

股票代號：2115



六暉控股股份有限公司

LU HAI HOLDING CORP.

2026 年股東常會

議事手冊

日期：2026 年 5 月 27 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.

六 暉 控 股 股 份 有 限 公 司

2026 年股東常會開會程序

一、宣佈開會

二、主席致詞

三、報告事項

四、承認事項

五、討論事項

六、臨時動議

七、散會

LU HAI HOLDING CORP.

六 暉 控 股 股 份 有 限 公 司

2026 年股東常會開會議程

時間：2026 年 5 月 27 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

一、宣佈開會(報告出席股數)

二、主席致詞

三、報告事項

(一) 2025 年度營業報告。

(二) 審計委員會審查 2025 年度決算表冊報告。

(三) 2025 年度董事酬勞及員工酬勞報告。

四、承認事項

(一) 承認 2025 年度營業報告書暨財務報表案。

(二) 承認 2025 年度盈餘分派案。

五、討論事項

(一) 修訂本公司「股東會議事規則」案。

(二) 修訂本公司「背書保證作業辦法」案。

(三) 修訂本公司「取得或處分資產管理辦法」案。

六、臨時動議

七、散會

報告事項

第一案

案由：2025 年度營業報告，報請 公鑒。

說明：本公司 2025 年度營業報告書，請參閱附件一(本手冊第 6~7 頁)。

第二案

案由：審計委員會審查 2025 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 8 頁)。

第三案

案由：2025 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 5,188,234 元及員工酬勞新台幣 2,594,117 元。

2.員工酬勞全數以現金發放。

3.本公司 2025 年度董事酬金發放之合理性說明：

3-1.本公司 2025 年度歸屬於母公司業主之淨利較 2024 年度衰退 48,357 仟元(衰退比率為 23%)，惟酬勞及績效提撥制度之調整，2025 年度支付每位董事酬金(不含兼任員工報酬)之平均數較 2024 年度增加 212,937 元(增加比率 48%)。

稅後損益(仟元)				平均每位董事酬金 (不含兼任員工報酬)(元)			
2025 年度	2024 年度	衰退 金額	衰退 比率	2025 年度 (註 1)	2024 年度 (註 2)	增加 金額	增加 比率
165,159	213,516	-48,357	-23%	656,470	443,533	212,937	48%

註 1：2025 年度依獲利提撥 3%董事酬勞新台幣 5,188,234 元，董事車馬費新台幣 720,000 元，合計新台幣 5,908,234 元，平均每位董事酬金(不含兼任員工報酬)新台幣 656,470 元。

註 2：2024 年度依獲利級距提撥 1.5%董事酬勞新台幣 3,301,796 元，董事車馬費新台幣 690,000 元，合計新台幣 3,991,796 元，平均每位董事酬金(不含兼任員工報酬)新台幣 443,533 元。

3-2.本公司 2025 年度酬勞及績效提撥制度調整如下：

為強化經營績效與酬金之直接關聯，本公司董事酬勞由「按獲利級距之對應比率提撥」調整為「依當年度獲利狀況提撥一定比率」，並修正章程由「不高於 3%作為董事酬勞」改為「不高於 5%作為董事酬勞」，如第 3-1 點所述，董事酬勞 2025 年度提撥比率為 3%，較 2024 年度增加 1.5%。

為更符合實際獲利與經營績效，本公司員工酬勞由「按獲利級距之對應比率提撥」調整為「按當年度獲利 1.5%提撥」，2025 及 2024 年度

提撥比率均為 1.5%，另為提升人才留存率及促進公司營運發展，並參考台灣證券交易法增訂保障基層員工薪資條款，本公司 2025 年度調整績效提撥之級距及比率，各獲利級距提撥比率平均調增 1%~2%。

承認事項

第一案

(董事會提)

案 由：本公司 2025 年度營業報告書暨財務報表案，提請 承認。

說 明：1.本公司 2025 年度財務報表業經國富浩華聯合會計師事務所林明壽會計師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 2025 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 6~7 頁及第 9~17 頁)。

決 議：

第二案

(董事會提)

案 由：本公司 2025 年度盈餘分派案，提請 承認。

說 明：1.本公司 2025 年度稅後淨利新台幣 165,158,771 元，按公司章程所訂提撥 10%法定盈餘公積新台幣 16,515,877 元，加計期初未分配盈餘新台幣 1,201,467,942 元，合計可供分配盈餘新台幣 1,350,110,836 元，擬分配股東現金股利每股新台幣 1.20 元，總計配發股東股利新台幣 125,247,796 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，授權董事長訂定配息基準日、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。
4.2025 年度盈餘分配表，請參閱附件四(本手冊第 18 頁)。

決 議：

討論事項

第一案

(董事會提)

案 由：修訂本公司「股東會議事規則」案，提請 討論。

說 明：依金管證交字第 1140024365 號，參照「公開發行公司股東會議事手冊應行記載及遵行事項辦法」第六條，擬修訂本公司「股東會議事規則」，修訂對照表請參閱附件五(本手冊第 19~20 頁)。

決 議：

第二案

(董事會提)

案 由：修訂本公司「背書保證作業辦法」案，提請 討論。

說 明：配合實務運作，擬修訂本公司「背書保證作業辦法」，修訂對照表請參閱附件六(本手冊第 21 頁)。

決 議：

第三案

(董事會提)

案 由：修訂本公司「取得或處分資產管理辦法」案，提請 討論。

說 明：鑑於取得或處分供營業使用之設備屬正常營運行為，以及透過投資固定收益債券進行資金調節以提升現金收益率之需求，並考量資訊揭露之重大性原則等，爰依台灣主管機關辦法修訂本公司「取得或處分資產管理辦法」，修訂對照表請參閱附件七(本手冊第 22~26 頁)。

決 議：

臨時動議

散會

六暉控股股份有限公司
2025 年度營業報告書

2025 年隨著通膨趨緩，各國陸續進入降息循環，惟受美國關稅戰及地緣政治緊張等因素影響，抑制全球經濟成長動能，加上中國產能過剩及內需疲弱，傳統產業復甦力道有限。在供應鏈提前備貨及庫存去化等紅利逐步消退下，終端市場需求轉趨疲軟，本公司營收表現較去年同期放緩。

自行車產業庫存去化已近尾聲，惟受關稅干擾影響，抑制腳踏車類氣門嘴銷量；機車產業發展呈現分化，傳統機車類氣門嘴需求偏弱，惟電動化轉型帶動鋁製氣門嘴需求增長；汽車與卡車市場受產能過剩及同業競爭影響，銷量下滑；另 TPMS 類氣門嘴受惠於市場對行車安全重視度提升，銷量穩定成長；本公司 2025 年度氣門嘴整體銷售量下降 3.47%，營業收入由新台幣 31.26 億元減少至 29.79 億元，下降 4.72%。為提升生產效能及節省人力成本，本公司持續優化製程與投資自動化設備，惟銅材及鋁材採購價格上漲，加上產品調價幅度受限等因素，毛利率由 22.16% 下降至 20.66%。研發費用因持續投入各項研究及專案開發而增加；惟在管理費用有效控管，且推銷費用隨營收表現減少之情況下，營業費用整體減少，營業淨利率由 10.32% 下降至 8.55%。因借款金額減少及利率下調，財務成本降低，然而補助款挹注減少，致營業外收益減少。綜上所述，本公司 2025 年度純益率由 6.83% 下降至 5.55%，每股盈餘由新台幣 2.05 元減少至 1.58 元。

展望未來，本公司將持續深化核心技術，擴大自動化投資，以優化製程與毛利結構。同時持續鞏固既有優勢及加速全球化佈局，秉持穩健財務原則，並落實「品質為根、誠信為本、客戶為尊、持續改進」之經營理念，靈活因應產業變動，致力為股東創造長期穩定的價值。

財務表現

二年度實施成果：

單位：新台幣仟元

年度 項目	2025 年度	2024 年度	增(減)額、比例	
營業收入	2,978,759	3,126,341	-147,582	-4.72%
營業毛利	615,276	692,699	-77,423	-11.18%
營業淨利	254,680	322,764	-68,084	-21.09%
稅前淨利	259,215	346,258	-87,043	-25.14%
本期淨利	165,321	213,516	-48,195	-22.57%

預算執行情形

本公司 2025 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

年度		2025 年度	2024 年度
項目			
財務結構(%)	負債占資產比率	30.18	33.79
	長期資金占不動產、廠房及設備比率	198.28	200.37
償債能力(%)	流動比率	317.08	301.16
	速動比率	218.27	218.82
	利息保障倍數(倍)	9.93	9.52
獲利能力	資產報酬率(%)	3.84	4.94
	權益報酬率(%)	5.08	6.78
	稅前純益占實收資本額比率(%)	24.84	33.17
	純益率(%)	5.55	6.83
	每股盈餘(元)	1.58	2.05

說明：本公司因償還部分銀行借款，致財務結構比率下降，償債能力維持平穩，然因獲利減少，致整體獲利能力下降。

研發情形

本公司 2025 年度研發計畫進展順利，透過整合太陽能光電與自動化技術，全面優化沖壓鍛造、退火及硫化等核心製程，達成節能減碳、品質提升及效率精進之目標。

主要成果包括：卡車嘴沖鍛效率提升及全自動退火工藝優化、硫化模具速熱加密增效及快速安裝氣門嘴技術開發、TPMS 內胎專用膠套、自動噴塗插盤機與打包陽極工藝完成研發；設備升級與自動化應用有效降低能耗與人力成本。

展望 2026 年，本公司將聚焦新材料、新產品與工藝創新，推動流程自動化與輕量化材料開發，突破關鍵技術，持續提升品質、效率與成本競爭力。

主要研發方向包括：輕量化及膠座式鎂鋁合金氣門嘴、卡扣式摩托車與自行車 TPMS 氣門嘴，以及丁苯膠替代配方研究；並推動卡車嘴銑邊機、視覺包裝機及陽極上料裝置等自動化與製程改善專案。

董事長：吳金鹿



總經理：許秀華



會計主管：張盛宏



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 114 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林明壽會計師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 115 年度股東常會

審計委員會召集人：顏美英



中 華 民 國 115 年 3 月 10 日



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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114年及113年12月31日之合併資產負債表，暨民國114年及113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114年及113年12月31日之合併財務狀況，暨民國114年及113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114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114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114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評估，其損失率之估計及判斷，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。本會計師負責對查核團隊成員之指導、監督及複核其執行之工作，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114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：林明壽

林明壽



會計師：黃千真

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 115 年 3 月 10 日

六暉控股股份有限公司及子公司

合併資產負債表

民國114年及113年12月31日

單位：新台幣仟元

			114年12月31日			113年12月31日		
代 碼	資 產	附 註	金 額	%	金 額	%		
流動資產								
1100	現金及約當現金	六（一）	\$ 829,023	18	\$ 1,018,133	21		
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）	15,395	-	15,450	-		
1150	應收票據淨額—非關係人	六（三）	44,337	1	33,916	1		
1170	應收帳款淨額	六（四）、七	651,869	14	716,937	15		
1200	其他應收款		11,765	-	9,485	-		
1220	本期所得稅資產		6,335	-	2,874	-		
130X	存 貨	六（五）	679,357	15	652,162	13		
1410	預付款項	六（六）	27,605	1	24,513	-		
1470	其他流動資產		2,826	-	1,318	-		
11XX	流動資產合計		2,268,512	49	2,474,788	50		
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）	621	-	620	-		
1600	不動產、廠房及設備	六（七）	1,979,995	42	2,053,784	42		
1755	使用權資產	六（八）	148,112	3	152,854	3		
1760	投資性不動產淨額	六（九）	169,599	4	180,852	4		
1780	無形資產	六（十）	12,235	-	13,557	-		
1840	遞延所得稅資產	六（二十八）	23,982	1	23,575	-		
1900	其他非流動資產	六（十一）	38,246	1	36,875	1		
15XX	非流動資產合計		2,372,790	51	2,462,117	50		
1XXX	資產總計		\$ 4,641,302	100	\$ 4,936,905	100		
負債及權益								
流動負債								
2100	短期借款	六（十二）	\$ 112,413	2	\$ 214,053	4		
2130	合約負債—流動	六（二十二）	6,359	-	1,732	-		
2170	應付帳款—非關係人		276,107	6	304,739	6		
2200	其他應付款	六（十三）	185,809	4	217,095	5		
2230	本期所得稅負債		11,922	-	29,218	1		
2320	一年內到期長期借款	六（十四）	88,903	2	50,720	1		
2300	其他流動負債	六（十五）	33,921	1	4,192	-		
21XX	流動負債合計		715,434	15	821,749	17		
非流動負債								
2540	長期借款	六（十四）	661,418	14	819,828	17		
2570	遞延所得稅負債	六（二十八）	22,099	1	19,888	-		
2645	存入保證金		1,761	-	6,721	-		
25XX	非流動負債合計		685,278	15	846,437	17		
2XXX	負債總計		1,400,712	30	1,668,186	34		
歸屬於母公司業主之權益								
3110	普通股股本	六（十七）	1,043,732	23	1,043,732	21		
3200	資本公積	六（十八、十九）	394,003	9	393,999	8		
3300	保留盈餘	六（十九）						
3310	法定盈餘公積		345,719	7	324,368	6		
3320	特別盈餘公積		385,883	8	385,883	8		
3350	未分配盈餘		1,366,627	29	1,379,379	28		
3400	其他權益	六（二十）	(313,925)	(7)	(258,642)	(5)		
31XX	歸屬於母公司業主之權益合計		3,222,039	69	3,268,719	66		
36XX	非控制權益	六（二十一）	18,551	1	-	-		
3XXX	權益總計		3,240,590	70	3,268,719	66		
	負債及權益總計		\$ 4,641,302	100	\$ 4,936,905	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114年及113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	114年度		113年度	
			金 額	%	金 額	%
4000	營業收入	六（二十二）、七	\$ 2,978,759	100	\$ 3,126,341	100
5000	營業成本	六（五、二十三）	(2,363,483)	(79)	(2,433,642)	(78)
5950	營業毛利		615,276	21	692,699	22
	營業費用	六（二十三）、七				
6100	推銷費用		(88,868)	(3)	(96,626)	(3)
6200	管理費用		(207,500)	(7)	(219,752)	(7)
6300	研究發展費用		(64,873)	(2)	(54,213)	(2)
6450	預期信用減損利益		645	-	656	-
6000	營業費用合計		(360,596)	(12)	(369,935)	(12)
6900	營業淨利		254,680	9	322,764	10
	營業外收入及支出					
7100	利息收入	六（二十四）	12,413	-	15,994	1
7010	其他收入	六（二十五）	49,986	2	73,795	2
7020	其他利益及損失	六（二十六）	(28,832)	(1)	(25,671)	(1)
7050	財務成本	六（二十七）	(29,032)	(1)	(40,624)	(1)
7000	營業外收入及支出合計		4,535	-	23,494	1
7900	稅前淨利		259,215	9	346,258	11
7950	所得稅費用	六（二十八）	(93,894)	(3)	(132,742)	(4)
8200	本期淨利		165,321	6	213,516	7
	其他綜合損益(淨額)	六（二十九）				
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		-	-	(174)	-
8349	與不重分類之項目相關之所 得稅	六（二十八）	-	-	-	-
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		(56,080)	(2)	127,425	4
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		997	-	(13)	-
8399	與可能重分類之項目相關之 所得稅	六（二十八）	(200)	-	3	-
8300	本期其他綜合損益(稅後淨額)		(55,283)	(2)	127,241	4
8500	本期綜合損益總額		\$ 110,038	4	\$ 340,757	11
	淨利歸屬於					
8610	母公司業主		\$ 165,159	6	\$ 213,516	7
8620	非控制權益		162	-	-	-
8600	合 計		\$ 165,321	6	\$ 213,516	7
	綜合損益總額歸屬於					
8710	母公司業主		\$ 109,876	4	\$ 340,757	11
8720	非控制權益		162	-	-	-
8700	合 計		\$ 110,038	4	\$ 340,757	11
	每股盈餘	六（三十）				
9750	基本每股盈餘		\$ 1.58		\$ 2.05	
9850	稀釋每股盈餘		\$ 1.58		\$ 2.04	

【請參閱後附合併財務報告附註】

董事長：

金鹿

經理人：

秀華

會計主管：

盛宏



六甲控股有限公司

合併財務報表

民國114年12月31日

單位：新台幣千元

歸屬	於	母	業 務 主 體 之 權 益			非 控 制 權 益	權 益 總 計			
			保 留	其 他 權 益	歸 屬 於 母 公 司 業 主 之 權 益 合 計					
								普 通 股 股 本	資 本 公 積	法 定 盈 餘 公 積
1113年1月1日餘額	\$ 994,030	\$ 443,701	\$ 306,865	\$ 380,863	\$ 1,287,789	\$ (383,701)	\$ (2,182)	\$ 3,027,365	\$ -	\$ 3,027,365
盈餘分配										
法定盈餘公積	-	-	17,503	-	(17,503)	-	-	-	-	-
特別盈餘公積	-	-	-	5,020	(5,020)	-	-	-	-	-
現金股利	-	-	-	-	(99,403)	-	-	(99,403)	-	(99,403)
資本公積配發股票股利	49,702	(49,702)	-	-	-	-	-	-	-	-
113年度淨利	-	-	-	-	213,516	-	-	213,516	-	213,516
113年度其他綜合損益	-	-	-	-	-	127,425	(184)	127,241	-	127,241
113年12月31日餘額	1,043,732	393,999	324,368	385,883	1,379,379	(256,276)	(2,366)	3,268,719	-	3,268,719
盈餘分配										
法定盈餘公積	-	-	21,351	-	(21,351)	-	-	-	-	-
現金股利	-	-	-	-	(156,560)	-	-	(156,560)	-	(156,560)
行使歸入權	-	4	-	-	-	-	-	4	-	4
非控制權益增加	-	-	-	-	-	-	-	-	18,389	18,389
114年度淨利	-	-	-	-	165,159	-	-	165,159	162	165,321
114年度其他綜合損益	-	-	-	-	-	(56,080)	797	(55,283)	-	(55,283)
114年12月31日餘額	\$ 1,043,732	\$ 394,003	\$ 345,719	\$ 385,883	\$ 1,366,627	\$ (312,356)	\$ (1,569)	\$ 3,222,039	\$ 18,551	\$ 3,240,590

【請參閱後附合併財務報告附註】

董事長：金鹿

董事長：

經理人：李華

會計主管：

張宏

六暉控股股份有限公司及子公司
合併現金流量表
民國114年及113年1月1日至12月31日

單位：新台幣仟元

	114年度	113年度
營業活動之現金流量		
本期稅前淨利	\$ 259,215	\$ 346,258
調整項目		
收益費損項目		
折舊費用	229,216	227,803
攤銷費用	3,002	2,552
預期信用減損利益	(645)	(656)
財務成本	29,032	40,624
利息收入	(12,413)	(15,994)
股利收入	(124)	(128)
處分及報廢不動產、廠房及設備 損失	1,059	934
不動產、廠房及設備減損損失	-	1,894
營業資產及負債之淨變動數		
應收票據－非關係人	(10,020)	8,113
應收帳款	55,255	(42,447)
其他應收款	(2,744)	29,288
存貨	(40,117)	(105,442)
預付款項	(3,815)	(13,742)
其他流動資產	(1,570)	103
合約負債	4,471	(1,168)
應付帳款－非關係人	(27,480)	44,287
其他應付款	(4,579)	10,600
其他流動負債	30	(205)
營運產生之現金流入	477,773	532,674
收取之利息	13,226	24,969
收取之股利	124	128
支付之利息	(29,527)	(40,791)
支付之所得稅	(112,187)	(271,803)
營業活動之淨現金流入	349,409	245,177

【接次頁】

【承前頁】

	114年度	113年度
投資活動之現金流量		
取得不動產、廠房及設備	\$ (120,561)	\$ (80,895)
處分不動產、廠房及設備	10,358	6,828
預收處分投資性不動產價款	23,478	-
取得無形資產	(1,694)	(1,160)
預付設備款增加	(73,921)	(63,169)
存出保證金(增加)減少	615	(81)
其他非流動資產減少	819	1,830
投資活動之淨現金流出	(160,906)	(136,647)
籌資活動之現金流量		
短期借款增加(減少)	(99,261)	192,168
存入保證金增加	435	894
舉借長期借款	435,927	568,117
償還長期借款	(550,942)	(756,884)
發放現金股利	(156,560)	(99,403)
行使歸入權	4	-
非控制權益變動	18,389	-
籌資活動之淨現金流出	(352,008)	(95,108)
匯率變動對現金及約當現金之影響	(25,605)	37,333
本期現金及約當現金增加(減少)數	(189,110)	50,755
期初現金及約當現金餘額	1,018,133	967,378
期末現金及約當現金餘額	\$ 829,023	\$ 1,018,133

【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
盈餘分配表

民國 114 年度(西元 2025 年度)

單位：新台幣元

項目	金額	
民國 114 年度稅後淨利		165,158,771
減：		
提列法定盈餘公積	16,515,877	
民國 114 年度當期可供分配盈餘		148,642,894
加：		
期初未分配盈餘	1,201,467,942	
截至民國 114 年底累積可供分配盈餘		1,350,110,836
分配項目：		
股東股利－現金(註 1)	125,247,796	
期末未分配盈餘		1,224,863,040

註 1：本次擬配發股東現金股利每股新台幣 1.20 元，總計配發股東現金股利新台幣 125,247,796 元

董事長：吳金鹿



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

股東會議事規則修訂對照表

修改後(第 11 版)	修改前(第 10 版)	修改說明
4.權責單位：董事長室	4.權責單位：總經理室	配合公司職務實務流程。
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；但本公司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。	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二十億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。	配合中華民國 114 年 12 月 23 日臺灣證券交易所股份有限公司臺證治理字第 1140024365 號公告修正之「公開發行公司股東會議事手冊應行記載及遵行事項辦法」第 6 條，擴大應於股東常會三十日前揭露議事手冊等相關資訊之適用範圍至全體上市上櫃公司。

修改後(第 11 版)	修改前(第 10 版)	修改說明
(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。	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。	

LU HAI HOLDING CORP.

六暉控股股份有限公司

背書保證作業辦法修訂對照表

修改後(第 9 版)	修改前(第 8 版)	修改說明
5.1.背書保證對象： 本公司背書保證對象以本公司直接及間接持有表決權之股份超過百分之五十之公司為限。	5.1.背書保證對象： 本公司背書保證對象以本公司直接及間接持有表決權股份百分之五之子公司背書保證為限。	本公司於 2025 年 10 月成立合資公司，間接持股合資公司超過 50%，對其具有控制能力，掌控其財務與經營狀況，風險較低。為增加合資公司財務彈性、便利籌資，並反映實際業務合作關係，開放本公司背書保證對象以本公司直接及間接持有表決權之股份超過百分之五十之公司為限。

LU HAI HOLDING CORP.

六暉控股股份有限公司

取得或處分資產管理辦法修改對照表

修改後(第 12 版)	修改前(第 11 版)	修改說明
5.7.資訊公開揭露程序 5.7.1.本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊辦理公告申報台灣主管機關： ... 5.7.1.4.取得或處分供營業使用之設備或其使用權資產，且其交易對象非為關係人，交易金額並達下列規定之一： 5.7.1.4.1.實收資本額未達新台幣一百億元之公開發行公司，交易金額達新台幣五億元以上。 5.7.1.4.2.實收資本額達新台幣一百億元以上，未達五百億元之公開發行公司，交易金額達新台幣十億元以上。 ... 5.7.1.4.3.實收資本額達新台幣五百億元以上之公開發行公司，交易金額達公司實收資本額百分之五以上。 5.7.1.7.實收資本額達新台幣五百億元以上之公開發行公司，於台灣證	5.7.資訊公開揭露程序 5.7.1.本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊辦理公告申報台灣主管機關： ... 5.7.1.4.取得或處分供營業使用之設備或其使用權資產，且其交易對象非為關係人，交易金額並達下列規定之一： 5.7.1.4.1.實收資本額未達新台幣一百億元之公開發行公司，交易金額達新台幣五億元以上。 5.7.1.4.2.實收資本額達新台幣一百億元以上之公開發行公司，交易金額達新台幣十億元以上。 ... 5.7.1.7.除 5.7.1.1.~5.7.1.6.以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新台幣三億以上。但下列情形不在此限： 5.7.1.7.1.買賣台灣國內公債或信用評等不低於台灣主權評等等級之外國公債。	一、取得或處分供營業使用之設備屬公司正常營運所需之行為，考量資訊揭露之重大性，爰新增 5.7.1.4.3.，針對實收資本額達新台幣五百億元以上之公開發行公司，取得或處分供營業使用之設備且交易對象非為關係人之公告標準提高為交易金額達公司實收資本額百分之五以上，併同修正 5.7.1.4.2.，針對實收資本額達新台幣一百億元以上，未達新台幣五百億元之公開發行公司，取得或處分供營業使用之設備且交易對象非為關係人之公告標準為交易金額新台幣十億元。 二、考量公司為善用其營運資金，有透過投資固定收益商品進行資金調度以提升現

修改後(第 12 版)	修改前(第 11 版)	修改說明
券交易所或證券商營業處所買賣之公債、普通公司債及未涉及股權之一般金融債券(不含次順位債券)，非屬 5.7.1.8.但書情形，且其交易對象非為關係人，交易金額達公司實收資本額百分之五以上。 5.7.1.8.除 5.7.1.1.~5.7.1.7.以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新台幣三億以上。但下列情形不在此限： 5.7.1.8.1.買賣台灣國內公債或信用評等不低於台灣主權評等等級之外國公債。 5.7.1.8.2.以投資為專業者，於台灣證券交易所或證券商營業處所為之有價證券買賣，或於初級市場認購外國公債或募集發行之普通公司債及未涉及股權之一般金融債券(不含次順位債券)，或申購或買回證券投資信託基金或期貨信託基金，或申購或賣回指數投資證券，或證券商因承銷業務需要、擔任興櫃公司輔導推薦	5.7.1.7.2.以投資為專業者，於台灣證券交易所或證券商營業處所為之有價證券買賣，或於初級市場認購外國公債或募集發行之普通公司債及未涉及股權之一般金融債券(不含次順位債券)，或申購或買回證券投資信託基金或期貨信託基金，或申購或賣回指數投資證券，或證券商因承銷業務需要、擔任興櫃公司輔導推薦證券商依財團法人中華民國證券櫃檯買賣中心規定認購之有價證券。 5.7.1.7.3.買賣附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金。 5.7.1.8.條文 5.7.1.1.~5.7.1.7.交易金額依下列方式計算之，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依規定公告部分免再計入： 5.7.1.8.1.每筆交易金額。 5.7.1.8.2.一年內累積與同一相對人取得或處分同一性質標的交易之金額。 5.7.1.8.3.一年內累積取得或處分(取得、處分分別累積)同一開發計畫	金收益率之需求，惟現行規定交易金額新台幣三億元之公告門檻恐使大型企業面臨頻繁公告之情形，基於資訊揭露之重大性考量，並衡酌商品風險屬性，爰新增 5.7.1.7.，針對實收資本額達新台幣五百億元以上之公開發行公司，於證券交易所或證券商營業處所買賣之公債、普通公司債及未涉及股權之一般金融債券(不含次順位債券)，非屬 5.7.1.8.但書情形，且其交易對象非為關係人之公告標準提高為交易金額達實收資本額百分之五以上。 三、5.7.1.7. 移列 5.7.1.8.，並酌作文字修正。

修改後(第 12 版)	修改前(第 11 版)	修改說明
證券商依財團法人 中華民國證券櫃檯 買賣中心規定認購 之有價證券。 5.7.1.8.3.買賣附買回、賣回 條件之債券、申購 或買回國內證券投 資信託事業發行之 貨幣市場基金。 5.7.1.9.條文 5.7.1.1.~5.7.1.8. 交易金額依下列方式 計算之，且所稱一年 內係以本次交易事實 發生之日為基準，往 前追溯推算一年，已 依規定公告部分免再 計入： 5.7.1.9.1.每筆交易金額。 5.7.1.9.2.一年內累積與同一 相對人取得或處分 同一性質標的交易 之金額。 5.7.1.9.3.一年內累積取得或 處分(取得、處分分 別累積)同一開發計 畫不動產或其使用 權資產之金額。 5.7.1.9.4.一年內累積取得或 處分(取得、處分分 別累積)同一有價證 券之金額。	不動產或其使用權資 產之金額。 5.7.1.8.4.一年內累積取得或處 分(取得、處分分別 累積)同一有價證券 之金額。	
5.10.本辦法有關總資產百分之 十之規定，以台灣證券發行 人財務報告編製準則規定之 最近期個體或個別財務報告 中之總資產金額計算。 公司股票無面額或每股面 額非屬新台幣十元者，本	5.10.本辦法有關總資產百分之十 之規定，以台灣證券發行人 財務報告編製準則規定之最 近期個體或個別財務報告中 之總資產金額計算。 公司股票無面額或每股面額 非屬新台幣十元者，本辦法	配合 5.7.1.新增有關 實收資本額達新台幣 五百億元之公開發行 公司應公告申報標 準，爰明定公司股票 無面額或每股面額非 屬新台幣十元者，有 關實收資本額百分之

修改後(第 12 版)	修改前(第 11 版)	修改說明
辦法有關實收資本額百分之二十之交易金額規定，以歸屬於母公司業主之權益百分之十計算之；本辦法有關實收資本額百分之五之交易金額規定，以歸屬於母公司業主之權益百分之二點五計算之；本辦法有關實收資本額達新台幣一百億元之交易金額規定，以歸屬於母公司業主之權益新台幣二百億元計算之；本辦法有關實收資本額達新台幣五百億元之交易金額規定，以歸屬於母公司業主之權益新台幣一千億元計算之。	有關實收資本額百分之二十之交易金額規定，以歸屬於母公司業主之權益百分之十計算之；本辦法有關實收資本額達新台幣一百億元之交易金額規定，以歸屬於母公司業主之權益新台幣二百億元計算之。	五及實收資本額達新台幣五百億元之計算方式。
6.2. 估價報告應行記載事項如下： 6.2.1. 不動產估價技術規則規定應記載事項。 6.2.2. 專業估價者及估價人員相關事項。 6.2.2.1. 專業估價者名稱、資本額、組織結構及人員組成。 6.2.2.2. 估價人員姓名、年齡、學經歷(附證明)從事估價工作之年數及期間、承辦估價案件之件數。 6.2.2.3. 專業估價者、估價人員與委託估價者之關係。 6.2.2.4. 估價報告應聲明估價人員具備專業性與獨立性，已評估所使用	6.2. 估價報告應行記載事項如下： 6.2.1. 不動產估價技術規則規定應記載事項。 6.2.2. 專業估價者及估價人員相關事項。 6.2.2.1. 專業估價者名稱、資本額、組織結構及人員組成。 6.2.2.2. 估價人員姓名、年齡、學經歷(附證明)從事估價工作之年數及期間、承辦估價案件之件數。 6.2.2.3. 專業估價者、估價人員與委託估價者之關係。 6.2.2.4. 出具「估價報告所載事項無虛偽、隱匿」之聲明。 6.2.2.5. 出具估價報告之日期。	酌作文字修正。

修改後(第 12 版)	修改前(第 11 版)	修改說明
之資訊為合理與正確及遵循相關法令，且所載事項無虛偽、隱匿等事項。 6.2.2.5. 出具估價報告之日期。 6.2.3. 勘估標的之基本資料至少應包括標的物名稱及性質、位置、面積等資料。 6.2.4. 標的物區域內不動產交易之比較實例。 6.2.5. 估價種類採限定價格、特定價格或特殊價格者，限定、特定或特殊之條件及目前是否符合該條件，暨與正常價格差異之原因與合理性，及該限定價格、特定價格或特殊價格是否足以作為買賣價格之參考。 6.2.6. 如為合建契約，應載明雙方合理分配比。 6.2.7. 土地增值稅之估算。 6.2.8. 專業估價者間於同一期日價格之估計達百分之二十以上之差異，是否已依台灣不動產估價師法第四十一條規定辦理。 6.2.9. 附件包括標的物估價明細、所有權登記資料、地籍圖謄本、都市計畫略圖、標的物位置圖、土地分區使用證明、標的物現況照片。	6.3. 勘估標的之基本資料至少應包括標的物名稱及性質、位置、面積等資料。 6.4. 標的物區域內不動產交易之比較實例。 6.5. 估價種類採限定價格或特定價格者，限定或特定之條件及目前是否符合該條件，暨與正常價格差異之原因與合理性，及該限定價格或特定價格是否足以作為買賣價格之參考。 6.6. 如為合建契約，應載明雙方合理分配比。 6.7. 土地增值稅之估算。 6.8. 專業估價者間於同一期日價格之估計達百分之二十以上之差異，是否已依台灣不動產估價師法第四十一條規定辦理。 6.9. 附件包括標的物估價明細、所有權登記資料、地籍圖謄本、都市計畫略圖、標的物位置圖、土地分區使用證明、標的物現況照片。	

開曼群島公司法（修改版）

六暉控股股份有限公司

修訂及重述章程大綱

（經 2025 年 5 月 27 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 2025 年 5 月 27 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，公司採行票面金額股者，不得轉換為無票面金額股；採行無票面金額股者，亦不得轉換為票面金額股。

(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) 本公司應於股東常會開會三十日前或股東臨時會開會十五日前，公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料。公司股東會採行書面行使表決權者，並應將本項前述資料及書面表決權用紙，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編制股東會議事手冊，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，公告議事手冊及其他會議相關資料。但公司於最近會計年度終了日實收資本額達新臺幣二十億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 5% 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當年度撥補虧損、提撥公積後所餘利潤之 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。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書，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、歷屆股東會議事錄、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。

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 Act (Revised)

Company Limited by Shares

11th 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 27th day of May, 2025.

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 Act (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 Act.

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 Act (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 Act (Revised)

Company Limited by Shares

11th 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 27th day of May, 2025.

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 Act, 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 Company 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 Transactions 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 Company Rules
Market Observation Post System	Market Observation Post System of the R.O.C.
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 Price	shall bear the meaning given thereto in the Applicable Public Company 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 program or subscription agreement, warrant, option or issuance of shares under Article 18.
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 Company 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 Act 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. When the Company chooses to issue no par value shares, it shall not convert its shares into par value shares, and when the Company chooses to issue par value shares, it shall neither convert its shares into no par value shares.
- (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 programs 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 program(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 program 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 program.
- (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 programs under Article 18 above, provided that Directors who are also employees of the Company or its Subsidiaries may participate in an incentive program 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 vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other purpose, the Directors shall determine the period that the Register of Members shall be closed for transfers and such period shall not be less than the minimum period of time 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.

TRANSFER 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 Company 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) Thirty days prior to an annual general meeting, and fifteen days prior to an extraordinary general meeting, the Company shall make public the notice of general meeting, proxy form, explanatory materials relating to proposals for ratification, matters for deliberation, election or dismissal of directors, and other matters on the general meeting agenda. Where voting powers at a general meeting are to be exercised in writing, materials mentioned above in this paragraph and 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 general meeting handbook and shall make public the general meeting handbook and other information relevant with the general meeting 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\$2 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.

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 Statute;
- (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 been 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 votes 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 thereof. 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.

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 an 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
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 than 1.5% of the profits as employees' compensation and not more than 5% 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 after appropriation of loss and allocation for Reserve in that year 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.

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. 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 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 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.

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

股東會議事規則(修訂前)

- 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二十億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例合計達 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，決議在五日内延期或續行集會。
- 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。

LU HAI HOLDING CORP.

六暉控股股份有限公司

背書保證作業辦法(修訂前)

1.目的：為保障股東權益，健全辦理背書保證之財務管理及降低經營風險，並符合台灣主管機關法令之規定，特制定本作業辦法。本作業辦法如有未盡事宜，另依相關法令之規定辦理。

本公司有關對外背書保證事項，應依本作業辦法規定辦理。

2.範圍：本作業辦法所稱背書保證係指下列事項

2.1.融資背書保證，包括：

2.1.1.客票貼現融資。

2.1.2.為他公司融資之目的所為之背書或保證。

2.1.3.為本公司融資之目的而另開立票據予非金融事業作擔保者。

2.2.關稅背書保證，係指為本公司或他公司有關關稅事項所為之背書或保證。

2.3.其他背書保證，係指無法歸類列入前二款之背書或保證事項。

2.4.本公司提供動產或不動產為他公司借款之擔保設定質權、抵押權者，亦應依本作業辦法規定辦理。

3.定義：

本作業辦法所稱子公司及母公司，應依台灣證券發行人財務報告編製準則之規定認定之。

本辦法所稱之淨值，係指台灣證券發行人財務報告編製準則規定之資產負債表歸屬於母公司業主之權益。

4.權責單位：

本公司背書保證相關作業之辦理，由財務單位負責，必要時總經理得指定其他專責人員協助辦理。

5.作業內容：

5.1.背書保證對象：

本公司背書保證對象以本公司直接及間接持有表決權股份百分之百之子公司背書保證為限。

5.2.背書保證額度：本公司背書保證之總額及對單一企業背書保證之金額規定如下

5.2.1.本公司及子公司整體得為背書保證之總額不得超過本公司淨值之百分之五十。本公司對外背書保證總額以本公司淨值百分之五十為限。

5.2.2.本公司及子公司整體對單一企業背書保證額度以不超過本公司淨值之百分之四十為限。本公司對單一企業背書保證額度以不超過本公司淨值之百分之四十為限。授權董事長決行之額度，以不超過本公司淨值之百分之十五(含)為限，事後再報經最近期之董事會追認。

所稱淨值，以最近期經會計師查核簽證或核閱之財務報表所載為準。

5.3.決策及授權層級

5.3.1.本公司背書保證事項應先經董事會決議同意後為之，但董事會得依本作業辦法

5.2.2.之規範，授權董事長決行之額度，事後再報經最近期之董事會追認。本公司重大之背書或提供保證，應經審計委員會同意，再提報董事會決議。

5.3.2.本公司為他人背書保證提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。

5.3.3.本公司因情事變更，致背書保證對象不符規定或金額超限時，應訂定改善計畫，將相關改善計畫送審計委員會，並依計畫時程完成改善。

5.4.背書保證辦理程序

5.4.1.本公司辦理背書保證，經辦單位應作成具體評估報告，評估報告應包括

5.4.1.1.背書保證之必要性及合理性。

5.4.1.2.背書保證對象之徵信及風險評估。

5.4.1.3.對公司之營運風險、財務狀況及股東權益之影響。

5.4.1.4.應否取得擔保品及擔保品之評估價值。

5.4.2.本公司辦理背書保證事項，應建立 2-IF01-HH-01 AB「背書保證備查簿」就背書保證對象、金額、董事會通過或董事長決行日期、背書保證日期及依本作業辦法 5.4.1.規定應審慎評估之事項，詳予登載備查。

5.4.3.本公司應評估或認列背書保證之或有損失且於財務報告中適當揭露背書保證資訊，並提供相關資料予簽證會計師執行必要之查核程序。

5.5.本公司背書保證對象若為淨值低於實收資本額二分之一之子公司，應按季評估子公司之營運風險及財務狀況，並呈報董事長。

本公司之子公司股票無面額或每股面額非屬新台幣十元者，依前項規定計算之實收資本額，應以股本加計資本公積-發行溢價之合計數為之。

5.6.印鑑章使用及保管程序

本公司為外國公司，有關印鑑章使用及保管程序得不適用台灣公開發行公司資金貸與及背書保證處理準則第十二條第一項第七款及第十七條第四項之規定，惟如需對外保證，應由本公司代表人簽署或簽發票據。

本公司若對國外公司為保證行為時，所出具之保證函應由董事會授權之人簽署。

5.7.公告申報程序

5.7.1.本公司應於每月十日前公告申報本公司及子公司上月份背書保證餘額。

5.7.2.本公司背書保證達下列標準之一者，應於事實發生日之即日起算二日內公告申報：

5.7.2.1.本公司及子公司背書保證餘額達本公司最近期財務報表淨值百分之五十以上。

5.7.2.2.本公司及子公司對單一企業背書保證餘額達該本公司最近期財務報表淨值百分之二十以上。

5.7.2.3.本公司及子公司對單一企業背書保證餘額達新台幣一千萬元以上且對其背書保證、採用權益法之投資帳面金額及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。

5.7.2.4.本公司或子公司新增背書保證金額達新台幣三千萬元以上且達本公司最近期財務報表淨值百分之五以上。

5.7.3.本公司之子公司非屬台灣國內公開發行公司者，該子公司有 5.7.2.4.應公告申報之

事項，應由本公司為之。

5.7.4.本辦法所稱事實發生日，係指簽約日、付款日、董事會決議日或其他足資確定背書保證對象及金額之日等日期孰前者。

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

5.9.對子公司辦理背書保證之控管程序

5.9.1.本公司之子公司擬為他人背書或提供保證者，亦應依台灣「公開發行公司資金貸與及背書保證處理準則」規定及本作業辦法，訂定背書保證作業辦法，並依所定之辦法辦理。

5.9.2.本公司之子公司應於每月 8 日(不含)以前編製上月份之背書保證備查簿，並呈閱本公司。

5.9.3.本公司之子公司內部稽核人員應至少每季稽核背書保證作業程序及其執行情形，並作成書面紀錄，如發現重大違規情事，應立即以書面通知本公司稽核單位，本公司稽核單位應即以書面通知審計委員會。

5.9.4.本公司稽核人員依年度稽核計劃至子公司進行查核時，應一併了解子公司為他人背書保證作業程序及執行情形，若發現缺失事項應持續追蹤其改善情形，並作成稽核追蹤報告。

5.10.本公司經理人及主辦人員於辦理背書保證作業，如有違反本作業辦法時，依照本公司人事管理辦法之規定予以懲處。

5.11.本辦法之訂定或修正應經審計委員會全體成員二分之一以上同意，並提董事會決議。如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。本辦法經董事會通過後，應提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，公司應將其異議提報股東會討論，修正時亦同。

前項所稱審計委員會全體成員及全體董事，以實際在任者計算之。

6.附件：

6.1.背書保證備查簿 2-IF01-HH-01 AB

LU HAI HOLDING CORP.

六暉控股股份有限公司

取得或處分資產管理辦法(修訂前)

1.目的：為加強本公司資產管理及達到充分公開揭露之目的，特依台灣「證券交易法」第三十六條之一之規定及「公開發行公司取得或處分資產處理準則」有關規定，訂定本作業辦法。

本辦法如有未盡事宜，另依相關法令之規定辦理。

2.範圍：本辦法所稱資產之適用範圍如下：

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

3.定義：

- 3.1.衍生性商品：指其價值由特定利率、金融工具價格、商品價格、匯率、價格或費率指數、信用評等或信用指數、或其他變數所衍生之遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約，上述契約之組合，或嵌入衍生性商品之組合式契約或結構型商品等。所稱之遠期契約，不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進(銷)貨契約。
- 3.2.依法律合併、分割、收購或股份受讓而取得或處分之資產：指依台灣企業併購法、金融控股公司法、金融機構合併法或其他法律進行合併、分割或收購而取得或處分之資產，或依公司法第一百五十六條之三規定發行新股受讓他公司股份(以下簡稱股份受讓)。
- 3.3.關係人、子公司：應依證券發行人財務報告編製準則規定認定之。
- 3.4.專業估價者：指不動產估價師或其他依法律得從事不動產、設備估價業務者。
- 3.5.事實發生日：指交易簽約日、付款日、委託成交日、過戶日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。
- 3.6.大陸地區投資：指依台灣經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事之大陸投資。
- 3.7.以投資為專業者：指依法律規定設立，並受當地金融主管機關管理之金融控股公司、銀行、保險公司、票券金融公司、信託業、經營自營或承銷業務之證券商、經營自營業務之期貨商、證券投資信託事業、證券投資顧問事業及基金管理公司。

3.8.證券交易所：國內證券交易所，指台灣證券交易所股份有限公司；外國證券交易所，指任何有組織且受該國證券主管機關管理之證券交易市場。

3.9.證券商營業處所：國內證券商營業處所，指依台灣證券商營業處所買賣有價證券管理辦法規定證券商專設櫃檯進行交易之處所；外國證券商營業處所，指受外國證券主管機關管理且得經營證券業務之金融機構營業處所。

4.權責單位：

4.1.本公司不動產、設備或其使用權資產之取得、出售、報廢及有價證券投資、處分等有關事務，依本辦法 5.作業內容規定額度辦理。

4.2.本公司取得或處分不動產、設備或其使用權資產時，應依本辦法 5.1.規定核決權限呈核後，由使用部門及總務單位負責執行。

4.3.本公司從事有價證券投資時，應依本辦法 5.2.有價證券投資處理程序所述核決權限呈核後，由財會單位負責執行。

4.4.本公司衍生性商品交易：

4.4.1.財會單位：

4.4.1.1.負責整個公司外匯操作之策略擬定。

4.4.1.2.因應外匯市場變化，財務部門應隨時蒐集相關資訊，判斷趨勢及風險評估，熟悉金融產品及法令規定，再考量公司外匯部位，編製操作策略方案，經由總經理核准後，為規避風險之依據。

4.4.1.3.定期計算已實現或未來可能發生之風險暴露部位，並依授權權限，進行各項避險交易。

4.4.2.會計單位：

4.4.2.1.針對財務單位為達避險目的所從事之各項衍生性商品交易，其成交及交割單據應與財務部門所通知之交易內容作核對，並做相關帳務處理。

4.4.2.2.將每筆交易之函證信函寄至交易對象及經紀人，以確保交易內容的正確性，並將函證資料與現存交易合約相調節。

5.作業內容：

5.1.取得或處分不動產、設備或其使用權資產之處理程序

5.1.1.授權額度之決定程序：

5.1.1.1.取得或處分不動產或其使用權資產，應參考公告現值、評定價值、鄰近不動產實際交易價格等，決議交易條件及交易價格，作成分析報告提報總經理，其金額在新台幣三百萬元(含)以下者，應呈請執行副總經理核准，其金額在新台幣三百萬元~五百萬元(含)以下者，應呈請總經理核准，其金額在新台幣五百萬元~一仟萬元(含)以下者，應呈請董事長核准，超過新台幣一仟萬元以上者，應呈請董事長核准後，提董事會通過後始得為之。向關係人取得或處分不動產或其使用權資產，不論金額大小均需提董事會通過後始得為之。

5.1.1.2.取得或處分設備或其使用權資產，應以詢價、比價、議價或招標方式擇一為之，其金額在新台幣三百萬元(含)以下者，應呈請執行副總經理核准，其金額在新台幣三百萬元~五百萬元(含)以下者，應呈請總經理核准，其金額在新台幣五百萬元~一仟萬元(含)以下者，應呈請董事長核准，超過新台幣一仟萬元以上者，應呈請董事長核准後，提董事會通過後始得為之。

5.1.1.3.本公司取得或處分資產依所定處理程序或其他法律規定應經董事會通過者，如有董事表示異議且有紀錄或書面聲明，公司並應將董事異議資料送審計委員會。本公司若已設置獨立董事者，依規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

5.1.2.不動產、設備或其使用權資產估價報告：

本公司取得或處分不動產、設備或其使用權資產，除與台灣國內政府機關交易、自地委建、租地委建，或取得、處分供營業使用之設備或其使用權資產外，交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：

5.1.2.1.因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過；其嗣後有交易條件變更時，亦同。

5.1.2.2.交易金額達新臺幣十億元以上，應請二家以上之專業估價者估價。

5.1.2.3.專業估價者之估價結果有下列情形之一，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師對差異原因及交易價格之允當性表示具體意見：

5.1.2.3.1.估價結果與交易金額差距達交易金額之百分之二十以上。

5.1.2.3.2.二家以上專業估價者之估價結果差距達交易金額百分之十以上。

5.1.2.4.專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月，得由原專業估價者出具意見書。

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

5.2.取得或處分有價證券投資處理程序

5.2.1.交易條件及授權額度之決定程序

5.2.1.1.於集中交易市場或證券商營業處所為之有價證券買賣，應由負責單位依市場行情研判決定之，其金額在新台幣三百萬元(含)以下者，應呈請執行副總經理核准，其金額在新台幣三百萬元~五百萬元(含)以下者，應呈請總經理核准，其金額在新台幣五百萬元~一仟萬元(含)以下者，應呈請董事長核准，超過新台幣一仟萬元以上者，應呈請董事長核准後，提董事會通過後始得為之。

5.2.1.2.非於集中交易市場或證券商營業處所為之有價證券買賣，應先取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，考量其每股淨值、獲利能力及未來發展潛力等，其金額在新台幣三百萬元(含)以下者，應呈請執行副總經理核准，其金額在新台幣三百萬元~五百萬元(含)以下者，應呈請總經理核准，其金額在新台幣五百萬元~一仟萬元(含)以下者，應呈請董事長核准，超過新台幣一仟萬元以上者，應呈請董事長核准後，提董事會通過後始得為之。

5.2.1.3.本公司取得或處分資產依所定處理程序或其他法律規定應經董事會通過者，如有董事表示異議且有紀錄或書面聲明，公司並應將董事異議資料送審計委員會。本公司若已設置獨立董事者，依規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

5.2.2.取得專家意見：

5.2.2.1.本公司取得或處分有價證券，應於事實發生日前取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，另交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見。但該有價證券具活絡市場之公開報價或台灣金融監督管理委員會另有規定者，不在此限。

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

5.3.無形資產或其使用權資產或會員證投資處理程序

本公司取得或處分無形資產或其使用權資產或會員證交易金額達公司實收資本額百分之二十或新台幣三億元以上者，除與台灣國內政府機關交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見。其金額在新台幣三百萬元(含)以下者，應呈請執行副總經理核准，其金額在新台幣三百萬元~五百萬元(含)以下者，應呈請總經理核准，其金額在新台幣五百萬元~一仟萬元(含)以下者，應呈請董事長核准，超過新台幣一仟萬元以上者，應呈請董事長核准後，提董事會通過後始得為之。

5.1.、5.2.及 5.3.交易金額之計算，應依 5.7.1.8.規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依規定取得專業估價者出具之估價報告或會計師意見部分免再計入。

5.4.關係人交易之處理程序

本公司與關係人取得或處分資產，除應依 5.1.取得或處分不動產、設備或其使用權資產之處理程序辦理，及應依以下規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達公司總資產百分之十以上者，亦應依 5.1.規定取得專業估價者出具之估價報告或會計師意見，其交易金額之計算，應依 5.7.1.8.規定辦理。另外在判斷交易對象是否為關係人時，除注意其法律形式外，並應考慮實質關係。

5.4.1.評估及作業程序：

本公司向關係人取得或處分不動產或其使用權資產，或與關係人取得或處分不動產或其使用權資產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新台幣三億元以上者，除買賣台灣國內公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金外，應將下列資料，先經審計委員會全體成員二分之一以上同意並提董事會決議，始得簽訂交易契約及支付款項；另本公司已設置獨立董事時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。本公司或本公司非屬台灣國內公開發行公司之子公司有前揭交易，交易金額達本公司總資產百分之十以上者，本公司應將下列資料提交股東會同意後，始得簽訂交易契約及支付款項。但本公司與其母公司、子公司，或其子公司彼此間交易，不在此限。

5.4.1.1.取得或處分資產之目的、必要性及預計效益。

5.4.1.2.選定關係人為交易對象之原因。

5.4.1.3.向關係人取得不動產或其使用權資產，依本辦法 5.4.2.1.、5.4.2.2.、5.4.2.5.及 5.4.2.6.規定評估預定交易條件合理性之相關資料。

5.4.1.4.關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。

5.4.1.5.預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。

5.4.1.6.依 5.4.第一段規定取得之專業估價者出具之估價報告，或會計師意見。

5.4.1.7.本次交易之限制條件及其他重要約定事項。

本公司與其母公司、子公司，或其直接或間接持有百分之百已發行股份或資本總額之子公司彼此間，取得或處分供營業使用之設備或其使用權資產及取得或處分供營業使用之不動產使用權資產，董事會得授權董事長在新台幣一仟五百萬元內先行決行，事後再提報最近期之董事會追認。

5.4.1.條交易金額之計算，應依 5.7.1.8.規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本辦法規定提交審計委員會、董事會及股東會承認部分免再計入。

5.4.2.向關係人取得不動產或其使用權資產，交易成本之合理性評估：

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

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

5.4.2.3.合併購買或租賃同一標的之土地及房屋者，得就土地及房屋分別按前項所列任一方法評估交易成本。

5.4.2.4.本公司向關係人取得不動產或其使用權資產，依本辦法 5.4.2.1.~5.4.2.3.規定評估不動產或其使用權資產成本，並應洽請會計師複核及表示具體意見。

5.4.2.5.本公司向關係人取得不動產或其使用權資產依本辦法 5.4.2.1.~5.4.2.3.規定評估結果均較交易價格為低時，應依本辦法 5.4.2.6.規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此限：

5.4.2.5.1.關係人係取得素地或租地再行興建者，得舉證符合下列條件之一者：

5.4.2.5.1.1.素地依 5.4.2.1.~5.4.2.4.及 5.4.2.9.規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或財政部公布之最近期建設業毛利率孰低者為準。

5.4.2.5.1.2.同一標的房地之其他樓層或鄰近地區一年內之其他非關係人交易案例，其面積相近，且交易條件經按不動產買賣或租賃慣例應有之合理樓層或地區價差評估後條件相當者。

5.4.2.5.2.本公司舉證向關係人購入之不動產或租賃取得不動產使用權資產，其交易條件與鄰近地區一年內之其他非關係人交易案例相當且面積相近者。

5.4.2.6.前述 5.4.2.5.2.所稱鄰近地區交易案例，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人交易案例之面積不低於交易標的物面積百分之五十為原則；前述所稱一年內係以本次取得不動產或其使用權資產事實發生之日為基準，往前追溯推算一年。

5.4.2.7.本公司向關係人取得不動產或其使用權資產，如經按本辦法 5.4.2.1.~5.4.2.6.及

5.4.2.9.規定評估結果均較交易價格為低者，應辦理下列事項。且本公司及對本公司之投資採權益法評價之公開發行公司經前述規定提列特別盈餘公積者，應俟高價購入或承租之資產已認列跌價損失或處分或終止租約或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經主管機關同意後，始得動用該特別盈餘公積。

5.4.2.7.1.本公司應就不動產交易或其使用權資產價格與評估成本間之差額，依台灣證券交易法第四十一條第一項規定提列特別盈餘公積，不得予以分派或轉增資配股。對本公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依台灣證券交易法第四十一條第一項規定提列特別盈餘公積。

5.4.2.7.2.審計委員會應依台灣公司法第二百十八條規定辦理。

5.4.2.7.3.應將本辦法 5.4.2.7.1.及 5.4.2.7.2.處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。

5.4.2.8.本公司向關係人取得不動產或其使用權資產，若有其他證據顯示交易有不合營業常規之情事者，亦應本辦法 5.4.2.7.規定辦理。

5.4.2.9.本公司向關係人取得不動產或其使用權資產，有下列情形之一者，應依本辦法 5.4.1.規定辦理，不適用本辦法 5.4.2.1.~5.4.2.4.有關交易成本合理性之評估規定：

5.4.2.9.1.關係人係因繼承或贈與而取得不動產或其使用權資產。

5.4.2.9.2.關係人訂約取得不動產或其使用權資產時間距本交易訂約日已逾五年。

5.4.2.9.3.與關係人簽訂合建契約，或自地委建、租地委建等委請關係人興建不動產而取得不動產。

5.4.2.9.4.本公司與其母公司、子公司，或其直接或間接持有百分之百已發行股份或資本總額之子公司間，取得供營業使用之不動產使用權資產。

5.5.取得或處分衍生性商品之處理程序

5.5.1.交易種類：本公司得從事衍生性商品之種類包括遠期契約、選擇權、利率及匯率交換、期貨、暨上述商品組合而成之複合式契約等。

5.5.2.經營及避險策略：本公司從事衍生性金融商品交易，應以避險為目的，交易商品應選擇使用規避公司業務經營所產生之風險為主，持有之幣別必須與公司實際進出口交易之外幣需求相符。

5.5.3.交易額度：

5.5.3.1.避險性交易額度：本公司從事避險性交易額度須提報董事會核准或董事會授權額度後方可進行，有關避險操作之契約總額不得超過公司現有外幣資產負債淨部位(含未來預計產生之淨部位)。

5.5.3.2.其他特定用途交易：提報董事會核准後方可進行。

5.5.3.3.本公司取得或處分資產依所定處理程序或其他法律規定應經董事會通過者，如有董事表示異議且有紀錄或書面聲明，公司並應將董事異議資料送審計委員會。另外本公司若已設置獨立董事者，依規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之意見與理由列入會議紀錄。

5.5.4.績效評估：

5.5.4.1.避險性交易：以公司帳面上匯(利)率成本與從事衍生性金融交易之間所產生損益

為績效評估基礎，每月至少評估二次，並將績效呈管理階層參考。

5.5.4.2.其他特定用途交易：以實際所產生損益為績效評估依據，每週至少評估一次，並將績效呈管理階層參考。

5.5.5.全部與個別契約損失上限金額：

本公司從事衍生性商品交易全部或個別契約損失金額以不超過全部或個別契約金額的 20%為上限，如損失金額超過前揭規定，需立即呈報總經理，並向董事會報告，商議必要之因應措施，且應依台灣「公開發行公司取得或處分資產處理準則」第 31 條第 1 項第 3 款辦理資訊公開。

5.5.6.風險管理措施：

5.5.6.1.信用風險：

5.5.6.1.1.交易的對象選擇與公司往來信譽良好並能提供專業資訊之銀行或相關金融機構為原則。

5.5.6.1.2.交易之商品以國際著名銀行所提供之商品為限。

5.5.6.2.市場風險：

以本公司帳款之主要部位，進行避險性之操作，以規避市場可能風險。

5.5.6.3.流動性風險：

為確保市場流動性，在選擇金融商品時以流動性較高(即隨時可在市場上軋平)為主，受託交易的金融機構必須有充足的設備、資訊及交易能力並隨時可在任何市場進行交易。

5.5.6.4.作業風險：

5.5.6.4.1.應確實遵循公司授權額度、作業流程及納入內部稽核，以避免作業風險。

5.5.6.4.2.從事衍生性商品之交易人員及確認、交割等作業人員不得互相兼任。

5.5.6.4.3.風險之衡量、監督與控制人員應與 5.5.6.4.2.人員分屬不同部門，並應向董事會或向不負交易或部位決策責任之高階主管人員報告。

5.5.6.5.法律風險：

任何和銀行簽署文件應經過法律顧問的檢視後才能正式簽署，以避免法律上的風險。

5.5.6.6.商品風險：

內部交易人員對金融商品應具備完整及正確之專業知識，並要求銀行充分揭露風險，以避免誤用金融商品風險。

5.5.6.7.現金流量風險：

授權交易人員除恪遵授權額度中各項規定外，平時應注意公司台幣與外幣現金流量，以確保交割時有足夠的現金支付。

5.5.7.內部稽核制度：

5.5.7.1.內部稽核人員應定期瞭解衍生性商品交易內部控制之允當性，並按月查核交易部門對從事衍生性商品交易處理程序之遵守情形並分析交易循環，作成稽核報告，如發現重大違規情事，應以書面通知審計委員會。

5.5.7.2.內部稽核人員應於次年二月底前將稽核報告併同內部稽核作業年度查核情形向台灣主管機關申報，且至遲於次年五月底前將異常事項改善情形申報台灣主管機關備查。

5.5.8.定期評估方式：

董事會應授權高階主管人員定期監督與評估從事衍生性商品交易是否確實依公司所定之交易程序辦理，及所承擔風險是否在容許承作範圍內、市價評估報告有異常情形時(如持有部位已逾損失上限)時，應立即向董事會報告，並採因應之措施。

5.5.9.衍生性商品交易時，董事會之監督管理原則

5.5.9.1.董事會應指定高階主管人員隨時注意衍生性商品交易風險之監督與控制，其管理原則如下：

5.5.9.1.1.定期評估目前使用之風險管理措施是否適當並確實依台灣「公開發行公司取得或處分資產處理準則」及公司所定之從事衍生性商品交易管理辦法辦理。

5.5.9.1.2.監督交易及損益情形，發現有異常情事時，應採取必要之因應措施，並立即向董事會報告，本公司若已設置獨立董事者，董事會應有獨立董事出席並表示意見。

5.5.9.2.定期評估從事衍生性商品交易之績效是否符合既定之經營策略及承擔之風險是否在公司容許承受之範圍。

5.5.9.3.本公司從事衍生性商品交易時，依所定從事衍生性商品交易處理程序規定授權相關人員辦理者，事後應提報最近期董事會。

5.5.9.4.本公司從事衍生性商品交易，應建立 2-IF05-HH-01 AA「衍生性商品備查簿」，就從事衍生性商品交易之種類、金額、董事會通過日期及本管理辦法 5.5.4.、5.5.9.1.及 5.5.9.2.規定應審慎評估之事項，詳予登載於 2-IF05-HH-01 AA「衍生性商品備查簿」備查。

5.5.10.本公司所屬之子公司若因業務需要從事衍生性商品交易者，應按本管理辦法規定辦理。

5.5.11.公告申報程序：

公司於上市或上櫃後，應按月將本公司及子公司截至上月底止未沖銷交易契約總額、市價評估淨損益、已付保證金金額及上月份已沖銷或交割之交易契約總金額、已實現損益等資料，併同每月營運情形辦理公告及向台灣主管機關申報。

5.5.12.會計處理方式：

本公司從事衍生性金融商品交易之會計處理，悉依據國際財務報導準則第九號「金融工具」之規範辦理。

5.6.辦理合併、分割、收購或股份受讓之處理程序

5.6.1.評估及作業程序：

5.6.1.1.本公司辦理合併、分割、收購或股份受讓時應委請律師、會計師及承銷商等共同研議法定程序預計時間表，且組織專案小組依照法定程序執行之。並於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論通過。但本公司合併直接或間接持有百分之百已發行股份或資本總額之子公司，或直接或間接持有百分之百已發行股份或資本總額之子公司間之合併，得免取得前開專家出具之合理性意見。

5.6.1.2.本公司應將合併、分割或收購重要約定內容及相關事項，於股東會開會前製作致股東之公開文件，併同本管理辦法 5.6.1.1.之專家意見及股東會之開會通知一併交付股東，以作為是否同意該合併、分割或收購案之參考。但依其他法律規定得

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

5.6.2.其他應行注意事項：

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

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

5.6.2.3.參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，應將下列資料作成完整書面紀錄，並保存五年，備供查核：

5.6.2.3.1.人員基本資料：包括消息公開前所有參與合併、分割、收購或股份受讓計畫或計畫執行之人，其職稱、姓名、身分證字號(如為外國人則為護照號碼)。

5.6.2.3.2.重要事項日期：包括簽訂意向書或備忘錄、委託財務或法律顧問、簽訂契約及董事會等日期。

5.6.2.3.3.重要書件及議事錄：包括合併、分割、收購或股份受讓計畫，意向書或備忘錄、重要契約及董事會議事錄等書件。

5.6.2.4.參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，應於董事會決議通過之日起算二日內，將 5.6.2.3.1.及 5.6.2.3.2.資料，依規定格式以網際網路資訊系統申報台灣主管機關備查。

5.6.2.5.參與合併、分割、收購或股份受讓之公司有非屬上市或股票在證券商營業處所買賣之公司者，上市或股票在證券商營業處所買賣之公司應與其簽訂協議，並依 5.6.2.3.及 5.6.2.4.規定辦理。

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

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

5.6.2.7.1.辦理現金增資、發行轉換公司債、無償配股、發行附認股權公司債、附認股權特別股、認股權憑證及其他具有股權性質之有價證券。

5.6.2.7.2.處分公司重大資產等影響公司財務業務之行為。

5.6.2.7.3.發生重大災害、技術重大變革等影響公司股東權益或證券價格情事。

5.6.2.7.4.參與合併、分割、收購或股份受讓之公司任一方依法買回庫藏股之調整。

5.6.2.7.5.參與合併、分割、收購或股份受讓之主體或家數發生增減變動。

5.6.2.7.6.已於契約中訂定得變更之其他條件，並已對外公開揭露者。

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

5.6.2.8.1.違約之處理。

5.6.2.8.2.因合併而消滅或被分割之公司前已發行具有股權性質有價證券或已買回之庫

藏股之處理原則。

5.6.2.8.3.參與公司於計算換股比例基準日後，得依法買回庫藏股之數量及其處理原則。

5.6.2.8.4.參與主體或家數發生增減變動之處理方式。

5.6.2.8.5.預計計畫執行進度、預計完成日程。

5.6.2.8.6.計畫逾期未完成時，依法令應召開股東會之預定召開日期等相關處理程序。

5.6.2.9.參與合併、分割、收購或股份受讓之公司任何一方於資訊對外公開後，如擬再與其他公司進行合併、分割、收購或股份受讓，除參與家數減少，且股東會已決議並授權董事會得變更權限者，參與公司得免召開股東會重行決議外，原合併、分割、收購或股份受讓案中，已進行完成之程序或法律行為，應由所有參與公司重行為之。

5.6.2.10.參與合併、分割、收購或股份受讓之公司有非屬公開發行公司者，本公司應與其簽訂協議，並依本辦法 5.6.2.1.~5.6.2.6.及 5.6.2.9.規定辦理。

5.7.資訊公開揭露程序

5.7.1.本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊辦理公告申報台灣主管機關：

5.7.1.1.向關係人取得或處分不動產或其使用權資產，或與關係人為取得或處分不動產或其使用權資產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新台幣三億元以上。但買賣台灣國內公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金，不在此限。

5.7.1.2.進行合併、分割、收購或股份受讓。

5.7.1.3.從事衍生性商品交易損失達所定處理程序規定之全部或個別契約損失上限金額。

5.7.1.4.取得或處分供營業使用之設備或其使用權資產，且其交易對象非為關係人，交易金額並達下列規定之一：

5.7.1.4.1.實收資本額未達新台幣一百億元之公開發行公司，交易金額達新台幣五億元以上。

5.7.1.4.2.實收資本額達新台幣一百億元以上之公開發行公司，交易金額達新台幣十億元以上。

5.7.1.5.經營營建業務之公開發行公司取得或處分供營建使用之不動產或其使用權資產且其交易對象非為關係人，交易金額達新台幣五億元以上；其中實收資本額達新台幣一百億元以上者，處分自行興建完工建案之不動產，且交易對象非為關係人者，交易金額為達新台幣十億元以上。

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

5.7.1.7.除 5.7.1.1.~5.7.1.6.以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新台幣三億以上。但下列情形不在此限：

5.7.1.7.1.買賣台灣國內公債或信用評等不低於台灣主權評等等級之外國公債。

5.7.1.7.2.以投資為專業者，於台灣證券交易所或證券商營業處所所為之有價證券買賣，或於初級市場認購外國公債或募集發行之普通公司債及未涉及股權之一般金融債券(不含次順位債券)，或申購或買回證券投資信託基金或期貨信託基金，或申購或賣回指數投資證券，或證券商因承銷業務需要、擔任興櫃公司輔導

推薦證券商依財團法人中華民國證券櫃檯買賣中心規定認購之有價證券。

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

5.7.1.8.條文 5.7.1.1.~5.7.1.7.交易金額依下列方式計算之，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依規定公告部分免再計入：

5.7.1.8.1.每筆交易金額。

5.7.1.8.2.一年內累積與同一相對人取得或處分同一性質標的交易之金額。

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

5.7.1.8.4.一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。

5.7.2.公告申報程序：

5.7.2.1.本公司應將相關資訊於台灣金融監督管理委員會指定網站辦理公告申報。

5.7.2.2.本公司應按月將本公司及其非屬台灣國內公開發行公司之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入台灣金融監督管理委員會指定之資訊申報網站。

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

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

5.7.2.5.本公司依 5.7.1.規定公告申報之交易後，有下列情形之一者，應於事實發生之日起算二日內將相關資訊於台灣金融監督管理委員會指定網站辦理公告申報：

5.7.2.5.1.原交易簽訂之相關契約有變更、終止或解除情事。

5.7.2.5.2.合併、分割、收購或股份受讓未依契約預定日程完成。

5.7.2.5.3.原公告申報內容有變更。

5.8.公司取得之估價報告或會計師、律師或證券承銷商之意見書，該專業估價者及其估價人員、會計師、律師或證券承銷商應符合下列規定：

5.8.1.未曾因違反台灣證券交易法、公司法、銀行法、保險法、金融控股公司法、商業會計法，或有詐欺、背信、侵占、偽造文書或因業務上犯罪行為，受一年以上有期徒刑之宣告確定。但執行完畢、緩刑期滿或赦免後已滿三年者，不在此限。

5.8.2.與交易當事人不得為關係人或有實質關係人之情形。

5.8.3.公司如應取得二家以上專業估價者之估價報告，不同專業估價者或估價人員不得互為關係人或有實質關係人之情形。

5.8.4.前項人員於出具估價報告或意見書時，應依其所屬各同業公會之自律規範及下列事項辦理：

5.8.4.1.承接案件前，應審慎評估自身專業能力、實務經驗及獨立性。

5.8.4.2.執行案件時，應妥善規劃及執行適當作業流程，以形成結論並據以出具報告或意見書；並將所執行情序、蒐集資料及結論，詳實登載於案件工作底稿。

5.8.4.3.對於所使用之資料來源、參數及資訊等，應逐項評估其適當性及合理性，以做為出具估價報告或意見書之基礎。

5.8.4.4.聲明事項，應包括相關人員具備專業性與獨立性、已評估所使用之資訊為合理與正確及遵循相關法令等事項。

5.9.對子公司取得或處分資產之控管程序：

5.9.1.本公司應督促子公司亦應依台灣「公開發行公司取得或處分資產處理準則」有關規定，訂定並執行其取得或處分資產管理辦法。

5.9.2.本公司之子公司取得或處分資產應依其相關管理辦法規定辦理，並應於每月8日(不含)前將上月份取得或處分資產交易情形，以書面彙總向本公司申報。

5.9.3.本公司之子公司非屬台灣國內公開發行公司，取得或處分資產有應公告申報情事者，由本公司為之。

5.9.4.子公司之公告申報標準中，有關實收資本額或總資產規定，以本(母)公司之實收資本額或總資產為準。

5.10.本辦法有關總資產百分之十之規定，以台灣證券發行人財務報告編製準則規定之最近期個體或個別財務報告中之總資產金額計算。

公司股票無面額或每股面額非屬新台幣十元者，本辦法有關實收資本額百分之二十之交易金額規定，以歸屬於母公司業主之權益百分之十計算之；本辦法有關實收資本額達新台幣一百億元之交易金額規定，以歸屬於母公司業主之權益新台幣二百億元計算之。

5.11.罰責：

本公司經理人及主辦人員於辦理取得與處分資產作業，如有違反本作業辦法時，依照本公司人事管理辦法之規定予以懲處。

5.12.實施與修訂：

本公司「取得或處分資產管理辦法」經董事會通過後，應提報股東會同意，修正時亦同。如有董事表示異議且有紀錄或書面聲明者，公司並應將董事異議資料送審計委員會。另外，若本公司已設置獨立董事者，獨立董事宜出席參加，將「取得或處分資產管理辦法」提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

如已依規定設置審計委員會，本辦法之訂定或修正應經審計委員會全體成員二分之一以上同意，並提董事會決議。如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行使，並應於董事會議事錄載明審計委員之決議。

6.附件：

6.1.衍生性商品備查簿 2-IF05-HH-01 AA

6.2.估價報告應行記載事項如下：

6.2.1.不動產估價技術規則規定應記載事項。

6.2.2.專業估價者及估價人員相關事項。

6.2.2.1.專業估價者名稱、資本額、組織結構及人員組成。

6.2.2.2.估價人員姓名、年齡、學經歷(附證明)從事估價工作之年數及期間、承辦估價案件之件數。

6.2.2.3.專業估價者、估價人員與委託估價者之關係。

6.2.2.4.出具「估價報告所載事項無虛偽、隱匿」之聲明。

6.2.2.5.出具估價報告之日期。

- 6.3.勘估標的之基本資料至少應包括標的物名稱及性質、位置、面積等資料。
- 6.4.標的物區域內不動產交易之比較實例。
- 6.5.估價種類採限定價格或特定價格者，限定或特定之條件及目前是否符合該條件，暨與正常價格差異之原因與合理性，及該限定價格或特定價格是否足以作為買賣價格之參考。
- 6.6.如為合建契約，應載明雙方合理分配比。
- 6.7.土地增值稅之估算。
- 6.8.專業估價者間於同一期日價格之估計達百分之二十以上之差異，是否已依台灣不動產估價師法第四十一條規定辦理。
- 6.9.附件包括標的物估價明細、所有權登記資料、地籍圖謄本、都市計畫略圖、標的物位置圖、土地分區使用證明、標的物現況照片。

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 1,043,731,630 元，已發行股數 104,373,163 股。
至本次股東會停止過戶日(2026年3月29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	吳金鹿	814,486	0.78%
董 事	PATTERN FINANCIAL MANAGEMENT S.A. 代表人:吳金樹	4,125,190	3.95%
董 事	LARGE RISE HOLDING LIMITED 代表人:許廉凱	4,125,190	3.95%
董 事	許雅婷	927,846	0.89%
董 事	許瀚元	2,427,753	2.33%
董 事	許懷云	59,391	0.06%
獨立董事	顏美英	0	0%
獨立董事	葉治明	0	0%
獨立董事	王世銘	0	0%
全體董事持有股數合計		12,479,856	11.96%

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 2026 年股東常會受理股東提案時間為 2026 年 3 月 20 日至 2026 年 3 月 30 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。