股票代號：2115

六暉控股股份有限公司

LU HAI HOLDING CORP.

2024 年股東常會

議事手冊

日期：2024 年 6 月 19 日(星期三)上午 10 時整

地點：彰化縣田中鎮新工五路 64 號一樓會議室

召開方式：實體股東會

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LU HAI HOLDING CORP.

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LU HAI HOLDING CORP.

六 暉 控 股 股 份 有 限 公 司

2024年股東常會開會議程

時間：2024年6月19日(星期三)上午10時整

地點：彰化縣田中鎮新工五路64號一樓會議室

召開方式：採實體股東會

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八、散會

報告事項

第一案

案　由：2023 年度營業報告，報請　公鑒。

說　明：本公司 2023 年度營業報告書，請參閱附件一(本手冊第 8~9 頁)。

第二案

案　由：審計委員會審查 2023 年度決算表冊報告，報請　公鑒。

說　明：審計委員會查核報告書，請參閱附件二(本手冊第10頁)。

第三案

案　由：2023 年度董事酬勞及員工酬勞報告，報請　公鑒。

說　明：1.擬按本公司章程規定發放董事酬勞新台幣 2,808,835 元及員工酬勞新台幣 2,808,835 元。

2.員工酬勞全數以現金發放。

承認事項

第一案 （董事會提）

案　由：本公司 2023 年度營業報告書暨財務報表案，提請　承認。

說　明：1.本公司 2023 年度財務報表業經國富浩華聯合會計師事務所邵朝彬及黃千真會計師查核竣事，並出具查核報告，併同營業報告書，送交審計委員會查核完竣。

2.本公司 2023 年度營業報告書、會計師查核報告及財務報表，請參閱附件一及附件三(本手冊第 8~9 頁及第 11~19 頁)。

決　議：

第二案 （董事會提）

案　由：本公司 2023 年度盈餘分派案，提請　承認。

說　明：1.本公司 2023 年度稅後淨利新台幣 175,027,630 元，按公司章程所訂提撥 10%法定盈餘公積新台幣 17,502,763 元，並依法提撥特別盈餘公積新台幣 5,019,894 元，加計期初未分配盈餘新台幣 1,112,761,177 元，合計可供分配盈餘新台幣 1,265,266,150 元，擬分配股東現金股利每股新台幣 1.00 元，總計配發股東股利新台幣 99,403,013 元。本次股東現金股利分派計算至元為止(元以下捨去)，未滿一元之畸零數額，列入公司之其他收入。

2.有關股東現金股利分配，提請股東常會通過此案後，授權董事會訂定配息基準日、發放日及其他相關事宜。

3.如因本公司現金增資、買回股份、庫藏股轉讓或註銷，可轉換公司債轉換或員工認股權證行使等，而影響本公司流通在外之股份數額，股東配息率因此發生變動，擬授權董事長調整之。

4.2023 年度盈餘分配表，請參閱附件四(本手冊第 20 頁)。

決　議：

討論事項

第一案　（董事會提）

案　由：本公司擬辦理資本公積轉增資發行新股案，提請　討論。

說　明：1.本公司為提升資本規模，擬自股票溢價發行所產生之資本公積提撥新台幣 49,701,500 元，轉增資發行新股 4,970,150 股，每股面額新台幣 10 元。

2.本次增資發行新股按除權暨增資基準日股東名簿記載之股東持股數，每仟股無償配發新股 49.99999346 股，共計 4,970,150 股，新股之權利義務與原有股份相同。

3.本增資案俟股東常會通過後,授權董事會訂定配股基準日及其他相關事宜。如因本公司現金增資、買回股份、庫藏股轉讓或註銷，可轉換公司債轉換或員工認股權證行使等，而影響本公司流通在外之股份數額，股東配股率因此發生變動，擬授權董事長調整之。配發不足一股之畸零股，由股東自停止過戶起五日內，辦理自行合併湊成一股之登記，其拼湊不足部份，按面額折付現金計算至元為止(元以下捨去),其不足一股之畸零股授權董事長洽特定人按面額認購之。凡參加帳簿劃撥配發股票之股東，其未滿一股之畸零股款，將做為處理帳簿劃撥之費用。

4.本增資案相關事宜如因法令變動或經主管機關核示必須變更時，擬授權董事長辦理。

決　議：

第二案　（董事會提）

案　由：修訂本公司「董事選舉辦法」案，提請　討論。

說　明：依實務運作董事已全面採候選人提名制，擬修訂本公司「董事選舉辦法」,修訂對照表請參閱附件五(本手冊第 21~25 頁)。

決　議：

選舉事項

第一案　（董事會提）

案　由：選舉第七屆董事，提請　選舉。

說　明：1.本公司第六屆董事於 2024 年 7 月 14 日屆滿，擬於 2024 年股東常會改選

本公司第七屆董事，依本公司章程第 80 條規定，本公司設董事 9~13 人，擬選任董事 9 人(含獨立董事 3 人)。

2.新任董事任期自 2024 年 6 月 19 日起至 2027 年 6 月 18 日止，任期三年。

3.依本公司章程規定董事(含獨立董事)選任採候選人提名制度，股東應就董事候選人名單中選任之。

4.董事(含獨立董事)候選人名單業經 2024 年 5 月 7 日董事會審查通過，其候選人名單及相關資料載明如下：

類別	姓名	學歷	經歷	現職	持有股數
董事	吳金鹿	曉陽商工	六暉控股(股)公司董事長 六暉實業(股)公司董事長 PT. LUHAI INDUSTRIAL 董事 六暉控股(股)公司總經理 六暉橡膠金屬工業(昆山)有限公司董事 廈門廈暉橡膠金屬工業有限公司董事 六暉實業(股)公司董事	六暉控股(股)公司董事	573,973
董事	PATTERN FINANCIAL MANAGEMENT S.A.代表人：吳金樹	國立中興大學管理學碩士	廈門廈暉橡膠金屬工業有限公司董事 六暉實業(股)公司董事	廈門廈暉橡膠金屬工業有限公司監察人 六暉實業(股)公司監察人 PT. LUHAI INDUSTRIAL 監察人 六暉控股(股)公司董事 六暉智能科技(昆山)有限公司董事	3,928,753
董事	LARGE RISE HOLDING LIMITED 代表人：許濠韻	埔心國中	廈門廈暉橡膠金屬工業有限公司董事顧問 廈門廈暉橡膠金屬工業有限公司總經理 PT. LUHAI INDUSTRIAL 副總經理	廈門廈暉橡膠金屬工業有限公司顧問	3,928,753
董事	許雅婷	台中商專財金系	廈門廈暉橡膠金屬工業有限公司副總經理 六暉控股(股)公司副總經理 振鋒企業(股)公司課長	廈門廈暉橡膠金屬工業有限公司總經理 六暉控股(股)公司董事 六暉實業(股)公司董事 廈門廈暉橡膠金屬工業有限公司董事 六暉智能科技(昆山)有限公司董事 PT. LUHAI INDUSTRIAL 監察人	827,187
董事	許懷云	東海大學管理所	雲藝國際有限公司總經理	六暉控股(股)公司專案執行副總 六暉控股(股)公司董事 六暉實業(股)公司董事	56,563

類別	姓名	學歷	經歷	現職	持有股數
				廈門廈暉橡膠金屬工業有限公司董事 六暉智能科技(昆山)有限公司董事 PT. LUHAI INDUSTRIAL 監察人	
董事	許瀚元	南亞工專土木科	廈門廈暉橡膠金屬工業有限公司總經理 六暉控股(股)公司協理 元宏金屬有限公司業務經理	廈門廈暉橡膠金屬工業有限公司總經理室副總經理 六暉控股(股)公司董事 六暉實業(股)公司董事 廈門廈暉橡膠金屬工業有限公司董事 六暉智能科技(昆山)有限公司監察人 PT. LUHAI INDUSTRIAL 監察人	2,312,146
獨立董事	顏美英	國立臺灣大學會計學研究所碩士	普大應用材料(股)公司董事 六暉實業(股)公司財務部副理 普大應用材料(股)公司管理部經理 普大興業(股)公司財務部經理兼發言人 勤業會計師事務所副理	普大應用材料(股)公司總經理室協理兼管理部主管	0
獨立董事	葉治明	中國科學院大學研究生院管理博士(管理科學與工程)	皇將科技股份有限公司董事 達振能源股份有限公司董事 皇將科技(股)公司副總經理/總經理 金壁科技(股)公司總經理 鴻邑工業(股)公司總經理	開曼英利工業(股)公司獨立董事 欣大健康投資控股股份有限公司執行長兼總經理 欣大首美達股份有限公司法人董事代表人 欣大健康投資控股股份有限公司董事 瑞亞生醫股份有限公司總經理 欣新健康股份有限公司總經理 Swissray Medical AG(SRM)法人董事代表人 睿邑生物科技股份有限公司董事長 致瑩生技股份有限公司董事長	0
獨立董事	王世銘	國立臺灣大學會計學研究所	大亞聯合會計師事務所執業會計師及上海台信大亞會計師事務所註冊會計師 廈門同台竹木製品有限公司董事長特別助理 安侯建業聯合會計師事務所(KPMG 畢馬威臺灣)審計員、	永華聯合會計師事務所會計師 上海誠匯會計師事務所有限公司會計師	0

類別	姓名	學歷	經歷	現職	持有股數
			審計主任及審計經理 勤業眾信聯合會計師事務所(Deloitte 德勤臺灣)中國大陸服務部副理 大葉大學會計系兼任講師		

5.依公開發行公司獨立董事設置及應遵循事項辦法第五條規定，針對繼續提名連續擔任本公司獨立董事達三屆之候選人的提名理由，說明如下：

本公司第七屆獨立董事候選人–顏美英女士具有豐富財會經驗及會計師資格，能為本公司營運管理提供專業意見，雖已連續擔任本公司獨立董事逾三屆，然對本公司在公司治理及提升董事性別多元化顯有助益，故本次仍繼續提名顏美英女士為獨立董事候選人。

6.敬請　選舉。

決　議：

臨時動議

散會

六暉控股股份有限公司
2023年度營業報告書

回顧2023年煙峭未平的紅海危機、以巴衝突及膠著的俄烏之戰，又美中科技爭端再起，導致美國景氣放緩及中國經濟疲軟，再加上全球高通膨與高利率的衝擊、地緣政治風險升溫及極端氣候變遷等因素，對全球的經濟成長與產業發展造成動盪影響，本公司營收未見曙光。

隨疫後景氣緩步復甦、安全意識提升及客戶需求增加，本公司卡車類氣門嘴及汽車胎壓偵測系統用之氣門嘴銷售量穩定成長，然因受制於全球經濟不振，終端市場需求趨緩及產業鏈持續調整庫存，本公司自行車類、機車類及電動腳踏車類氣門嘴之銷售量減少，本公司2023年度整體氣門嘴銷售數量較2022年度減少14.26%，營業收入由新台幣30.40億元減少14.73%至新台幣25.92億元。本公司2023年度持續改善製程以提升效能，投入自動化設備以滿足客戶訂單與降低大陸工資上漲之衝擊，雖銅材採購成本走跌，但在產品售價調降及產量減少等影響下，毛利率由21.86%下降至20.54%。因業績下滑推銷費用減少，但持續投入各項研發、管理及ESG輔導規劃，營業費用整體增加，營業淨利率由10.99%下降至7.31%。本公司2023年度補助款減少，因全球升息，財務成本增加，惟因新台幣由貶轉升值(兌美元)匯兌損失減少，以及昆山新廠完工完成二次搬遷，認列搬遷補償淨利益，營業外收入大幅增加。綜合前述，本公司2023年度純益率由7.46%下降至6.75%，每股盈餘由新台幣2.28元減少至新台幣1.76元。

本公司將持續投入自動化設備、開發新客戶，配合市場需求，提升市佔率與獲利，以穩健的財務管理方式，並堅持「品質為根、誠信為本、客戶為尊、持續改進」的經營理念，以面對未來的挑戰。

<u>財務表現</u>

二年度實施成果：

單位：新台幣仟元

項目＼年度	2023年度	2022年度	增(減)額、比例	
營業收入	2,592,438	3,040,416	-447,978	-14.73%
營業毛利	532,609	664,576	-131,967	-19.86%
營業淨利	189,488	334,004	-144,516	-43.27%
稅前淨利	325,750	350,384	-24,634	-7.03%
本期淨利	175,028	226,861	-51,833	-22.85%

<u>預算執行情形</u>

本公司2023年度並未對外公開財務預測，故不適用。

財務收支及獲利能力分析

項目 \ 年度		2023 年度	2022 年度
財務結構(%)	負債占資產比率	36.01	37.58
	長期資金占不動產、廠房及設備比率	184.95	180.51
償債能力(%)	流動比率	245.71	275.44
	速動比率	187.50	209.04
	利息保障倍數(倍)	8.68	13.84
獲利能力	資產報酬率(%)	4.12	4.87
	權益報酬率(%)	5.77	7.57
	稅前純益占實收資本額比率(%)	32.77	35.25
	純益率(%)	6.75	7.46
	每股盈餘(元)	1.76	2.28

說明：本公司昆山新廠完工完成二次搬遷，認列搬遷補償淨利益，並將遞延所得稅負債轉列本期所得稅負債，以及一年內到期長期借款增加，流動負債增加，致流動比率及速動比率較上期減少。

本公司因獲利減少，致利息保障倍數(倍)及獲利能力下降。

研發情形

本公司 2023 年度研發重點均依照年度計畫要求穩步推進。主要針對橡膠配方、新材料工藝及設備自動化開發，以提升產品品質、縮短工藝時間、降低原料耗用，並在節能減碳排的同時，提高生產自動化及節省人力。

主要成果有：氣門嘴硫化工藝效率提升、AR 免噴砂硫化工藝全面推展、EPDM 輔料降本開發、天然膠藥品國產化降本開發、卡車嘴硫化塊料省膠工藝開發、TR1/C4E 溫鐓降本工藝開發、TR4 與 TR13 硫化模具加密工藝開發、鋁製品氣門嘴自動噴塗設備開發、卡車嘴橡膠自動分條機開發、密煉雙錐螺杆工藝開發、高速嘴自動壓銅套鎖銅帽機開發、高速嘴全自動小包裝機開發，以上專案使自動化進一步升級，降低人員的耗用，同時提升了產品工藝效率及降低材料耗用。

本公司 2024 年度研發重點是以縮短工藝流程、推展精密工藝的自動化專案、降低原材料成本、提升品質、節省人力及持續節能減碳為目標。

主要有：TR4 免噴砂硫化工藝開發、電動車氣門嘴降本專案開發、PVR64/TR413 系列鋁製產品工藝開發、橡膠綠色配方工藝開發、壓緊式氣門嘴生產工藝開發、膠座類氣門嘴全自動視覺檢測設備開發、全自動智慧儲存櫃系統開發、太陽能光電系統工程規劃實施、卡車嘴全自動超音波清洗機開發、卡車嘴自動噴砂機開發。

董事長:許廉凱　　總經理:許秀華　　會計主管:張盛宏

【附件二】

LU HAI HOLDING CORP.

六暉控股股份有限公司

審計委員會查核報告書

董事會造具本公司 112 年度營業報告書、財務報表及盈餘分派議案等；其中財務報表業經國富浩華聯合會計師事務所邵朝彬及黃千真會計師查核完竣，並出具無保留意見之查核報告。上述營業報告書、財務報表及盈餘分派議案經本審計委員會查核，認為尚無不合，敬請　鑒核。

此致

本公司 113 年度股東常會

葉治明

審計委員會召集人：葉治明

中　華　民　國　113　年　3　月　12　日

國富浩華聯合會計師事務所
Crowe (TW) CPAs
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會計師查核報告

六暉控股股份有限公司　公鑒：

查核意見

六暉控股股份有限公司及子公司民國112年及111年12月31日之合併資產負債表，暨民國112年及111年1月1日至12月31日之合併綜合損益表、合併權益變動表、合併現金流量表，以及合併財務報告附註（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，足以允當表達六暉控股股份有限公司及子公司民國112年及111年12月31日之合併財務狀況，暨民國112年及111年1月1日至12月31日之合併財務績效及合併現金流量。

查核意見之基礎

本會計師係依照會計師受託查核簽證財務報表規則及審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報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，與六暉控股股份有限公司及子公司保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對六暉控股股份有限公司及子公司民國112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。

茲對六暉控股股份有限公司及子公司民國112年度合併財務報告之關鍵查核事項敘明如下：

一、應收票據及帳款之信用風險

六暉控股股份有限公司及子公司於民國112年12月31日應收票據及帳款餘額占總資產餘額15%，因應收票據及帳款提列預期信用損失係管理階層針對逾期款項及其損失率加計前瞻性調整評估，其損失率及前瞻性調整之估計及判斷，受管理階層主觀判斷影響，故為本會計師進行合併財務報告查核時最為重要事項之一。

本會計師之主要查核程序包含瞭解六暉控股股份有限公司及子公司之應收票據及帳款預期信用損失有關之政策，並評估其是否已按既訂之會計政策執行；詢問管理階層是否有已知債務人財務困難之情形；取得管理階層提供之應收票據及帳款明細表及逾期帳齡分析表，並抽核驗證其逾期帳齡區間是否正確；核對是否依公司之準備矩陣提列減損損失；選定樣本發函詢證，並抽核其期後收款情形，以驗證預期信用損失提列金額之合理性；並評估管理階層針對有關應收票據及帳款減損之揭露是否允當。

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告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，管理階層之責任亦包括評估六暉控股股份有限公司及子公司繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算六暉控股股份有限公司及子公司或停止營業，或除清算或停業外別無實際可行之其他方案。

六暉控股股份有限公司及子公司之治理單位（含審計委員會）負有監督財務報導流程之責任。

會計師查核合併財務報告之責任

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告使用者所作之經濟決策，則被認為具有重大性。

本會計師依照審計準則查核時，運用專業判斷及專業懷疑。本會計師亦執行下列工作：

一、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、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。

二、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，惟其目的非對六暉控股股份有限公司及子公司內部控制之有效性表示意見。

三、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。

四、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，以及使六暉控股股份有限公司及子公司繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報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六暉控股股份有限公司及子公司不再具有繼續經營之能力。

五、評估合併財務報告（包括相關附註）之整體表達、結構及內容，以及合併財務報告是否允當表達相關交易及事件。

六、對於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報告表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團查核意見。

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

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

本會計師從與治理單位溝通之事項中，決定對六暉控股股份有限公司及子公司民國112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。

國富浩華聯合會計師事務所

會 計 師：邱朝彬

會 計 師：黃千真

核准文號：金管證審字第1050001113號

核准文號：金管證審字第1090357720號

中華民國 113 年 3 月 12 日

六暉控股股份有限公司及子公司
合併資產負債表
民國112年及111年12月31日

單位：新台幣仟元

代碼	資產	附註	112年12月31日 金額	%	111年12月31日 金額	%
	流動資產					
1100	現金及約當現金	六（一）	$ 967,378	21	$ 1,064,075	22
1120	透過其他綜合損益按公允價值衡量之金融資產－流動	六（二）	14,607	-	14,315	-
1150	應收票據淨額－非關係人	六（三）	40,505	1	20,296	-
1170	應收帳款淨額－非關係人	六（四）	651,301	14	666,674	14
1200	其他應收款		46,263	1	8,163	-
1220	本期所得稅資產		14,142	-	16,168	-
130X	存貨	六（五）	528,390	11	528,023	11
1410	預付款項	六（六）	10,367	-	41,971	1
1479	其他流動資產		1,403	-	4,781	-
11XX	流動資產合計		2,274,356	48	2,364,466	48
	非流動資產					
1517	透過其他綜合損益按公允價值衡量之金融資產－非流動	六（二）	764	-	778	-
1600	不動產、廠房及設備	六（七）	2,057,421	44	2,220,150	46
1755	使用權資產	六（八）	158,621	4	179,395	4
1760	投資性不動產淨額	六（九）	154,223	3	25,409	1
1780	無形資產	六（十）	10,953	-	9,650	-
1840	遞延所得稅資產	六(二十七)	22,052	-	18,016	-
1990	其他非流動資產	六（十一）	52,526	1	48,130	1
15XX	非流動資產合計		2,456,560	52	2,501,528	52
1XXX	資產總計		$ 4,730,916	100	$ 4,865,994	100

代碼	負債及權益	附註	112年12月31日 金額	%	111年12月31日 金額	%
	流動負債					
2100	短期借款	六（十二）	$ 21,000	1	$ 21,000	1
2130	合約負債－流動	六（二十一）	2,831	-	5,296	-
2170	應付帳款－非關係人		250,627	5	242,210	5
2200	其他應付款	六（十三）	190,001	4	207,876	4
2230	本期所得稅負債		169,633	4	28,911	1
2280	租賃負債－流動	六（八）	-	-	2,303	-
2313	遞延收入	六（十四）	-	-	145,162	3
2320	一年內到期長期借款	六（十五）	288,177	6	203,557	4
2399	其他流動負債		3,375	-	2,131	-
21XX	流動負債合計		925,644	20	858,446	18
	非流動負債					
2540	長期借款	六（十五）	749,547	16	833,529	17
2570	遞延所得稅負債	六(二十七)	21,895	-	131,830	3
2645	存入保證金		6,465	-	4,886	-
25XX	非流動負債合計		777,907	16	970,245	20
2XXX	負債總計		1,703,551	36	1,828,691	38
	歸屬於母公司業主之權益					
3110	普通股股本	六（十七）	994,030	21	994,030	20
3200	資本公積	六（十八）	443,701	9	443,701	9
3300	保留盈餘	六（十九）				
3310	法定盈餘公積		306,865	7	284,179	6
3320	特別盈餘公積		380,863	8	380,863	8
3350	未分配盈餘		1,287,789	27	1,264,671	26
3400	其他權益	六（二十）	(385,883)	(8)	(330,141)	(7)
31XX	歸屬於母公司業主之權益合計		3,027,365	64	3,037,303	62
3XXX	權益總計		3,027,365	64	3,037,303	62
	負債及權益總計		$ 4,730,916	100	$ 4,865,994	100

【請參閱後附合併財務報告附註】

董事長：　　　經理人：　　　會計主管：

六暉控股股份有限公司及子公司
合併綜合損益表
民國112年及111年1月1日至12月31日

單位：新台幣仟元
（每股盈餘：新台幣元）

代碼	項目	附註	112年度 金額	%	111年度 金額	%
4000	營業收入	六（二十一）	$ 2,592,438	100	$ 3,040,416	100
5000	營業成本	六（五、二十二）	(2,059,829)	(79)	(2,375,840)	(78)
5950	營業毛利		532,609	21	664,576	22
	營業費用	六（二十二）、七				
6100	推銷費用		(83,750)	(3)	(90,410)	(3)
6200	管理費用		(220,645)	(9)	(219,019)	(7)
6300	研究發展費用		(38,914)	(2)	(24,027)	(1)
6450	預期信用減損利益		188	-	2,884	-
6000	營業費用合計		(343,121)	(14)	(330,572)	(11)
6900	營業淨利		189,488	7	334,004	11
	營業外收入及支出					
7100	利息收入	六（二十三）	15,933	1	12,658	-
7010	其他收入	六（二十四）	43,488	2	115,374	3
7020	其他利益及損失	六（二十五）	119,269	5	(84,354)	(3)
7050	財務成本	六（二十六）	(42,428)	(2)	(27,298)	(1)
7000	營業外收入及支出合計		136,262	6	16,380	(1)
7900	稅前淨利		325,750	13	350,384	10
7950	所得稅費用	六（二十七）	(150,722)	(6)	(123,523)	(3)
8200	本期淨利		175,028	7	226,861	7
	其他綜合損益(淨額)	六（二十八）				
8310	不重分類至損益之項目					
8316	透過其他綜合損益按公允價值衡量之權益工具投資未實現評價損益		4	-	(128)	-
8349	與不重分類之項目相關之所得稅	六（二十七）	-	-	-	-
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		(56,212)	(2)	52,731	2
8367	透過其他綜合損益按公允價值衡量之債務工具投資未實現評價損益		583	-	(2,351)	-
8399	與可能重分類之項目相關之所得稅	六（二十七）	(117)	-	470	-
8300	本期其他綜合損益(稅後淨額)		(55,742)	(2)	50,722	2
8500	本期綜合損益總額		$ 119,286	5	$ 277,583	9
	淨利歸屬於					
8610	母公司業主		$ 175,028	7	$ 226,861	7
	綜合損益總額歸屬於					
8710	母公司業主		$ 119,286	5	$ 277,583	9
	每股盈餘	六（二十九）				
9750	基本每股盈餘		$ 1.76		$ 2.28	
9850	稀釋每股盈餘		$ 1.76		$ 2.28	

【請參閱後附合併財務報告附註】

董事長：　　　　經理人：許秀華　　　　會計主管：張盛宏

六暉控股股份有限公司及子公司
合併權益變動表
民國112年及111年1月1日至12月31日

單位：新台幣仟元

	歸屬於母公司業主之權益		保留盈餘			其他權益		
項目	普通股股本	資本公積	法定盈餘公積	特別盈餘公積	未分配盈餘	國外營運機構財務報表換算之兌換差額	透過其他綜合損益按公允價值衡量之金融資產未實現評價(損)益	權益總計
111年1月1日餘額	$ 994,030	$ 443,701	$ 244,249	$ 369,530	$ 1,287,879	$ (380,220)	$ (643)	$ 2,958,526
盈餘分配								
法定盈餘公積	-	-	39,930	-	(39,930)	-	-	-
特別盈餘公積	-	-	-	11,333	(11,333)	-	-	-
現金股利－每股2.00元	-	-	-	-	(198,806)	-	-	(198,806)
111年度淨利	-	-	-	-	226,861	-	-	226,861
111年度其他綜合損益	-	-	-	-	-	52,731	(2,009)	50,722
111年12月31日餘額	994,030	443,701	284,179	380,863	1,264,671	(327,489)	(2,652)	3,037,303
盈餘分配								
法定盈餘公積	-	-	22,686	-	(22,686)	-	-	-
現金股利－每股1.30元	-	-	-	-	(129,224)	-	-	(129,224)
112年度淨利	-	-	-	-	175,028	-	-	175,028
112年度其他綜合損益	-	-	-	-	-	(56,212)	470	(55,742)
112年12月31日餘額	$ 994,030	$ 443,701	$ 306,865	$ 380,863	$ 1,287,789	$ (383,701)	$ (2,182)	$ 3,027,365

【請參閱後附合併財務報告附註】

董事長：　　　經理人：　　　會計主管：

六暉控股股份有限公司及子公司
合併現金流量表
民國112年及111年1月1日至12月31日

單位：新台幣仟元

	112年度	111年度
營業活動之現金流量		
本期稅前淨利	$ 325,750	$ 350,384
調整項目		
收益費損項目		
折舊費用	206,293	203,589
攤銷費用	2,074	2,109
預期信用減損利益	(188)	(2,884)
透過損益按公允價值衡量之金融資產及負債之淨利益	-	(1,030)
利息費用	42,428	27,298
利息收入	(15,933)	(12,658)
股利收入	(125)	(84)
處分及報廢不動產、廠房及設備損失(利益)	(1,314)	3,608
搬遷補償淨利益	(143,046)	-
營業資產及負債之淨變動數		
應收票據－非關係人	(20,972)	22,834
應收帳款－非關係人	4,445	75,176
其他應收款	(9,102)	10,624
存　　貨	(7,673)	250,021
預付款項	6,859	7,536
其他流動資產	(320)	716
合約負債	(2,541)	2,436
應付帳款－非關係人	14,005	(9,654)
其他應付款	8,454	(66,121)
其他流動負債	1,291	345
營運產生之現金流入	410,385	864,245
收取之利息	11,700	11,796
收取之股利	125	84
支付之利息	(42,427)	(26,614)
支付之所得稅	(118,263)	(149,010)
營業活動之淨現金流入	261,520	700,501

【接次頁】

【承前頁】

	112年度	111年度
投資活動之現金流量		
取得透過損益按公允價值衡量之金融資產	$ -	$ (132,837)
處分透過損益按公允價值衡量之金融資產	-	223,658
取得不動產、廠房及設備	(113,229)	(340,305)
處分不動產、廠房及設備	5,410	1,945
取得無形資產	(3,610)	(117)
預付設備款增加	(115,818)	(44,777)
預付無形資產增加	(4,829)	(3,210)
存出保證金(增加)減少	5,496	(122)
其他非流動資產減少	147	921
支付搬遷淨支出	(1,003)	(8,777)
投資活動之淨現金流出	(227,436)	(303,621)
籌資活動之現金流量		
短期借款增加	-	21,000
存入保證金增加(減少)	1,717	(15,537)
舉借長期借款	733,833	868,047
償還長期借款	(721,416)	(1,080,004)
發放現金股利	(129,224)	(198,806)
租賃本金償還	(2,285)	(17,556)
籌資活動之淨現金流出	(117,375)	(422,856)
匯率變動對現金及約當現金之影響	(13,406)	23,071
本期現金及約當現金減少數	(96,697)	(2,905)
期初現金及約當現金餘額	1,064,075	1,066,980
期末現金及約當現金餘額	$ 967,378	$ 1,064,075

【請參閱後附合併財務報告附註】

董事長：　　　　經理人：　　　　會計主管：

【附件四】

六暉控股股份有限公司

盈餘分配表

民國 112 年度(西元 2023 年度)

單位：新台幣元

項目	金額	
民國 112 年度稅後淨利		175,027,630
減：		
提列法定盈餘公積	17,502,763	
提列其他權益減項特別盈餘公積(註 1)	5,019,894	
民國 112 年度當期可供分配盈餘		152,504,973
加：		
期初未分配盈餘	1,112,761,177	
截至民國 112 年底累積可供分配盈餘		1,265,266,150
分配項目：		
股東股利－現金(註 2)	99,403,013	
期末未分配盈餘		1,165,863,137

註 1：本公司已提列特別盈餘公積數額新台幣 380,863,242 元與帳列其他權益減項淨額新台幣 385,883,136 元差額新台幣 5,019,894 元，故提列其他權益減項特別盈餘公積。

註 2：本次擬配發股東現金股利每股新台幣 1.00 元，總計配發股東現金股利新台幣 99,403,013 元。

董事長：許廉凱　總經理：許秀華　會計主管：張盛宏

LU HAI HOLDING CORP.

六暉控股股份有限公司

董事選舉辦法修訂對照表

修改後（第 8 版）	修改前（第 7 版）	修改說明
5.3. 董事缺額達三分之一時，公司應自事實發生之日起六十日內，召開股東臨時會補選之。 獨立董事因故解任，致人數不足章程規定者，應於最近一次股東會補選之；獨立董事均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。	5.3. 董事缺額達三分之一時，公司應自事實發生之日起六十日內，召開股東臨時會補選之。本公司設有獨立董事時，若有下列情事之一者，其選舉作業應依前項規定執行。 5.3.1. 獨立董事因故解任，致人數不足章程規定者。 5.3.2. 獨立董事均解任。	依據公司章程第 88、89 條及證交法 26-3 條，修改 5.3.1 及 5.3.2。
5.6. 本公司獨立董事之資格，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第二條、第三條以及第四條規定。	5.6. 本公司之獨立董事應具備下列專業資格條件之一： 5.6.1. 具有五年以上商務、法務、財務、會計或公司業務所需相關科系之公私立大專院校講師以上之工作經驗。 5.6.2. 曾任法官、檢察官、律師、會計師或其他具有五年以上與公司業務所需之國家考試及格領有證書專門職業及技術人員之工作經驗。 5.6.3. 具有五年以上商務、法務、財務、會計或公司業務所需之工作經驗。 5.6.4. 有下列情事之一者，不得充任獨立董事，其已充任者，當然解任： 5.6.4.1. 有公司法第三十條各款情事之一。 5.6.4.2. 依公司法第二十七條規定以政府、法人或其代表人當選。 5.6.4.3. 違反本辦法所定獨立董事之資格。 5.7. 本公司之獨立董事得連選連任，於執行業務範圍內應保持其獨立性，不得與公司有直接或間接之利害關係，並應於選任前二年及任職期間無下列情事之一：	簡化內文，將 5.6、5.7、5.8 整合。

	5.7.1. 本公司或其關係企業之受僱人。 5.7.2. 本公司或其關係企業之董事、監察人。 5.7.3. 以本人及其配偶、未成年子女或以他人名義持有公司已發行股份總數百分之一以上或持股前十名之自然人股東。 5.7.4. 本公司或其關係企業之經理人/董事/監察人之配偶、二親等以內親屬或三親等以內直系血親親屬。 5.7.5. 直接持有公司已發行股份總數百分之五以上、持股前五名或依台灣公司法第二十七條第一項或第二項指派代表人擔任公司董事或監察人之法人股東之董事、監察人或受僱人。 5.7.6. 本公司與他公司之董事席次或有表決權之股份超過半數係由同一人控制，他公司之董事、監察人或受僱人。 5.7.7. 本公司與他公司或機構之董事長、總經理或相當職務者互為同一人或配偶，他公司或機構之董事(理事)、監察人(監事)或受僱人。 5.7.8. 與公司有財務或業務往來之特定公司或機構之董事（理事)、監察人（監事)、經理人或持股百分之五以上股東。特定公司或機構，係指與公司具有下列情形之一者： 5.7.8.1. 持有公司已發行股份總數百分之二十以上，未超過百分之五十。 5.7.8.2. 他公司及其董事、監察人及持有股份超過股份總數百分之十之股東總計持有該公司已發行股份總數百分之三十以	

	上，且雙方曾有財務或業務上之往來紀錄。前述人員持有之股票，包括其配偶、未成年子女及利用他人名義持有者在內。 5.7.8.3. 公司之營業收入來自他公司及其聯屬公司達百分之三十以上。 5.7.8.4. 公司之主要產品原料（指占總進貨金額百分之三十以上者，且為製造產品所不可缺乏關鍵性原料)或主要商品(指占總營業收入百分之三十以上者)，其數量或總進貨金額來自他公司及其聯屬公司達百分之五十以上。 5.7.9. 為公司或關係企業提供審計或最近二年取得報酬累計金額逾新臺幣五十萬元之商務、法務、財務、會計等相關服務之專業人士、獨資、合夥、公司或機構之企業主、合夥人、董事（理事)、監察人（監事)、經理人及其配偶。但依證券交易法或企業併購法相關法令履行職權之薪資報酬委員會、公開收購審議委員會或併購特別委員會成員，不在此限。 本辦法所稱母公司、子公司及集團，應依國際財務報導準則第十號之規定認定之。 本公司與子公司或屬同一母公司之子公司依證券交易法或當地國法令設置之獨立董事相互兼任者，不適用5.7.2.、5.7.5.至5.7.7.及5.7.8.1.規定。 5.7.10. 曾任5.7.2.或5.7.8.之公司或其關係企業或與公司有財務或業務往來之特定	

	公司或機構之獨立董事而現已解任者，不適用 5.7 於選任前二年之規定。 本辦法所稱關係企業，為台灣公司法第六章之一之關係企業，或依關係企業合併營業報告書關係企業合併財務報表及關係報告書編製準則、國際財務報導準則第十號規定應編製合併財務報告之公司。 5.8. 本公司獨立董事兼任其他公司獨立董事不得逾三家。 金融控股公司或上市上櫃投資控股公司之獨立董事兼任該公司百分之百持有之公開發行子公司獨立董事，兼任超過一家者，其超過之家數計入前項兼任家數。	
5.7.(刪除)		同上
5.8.(刪除)		同上
5.9. 本公司董事(含獨立董事)選舉，應依公司章程規定之提名制度，進行選任作業。 公司應於股東會召開前之停止股票過戶日前，公告受理董事(含獨立董事)候選人提名之期間、應選名額、其受理處所及其他必要事項，受理期間不得少於十日。公司得以下列方式提出董事(含獨立董事)候選人名單，經董事會評估其符合董事(含獨立董事)所應具備條件後，送請股東會選任之：	5.9. 本公司獨立董事選舉，應依公司章程規定之提名制度，進行選任作業。 公司應於股東會召開前之停止股票過戶日前，公告受理獨立董事候選人提名之期間、~~獨立董事~~應選名額、其受理處所及其他必要事項，受理期間不得少於十日。公司得以下列方式提出獨立董事候選人名單，經董事會評估其符合獨立董事所應具備條件後，送請股東會選任之：	依實務運作董事已改為全面提名制，故調整本條文字。
5.9.1. 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董事/獨立董事候選人名單，提名人數不得超過董事/獨立董事應選名額。	5.9.1. 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獨立董事候選人名單，提名人數不得超過獨立董事應選名額。	依實務運作董事已改為全面提名制，故調整本條文字。
5.9.2. 由董事會提出董事/獨立董事候選人名單，提名人數不得超過董事/獨立董事應選名額。	5.9.2. 由董事會提出獨立董事候選人名單，提名人數不得超過獨立董事應選名額。	同上
5.9.3. 其他經主管機關規定之方式。 股東或董事會依前項提	5.9.3. 其他經主管機關規定之方式。 股東或董事會依前項提供	依實務運作董事已改為全面提名

供推薦名單時，應敘明被提名人姓名、學歷及經歷，獨立董事被提名人需另檢附符合5.6.之文件(專業資格證明、獨立性證明、兼職限制之證明)及其他證明文件。董事會或其他召集權人召集股東會者，對董事/獨立董事被提名人應予審查，除有下列情事之一者外，應將其列入董事/獨立董事候選人名單： 5.9.3.1.提名股東於公告受理期間外提出。 5.9.3.2.提名股東於公司依台灣公司法第一百六十五條第二項或第三項停止股票過戶時，持股未達百分之一。 5.9.3.3.提名人數超過董事/獨立董事應選名額。 5.9.3.4.未檢附前項規定之相關證明文件。 …(略)	推薦名單時，應敘明被提名人姓名、學歷及經歷，並檢附被提名人符合 5.6~~、5.7.及 5.8.~~之文件及其他證明文件。董事會或其他召集權人召集股東會者，對獨立董事被提名人應予審查，除有下列情事之一者外，應將其列入獨立董事候選人名單： 5.9.3.1.提名股東於公告受理期間外提出。 5.9.3.2.提名股東於公司依台灣公司法第一百六十五條第二項或第三項停止股票過戶時，持股未達百分之一。 5.9.3.3.提名人數超過獨立董事應選名額。 5.9.3.4.未檢附前項規定之相關證明文件。 …(略)	制，故調整本條文字。
5.10.本公司董事之選舉，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分開選舉數人，由所得選票代表選舉權較多者當選為董事。獨立董事與非獨立董事應一併進行選舉，分別計算當選名額，且獨立董事當選人至少一人應具備會計或財務專長。	5.10.本公司董事之選舉，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分開選舉數人，由所得選票代表選舉權較多者當選為董事，~~唯有設置獨立董事時~~獨立董事與非獨立董事應一併進行選舉，分別計算當選名額，且獨立董事當選人至少一人應具備會計或財務專長。	金管會已要求上市櫃公司全面設置獨立董事，故酌修符合現況之內文。
5.11.經股東會選任為獨立董事者，於任期中如有違反本辦法5.6.之情形致當然解任時，不得變更其身分為非獨立董事。經股東會選任為非獨立董事者，於任期中亦不得逕行轉任為獨立董事。	5.11.經股東會選任為獨立董事者，於任期中如有違反本辦法 5.6 ~~或 5.7~~之情形致當然解任時，不得變更其身分為非獨立董事。經股東會選任為非獨立董事者，於任期中亦不得逕行轉任為獨立董事。	原 5.7 已併入至 5.6.，爰修訂本條。

LU HAI HOLDING CORP.

六暉控股股份有限公司

股東會議事規則

1. 目的：為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，訂定本規則，以資遵循。
2. 範圍：凡有關本公司召集股東會、股東議事發言、會議進行程序等事宜，悉依本規則實施。
3. 定義：無。
4. 權責單位：總經理室。
5. 作業內容：

5.1. 本公司股東會之議事規則，除相關法令(開曼群島之法令及台灣證券交易所相關適用規定)或章程另有規定者外，應依本規則之規定。配合本公司於台灣證券市場掛牌，以下公司法皆為台灣公司法。

5.2. 股東會分常會及臨時會二種，常會每年至少召集一次，應於每會計年度終了後六個月內召開，由董事會依公司法第 172 條規定召集之，臨時會於必要時依法召集之。

5.3. 公司應於股東常會開會前六十日內，股東臨時會開會前三十日內，或公司決定分派股息及紅利或其他利益之基準日前五日內，停止股票過戶。

5.4. 股東會召集及開會通知

5.4.1. 本公司股東會除法令另有規定外，由董事會召集之。

本公司股東會召開方式之變更應經董事會決議，並最遲於股東會開會通知書寄發前為之。

5.4.2. 股東常會之召集，應於三十日前以寄發股東會通知單方式，通知各股東；股東臨時會之召集，應於十五日前以寄發股東會議通知單方式，通知各股東。對於持有公司股份未滿 1 仟股之股東，股東常會及股東臨時會之開會通知得以輸入公開資訊觀測站之公告方式為之。本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料製作電子檔案傳送至公開資訊觀測站；但若本公司於最近會計年度終了日實收資本額達新台幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達 30%以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。股東會開會十五日前備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於本公司及本公司所委任之其股務代理機構。

議事手冊及會議補充資料，本公司於股東會開會當日應依下列方式提供股東參閱：

(1)召開實體股東會時，應於股東會現場發放。

(2)召開視訊輔助股東會時，應於股東會現場發放，並以電子檔案傳送至視訊會議平台。

(3)召開視訊股東會時，應以電子檔案傳送至視訊會議平台。

「以視訊方式開會」，係包含視訊輔助股東會及視訊股東會。

5.4.3. 通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。

本公司應於開會通知書載明受理股東、徵求人、受託代理人（以下簡稱股東）報到時間、報到處地點、及其他應注意事項。

本公司以視訊方式開會時,開會通知書應依公開發行股票公司股務處理準則第 44 條之 21 所列事項載明。

5.4.4. 選任或解任董事、變更章程、減資、申請停止公開發行、董事競業許可、盈餘轉增資、公積轉增資、公司解散、合併、分割或公司法第 185 條第一項各款之事項、台灣證券交易法第 26 條之 1、第 43 條之 6、發行人募集與發行有價證券處理準則第 56 條之 1 及第 60 條之 2 之事項，應在召集事由中列舉並說明其主要內容，不得以臨時動議提出。

5.4.5. 持有已發行股份總數百分之一以上股份之股東，得向本公司提出股東常會議案。除議案非股東會所得決議、提案股東持股未達百分之一、議案於公告受理期間外提出，議案超過三百字或提案超過一項者外，董事會應列為議案。股東得提出為敦促公司增進公共利益或善盡社會責任之建議性提案，程序上應依公司法第 172 條之 1 之相關規定以一項為限，提案超過一項者，均不列入議案。

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

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

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

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

5.5. 召開股東會地點及時間原則

5.5.1. 實體股東會召開之地點,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，會議開始時間不得早於上午九時或晚於下午三時。設置獨立董事時，召開之地點及時間，應充分考量獨立董事之意見。

5.5.2. 本公司採視訊股東會時，不受 5.5.1 召開地點之限制。

5.6. 委託出席股東會及授權

5.6.1. 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。

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

5.6.3. 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，至遲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。

5.6.4. 委託書送達本公司後，股東欲以視訊方式出席股東會，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。

5.7. 簽名簿等文件之備置

5.7.1. 本公司應設簽名簿供出席股東本人簽到，或由出席股東繳交簽到卡以代簽到。

5.7.2. 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；有選舉董事者，應另附選舉票。

5.7.3. 股東應憑出席證、出席簽到卡或其他出席證件出席股東會，本公司對股東出席所

憑依之證明文件不得任意增列要求提供其他證明文件；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。

5.7.4. 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。

5.7.5. 受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之；股東會視訊會議應於會議開始前三十分鐘，於股東會視訊會議平台受理報到，完成報到之股東，視為親自出席股東會。

5.7.6. 股東會以視訊會議召開時，股東欲以視訊方式出席者，應於股東會開會二日前，向本公司登記。

5.7.7. 股東會以視訊會議召開時，本公司至少應於會議開始前三十分鐘，將議事手冊、年報及其他相關資料上傳至股東會視訊會議平台，並持續揭露至會議結束。

5.8. 股東會主席及列席人員

5.8.1. 股東會如由董事會召集，其主席應由董事長擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人或所指定之代理人因故不能行使代理職權時，應由其他出席董事互推一人代理之。

5.8.2. 董事會所召集之股東會，董事長宜親自主持，且宜有董事會過半數之董事、至少一席獨立董事，及各類功能性委員會成員至少一人代表參與出席，並將出席情形記載於股東會議事錄。

5.8.3. 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。

5.8.4. 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。

5.9. 股東會出席股數之計算與開會

5.9.1. 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及視訊會議平台報到股數，加計以書面或電子方式行使表決權之股數計算之。

5.9.2. 已屆開會時間，主席應即宣布開會，並同時公布無表決權數及出席股份數等相關資訊。惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣布流會；股東會以視訊方式召開時，本公司另應於股東會視訊會議平台公告流會。

5.9.3. 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 175 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；股東會以視訊方式召開時，股東欲採視訊方式出席者，應依 5.7.6 向本公司重行登記。

5.9.4. 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 174 條規定重新提請股東會表決。

5.10. 股東會開會過程錄影之存證

5.10.1. 本公司應將受理股東報到過程、會議過程、投票計票過程全程連續不間斷錄影，並至少保存一年。但經股東依公司法第 189 條提起訴訟者，應保存至訴訟終結為止。

5.10.2. 股東會以視訊方式召開時，應對股東之註冊、登記、報到、提問、投票及公司計票結果等資料進行記錄保存，並對視訊會議全程連續不間斷錄影。前述資料及錄影，應於公司存續期間妥善保存，並將錄影提供受託辦理視訊會議事務者

保存。

5.11.議案討論

5.11.1.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。

5.11.2.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。

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

5.11.4.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，得宣布停止討論，提付表決，並安排適足之投票時間。

5.12.股東發言

5.12.1.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。

5.12.2.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。

5.12.3.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，主席得制止其發言。

5.12.4.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。

5.12.5.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。

5.12.6.出席股東發言後，主席得親自或指定相關人員答覆。

5.12.7.股東會以視訊方式召開時，以視訊方式參與之股東，得於主席宣布開會後，至宣布散會前，於股東會視訊會議平台以文字方式提問，每一議案提問次數不得超過兩次，每次以二百字為限，不適用 5.12.1 至 5.12.5 規定。

5.12.8.前項提問未違反規定或未超出議案範圍者,宜將該提問揭露於股東會視訊會議平台，以為周知。

5.13.表決股數之計算、迴避制度

5.13.1.股東會之表決，應以股份為計算基準。

5.13.2.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。

5.13.3.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，並不得代理他股東行使其表決權。

5.13.4.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。

5.13.5.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。

5.14.議案之表決、監票及計票方式

5.14.1.本公司股東，每股有一表決權。有下列情形之一者，其股份無表決權：

5.14.1.1.公司依法持有自己之股份。

5.14.1.2.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從屬公司，所持有控制公司之股份。

5.14.1.3.控制公司及其從屬公司直接或間接持有他公司已發行有表決權之股份總

數或資本總額合計超過半數之他公司，所持有控制公司及其從屬公司之股份。

5.14.2. 本公司召開股東會時，應採行以電子方式並得採行以書面方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權。

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

5.14.4. 股東以書面或電子方式行使表決權後，如欲親自或以視訊方式出席股東會者，至遲應於股東會開會二日前以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。

5.14.5. 本公司召開視訊輔助股東會時，已依 5.7.6 規定登記以視訊方式出席股東會之股東，欲親自出席實體股東會者，應於股東會開會二日前，以與登記相同之方式撤銷登記；逾期撤銷者，僅得以視訊方式出席股東會。

5.14.6. 以書面或電子方式行使表決權，未撤銷其意思表示，並以視訊方式參與股東會者，除臨時動議外，不得再就原議案行使表決權或對原議案提出修正或對原議案之修正行使表決權。

5.14.7. 議案之表決，除法令或章程另有規定外，以出席股東表決權過半數之同意通過之。

5.14.8. 股東會未以視訊方式召開，表決時，得視情況採取逐案討論一次票決或逐案討論分次票決或逐案討論逐案票決。於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

5.14.9. 股東會以視訊方式召開時，應於主席宣布投票結束後，一次性計票，並宣布表決及選舉結果。視訊輔助股東會，實體會議部份亦配合採一次性計票。

5.14.10. 以視訊方式參與股東會之股東，於主席宣布開會後，應透過視訊會議平台進行各項議案表決及選舉議案之投票，並應於主席宣布投票結束前完成，逾時者視為棄權。股東於視訊會議平台修改其已為之投票意思表示時，視為撤銷前意思表示，並以修改後之意思表示為準。

5.14.11. 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。

5.14.12. 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。

5.14.13. 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。

5.15. 選舉事項

5.15.1 股東會有選舉董事時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果，包含當選董事之名單與其當選權數及落選董事名單及其獲得之選舉權數。

5.15.2 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 189 條提起訴訟者，應保存至訴訟終結為止。

5.16. 會議記錄及簽署事項

5.16.1. 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。

5.16.2. 前項議事錄之分發，本公司得以輸入公開資訊觀測站之公告方式為之。

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

5.17. 對外公告

5.17.1. 徵求人徵得之股數、受託代理人代理之股數及股東以書面或電子方式出席之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示;股東會以視訊方式召開時,本公司至少應於會議開始前三十分鐘,將前述資料上傳至股東會視訊會議平台，並持續揭露至會議結束。

宣布開會時，應將出席股東股份總數，揭露於視訊會議平台。如開會中另有統計出席股東之股份總數及表決權數者，亦同。

5.17.2. 股東會決議事項，如有屬法令規定應申報公告，依其規定辦理。

5.17.3. 股東會以視訊方式召開時，本公司應於投票結束後，即時將各項議案表決結果及選舉結果，依規定揭露於股東會視訊會議平台，並應於主席宣布散會後，持續揭露至少十五分鐘。

5.18. 會場秩序之維護

5.18.1. 辦理股東會之會務人員應佩帶識別證或臂章。

5.18.2. 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。

5.18.3 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。

5.18.4 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。

5.19. 休會、續行集會

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

5.19.2 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。

5.19.3 股東會得依公司法第 182 條之規定，決議在五日內延期或續行集會。

5.20. 視訊股東會主席及紀錄人員之所在地

本公司召開視訊股東會時，主席及紀錄人員應在國內之同一地點，主席並應於開會時宣布該地點之地址。

5.21. 斷訊之處理

5.21.1. 本公司召開視訊股東會，主席應於開會宣布，若發生因天災、事變或其他不可抗力情事，致視訊會議平台或以視訊方式參與發生障礙，持續無法排除達三十分鐘以上時，應於五日內延期或續行集會之日期，不適用公司法 182 條須經股東會決議後始得為之的規定。

5.21.2. 發生前項應延期或續行會議，未登記以視訊參與原股東會之股東，不得參與延期或續行會議。

5.21.3. 依 5.21.1 規定應延期或續行會議，已登記以視訊參與原股東會並完成報到之股東，未參與延期或續行會議者，其於原股東會出席之股數、已行使之表決權及選舉權,應計入延期或續行會議出席股東之股份總數、表決權數及選舉權數。

5.21.4. 依 5.21.1 規定辦理股東會延期或續行集會時，對已完成投票及計票，並宣布表決結果或董事當選名單之議案，無須重行討論及決議。

5.21.5. 本公司召開視訊輔助股東會，發生 5.21.1 無法續行視訊會議之情事時，如扣除以視訊方式出席股東會之出席股數後，出席股份總數仍達股東會開會之法定定額者，股東會應繼續進行，無須依 5.21.1 規定延期或續行集會。

5.21.6. 發生 5.21.5 應繼續進行會議之情事，以視訊方式參與股東會股東，其出席股數應計入出席股東之股份總數，惟就該次股東會全部議案，視為棄權。

5.21.7. 本公司依 5.21.1 規定延期或續行集會，與原股東會具有同一性，爰無須重新辦理股東會相關前置作業。

5.21.8. 公開發行公司出席股東會使用委託書規則第 12 條後段及第 13 條第 3 項、公開發行股票公司股務處理準則第 44 條之 5 第 2 項、第 44 條之 15、第 44 條之 17 第 1 項之相關規定，本公司依 5.21.1 規定延期或續行集會之股東會仍適用公告揭露。

5.22. 本規則經股東會通過後施行，修正時亦同。

6. 附件：無。

【附錄二】

LU HAI HOLDING CORP.

六暉控股股份有限公司

董事選舉辦法(修訂前)

1.目的：選舉董事有所遵循。

2.範圍：獨立董事及非獨立董事。

3.定義：無。

4.權責單位：總經理室。

5.作業內容：

5.1.本辦法係依據台灣公司法、證券交易法、本公司章程及主管機關規定訂定之。

5.2.本公司設有獨立董事時，其選任與非獨立董事之選任，除法令或章程另有規定者外，應依本辦法辦理。

5.3.董事缺額達三分之一時,公司應自事實發生之日起六十日內,召開股東臨時會補選之。本公司設有獨立董事時，若有下列情事之一者，其選舉作業應依前項規定執行。

5.3.1.獨立董事因故解任，致人數不足章程規定者。

5.3.2.獨立董事均解任。

5.4.政府或法人為本公司之股東時，除經主管機關核准者外，不得由其代表人同時當選或擔任本公司之董事，不適用台灣公司法第二十七條第二項規定。除經主管機關核准者外，本公司董事間應有超過半數之席次，不得具有下列關係之一：

5.4.1.配偶。

5.4.2.二親等以內之親屬。除經主管機關核准者外，本公司董事間，應至少一席以上，不得具有前項各款關係之一。

5.5.本公司董事之當選人不符前條第二項或第三項規定時，應依下列規定決定當選之董事：

5.5.1.董事間不符規定者，不符規定之董事中所得選票代表選舉權較低者，其當選失其效力。

5.5.2.已充任董事違反前條第二項或第三項規定者，準用前項規定當然解任。

5.6.本公司之獨立董事應具備下列專業資格條件之一：

5.6.1.具有五年以上商務、法務、財務、會計或公司業務所需相關科系之公私立大專院校講師以上之工作經驗。

5.6.2.曾任法官、檢察官、律師、會計師或其他具有五年以上與公司業務所需之國家考試及格領有證書專門職業及技術人員之工作經驗。

5.6.3.具有五年以上商務、法務、財務、會計或公司業務所需之工作經驗。

5.6.4.有下列情事之一者，不得充任獨立董事，其已充任者，當然解任：

5.6.4.1.有公司法第三十條各款情事之一。

5.6.4.2.依公司法第二十七條規定以政府、法人或其代表人當選。

5.6.4.3.違反本辦法所定獨立董事之資格。

5.7.本公司之獨立董事得連選連任，於執行業務範圍內應保持其獨立性，不得與公司有直接或間接之利害關係，並應於選任前二年及任職期間無下列情事之一：

5.7.1.本公司或其關係企業之受僱人。

5.7.2.本公司或其關係企業之董事、監察人。

5.7.3. 以本人及其配偶、未成年子女或以他人名義持有公司已發行股份總數百分之一以上或持股前十名之自然人股東。

5.7.4. 本公司或其關係企業之經理人/董事/監察人之配偶、二親等以內親屬或三親等以內直系血親親屬。

5.7.5. 直接持有公司已發行股份總數百分之五以上、持股前五名或依台灣公司法第二十七條第一項或第二項指派代表人擔任公司董事或監察人之法人股東之董事、監察人或受僱人。

5.7.6. 本公司與他公司之董事席次或有表決權之股份超過半數係由同一人控制,他公司之董事、監察人或受僱人。

5.7.7. 本公司與他公司或機構之董事長、總經理或相當職務者互為同一人或配偶,他公司或機構之董事(理事)、監察人(監事)或受僱人。

5.7.8. 與公司有財務或業務往來之特定公司或機構之董事(理事)、監察人(監事)、經理人或持股百分之五以上股東。特定公司或機構,係指與公司具有下列情形之一者:

5.7.8.1. 持有公司已發行股份總數百分之二十以上,未超過百分之五十。

5.7.8.2. 他公司及其董事、監察人及持有股份超過股份總數百分之十之股東總計持有該公司已發行股份總數百分之三十以上,且雙方曾有財務或業務上之往來紀錄。前述人員持有之股票,包括其配偶、未成年子女及利用他人名義持有者在內。

5.7.8.3. 公司之營業收入來自他公司及其聯屬公司達百分之三十以上。

5.7.8.4. 公司之主要產品原料(指占總進貨金額百分之三十以上者,且為製造產品所不可缺乏關鍵性原料)或主要商品(指占總營業收入百分之三十以上者),其數量或總進貨金額來自他公司及其聯屬公司達百分之五十以上。

5.7.9. 為公司或關係企業提供審計或最近二年取得報酬累計金額逾新臺幣五十萬元之商務、法務、財務、會計等相關服務之專業人士、獨資、合夥、公司或機構之企業主、合夥人、董事(理事)、監察人(監事)、經理人及其配偶。但依證券交易法或企業併購法相關法令履行職權之薪資報酬委員會、公開收購審議委員會或併購特別委員會成員,不在此限。

本辦法所稱母公司、子公司及集團,應依國際財務報導準則第十號之規定認定之。本公司與子公司或屬同一母公司之子公司依證券交易法或當地國法令設置之獨立董事相互兼任者,不適用 5.7.2.、5.7.5. 至 5.7.7. 及 5.7.8.1. 規定。

5.7.10. 曾任 5.7.2. 或 5.7.8. 之公司或其關係企業或與公司有財務或業務往來之特定公司或機構之獨立董事而現已解任者,不適用 5.7 於選任前二年之規定。

本辦法所稱關係企業,為台灣公司法第六章之一之關係企業,或依關係企業合併營業報告書關係企業合併財務報表及關係報告書編製準則、國際財務報導準則第十號規定應編製合併財務報告之公司。

5.8. 本公司獨立董事兼任其他公司獨立董事不得逾三家。

金融控股公司或上市上櫃投資控股公司之獨立董事兼任該公司百分之百持有之公開發行子公司獨立董事,兼任超過一家者,其超過之家數計入前項兼任家數。

5.9. 本公司獨立董事選舉,應依公司章程規定之提名制度,進行選任作業。

公司應於股東會召開前之停止股票過戶日前，公告受理獨立董事候選人提名之期間、獨立董事應選名額、其受理處所及其他必要事項，受理期間不得少於十日。公司得以下列方式提出獨立董事候選人名單，經董事會評估其符合獨立董事所應具備條件後，送請股東會選任之：

5.9.1. 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獨立董事候選人名單，提名人數不得超過獨立董事應選名額。

5.9.2. 由董事會提出獨立董事候選人名單，提名人數不得超過獨立董事應選名額。

5.9.3. 其他經主管機關規定之方式。

股東或董事會依前項提供推薦名單時，應敘明被提名人姓名、學歷及經歷，並檢附被提名人符合 5.6、5.7. 及 5.8. 之文件及其他證明文件。董事會或其他召集權人召集股東會者，對獨立董事被提名人應予審查，除有下列情事之一者外，應將其列入獨立董事候選人名單：

5.9.3.1. 提名股東於公告受理期間外提出。

5.9.3.2. 提名股東於公司依台灣公司法第一百六十五條第二項或第三項停止股票過戶時，持股未達百分之一。

5.9.3.3. 提名人數超過獨立董事應選名額。

5.9.3.4. 未檢附前項規定之相關證明文件。

依前項規定提名之獨立董事候選人，其已連續擔任本公司獨立董事任期達三屆者，本公司應於公告前項審查結果時併同公告繼續提名其擔任獨立董事之理由，並於股東會選任時向股東說明前開理由。

5.10. 本公司董事之選舉，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分開選舉數人，由所得選票代表選舉權較多者當選為董事，唯有設置獨立董事時獨立董事與非獨立董事應一併進行選舉，分別計算當選名額，且獨立董事當選人至少一人應具備會計或財務專長。

5.11. 經股東會選任為獨立董事者，於任期中如有違反本辦法 5.6 或 5.7 之情形致當然解任時，不得變更其身分為非獨立董事。經股東會選任為非獨立董事者，於任期中亦不得逕行轉任為獨立董事。

5.12. 董事會應製備與應選出董事人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。

5.13. 本公司董事依公司章程所定之名額，由所得選票代表選舉權較多者依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

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

5.15. 選舉票有左列情事之一者無效：

5.15.1. 不用有召集權人製備之選票者。

5.15.2. 以空白之選票投入投票箱者。

5.15.3. 字跡模糊無法辨認或經塗改者。

5.15.4. 所填被選舉人與董事候選人名單經核對不符者。

5.15.5. 除填分配選舉權數外，夾寫其他文字者。

5.15.6. 同一選票上，同時填列被選舉人 2 人或 2 人以上者。

5.16. 投票完畢後當場開票，開票結果由主席或其指定人員當場宣布當選董事之名單與其當選權數及落選董事名單及其獲得之選舉權數。

5.17. 當選之董事、獨立董事由本公司董事會發給當選通知書。

5.18. 本辦法未規定事項悉依台灣公司法、證券交易法及有關法令規定辦理。

5.19. 公司董事，在任期中轉讓股份超過選任當時持有公司股份數額二分之一時，當然解任。

公司董事當選後，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。

5.20. 本辦法經股東會通過後施行，修正時亦同。

6. 附件：無。

開曼群島公司法

六暉控股股份有限公司

修訂及重述章程大綱

（經 2023 年 5 月 30 日特別決議通過）

1. 本公司名稱為六暉控股股份有限公司。

2. 本公司之註冊辦公室應位於開曼群島 Portcullis (Cayman) Ltd the Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands, British West Indies 或董事會隨時決定之其他地點。

3. 本公司設立之目的未受限制，公司有權從事未受《公司法》(修訂版）及其日後修正之版本或任何其他開曼群島法律所禁止之任何事項。

4. 於不違反本公司章程大綱以下規定外，本公司得且能夠行使任一具完整能力之自然人之所有權能，無關《公司法》第 27(2)條所規定之公司福利問題。

5. 每位股東對公司之義務限於繳清其未繳納之股款。

6. 本公司資本為新台幣 1,800,000,000 元，分為 180,000,000 股，每股面額為新台幣 10 元，依據《公司法》(修訂版）及其日後修正之版本和公司章程，本公司有權贖回或購買其任何股份、分割或整合股份，並得將原有、買回、或增加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。除非股份發行條件另為明文規定外，每次股份（無論為普通股、特別股或其他）發行之條件應受前述公司權力之限制。

開曼群島公司法 (修改版)
六暉控股股份有限公司
修訂及重述章程

（經 2023 年 5 月 30 日特別決議通過）

1. 於此章程，本法所附第一個附件中的表格 A 不適用。

釋義

2.

（a）除本章程另有規定外，本章程之名詞定義如下：

「公開發行公司法令」	係指規範公開發行公司及於中華民國證券交易所或證券市場之上市（櫃）公司之中華民國法律、命令、規則，包括但不限於公司法、證券交易法、企業併購法、大陸地區及台灣地區人民條例，及相關主管機關及交易所（包括但不限於金管會、經濟部、證交所、櫃買中心）依法制定之命令、規則。
「章程」	係指本公司章程或其修訂者。
「審計委員會」	係指由本公司之獨立董事組成，隸屬於董事會之委員會。
「資本公積」	係指依公開發行公司法令所規定之定義。
「本公司」	係指六暉控股股份有限公司。
「公司債」	係指本公司之公司債股票、抵押權、債券及任何其他有價證券，無論是否構成本公司資產之負擔。
「指定證券市場」	係指臺灣證券交易所或財團法人中華民國證券櫃檯買賣中心。
「董事」及「董事會」	係指本公司現任之董事會，或依具體情形，由董事組成之會議或委員會。
「股利」	包括紅利在內。
「電子記錄」	與《電子交易法》中的定義相同。
「電子交易法」	係指開曼群島（經修訂）《電子交易法》。
「金管會」	係指中華民國金融監督管理委員會。
「櫃買中心」	係指財團法人中華民國證券櫃檯買賣中心。
「獨立董事」	係指為符合當時有效之公開發行公司法令而經股東會

選舉為獨立董事之董事。

「法定盈餘公積」　係指依公開發行公司法令所規定之定義。

「公開資訊觀測站」　係指臺灣證券交易所公開資訊觀測站

「股東」　係指登記於本公司股東名簿持有股份之人。

「章程大綱」　係指公司股東根據本法通過之公司章程大綱，及其隨時之修改或更替者。

「合併」　係指下列交易：

a）(i) 所有參與該交易之公司解散並合併為一新設公司，由新設公司概括承受被合併公司之一切權利義務，或（ii）所有參與該交易之公司均合併至其中一家成為存續公司，由存續公司概括承受參與合併公司之一切權利義務，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）其他符合本法或公開發行公司法令定義之併購類型。

「月」　係指曆月。

「普通決議」　係指由有表決權股東親自或經由代理人（如允許委託）於本公司股東會以簡單多數決所為之決議。

「特別股」　係指依本章程第 10 條之定義。

「當時公平價格」　係指依公開發行公司法令所規定之定義。

「私募」　係指本公司或本公司授權之人，對特定投資人招募股份、選擇權、認股權憑證、表彰證券認購權（包括認購股份）之債權證券或股權證券、或公司之其他證券，但不包含任何員工激勵計畫或認股協議、認股權憑證、選擇權、或本章程第 18 條規定之股份發行。

「註冊辦公室」　係指本公司目前之註冊辦公室。

「股東名簿」　係指本公司依本法設置之登記名冊。

「薪資報酬委員會」　係指依公開發行公司法令設置，隸屬於董事會之委員會。

「中華民國」　係指臺灣，中華民國。

「公司章」　係指本公司印章並包括每一個複製章。

「股份」	係指就本公司資本所發行股份，包括畸零股。
「股務代理機構」	係指經臺灣主管機關發給執照，依據公開發行公司法令得提供特定股務服務之代理人。
「股份轉換」	係指本公司依中華民國企業併購法規定，讓與全部已發行股份予他公司，而由他公司以股份、現金或其他財產支付公司股東作為對價之行為，反之亦同。
「簽署」	包含簽名或以機械方式蓋印之簽名。
「特別盈餘公積」	係指依公開發行公司法令所規定之定義。
「特別決議」	係指由有權股東親自或經由代理人（如允許委託）於公司股東會（開會通知中載明該提案擬以特別決議通過）以不少於出席股東三分之二表決權同意之多數決所為之決議。
「分割」	係指一公司將其得獨立營運之全部或任一之營業讓與既存或新設之他公司，作為既存或新設之受讓公司發行新股予為轉讓之該公司或該公司股東對價之行為。
「本法」	係指當時有效已修正及每次依法修訂或重訂之開曼群島公司法。
「從屬公司」	指((i)公司持有其已發行有表決權之股份總數或資本總額超過半數之公司；或(ii)公司、其從屬公司及控制公司直接或間接持有其已發行有表決權之股份總數或資本總額合計超過半數之公司。
「重度決議」	係指 (i)由代表公司已發行股份總數三分之二或以上之股東出席股東會，出席股東表決權過半數同意通過的決議；或 (ii)若出席股東會的股東代表股份總數雖未達公司已發行股份總數三分之二，但超過公司已發行股份總數之半數時，由該股東會出席股東表決權三分之二或以上之同意通過的決議。
「臺灣集中保管結算所」	係指臺灣集中保管結算所股份有限公司。
「證券交易所」	係指臺灣證券交易所股份有限公司。
「實體股東會」	指股東到開會地點參與之股東會。
「視訊輔助股東會」	指公司召開實體股東會並以視訊輔助，股東得選擇以實體或以視訊方式參與。
「視訊股東會」	指公司僅以視訊方式召開股東會，股東僅得以視訊方式參與。

(b) 除另有規定外，本法及本章程定義之名詞，應依該定義。

(c) 於本章程，除另有規定外：
- (i) 僅表示單數之文 字包括複數在內，反之亦然。
- (ii) 僅表示男性之文字包括女性在內。
- (iii) 僅表示個人之文字應包括公司、社團或團體在內，無論是否已設立。
- (iv) 所提及任何法律或規章的規定應理解為包括該規定的修正、修改、重新制定或替代規定。
- (v) 帶有「包括」、「尤其」或任何類似之表達語句應理解為僅具有說明性質，不應限制其所描述之詞語的意義。
- (vi) 《電子交易法》的第 8 部分不適用於本章程 。

(d) 標題僅為參考方便，不應影響本章程之架構。

營業開始

3.
(a)本公司設立後得於董事會認為合宜時，立即開始本公司業務。

(b) 董事會得以本公司資本或任何其他金錢，就支付本公司成立與設立時所招致之所有支出，包括註冊支出在內。

4. 除本法另有規定外，本公司發行之股份應以無實體發行，並依公開發行公司法令洽臺灣集中保管結算所登錄發行股份之相關資料。如董事會決議印製股票時，依股東名簿記載為股東之人有權依董事會決議之股票印製形式取得股票。股票得蓋有公司印章或機器蓋印之授權簽字。所有股票應連續編號或予以識別，並應指明與該股票相關之股份。所有為了轉讓目的而繳交予本公司之股票，應予以註銷。於繳交並註銷與所表彰股份相同編號的舊股票之前，不得簽發新股票。

5. 若董事會依第 4 條之規定決議印製股票時，公司應於依本法、章程大綱、章程及公開發行公司法令得發行股票之日起 30 日內，對認股人交付股票，並應依公開發行公司法令於交付股票前公告之。

6. 股份不得登記為超過一位股東名下。

7. 若股票磨損、遺失或毀損，得提出證明、賠償並支付公司在調查證據過程中所生之合理費用，換發新股票，該相關費用由董事會定之，並（在塗污或磨損之情形）於交付舊股票時支付之。

股份發行

8.
(a) 根據本法、章程大綱、章程和公開發行公司法令(以及股東會上公司可能給予的任何指示)，在不會影響先前賦予既存股份持股人之任何特別權利之情況下，董事會得將在股利、表決權、資本返還或其他方面具有或無優先、遞延或其他特別權利或限制之本公司股份，董事會得在其認為適合之時間及條件，向其所認為適當之人分配、發行、給予選擇權或以其他方式處分股份；本公司有權贖回或買回任何股份，分割或合併任何股份，及就其資本之全部或一部發行，無論是否有優先權、特別之權利、遞延權或其他任何條件或限制等，但即

使本公司章程含有任何相反條款，本公司不得發行無記名式股份、認股權證、息票或證券。

(b) 本公司不得發行任何未繳納股款或繳納部分股款之股份。

9.

(a) 於不違反本法、本章程及公開發行公司法令之情況下，公司非依股東會決議減少資本，不得銷除其股份；減少資本，應依股東所持股份比例減少之。

(b) 於不違反本法及公開發行公司法令之情況下，公司減少資本得以每股面額以現金以外財產退還股款；其退還之財產及抵充之數額，應經股東會決議，並經該收受財產股東之同意。

(c) 第 9(b)條財產之價值及抵充之數額，董事會應於股東會前，送交中華民國會計師查核。

特別股

10. 經三分之二以上董事之出席及出席董事過半數通過之決議及股東會之特別決議，本公司得發行較普通股有優先權利之股份（「特別股」）。

11. 於依第 10 條發行特別股前，本章程應修訂以明定特別股之權利義務，包括但不限於下列各款事項，且特別股之權利及義務應不違反公開發行公司法令有關於特別股權利及義務之強制規定，特別股權利變動時亦同：

(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（包括無表決權特）；

(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；

(e) 與特別股權利義務有關之其他事項。

發行新股

12.

(a) 本公司發行新股，應經董事會三分之二以上董事之出席及出席董事過半數之同意。新股份之發行應限於公司之授權資本額內為之。

(b) 每次新股份發行時，董事會得保留特定比例新股，授權董事長依其合理裁量決定之本公司與從屬公司之員工承購。

13.

(a) 除股東於股東會另以普通決議為不同決議外，公司現金增資發行新股時，應公告及通知各股東其有優先認購權，得按照原有股份比例儘先分認，股東得於該股東會決議放棄優先認購權。本公司應於前開公告中聲明，如股東未依指定之期限依原有股份比例認購新發行之股份者，應視為喪失其優先認購權。於不違反第 6 條之情況下，如原有股東持有股份比例不足以行使優先認購權認購一新股者，得依公開發行公司法令合併共同認購或歸併一人認購。已認購本公司現金增資發行新股之人，如有延欠應繳之股款，本公司應定一個月以上之期限催告該認股人繳款，並聲明倘認股人逾期不繳納應繳之股款時，本公司得認定該認股人喪失其認購權。縱有前述規定，如本公司訂定之股款繳納期間為一個月以上者，本公司得於認股人逾期不繳納股款時，即認定其喪失認購權。如新發行之股份未經原有股東於

指定期限內認購完畢者，本公司得依公開發行公司法令將未經認購之新股於中華民國公開發行或洽由特定人認購之。

(b) 股東之新股認購權得獨立於該股份而轉讓。新股認購權轉讓之規則與程序應依據本公司制定之政策，且相關政策應符合本法、章程大綱、章程及公開發行公司法令。

14. 本公司於中華民國境內辦理現金增資發行新股時，除董事會依據公開發行公司法令及/或金管會或指定證券市場之指示而為公司無須或不適宜對外公開發行之決定外，應提撥發行新股總額之百分之十，在中華民國境內對外公開發行，但股東會另有較高提撥比率之決議者，從其決議。

15.

(a) 除本章程另有規定外，本公司得通過重度決議，在中華民國境內對下列之人進行有價證券之私募：

(i) 銀行業、票券業、信託業、保險業、證券業或其他經中華民國證券主管機關核准之法人或機構。

(ii) 符合中華民國證券主管機關所定條件之自然人、法人或基金。

(iii) 本公司或其關係企業之董事、監察人（如有適用）及經理人。

(b) 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。

16. 第 13 條規定之優先認購權，於本公司因以下原因或基於以下目的發行新股時，不適用之：

(a) 與他公司合併、公司分割、或組織重組有關；

(b) 與公司履行其認股權憑證及/或認股權契約之義務有關，包括第 18 條所規定者；

(c) 與公司履行可轉換公司債或附認股權公司債之義務有關；

(d) 與公司履行附認股權特別股之義務有關；或

(e) 與私募有關。

17. 通知股東行使優先權之期間及其他規則及程序、實行方式，應依董事會所訂之政策制定，該相關政策應符合本法、章程大綱、章程及公開發行公司法令。

18.

(a) 本公司得經董事會以三分之二以上董事之出席及出席董事過半數同意之決議，通過一個以上之激勵計畫並依該方案授予股份、選擇權、認股權憑證或其他類似之證券予本公司或從屬公司之員工。規範此等激勵計畫之規則及程序應依董事會制定之政策，並應符合本法，章程大綱、章程及公開發行公司法令。

(b) 依前述第 18(a)條發行之選擇權、認股權憑證或其他類似之權證不得轉讓，但因繼承者不在此限。

19.

(a) 本公司得依前述第 18 條所定之激勵計畫，與其員工或從屬公司之員工簽訂認股權契約，約定於一定期間內，員工得認購特定數量之公司股份。此等契約之條款對相關員工之限制不得低於其所適用之激勵措施所載條件。

(b) 本公司發行限制員工權利新股者，應以重度決議通過之。其發行數量、發行價格、發行條件及其他應遵循事項，應符合本法及公開發行公司法令之規定。

20.
(a) 本公司於指定證券市場交易之期間內，公司於買回自己股份後，以低於實際買回股份之平均價格轉讓予本公司員工，應經最近一次股東會重度決議之同意，並應於該次股東會召集事由中列舉並說明下列事項，不得以臨時動議提出：
   (i) 所定轉讓價格、折價比率、計算依據及合理性。
   (ii) 轉讓股數、目的及合理性。
   (iii) 認股員工之資格條件及得認購之股數。
   (iv) 對股東權益影響事項，包括可能費用化之金額及對公司每股盈餘稀釋情形，及說明低於實際買回股份之平均價格轉讓予員工對公司造成之財務負擔。

(b) 歷次股東會通過且已轉讓予本公司員工之股數，累計不得超過公司已發行股份總數之百分之五，且單一認股員工其認股股數累計不得超過公司已發行股份總數之千分之五。

(c) 公司收買自己股份轉讓予本公司員工者，得由董事會自由裁量決定限制員工在一定期間內不得轉讓。但其期間最長不得超過二年。

21. 本公司及其從屬公司之董事非前述第 18 條所定員工激勵計畫之對象，但如董事亦為本公司或其從屬公司之員工，該董事得基於員工身分（而非董事身份）參與員工激勵計畫。

股東名簿

22. 本公司應保存其股東名簿。董事會應於開曼群島境內或境外，於其認為適當之處所備置一份或數份之股東名簿。

23. 無論本章程是否有其他規定，於不違反開曼法律之情形下，於指定證券市場交易之無實體發行股份之持有人詳情應由臺灣集中保管結算所提供予公司之紀錄上所載之人為股東，且該紀錄應構成公司股東名簿之一部。

24. 為決定有權獲得股東會或股東會延會通知之股東，或有權在股東會或股東會延會投票之股東，或有權獲得股利之股東或為其他目的而需決定股東名單者，董事會應決定股東名簿之閉鎖期間，且該閉鎖期間不應少於公開發行公司法令規定之股東會召開前之最少期間。

25. 於依第 24 條之限制下，除股東名簿變更之停止外，或為取代股東名簿變更之停止，董事會為決定有權獲得股東會通知，或有權在股東會或股東會延會投票之股東名單，或為決定有權獲得股利或為任何其他目的而需決定股東名單時，得預先或延後指定一特定日作為基準日。董事會依本第 25 條規定指定基準日時，該基準日應係於股東會開會日前，且董事會應依公開發行公司法令透過公開資訊觀測站公告該基準日。

26. 有關執行股東名簿停止變更期間之規則及程序，包括向股東發出有關停止變更期間之通知，應依據董事會通過的政策（董事會可隨時變更之），該相關政策應符合本法、章程大綱、章程及公開發行公司法令之規定。

股份轉讓

27. 於不違反本法及公開發行公司法令之情況下，本公司發行之股份應得自由轉讓。但公司保留給員工承購之股份，得由董事會自由裁量決定限制員工在一定期間內不得轉讓。但其期

間最長不得超過二年。

28. 在不違反本章程及公開發行公司法令之情況下，股東得轉讓其全部或一部之股份。股份轉讓書應由讓與人或其代表人簽署，於受讓人之名稱登記於公司股東名簿前，讓與人應被視為股份持有者。

29. 股份轉讓登記得於股東名簿依本章程第 24 條停止過戶登記時暫停。

30. 於不違反開曼群島法律之情況下，於指定證券市場交易之無實體發行股份之轉讓，得依指定證券市場或公開發行公司法令所認為適當之移轉或處理方式為之。

31. 縱有第 28 條之規定，於不違反開曼群島法律之情況下，董事會得同意無實體發行之公司各種類股份透過相關系統（包括臺灣集中保管結算所之相關系統），以不簽署轉讓文件之方式轉讓。

股份買回

32.

(a) 於不違反本法、章程大綱、章程及公開發行公司法令之情況下，本公司得依董事會三分之二以上董事之出席及出席董事過半數之同意，決議於指定證券市場買回上市有價證券。

(b) 前條董事會決議及執行情形，應於最近一次之股東會報告；其因故未買回上市有價證券者，亦同。

33. 本公司得依本法及公開發行公司法令允許之任何方式，支付其買回股份之股款。

股份權利變更

34. 無論本公司是否處於清算程序，如本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定外，該類股份之權利得經該類股份持有人之股東會特別決議變更或取消之。縱有前述規定，如本章程之任何修改或變更將損及任一種類股份之優先權，則相關之修改或變更除經公司股東會特別決議外，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。章程中與股東會有關之規定應適用於每一相同種類股份持有人之會議。

35. 股份持有人持有發行時附有優先權或其他權利之股份者，除該類股份發行條件另有明確規定外，其權利不因創設或發行與其股份順位相同之其他股份而被視同變更。

股份移轉

36. 股東死亡時，若該股份為共同持有者，其他尚存活之共同持股人，若該股份為單獨持有者，則其法定代理人，應為本公司承認唯一得享有其股份利益之人，但並未免除任何該死亡持股人之遺產應就該持股人單獨或與其他人共同持有之任何股份所應負擔之任何責任。

37. 因股東死亡、破產、清算、解散（或因轉讓以外之任何其他方式）而對某一股份享有權利之人，應以書面通知本公司，且經提示董事會隨時要求之證據，選擇以其本身登記為該股份持股人，或將該股份轉讓給死亡者或破產人可能指定為受讓人之其他人，並使該人士登記為該股份之受讓人。

股東會

38. 除年度股東常會外之所有股東會，應稱為股東臨時會。

39. 本公司應於每一會計年度終了後六個月內召開股東會作為年度股東常會，並應於開會通知中載明該會議為股東常會。

40. 董事會得於必要時，召開股東會。本公司股份於指定證券市場交易之期間內，股東會亦得由在股東提出請求日持有不低於當時已發行股份總數合計百分之三之股份，且持有該股份至少一年之股東，以書面請求召開。

41. 前述第 40 條所規定股東之請求，應以書面記明提議事項及理由，並由提出請求者簽名，交存於本公司註冊辦公室或股務代理機構,，且得由格式相似的數份文件構成，每一份由一個或多位請求者簽名。

42. 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，則提出請求之股東得依據公開發行公司法令，報經主管機關許可，自行召集股東臨時會。

42-1. 繼續三個月以上持有已發行股份總數過半數股份之股東，得自行召集股東臨時會，毋庸向主管機關申請許可。股東持股期間及持股數之計算，以停止股票過戶時之持股為準。

43.

(a) 除本法另有規定外，實體股東會應於中華民國境內召開。本公司股份於指定證券市場交易之期間內，如董事會決議在中華民國境外召開實體股東會，公司應於董事會決議或股東取得主管機關召集許可後二日內申報證券交易所同意。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投票事宜）。

(b) 股東會開會時，得以視訊輔助股東會或視訊股東會，或其他經中華民國公司法主管機關公告之方式為之。如採視訊輔助股東會或視訊股東會，應告知股東，公司所使用的視訊會議平台。股東透過視訊會議平台參與會議者，視為親自出席。

(c) 股東會以視訊會議為之，公司應符合之條件、作業程序及其他應遵行事項，應遵循公開發行公司法令。

股東會通知

44.

(a) 股東常會應至少於三十日通知各股東，股東臨時會應至少於十五日前通知各股東。每次通知之發出日或視為發出日及送達日應不予計入，並應指明會議地點、日期與時間以及召集事由。本公司股份於指定證券場所交易之期間內，對於持有公司股份未滿一千股之股東，股東常會及股東臨時會之開會通知得以公告方式為之。

(b) 本公司應將與會議討論事宜有關之說明資料與通知一併依第 44(a)條規定發出，並應透過公開資訊觀測站傳輸該資料及通知。公司股東會採行書面行使表決權者，並應將書面表決權用紙，併同寄送給股東。

45. 意外遺漏未將股東會通知予有權收受該通知之任何股東，或該股東未收到股東會通知，該股東會之程序不因之無效。

46. 本公司股份於指定證券市場交易期間內，本公司應為每次股東會準備議事手冊及相關資料，並應於股東常會開會二十一日前或股東臨時會開會十五日前，於公開資訊觀測站公告之。但公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東

常會開會三十日前完成前開電子檔案之傳送。

47. 下列事項，應載明於股東會召集通知並說明其主要內容，不得以臨時動議提出；其主要內容得置於證券主管機關或公司指定之網站，並應將其網址載明於通知：
(a) 選任或解任董事；
(b) 變更章程；
(c) 公司解散、合併、股份轉換、或分割；
(d) 締結、變更或終止關於出租全部營業、委託經營或與他人經常共同經營之契約；
(e) 讓與全部或主要部分之營業或資產；
(f) 受讓他人全部營業或財產而對公司營運有重大影響者；
(g) 解除董事所為之與公司業務範圍相同行為之競業禁止；
(h) 以發行新股之方式，分派股息或紅利之全部或一部分；將法定盈餘公積及因發行股票溢價或受領贈與所得之資本公積，以發行新股或現金方式，分配與原股東者；
(i) 公司私募發行具股權性質之有價證券；及
(j) 依本章程第 20 條規定轉讓股份予員工；
(k) 減資；
(l) 申請停止公開發行。

股東會議事程序

48. 除非股東會在進行任何議程時之出席成員已達法定人數，否則不得為任何決議。除章程另有規定外，代表已發行股份總數過半數之股東親自或委託代理人出席，應構成股東會之法定出席股份數。

49. 於相關之股東名簿停止過戶期間前，持有已發行股份總數百分之一以上股份之股東，得於由董事會制訂並經股東會普通決議通過之股東會議事規則所規定之範圍內，依該規則以書面或電子方式向本公司提出一項股東常會議案。於提案時，應遵循下列程序：
(a) 下列提案均不列入議案：（i）提案股東持股未達已發行股份總數百分之一者，（ii）該議案事項非股東會所得決議者，（iii）該提案股東提案超過一項者，或（iv）該議案於公告受理期間外提出者。
(b) 本公司應於股東名簿停止過戶期間前，依公開發行公司法令，公開受理股東之提案、受理處所及受理期間；其受理期間不得少於十日。
(c) 股東所提議案以三百字為限，超過三百字者，該提案不予列入議案；提案股東應親自或委託他人出席股東會，並參與該項議案討論。
(d) 股東提案係為敦促公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。
(e) 本公司應於股東會召集通知前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。

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

51. 股東會如由董事會召集，其主席應由董事長擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人或所指定之代理人因故不能行使代理職權時，應由其他出席董事互推一人代理之。股東會如由董事會以外之其他召集權人召

集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

52. 除本法、章程大綱或章程另有明文規定外，任何於股東會上提出交由股東決議、同意、採行、確認者，應以普通決議為之。

53. 在會議上進行投票之決議應通過投票方式決定。於需要投票並計算多數決時，應注意章程授予每一股東的投票數。在會議上進行投票的決議不得以舉手表決之方式決定之。

54. 在票數相同之情形下，主席均無權投下第二票或決定票。

55. 章程任何內容不得妨礙任何股東向有管轄權之法院提起訴訟，以尋求與股東會召集程序之不當或不當通過決議有關的適當救濟。股東得於決議之日起三十日內向有管轄權法院起訴，因前述事項所生之爭議並得以臺灣臺北地方法院為第一審管轄法院。

56. 在不違反當時各股份所附權利或限制下，每一親自出席或委託代理人出席之股東，就所持有之每一股份均有一表決權。

57. 於共同股份持有人之情形，共同股份持有人應從中選出一代表以行使其股東權益，且該代表所行使之表決權（親自或委託代理人）應被接受並排除其他共同股份持有人行使表決權。

58. 心神喪失或有管轄權法院已裁定為精神喪失之股東，得由其監護人或該法院指派具監護人性質之其他人行使表決權，且該等監護人或其他人士得由代理人代為行使表決權。

59. 除非於認定基準日已登記為本公司之股東，且除非該成員已支付相關催繳股款或其他款項，否則任何人無權於任何股東會上行使表決權。

60. 有表決權之股東在適當時間對行使表決權者資格提出異議者，應提付該股東會主席，主席對該異議之決定應具最後確定效力。

61. 表決得親自進行或透過代理人進行。一股東僅得以一份委託書指定一代理人出席會議並行使表決權。

62.
(a) 本公司之股份於指定證券市場交易之期間內，電子方式為股東會之表決權行使管道之一。
(b) 如表決權得以書面投票或電子方式行使時，行使表決權之方式應載明於寄發予股東之股東會通知。股東依前述規定以書面股票或電子方式行使其於股東會之表決權時，應視為親自出席該次股東會。但就該次股東會之臨時動議及/或原議案之修正，股東應視為已拋棄其就該次股東會之臨時動議及原議案修正之通知及表決權之權利。
(c) 股東以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。

63. 如股東依第 62 條規定向本公司送達其以書面或電子方式行使表決權之意思表示後，欲親自出席股東會者，應於股東會開會二日前，以與行使表決權相同之方式，另行本公司送達其欲撤銷其之前行使表決權之意思表示。如股東超過前述期限撤銷其意思表示者，以書面或電子方式行使之表決權為準。

64. 於不違反本法之情況下，公司得隨時以特別決議：

(a) 變更公司名稱；
(b) 修改章程；章程之變更如有損害特別股股東之權利者，另需經特別股股東會之決議
(c) 修改章程大綱所規範之目的、權限或其他事務；或
(d) 以法律允許之任何方式減少資本及資本贖回準備金；

65. 於不違反本法之情況下，本公司得隨時以重度決議：
(a) 締結、變更或終止關於出租全部營業、委託經營或與他人經常共同經營之契約；
(b) 讓與全部或主要部分之營業或財產；
(c) 受讓他人全部營業或財產而對公司營運有重大影響者；
(d) 解任董事；
(e) 解除董事為自己或他人與公司競業之禁止；
(f) 依本章程第 123 條，將可分派股息及或紅利及/或其他款項撥充資本；
(g) 進行合併、分割、股份轉換、或私募，惟符合本法定義之「合併」時，除本章程規定外，亦應符合本法之要求；
(h) 發行限制員工權利新股者；或
(i) 申請停止公開發行。

65-1. 本公司股份於指定證券市場交易之期間內，如遇有參與合併後消滅、概括讓與、股份轉換或分割而致終止上市，且存續、受讓、既存或新設之公司為非上市（櫃）公司者，應經本公司已發行股份總數三分之二以上股東同意。

66. 於不違反本法之情況下，公司得依下列規定自願解散：
(a) 如係因本公司不能清償到期債務，以股東會普通決議自願解散；或
(b) 如有前述第 66 (a)條以外之事由，以股東會特別決議自願解散。

67.
(a) 任命代理人之文件應以書面為之，並應由任命人或由任命人書面授權之法定代理人蓋章或親筆簽章，或如任命人為公司，則由在該方面其合法授權之高級職員或代理人蓋章或親筆簽章。代理人無須為本公司股東成員。
(b) 一股東以出具一委託書，並以委託一人為限。

68. 本公司之股份於指定證券市場交易之期間內，於不違反公開發行公司法令之情況下，除依中華民國法律組織之信託事業或股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權數不得超過股票停止過戶登記前已發行股份總數表決權之百分之三；超過時其超過的表決權，不予計算。

69. 如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，以代理人出席行使之表決權為準。

70.
(a) 本公司股份於指定證券市場交易期間內，委託書應至少於委託書所載受委託人代理投票之股東會或其延會至少五日前送達本公司在中華民國之股務代理機構辦公室，或送達於股東會召集通知或公司寄出之委託書上指定之處所。除非股東在後送達之文件中明確以書面聲明撤銷先前之委託，否則若本公司收到同一股東之數份委託投票文件時，以最先送達之文件為準。
(b) 委託書送達公司後，股東欲親自出席股東會或欲以電子方式行使表決權者，應於股東會開會二日前，以書面向公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決

權為準。

71. 委託書應以本公司核准之格式為之，並載明僅為特定股東會使用。委託書格式內容應至少包括(a) 填表須知、(b)股東委託行使事項、及 (c)股東、受託代理人及徵求人（如有）基本資料等項目，並以郵寄或電子傳送與股東會召集通知同時提供予股東。此等通知及委託書用紙應於同日分發予各股東。

72. 本公司之股份於指定證券市場交易期間內，委託書之使用與徵求應遵循公開發行公司法令，包括但不限於「中華民國公開發行公司出席股東會使用委託書規則」。

73.

(a) 任何登記為本公司股東之公司，得依該公司章程，或如無該章程則依該公司董事會或其他管理機構有權機關之決議，授權其認為適合之人士，於本公司任何會議或本公司任何種類成員股東會議擔任其代表人，對於該公司如為本公司登記自然人成員時可得行使之權力，該被授權人士應有權行使同樣權力。該被授權之人有權代表該法人股東行使與作為個人股東。

(b) 股東係為他人持有股份時，股東得主張分別行使表決權。上述分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵行事項，應遵循公開發行公司法令規定。

74. 下列之股份除不得行使表決權外，亦不得列入股東會之股東法定出席人數及不算入已出席股東之表決權數：

(a) 本公司依本法持有之股份；

(b) 被本公司持有已發行有表決權之股份總數或股權總數超過半數之從屬公司，所持有本公司之股份；或

(c) 本公司及其從屬公司直接或間接持有他公司已發行有表決權之股份總數或股權總數超過半數之他公司，其持有本公司之股份。

75.

(a) 對於股東會討論之事項，有自身利害關係且其利益可能與本公司之利益衝突之股東，就其所持有之股份，不得在股東會上就此議案加入表決，但為計算法定出席股份數門檻之目的，此等股份仍應計入出席該股東會所代表之股份數。前述股東亦不得代理其他股東行使表決權。

(b) 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。

股東會議事錄

76. 股東會之議決事項，應作成議事錄，載明會議之年、月、日、場所、議事經過之要領及結果、主席姓名及議決方法、出席股東人數、代表股數，由股東會主席簽名或蓋章，以公告方式為之。上項議事錄，在公司存續期間，應永久保存。

異議股東股份收買請求權

77. 於下列決議經股東會通過之情形下，於會議前已以書面通知本公司其反對該項決議之意思表示，並在股東會上投票反對或放棄表決權之股東，可請求本公司以當時公平價格收買其所有之股份：

(a) 公司締結、修改或終止有關出租公司全部營業，委託經營或與他人經常共同經營之契約；

(b) 公司轉讓其全部或主要部分之營業或財產，但公司因解散所為之轉讓，不在此限；或

(c) 公司受讓他人全部營業或財產，對公司營運產生重大影響者。

78. 本公司之股份於指定證券市場交易之期間內，於不違反本法及公開發行公司法令之前提下，在本公司之任一部分被分割或與另一公司進行合併、收購或股份轉換時，放棄對該議案之表決權並就該議案在股東會前或股東會中以書面表示異議，或以口頭表示異議（並經紀錄）之股東，得要求本公司以當時公平價格收買其所有之股份。

79.

(a) 股東依前二條所規定之請求應在股東會決議日起二十日內，向本公司提出記載請求買回之股份種類和數額的書面請求。在本公司與提出請求之股東就該股東所持股份之收買價格（以下稱「股份收買價格」）達成協議之情形下，本公司應在決議日起九十日內支付價款。未達成協議者，本公司應自決議日起九十日內，依其所認為之公平價格支付價款予未達成協議之股東；本公司未支付者，視為同意股東請求收買之價格。

(b) 股東依第 78 條規定請求時，在本公司未能在決議日起六十日內與股東達成協議之情形下，本公司應於此期間經過後三十日內，以全體未達成協議之股東為相對人，聲請法院為價格之裁定，並得以臺灣臺北地方法院為第一審管轄法院。

(c) 股東對前二條所放棄表決權之股份數，不算入已出席股東之表決權數。

董事會

80. 本公司設董事九至十三人(包括至少三席獨立董事）組織董事會，每一董事任期三年，得連選連任。於符合相關法令要求（包括但不限於對上市之要求）之前提下，本公司得於前述董事人數範圍內隨時以普通決議增加或減少董事人數。

81. 除經指定證券市場核准者外，互為具有配偶關係或二親等以內之親屬關係之董事席次，應少於董事總席次之半數。

82. 本公司召開股東會選任董事，當選人不符合第 81 條規定時，不符規定之董事所得選票代表選舉權較低者，以符合第 81 條規定之必要限度內，其當選失效。已充任董事違反前述規定者，當然解任。

83. 本公司之股份於指定證券市場交易之期間內，除公開發行公司法令另有許可外，應設置獨立董事人數不得少於三人。於公開發行公司法令要求範圍內，獨立董事其中至少二人應在中華民國設有戶籍。

84. 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。本公司之股份於指定證券市場交易期間內，獨立董事之專業資格、持股與兼職限制、獨立性之認定，應依公開發行公司法令之規定。本公司之股份於指定證券市場交易之期間內，獨立董事依公開發行公司法令不具備擔任獨立董事之資格者，當然解任。

董事選舉

85. 本公司得於股東會選任任何人為董事，其投票應依下述第 86 條計算。

86. 董事之選舉應採行累積投票制，其程序由董事會通過且經股東會普通決議採行之，每一股東得行使之投票權數與其所持之股份乘上應選出董事人數之數目相同（以下稱「特別投票權」），任一股東行使之特別投票權總數得由該股東依其選票所指明集中選舉一名董事候選人，或分配選舉數董事候選人。 無任一投票權受限於特定種類、派別或部別，且任一股東均應得自由且不受限地指定是否將其所有投票權集中於一名或任何數目之候選人。由所得選票代表投票權較多之候選人，當選為董事。如選任超過一名以上董事時，由所得

選票代表投票權較其他候選人為多者，當選為董事。該累積投票制度之規則與程序，應隨時符合董事會所擬定並經股東會普通決議通過之政策，該政策應符合章程大綱、章程及公開發行公司法令之規定。

87. 本公司股份於指定證券市場交易之期間內，董事(含獨立董事)之選舉應採用符合公開發行公司法令之候選人提名制度。該候選人提名之規則及程序應符合董事會並經股東會普通決議通過後所隨時制定之政策，該政策應符合本法、章程大綱、章程、及公開發行公司法令之規定。為免爭議，董事（不包含獨立董事）應由股東自董事（不包含獨立董事）候選人名單中選任；獨立董事應由股東自獨立董事候選人名單中選任。

88. 獨立董事因故辭職或解任，致人數不足本章程規定時，本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，董事會應於六十日內，召開股東臨時會補選獨立董事以填補缺額。

89.

(a) 董事因故解任，致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達經選任之董事總席次三分之一者，本公司應於六十日內，召開股東臨時會補選之。

(b) 股東會於公司董事任期未屆滿前，改選全體董事者，如未決議董事於任期屆滿始為解任，視為提前解任。

董事利益

90. 董事得於本公司兼任其他職務（審計職務除外），其期間及條件（如報酬及其他條件）由董事會決定。

91. 董事報酬應授權由董事會議定之，但本公司股票於指定證券市場交易期間內，該報酬之金額應由薪資報酬委員會決定。董事報酬應依其對本公司營運參與之程度及貢獻價值，參酌台灣及國際之一般業界標準，並考慮公司盈虧決定之。因參與董事會、董事會指定之委員會、公司股東會或與公司業務相關或為執行董事一般職務而適當支出之差旅費、住宿費及其他費用，董事得請求支付。董事並有權依本法、公開發行公司法令（於本公司之股份於指定證券市場交易之期間內）、服務契約或其他與本公司簽訂之類似協議，受領其報酬。

92. 於不違反本法及公開發行公司法令之前提下，董事得親自或透過其公司為本公司提供專業服務，且該董事或其公司，得如同其非為董事情況下就所提供之專業服務收取報酬；惟本條不構成授權董事或其公司得擔任本公司稽核職務。

93. 董事如在本公司業務範圍內為自己或他人從事行為，應於從事該行為之前，於股東會上向股東揭露該等利益之主要內容，並在股東會上取得重度決議許可。如董事違反本條規定，為自己或他人為該行為時，股東得以普通決議，要求董事交出自該行為所獲得之任何所有收益，但自相關所得發生後逾一年者，不在此限。

94.

(a) 董事對於董事會議之事項，有自身利害關係時，應於當次董事會說明其自身利害關係之重要內容。於本公司進行併購時，本公司董事應向董事會及股東會說明其與併購交易自身利害關係之重要內容及贊成或反對併購決議之理由。本公司並應於股東會召集事由中敘明董事利害關係之重要內容及贊成或反對併購決議之理由，其內容得置於中華民國證券主管機關或公司指定之網站，並應將其網址載明於通知。

董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就前項會議之事項有利害關係者，視為董事就該事項有自身利害關係。

(b) 對董事會會議討論事項有個人利害關係且其利益與公司利益可能衝突之董事，不得行使表決權或代理其他董事行使表決權，根據上述規定，不得行使表決權或代理行使表決權之董事，其表決權不應計入已出席董事會會議董事之表決權數。

95.

(a) 於不違反本法規定、本章程、公開發行公司法令（於本公司之股份於指定證券市場交易之期間內）、股東會通過之決議之情況下，本公司業務應由董事會執行，董事會得支付因發起、註冊與設立本公司所產生之所有支出，且得行使本公司之一切權力。

(b) 董事應忠實執行業務並盡善良管理人之注意義務，如有違反致公司受有損害者，負損害賠償責任。該行為若係為自己或他人所為時，股東會得以決議，將該行為之所得視為公司之所得。

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

(d) 公司之經理人在執行職務範圍內，應負與公司董事相同之損害賠償責任。

96. 董事會得任命任何人（無論其是否為董事）為經理或管理公司事務之代理人，擔任其認為妥適之公司職責，該名經董事會任命之人並得由董事會解任之。經理人之報酬由董事會決定之，但本公司股票於指定證券市場交易期間內，該報酬之金額應由薪資報酬委員會決定。

97. 所有支票、本票、票據、匯票與其他可轉讓支付工具以及付款予本公司之收據，應依董事會決議決定之方式為簽名、簽發、承兌、背書或以董事會決議之其他方式簽署。

98. 董事會得行使本公司所有權力借款，以承諾、財產與未催繳之股本或其任何部分設定抵押或設定負擔，以及直接發行公司債、債券與其他有價證券作為本公司或任何第三人之任何債務、責任或義務之擔保。

99. 於不違反本法及公開發行公司法令（於本公司之股份於指定證券市場交易之期間內）之情況下，董事會得委派由其成員所組成之委員會行使其職權；各該委員會於行使職權時應遵守董事會頒布之相關規定。於不違反董事會所訂準則及規則下，各委員會之開會期議事程序應遵守本章程對董事會之開會及其議事程序所為之規定。

100. 董事會得隨時以授權書或其他方式指定任何公司、事務所、個人或團體（無論由董事會直接或間接提名），擔任公司之代理人，在董事會認為適當的條件與期間下，擁有相關權力、授權及裁量權（但不得超過根據本章程董事會所擁有或得以行使之權力）。該等授權得涵蓋董事會認為適當之條款，以保護或方便與該代理人處理代理事務，並得授權該代理人複委任其權力、授權及裁量權。

董事會程序

101. 董事會執行業務之最低出席人數應為董事會人數之過半數或本章程另行規定之門檻。於計算是否已達最低出席人數時，由代理人代為出席者應視為出席。縱董事有缺額，在任之董事得繼續執行職務，然於董事缺額已使董事會開會無法達到本章程所訂之最低出席人數時，在任之董事得行使召開股東會之權，但不得為其他目的而行使相關權利。

102. 董事無法親自出席董事會時，得指派其他董事做為其代理人，代其參加董事會並依原指派董事之指示進行表決，但董事以受一人之委託為限。委託書應以書面為之並由原指派

董事親自簽名，且應以一般或通用格式或由董事會依其職權核准之格式作成，且須於該代理人被指派之董事會開始前提交予該會議之主席。

103. 任一董事或任一董事授權之本公司高級職員，得召集董事會。會議通知以郵件、電報、傳真、電子郵件或其他可閱讀的形式，將會議通知寄送至董事最近已知之地址或由董事提供予公司聯絡之其他地址時，視為已合法通知。本公司之股份於指定證券市場交易之期間內，董事會之召集應載明事由，至少於七日前通知各董事，但有緊急情事時，得隨時召集之。

104. 出席董事會人員得透過視訊會議方式出席董事會或董事委員會。以該方式參加會議者，視為親自出席。

105. 董事長為董事會之當然主席。董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人或所指定之代理人因故不能行使代理職權時，應由其他出席董事互推一人代理之。

106. 董事會得於其認為適合時開會及延會。除本章程另有相反之明文規定外，任何會議產生之問題，應由出席成員過半數投票決定之，且如投票數相等時，主席不得擁有第二次投票權或否決權。

107. 對於任何董事會或董事委員會所作成之行為，即便其後發現董事選舉程序有瑕疵，或相關董事或部分董事不具備董事資格，該行為與經正當程序選任之董事或具備董事資格之情況下所作出之行為具有同等效力。

108. 董事會應依其決議訂定董事會之議事規則，並將該議事規則提報於股東會，且該議事規則應符合章程，於本公司之股份於指定證券市場交易之期間內並應符合公開發行公司法令之規定。

董事之退職與解任

109. 董事有下列情事之一時，應被解任：

(a) 如其以書面通知本公司，其辭去董事職務；
(b) 經重度決議解任董事職務；
(c) 受破產之宣告或經法院裁定開始清算程序，尚未復權。
(d) 無行為能力或限制行為能力，或受輔助宣告尚未撤銷；
(e) 曾犯組織犯罪，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾五年；
(f) 曾犯詐欺、背信或侵占經受有期徒刑一年以上之刑確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年；
(g) 曾犯貪污治罪條例之罪，經判決有罪確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年；或
(h) 使用票據經拒絕往來尚未期滿。

如董事當選人有前項第（c）、(d)、(e)、(f)、(g) 或(h)款情事之一者，該董事當選人應被取消董事當選人資格。

董事（不含獨立董事）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，且其解任毋需經股東會同意立即生效。

董事（不含獨立董事）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，或於股東會召開前依公開發行公司法令之停止股票過戶期間內，轉讓持股超過二分之一時，其當選失效，毋需經股東會同意。

110. 本公司得隨時以重度決議免職任何董事，不論有無指派另一董事取代之。

111. 董事執行職務，有重大損害本公司之行為或違反法令或章程之重大事項者，股東會未為重度決議將其解任者，持有本公司已發行股份總數百分之三以上之股東，得於股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為第一審管轄法院。

公司章

112.

(a) 依董事會決定,本公司得蓋印僅董事會權限或董事會所授權之董事委員會可得使用之公司章。印章之使用應依董事會制定之印鑑管理辦法（董事會得隨時修改之）為之。
(b) 本公司得於開曼群島以外之任何地方持有一個或數個複製之印章以供使用，每一複製印章均應是公司印章的精確複製品，並由董事會指定之人保管，且若經董事會決定，得在該複製印章表面加上其使用地點之名稱。
(c) 董事會授權之人得在要求其須以公司印章進行驗證之文件上,或提交開曼群島或其他地方公司登記機關之任何文件上，將公司印章加蓋於其簽名上。

職員

113.

(a) 在不違反喪失資格與解任之相關規定下，董事會應選舉董事長，且得以其認為適當之條件指定其認為必要之其他高級職員，履行其認為適當之職責，除非其任命條件另有說明，否則得透過董事會決議解任該高級職員。
(b) 本公司應依公開發行公司法令規定，指定本公司在中華民國境內之訴訟及非訴訟之代理人，並以該代理人為在中華民國境內之負責人。上述代理人應在中華民國境內有住所或居所。

公司記錄

114. 董事應將下列事項以簿冊紀錄留存：

(a) 每一董事會或董事會所組成委員會之出席董事姓名；及
(b) 股東會、董事會及董事會所組成委員會之所有決議及程序。

股利

115.

(a) 本公司年度如有獲利，應提撥稅前獲利之不低於 1.5％作為員工酬勞以及不高於 3%作為董事酬勞。員工酬勞得以現金或股票發放，其對象包括符合一定條件之從屬公司員工，該一定條件得由董事會訂定之。董事酬勞及員工酬勞分派案應經三分之二以上董事出席及出席董事過半數之決議通過，並提股東會報告。但公司尚有累積虧損時，應預先保留彌補數額，再依本項比列提撥員工酬勞及董事酬勞。董事兼任本公司執行主管者得同時受領其擔任董事之酬勞及擔任公司員工之酬勞。
(b) 本公司得依董事會擬訂並經股東以普通決議通過之利潤分配議案分配利潤。董事會應以下述方式擬訂該利潤分配議案：就本公司年度淨利先彌補歷年虧損，並提撥剩餘利潤之 10％作為法定盈餘公積，直至累積法定盈餘公積相當於本公司之實收資本總額。其次，依公開發行公司法令規定或依主管機關要求提撥特別盈餘公積；如尚有餘額，得併同以往年度累積之未分配盈餘為可供分配盈餘，可供分配盈餘由董事會擬具盈餘分配議案，提請股東

會決議分派股東股息紅利。

(c) 本公司目前係處於成長期，基於公司之資本支出、營運擴張及財務規劃的整體考量以維持本公司之持續增長，任何依第 115（a）及/或（b）條規定提撥後所餘之利潤得依本法及公開發行公司法令以股利（包括現金或股票）或紅利進行分配，股利之發放總額應不低於所餘利潤之 10% ，且該項現金股利發放總額應不低於當年度發放股利總額之 10%。

116.

(a) 於不違反本法及章程規定之情況下，董事會得宣佈已發行股份之股利及盈餘分派，並授權使用公司於法律上可動用之資金支付股利或盈餘分派。

(b) 股利或盈餘分派僅得以本公司已實現或未實現利益、或以股份溢價帳戶，或者依本法許可之其他款項支付之。

117.

(a) 董事會應設立股份溢價帳戶，且撥入相當於超過票面金額發行股票所得之溢價金額或價值之款項。

(b) 除本章程或本法另有規定外，法定盈餘公積及資本公積除填補公司虧損外不得使用之。公司除於盈餘公積填補資本虧損仍不足外，不得以資本公積補充之。

118. 除股份所附權利另有規定者外，應根據股東持有股份之比例分派支付所有股利。如果股份發行條件係從某一特定日期開始計算股利，則該股份之股利應依此計算。

119. 股東如有因任何原因應向本公司支付任何款項，董事會得從應支付予該股東之股利或盈餘分派中扣除之。

120. 於不違反本法及本章程規定之前提下，股東會得宣布以任何貨幣分派股息或紅利於股東，但不得超過董事會所建議之金額。本公司股票於指定證券市場交易之期間內，股息或紅利之分派應以新台幣為之。

121. 就任何股份應以現金支付之任何股利、分派、利息或其他款項，得以匯款轉帳予股份持有人，或以支票或憑單支付之，該支票或憑單應郵寄至持股人之登記地址。每張支票或憑單應以寄送對象為受款人。

122. 任何股利或分派，不得對本公司主張計息。

123.

(a) 於不違反本法及本章程第 65（f）條規定之前提下，公司於無虧損時，得將法定盈餘公積及下列之資本公積 － 股份溢價帳戶及受領贈與之所得 － 全部或一部撥充資本，按股東原有持股比例配發新股或現金。以法定盈餘公積發行新股或現金者，以該項公積超過實收資本額百分之二十五之部分為限。

(b) 於不違反本法規定之前提下，本章程第 12（b）條之規定，於本公司以公積或資產增值抵充核發新股予原有股東時，不適用之。

公開收購

124. 董事會於本公司或公司依公開發行公司法令指派之訴訟及非訟代理人接獲公開收購申報書副本及相關書件後十五日內，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) 就本次公開收購人身分與財務狀況、收購條件公平性，及收購資金來源合理性之查證情形，對股東之建議，並應載明董事對本次公開收購同意或反對之明確意見及其所持理由。
(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。

審計委員會

125.
本公司應設立由全體獨立董事組成之審計委員會，其中一人為召集人，且在公開發行公司法令要求之範圍內，至少有一人需具有會計或財務專長。審計委員會決議應經該委員會半數或超過半數成員同意。審計委員會規則及程序應符合隨時經審計委員會成員提案並經董事會通過之政策，相關政策應符合本法、章程大綱、章程及公開發行公司法令之規定與金管會與指定證券市場之指示或要求（如有）。董事會應依其決議訂定審計委員會組織規程，且該規程應符合章程及公開發行公司法令之規定。

126. 任何下列公司事項應經審計委員會半數或超過半數成員同意，共提交董事會進行決議：
(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) 訂定或修正重大財務或業務行為之處理程序，例如取得或處分資產、衍生性商品交易、資金貸與他人，或為他人背書或保證；
(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；
(k) 公司隨時認定或監督公司之任一主管機關所要求之任何其他事項。

前項第（a）款至第（k）款規定之任何事項，除第（j）款以外，如未經審計委員會成員半數或超過半數同意者，得僅由全體董事三分之二或以上同意行之，不受前項規定之限制，並應於董事會議事錄載明審計委員會之決議。

126-1. 審計委員會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、抄錄或複製簿冊文件，並得請求董事會或經理人提出報告。

126-2. 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。

126-3. 審計委員會辦理查核事務，得代表公司委任會計師、律師審核之。

126-4. 獨立董事不得兼任公司經理人或其他職員。

126-5. 本公司於召開董事會決議併購事項前，應由審計委員會就併購計畫與交易之公平性、合理性進行審議，並將審議結果提報董事會及股東會。但依本法規定無須召開股東會決議併購事項者，得不提報股東會。

126-6. 審計委員會進行審議時，應委請獨立專家就換股比例或配發股東之現金或其他財產之

合理性提供意見。

126-7. 審計委員會之審議結果及獨立專家意見，應於發送股東會召集通知時，一併發送股東；但依本法規定併購無須經股東會決議者，應於最近一次股東會就併購事項提出報告。前述應發送股東之文件，經本公司於中華民國證券主管機關指定之網站公告同一內容，且備置於股東會會場供股東查閱，對於股東視為已發送。

薪資報酬委員會

127. 本公司應設置薪資報酬委員會。其成員專業資格、所定職權之行使及相關事項，應遵循公開發行公司法令之規定。薪資報酬應包括董事、經理人之薪資、股票選擇權與其他具有實質獎勵之措施。

會計帳簿

128. 董事會應就下列事項保存適當的會計帳簿：
(a) 本公司收取與支出之所有金錢款項，有關該收入或支出所發生之事項；
(b) 本公司所為之所有買賣；
(c) 本公司之資產與負債。

如所保存之會計帳簿無法映本公司事務的真實與公正情況及解釋其交易，則不應視為已保存適當的會計帳簿。

129. 董事會應決定本公司之帳目與會計帳簿或其任何部分，是否應公開由董事會以外之本公司股東檢閱，並決定可檢閱之範圍、時間與地點，以及檢閱條件或規定；且（董事以外之）本公司股東除依本法賦與或董事會授權或本公司股東會授權其檢閱權外，應無權檢閱本公司之任何帳目、會計帳簿或文件。

130. 董事會得依本法之要求備置損益表、資產負債表、集團合併報表（如有）及其他報告及帳簿於股東會。

131. 委託書及依章程與相關規定製作之文件、表冊、媒體資料，應保存至少一年。但與股東提起訴訟相關之委託書、文件、表冊及/或媒體資料，如訴訟超過一年時，應保存至訴訟終結為止。

132. 本公司之股份於指定證券市場交易之期間內，董事會應根據公開發行公司法令之要求，提交其為年度股東常會所準備之營業報告書、財務報表及盈餘分派或虧損撥補之議案供股東承認或同意，經股東會承認或同意後，董事會應根據公開發行公司法令，將經承認之財務報表及其副本、公司盈餘分派或虧損撥補決議分發給每一股東或公告之。

133. 本公司之股份於指定證券市場交易之期間內，董事會應於股東常會前十日將年度營業報告書、財務報表之副本與審計委員會準備之報告書（如有），備置於股務代理機構之辦事處，股東得於該股務代理機構之通常營業時間內隨時查閱。

134. 董事會應在本公司之登記機構（如有適用）及公司位於中華民國境內之股務代理機構之辦公室備置公司章程、歷居股東會議事錄、財務報表、股東名簿及公司發行之公司債存根簿。股東得檢具利害關係證明文件，指定查閱範圍，隨時請求檢查、查閱、抄錄或複製；公司並應令股務代理機構提供。

134-1. 董事會或其他召集權人召集股東會者，得請求公司或股務代理機構提供股東名簿。

通知

135. 除本章程另有規定外，通知或文件得由本公司或有權通知之人親自或以傳真、附回郵郵寄或以付清費用之可靠快遞服務送達至股東名簿中登記之地址，或於相關法規許可之情況，以電子通訊傳送至股東為收受此一通知以書面確認之電子郵件號碼或地址。於股份為數人共有之情形，所有通知應送達予股東名簿中列為共有人之代表人之人，且此一通知應足以視為對全體共同持股人發出通知。

136. 所有出席本公司任何會議之股東，無論親自或委託代理人出席，均視為已合法收受該會議之開會通知，如有必要，視為已收受會議召集目的之通知。

137. 各通知或文件，如以（a）郵件遞送，於該信郵寄後視為送達；(b）傳真發送，於傳真機印出確認全部文件傳送至收件人傳真號碼之傳真報告後視為送達；(c）快遞服務發送，於交件後視為送達；或（d）電子郵件發送，於發出電子郵件後即視為送達。如通知或文件已正確載明地址並郵寄或交寄，即足以證明已由郵寄或快遞服務送達該通知或文件。

138. 依本章程規定經遞送或郵寄或留存於股東登記地址之通知或文件，縱該股東當時已死亡或破產(無論公司是否收受其已死亡或破產之通知),除該股東姓名於通知或文件送達時已自股東名簿中之該股份持有人下移除外，均應視為就登記於該股名下（單獨或共同）之股份已合法送達該通知或文件。依此所為之送達對該股份之所有利益關係人（無論與該股東共同或自該股東請求而得者）應視為充分送達。

139. 每一股東會之通知應以上述方式，

(a) 向在認定基準日於股東名簿被記載為股東之人為之；

(b) 於股份因股東死亡或破產而移交給法定代理人或破產管理人時，向法定代理人或破產管理人為之。

其他人無權收受股東會通知。

清算

140. 如公司應清算，經公司特別決議同意且取得任何本法所要求之其他許可，並符合公開發行公司法令之情況下，清算人得依其所持股份比例將公司全部或部分財產（無論是否為性質相同之財產）分配予股東，並可為該目的，對任何財產進行估價並決定如何在股東或不同種類股份之股東之間進行分配。經同前述之決議同意及許可，如清算人認為適當，清算人得為股東之利益，將此等財產之全部或一部交付信託。但不得強迫股東接受負有債務之任何股份或有價證券或財產。

141. 如本公司應清算，而可供分配予各股東之資產不足以清償全部股份資本者，該財產應予分配，以使股東得依其所持股份比例承擔損失。如在清算過程中，可供股東間分配之財產足以抵償清算開始時的全部股份資本，剩餘財產應按清算開始時各股東持有之股份比例，分配予各股東。本條規定不應影響依特別條件發行股份之持股人權利。

損害賠償及保險

142.

(a) 於適用之法律（包括本法及公開發行公司法令）允許之最大範圍內，本公司當時董事與高級職員，與個人代表人因為執行其各別職務而為或不為任何行動，而承擔或承受之所有訴訟、法律程序、費用、負擔、損失、損害與支出，均應以本公司資產賠償之，但如因其自

身詐欺、不誠實、故意過失或違誤而承擔或承受者（如果有的話），不在此限；但董事、高級職員無須為任何其他董事、高級職員之行為、收受、過失或違誤負責，或對於本公司為安全保管而將屬於本公司之任何金錢或動產置放或存放於任何銀行業者或其他人員，亦不應就等人員士支付不能而負責，亦不應對本公司任何金錢投資有任何擔保不足之情況負責，亦不應對因上述任何原因造成或執行職務時可能發生之任何其他損失或損害負責，但因該董事、高級職員之故意過失或違誤而發生者，不在此限。

(b) 於未違反開曼群島法律之情況下，繼續六個月以上持有公司已發行股份總數百分之一以上之股東，得以書面請求審計委員會之任一獨立董事成員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。
於收到股東依前段規定提出之請求後 30 日內，受該股東請求之該審計委員會獨立董事成員不提起訴訟時，於未違反開曼群島法律之情況下，股東得為本公司提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院。

審計委員會除董事會不為召集或不能召集股東會外，得為公司利益，於必要時，召集股東會。

143. 公司得為董事、高級職員購買責任保險或續保，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。

會計年度

144. 除董事會另有規定外，本公司之會計年度應於每年 12 月 31 日結束，且在公司設立該年度後之每一年度應於 1 月 1 日開始。

章程修正

145. 於不違反本法及本章程之前提下，本公司得於任何時候隨時以特別決議更改或修正本章程之全部或一部。

存續轉換

146. 如本公司依本法定義為豁免公司，在受到本法拘束並經特別決議核准之情況下，本公司應有權依開曼群島以外任何管轄區域之法律，存續註冊為法人，並於開曼群島註銷註冊。

147. 本公司經營業務，應遵守法令及商業倫理規範，得採行增進公共利益之行為，以善盡其社會責任。

The Companies Law (Revised)

Company Limited by Shares

10th Amended and Restated Memorandum of Association of LU HAI HOLDING CORP. 六暉控股股份有限公司

Adopted by a special resolution passed on the 30th day of May, 2023.

Article 1
The name of the Company is LU HAI HOLDING CORP. 六暉控股股份有限公司

Article 2
The registered office will be situated at the offices of Portcullis (Cayman) Ltd., the Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands, British West Indies or at such other place in the Cayman Islands as the Directors may from time to time decide.

Article 3
The objects for which the Company is established are unrestricted and the Company shall have full power to carry out any object not prohibited by the Companies Law (Revised) or as the same may be amended from time to time, or any other law of the Cayman Islands.

Article 4
Subject to the following provisions of the Memorandum the Company shall have and be capable of exercising all of the functions of a natural person irrespective of any question of corporate benefit, as provided by section 27(2) of the Companies Law.

Article 5
The liability of each Member is limited to the amount from time to time unpaid on such Member's share.

Article 6
The authorized share capital of the Company is TWD1,800,000,000 consisting of 180,000,000 shares of TWD10.00 provided always that subject to the provisions of the Companies Law (Revised) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares of any of them and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions 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 hereinbefore provided.

The Companies Law (Revised)

Company Limited by Shares

10th Amended and Restated Articles of Association
of
LU HAI HOLDING CORP. 六暉控股股份有限公司

Adopted by a special resolution passed on the 30th day of May, 2023.

Article 1
The regulations contained or incorporated in Table A in the First Schedule to the Statute shall not apply to this Company.

INTERPRETATION

Article 2
(a) in these Articles the following items shall have the meaning set opposite unless the context otherwise requires: -

Applicable Public Company Rules	the R.O.C. laws, regulations and rules affecting public companies or companies listed on any R.O.C. stock exchange or securities market, including , without limitation, the relevant provisions of the Company Law, the Securities Exchange Law, the Enterprise Mergers and Acquisitions Law, the Act Governing Relations Between Peoples Of The Taiwan Area And The Mainland Area, and the regulations and rules promulgated by the competent authorities and the stock exchange (including, without limitation, the FSC, the Ministry of Economic Affairs, the TWSE, and the GTSM)
Articles	these Articles of Association of the Company as altered from time to time
Audit Committee	a committee of the Board of Directors, which shall comprise solely of Independent Directors of the Company
Capital Reserve	shall bear the meaning given thereto in the Applicable Public Companies Rules
Company	means the above named company
Debenture	debenture stock, mortgages, bonds and any other such securities of the Company whether constituting a charge on the assets of the Company or not
Designated Stock Market	the Taiwan Stock Exchange or the GreTai Securities Market of the R.O.C.
Directors and Board of Directors	the directors of the Company for the time being or, as the case may be, the directors assembled as a board or as a committee thereof
Dividend	includes bonus
Electronic Record	shall have the same meaning as in the Electronic Transactions Law
Electronic Transaction Law	the Electronic Transactions Law (Revised) of the Cayman Islands
FSC	the Financial Supervisory Commission of the R.O.C.
GTSM	the GreTai Securities Market
Independent Directors	the Directors who are elected as "Independent Directors" for the purpose of Applicable Public Company Rules
Legal Capital Reserve	shall bear the meaning given thereto in the Applicable Public Companies Rules
Market Observation Post	Market Observation Post System of the R.O.C.

System	
Member	a person who is registered as the holder of Shares in the Register of Members
Memorandum	the memorandum of association of the Company adopted by the Members of the Company pursuant to the Statute, as amended or re-stated from time to time
Merger	a transaction whereby a)(i) all of the companies participating in such transaction are dissolved and combined into a new company, which new company is incorporated to generally assume 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 consolidated 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 Statute or Applicable Public Company Rules
Month	a calendar month
Ordinary Resolution	a resolution passed by a simple majority of such Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company
Preferred Shares	have the meaning as in Article 10
Prevailing Fair P rice	shall bear the meaning given thereto in the Applicable Public Companies Rules
Private Placement	obtaining subscription for, or the sale of, shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of shares under Article18.
Registered Office	the registered office for the time being of the Company
Register of Members	the register of Members to be kept by the Company in accordance with the Statute
Remuneration Committee	a committee of the Board of Directors as constituted in accordance with the Applicable Public Company Rules
R.O.C.	Taiwan, the Republic of China
Seal	the common seal of the Company and includes every duplicate seal
Share and Shares	any share in the capital of the Company, including a fraction of a Share
Shareholders' Service Agent	the agent licensed by Taiwan competent authorities to provide certain shareholders services in accordance with the Applicable Public Company Rules.
Share Exchange	transaction in accordance of R.O.C. Business Mergers and Acquisitions Act by which the Company transfers all its issued shares to another company in exchange for shares, cash or other assets in that company as the consideration for Members of the Company, vice versa.
signed	includes a signature or representation of a signature affixed by mechanical means

Special Capital Reserve	shall bear the meaning given thereto in the Applicable Public Companies Rules
Special Resolution	a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given
Spin-off	an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company.
Statute	the Companies Law of the Cayman Islands as amended and every statutory modification or re-enactment thereof for the time being in force
Subsidiary and Subsidiaries	means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total share equity of such company
Supermajority Resolution	means (i) a resolution adopted by a majority vote of the Members at a general meeting attended by Members who represent two-thirds or more of the total outstanding shares of the Company; or (ii) if the total number of shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding shares of the Company, but more than one half of the total outstanding shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the total number of shares entitled to vote on such resolution at such general meeting
TDCC	the Taiwan Depository & Clearing Corporation
TSE	the Taiwan Stock Exchange
Physical General Meeting	a general meeting which Members attend at the designated place for meeting.
Hybrid General Meeting	means the Company convenes a physical general meeting with the assistance of video conferencing, and Members may choose to take part by means of video conference.
Virtual-only General Meeting	means the Company convenes the meeting only by video, and shareholders may attend the shareholders' meeting only by means of video conferencing.

(b) Unless the context otherwise requires, expressions defined in the Statute and used herein shall have meanings so defined.

(c) In these Articles unless the content otherwise requires: -

（i） words importing the singular number shall include the plural number and vice-versa;

（ii） words importing the masculine gender only shall include the feminine gender; and

（iii） words importing persons only shall include companies or associations or bodies of persons whether incorporated or not.

（iv） reference to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time.

（v） any phrase introduced by the terms “including”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

(vi) Section 8 of the Electronic Transactions Law shall not apply.

COMMENCEMENT OF BUSINESS

Article 3

(a) The business of the Company may be commenced as soon after incorporation as the Directors shall see fit.

(b) The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company including the expenses of registration.

Article 4

Subject to the provisions of the Statute, the Company shall issue Shares without printing share certificates for the Shares issued, and the details regarding such issue of Shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules. Every person whose name is entered as a member in the Register of Members may be entitled to a certificate in the form determined by the Board of Directors if the Board of Directors resolves that a share certificate shall be issued. Such certificates may be under Seal or with the authorized signature(s) affixed by mechanical process. All certificates for shares shall be consecutively numbered or otherwise identified and shall specify the shares to which they relate. All certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new certificate shall be issued until the former certificate representing a like number of shares shall have been surrendered and cancelled.

Article 5

In the event that the Board of Directors resolves that the share certificates shall be issued pursuant to Article 4 hereof, the Company shall deliver the share certificates to the subscribers within thirty days from the date such share certificates may be issued pursuant to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such share certificates pursuant to the Applicable Public Company Rules.

Article 6

No shares may be registered in the name of more than one Member.

Article 7

If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the Board of Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old share certificate.

ISSUE OF SHARES

Article 8

(a) Subject to the provisions, if any, in the Statute, the Memorandum, the Articles, and the Applicable Public Company Rules (and to any direction that may be given by the Company in general meeting) and without any prejudice to any special rights previously conferred on the holders of existing shares, the Directors may allot, issue, grant options over or otherwise dispose of shares of the Company with or without preferred, deferred, or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and the Company shall have power to redeem or purchase any or all of such Shares and to sub-divide or consolidate the said Shares of any of them and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issues 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. PROVIDED ALWAYS that, notwithstanding any provision to the contrary contained in these Articles of Association, the Company shall be precluded from issuing bearer shares, warrants, coupons or certificates.

(b) The Company shall not issue any unpaid Shares or partly paid-up Shares.

Article 9

(a) Subject to the Statute, the Article, and the Applicable Public Company Rules, the Company shall not cancel its Shares, unless a resolution on capital reduction has been adopted by a general meeting; and capital reduction shall be effected based on the percentage of shareholding of the Members pro rata.

(b) Subject to the Statute and the Applicable Public Company Rules, the Company reducing its capital may redeem Share and return share prices based on par value of the Share to Members by transfer of assets in specie; the returned property and the amount of the transfer of assets in specie for substitution of returned share prices in cash shall require a prior approval of the general meeting and obtain consents from the Members who receive such property.

(c) The Board of Directors shall first have the value of such property and the amount of such substitutive capital contribution set forth in the Article 9(b) audited and certified by a certified public accountant of the R.O.C. before the general meeting.

PREFERRED SHARES

Article 10

The Company may issue Shares with rights which are preferential to those of Ordinary Shares issued by the Company ("Preferred Shares") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution.

Article 11

Prior to the issuance of any Preferred Shares approved pursuant to Article 10 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:

(a) Order, fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares;

(b) Order, fixed amount or fixed ratio of allocation of surplus assets of the Company;

(c) Order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Members;

(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.

ISSUANCE OF NEW SHARES

Article 12

(a) The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorized capital of the Company.

(b) Upon each issuance of new Shares, the Directors may reserve a specified percentage of the new Shares for subscription by the employees of the Company and of the Subsidiaries who are determined by the chairman of the Board of Directors in his reasonable discretion as authorized by the Directors.

Article 13

(a) Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company proposes to increase its capital by issuing new Shares for cash, 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 any new Shares issues in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notice to the Members that if any Member fails to purchase his pro rata portion of the newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his pre-emptive right to purchase the newly-issued Shares. Subject to Article 6, in the event that the percentage of Shares held by a Member is insufficient for such Member to exercise the pre-emptive right to subscribe one newly-issued Share, Shares held by several Members may be calculated together for joint subscription of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. Where a subscriber delays payment for new shares offered by cash capital increase, the Company shall set a period not less than one month and call upon each subscriber to pay up, declaring that in case of default of payment within the stipulated period their right shall be forfeited. Notwithstanding the foregoing, if the Company already set a time limit to make payment for new shares more than one month, the Company may immediately decide that rights of subscription is forfeited in case of default of payment. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in the R.O.C. or to specific person or persons according to the Applicable Public Company Rules.

(b) Members' rights to subscribe for newly-issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly-issued Shares shall be in accordance with policies established by the Company from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

Article 14

In the event that the Company increases its capital in cash by issuing new Shares in the R.O.C., the Company shall allocate 10% of the total amount of the new Shares to be issued, for public offering in the R.O.C. unless it is not necessary or appropriate, as determined by the Directors pursuant to the Applicable Public Company Rules and/or the instruction of the FSC or Designated Stock Market, for the Company to conduct the aforementioned public offering. Provided, however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail.

Article 15

(a) Unless otherwise provided in the Articles, the Company may carry out private placement of securities with the following persons upon adoption by the Members at any general meeting of Supermajority Resolution approving the same:
   (i) Banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other legal entity or institutions approved by the competent securities authority in the R.O.C.
   (ii) Natural persons, legal entity, or funds meeting the conditions prescribed by the competent securities authority in the R.O.C.
   (iii) Directors, supervisors (if applicable), and managerial officers of the Company or its affiliated enterprises.

(b) For private placements of ordinary corporate bonds, the private placement may be carried out by installments within one year of the date of the resolution of the Board of Directors meeting.

Article 16

The pre-emptive right of Members provided under Article 13 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes:

(a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company;

(b) in connection with meeting the Company's obligation under Share subscription warrants and/or options, including those referenced in Article 18；

(c) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares;

(d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; or

(e) in connection with a Private Placement.

Article 17

The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with policies established by the Board of Directors from time to time, which policies shall be in accordance with the Statute, Memorandum, the Articles and the Applicable Public Company Rules.

Article 18

(a) The Company may, upon approval by a majority of the Board of Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more incentive programmes pursuant to which shares, options, warrants, or other similar instruments to acquire Shares may be granted to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the Board of Directors from time to time in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

(b) The options, warrants or other similar instruments issued in accordance with Article 18 (a) above are not transferable save by inheritance.

Article 19

(a) The Company may enter into share option agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 18 above, whereby employees may subscribe, within a specific period of time, for 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.

(b) Any issuance of restricted shares to employees of the Company or of its Subsidiaries shall require the approval of a Supermajority Resolution and be in accordance with the Statute and the Applicable Public Company Rules in respect of amount, price, conditions and any other matter.

Article 20

(a) During the period when the Shares are traded on the Designated Stock Market, in the event the Company repurchase its own Shares to transfer them to its employee at less than the average actual repurchase price, it shall adopt a Supermajority Resolution at the next following general meeting, and the following matters shall be stated in the notice of that general meeting, with a summary of the material consent to be discussed, and shall not be brought up as a ad hoc motion:

  (i) the exercise price, the valuation percentage, the bases of calculations, and the reasonableness thereof;

  (ii) the number of Shares to be transferred, the purpose, and the reasonableness thereof;

  (iii) qualification requirements for employees subscribing to Shares, and the number of Shares they are allowed to subscribe for; and

(iv) the factors affecting Members' equity, including the expensable amount and dilution of the Company's earnings per share, and the financial burden which will be imposed on the Company by transferring Shares to employees at less than the average actual repurchase price.

(b) In the instances where share transfers to employees, under Article 19(a), have been adopted by general meetings and the Shares have been transferred, the aggregate number of Shares thus transferred shall not exceed 5% of the total outstanding Shares of the Company, and the aggregate number of shares subscribed by any single employee shall not exceed 0.5% of total outstanding Shares.

(c) Any Shares which are repurchased and transferred to the employees of the Company may be subject to transfer restrictions for a period of not longer than two years, in which case the Board of Directors may determine in its discretion.

Article 21

Directors of the Company and directors of its Subsidiaries shall not be eligible for the incentive programmes under Article 18 above, provided that Directors who are also employees of the Company or its Subsidiaries may participate in an incentive programme in their capacity as an employee and not as a director of the Company or of its Subsidiaries.

REGISTER OF MEMBERS

Article 22

The Company shall maintain a Register of Members. The Board of Directors shall cause to be kept in one or more books a Register of Members which may be kept within or outside the Cayman Islands at such place as it deems fit.

Article 23

Notwithstanding anything contained in the Articles and subject to the law of the Cayman Islands, the holders of uncertificated Shares which are traded on the Designated Stock Market shall be recorded by TDCC, and the Company shall recognize as a Member each person identified as a holder of a Share in the records provided by TDCC. Upon receipt of any records of Members from TDCC, the Company shall update the Register of Members in accordance with such records.

Article 24

For the purpose of determining Members entitled to notice of, or to note at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other purpose, the Directors shall determine the period that the Register of Members shall be closed for transfers and such period shall not be less than the minimum period of time immediately preceding the general meeting, as prescribed by the Applicable Public Company Rules.

Article 25

Subject to Article 24 hereof, in lieu or, or apart from, closing the Register of Members, the Board of Directors may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other purpose. In the event the Board of Directors designate a record date in accordance with this Article 25, such record date shall be a date prior to the general meeting, and the Board of Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.

Article 26

The rules and procedures governing the implementation of book closed periods, including notices to

Members in regard to book closed periods, shall be in accordance with policies adopted by the Board of Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

TRNSFER OF SHARES

Article 27
Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company shall be freely transferable, provided that any shares reserved for issuance to the employees of the Company may be subject to transfer restrictions for a period of not longer than two years, in which case the Board of Directors may determine in its discretion.

Article 28
Subject to the Articles and the Applicable Public Company Rules, a Member may transfer all or any of his Shares by an instrument of transfer. The instrument of transfer of any share shall be in writing and shall be executed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.

Article 29
The registration of transfers may be suspended when the Register of Members is closed in accordance with Article 24 hereof.

Article 30
Subject to the requirements of applicable laws of the Cayman Islands, transfers of un-certificated Shares which are traded on the Designated Stock Market may be effected by any method of transferring or dealing in securities introduced by the Designated Stock Market or operated in accordance with the Applicable Public Companies Rules as appropriate.

Article 31
Notwithstanding Article 28 above, the Board of Directors may, subject to the applicable laws of the Cayman Islands, permit shares of any class held in un-certificated form to be transferred without an instrument of transfer by means of a relevant system, including the TDCC.

REPURCHASE OF SHARES

Article 32

(a) Subject to the provisions of the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, the Company may repurchase its own listed securities traded on the Designated Stock Market on such terms as the Board of Directors may from time to time decide by a resolution adopted by a majority vote at a Board of Directors meeting attended by two-thirds or more of the Directors.

(b) The Board of Directors shall report the execution of the resolution adopted under Article 32(a) at the next following general meeting, and the same shall apply in the event the Company does not repurchase the listed securities for any reason.

Article 33
The Company may make a payment in respect of its own Shares in any manner permitted by the Statute and the Applicable Public Company Rules.

VARIATION OF RIGHTS OF SHARES

Article 34
If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the sanction of a Special

Resolution passed at a general meeting of the holders of the Shares of that class. Notwithstanding the foregoing, if any modification or alteration in these Articles is prejudicial to the preferential rights of any class of Shares, such modification or alteration shall be adopted by a Special Resolution of the Company and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of Shares. The provisions of these Articles relating to general meetings shall apply to every such general meeting of the holders of the same class of Shares.

Article 35
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.

TRANSMISSION OF SHARES

Article 36
In case of the death of a Member, the survivor or survivors where the deceased was a joint holder, the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares, but nothing herein contained shall release the estate of any such deceased holder from any liability in respect of any shares which had been held by him solely or jointly with other persons.

Article 37
Any person becoming entitled to a share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any other way than by transfer) shall give written notice to the Company and, upon such evidence being produced as may from time to time be required by the Directors, may elect, by a notice in writing sent by him, either to be registered himself as holder of the share or to make such transfer of the share to such other person nominated by him as the deceased or bankrupt person could have made and to have such person registered as the transferee thereof.

GENERAL MEETING

Article 38
All general meetings other than annual general meetings shall be called extraordinary general meetings.

Article 39
The Company shall hold an annual general meeting in each year within six months following the end of each fiscal year and shall specify the meeting as such in the notices calling it.

Article 40
The Directors may, whenever they think fit, convene a general meeting of the Company. For so long as the Shares are traded on the Designated Stock Market, general meetings may also be convened on the written requisition of any Member or Members holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.

Article 41
The requisition provided in Article 40 above must state in writing the objects of the meeting and the reason therefor and must be signed by the requisitionists and deposited at the registered office of the Company or the Shareholders' Service Agent and may consist of several documents in like form each signed by one or more requisitionists.

Article 42
If the Board of Directors does not within fifteen days from the date of the deposit of the requisition

dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules after applying to the competent authorities and being approved.

Article 42-1

Members continuously holding more than 50% of the total number of outstanding shares of the Company for a period of three months or a longer time may convene an extraordinary general meeting, and application to the competent authorities is not required.

The calculation of above said holding period and holding number of shares in the preceding sentence shall be based on the Register of Members as of the first date of the book closed period.

Article 43

(a) Unless otherwise provided by the Statute, the Physical General Meetings shall be held in the R.O.C. During the period when the shares are traded on the Designated Stock Market, if the Board of Directors resolves to hold a Physical General Meeting outside the R.O.C., the Company shall apply for the approval of TSE therefore within two days after the Board of directors adopts such resolution or Members acquire the approval of competent authorities to convene the Physical General Meeting. Where a general meeting is to be held outside the R.O.C., the Company shall engage a professional Shareholders' Service Agent in the R.O.C. to handle the administration matters of such general meeting (including but not limited to the handling of the voting of proxies submitted by any Members).

(b) When a general meeting is convened, it may be convened by a Hybrid General Meeting or a Virtual-only General Meeting, or by any other methods announced publically by competent authorities of the Republic of China. If it is convened by a Hybrid General Meeting or a Virtual-only General Meeting, Members shall be informed about the video conference platform adopted by the Company. And Members taking part in a general meeting by the video conference platform shall be deemed to have attended in person.

(c) When a general meeting is convened by video conference, the conditions, procedure and other matters that the Company shall satisfy or comply must be determined in accordance with Applicable Public Company Rules.

NOTICE OF GENERAL MEETINGS

Article 44

(a) At least thirty days' notice of an annual general meeting shall be given to each Member and at least fifteen days' notice of any extraordinary general meeting shall be given to each Member. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business. During the period when the Shares are traded on the Designated Stock Market, the notice of the annual and extraordinary general meetings to be given to Members who own less than 1,000 shares of nominal Shares may be given in the form of a public announcement.

(b) The Company shall send materials relating to the matters to be discussed in the meeting together with the notice, in accordance with Article 44(a) above, and shall transmit the same via the Market Observation Post System. Where voting powers at a general meeting are to be exercised in writing, a printed ballot shall also be sent to the Members.

Article 45

The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a meeting by any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.

Article 46

During the period when the Shares are traded on the Designated Stock Market, the Company shall prepare a meeting handbook and supplemental materials for each general meeting, which shall be transmitted to the Market Observation Post System at least 21 days prior to the date of the relevant annual general meeting or 15 days prior to the date of the relevant extraordinary general meeting. However, in the case of the Company's paid-in capital reaching NT$10 billion or more as of the last day of the most recent fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholders' register at the time of holding of the regular shareholders' meeting in the most recent fiscal year, it shall upload the aforesaid electronic file by 30 days prior to the day on which the regular shareholders' meeting is to be held.

Article 47
The following matters shall be stated in the notice of general meetings, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion, and the summary of above said matters may be put on the website(s) designated by the competent authorities or the Company, and address of such website(s) shall be indicated clearly in the notice:
(a) election or discharge of Directors;
(b) amendment to these Articles;
(c) dissolution, Merger, shares swap or Spun-off of the Company
(d) entry into, amendment to, or termination of any contract for lease of its business in whole, or the delegation of management of the Company's business to others or regular joint operation of the Company with others;
(e) the transfer of the whole or any material part of its business or assets;
(f) taking over another's whole business or assets, which will have a material effect on the business operation of the Company;
(g) ratification of any action of Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business;
(h) distribution of the whole or part of the Dividends of the Company in the form of new Shares; distribution of Legal Capital Reserve and Capital Reserve arising from share premium or the income from endowments received by the Company in the form of new Shares to be issued for such purposes or in cash;
(i) the Private Placement of any equity-type securities issued by the Company; and
(j) transfer shares to the employees under Article 20; and
(k) capital deduction; and
(l) application to terminate the public offering of the Shares.

PROCEEDINGS AT GENERAL MEETINGS

Article 48
No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Unless otherwise provided in the Articles, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.

Article 49
Members holding 1% or more of the total number of outstanding Shares immediately prior to the relevant book closed period may propose to the Company a proposal for discussion at a general meeting in writing or by way of electronic transmission to the extent and in accordance with the rules and procedures of general meetings proposed by the Board of Directors and approved by an Ordinary Resolution. The following procedure shall apply for making such proposals:
(a) Proposal shall not be included in the agenda where (i) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (ii) where the matter of such proposal may not be resolved by a general meeting, (iii) the proposing Member has proposed more than one proposal,

or (iv) the proposal is submitted on a day beyond the deadline fixed and announced by the Company for accepting Member's proposal.

(b) Prior to the relevant book closed period, the Company shall, in accordance with the Applicable Public Company Rules, provide a public notice announcing the place and the period for Members to submit proposals to be discussed at the general meeting. The period for accepting such proposals shall be at least 10 days.

(c) The number of words of a proposal to be submitted by a Member shall be limited to not more than 300 words, and any proposal containing more than 300 words shall not be included in the agenda of the general meeting. The Member who has submitted a proposal shall attend, in person or by a proxy, the general meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

(d) If the purpose of the proposal is to urge the Company to promote public interests or fulfill its social responsibilities, the Board may accept such proposal to be discussed in general meeting.

(e) The Company shall, prior to preparing and delivering the notice of the general meeting, inform in writing all the Members who have submitted proposals pursuant hereto about the proposal screening results, and shall list in the said notice the proposals confirming to the requirements as provided in this Article. With regard to the proposals submitted by Members but not included in the agenda of the general meeting, the cause of exclusion of such proposals and explanation shall be made by the Directors at the general meeting to be convened.

Article 50

Unless otherwise expressly provided herein and subject to the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting or if during such a general meeting a quorum ceases to be present, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be two and the total time postponed shall not exceed one hour. If the general meeting has been postponed for two times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.

Article 51

In a general meeting is convened by the Board of Directors, the chairman of the Board of Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the chairman. If a general meeting is convened by any person(s) other than the Directors, the person(s) who has convened the meeting shall preside as the chairman of such general meeting; and if there is more than one person who has convened a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.

Article 52

Unless otherwise expressly required by the Statute, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.

Article 53

A resolution put to the vote of the meeting shall be decided on a poll. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles. No resolution put to the vote of the meeting shall be decided by a show of hands.

Article 54
In the case of an equality of votes, the chairman shall not be entitled to a second or casting vote.

Article 55
Nothing in the Articles shall prevent any Member from issuing proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution within 30 days after the passage of such resolution. The Taipei District Court, R.O.C. may be the court of the first instance for adjudicating any disputes arising out of the foregoing.

Article 56
Subject to any rights or restrictions for the time being attached to any Shares, every Member who is present in person or by proxy at a general meeting shall have one vote for each Share of which he is the holder.

Article 57
In the case of joint holders, the joint holders shall select among them a representative for the exercise of their shareholder's right and the vote of their representative who tenders a vote where in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.

Article 58
A Member of unsound mind, or in respect of whom an order has been made by any court, having jurisdiction in lunacy, may vote, by his committee or other person in the nature of a committee appointed by that court, and any such committee or other persons may vote by proxy.

Article 59
No Member shall be entitled to vote at any general meeting unless he is registered as a Member of the Company on the record date for such meeting nor unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Article 60
Any objection raised in due time to the qualification of any voter by a Member having voting rights shall be referred to the chairman of the general meeting whose decision shall be final and conclusive.

Article 61
Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.

Article 62
(a) During the period when the Shares are traded on the Designated Stock Market, the voting power of a Member at a general meeting may be exercised by way of electronic transmission.
(b) 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 by way of electronic transmission. A Member who exercise his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed present in person at such general meeting, but any Member voting in such manner shall not be entitled to notice of and the right to vote in regard to any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting. For the purposes of clarification, such Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc motion and/or amendment to the original agenda items to be resolved at the said general meeting.

(c) In the event a Member elects to exercise his voting power in writing or by way of electronic transmission, his declaration of intention shall be served to the Company two days prior to the scheduled meeting date of the general meeting, whereas if two or more declarations of the same intention are served to the Company, the first declaration of such intention received shall prevail; unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.

Article 63

In the event any Member who has served the Company within his declaration of intention to exercise his voting power by means a written ballot or by means of electronic transmission pursuant to Article 62 hereof later intends to attend general meetings in person, he shall, at least two day prior to the date of the meeting, serve a separate declaration of intention to revoke his previous declaration of intention in the same manner previously used in exercising his voting power. Votes by means of written ballot or electronic transmission shall be valid if the relevant Member fails to revoke the declaration of intention before the prescribed time.

Article 64

Subject to the Statute, the Company may from time to time by Special Resolution:

(a) change its name;

(b) alter or add to these Articles; if any alteration of these Articles is prejudicial to the preferential rights of any Preferred Shares, such alteration or modification shall also be adopted in a resolution by a separate meeting of Members of that Preferred Shares.

(c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein; or

(d) reduce its share capital and any capital redemption reserve in any manner authorized by law.

Article 65

Subject to the Statute, the Company may from time to time by Supermajority Resolution:

(a) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for delegation of management of the Company's business, or for regular joint operation with others;

(b) transfer its business or assets, in whole or in any essential part;

(c) acquire or assume the whole business or assets of another person, which has a material effect on the Company's operation;

(d) discharge or remove any Director;

(e) approve any action by one or more Director(s) who is engaging in business conduct for him/herself or on behalf of another person that is within the scope of the Company's business;

(f) effect any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 123 hereof;

(g) effect any Merger, Spin-off, Share Exchange, or Private Placement of the Company, provided that any Merger which falls within the definition of "merger and/or consolidation" under the Statute shall also be subject to the requirements of the Statute in addition to the requirement of these Articles; or

(h) issue restricted shares to employees of the Company or of its Subsidiaries; or

(i) apply for termination of public offering.

Article 65-1

During the period when the Shares are traded on the Designated Stock Market, in the event that the Company's listing on the stock exchange is terminated whereby the Company participates in a Merger and is resolved thereafter, or carries on a general transfer, shares swap or Spin-off, while the surviving, transferee, existing or newly incorporated company is not a company listed at stock exchange or the over-the-counter market, it shall be approved by

Members who represent two-thirds or more of the total number of issued shares of the Company.

Article 66
Subject to the Statute, 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 66 (a) above.

Article 67
(a) The instrument appointing a proxy shall be in writing and shall be executed under seal or the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized in that behalf. A proxy need not be a Member of the Company.
(b) A Member may only execute one instrument of proxy and appoint one proxy only.

Article 68
During the period when the Shares are traded on the Designated Stock Market, subject to the Applicable Public Company Rules, except for trust enterprises organized under the laws of the R.O.C. or a Shareholders' Service Agent, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such 3% threshold shall not be counted.

Article 69
In the event that a Member exercise his voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail.

Article 70
(a) During the period when the Shares are traded on the Designated Stock Market, the instrument of proxy shall be deposited at the office of the Company's Shareholders' Service Agent in the R.O.C. 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 days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote where more than one instrument to vote 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.
(b) After the service of the instrument of proxy to the Company, in the event the Member issuing the said proxy intends to attend the general meeting in person or to exercise his voting power in writing or by way of electronic transmission , a proxy rescission notice shall be filed with the Company two days prior to the date of the general meeting as scheduled in the general meeting notice so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

Article 71
The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the solicitor (if

any). The form of proxy shall be provided by way of post or electronic transmission 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.

Article 72

For so long as the Shares are traded on the Designated Stock Market, the use and solicitation or 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".

Article 73

(a) Any corporation which is a Member of record of the Company may in accordance with its Articles or in the absence of such provision by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual Member of record of the Company.

(b) If a Member holds Shares for others, such Member may exercise his voting power separately. The qualifications, scope, methods of exercise, operating procedures and other matters with respect to exercising voting power separately in the preceding paragraph shall be in compliance with the Applicable Public Company Rules.

Article 74

No vote may be exercised with respect to any of the following Shares nor may the following Shares be counted in the quorum of Members present at the general meeting nor be counted in determining the number of votes of the Members present at the said general meeting:

(a) the Share held by the Company in accordance with the Statue;

(b) the Shares held by any Subsidiaries of the Company, where the total number of voting shares or total shares equity held by the Company in such a such Subsidiary represents more than one-half of the total number of voting shares or the total shares equity of such Subsidiary; or

(c) the Shares held by another company, where the total number of the shares or total shares equity of that company held by the Company and its Subsidiaries directly or indirectly represents more than one-half of the total number of voting shares or the total share equity of such a company.

Article 75

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

(b) In the event that the creation of a pledge on the Company's Shares held by a Director exceeds one-half of the number of Shares held by the Director when he was elected, the exceeded number of the pledged Shares shall not be counted in the number of votes of Members present at the general meeting.

MINUTES OF GENERAL MEETINGS

Article 76

All resolutions of the general meeting shall be recorded in meeting minutes stating the date, month, and year of the meeting, place of the meeting, a brief description of the process of the meeting and its result, the name of the chairman of the meeting, number of Member present, number of shares represented, and shall be signed by or affixed the seal of the chairman of the meeting. The meeting minutes shall be announced by means of publication. The meeting minutes shall be properly kept by the Company during the existence of the Company.

DISSENTING MEMBER'S APPRAISAL RIGHT

Article 77

In the event any of the following resolutions is adopted at general meetings, any Member who has notified the Company in writing of his objection to such a resolution prior to the meeting and has voted against or waived her voting right at the meeting, may request the Company to buy back all of his Shares at the then prevailing fair price:

(a) The Company enters into, amends, or terminates any agreement for any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others;

(b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or

(c) The Company accepts the transfer of the whole business or assets of another person, which has a material effect on the Company's business operations.

Article 78

During the period when the Shares are traded on designated stock exchange, and subject to the Statute and the Applicable Public Company Rules, in the event any part of the Company's business is Spin-Off, or involved in any Merger or Share Exchange with any other company, the Member, who has forfeited his right to vote on such matter and expressed his dissent therefore, in writing or verbally (with a record) before or during the general meeting, may request the Company to buy back all of his Shares at the then prevailing fair price.

Article 79

(a) The request of Members prescribed in the preceding two Articles shall be delivered to the Company in writing, stating therein the types and numbers of Shares to be repurchased, within twenty days after the date of such resolution. In the event the Company has reached an agreement in regard to the purchase price with the requested Member in regard to the Shares of such Member (the "appraisal price"), the Company shall pay such price within ninety days after the date on which the resolution was adopted. In case no agreement is reached, the Company shall pay the fair price it has recognized to the dissenting Member within 90 days since such resolution. If the Company did not pay, the Company shall be deemed as have agreed the price requested by the Member.

(b) When a Member makes request prescribed in Article 78 hereof, in the event the Company fails to reach such agreement with the Member within sixty days after the resolution date, the Company must, within thirty days after such sixty-day period has expired, file a petition for a ruling on the appraisal price against all the Members not having agreed yet as the opposing party. And Taiwan Taipei District Court may be the jurisdiction of the first instance.

(c) Shares for which voting right has be waived in the preceding two Articles shall not be counted in the number of votes of shareholders present at the meeting.

DIRECTORS

Article 80

There shall be a Board of Directors consisting of nine (9) to thirteen (13) Directors including at least three Independent Directors, each of whom shall be appointed to a term of office of three years. Directors may be eligible for re-election. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met.

Article 81

Unless otherwise approved by the Designated Stock Market, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.

Article 82
In the event where 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 81 hereof, the non-qualifying Director(s) who was elected within the fewer number of notes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 81 hereof. Any person who has already served as a Director but is in violation of the aforementioned requirements shall vacate his position of Director automatically.

Article 83
During the period when the Shares are traded on the Designated Stock Market, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three Independent Directors. To the extent required by the Applicable Public Company Rules, at least two of the Independent Directors shall be domiciled in the R.O.C.

Article 84
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. During the period when the Shares are traded on the Designated Stock Market, the professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules. The office of Independent Director shall be vacated if the Independent Director becomes ineligible for such position under the Applicable Public Company Rules.

ELECTION OF DIRECTORS

Article 85
The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 86 below.

Article 86
Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, the procedures for which has been approved and adopted by the Directors and also by an Ordinary Resolution, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected ("Special Ballot Votes"), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. There shall not be votes which are limited to class, party or sector, and any Member shall have the freedom to specify whether to concentrate all of its votes on one or any number of candidate(s) without restriction. A candidate for whom the ballots cast represent a prevailing number of votes shall be deemed a Director elect, and where more than one Director is being elected, the top candidates for whom the votes cast represent a prevailing number of votes relative to the other candidates shall be deemed Directors elect. The rule and procedure for such cumulative voting mechanism shall be in accordance with policies proposed by the Board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles, and the Applicable Public Company Rules.

Article 87
During the period when the Shares are traded on the Designated Stock Market, Directors (including

Independent Directors) shall be elected pursuant to a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination mechanism shall be in accordance with policies established by the Board of Directors and by an Ordinary Resolution from time to time, and such policies shall be in accordance with the Statute, the Memorandum, the Articles, and the Applicable Public Company Rules. For the avoidance of controversy, Directors (excluding Independent Directors) shall be elected by the Members from the list of candidates for Directors (excluding Independent Directors); Independent Directors shall be elected by the Members from the list of candidates for Independent Directors.

Article 88
If the number of Independent Directors is less than number set forth in the Articles due to the resignation or removal of any of the Independent Directors or any other reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors have resigned or removed or otherwise vacated office, the Board of Directors shall hold, within sixty days, an extraordinary general meeting to elect succeeding Independent Directors to fill the vacancies.

Article 89
(a) If the number of Directors is less than five persons due to the vacancy of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the Board of Directors of the Company equals to one third of the total number of Directors elected, the Board of Directors shall hold, within sixty days, an extraordinary general meeting to elect succeeding Directors to fill in the vacancies.
(b) Prior to the expiration of the term of office of existing Directors, in the event a re-election of all Directors is effected, and in the absence of such resolution that the existing Directors will not be discharged until the expiry of their present term of office, all existing Directors shall be deemed discharged in advance.

DIRECTOR’S INTERESTS

Article 90
A Director may hold any other office or place or profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.

Article 91
The Directors shall be authorized and delegated the power to set remuneration for all Directors; provided that during the Shares are traded on the Designated Stock Market, the amount of such remuneration shall be determined by the Remuneration Committee. Directors’ remuneration shall be in accordance with their involvement to the operation of the Company, their contribution to the Company, and Taiwan and international standards in the industry, and in consideration of whether the Company has profits or suffers losses. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning for the meetings of the Board of Directors, any committee appointed by the Board of Directors, 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 other remuneration as may be appropriate in accordance with the Statute, the Applicable Public Company Rules (during the period when the Shares are traded on the Designated Stock Market), the service agreement or other similar contract that he has entered into with the Company.

Article 92
Subject to the Statute and the Applicable Public Company Rules, a Director may act by himself or

his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing contained herein shall authorize a Director or his firm to act as auditor to the Company.

Article 93

A Director who engages in conduct either for himself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Super Majority Resolution vote. In case a Director engages in business conduct for himself or on behalf of another person in violation of this Article 93, the Members may, by Ordinary Resolution, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.

Article 94

(a) A director who has a personal interest in the matter under discussion at a meeting of Board of Directors shall explain to the Directors the essential contents of such personal interest. When the Company is involved in any Merger and acquisition, a Director of the Company who has a personal interest in the transaction of Merger and acquisition shall explain to the meeting of the Board of Directors and the general meeting the essential contents of such personal interest and the cause of approval or dissent to the resolution of Merger and acquisition. The Company shall also explain the essential contents of directors' personal interest and the cause of approval or dissent to the resolution of Merger and acquisition in the notice of that general meeting, and such content may be posted on the website designated by the competent authority in charge of securities affairs of the Republic of China or the company, and the address of such website shall be indicated in the above notice.
Where the spouse, a blood relative within the second degree of kinship of a Director, or any company which has a controlling or subordinate relation with a Director has interests in the matters under discussion in the meeting of the preceding paragraph, such Director shall be deemed to have a personal interest in the matter.

(b) A Director who has a personal interest in the matter under discussion at a meeting of the Board of Directors, which may conflict with 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 the votes of Directors present at the board meeting.

Article 95

(a) Subject to the provisions of the Statute, the Articles, the Applicable Public Company Rules (during the period when the Shares are traded on the Designated Stock Market) and any resolution made in a general meeting, the business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in promoting, registering and setting up the Company, and may exercise all such powers of the Company.

(b) The Directors of the Company shall have a fiduciary duty and shall conduct business operation of the Company in due care and diligence and be responsible for any damages sustained by the Company due to his violation therefrom. If any act by a Director in violation of the preceding paragraph is for the Director himself or for other person, the general meeting of Members may adopt a resolution to consider the earning in such an act as earnings of the Company.

(c) If a Director of the Company has, in the course of conducting the business operations, violated any provision of the applicable laws and/or regulations and thus caused damage to any other person, the Director and the Company shall be jointly and severally liable for the damage to such other person.

(d) The duties and responsibility for which the directors are liable shall also apply to a manager of the Company acting within the scope of his duties.

Article 96
The Board of Directors may from time to time appoint any person, whether or not a Director, to be a manager or agent for managing the affairs of the Company, and with such powers and duties as the Board of Directors may think fit. Any person so appointed by the Board of Directors may be removed by the Board of Directors. The remuneration of the managers shall be determined by the Board of Directors; provided that during the period when the Shares are traded on the Designated Stock Market, the amount of such remuneration shall be determined by the Remuneration Committee.

Article 97
All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.

Article 98
The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Article 99
Subject to the provisions of the Statute and the Applicable Public Company Rules (during the period when the Shares are traded on the Designated Stock Market), the Board of Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any directions that may be imposed on it by the Board of Directors. Subject to any directions or regulations made by the Board of Directors for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board of Directors.

Article 100
The Board of Directors may from time by power of attorney appoint any company, firm, or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

PROCEEDINGS OF DIRECTORS

Article 101
The quorum necessary for the transaction of the business of the Directors shall be more than one-half of the Directors or as otherwise set out in the Articles. A director represented by proxy at any meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of Directors, the continuing Directors may act for summoning a general meeting of the Company, but for no other purpose.

Article 102
Any Director may appoint another Director to be the proxy of that Director to attend and vote on his

behalf, in accordance with instructions given by that Director at a meeting or meetings of the Directors which that Director is unable to attend personally; provided that no Director may act as proxy for more than one Director. The instrument appointing the proxy shall be in writing under the hand of the appointing Director and shall be in any usual or common form or such other form as the Directors may approve, and must be lodged with the chairman of the meeting of the Directors at which such proxy is to be used, or first used, prior to the commencement of the meeting.

Article 103
A Director may, or other officer of the Company authorized by a Director shall, call a meeting of the Directors. Notice of a meeting of the Board of Directors shall be deemed to be duly given to a Director if it is given to such Director by post, cable, telex, 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. During the period when the Shares are traded on the Designated Stock Market, at least seven days' prior notice setting forth the general nature to be discussed shall be given for any meeting of the Board of Directors provided that the Board of Directors may meet at any time in case of any urgent circumstances.

Article 104
A person may participate in a meeting of the Board of Director or committee of the Board of Directors by video conference or other communications equipment by means of which all the persons participating in the meeting can see and communicate with each other at the same time. Participation by a person in a meeting in this manner is treated as presence in person at that meeting.

Article 105
The chairman shall be the chair person of the meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the meeting shall elect one from among themselves to act as the chair at such meeting in lieu of the chairman.

Article 106
A Board of Directors may meet and adjourn as it thinks proper. Subject to any express provision to the contrary in these Articles, questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall not have a second or casting vote.

Article 107
All acts done by any meeting of the Directors or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and qualified to be a Director as the case may be.

Article 108
The Board of Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the Directors and such rules shall be in accordance with the Articles and the Applicable Public Company Rules (during the period when the Shares are traded on the Designated Stock Market).

VACATION OF OFFICE AND REMOVAL OF DIRECTOR

Article 109
The office of a Director shall be vacated:
(a) gives notice in writing to the Company that he resigns the office of Director;
(b) is removed from office by Supermajority Resolution;

(c) having been adjudicated bankrupt or adjudicated of the commencement of liquidation process by a court, and having not been reinstated to his rights and privileges;
(d) having no or only limited disposing capacity or been adjudicated of the commencement of assistantship and such assistantship having not been revoked yet.
(e) having committed a offence of prevention of organized crimes and subsequently adjudicated guilty by a final judgment, and having not started serving the sentence, having not completed serving the sentence or five years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon;
(f) having committed an offence involving fraud, breach of trust or misappropriation and subsequently punished with imprisonment for a term of more than one year, and having not started serving the sentence, having not completed serving the sentence or two years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon;
(g) having been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and having not started serving the sentence, having not completed serving the sentence or two years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon; or
(h) having been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet.

In the event that any of the foregoing events described in clauses (c), (d), (e), (f), (g), and (h) has occurred to a Director elect, such Director elect shall be disqualified from being elected as a Director.

If a Director (excluding Independent Director) whose Shares have transferred, during the term of office as a Director, more than one half of the Shares being held by him/her at the time he/she is elected, he/she shall, ipso facto, be discharged from the office of Director without a resolution adopted at a general meeting.

If a Director (excluding Independent Director) , after having been elected and before his/her inauguration of the office of Director, has transferred more than one half of the total number of Shares he/she holds at the time of his/her election as such; or had transferred more than one half of the total number of Shares he/she held within the book closed period prior to the convention of a general meeting under the Applicable Public Company Rules, then his/her election as a director shall become invalid without a resolution adopted at a general meeting.

Article 110

The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead.

Article 111

Where a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or in serious violation of applicable laws, regulations and/or the Articles, but has not been removed by a Supermajority Resolution of a general meeting, the Member(s) holding 3% or more of the total number of outstanding Shares of the Company may, within 30 days after that general meeting, institute a lawsuit in the court for a judgment to remove such Director, and court of the first instance may be the Taipei District Court, R.O.C.

SEAL

Article 112

(a) The Company may, if the Board of Directors so determine, have a Seal which shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors. The use of Seal shall be in accordance with the Seal Policy adopted by the Board of Directors (which its Board of Directors may amend such policy any time as they deem necessary).
(b) The Company may have for use in any place or places outside the Cayman Islands a duplicate

Seal or Seals each of which shall be a facsimile of the Common Seal of the Company and kept under the custody of a person appointed by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.

(c) A person authorized by the Directors may affix the Seal of the Company over his signature alone to any document of the Company required to be authenticated by him under Seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

OFFICERS

Article 113

(a) The Board of Directors shall appoint a chairman and may appoint such other officers as they consider necessary on such terms to perform such duties, and subject to such provisions as to disqualification and removal as the Directors may think fit. Unless otherwise specified in the terms of his appointment an officer may be removed by resolution of the Board of Directors.

(b) The Company shall designate a representative within the territory of the R.O.C. to represent the Company in all litigious and non-litigious matters and to serve as its responsible person in the R.O.C. in compliance with the Applicable Public Company Rules. The representative as described in the preceding sentence shall have a residence or domicile within the territory of the R.O.C.

CORPORATE RECORD

Article 114

The Directors shall cause minutes to be made in books provided for the purposes of recording:

(c) the names of Directors present at each meeting of the Board of Directors and or any committee appointed by the Board of Directors; and

(d) all resolutions and proceedings at all general meetings, meetings of the Board of Directors, and meetings of committees appointed by the Board of Directors.

DIVIDENDS

Article 115

(a) If the Company has pre-tax profits in the current year, the Company shall set aside not less than1.5% of the profits as employees' compensation and not more than 3% of the profits as Directors' remuneration. When the employees' compensation is distributed by cash or by issuing new shares, the employees entitled to such compensation may include employees of the Subsidiaries satisfying certain criteria as promulgated and amended by the Board of Directors from time to time. A resolution for employees' compensation or Directors' remuneration proposed to the Board of Directors of the Company shall be adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors and reported to the general meeting. However, before setting aside the profits as employees' compensation and Directors' remuneration in accordance with the ratio set forth in this paragraph, the Company’s accumulated losses shall have been covered. A Director who also serves as an executive officer of the Company may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.

(b) The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members by Ordinary Resolution. The Directors shall prepare such proposal as follows: the proposal shall begin with the Company’s Annual Net Income and offset its losses in previous years that have not been previously offset; then set aside a Legal Capital Reserve at 10% of the profits left over, until the accumulated Legal Capital Reserve has equaled the total paid-up capital of the Company; then set aside a Special Capital Reserve if one is required in accordance with the Applicable Public Company Rules or as requested by the authorities in charge. If there is net remainder, the Directors may prepare the proposal for distribution of Dividends, bonus or other benefits accounted together with undistributed profits accrued in previous years and submit to the general meeting for review and approval by a resolution.

(c) The Company is currently positioned in a growth and development phase. Due to the need for capital expenditure, operation expansion and an integrated financial planned in order to maintain sustainable growth, any balance left over under Article 115(a) and/or (b) may be distributed as Dividends (including cash dividends or stock dividends) or bonuses in accordance with the Statute and the Applicable Public Company Rules, among which the Dividends to be distributed shall not be lower than 10% of the balance left over and the cash Dividends shall not be lower than 10% of the total amount of Dividends distributed to the Members.

Article 116

(a) Subject to the Statute and the Article, the Directors may declare Dividends and distributions of Shares in issue and authorize payment of the Dividends or distributions out of the funds of the Company lawfully available therefor.

(b) No dividend or distribution shall be payable except out of the profits of the Company, realized or unrealized, or out of the share premium account or as otherwise permitted by the Statute.

Article 117

(a) The Board of Directors shall establish a share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company.

(b) Unless otherwise provided in these Articles and to the extent permitted by the by the Statute, the Legal Capital Reserve and Capital Reserve shall not be used except for off-setting losses of the Company. The Company shall not use the Capital Reserve to off-set its capital losses, unless the Legal Capital Reserve and the Special Capital Reserve are insufficient to off-set such losses.

Article 118

Except as otherwise provided by the rights attached to Shares, all Dividends shall be declared and paid in proportion to the number of Shares that a Member holds. If any Shares is issued on terms providing that it shall rank for Dividend as from a particular date that Share shall rank for Dividend accordingly.

Article 119

The Directors may deduct from any Dividend or distribution payable to any Member all sums of money (if any) then payable by him to the Company on any count.

Article 120

Subject to the Statute and the Articles, the Company in general meeting may from time to time declare Dividends and/or bonuses in any currency to be paid to the Members but no Dividends or bonus shall be declared in excess of the amount recommended by the Board. For so long as the Shares are registered in the Designated Stock Market, Dividend or bonuses may only be declared in TWD.

Article 121

Any dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

Article 122

No dividend or distribution shall bear interest against the Company.

Article 123

(a) Subject to the Statute and Article 65(f), where the Company incurs no loss, it may capitalize its Legal Capital Reserve and the following categories of Capital Reserve –share premium account and/or income from endowments received by the Company –in whole or in part, either by issuing new, fully paid bonus Shares or by distributing cash dividends to its Members. Where Legal Capital Reserve is distributed by issuing new shares or by cash, only the portion of Legal Capital Reserve which exceeds 25% of the paid-in capital may be distributed.

(b) Subject to the Statute, in the event the Company issues new Shares to the existing Members by capitalization of its reserves or due to an increase in the value of its assets upon revaluation, Article 12(b) shall not apply.

TENDER OFFER

Article 124

Within fifteen days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Public Company Rules, the Board of Directors shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:

(a) The types and amount of Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in its own name or in the name of other persons.

(b) Recommendations to the Members on the verification of the identity and financial condition of the tender offeror, fairness of the tender offer conditions, and reasonableness of the sources of the tender offer funds. The specific assenting and dissenting opinions of the Directors and their reasons therefor shall also be stated.

(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 10% of the outstanding Shares held in its own name or in the name of other persons.

AUDIT COMMITTEE

Article 125

The Company shall establish an Audit Committee comprised of all of the Independent Directors, one of whom shall be the chairman, and at least one of whom shall have accounting or financial expertise to the extent required by the Applicable Public Company Rules. A resolution of the Audit Committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the Audit Committee shall be in accordance with policies proposed by the members of the Audit Committee and passed by Board of Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of the FSC and the Designated Stock Market, if any. The Board of Directors shall stipulate the charter of the Audit Committee in accordance with the Articles and Applicable Public Company Rules.

Article 126

Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board of Directors for resolution:

(a) Adoption or amendment of an internal control system of the Company;

(b) Assessment of the effectiveness of the internal control system;

(c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;

(d) A matter where a Director has a personal interest;

(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–type securities;
(h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
(i) The appointment or removal of a financial, accounting, or internal auditing officer;
(j) Annual and semi-annual financial reports;
(k) Any other matters so determined by the Company from time to time or required by any competent authority overseeing the Company.

Except for item (j) above, any matter under subparagraphs (a) through (k) of the preceding paragraph that has not been approved with the consent of one-half or more of the Audit Committee members may be undertaken only upon the approval of two-thirds or more of all Directors, without regard to the restrictions of the preceding paragraph, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.

Article 126-1
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, inspect, transcribe or make copies of the accounting books and documents, and request the Board of Directors or managerial personnel to make reports thereon.

Article 126-2
Audit Committee shall audit the various statements and records prepared for submission to the general meeting by the Board of Directors, and shall make a report of their findings and opinions at the general meeting.

Article 126-3
In conducting investigation and relevant affairs, Audit Committee may appoint, on behalf of the Company, a practicing lawyer and a certified public accountant to conduct the examination.

Article 126-4
An Independent Director shall not be concurrently a Director, a managerial officer or other staff/employee of the company.

Article 126-5
Before the Company makes any resolution of Merger and acquisition by the Board of Directors, the Company shall have the Audit Committee to review the fairness and reasonableness of the plan and transaction of the Merger and acquisition, and then report the review results to the Board of Directors and a general meeting. However, if under the Statute the Company is not required to convene a general meeting to make resolution of Merger and acquisition, the review result is not required to be reported to the general meeting.

Article 126-6
When reviewing the plan and transaction of the Merger and acquisition, the Audit Committee shall seek opinions from an independent expert on the justification of the Share Exchange ratio or distribution of cash or other assets.

Article 126-7
Review results of the Audit Committee and opinions from an independent expert shall be delivered to each Member together with the notice of the general meeting. However, if the Merger and acquisition is not required to be resolved by the general meeting, reports for matters of the Merger

and acquisition shall be submitted to the next closest general meeting. As to afore-mentioned documents that shall be delivered to Members, if the Company announced the same content as in those documents on a website designated by the competent securities authority of R.O.C and those documents are prepared at the venue of the general meeting by the Company for Members' inspection, those documents shall be deemed as have been delivered to Members.

REMUNERATION COMMITTEE

Article 127

The Company shall establish a Remuneration Committee. Regulations governing the professional qualification for its members, the exercise of their powers of office, and related matters shall be prescribed in accordance with the Applicable Public Company Rules. Remuneration referred to in the preceding paragraph shall include salary, stock options, and any other substantive incentive measures for Directors, and managerial officers.

BOOKS OF ACCOUNT

Article 128

The Directors shall cause proper books of account to be kept with respect to:

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place;

(b) all sales and purchases of goods by the Company;

(c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

Article 129

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorized by the Directors or by the Company in general meeting.

Article 130

The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by law.

Article 131

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

Article 132

During the period when the Shares are traded on the Designated Stock Market, the Board of Directors shall submit business reports, financial statements and proposals for distribution of profits or losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the general meeting, the Board of Directors shall distribute copies of the ratified financial statements and the Company's resolution on the allocation and distribution of profits or loss, to each Member or make public announcement in accordance with the Applicable Public Company Rules.

Article 133
During the period when the Shares are traded on the Designated Stock Market, the Board of Directors shall keep copies of the yearly business report, financial statements, and the report prepared by the Audit Committee (if any) at the office of its Shareholders' Service Agent before ten (10) days of the annual general meeting and any of its Members is entitled to inspect such documents during normal business hours of such Agent.

Article 134
The Board of Directors shall keep the Articles, all the minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's Shareholders' Service Agent located in R.O.C. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review, make copies of or reproduce the foregoing documents; and the Company shall make the shareholder service agent to provide with the access.

Article 134-1
The Board of Directors or other authorized conveners of general meetings may require the Company or the Shareholders' Service Agent to provide with the Register of Members.

NOTICES

Article 135
Except as provided in the Articles, any notice or document may be served by the Company or by the person entitled to give notice to any Member either personally, by facsimile or by sending it through the post in a prepaid letter or via a recognized courier service, fees prepaid, addressed to the Member at his address as appearing in the Register of Members, or to the extent permitted by all applicable laws and regulations, by electronic means by transmitting it to any electronic mail number or address such Members may have positively confirmed in writing for the purpose of such service of notices. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands as their representative in the Register of Members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

Article 136
Any Member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and where requisite, of the purposes for which such meeting was convened.

Article 137
Any notice or other document, if served by (a) post, shall be deemed to have been served at the time when the letter containing the same is posted; (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient; (c) courier service, shall be deemed to have been served at the time when the letter containing the same is delivered to the courier service; or (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail. In proving service by post or courier service, it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and duly posted or delivered to the courier service.

Article 138
Any notice or document delivered or sent by post to or left at the registered address of any Member in accordance with the terms of the Articles shall notwithstanding that such Member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have

been duly served in respect of any Share registered in the name of such Member as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register of Members as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the Share.

Article 139

Notice of every general meeting shall be given in any manner hereinbefore authorized to:

(a) every person shown as a Member in the Register of Members as of the record date for such meeting.

(b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting; and no other person shall be entitled to receive notices of general meetings.

WINDING UP

Article 140

If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and subject to the Applicable Public Company Rules, divide amongst the Members in specie or 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 trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

Article 141

If the Company shall be wound up, and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the Share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the Share capital, at the commencement of the winding up on the Shares held by them respectively. And if in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the Share capital at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the Share capital at the commencement of the winding up on the Shares held by them respectively. This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

INDEMNITY AND INSURANCE

Article 142

(a) To the maximum extent permitted by applicable law (including the Statute and Applicable Public Company Rules), the Directors and officers for the time being of the Company and personal representatives respectively shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own fraud, dishonesty, willful neglect or default respectively and no such Director, officer shall be answerable for the acts, receipts, neglects or defaults of any other Director, officer, or for the solvency or honesty of any banker or other persons with whom any monies or effects belonging to the Company may be lodged or deposited for safe custody or for any insufficiency of any security upon which any monies of the Company may be invested or for any other loss or damage due to any such cause as

aforesaid or which may happen in or about the execution of his office unless the same shall happen through the willful neglect or default of such Director, Officer.
(b) Subject to the laws of Cayman Islands, Members continuously holding 1% or more of the total issued Shares for six months or longer may request in writing any Independent Director of the Audit Committee to file a litigation against any Director or Directors on behalf the Company, and the Taiwan Taipei District Court, R.O.C., may be the court of first instance for such matter.
If the Independent Director of the Audit Committee who has been requested by such Members in accordance with the previous paragraph fails to file such litigation within thirty (30) days after receiving the request by such Members, subject to the laws of Cayman, such Members may file such litigation on behalf of the Company, and the Taiwan Taipei District Court, R.O.C. may be the court of the first instance for such matter.
Besides the situations that the Board of Directors does not or is unable to convene a general meeting, Audit Committee may, for the benefit of the Company, also call a general meeting when it is deemed necessary.

Article 143
The Company may purchase and maintain insurance for the benefit of any Director or officer against any liability incurred by him in his capacity as a Director or officer 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.

FINANCIAL YEAR

Article 144
Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.

AMENDMENTS OF ARTICLES

Article 145
Subject to the Statute and the Articles, the Company may at any time and from time to time by Special Resolution alter or amend these Articles in whole or in part.

TRANSFER BY WAY OF CONTINUATION

Article 146
If the Company is exempted as defined in the Statute, it shall, subject to the provisions of the Statute and with the approval of a Special Resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

Article 147
When conducting its business, the Company shall comply with the laws and regulations as well as business ethics and may take actions which will promote public interests in order to fulfill its social responsibilities.

LU HAI HOLDING CORP.

六暉控股股份有限公司

本次無償配股對公司營運績效、每股盈餘及股東投資報酬率之影響

單位：新台幣仟元

<table>
<tr><td colspan="3">年度
項目</td><td>2024 年度
(預估)</td></tr>
<tr><td colspan="3">期初實收資本額(元)</td><td>994,030,130</td></tr>
<tr><td rowspan="3">本年度配股配息情形
(註1)</td><td colspan="2">每股現金股利(元)</td><td>1.00</td></tr>
<tr><td colspan="2">盈餘轉增資每股配股數</td><td>-</td></tr>
<tr><td colspan="2">資本公積轉增資每股配股數</td><td>49.99999346</td></tr>
<tr><td rowspan="7">營業績效變化情形</td><td colspan="2">營業利益（仟元）</td><td rowspan="13">(註 2)</td></tr>
<tr><td colspan="2">營業利益較去年同期增（減）比率</td></tr>
<tr><td colspan="2">稅後純益（仟元）</td></tr>
<tr><td colspan="2">稅後純益較去年同期增（減）比率</td></tr>
<tr><td colspan="2">每股盈餘（元）</td></tr>
<tr><td colspan="2">每股盈餘較去年同期增（減）比率</td></tr>
<tr><td colspan="2">年平均投資報酬率（年平均本益比倒數）</td></tr>
<tr><td rowspan="6">擬制性每股盈餘及本益比</td><td rowspan="2">若盈餘轉增資全數改配放現金股利</td><td>擬制每股盈餘（元）</td></tr>
<tr><td>擬制年平均投資報酬率</td></tr>
<tr><td rowspan="2">若未辦理資本公積轉增資</td><td>擬制每股盈餘（元）</td></tr>
<tr><td>擬制年平均投資報酬率</td></tr>
<tr><td rowspan="2">若未辦理資本公積且盈餘轉增資改以現金股利發放</td><td>擬制每股盈餘（元）</td></tr>
<tr><td>擬制年平均投資報酬率</td></tr>
</table>

註 1：2023 年度盈餘分配案尚未經股東常會通過。

註 2：2024 年度並未編製對外公告之相關財務預測資料，故無需揭露預估資訊。

LU HAI HOLDING CORP.

六暉控股股份有限公司

全體董事持股情形

本公司實收資本額為新台幣 994,030,130 元，已發行股數 99,403,013 股。
至本次股東會停止過戶日(2024年4月21日)股東名簿記載之個別及全體董事持有股數狀況如下表所列：

職　稱	姓　名	持有股數	持股比例
董事長	許廉凱	3,348,627	3.37%
董　事	吳金鹿	573,973	0.58%
董　事	吳金樹	883,444	0.89%
董　事	許雅婷	833,187	0.84%
董　事	許瀚元	2,312,146	2.33%
董　事	許懷云	56,563	0.06%
獨立董事	顏美英	0	0
獨立董事	張宏源	0	0
獨立董事	葉治明	0	0
全體董事持有股數合計		8,007,940	8.06%

註 1.本公司無證券交易法第 26 條之適用。
註 2.公司設置審計委員會，故無監察人持有股數之適用。

持有本公司已發行股份總數百分之一以上股份之股東提案相關資訊

1. 本公司 2024 年股東常會受理股東提案時間為 2024 年 04 月 09 日至 2024 年 04 月 19 日止。
2. 於上開期間，並無任何持有本公司已發行股份總數百分之一以上股份之股東提案。