺、不誠實或因違反本章程第 48.4 條所致者，不在此限。

48.2 公司得為其董事或經理人就其因擔任董事或經理人而生之責任購買保險或續保，或以該保險補償其對公司或附屬公司可能因過失、違約、違反職責或背信而有罪，所依法而生之損失或義務。

48.3 在開曼群島法允許之範圍內，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：

(a) 以書面請求董事會授權審計委員會之獨立董事為本公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院；或

(b) 以書面請求審計委員會之獨立董事為公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院；

於依上述第(a)款或第(b)款提出請求後 30 日內，如(i)受請求之董事會未依第(a)款授權審計委員會之獨立董事或經董事會授權之審計委員會之獨立董事未依第(a)款提起訴訟；或(ii)受請求之審計委員會之獨立董事未依第(b)款提起訴訟時，股東得為公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院。

48.4 於不影響及不違反公司之董事依開曼群島之普通法原則及法律對公司及股東所負之一般董事責任之情形下，董事於執行公司之業務經營時，應忠實執行業務並盡善良管理人之注意義務，如有違反致公司受有損害者，於法律允許之最大限度內，應負損害賠償責任。如董事因為違反上開規定之行為，而為自己或他人取得任何利益時，於經股東會普通決議通過下，公司應採取所有適當之行動及步驟及於法律允許之最大限度內，自該董事處使該等利益歸為公司所有。公司之董事於其執行業務經營時，如有違反法律或命令導致公司對於任何人負有任何補償或損害責任時，該董事應與公司就該等補償或損害負連帶賠償之責，且若因任何原因，該董事無須與公司負連帶賠償之責，該董事應就其違反其責任導致公司所受之任何損失予以補償。經理人於執行公司職務時，應負與公司董事相同之損害賠償責任。

董事會

49董事會

49.1 董事會由董事長召集之，且董事會得因執行業務而召集、休會及依其認為適切之其他方式管理其會議。

49.2 股份登錄興櫃買賣或於證交所上市期間，公司應至少於每季至少召開一次董事會，並依公開發行公司規則辦理。

49.3 董事會會議中之決議應由多數贊成票之支持始為通過，票數相同時則為不通過。

50董事會通知

50.1 董事長得隨時召集董事會，但秘書經董事長要求時應隨時召集董事會。

50.2 股份登錄興櫃買賣前，董事會之召集應至少於48小時前通知各董事；但遇有董事會多數成員同意之緊急情事時，得以較短之召集通知、或於通知每位董事後、或經每位董事同意後無需事前通知，而為召集。股份登錄興櫃買賣或於證交所上市期間，召集董事會時，應於預定開會日七日前，將載明擬討論事項及承認事項（如屬適當）之開會通知寄發各董事。但遇有過半數董事同意之緊急情況時，得依符合公開發行公司規則之方式，於較短之期間內通知各董事召集之。於適用法律許可範圍內，會議通知於口頭告知董事（當面或透過電話），或用郵件、電報、電傳、傳真、電子郵件或其他可閱讀之文字，寄送至董事最近已知之地址或其他由該董事提供予公司之聯絡地址時，視為已通知。

51視訊會議參與董事會

董事得以視訊會議，或於適用法律許可範圍內，以其他通訊器材參與董事會，使所有與會者同時並即時參與討論，並視為親自出席。

52董事會之法定出席數

董事會會議所需之法定出席人數，應為過半數之董事。

53董事會成員缺席之運作

董事會成員如有缺席仍得運作。

54董事會主席

董事長（如有）如出席董事會，應為董事會議主席。董事長缺席時，應依公開發行公司規則指派或選舉會議主席。

55董事會先前行為之效力

公司於股東會就本章程所為之制定或修改，不應使董事會於本章程未制定或修改前之有效行為變為無效。

公司記錄

56議事錄

董事會應將會議記錄納入所備置之簿冊，以供下列目的之用：

- (a) 所有公司經理人之選任與任命；
- (b) 各次董事會之出席董事姓名，及董事會所委任之委員會各次會議之出席董事姓名；及
- (c) 股東會、董事會、經理人會議與董事會委任之委員會會議中所有決議及議事程序。

57抵押擔保登記簿

57.1 董事應依開曼公司法備置抵押及擔保登記簿。

57.2 依開曼公司法規定，抵押擔保登記簿應備置於註冊處所，於開曼群島各營業日供股東及債權人檢閱，但應受限於董事會所為之合理限制；惟每營業日開放供檢閱之時間應不少於二小時。

58印章之形式和使用

58.1 印章僅能依董事或董事授權之董事委員會依授權使用之；於董事另有決定前，印章應於董事或秘書或助理秘書或其他經董事或董事委員會授權之人在場時蓋印。

58.2 縱有如上規定，印章得於未經授權下，為應檢送予開曼群島公司登記處之文件，而由公司任一董事、秘書或助理秘書或其他有權檢送前述文件之人或機構，以驗證之方式於該文件上蓋印。

58.3 於開曼公司法許可下，公司得有一個或數個複製印章；且如董事認為適當，得在該複製印章表面加上其將使用之城市、領土、地區或地點的名稱。

公開收購及帳簿

59公開收購

股份登錄興櫃買賣或於證交所上市期間，董事會於公司或公司依公開發行公司規則之規定指派之訴訟及非訟代理人接獲公開收購申報書副本及相關書件後7日內，應對建議股東接受或反對本次公開收購作成決議，並公告下列事項：

- (a) 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)就本次公開收購對股東之建議，並應載明對本次公開收購棄權投票或持反對意見之董事姓名及其所持理由。
- (c)公司財務狀況於最近期財務報告提出後有無重大變化及其變化說明（如有）。
- (d)董事及持有公司已發行股份超過百分之十之股東自己及以他人名義持有公開收購人或其關係企業之股份種類、數量及其金額。

60會計帳簿

60.1 董事會就所有公司交易應備置適當之會計帳簿，尤其是：

- (a) 公司所有收受及支出之款項、及與該收受或支出之相關事宜；
- (b) 公司所銷售及購買之一切物品；及
- (c) 公司之所有資產及負債。

會計帳簿自備置日起，應至少保存五年。

60.2 會計帳簿應予保存。若於董事會認為之適當處所，未備有能正確、公平反映公司事務及說明相關交易所必要之會計帳簿者，視同未就前述事項妥善備置會計帳簿。

60.3 依本章程與依相關法規製作之委託書、文件、表冊及電子媒體資訊等，應保存至少一年。惟如有股東就該委託書、文件、表冊及／或本條所述之資訊等提起訴訟時，倘該訴訟費時逾一年，則應保存至該訴訟終結為止。

61會計年度結束

除本公司董事會另為議定者外，本公司之會計年度：

- (a) 結束於每年十二月三十一日；且
- (b) 於本公司設立當年度，於本公司設立登記日始；於公司設立當年度後，於每年一月一日開始。

審計委員會

62委員會人數

股份於證交所上市期間，董事會應設立審計委員會。審計委員會僅得由獨立董事組成，其委員會人數不得少於三人，其中一人為召集人，負責不定期召集審計委員會會議，且至少一人應具備會計或財務專長。審計委員會之決議，應有審計委員會全體成員二分之一（含）以上之同意。董事會得決議於上市前設置審計委員會。

63 審計委員會之職權

63.1 審計委員會（若有設置者）應依公開發行公司規則之規定行使職權。下列事項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：

- (a) 訂定或修正公司內部控制制度；
- (b) 內部控制制度有效性之考核；
- (c) 訂定或修正重要財務或業務行為之處理程序，例如取得或處分資產、衍生性商品交易、資金貸與他人，或為他人背書或保證；
- (d) 涉及董事自身利害關係之事項；
- (e) 重大之資產或衍生性商品交易；
- (f) 重大之資金貸與、背書或提供保證；
- (g) 募集、發行或私募具有股權性質之有價證券；
- (h) 簽證會計師之委任、解任或報酬；
- (i) 財務、會計或內部稽核主管之任免；
- (j) 年度及半年度財務報告（如依公開發行公司規則而有適用）之核可；及
- (k) 公司隨時認定或公司監理主管機關所要求之其他事項。

除第(j)款以外，其他任何事項如未經審計委員會成員半數（含）以上同意者，得經全體董事三分之二（含）以上同意行之，不受前項規定之限制，審計委員會之決議並應載明於董事會議事錄中。

63.2 在不違反適用法律規定及開曼群島法允許之範圍內，審計委員會之獨立董事成員應監督公司業務之執行，並得隨時調查公司業務及財務狀況，查核簿冊文件，並得請求董事會或經理人提出報告。在不違反適用法律規定及開曼群島法允許之範圍內，審計委員會之獨立董事成員依本條行使職權時，董事會得授權審計委員會之獨立董事代表公司委任會計師、律師審核之。

63.3 審計委員會對於董事會編造提出股東會之各種表冊，應予查核，並報告意見於股東會。

自願清算和解散

64 清算

64.1 公司得依本章程第 12.4 條之規定自願解散。

64.2 如公司應行清算，清算人經特別決議同意後，得將公司全部或部分之資產（無論其是否由性質相同之財產所組成）以其實物分配予各股東，並得以其所認公平之方式，決定前開應分配財產之價值，及各股東間、或不同股別股東間之分配方式。經特別決議，清算人得依其認為適當之方式，將該等資產之全部或一部，為股東之利益而交付信託。惟股東毋庸接受其上附有任何負債之股份、或其他有價證券或財產。

變更章程

65 變更章程

在不違反開曼公司法和章程大綱之情形下，公司得經特別決議變更或增訂其章程。

減少資本

66 減少資本

公司得依開曼公司法與公開發行公司規則允許之方式，經特別決議減少資本和資本贖回準備金。除開曼公司法與公開發行公司規則另有規定者外，減少資本，應依股東所持股份比例減少之。

67 中止

董事會得依開曼公司法行使公司之一切權力而將公司以存續方式移轉至開曼群島境外之特定國家或司法管轄區域。

選任訴訟及非訟代理人

68 選任訴訟及非訟代理人

股份登錄興櫃買賣或於證交所上市期間，公司應依適用法律選任訴訟及非訟代理人，擔任公司依中華民國證券交易法在中華民國境內之負責人，處理中華民國證券交易法及與中華民國證券交易法相關之規則及規定所定事務。前述訴訟及非訟代理人須為在中華民國境內有住所或居所之自然人。

其他

69 中華民國證券法令

股份登錄興櫃買賣或於證交所上市期間，公司之董事、獨立董事、薪資報酬委員會或審計委員會之資格條件、組成、選任、解任、職權行使及其他應遵行事項，應遵循適用於公司之中華民國證券法令規定。

附錄二 股東會議事規則

艾美特(開曼)國際有限公司

股東會議事規則

制訂日期：2012/05/15

1. 目的:

為建立本公司良好股東會議事制度、健全監督功能及強化管理機能，特訂定本規則，以茲遵循。

2. 範圍:

本公司股東會主要議事內容、選舉方式及其他應遵行事項，應依本議事規則辦理。

3. 內容:

3.1. 委託出席股東會及授權:

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，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。

3.2. 召開股東會地點及時間之原則:

股東會召開之地點，應於本公司所在地，或便利股東出席，且適合股東會召開之地點為之，本公司股份登錄興櫃買賣或於證交所上市期間，除開曼公司法另有規定外，股東會應於中華民國境內召開。會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考量獨立董事之意見。

3.3. 簽名簿等文件之備置如下所述：

3.3.1. 本公司應設簽名簿供出席股東本人或股東所委託之代理人（以下稱股東）簽到，或由出席股東繳交簽到卡以代簽到。

3.3.2. 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、獨立董事者，應另附選舉票。

3.3.3. 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。

3.3.4. 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。

3.4. 股東會主席、列席人員如下所述：

3.4.1. 股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或

因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

3.4.2. 董事會所召集之股東會，應有董事會過半數之董事參與出席。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。

3.4.3. 本公司得指派所委任之律師、會計師或相關人員列席股東會。

3.5. 股東會開會過程錄音或錄影之存證

本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。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。

3.6. 股東會出席股數之計算與開會如下所述：

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

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

3.6.3. 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。

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

3.7. 議案討論如下所述：

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

3.7.2. 股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

3.7.3. 前二項排定之議程於議事（含臨時動議）未終結前，非經決議，主席不得逕行宣佈散會；主席違反議事規則，宣佈散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。

3.7.4. 主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，認為已達可付表決之程度時，得宣佈停止討論，提付表決。

3.8. 股東發言如下所述：

- 3.8.1. 出席股東發言前，須先填具發言條，載明發言要旨、股東戶號(或出席證編號)及戶名，由主席定其發言順序。
- 3.8.2. 出席股東僅提發言條而未發言者，視為未發言，發言內容與發言條記載不符者，以發言內容為準。
- 3.8.3. 同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。
- 3.8.4. 出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。
- 3.8.5. 法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。
- 3.8.6. 出席股東發言後，主席得親自或指定相關人員答覆。
- 3.9. 表決股數之計算、迴避制度如下所述：
 - 3.9.1. 股東會之表決，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。
 - 3.9.2. 股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。
 - 3.9.3. 股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理其他股東行使其表決權。
 - 3.9.4. 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。
 - 3.9.5. 除信託事業或經證券主管機關核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。
- 3.10. 議案表決、監票及計票方式如下所述：
 - 3.10.1. 股東每股有一表決權，但依公司法第一百七十九條規定無表決權者，不在此限。
 - 3.10.2. 本公司股票公開發行後，董事及獨立董事以股份設定質權超過選任當時所持有之公司股份數額二分之一時，其超過之股份不得行使表決權，不算入已出席股東之表決權數。
 - 3.10.3. 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。
 - 3.10.4. 同一議案有修正案或替代案時，由主席併同原案定其表決之順序，如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。計票應於股東會場內公開為之，表決之結果，應當場報告，並作成紀錄。

3.11. 選舉事項如下所述：

- 3.11.1. 股東會有選舉董事、獨立董事時，應依本公司所訂相關選任規範辦理，並應當場宣佈選舉結果。
- 3.11.2. 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。

3.12. 會議紀錄及簽署事項如下所述：

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

3.13. 會場秩序之維護如下所述：

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

3.14. 休息、續行集會如下所述：

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

4. 附則：

本規則經股東會通過後公佈實施，修改時亦同。

附錄三 董事持股情形

本公司全體董事持股情形

本公司董事截至本次股東常會停止過戶日（2017 年 3 月 24 日）股東名簿記載持有股數如下：

職稱	姓名	目前持有股數	
		股數	持股比率
董事長	鄭立平	3,095,192	2.52%
副董事	蔡正富	2,866,837	2.33%
董事	楊浴復	2,781,000	2.26%
董事	史李燦珠	1,864,992	1.52%
董事	史瑞斌	1,359,522	1.11%
董事	曾吳玉祥	351,250	0.29%
董事	于曰江	0	0.00%
獨立董事	邱顯比	0	0.00%
獨立董事	范欽華	5,000	0.00%
獨立董事	陳明璋	0	0.00%
獨立董事	齊萊平	0	0.00%

註 1：本公司截至本次股東常會停止過戶日（2017 年 3 月 24 日）已發行股份為 122,843,586 股。

註 2：本公司全體董事法定應持有股數為 8,000,000 股。截至本次股東常會停止過戶日（2017 年 3 月 24 日）止持有 12,318,793 股。

註 3：獨立董事持股未計入上述全體董事持股數。

註 4：本公司設置審計委員會，故無監察人法定應持有股數之適用。

