

股票代碼: 2637



慧洋海運股份有限公司
Wisdom Marine Lines Co., Limited

2025年股東常會



議事手冊

日期: 2025年5月23日(星期五)上午十時整
地點: 台北市大安區羅斯福路四段85號B1
(集思台大會議中心-亞歷山大廳)

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Wisdom Marine Lines Co., Limited

慧洋海運股份有限公司

2025 年股東常會開會程序

宣布開會

主席致詞

報告事項

承認事項

討論事項

臨時動議

散會

Wisdom Marine Lines Co., Limited

慧洋海運股份有限公司

2025 年股東常會開會議程

召開方式：實體股東會

日期：2025 年 5 月 23 日 上午十時整

地點：台北市大安區羅斯福路 4 段 85 號 B1

（集思台大會議中心-亞歷山大廳）

壹、主席宣布開會

貳、主席致詞

參、報告事項

一、2024 年度營業狀況報告

二、2024 年度財務狀況報告

三、審計委員會查核 2024 年度決算表冊報告

四、2024 年度董事酬勞分派情形報告

五、中華民國境內一一三年度第一次有擔保普通公司債報告

肆、承認事項

一、提請承認 2024 年度決算表冊案

二、提請承認 2024 年度盈餘分配案

伍、討論事項

一、修訂公司章程案

二、修訂取得或處分資產處理程序案

三、修訂資金貸與他人作業程序案

四、解除董事競業禁止案

陸、臨時動議

柒、散會

報告事項

第一案

董事會 提

案由：2024年度營業狀況報告，報請 鑒察。

說明：2024年度營業狀況報告書，請參閱本議事手冊第8頁（附錄一）。

第二案

董事會 提

案由：2024年度財務狀況報告，報請 鑒察。

說明：安永聯合會計師查核報告書及財務報表，請參閱本議事手冊第10頁（附錄二）。

第三案

董事會 提

案由：審計委員會查核2024年度決算表冊報告，報請 鑒察。

說明：審計委員會審查2024年度決算表冊報告書，請參閱本議事手冊第21頁（附錄三）。

第四案

董事會 提

案由：2024年度董事酬勞分派情形報告，敬請 鑒察。

說明：

1. 報告本公司董事及獨立董事酬金給付政策與個別酬金內容及數額。
2. 董事及獨立董事酬金給付政策係依本公司章程及董事酬金發放辦法分派。
3. 根據本公司章程及董事酬金發放辦法，所有董事之基本年度酬金為新臺幣50萬元。
董事長之績效獎金為稅後淨利0.1%，董事長以外之董事其績效獎金係以稅後淨利若超過3千萬美金，每超過一百萬美金可獲得一萬新臺幣做計算，以稅後淨利衡量之績效獎金，其上限為新臺幣五十萬元。
另，以每股盈餘衡量之績效獎金是以每股盈餘超過新臺幣6元，每超過新台幣0.01元，可獲得新臺幣2,500元為計算。
4. 本公司2024年度擬以現金方式分派董事酬勞新台幣19,224,784元，個別酬金內容及數額，請參閱本議事手冊第22頁（附錄四）。
5. 上述擬分派之董事酬勞案業經2025年02月24日第六屆第3次薪酬委員會審議通過。

第五案

董事會 提

案由：中華民國境內一一三年度第一次有擔保普通公司債報告，敬請 鑒察。
說明：

1. 本案業經2024年03月08日董事會決議通過發行中華民國境內一一三年度第一次有擔保普通公司債新台幣1,000,000仟元，並於2024年04月25日取得財團法人中華民國證券櫃檯買賣中心核准。
2. 發行條件如下：
 - (1)發行總額：新台幣 1,000,000 仟元。
 - (2)公司債種類、面額及發行價格：有擔保普通公司債。每張債券面額為新台幣一百萬元整，並按票面金額十足發行。
 - (3)發行日期：2024 年 05 月 03 日。
 - (4)發行期間：五年，到期日為 2029 年 05 月 03 日。
 - (5)票面利率：固定年利率 1.75%。
 - (6)還本方式：本公司債自發行日起屆滿五年到期一次還本。
 - (7)自發行日起於櫃檯買賣中心上櫃買賣。
 - (8)上述募集之資金已於2024年第二季支用完畢。

承認事項

第一案

董事會 提

案由：提請承認2024年度決算表冊案，提請 承認。

說明：

1. 本公司2024年度經安永聯合會計師事務所呂倩雯與劉榮進會計師查核簽證之各項財務報表（含合併財務報表），已送審計委員會查核完竣。
2. 會計師查核報告書及財務報表，請參閱本議事手冊第10頁（附錄二）。
3. 提請 承認。

決議：

第二案

董事會 提

案由：提請承認2024年度盈餘分配案，提請 承認。

說明：

1. 本公司2024年度盈餘分配，業經2025年04月07日董事會決議通過在案，並依本公司章程規定編制盈餘分派如下表：

慧洋海運股份有限公司

2024 年度盈餘分配表

單位：新台幣元

摘要	未分配盈餘
以前年度可分配保留盈餘	26,717,856,928
加：2024 年度合併淨利(註 1)	6,031,414,921
加：2024 年度合併其他綜合損益	654,794
截至 2024 年度可供分配盈餘	32,749,926,643
分派項目：	
普通股現金股利(每股 4.5 元)	(3,358,841,396)
期末未分配餘額	29,391,085,247
註 1：合併淨利匯率換算為美金 187,841,879 元。	

2. 本公司2024年稅後可供分配盈餘總計為新台幣32,749,926,643元，擬配發普通股現金股利新台幣3,358,841,396元，普通股現金股利每股配發新台幣4.5元，每仟股可配發新台幣4,500元，期末未分配盈餘為新台幣29,391,085,247元。
3. 上述現金股利計算至新台幣元為止(元以下捨去)，配發不足一元之差額，授權董事長洽特定人分派之。
4. 本公司如因買回本公司股份、將股份註銷、因員工行使員工認股憑證、增資發行新股、可轉換公司債轉執行權利、發行海外存託憑證及其他等因素，影響本公司配息基準日之流通在外股數，致使股東配息比率發生變動而須修正時，擬授權董事會全權處理。
5. 本案俟股東常會通過後，授權董事會訂定除息基準日及其他相關事宜。
6. 提請 承認。

決議：

討論事項

第一案

董事會 提

案由：修訂公司章程案，提請 討論。

說明：

1. 依臺灣證券交易所股份有限公司2024年05月02日臺證上二字第11317018041號函附件修正後之「外國發行人註冊地國股東權益保護事項檢查表」內之股東權益保護事項規定及公司營運需要，擬修訂本公司章程之部分條文。
2. 公司章程條文修訂對照表，請參閱本議事手冊第23頁（附錄五）。
3. 提請 討論。

決議：

第二案

董事會 提

案由：修訂取得或處分資產處理程序案，提請 討論。

說明：

1. 為符合法令規定及實務作業需要，擬修訂本公司「取得或處分資產處理程序」部分條文。
2. 「取得或處分資產處理程序」條文修訂對照表，請參閱本議事手冊第26頁（附錄六）。
3. 提請 討論。

決議：

第三案

董事會 提

案由：修訂資金貸與他人作業程序案，提請 討論。

說明：

1. 為符合法令規定及實務作業需要，擬修訂本公司「資金貸與他人作業程序」部分條文。
2. 「資金貸與他人作業程序」條文修訂對照表，請參閱本議事手冊第27頁（附錄七）。
3. 提請 討論。

決議：

第四案

董事會 提

案由：解除董事競業禁止案，提請 討論。

說明：

1. 依公司法第209條第1項規定，董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容並取得其許可。
2. 本公司董事或有投資其他與本公司營業範圍相同或類似之公司之行為，爰依法提請股東會通過，就本公司董事有上述情事時，同意解除該董事之競業禁止限制，名單如下表：

擬解除競業禁止之項目		
職稱	姓名	兼任公司名稱及職務
董事	陳明上 (代表法人：金洲投資有限公司)	健航船務代理股份有限公司董事長 高聯運通裝卸股份有限公司監察人

3. 提請 討論。

決議：

臨時動議

散會

附錄

附錄一、 2024 年度營業報告書

慧洋海運股份有限公司 2024 年度營業報告書

各位股東女士、先生：

外部經營環境

2024 年整體散裝航運景氣尚稱平穩，於傳統農曆年、暑假淡季表現相對穩定，但亦未於淡季後出現顯著反彈。而伴隨美國大選和中國景氣不振而來的國際總體經濟疑慮，仍對航運市場造成一定壓抑。因此 2024 年第四季航運活動趨緩，指數亦顯不振。

美國川普總統就職後隨即開始對於美國關稅政策進行各項調整。由於美國為世界最大市場，美國的關稅調整也無可避免對世界經濟產生重大影響。目前仍難以判斷川普總統的政策目標，也因而無法迅速調整因應，因此促使市場採取觀望態度。然而和散裝航運密切相關的穀物、煤炭等均屬重要民生物資，難以長時間減少載運，故我們仍對散裝航運市場需求的基本面抱持信心。

中國經濟於 2024 年尚未出現明顯復甦，而因成長趨緩後逐漸浮現的財政問題及債務問題亦使市場抱持謹慎的態度。但中國 2024 年鐵礦、煤炭、穀物進口總量年增率達 6.4%，對散裝需求仍是重要的支撐。

以巴衝突雖已緩和，但紅海地區仍有較高航行風險，烏俄戰爭亦尚未迎來和平。戰爭風險對全球航道的影響目前沒有重大變化。但 2025 年仍有望促成紅海航道恢復暢通，若烏俄能和談停戰，更有機會帶來重建對相關原物料需求以及穀物運輸恢復。

於環保要求方面，雖美國川普總統對氣候倡議表態較為保守，歐盟方面的相關法規仍陸續推動中。除碳稅豁免將由六成調整為三成，亦推出 FuelEU 規定引導船舶燃料的轉型。然而因歐盟並非散裝航運最大市場，相關法規雖已推動部分航商進行環保創新，對整體市場運力的影響尚屬有限。惟對於能源效率良好的節能船，可望於合規成本和企業形象方面，更加擴大其利基。

2024 年營業結果

本公司於 2024 年共有 4 艘新造船、出售 4 艘船、增加代管船舶 1 艘，全年本公司營運船隊淨增加 1 艘，年底船舶總數為 134 艘。4 艘新船包括 1 艘卡姆薩極限型、2 艘超級極限型及 1 艘輕便型。出售船舶為 1 艘海岬型、1 艘超級極限型、1 艘輕便型、1 艘小輕便型。

2024 年因市場整體回穩，全年營收 634.4 百萬美元，較 2023 年成長 16.3%；營業利益 211.3 百萬美元，營業利益率回升至 33.3%，除第一季外，第四季亦走向較差。

本年業外損益因出售 4 艘船舶，共於年內認列 31.3 百萬美元。而本公司於 2024 年持續降低負債，負債比由 48.8%降至 42.6%，亦促使利息費用由 2023 年 68.8 百萬美元降

至 61.5 百萬美元。而因日幣持續貶值，亦使本公司認列匯率損益 6.2 百萬美元。全年度稅前淨利 188.5 百萬美元，每股盈餘 8.08 台幣。

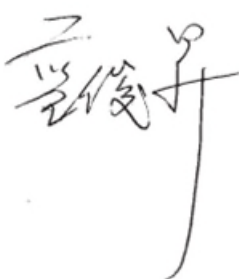
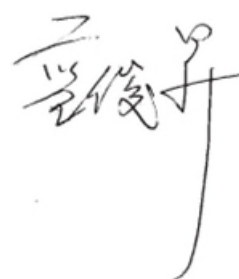
2025 年營業計畫

本公司於 2025 年預計尚有 2 艘新船交船，皆為日本名村所建造之輕便型散裝輪，且為符合第三期氮氧化物排放標準之環保船舶。預計皆於第四季交船。

本公司目前租約方面仍以指數連結型比例較高，希望能以本公司船舶較佳的節能表現取得比市場租金更優惠的租金溢價，而不須於政經局勢不明朗時折價議定固定租金。然亦將利用指數期貨市場和租家鎖定部分船舶之特定期間租金。

目前雖運費市場有所波動，但由於整體通膨趨勢以及日本船廠訂單充足，新造船價格仍未有鬆動，而可供訂船之產能亦較為受限，目前本公司尚未規劃大規模資本支出。2025 年船隊政策仍以淘汰能源效率較差之船舶為優先目標。

由於日幣近年走低恐有較大升值空間，而美金利率仍處高點，為分散利率及匯率風險，本公司亦擬視市場情形增加瑞士法郎計價之貸款。然因目前資本支出規劃尚屬保守，如營運現金流較為充裕時，亦考慮持續償還貸款。

董事長：  總經理：  會計主管： 

會計師查核報告

慧洋海運(開曼)股份有限公司董事會 公鑒：

查核意見

慧洋海運(開曼)股份有限公司及其子公司西元二〇二四年十二月三十一日及西元二〇二三年十二月三十一日之合併資產負債表，西元二〇二四年一月一日至十二月三十一日及西元二〇二三年一月一日至十二月三十一日之合併綜合損益表、合併權益變動表、合併現金流量表，以及合併財務報表附註(包括重大會計政策彙總)，業經本會計師查核竣事。

依本會計師之意見，基於本會計師之查核結果，上開合併財務報表在所有重大方面係依照國際財務報導準則、國際會計準則、國際財務報導解釋及解釋公告編製，足以允當表達慧洋海運(開曼)股份有限公司及其子公司西元二〇二四年十二月三十一日及西元二〇二三年十二月三十一日之合併財務狀況，暨西元二〇二四年一月一日至十二月三十一日及西元二〇二三年一月一日至十二月三十一日之合併財務績效及合併現金流量。

查核意見之基礎

本會計師係依照會計師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表之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與慧洋海運(開曼)股份有限公司及其子公司保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對慧洋海運(開曼)股份有限公司及其子公司西元二〇二四年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。

收入認列

於西元二〇二四年度慧洋海運(開曼)股份有限公司及其子公司認列租金收入 627,027,305 元(新台幣 20,133,219 千元)，佔整體營業收入約為 99%，其金額對整體財務報表係屬重大，故將租金收入之真實性列為關鍵查核事項。本會計師之查核程序包括(但不限於)：藉由瞭解慧洋海運(開曼)股份有限公司及其子公司有關租金收入認列之相關內部控制制度設計及執行情形，據以設計因應租金真實性有關之內部控制查核程序，以確認相關內部控制之設計及執行有效性；將租金收入作為母體，並自租金收入明細選取樣本，執行租金收入之控制點測試及交易細項測試：檢視合約、Debit Note、銀行對帳單、水單，確認收入認列是否符合租約內容、收款對象是否與租約一致及其收款情形；執行租金合約函證程序，以確認租家存在性及租約條款的真實性；針對租金收入變化原因及毛利率波動進行分析，並評估其合理性等。本會計師亦考量合併財務報表附註四及附註六中有關營業收入揭露的適當性。

不動產、廠房及設備之減損

於西元二〇二四年十二月三十一日慧洋海運(開曼)股份有限公司及其子公司不動產、廠房及設備之帳面金額為 2,295,049,049 元(新台幣 75,243,183 千元)，佔總資產比例約為 82%。管理階層於每一資產負債表日評估是否有任何跡象顯示資產可能已減損。若有任一減損跡象存在，則需估計該資產所屬現金產生單位之可回收金額。因不動產、廠房及設備主要係船舶等相關設備，慧洋海運(開曼)股份有限公司之子公司採一船一公司方式進行船舶管理，而子公司主要現金產生單位為該公司船舶。本會計師認為不動產、廠房及設備之金額重大且對可回收金額之計算涉及諸多假設及估計，因此決定為關鍵查核事項。本會計師之查核程序包括(但不限於)：評估不動產、廠房及設備減損之會計政策的適當性；取得公司自行評估之各現金產生單位之資產減損評估表，評估管理階層辨識減損跡象之合理性；及管理階層評估減損測試時所使用之假設，包括現金產生單位之區分、現金流量預測及折現率等是否適當。本會計師亦考量合併財務報表附註四、附註五及附註六中有關不動產、廠房及設備揭露的適當性。

管理階層與治理單位對合併財務報表之責任

管理階層之責任係依照國際財務報導準則、國際會計準則、國際財務報導解釋及解釋公告編製允當表達之合併財務報表，且維持與合併財務報表編製有關之必要內部控制，以確保合併財務報表未存有導因於舞弊或錯誤之重大不實表達。

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

慧洋海運(開曼)股份有限公司及其子公司之治理單位(含審計委員會)負有監督財務報導流程之責任。

會計師查核合併財務報表之責任

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

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

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

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

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

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

本會計師從與治理單位溝通之事項中，決定對慧洋海運(開曼)股份有限公司及其子公司西元二〇二四年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

安永聯合會計師事務所

主管機關核准辦理公開發行公司財務報告

查核簽證文號：金管會證字第7497號

金管證六字第1090336359號

呂倩雯

呂倩雯



會計師：

劉榮進

劉榮進



西元二〇二五年二月二十四日

慧洋海運(開曼)股份有限公司及其子公司

合併資產負債表

西元二〇二四年及二〇二三年十二月三十一日

Wison Marine Lines Co., Limited

單位：美元/新台幣千元

資 產			2024.12.31			2023.12.31		
代碼	會 計 項 目	附 註	美 元	新台幣(千)	%	美 元	新台幣(千)	%
	流動資產：							
1100	現金及約當現金	六.1	\$135,150,365	\$4,430,905	5	\$116,946,577	\$3,590,845	4
1110	透過損益按公允價值衡量之							
	金融資產－流動	六.2	822,100	26,953	-	902,700	27,717	-
1120	透過其他綜合損益按公允價值衡量之							
	金融資產－流動	六.3及八	9,717,541	318,590	1	11,864,671	364,305	-
1170	應收帳款淨額	六.4及16	4,832,273	158,426	-	4,570,206	140,328	-
1180	應收帳款－關係人淨額	六.4、16及七	283,147	9,283	-	299,989	9,211	-
1200	其他應收款	七	6,619,288	217,013	-	2,108,709	64,748	-
1330	存貨	六.5	2,934,774	96,217	-	3,689,083	113,273	-
1410	預付款項	七	3,834,012	125,698	-	3,682,733	113,079	-
1476	其他金融資產－流動	六.1及八	36,491,161	1,196,362	1	51,807,798	1,590,758	2
1479	其他流動資產－其他	七	34,765,557	1,139,788	1	16,991,750	521,732	1
11XX	流動資產合計		235,450,218	7,719,235	8	212,864,216	6,535,996	7
	非流動資產：							
1550	採用權益法之投資	六.6	9,902,886	324,666	1	11,905,112	365,546	-
1600	不動產、廠房及設備	六.7、七及八	2,295,049,049	75,243,183	82	2,367,805,863	72,703,479	83
1755	使用權資產	六.12及七	177,747,906	5,827,465	6	186,358,566	5,722,140	7
1760	投資性不動產淨額	六.8及八	2,194,490	71,946	-	2,352,002	72,218	-
1840	遞延所得稅資產	六.20	10,997	361	-	32,351	993	-
1920	存出保證金		12,819,612	420,291	1	13,811,397	424,079	1
1975	淨確定福利資產-非流動	六.13	36,720	1,204	-	6,959	214	-
1990	其他非流動資產－其他	六.9	49,993,014	1,639,021	2	64,309,667	1,974,628	2
15XX	非流動資產合計		2,547,754,674	83,528,137	92	2,646,581,917	81,263,297	93
1XXX	資產總計		\$2,783,204,892	\$91,247,372	100	\$2,859,446,133	\$87,799,293	100

(請參閱合併財務報告附註)

董事長：藍俊昇



經理人：藍俊昇



會計主管：洪麗娜



負債及權益			2024.12.31			2023.12.31		
代碼	會計項目	附註	美元	新台幣(千)	%	美元	新台幣(千)	%
	流動負債：							
2100	短期借款	六.10	\$21,470,519	\$703,911	1	\$30,527,226	\$937,338	1
2170	應付帳款		6,017,870	197,295	-	5,758,865	176,826	-
2180	應付帳款－關係人	七	45,982	1,508	-	-	-	-
2209	其他應付費用	七	22,897,429	750,692	1	27,386,743	840,910	1
2310	預收款項		12,816,169	420,178	1	14,594,007	448,109	1
2399	其他流動負債－其他	七	5,028,447	164,858	-	2,481,400	76,191	-
			68,276,416	2,238,442	3	80,748,241	2,479,374	3
2280	租賃負債－流動	六.12及七	28,488,199	933,986	1	13,391,453	411,185	-
2321	一年內到期或執行賣回權公司債	六.11	-	-	-	45,059,803	1,383,561	2
2322	一年內到期長期借款	六.10	173,686,399	5,694,309	6	214,728,297	6,593,232	8
2323	一年內到期長期應付款							
	－非關係人	六.12	7,735,490	253,608	-	4,846,444	148,810	-
2324	一年內到期長期應付款							
	－關係人	六.12及七	555,627	18,216	-	818,273	25,125	-
			210,465,715	6,900,119	7	278,844,270	8,561,913	10
21XX	流動負債合計		278,742,131	9,138,561	10	359,592,511	11,041,287	13
	非流動負債：							
2530	應付公司債	六.11	30,197,916	990,039	1	-	-	-
2540	長期借款	六.10	626,205,475	20,530,146	23	747,686,428	22,957,712	26
2570	遞延所得稅負債	六.20	24,759	812	-	13,774	423	-
2580	租賃負債－非流動	六.12及七	93,931,608	3,079,548	4	130,152,801	3,996,342	5
2612	長期應付款	六.12	63,199,737	2,072,003	2	32,514,688	998,363	1
2622	長期應付款－關係人	六.12及七	92,711,038	3,039,531	3	124,063,266	3,809,363	4
2645	存入保證金		183	6	-	195	6	-
25XX	非流動負債合計		906,270,716	29,712,085	33	1,034,431,152	31,762,209	36
2XXX	負債總計		1,185,012,847	38,850,646	43	1,394,023,663	42,803,496	49
	歸屬母公司業主之權益：	六.14						
3100	股本		238,739,686	7,464,092	8	238,739,686	7,464,092	8
3200	資本公積		1,237,415	34,548	-	1,237,415	34,548	-
3310	法定盈餘公積		6,960	224	-	6,960	224	-
3350	未分配盈餘		1,089,832,443	32,749,927	36	965,322,804	28,770,482	33
3410	國外營運機構財務報表換算之							
	兌換差額		268,608,077	12,155,559	13	260,505,757	8,738,431	10
3420	透過其他綜合損益按公允價值衡量之							
	金融資產未實現(損)益		(232,536)	(7,624)	-	(390,152)	(11,980)	-
3XXX	權益總計		1,598,192,045	52,396,726	57	1,465,422,470	44,995,797	51
3X2X	負債及權益總計		\$2,783,204,892	\$91,247,372	100	\$2,859,446,133	\$87,799,293	100

(合併公司原以美元編製之合併財務報表謹依規定以西元二〇二四年及二〇二三年十二月三十一日

美元對新台幣之即期匯率(分別為32.785及30.705)換算為新台幣表達，以附列比較)

(請參閱合併財務報告附註)

董事長：藍俊昇

經理人：藍俊昇

會計主管：洪儂娜

代碼	會計項目	附註	2024年度		2023年度	
			金額	%	金額	%
4000	營業收入淨額	六.15及七	\$634,431,170	100	\$545,530,289	100
5000	營業成本	六.17及七	417,680,331	66	428,615,293	79
5900	營業毛利		216,750,839	34	116,914,996	21
	營業費用					
6200	管理費用	六.17及七	5,149,957	1	5,046,214	1
6450	預期信用減損損失	六.16	280,486	-	286,890	-
6000	營業費用合計		5,430,443	1	5,333,104	1
6900	營業利益		211,320,396	33	111,581,892	20
	營業外收入及支出：					
7100	利息收入	六.18	7,239,525	1	6,859,227	1
7190	其他收入－其他	六.18及七	320,167	-	1,078,502	-
7210	處分不動產、廠房及設備利益	六.7、18及七	31,267,595	5	53,876,999	10
7230	外幣兌換利益	六.18	6,216,483	1	3,929,478	1
7590	什項支出	六.18	(1,208,412)	-	(2,452,822)	-
7625	處分投資損失	六.18	(11,418)	-	(1,402)	-
7628	租賃修改損失	六.18	-	-	(1,358)	-
7635	透過損益按公允價值衡量之金融資產(負債)(損失)利益	六.2及18	(26,743)	-	713,053	-
7679	其他減損損失	六.6及18	(1,712,900)	-	-	-
7510	利息費用	六.7、11、18及七	(61,525,898)	(10)	(68,757,353)	(13)
7770	採用權益法認列之關聯企業及合資損失之份額	六.6	(3,347,544)	-	(1,072,279)	-
7000	營業外收入及支出合計		(22,789,145)	(3)	(5,827,955)	(1)
7900	繼續營業單位稅前淨利		188,531,251	30	105,753,937	19
7950	減：所得稅費用	六.20	689,372	-	787,219	-
8200	本期淨利		187,841,879	30	104,966,718	19
	其他綜合損益(淨額)：	六.19				
8310	不重分類至損益之項目					
8311	確定福利計畫之再衡量數		25,491	-	177,301	-
8349	減：與不重分類之項目相關之所得稅費用(利益)		5,098	-	(1,001)	-
8360	後續可能重分類至損益之項目總額					
8361	國外營運機構財務報表換算之兌換差額		8,102,320	1	(15,346,026)	(3)
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利益(損失)		157,616	-	345,837	-
8300	其他綜合損益(淨額)		8,280,329	1	(14,821,887)	(3)
8500	本期綜合損益總額		\$196,122,208	31	\$90,144,831	16
8600	淨利歸屬於：					
8610	母公司業主		\$187,841,879	30	\$104,966,718	19
8700	綜合損益總額歸屬於：					
8710	母公司業主		\$196,122,208	31	\$90,144,831	16
9750	基本每股盈餘(元)	六.21	\$0.25		\$0.14	
9850	稀釋每股盈餘(元)	六.21	\$0.25		\$0.14	

(請參閱合併財務報告附註)

代碼	會計項目	附註	2024年度		2023年度	
			金額	%	金額	%
4000	營業收入淨額	六.15及七	\$20,370,950	100	\$16,995,451	100
5000	營業成本	六.17及七	13,411,298	66	13,353,081	79
5900	營業毛利		6,959,652	34	3,642,370	21
	營業費用					
6200	管理費用	六.17及七	165,360	1	157,210	1
6450	預期信用減損損失	六.16	9,006	-	8,938	-
6000	營業費用合計		174,366	1	166,148	1
6900	營業利益		6,785,286	33	3,476,222	20
	營業外收入及支出：					
7100	利息收入	六.18	232,455	1	213,692	1
7190	其他收入—其他	六.18及七	10,280	-	33,600	-
7210	處分不動產、廠房及設備利益	六.7、18及七	1,003,971	5	1,678,484	10
7230	外幣兌換利益	六.18	199,605	1	122,419	1
7590	什項支出	六.18	(38,801)	-	(76,415)	-
7625	處分投資損失	六.18	(367)	-	(44)	-
7628	租賃修改損失	六.18	-	-	(42)	-
7635	透過損益按公允價值衡量之金融資產(負債)(損失)利益	六.2及18	(859)	-	22,215	-
7679	其他減損損失	六.6及18	(54,999)	-	-	-
7510	利息費用	六.7、11、18及七	(1,975,535)	(10)	(2,142,066)	(13)
7770	採用權益法認列之關聯企業及合資損失之份額	六.6	(107,486)	-	(33,406)	-
7000	營業外收入及支出合計		(731,736)	(3)	(181,563)	(1)
7900	繼續營業單位稅前淨利		6,053,550	30	3,294,659	19
7950	減：所得稅費用	六.20	22,135	-	24,525	-
8200	本期淨利		6,031,415	30	3,270,134	19
	其他綜合損益(淨額)：	六.19				
8310	不重分類至損益之項目					
8311	確定福利計畫之再衡量數		818	-	5,524	-
8349	減：與不重分類之項目相關之所得稅費用(利益)		163	-	(31)	-
8360	後續可能重分類至損益之項目總額					
8361	國外營運機構財務報表換算之兌換差額		3,417,128	17	(526,648)	(3)
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利益(損失)		4,356	-	10,626	-
8300	其他綜合損益(淨額)		3,422,139	17	(510,467)	(3)
8500	本期綜合損益總額		\$9,453,554	47	\$2,759,667	16
8600	淨利歸屬於：					
8610	母公司業主		\$6,031,415	30	\$3,270,134	19
8700	綜合損益總額歸屬於：					
8710	母公司業主		\$9,453,554	47	\$2,759,667	16
9750	基本每股盈餘(元)	六.21	\$8.08		\$4.38	
9850	稀釋每股盈餘(元)	六.21	\$8.08		\$4.38	

(合併公司原以美元編製之合併財務報表謹依規定以西元二〇二四年及二〇二三年十二月三十一日美元對新台幣之平均匯率

(分別為32.109及31.154)換算為新台幣表達，以附列比較)

(請參閱合併財務報告附註)

董事長：藍俊昇

經理人：藍俊昇

會計主管：洪麗娜



慧洋海運(開曼)股份有限公司及其子公司

合併權益變動表

西元二〇二四年及二〇二三年一月一日至十二月三十一日



單位：美元

項 目	歸屬於母公司業主之權益							權益總額
	普通股股本	資本公積	法定盈餘公積	未分配盈餘	其他權益項目			
					國外營運機構 財務報表換算 之兌換差額	透過其他綜合 損益按公允價 值衡量之金融 資產未實現 (損)益	合 計	
西元二〇二三年一月一日餘額	\$238,739,686	\$1,237,415	\$6,960	\$1,017,955,338	\$275,851,783	\$(735,989)	\$275,115,794	\$1,533,055,193
盈餘指撥及分配：								
普通股現金股利	-	-	-	(157,777,554)	-	-	-	(157,777,554)
西元二〇二三年一月一日至十二月三十一日淨利	-	-	-	104,966,718	-	-	-	104,966,718
西元二〇二三年一月一日至十二月三十一日其他綜合損益	-	-	-	178,302	(15,346,026)	345,837	(15,000,189)	(14,821,887)
本期綜合損益總額	-	-	-	105,145,020	(15,346,026)	345,837	(15,000,189)	90,144,831
西元二〇二三年十二月三十一日餘額	\$238,739,686	\$1,237,415	\$6,960	\$965,322,804	\$260,505,757	\$(390,152)	\$260,115,605	\$1,465,422,470
西元二〇二四年一月一日餘額	\$238,739,686	\$1,237,415	\$6,960	\$965,322,804	\$260,505,757	\$(390,152)	\$260,115,605	\$1,465,422,470
盈餘指撥及分配：								
普通股現金股利	-	-	-	(63,352,633)	-	-	-	(63,352,633)
西元二〇二四年一月一日至十二月三十一日淨利	-	-	-	187,841,879	-	-	-	187,841,879
西元二〇二四年一月一日至十二月三十一日其他綜合損益	-	-	-	20,393	8,102,320	157,616	8,259,936	8,280,329
本期綜合損益總額	-	-	-	187,862,272	8,102,320	157,616	8,259,936	196,122,208
西元二〇二四年十二月三十一日餘額	\$238,739,686	\$1,237,415	\$6,960	\$1,089,832,443	\$268,608,077	\$(232,536)	\$268,375,541	\$1,598,192,045

(請參閱合併財務報告附註)

董事長：藍俊昇



經理人：藍俊昇



會計主管：洪儷娜



慧洋海運(開曼)股份有限公司及其子公司

合併權益變動表

西元二〇二四年及二〇二三年一月一日至十二月三十一日



單位：新台幣千元

項 目	歸屬於母公司業主之權益							權益總額
	普通股股本	資本公積	法定盈餘公積	未分配盈餘	其他權益項目			
					國外營運機構 財務報表換算 之兌換差額	透過其他綜合 損益按公允價 值衡量之金融 資產未實現 (損)益	合 計	
西元二〇二三年一月一日餘額	\$7,464,092	\$34,548	\$224	\$30,346,453	\$9,265,079	\$(22,606)	\$9,242,473	\$47,087,790
盈餘指撥及分配：								
普通股現金股利	-	-	-	(4,851,660)	-	-	-	(4,851,660)
西元二〇二三年一月一日至十二月三十一日淨利	-	-	-	3,270,134	-	-	-	3,270,134
西元二〇二三年一月一日至十二月三十一日其他綜合損益	-	-	-	5,555	(526,648)	10,626	(516,022)	(510,467)
本期綜合損益總額	-	-	-	3,275,689	(526,648)	10,626	(516,022)	2,759,667
西元二〇二三年十二月三十一日餘額	\$7,464,092	\$34,548	\$224	\$28,770,482	\$8,738,431	\$(11,980)	\$8,726,451	\$44,995,797
西元二〇二四年一月一日餘額	\$7,464,092	\$34,548	\$224	\$28,770,482	\$8,738,431	\$(11,980)	\$8,726,451	\$44,995,797
盈餘指撥及分配：								
普通股現金股利	-	-	-	(2,052,625)	-	-	-	(2,052,625)
西元二〇二四年一月一日至十二月三十一日淨利	-	-	-	6,031,415	-	-	-	6,031,415
西元二〇二四年一月一日至十二月三十一日其他綜合損益	-	-	-	655	3,417,128	4,356	3,421,484	3,422,139
本期綜合損益總額	-	-	-	6,032,070	3,417,128	4,356	3,421,484	9,453,554
西元二〇二四年十二月三十一日餘額	\$7,464,092	\$34,548	\$224	\$32,749,927	\$12,155,559	\$(7,624)	\$12,147,935	\$52,396,726

(合併公司原以美元編製之合併財務報表謹依規定以西元二〇二四年及二〇二三年十二月三十一日美元對新台幣之即期匯率(分別為32.785及30.705)換算為新台幣表達，以附列比較)

(請參閱合併財務報告附註)

董事長：藍俊昇



經理人：藍俊昇



會計主管：洪儷娜



項 目	2024年度		2023年度	
	美 元	新台幣(千)	美 元	新台幣(千)
營業活動之現金流量：				
繼續營業單位稅前淨利	\$188,531,251	\$6,053,550	\$105,753,937	\$3,294,659
調整項目：				
收益費損項目				
折舊費用	152,288,779	4,889,841	152,965,877	4,765,499
攤銷費用	19,318	620	17,489	545
預期信用減損損失數	280,486	9,006	286,890	8,938
透過損益按公允價值衡量金融資產及負債之淨損失	94,693	3,040	8,000	249
利息費用	61,525,898	1,975,535	68,757,353	2,142,066
利息收入	(7,239,525)	(232,455)	(6,859,227)	(213,692)
應付公司債匯率影響數	(2,701,131)	(86,731)	16,583	517
採用權益法認列之關聯企業及合資損失之份額	3,347,544	107,486	1,072,279	33,406
處分及報廢不動產、廠房及設備利益	(31,267,595)	(1,003,971)	(53,876,999)	(1,678,484)
處分投資損失	11,418	367	1,402	44
非金融資產減損損失	1,712,900	54,999	-	-
未實現外幣兌換(利益)損失	(4,472,560)	(143,609)	1,961,419	61,106
透過其他綜合損益按公允價值衡量金融資產攤銷	(64,320)	(2,065)	(134,582)	(4,193)
其他項目	165,751	5,322	(4,717,490)	(146,969)
與營業活動相關之資產／負債變動數：				
應收帳款減少(增加)	(542,553)	(17,788)	(139,978)	(4,298)
應收帳款－關係人減少(增加)	16,842	552	19,023	584
其他應收款減少(增加)	(561,727)	(18,416)	153,687	4,719
存貨減少(增加)	683,180	22,398	2,715,334	83,374
預付款項減少(增加)	(422,110)	(13,839)	3,912,452	120,132
其他流動資產減少(增加)	(17,773,807)	(582,714)	8,194,292	251,606
應付帳款增加(減少)	259,005	8,491	(2,244,012)	(68,902)
應付帳款－關係人增加(減少)	45,982	1,508	(508,700)	(15,620)
其他應付款增加(減少)	1,245,031	40,818	(6,559,453)	(201,408)
預收款項增加(減少)	(1,778,210)	(58,299)	(1,450,414)	(44,535)
其他流動負債增加(減少)	(628,150)	(20,594)	(690,364)	(21,198)
營運產生之現金流入	342,776,390	10,993,052	268,654,798	8,368,145
收取之利息	6,007,940	192,909	7,150,287	222,760
支付之利息	(61,653,377)	(1,979,628)	(68,847,880)	(2,144,887)
支付之所得稅	(773,762)	(24,845)	(662,974)	(20,654)
營業活動之淨現金流入	286,357,191	9,181,488	206,294,231	6,425,364
投資活動之現金流量：				
取得透過其他綜合損益按公允價值衡量之金融資產	-	-	(582,886)	(17,898)
處分透過其他綜合損益按公允價值衡量之金融資產	2,295,825	73,717	2,054,691	64,012
處分避險之金融資產	-	-	417,664	13,012
取得採用權益法之投資	(3,710,210)	(121,639)	(2,605,439)	(80,000)
取得不動產、廠房及設備	(23,279,945)	(747,495)	(22,097,733)	(688,434)
處分不動產、廠房及設備	84,406,585	2,710,211	201,581,411	6,280,067
存出保證金減少(增加)	(1,285)	(41)	(224,487)	(6,994)
取得使用權資產	(1,403,661)	(45,070)	(862,997)	(26,886)
其他金融資產減少(增加)	15,316,637	502,156	(1,994,986)	(61,256)
其他非流動資產(預付船舶款)減少(增加)	(116,098,901)	(3,727,820)	(189,486,670)	(5,903,268)
投資活動之淨現金流出	(42,474,955)	(1,355,981)	(13,801,432)	(427,645)
籌資活動之現金流量：				
短期借款增加	31,362,374	1,028,215	57,338,260	1,760,571
短期借款減少	(39,400,509)	(1,291,745)	(52,047,609)	(1,598,122)
發行公司債	30,533,282	988,515	-	-
償還公司債	(42,786,531)	(1,385,000)	-	-
長期借款增加	417,659,431	13,692,964	626,566,888	19,238,736
長期借款減少	(536,715,780)	(17,596,226)	(747,084,778)	(22,939,238)
存入保證金增加	-	-	193	6
租賃本金償還	(12,956,121)	(424,766)	(18,839,655)	(578,472)
其他金融負債增加	49,000,000	1,606,465	26,621,352	817,409
其他金融負債減少	(43,337,207)	(1,420,810)	(18,655,476)	(572,817)
發放現金股利	(63,052,460)	(2,052,625)	(157,845,660)	(4,851,660)
籌資活動之淨現金流出	(209,693,521)	(6,855,013)	(283,946,485)	(8,723,587)
匯率變動對現金及約當現金之影響	(15,984,927)	(130,434)	43,415	(82,968)
本期現金及約當現金增加(減少)數	18,203,788	840,060	(91,410,271)	(2,808,836)
期初現金及約當現金餘額	116,946,577	3,590,845	208,356,848	6,399,681
期末現金及約當現金餘額	\$135,150,365	\$4,430,905	\$116,946,577	\$3,590,845

(合併公司原以美元編製之合併財務報表謹依規定以西元二〇二四年及二〇二三年十二月三十一日美元對新台幣之即期及平均匯率
(分別為32.785、32.109及30.705、31.154)換算為新台幣表達，以附列比較)

(請參閱合併財務報告附註)

董事長：藍俊昇



經理人：藍俊昇



會計主管：洪儷娜



附錄三、 審計委員會審查 2024 年度決算表冊報告書

慧洋海運股份有限公司

審計委員會審查報告書

董事會造送本公司西元二〇二四年度營業報告書、財務報表及盈餘分配之議案，其中財務報表業經委託安永聯合會計師事務所呂倩雯、劉榮進會計師查核完竣，並出具查核報告。

上述營業報告書、財務報表及盈餘分配之議案經本審計委員會審查，認為尚無不符，爰依中華民國證券交易法第十四條之四及中華民國公司法第二百一十九條之規定報告如上，敬請 鑒察。

此 致

本公司二〇二五年股東常會

慧洋海運股份有限公司

審計委員會召集人：邱永和



西 元 二 〇 二 五 年 四 月 七 日

附錄四、 董事及獨立董事酬金

單位：新臺幣仟元

職稱	姓名	董事酬金								A、B、C及D等四項總額及占 稅後純益之比例（%）				兼任員工領取相關酬金								A、B、C、D、E、F及G等七 項總額及占稅後純益之比例 （%）				領取自 子公司 轉投資 或母公 酬金
		報酬 （A）		退職退休金 （B）		董事酬勞 （C）		業務執行費用 （D）						薪資、獎金及特 支費等（E）		退職退休金 （F）		員工酬勞 （G）								
		本公司	財務報告內所有公司	本公司	財務報告內所有公司	本公司	財務報告內所有公司	本公司	財務報告內所有公司	本公司		財務報告內所有公司		本公司	財務報告內所有公司	本公司	財務報告內所有公司	本公司		財務報告內所有公司						
										總額	占比	總額	占比					本公司	財務報告內所有公司	本公司	財務報告內所有公司	現金金額	股票金額	現金金額	股票金額	
董事長	藍俊昇	500	500	0	0	6,705	6,705	78	78	7,283	0.12	7,283	0.12	5,998	5,998	0	0	0	0	0	0	13,281	0.22	13,281	0.22	無
董事	福井正幸	500	500	0	0	1,028	1,028	70	70	1,598	0.03	1,598	0.03	0	0	0	0	0	0	0	0	1,598	0.03	1,598	0.03	無
董事	趙子隆 （註 1）	141	141	0	0	289	289	16	16	446	0.01	446	0.01	0	2,989	0	0	0	0	0	0	446	0.01	3,435	0.06	無
董事	金洲投資 有限公司	500	500	0	0	1,028	1,028	75	75	1,603	0.03	1,603	0.03	0	0	0	0	0	0	0	0	1,603	0.03	1,603	0.03	無
	代表人： 陳明上																									
董事	慧文投資 有限公司	294	294	0	0	603	603	51	51	948	0.02	948	0.02	0	0	0	0	0	0	0	0	948	0.02	948	0.02	無
	代表人： 林照峰 （註 2）																									
獨立董事	劉彩卿	500	500	0	0	1,028	1,028	95	95	1,623	0.03	1,623	0.03	0	0	0	0	0	0	0	0	1,623	0.03	1,623	0.03	無
獨立董事	邱永和	500	500	0	0	1,028	1,028	95	95	1,623	0.03	1,623	0.03	0	0	0	0	0	0	0	0	1,623	0.03	1,623	0.03	無
獨立董事	林則君	500	500	0	0	1,028	1,028	94	94	1,622	0.03	1,622	0.03	0	0	0	0	0	0	0	0	1,622	0.03	1,622	0.03	無
獨立董事	陳清怡	500	500	0	0	1,028	1,028	88	88	1,616	0.03	1,616	0.03	0	0	0	0	0	0	0	0	1,616	0.03	1,616	0.03	無
獨立董事	馬國柱	500	500	0	0	1,028	1,028	76	76	1,604	0.03	1,604	0.03	0	0	0	0	0	0	0	0	1,604	0.03	1,604	0.03	無

註 1：董事趙子隆於 2024 年 04 月 12 日辭任。
註 2：於 2024 年 5 月 31 日董事及獨立董事改選後新任。

附錄五、 公司章程(Memorandum and Articles of Association)修正對照表

Article Number 條次	Amended Articles 修改後條文	Current Articles 原條文	Explanations 說明
	THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES <u>ELEVENTH</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF WISDOM MARINE LINES CO., LIMITED	THE COMPANIES ACT (AS REVISED) COMPANY LIMITED BY SHARES <u>TENTH</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF WISDOM MARINE LINES CO., LIMITED	
45	For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, the Company shall prepare a manual for each general meeting and the relevant materials, which will be sent to or made available to all Shareholders and shall be published on the website designated by the Commission and the GreTai Securities Market or TSE twenty-one days prior to the scheduled meeting date of that general meeting or fifteen days prior to the scheduled meeting date of that special meeting pursuant to the Applicable Listing Rules and other applicable Taiwan Laws. However, in the case that the Company with paid-in capital reaching NT\$10 <u>2</u> billion[20億] 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 general shareholders' meeting in the most recent fiscal year, it shall upload	For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, the Company shall prepare a manual for each general meeting and the relevant materials, which will be sent to or made available to all Shareholders and shall be published on the website designated by the Commission and the GreTai Securities Market or TSE twenty-one days prior to the scheduled meeting date of that general meeting or fifteen days prior to the scheduled meeting date of that special meeting pursuant to the Applicable Listing Rules and other applicable Taiwan Laws. However, in the case that the Company with paid-in capital reaching NT\$<u>10</u> 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 general shareholders' meeting in the most recent fiscal year, it shall upload the aforesaid electronic file by 30	This paragraph is revised in accordance with the Checklist for Protecting Shareholders of Foreign Issuers amended on May 2, 2024. 依據臺灣證券交易所於民國113年5月2日之臺證上二字第11317018041號修正公布「外國發行人註冊地國股東權益保護事項檢查表」，配合修訂。

Article Number 條次	Amended Articles 修改後條文	Current Articles 原條文	Explanations 說明
	the aforesaid electronic file by 30 days prior to the day on which the general shareholders' meeting is to be held.	days prior to the day on which the general shareholders' meeting is to be held.	
76(b)	In the event a Director has, in the course of performing his/her duties as a Director, committed any act resulting in material damages to the Company or in material violation of these Articles, Laws and Applicable Listing Rules, but not dismissed by a resolution of the general meeting, Shareholder(s) holding 3% or more of the issued and outstanding Shares of the Company may, within 30 days after that general meeting, institute a lawsuit in the Taipei District Court of Taiwan or other competent court for a judgment in respect of such matter. <u>Shareholder(s) holding 1% or more of the issued and outstanding Shares of the Company over six months may request the Audit Committee in writing to institute, for the Company, a lawsuit against a Director of the Company in the Taipei District Court of Taiwan or other competent court for a judgment in respect of such matter.</u> <u>In case the Audit Committee fails to institute a lawsuit within 30 days after having received the request made as provided in the preceding paragraph, the shareholders filing such request under the preceding Paragraph may institute the lawsuit for the Company.</u> [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公司向台灣台北地方法院	In the event a Director has, in the course of performing his/her duties as a Director, committed any act resulting in material damages to the Company or in material violation of these Articles, Laws and Applicable Listing Rules, but not dismissed by a resolution of the general meeting, Shareholder(s) holding 3% or more of the issued and outstanding Shares of the Company may, within 30 days after that general meeting, institute a lawsuit in the Taipei District Court of Taiwan or other competent court for a judgment in respect of such matter.	This paragraph is revised in accordance with the Checklist for Protecting Shareholders of Foreign Issuers amended on May 2, 2024. 依據臺灣證券交易所於民國113年5月2日之臺證上二字第11317018041號修正公布「外國發行人註冊地國股東權益保護事項檢查表」，配合修訂。

Article Number 條次	Amended Articles 修改後條文	Current Articles 原條文	Explanations 說明
	或其他具管轄權之法院對董事提起訴訟。 如審計委員會於收到前項請求後 30 日內未提起訴訟，則依前項規定提出請求之股東得代表公司提起訴訟。]		
84	Independent Directors shall possess professional knowledge and maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held, as well as assessment of independence of Independent Directors shall be governed by the Applicable Listing Rules, in particular, the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies promulgated by the FSC on March 28, 2006 and any amendments or supplements made subsequently mutatis mutandis. Subject to the condition that the Board does not or is unable to convene a meeting of shareholders, the independent directors of the Audit Committee may, for the benefit of the Company, call a meeting of shareholders when it is deemed necessary.	Independent Directors shall possess professional knowledge and maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held, as well as assessment of independence of Independent Directors shall be governed by the Applicable Listing Rules, in particular, the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies promulgated by the FSC on March 28, 2006 and any amendments or supplements made subsequently mutatis mutandis. <u>Subject to the condition that the Board does not or is unable to convene a meeting of shareholders, the independent directors of the Audit Committee may, for the benefit of the Company, call a meeting of shareholders when it is deemed necessary.</u>	This paragraph is revised in accordance with the Checklist for Protecting Shareholders of Foreign Issuers amended on May 2, 2024. 依據臺灣證券交易所於民國 113 年 5 月 2 日之臺證上二字第 11317018041 號修正公布「外國發行人註冊地國股東權益保護事項檢查表」，配合修訂。

附錄六、 取得或處分資產處理程序條文修訂對照表

條次	修正後條文	修正前條文	修正理由
九、1.(4)	績效評估要領及得從事衍生性商品交易之契約總額：以年終淨損益為績效評估基準； <u>交易契約總額不得超過最近期年度財務報表淨值之 50%。</u>	績效評估要領及得從事衍生性商品交易之契約總額：以年終淨損益為績效評估基準。 <u>交易額度由董事會通過授權辦理。</u>	依交易所指示，依據「公開發行公司取得或處分資產處理準則」第 19 條，應規定交易契約總額上限。
九、1.(5)	損失上限： A. 以交易為目的之衍生性商品操作，個別契約損失上限為契約金額之 25%；全部契約損失上限為 <u>最近期年度財務報表淨值之 5%。</u> B. 非以交易為目的者，個別契約損失上限為契約金額之 25%；全部契約損失上限為 <u>最近期年度財務報表淨值之 5%。</u>	損失上限： A. 以交易為目的之衍生性商品操作，個別契約損失上限為契約金額之 25%；全部契約損失上限為 <u>年度計劃稅前淨利 10%。</u> B. 非以交易為目的者，個別契約損失上限為契約金額之 25%；全部契約損失上限為 <u>年度計劃稅前淨利 10%。</u>	依公司評估修正計算參數。

附錄七、 資金貸與他人作業程序條文修訂對照表

條次	修正後條文	修正前條文	修正理由
五、2.	本公司直接及間接持有表決權股份 100%之國外公司間從事資金貸與，或本公司直接及間接持有表決權股份 100%之國外公司對本公司從事資金貸與，其融通期間以十年為限。若因業務需要，得由董事會通過展期，展期次數以 2 次為限， <u>展延期間各以十年為限。</u>	本公司直接及間接持有表決權股份 100%之國外公司間從事資金貸與，或本公司直接及間接持有表決權股份 100%之國外公司對本公司從事資金貸與，其融通期間以十年為限。若因業務需要，得由董事會通過展期，展期次數以 2 次為限。	依「公開發行公司資金貸與及背書保證處理準則問答集」第十二題，明定每次展延期間。

THE COMPANIES ACT (AS REVISION)
COMPANY LIMITED BY SHARES
TENTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
WISDOM MARINE LINES CO., LIMITED

慧洋海運股份有限公司

(as adopted by a Special Resolution passed on 12 May 2023)

INTERPRETATION

1. The Regulations contained or incorporated in Table A of the First Schedule of the Companies Act (as revised) shall not apply to this Company.
2. (a) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:-
 - (i) **Affiliated Company** with respect to any company, any other company that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such first company;
 - (ii) **Applicable Listing Rules** the relevant laws, regulations, rules and code as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of Securities and Exchange Act, the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, or any similar statute and the rules and regulations of the Taiwan authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the GreTai Securities Market or the Taiwan Stock Exchange;
 - (iii) **Articles** these Articles of Association of the Company in their present form, as amended or substituted from time to time amended or supplemented by Special Resolution;
 - (iv) **Auditors** the Auditors for the time being of the Company, if any;
 - (v) **Audit Committee** has the meaning set forth in Article 85.
 - (vi) **Audit Committee Members** members of the Audit Committee.
 - (vii) **Chairman** has the meaning given thereto in Article 77;

(viii)	Class or Classes	any class or classes of Shares as may from time to time be issued by the Company;
(ix)	Commission	Financial Supervisory Commission of Taiwan or any other authority for the time being administering the Securities and Exchange Act of Taiwan;
(x)	Company	WISDOM MARINE LINES CO., LIMITED 慧洋海運股份有限公司;
(xi)	Consolidated Company	means the new company that results from the consolidation of two or more Constituent Companies;
(xii)	consolidation	means the combination of two or more Constituent Companies into a Consolidated Company and the vesting of the undertaking, property and liabilities of such companies in the Consolidated Company within the meaning of the Law and the Taiwan Laws;
(xiii)	Constituent Company	an existing company that is participating in a Merger with one of more other existing companies within the meaning of the Law and the Taiwan Law;
(xiv)	Directors or Board	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;
(xv)	electronic	shall have the meaning given to it in the Electronic Transactions Law (2003 Revision) (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;
(xvi)	electronic communication	transmission to any number, address or internet website or other electronic delivery methods as may be decided and approved by not less than two-thirds of the vote of the Board, subject to the Law;
(xvii)	Emerging Market	the emerging market board of GreTai Securities Market in Taiwan;
(xviii)	FSC	Financial Supervisory Commission of Taiwan;
(xix)	GreTai Securities Market or GTSM	the GreTai Securities Market in Taiwan;
(xx)	Indemnified Person	has the meaning given thereto in Article 156;
(xxi)	Independent Director	a Director who is an independent director as defined in the Applicable Listing Rules;
(xxii)	Law	The Companies Act (as revised) of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from

		time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;
(xxiii)	Member or Shareholders	a Person who is duly registered as the holder of any Share or Shares in the Register and includes each subscriber to the Memorandum of Association pending entry in the Register of such subscriber as well as persons who are jointly so registered, and “Members” or “Shareholders” means 2 or more of them;
(xxiv)	Memorandum of Association	the memorandum of association of the Company, as amended or substituted from time to time;
(xxv)	Merger	a merger and/or a consolidation;
(xxvi)	merger	the merging of two or more Constituent Companies and the vesting of their undertaking, property and liabilities in one of such company as the Surviving Company within the meaning of the Law and the Taiwan Laws;
(xxvii)	Month	a calendar month;
(xxviii)	MOPS	The Market Observation Post System maintained by TSE & GTSM;
(xxix)	Ordinary Resolution	a resolution passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting of the Company held in accordance with these Articles and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled.
(xxx)	paid up	paid up as to the par value and any premium payable in respect of the issue of any Shares and includes credited as paid up;
(xxxi)	Person	any natural Person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;
(xxxii)	Register	the principal register and any branch register of Members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time, as required to be kept pursuant to the Law;

(xxxiii) Registered Office	the registered office of the Company for the time being as required under the Law;
(xxxiv) Registration Office	such place or places in the Republic of China or elsewhere where the Board from time to time determine to keep a branch register of Shareholders of the Company in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares are to be lodged for registration and are to be registered;
(xxxv) Relevant Period	the period commencing from the date on which any of the securities of the Company first become listed on the GTSM or TSE to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);
(xxxvi) Republic of China ROC or Taiwan	the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;
(xxxvii) Seal	the common seal of the Company (if applicable) or any facsimile or official seal (if applicable) for the use outside of the Cayman Islands;
(xxxviii) Secretary	any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;
(xxxix) Shares	a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;
(xl) Share Premium Account	the share premium account established in accordance with these Articles, the Law and the Taiwan Laws, meaning an account where a sum equal to the aggregate amount of the value of the premiums on Shares which are issued at a premium shall be transferred to;
(xli) Shareholders' Service Agent	The agent licensed by Taiwan authorities to provide certain shareholders services in accordance with the Applicable Listing Rules to the Company;
(xlii) signed	bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an

electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;

(xliii) Special Resolution

means a special resolution of the Company passed in accordance with the Law, being a resolution passed by a majority of not less than two-thirds of such Shareholders as, being entitled to do so, vote in Person or, where proxies are allowed, by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of the Company of which notice, specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled.

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;

(xliv) Special Resolution for Merger

means a resolution of the Company passed in accordance with the Law, being a resolution:

(a) by majority in number representing seventy-five per cent in value of the Shareholders voting together as one class; and

(b) if the Shares to be issued to each Shareholder in the consolidated or surviving company are to have the same rights and economic value as the Shares held in the Company, a Special Resolution of the Shareholders voting together as one class,

and in either case a Shareholder shall have the right to vote regardless of whether the Shares that he holds otherwise give him voting rights;

(xlv) Special Shares

has the meaning given thereto in Article 4;

(xlvi) 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;

(xlvii) Supermajority Resolution Type A

a resolution passed by Shareholders, as being entitled to do so, vote in Person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding at least a majority of the Shares held by all Shareholders attending that meeting, and such

- meeting attended by Shareholders holding not less than two-thirds of all issued Shares of the Company;
- (xlvi) Supermajority Resolution Type B a resolution passed by Shareholders, as being entitled to do so, vote in Person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than two-thirds of the Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding at least a majority of all issued Shares of the Company;
- (xlix) Surviving Company means the sole remaining Constituent Company into which one or more other Constituent Companies are merged within the meaning of the Law and the Taiwan Laws;
- (l) Taiwan Laws the laws and regulations of Taiwan, including without limitation to the Applicable Listing Rules;
- (li) Transfer Office the place where the principal register of Shareholders is located for the time being; and
- (lii) TSE the Taiwan Stock Exchange.
- (b) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.
- (c) In these Articles unless the context otherwise requires:-
- (a) words importing the singular number shall include the plural number and vice-versa;
 - (b) words importing the masculine gender shall include the feminine and neuter genders;
 - (c) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and
 - (d) "may" shall be construed as permissive and "shall" shall be construed as imperative.
- (d) Heading used herein are intended for convenience only and shall not affect the construction of these Articles.

SHARES

3. Subject to these Articles, the Directors may, in respect of all Shares for the time being unissued:
- (a) offer, issue, allot and dispose of such Shares to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Law; and
 - (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto, in accordance with the provisions of the Law;

and, for such purposes, the Directors may reserve an appropriate number of Shares for the time being unissued.

4. Shares of different classes with rights which are preferential or inferior to those of ordinary Shares issued by the Company (“**Special Shares**”) may be created with the approval of a Special Resolution. Special Shares may be issued 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.
5. Prior to the issuance of any Special Shares approved pursuant to the preceding Article 4, these Articles shall be amended to set forth the rights and obligations of the Special Shares, including but not limited to the following terms, and the same shall apply to any variation of rights of Special Shares:
 - (a) Total number of Special Shares been authorized to be issued and the numbers of the Special Shares already issued;
 - (b) order, fixed amount or fixed ratio of allocation of dividends and bonus on Special Shares;
 - (c) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
 - (d) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of special shareholders;
 - (e) other matters concerning rights and obligations incidental to Special Shares; and
 - (f) the method by which the Company is authorized or compelled to redeem the Special Shares, or a statement that redemption rights shall not apply.
6.
 - (A) The issue of new ordinary Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.
 - (B) When the total number of new ordinary Shares has been subscribed to in full, the Company shall immediately press each of the subscribers for payment. Where share certificates are issued above the par value thereof, the amount in excess of such value shall be collected at the same time with the payment for Shares.
 - (C) Where subscriber delays payment for Shares as provided in the preceding paragraph, the Company shall fix a period of not less than one (1) 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. After the Company has made the aforesaid call, the subscribers who fail to pay accordingly shall forfeit their rights and the Shares subscribed to by them shall be otherwise sold. Under the aforesaid circumstances, compensation for loss or damage, if any, may still be claimed against such defaulting subscribers.
7.
 - (A) The Company shall not issue any unpaid Shares or partial paid-up Shares. The Company shall not issue Shares in bearer form.
 - (B) The Company shall not convert the Shares into par value shares if the Company chooses to issue no par value shares.
8. Upon each issuance of new Shares, the Directors may reserve not more than fifteen percent of the new Shares for subscription by the employees of the Company who are determined by the Board in its reasonable discretion.
9. For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, unless otherwise resolved by the Shareholders in general meeting by Ordinary Resolution, if at any time the Board resolves to issue any new Share under Article

6, the Company shall, after reserving the portion of Shares for subscription by its employees and for public offering in Taiwan pursuant to Article 8 and applicable Taiwan Laws respectively, first offer such remaining new Shares by a public announcement according to the Applicable Listing Rules, and a written notice to each then Shareholder for their subscriptions in proportion to the number of Shares held by them respectively. The Company shall state in such written notice that if any Shareholder fails to confirm his subscription within the assigned deadline, his right shall be forfeited. Where a fractional percentage of the original Shares being held by a Shareholder is insufficient to subscribe for one new Share, the fractional percentages of the original Shares being held by several Shareholders may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Shareholder. New Shares left unsubscribed by then Shareholders may be open for public issuance or for subscription by specific Person or Persons through negotiation. Each Shareholder may subscribe such new Shares himself, or designate one or more Persons to subscribe such Shares.

10. The Shareholders' pre-emptive right prescribed under the preceding Article 9 shall not apply in the event that new Shares are issued due to the following reasons or for the following purpose:
 - (a) in connection with any reorganization of the Company;
 - (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the employees;
 - (c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;
 - (d) in connection with meeting the Company's obligation under Share subscription warrant or Special Shares vested with rights to acquire Shares; or
 - (e) any other exemptions provided under Taiwan Laws.
- 10A. (A) The employees of the Company's pre-emptive right prescribed under the preceding Article 8 and the Shareholders' pre-emptive right prescribed under the preceding Article 9 shall not apply in the event that new Shares are issued due to the following reasons or for the following purpose:
 - (a) in connection with a Merger with another company, or for the Merger between subsidiary companies of the Company and other companies, or the Spin-off of the Company;
 - (b) in connection with the Shares issued for being acquired;
 - (c) in connection with acquisition of issued Shares, business, or assets of another company; or
 - (d) in connection with share swap.

(B) Any new Shares issued under preceding paragraph (A) may be paid up in cash or assets required in the business of the Company.
11. Where the Company increases its capital by issuing new Shares in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by an Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail.
12. The Company may, upon resolution by a majority votes at a meeting of the Board attended by two-thirds or more of the Directors, adopt one or more employee incentive programmes pursuant to which shares, options, warrants, or other similar instruments to acquire Shares

may be granted to employees of the Company and/or any of its Affiliated Companies to subscribe for Shares to the extent as permitted by Taiwan Laws. The shares, options, warrants, or other similar instruments to acquire Shares granted to any employee under any employee stock option plan shall be non-transferable, except to the heirs of the employees.

MODIFICATION OF RIGHTS

13. If at any time the share capital of the Company is divided into different Classes, all or any of the special rights attached to any such Class (unless otherwise provided by the terms of issue of the Shares of that Class) may only be materially adversely varied or abrogated with the sanction of a resolution passed at a separate meeting of the holders of the Shares of such Class by holders of not less than seventy-five percent of the issued Shares of that Class as may be present in person or by proxy at a separate general meeting of the holders of the Shares of such Class, but not otherwise. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be one or more Persons at least holding or representing by proxy one-half in nominal or par value amount of the issued Shares of the relevant Class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Shareholders who are present shall form a quorum) and that, subject to the terms of issue of the Shares of that Class, every Shareholder of the Class shall on a poll have one vote for each Share of the Class held by him.
14. 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 materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them, the redemption or purchase of Shares of any Class by the Company.

REGISTERS

15. The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Law.
16. Subject to the provisions of the Law, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its branch register of Shareholders in the Republic of China.

CERTIFICATE

17. For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, the Company shall deliver, or shall cause its Shareholders' Service Agent to deliver, the share certificates to the subscribers by book-entry within thirty (30) days from the date such certificates may be issued pursuant to the Law and/or to the Taiwan Laws. The Company shall make a public announcement in accordance with Applicable Listing Rules prior to the delivery of such certificate.

TRANSFER AND TRANSMISSION OF SHARES

18. Subject to the Law and the Taiwan Laws, 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 more than two years, or such other period as the Directors may determine in their discretion.

19. The instrument of transfer of any Share shall be in writing in any usual or common form or such other form as the Directors may, in their absolute discretion, approve and be executed by or on behalf of the transferor and if so required by the Directors, shall also be executed on behalf of the transferee and shall be accompanied by the certificate (if any) of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register in respect of the relevant Shares.
20. The Board may decline to register any transfer of any Share unless:
 - (a) the instrument of transfer is lodged with the Company, accompanied by the certificate (if any) for the Shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
 - (b) the instrument of transfer is in respect of only one Class of Shares;
 - (c) the Shares concerned are free of any lien in favour of the Company;
 - (d) the instrument of transfer is properly stamped, if required; and
 - (e) in the case of a transfer to joint holders, the number of joint holders to whom the Share is to be transferred does not exceed four.
21. The registration of transfers may be suspended when the Register is closed in accordance with Article 37.
22. All instruments of transfer that are registered shall be retained by the Company, but any instrument of transfer that the Directors decline to register shall (except in any case of fraud) be returned to the Person depositing the same.
23. The Board may, in its absolute discretion at any time and from time to time, remove any Share on the principal register to any branch register or any Share on any branch register to the principal register or any other branch register.
24. Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time stipulate, and which agreement it shall, without giving any reason therefore, be entitled in its absolute discretion to give or withhold) no Shares on the principal register shall be removed to any branch register nor shall Shares on any branch register be removed to the principal register or any other branch register and all removals and other documents of title relating to or affecting the title to any share or other securities of the Company shall be lodged for registration, and be registered, in the case of any Shares on a branch register, at the relevant Registration Office, and, in the case of any Shares on the principal register, at the Transfer Office.
25. Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal register all removals of Shares effected on any branch register and shall at all times maintain the principal register and all branch registers in all respects in accordance with the Law.
26. In the case of the death of a Shareholder, the survivor, and the legal personal representative of a deceased where he was a sole or only surviving holder of a Share, shall be the only Persons recognised by the Company as having any title to the Share. In case of a Share registered in the names of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor where he was a sole or only surviving holder of a Share, shall be the only Persons recognised by the Company as having any title to the Share.

27. Any Person becoming entitled to a Share in consequence of the death or bankruptcy or winding-up of a Shareholder shall upon such evidence being produced as may from time to time be properly required by the Board, and subject as hereinafter provided, have the right either to be registered as a Shareholder in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt Person could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the deceased or bankrupt Person before the death or bankruptcy.
28. A Person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

ALTERATION OF SHARE CAPITAL

29. The Company may from time to time by Ordinary Resolution:
- (a) (deleted)
 - (b) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;
 - (c) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum of Association; and
 - (d) cancel any Shares that, at the date of the passing of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled.
30. (A) The Company may by Special Resolution:
- (a) together with the approval of the Board, issue any Special Shares in accordance with Article 4 and 5;
 - (b) change its name;
 - (c) change the currency denomination of its share capital and/or increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;
 - (d) subject to the Law and the Taiwan Laws, reduce its share capital and any capital redemption reserve in any manner authorised by Law and the Taiwan Laws;
 - (e) participate in the merger/consolidation and dissolve thereafter, or carry on the general transfer, or be acquired by means of share exchange, as well as carry on a division which resulting in the termination of the trading of shares on TSE market, and the surviving, transferee or newly incorporated company is not a listed or GTSM company.
- (B) The Company may, by a Special Resolution for Mergers, effect a Merger of the Company in accordance with the Law.
31. (A) The Company may by a Supermajority Resolution Type A:
- (a) enter into, amend, or terminate any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
 - (b) transfer the whole or any material part of its business or assets;
 - (c) take over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
 - (d) distribute part or all of its dividends or bonus by way of issuance of new Shares;

- (e) effect any Spin-off or winding-up in accordance with the Taiwan Laws;
 - (f) carry out private placement of its securities;
 - (g) modify or alter these Articles; and
 - (h) be acquired by any Surviving Company as a 100% held subsidiary company by means of share swap.
- (B) Alternatively, if the total number of Shares represented by the Shareholders present at such general meeting is not sufficient to meet the quorum criteria specified in the preceding paragraph (A), the Company may effect the above matters by a Supermajority Resolution Type B.
- (C) For the matters which are required to be approved by Supermajority Resolution Type A/ Type B under these Articles, the Company shall not approve such matters by way of Special Resolution or Ordinary Resolution.
- (D) In case the Company has issued Special Shares, any modification or alteration in these Articles prejudicial to the privileges of Special Shareholders shall also be adopted by a meeting of Special Shareholders.
32. (A) In the event any of the resolutions with respect to the paragraph (a), (b), or (c) of the preceding Article 31(A) is adopted by general meeting in accordance with the provisions of the Law, any Shareholder who has notified the Company in writing of his objection to such proposal prior to such meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Shareholder shall have the abovementioned appraisal right if the general meeting resolves on the dissolution of the Company after the completion of transfer of business or assets under the paragraph (b) of Article 31(A).
- (B) In the event any part of the Company's business is spun off or the Company is involved in any Merger, acquisition, share swap with any other company, the Shareholder, 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.
- (C) If the Shareholder filing a request under the preceding paragraph (A) and (B) of this Article 32, the Shareholder shall make such request in writing within twenty (20) days since the resolution of the general meeting was made, specify the price for buying back. If the Company and the Shareholder reach an agreement about the price of buying back, the Company shall pay for the Shares within ninety (90) days since the resolution of the general meeting was made. In case no agreement is reached, the Company shall pay the fair price it has recognized to the dissenting Shareholder who asks for a higher price within ninety (90) days since the resolution of the general meeting was made. If the Company did not pay, the Company shall be deemed to be agreeable to the price requested by the Shareholder.
- (D) In the event that the Shareholder who voted against or waived his/her/its voting right during the meeting may file a request under the preceding paragraph (B) of this Article 32 and the Company fails to reach such agreement with the Shareholder within a sixty-day period commencing from the resolution date, the Shareholder may, within thirty (30) days after such sixty-day period, file a petition to any competent court of Taiwan for a ruling on the appraisal price, and such ruling by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with respect to the

appraisal price. The Taiwan Taipei District Court, ROC, may be the court of first instance for this matter.

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

32A The capital reduction shall be effected based on the percentage of shareholding of the Shareholders pro rata, unless otherwise expressly required by the Taiwan Laws. The Company reducing its capital may return share prices (or the capital stock) to Shareholders by properties other than cash; the returned property and the amount of such substitutive capital contribution shall require a prior approval of the Shareholders' meeting and obtain consents from the Shareholders who receive such property. The Board of Directors shall first have the value of such property and the amount of such substitutive capital contribution audited and certified by a certified public accountant before the shareholders' meeting.

REDEMPTION AND PURCHASE OF SHARES

33. Subject to the Law, the Taiwan Laws and these Articles, the Company may issue Shares on terms that they are to be redeemed or are liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company or the Shareholder on such terms and in such manner as the Company may by Special Resolution, before the issue of such Shares, determine; provided that payment in respect of the redemption of its own Shares shall be made in a manner authorised by the applicable laws (including Taiwan Laws), including out of its profits or the proceeds of a fresh issue of Shares.

34. (A) Subject to the Law, the Taiwan Laws and these Articles, and upon the approval of a majority of the Directors present at a Board meeting attended by two-thirds or more of Directors, the Company may purchase its own Shares for maintaining the Company's credit shareholders' equity and assigning or transferring those shares to its employees. The resolution and the implementation thereof shall be reported in the most recent shareholders meeting. This provision shall also apply if the shares are not purchased for any reason. Except for shares purchased for assigning or transferring to its employees, the Shares so purchased shall be deemed cancelled immediately. If the Company purchases its own Shares and assigns or transfers those Shares to its employees, the Company may restrain such Shares from being assigned or transferred to others within a specific period of time which shall in no case be longer than two years.

(B) The Company may transfer shares to its employees at less than the average actual repurchase price by a Supermajority Resolution Type A. The Company may not raise the aforesaid matter by means of an extraordinary motion. The Company must have listed the following matters in the notice of reasons for that Shareholders Meeting:

- (a) the exercise price, the valuation percentage, the bases of calculations, and the reasonableness thereof;
- (b) the amount of shares to be transferred, the purpose, and the reasonableness thereof;
- (c) qualification requirements for employees subscribing to shares, and the number of shares they are allowed to subscribe for;
- (d) factors affecting shareholders' equity:
 - 1. The possible amount of expensing, and dilution of the Company's earnings per share.
 - 2. Explain what financial burden will be imposed on the Company by transferring shares to employees at less than the average actual repurchase price.

The aggregate amount of the shares being transferred upon the approval of Shareholders Meetings specified in the preceding paragraph may not exceed five (5) percent of the total issued Shares of the Company, and the aggregate amount of shares subscribed by any single employee may not exceed zero point five (0.5) percent of total issued Shares.

- 34A The Company may issue restricted stock for employees with the approval of a Special Resolution. Alternatively, if the total number of Shares represented by the Shareholders present at such general meeting is not sufficient to meet the quorum criteria specified above, the Company may effect the above matters by a Supermajority Resolution Type B. The Company issuing restricted stock for employees shall be in compliance with the Law, these Articles and the Applicable Listing Rules and other applicable Taiwan Laws, including but not limited to, the issuance amount, issuance price, issuance conditions and other matters.
35. The redemption or purchase of any Share shall not be deemed to give rise to the redemption or purchase of any other Share.
36. Subject to the Law and the Taiwan Laws, the Directors may when making payments in respect of redemption or purchase of Shares, if authorised by the terms of issue of the Shares being redeemed or purchased or with the agreement of the holder of such Shares, make such payment either in cash or in specie.

CLOSING REGISTER OR FIXING RECORD DATE

37. For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or those Members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purpose, the Directors may provide that the Register shall be closed for transfers for a stated period. For so long as the Shares are registered in the Emerging Market or listed in the GreTai Securities Market or TSE, the Register shall be closed at least for a period of sixty (60) days, thirty (30) days and five (5) days immediately before the date of each annual general meeting, each extraordinary general meeting and the record date for a dividend distribution, respectively.
38. Apart from closing the Register, the Directors may fix in advance the record dates for any such determination of those Members that are entitled to receive notice of, attend or vote at a meeting of the Members and for the purpose of determining those Members that are entitled to receive payment of any dividend. In the event the Directors designate a record date in accordance with this Article 38, such record date shall be a date prior to the general meeting and the Directors shall immediately make a public announcement on the website designated by the Commission and the GreTai Securities Market or TSE pursuant to the Applicable Listing Rules.

GENERAL MEETINGS

39. All general meetings other than annual general meetings shall be called extraordinary general meetings.
40. The Board may, whenever they think fit, convene a general meeting of the Company; provided that the Company shall in each year hold a general meeting as its annual general meeting within six months after close of each fiscal year and shall specify the meeting as such in the notices calling it.

- 40A. In accordance with Applicable Listing Rules, the general meetings can be held by means of video conference or other methods promulgated by Taiwan-company authorities.
41. At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are registered in the Emerging Market or listed in the GreTai Securities Market or TSE, all physical meetings shall be held in Taiwan. If any-physical meeting is to be held outside Taiwan, an application shall be filed with the GreTai Securities Market (or the TSE, as applicable) for approval within two days after the Board adopts such resolution. Where a general meeting is to be held outside Taiwan, the Company shall engage a duly licensed stock service agent within R.O.C. to handle the administration of such general meeting (such as voting).
42. Any Shareholder or Shareholders entitled to attend general meetings of the Company holding at least three percent (3%) of the paid up share capital of the Company for a period of one year or a longer time may, by depositing the requisition notice at the Registration Office or the Shareholders' Service Agent specifying the objects of the meeting, request the Board to convene an extraordinary general meeting. If the Board does not give notice to Shareholders to convene such meeting within 15 days after the date of the requisition notice, the requisitionists themselves may convene the general meeting. Any Shareholder or Shareholders entitled to attend general meetings of the Company holding at least fifty percent (50%) of the paid up share capital of the Company for a period of three months or a longer time may convene an extraordinary general meeting. The calculation of the holding period and holding number of Shares of the abovementioned Shareholder(s) shall be based on the holding at the time when the Register is closed. For so long as the Shares are registered in the Emerging Market or listed in the GreTai Securities Market or TWSE, such general meetings shall be held in Taiwan.
- 42A. The Board or any other Person having the convening right may require the Company or its Shareholders' Service Agent to provide with the roster of shareholders in convening shareholders' meeting.

NOTICE OF GENERAL MEETING

43. At least thirty and fifteen days' notices in writing, specifying the place, the day and the time of meeting and, in the case of special business, the general nature of that business shall be given in manner hereinafter provided, or in such other manner (if any) as may be prescribed by the Company in general meetings, shall be given to such persons as are entitled to vote or may otherwise be entitled under these Articles of the Company to receive such notices from the Company for any annual and extraordinary general meetings, respectively. 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. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent from the Shareholders or as permitted by the Law and Taiwan Laws.
- 43A The Company shall prepare electronic files of the meeting announcement, proxy form, explanatory materials relating to proposals for ratification, matters for deliberation, election or discharge of directors, and other matters on the shareholders' meeting agenda, and upload them to the MOPS thirty days prior to the scheduled meeting date of that general meeting or fifteen days prior to the scheduled meeting date of a special shareholders' meeting. Where voting powers at a shareholders' meeting are to be exercised in writing, a print version of the materials and a printed ballot shall also be sent to the shareholders.

- 44 (A) The following matters shall be specified in the notice of a general meeting with the of their major content, and shall not be proposed as *ad hoc* motions; the major content may be published on the website designated by the Commission and the GreTai Securities Market or TSE or the Company, and such website shall be indicated in the above notice:
- (a) election or discharge of Directors;
 - (b) amendments to the Memorandum of Association and/or these Articles;
 - (c) reduction of capital;
 - (d) application for the approval of ceasing Shares to be publicly offered;
 - (e) share exchange, winding-up, Merger or Spin-off of the Company;
 - (f) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
 - (g) the transfer of the whole or any material part of its business or assets;
 - (h) taking over another's whole business or assets, which will have a material effect on the business operation of the Company;
 - (i) carrying out private placement of its securities;
 - (j) granting waiver to the Director's engaging in any business within the scope of business of the Company;
 - (k) distributing part or all of its dividends or bonus by way of issuance of new Shares; and
 - (l) capitalization of the statutory reserve and the Capital Reserve (subject to Article 137) by issuing new Shares or cash to its then Shareholders in proportion to the number of Shares being held by each of them.
- (B) However, a Shareholder may submit proposal by *ad hoc* motions at a general meeting if such proposal is related to the matters specified in the notice for such general meeting.

45. For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, the Company shall prepare a manual for each general meeting and the relevant materials, which will be sent to or made available to all Shareholders and shall be published on the website designated by the Commission and the GreTai Securities Market or TSE twenty-one days prior to the scheduled meeting date of that general meeting or fifteen days prior to the scheduled meeting date of that special meeting pursuant to the Applicable Listing Rules and other applicable Taiwan Laws. However, in the case that the Company with paid-in capital reaching NT\$10 billion or more as of the last day of the most recent fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholders' register at the time of holding of the general 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 general shareholders' meeting is to be held.

PROCEEDINGS AT GENERAL MEETING

46. No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business. In case the general meeting proceeds via video conference, the shareholders taking part in such a meeting shall be deemed to have attended the meeting in person. Save as otherwise provided by these Articles, at least two holders of Shares being more than an aggregate of one-half of all Shares in issue present in Person or by proxy and entitled to vote shall be a quorum for all purposes. Provided however, in respect of Ordinary Resolutions, when the number of shares held by Shareholders present in Person or by proxy does not constitute the quorum set forth above, but those present represent an aggregate of one-third or more of all Shares in issue, a conditional resolution may

be passed by a simple majority of those present and voting. A notice of such conditional resolution shall be given to each of the Shareholders and a general meeting shall be reconvened within one month. The quorum for such reconvened general meeting shall be at least two holders of Shares holding an aggregate of one-third or more of all Shares in issue. Such conditional resolution, if passed by a simple majority of those present and voting, shall be deemed to be passed as an Ordinary Resolution.

47. (A) Shareholder(s) holding one percent or more of the total number of outstanding Shares at the time when the Register is closed for transfer prior to the convening date of the annual general meeting may propose in writing or by way of electronic transmission to the Company a proposal for discussion at an annual general meeting, provided that, unless any of the following circumstances is satisfied, the Board shall include the proposal submitted by a shareholder in the agenda:
- (a) Where the subject (the issue) of the said proposal cannot be settled or resolved by a resolution to be adopted at a meeting of shareholders;
 - (b) Where the number of shares of the Company in the possession of the shareholder making the said proposal is less than one percent of the total number of outstanding Shares at the time when the Register is closed for transfer prior to the convening date of the annual general meeting;
 - (c) Where the said proposal is submitted on a day beyond the deadline fixed and announced by the Company for accepting shareholders' proposals; and
 - (d) Where the said proposal containing more than 300 words or more than one matter.
- (B) A shareholder proposal proposed for urging the Company to promote public interests or fulfil its social responsibilities may still be included in the agenda by the Board.
- (C) The submission and handling of shareholder proposals as provided herein shall be subject to the Law and the Taiwan Laws and in accordance with the rules and procedures of shareholders' meeting of the Company from time to time.
48. The Chairman of the Board shall preside as chairman at every general meeting of the Company convened by the Board. For a general meeting convened by any other Person having the convening right, such Person shall act as the chairman of that meeting; provided that if there are two or more Persons jointly having the convening right, the chairman of the meeting shall be elected from those Persons.
49. If at any general meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, any Director nominated by the Directors shall preside as chairman, failing which the Shareholders present shall choose any Person present to be chairman of that meeting.
50. The chairman may by Ordinary Resolution (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting, or adjourned meeting, is adjourned for more than five (5) days, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
51. At any general meeting where a proposal put to the vote of the meeting is decided on a poll, the number or proportion of the votes in favour of, or against, that proposal shall be recorded in the minutes of the meeting. Where a poll is not demanded by any one Member, a declaration

of the chairman that the resolution has been carried shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the same.

- 52. Unless otherwise expressly required by the Law or these Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Shareholders at any general meeting may be passed by an Ordinary Resolution.
- 53. In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

VOTES OF SHAREHOLDERS

- 54. Subject to any rights and restrictions for the time being attached to any Share, every Shareholder who is present in person (or in the case of a shareholder being a corporation, by its duly authorised representative) and every Person representing a Shareholder by proxy shall have one vote, and on a poll every Shareholder who is present in person (or in the case of a shareholder being a corporation, by its duly authorised representative) and every Person representing a Shareholder by proxy shall have one vote for each Share of which he or the Person represented by proxy is the holder which is fully paid or credited as fully paid.
- 55. Where the Company has knowledge that any Shareholder is, under the Taiwan Laws, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.
- 55A In the event a Director has created a pledge on the Company's Shares more than half of the Company's Shares being held by him/her/it at the time he/she/it is elected, the voting power of the excessive portion of Shares shall not be exercised and the excessive portion of Shares shall not be counted in the number of votes of shareholders present at the meeting.
- 56. (A) No vote may be exercised with respect to any of the following Shares:
 - (a) the Shares held by any subordinate company (as defined under Taiwan Laws, hereinafter the "subsidiary") of the Company, where the total number of voting shares or total voting shares equity held by the Company in such a subsidiary represents more than one half of the total number of voting shares or the total voting shares equity of such a subsidiary; or
 - (b) the Shares held by another company, where the total number of the voting shares or total voting 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 voting share equity of such a company.
- (B) The Shares held by any Shareholder having no voting right shall not be counted in the total number of issued Shares while adopting a resolution at a general meeting.
- 57. In the case of joint holders, the joint holders shall select among them a representative for the exercise of their Shareholder's rights and the vote of their representative who tenders a vote whether in Person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.
- 57A In case a Shareholder holds shares for other Person, such Shareholder may exercise his voting power separately.

58. A Shareholder 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 Person, may vote by proxy.
59. A Shareholder may appoint a proxy to attend a general meeting on his behalf by executing a power of attorney prepared by the Company stating therein the scope of power authorized to the proxy. A Shareholder may only execute one power of attorney and appoint one proxy for each general meeting, and shall serve such written proxy to the Company no later than five (5) days prior to the meeting date. In case the Company receives two or more written proxies from one Shareholder, the first one arriving at the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later. The use of proxies and solicitation and relevant proceedings shall be subject to the relevant Taiwan Laws and in particular the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.
60. In case a Shareholder has authorized a proxy to attend the Shareholders' meeting on his behalf and also exercised his voting power in writing or by way of electronic transmission, then the voting power exercised by the authorized proxy for the said Shareholder shall prevail, subject to the Law.
61. The instrument appointing a proxy shall be in the form approved by the Board 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 Shareholder, proxy recipient and proxy solicitation agent (if any). The form of proxy shall be provided to the Shareholders together with the relevant notice for the relevant general meeting, sent either through post or by electronic transmission as the case maybe, and such notice and proxy materials shall be distributed, either through post or by electronic transmission as the case maybe, to all Shareholders on the same day.
62. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Shareholder.
63. Except for trust enterprises duly licensed under Taiwan Laws or Shareholders' Service Agencies approved by Taiwan competent authorities, when a Person who acts as the proxy for two or more Shareholders, the number of votes represented by him shall not exceed three percent (3%) of the total number of votes of the Company and the portion of excessive votes represented by such proxy shall not be counted.
64. A Shareholder cannot exercise his own vote or by proxy on behalf of another Shareholder in respect of any matter or proposed matter or arrangement if he may be interested therein and may cause damage to the Company's interests. Such Shares shall not be counted in determining the number of votes of the Shareholders present at the said meeting.
65. Where the Company has only one Shareholder, a resolution in writing signed by such Shareholder in accordance with these Articles shall be as valid and effective as if the same had been passed at a general meeting of the Company duly called and constituted.
66. To the extent permitted by the Law, the votes may be exercised in writing or by way of electronic transmission if such method for exercising the votes has been described in the

notice of the general meeting, subject to the Law and the Taiwan Laws. The Company shall facilitate and allow Shareholders to exercise the votes by way of electronic transmission and shall specify the method of such exercising of votes in the meeting notice, subject to the Law.

67. For the avoidance of doubt, a Shareholder who exercises his votes in writing or by way of electronic transmission in accordance with the Taiwan Laws and these Articles shall be counted towards the quorum, and shall be deemed to have attended and voted in person at such general meeting for the purposes of these Articles and the Law, but shall be deemed to have waived his votes in respect of any ad hoc motions and amendments to the contents of the original proposals at such general meeting, subject to the Law.
68. A Shareholder shall deliver his declaration about the votes in writing or by way of electronic transmission to the Company no later than the second (2nd) day prior to the scheduled meeting date of the general meeting; whereas if two or more declarations are delivered to the Company, the first declaration shall prevail unless an explicit statement to revoke the previous declaration is made in the declaration which comes later, subject to the Law.
69. In case a Shareholder who has exercised his votes in writing or by way of electronic transmission intends to attend the general meeting in person, he shall, at two days prior to the meeting date serve a separate declaration of intention in the same manner as such Shareholder exercises his votes to revoke his previous declaration of intention made in exercising the votes, subject to the Law. In the absence of a timely revocation of the previous declaration of intention, the votes exercised in writing or by way of electronic transmission shall prevail, subject to the Law.
70. In case the procedure for convening a general meeting of Members or the method of adopting resolutions is in violation of the Law, Taiwan Laws or these Articles, a Shareholder may, within thirty (30) days from the date of the resolution, submit a petition to the Taipei District Court of Taiwan or the competent court in Cayman Islands for an appropriate remedy, including but not limiting to request the court to invalidate and cancel the resolution adopted therein.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETING

71. Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such Person as it thinks fit to act as its representative at any meeting of the Company or of any Class of Members of the Company, and the Person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

DIRECTORS

72. The Company shall have no less than five Directors and no more than ten Directors in number. The exact number of Directors shall be determined by an Ordinary Resolution of the general meeting prior to the election of a new term of Directors. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them.
73. The general meeting of the Shareholders may appoint any natural Person or corporation to be a Director. At a general meeting of election of Directors, the number of votes exercisable in respect of one Share shall be the same as the number of Directors to be elected, and the total number of votes per Share may be consolidated for election of one candidate or may be split

for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director so elected.

74. The Company should also adopt a candidate nomination system which is in compliance with Taiwan Laws. The nomination and election of Directors shall be made in accordance with rules and procedures established by the Company subject to an Ordinary Resolution of Shareholders from time to time, which shall be in compliance with the Law, these Articles and the Applicable Listing Rules and other applicable Taiwan Laws.
75. Subject to these Articles, the term for which a Director will hold office shall be three years; thereafter he may be eligible for re-election. In case no election of new Directors is effected after expiration of the term of office of the existing Directors, the term of office of such Directors shall be extended until the time new Directors are elected and assume their office subject to these Articles and internal rules of the Company from time to time.
76. (a) A Director may be discharged at any time by a Supermajority Resolution Type A adopted at a general meeting. Alternatively, if the total number of Shares represented by the Shareholders present at such general meeting is not sufficient to meet the quorum criteria specified above, the Company may effect the above matter by a Supermajority Resolution Type B.
- (b) In the event a Director has, in the course of performing his/her duties as a Director, committed any act resulting in material damages to the Company or in material violation of these Articles, Laws and Applicable Listing Rules, but not dismissed by a resolution of the general meeting, Shareholder(s) holding 3% or more of the issued and outstanding Shares of the Company may, within 30 days after that general meeting, institute a lawsuit in the Taipei District Court of Taiwan or other competent court for a judgment in respect of such matter.
- (c) (deleted)
- (d) In the event a Director has, in the course of performing his duties as a Director, committed any act for himself or on behalf of another Person in violation of the duty of the loyalty and the due care of a good administrator in conducting the business operation of the company, the meeting of shareholders may, by a resolution, consider the earnings in such an act as earnings of the company unless one year has lapsed since the realization of such earnings.
- (e) In the event a Director has, in the course of performing the business operations, violated any provision of the applicable laws and/or regulations and thus caused damage to any other Person, he/she/it shall jointly and severally be liable with the Company for the damage to such other Person.
- (f) The Officers, in the course of performing their duties to the Company, shall assume responsibilities identical to that of the Directors.
77. The Board shall have a Chairman (the “**Chairman**”) elected and appointed by a majority of the Directors present at the Board meeting the quorum of which shall be two-thirds of all of the Directors then in office. The period for which the Chairman will hold office will also be determined by a majority of the Directors present at the Board meeting with a quorum of at least two-thirds of all of the Directors then in office. The Chairman shall preside as chairman at every meeting of the Board. To the extent the Chairman is not present at a meeting of the

Board within fifteen minutes after the time appointed for holding the same, the attending Directors may choose one of their number to be the chairman of the meeting.

78. The Board may, from time to time, and except as required by the applicable Laws and Taiwan Laws, adopt, institute, amend, modify or revoke the corporate governance policies or initiatives, which shall be intended to set forth the policies of the Company and the Board on various corporate governance related matters as the Board shall determine by resolution from time to time.
79. A Director shall not be required to hold any Shares in the Company by way of qualification.

DIRECTORS' FEES AND EXPENSES

80. The Directors shall receive such remuneration as determined by the Board, in accordance with the extent of the involvement of the business operation and the contribution of each Director, no matter the Company profits or losses at such year, and the Board shall take reference to the average level of the industry.
81. With respect to the preceding Article 80, each Director shall be entitled to be repaid or prepaid all travelling, hotel and incidental expenses reasonably incurred or expected to be incurred by him in attending meetings of the Board or committees of the Board or general meetings or separate meetings of any Class of Shares or of debentures of the Company or otherwise in connection with the discharge of his duties as a Director.
82. Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other Article.

INDEPENDENT DIRECTORS, THE AUDIT COMMITTEE AND THE REMUNERATION COMMITTEE

83. For so long as the Shares are listed on the GreTai Securities Market or TSE, the Company shall have at least 3 Independent Directors, among them at least one Person shall have a domicile within Taiwan, to be elected by way of a candidate nomination system in compliance with the Law, the Applicable Listing Rules and other applicable Taiwan Laws. In the event that the seat of any Independent Director being lower than three Persons, a by-election for Independent Director(s) shall be held at the next following general meeting. In the event that the seats of all Independent Directors become vacant, the Company shall convene an extraordinary general meeting to hold a by-election within 60 days from the date on which the situation arose. The term of each new Independent Director shall be the remainder of the term of each respective Independent Director whose seat has become vacant.
84. Independent Directors shall possess professional knowledge and maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held, as well as assessment of independence of Independent Directors shall be governed by the Applicable Listing Rules, in particular, the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies promulgated by the FSC on March 28, 2006 and any amendments or supplements made

subsequently mutatis mutandis. Subject to the condition that the Board does not or is unable to convene a meeting of shareholders, the independent directors of the Audit Committee may, for the benefit of the Company, call a meeting of shareholders when it is deemed necessary.

85. (a) The Company shall establish an Audit Committee.
- (b) The Audit Committee shall comprise all the Independent Directors. It shall not be fewer than three Persons in number, one of whom shall be the convenor, and at least one of whom shall have accounting or financial expertise.
- (c) A resolution of the Audit Committee shall be approved by one-half or more of all Audit Committee Members.
86. (a) The following matters shall be subject to the approval of one-half or more of all Audit Committee Members and be submitted to the Directors for a resolution:
- (1) adoption or amendment of an internal control system;
 - (2) assessment of the effectiveness of the internal control system;
 - (3) adoption of or amendment to handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, monetary loans to others, or endorsements or guarantees for others;
 - (4) a matter bearing on the personal interest of a Director;
 - (5) a transaction related to material asset or derivatives;
 - (6) a material monetary loan, endorsement, or provision of guarantee;
 - (7) the offering, issuance, or private placement of any equity-type securities;
 - (8) the engagement or dismissal of an attesting chartered public accountant, or the compensation given thereto;
 - (9) the appointment or discharge of a financial, accounting, or internal auditing officer; and
 - (10) annual and semi-annual financial reports;
- (b) With the exception of subparagraph 10, any matter under a subparagraph of the preceding paragraph (a) of this Article 86 that has not been approved with the approval of one-half or more of all Audit Committee Members may be undertaken upon the approval of two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the meeting of Directors.
- 86A Before the Board is held to resolve matters of the Merger and acquisition, the Audit Committee shall review the fairness and reasonableness of the plan and transaction of the Merger or acquisition and then report the review results to the Board and the general meeting. When the Audit Committee reviews the fairness and reasonableness of the plan and transaction of the Merger and acquisition, the Audit Committee shall seek opinions from an independent expert on the reasonableness of the share swap ratio or distribution of cash or other assets. The review results of the Audit Committees and opinions of independent experts shall be delivered to the Shareholders together with the notice of a general meeting for the Merger or acquisition. If the Company has made a public announcement publishing the same content as in the aforementioned documents, which shall be delivered to the Shareholders, on the website designated by the Commission and the GreTai Securities Market or TSE and the aforementioned documents are prepared at the venue of the general meeting, those documents shall be deemed as having been sent to the Shareholders.
- 86B For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, the Company shall establish a remuneration committee. Remuneration shall include salary, stock options, and any other substantive incentive measures for directors and managerial officers. The professional qualifications for the

members of the remuneration committee, the exercise of their powers of office, and related matters shall be made in accordance with rules and procedures established by the Company.

ALTERNATE DIRECTOR OR PROXY

87. Any Director may in writing appoint another Shareholder to be his alternate and, save to the extent provided otherwise in the form of appointment, such alternate shall have authority to act in such Director's place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to attend and vote at meetings of the Directors as a Director when the Director appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Such alternate shall not be an officer of the Company and shall be deemed to be the agent of the Director appointing him. The remuneration of such alternate shall be payable out of the remuneration of the Director appointing him and the proportion thereof shall be agreed between them
88. 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. 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.

POWERS AND DUTIES OF DIRECTORS

89. Subject to the Law, these Articles, Taiwan Laws and to any resolutions passed in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company. No resolution passed by the Company in general meeting shall invalidate any prior act of the Directors that would have been valid if that resolution had not been passed.
90. The Directors may from time to time appoint any Person, whether or not a Director to hold such office in the Company as the Directors may think necessary for the administration of the Company, including but not limited to, the office of the chief executive officer, president, one or more vice-presidents, chief financial officer or controller, treasurer, assistant treasurer, or manager, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Any Person so appointed by the Directors may be removed by the Directors. The Directors may also appoint one or more of their number to the office of managing director upon like terms, but any such appointment shall ipso facto determine if any managing director ceases from any cause to be a Director, or if the Company by Ordinary Resolution resolves that his tenure of office be terminated.
91. The Directors may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as they think fit. Any Secretary or assistant Secretary so appointed by the Directors may be removed by the Directors.
92. The 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 regulations that may be imposed on it by the Directors.

93. The Directors may from time to time and at any time by power of attorney (whether under Seal or under hand) or otherwise appoint any company, firm or Person or body of Persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other appointment 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 authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
94. The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the three next following Articles shall not limit the general powers conferred by this Article.
95. The Directors from time to time and at any time may establish any committees, local boards or agencies for managing any of the affairs of the Company and may appoint any Persons to be members of such committees or local boards and may appoint any managers or agents of the Company and may fix the remuneration of any such Persons.
96. The Directors from time to time and at any time may delegate to any such committee, local board, manager or agent any of the powers, authorities and discretions for the time being vested in the Directors and may authorise the members for the time being of any such local board, or any of them to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit and the Directors may at any time remove any Person so appointed and may annul or vary any such delegation, but no Person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
97. Any such delegates as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.

Borrowing Powers Of Directors

98. Subject to these Articles, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

THE SEAL

99. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal. The Seal shall be affixed in the presence of a Director or a Secretary or in the presence of any one or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence
100. The Company may maintain a facsimile of the Seal in such countries or places as the Directors may appoint and such facsimile Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of such facsimile Seal and if given after may be in general form confirming a number of affixings of such facsimile Seal. The facsimile Seal shall be affixed in the presence of such Person or Persons as the Directors shall for this purpose appoint and

such Person or Persons as aforesaid shall sign every instrument to which the facsimile Seal is so affixed in their presence and such affixing of the facsimile Seal and signing as aforesaid shall have the same meaning and effect as if the Seal had been affixed in the presence of and the instrument signed by a Director or a Secretary or in the presence of any one or more Persons as the Directors may appoint for the purpose

101. Notwithstanding the foregoing, a Secretary shall have the authority to affix the Seal, or the facsimile Seal, to any instrument for the purposes of attesting authenticity of the matter contained therein but which does not create any obligation binding on the Company.

DISQUALIFICATION AND CHANGES OF DIRECTORS

102. The office of Director shall be vacated, if such Director:
- (a) committed a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of Taiwan) and has been adjudicated guilty by a final judgment, and has not started serving the sentence, has not completed serving the sentence, or five years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon;
 - (b) has been sentenced to imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and has not started serving the sentence, has not completed serving the sentence, or two years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon;
 - (c) committed an offence under the Anti-Corruption Act of Taiwan and has been adjudicated guilty by a final judgment, and has not started serving the sentence, has not completed serving the sentence, or two years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon;
 - (d) becomes bankrupt under the laws of any country or has been adjudicated of the commencement of the liquidation procedure by the court, and having not been reinstated to his rights and privileges;;
 - (e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;
 - (f) losses all or part of legal capacity as defined under the Taiwan Laws;
 - (g) dies or is found to be or becomes of unsound mind or a patient for any purpose of any statute or applicable law relating to mental health and the Directors resolved that his office is vacated;
 - (h) if he ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of any law or enactment;
 - (i) resigns his office by notice in writing to the Company;
 - (j) is removed from office pursuant to Article 76;
 - (k) has been adjudicated the commencement of assistantship and such assistantship has not been revoked yet; and/or
 - (l) transfers more than one half of the total number of the Shares of the Company being held by him/her/it at the time he/she/it was elected during the term of office as a Director; unless otherwise, he/she/it is the Independent Director.
103. Except as approved by the GreTai Securities Market or TSE or the Commission, the following relationships shall not exist among more than half of the Company's Directors: (1) A spousal relationship; or (2) A familial relationship within the second degree of kinship as defined under the Taiwan Laws.
104. (A) When the Company convenes a general meeting for the election of Directors

and the original selectees do not meet the conditions stipulated in the preceding Article 103, the election of the Director receiving the lowest number of votes among those Directors not meeting the conditions shall be deemed invalid and void. When a Person serving as Director violates the preceding Article 103, that Person shall cease to act as a Director.

(B) In the event that any Director, after being elected and before his/her/its inauguration of the office of Director, transfers more than one half of the total number of shares of the Company held by him/her/it at the time he/she/it was elected; or transfers more than one half of the total number of shares of the Company held by him/her/it within the period stated in Article 37 before the date of meeting of shareholders, then his/her/its election as a Director shall be deemed invalid; unless otherwise, he/she/it is the Independent Director.

105. When the number of Directors falls below five due to a Director ceasing to act for any reason, the Company shall hold a by-election for Director at the next following general meeting of Shareholders. When the number of Directors falls short by one-third of the total number of Directors of the same term elected pursuant to these Articles, the Company shall convene an extraordinary general meeting within sixty days of the occurrence of that fact to hold a by-election for Directors. The term of each new Director shall be the remainder of the term of each respective Director whose seat has become vacant.

105A Where re-election of all directors is effected prior to the expiration of the term of office of existing directors, and in the absence of a resolution that existing directors will not be discharged until the expiry of their present term of office, all existing directors shall be deemed discharged in advance. The aforesaid resolution of re-election shall be attended by shareholders holding at least a majority of all issued Shares of the Company.

PROCEEDINGS OF DIRECTORS

106. The Directors may meet together (either within or without the Cayman Islands) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit. Unless otherwise provided, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A Director may, and on the requisition of a Director shall, at any time summon a meeting of the Directors.

107. A Director may participate in any meeting of the Board, or of any committee appointed by the Board of which such Director is a member, by means of video conference and such participation shall be deemed to constitute presence in person at the meeting.

108. Unless otherwise provided, the quorum necessary for the transaction of the business of the Directors shall be more than one-half of the Directors. A Director represented by proxy or by an alternate Director at any meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present.

109. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in regard to any contract so made. A Director who has a personal

interest in the matter under discussion at a meeting of Directors shall explain to the Board meeting the essential contents of such personal interest, and the Company shall itemize the essential contents of a director's personal interest and the cause of approval or dissent to the resolution of merger/consolidation or acquisition in the notice to convene a meeting of shareholders; the essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the company, and the address of such website shall be indicated in the above notice. A Director who has a personal interest in the matter under discussion at a meeting, which may be adverse to the interest of the Company, cannot vote his own vote or by proxy on behalf of another Director. The voting right of such Director which cannot be exercised shall not be counted in the number of votes of Directors present at the board meeting (but shall still be counted in the quorum for such meeting).

- 109A 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.
110. Notwithstanding the preceding Articles, a Director may hold any other office or place of 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 and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
111. Subject to these Articles, any 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 herein contained shall authorise a Director or his firm to act as auditor to the Company.
112. The Directors shall cause all minutes to be made in books or loose-leaf folders provided for the purpose of recording:
- (a) all appointments of officers made by the Directors;
 - (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
 - (c) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.
113. (deleted)
114. The continuing Directors may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to these 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.
115. Subject to any regulations imposed on it by the Directors, a committee appointed by the Directors may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the committee members present may choose one of their number to be chairman of the meeting.

116. A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to any regulations imposed on it by the Directors, questions arising at any meeting shall be determined by a majority of votes of the committee members present.
117. All acts done by any meeting of the Directors or of a committee of Directors, or by any Person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to be a Director.
118. The following actions require the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds of all Directors:
- (a) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusted business, or for regular joint operation with others;
 - (b) the sale or transfer of the whole or any material part of its business or assets;
 - (c) taking over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
 - (d) the election of Chairman of the Board pursuant to these Articles; and
 - (e) issuance of corporate bonds.

DIVIDENDS

119. Subject to any rights and restrictions for the time being attached to any Shares, the Company by Ordinary Resolution may declare dividends and other distributions on Shares in issue and authorise payment of the same out of the funds of the Company lawfully available therefor.
- 119A. As regards the dividend policy, subject to the Law, the Company may consider factors including, among others, the Company's overall development, financial plans, the demand for working capital, the current industry outlook, future prospects and the proportion of cash and/or shares to be paid as dividends. Subject to Article 120, and after paying or reserving taxes due, deducting previous years' losses, the Directors may present for approval by Ordinary Resolution at a general meeting a proposed plan for allocation of dividends ("**Distributable Profits**") and, upon such approval being duly given, cause the said plan to be implemented in the form of cash and/or shares, provided that no less than ten percent (10%) of the **Profit for the year attributable to Owners of the Company** shall be distributed as dividend in each financial year, and no less than twenty percent (20%) of the total dividends distributed in each financial year shall be in the form of cash.
120. The Directors may, before recommending any dividend, set aside out of the funds legally available for distribution such sums as they think proper as a reserve or reserves which shall, in the discretion of the Directors be applicable for meeting contingencies, or for equalising dividends or for any other purpose to which those funds may be properly applied and pending such application may in the absolute discretion of the Directors, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit.
121. Any dividend may be paid by cheque sent through the post to the registered address of the Shareholder or Person entitled thereto, or in the case of joint holders, to the representative of such joint holders at his registered address or to such Person and such address as the Shareholder or Person entitled, or such joint holders as the case may be, may direct. Every such cheque shall be made payable to the order of the Person to whom it is sent or to the order

of such other Person as the Shareholder or Person entitled, or such joint holders as the case may be, may direct.

122. Subject to any rights and restrictions for the time being attached to any Shares, all dividends shall be declared and paid according to the number of the Shares held by the Shareholders.
123. If several Persons are registered as joint holders of any Share, any of them may give effectual receipts for any dividend or other moneys payable on or in respect of the Share.
124. No dividend shall bear interest against the Company.
125. No dividend shall be declared or paid or shall be made otherwise than in accordance with the Law.

ACCOUNTS, AUDIT, AND ANNUAL RETURN AND DECLARATION

126. The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors.
127. The books of account shall be kept at the Registered Office or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
128. No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Law and Taiwan Laws or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.
129. After the end of each fiscal year, the Board shall prepare and submit the financial statements and records and such other reports and documents as may be required by the Law and the Taiwan Laws to the annual general meeting of Shareholders for its ratification and after the meeting shall distribute to each Shareholder the copies of ratified financial statements and the resolutions on the earning distribution and/or loss offsetting. However, the Company may notify its Shareholders who hold less than 1,000 Shares by way of a public announcement of the abovementioned statements and resolutions.
130. The Board shall keep copies of the yearly business report and financial statements at the office of its Shareholders' Service Agent before ten (10) days of the annual general meeting and any of its Shareholders is entitled to inspect such documents during normal business hours of such service agent. The Board shall keep copies of the Articles, the minutes of every general meeting of the Shareholders and the financial statements, the Register and the counterfoil of corporate bonds issued by the Company at the business office of its Shareholders' Service Agent. Any Shareholder may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, an access to inspect and to make copies of the above documents.
131. Save for otherwise provided under these Articles, 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 Shareholders not being Directors, and no Shareholder (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by Ordinary Resolution.

132. The accounts relating to the Company's affairs shall only be audited in such manner and with such financial year end as may be determined from time to time by the Directors, or required by the Applicable Listing Rules or other Taiwan Laws.
133. The Directors in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

AUDIT

134. The Directors may appoint an Auditor of the Company who shall hold office until removed from office by a resolution of the Directors and may fix his remuneration.
135. Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and Officers of the Company such information and explanation as may be necessary for the performance of the duties of the auditors.
136. Auditors shall, if so required by the Directors, make a report on the accounts of the Company during their tenure of office at the next annual general meeting following their appointment, and at any time during their term of office, upon request of the Directors or any general meeting of the Members.

CAPITALISATION OF RESERVE

137. (A) For purpose of the Articles, Capital Reserve means (1) the Share Premium Account, (2) the income from endowments received by the Company, and (3) other items required to be treated as Capital Reserve pursuant to the Taiwan Laws. Capital Reserve may only be used for (a) making good the loss of the Company, (b) capitalisation as set forth in the Article 137, or (c) as otherwise provided for in the Taiwan Laws and/or the Law.
- (B) Subject to the Law, when the Company does not have any loss on its books, the Company may by Special Resolution capitalize (1) the Share Premium Account and (2) the income from endowments received by the Company, from the Capital Reserve in whole or in part, by issuing new shares to its Shareholders in proportion to the number of Shares being held by each of them. Article 8 is not applicable for the issuance of new Share pursuant to Article 137 herein.

Tender Offer

138. Within seven 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 Listing Rules, the Board shall resolve to recommend to the Shareholders whether to accept or object to the tender offer and make a public announcement of the following:
- (a) the types and amount of the Shares held by the Directors and the Shareholders holding more than 10% of the outstanding Shares in its own name or in the name of other Persons;
 - (b) recommendations to the Shareholders on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefore;
 - (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 Shareholders holding more than 10% of the outstanding Shares held in its own name or in the name of other Persons.

Share Premium Account

- 139. The Directors shall in accordance with the Law 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.
- 140. There shall be debited to any Share Premium Account on the redemption or purchase of a Share the difference between the nominal value of such Share and the redemption or purchase price provided always that at the discretion of the Directors such sum may be paid out of the profits of the Company or, if permitted by the Law, out of capital.
- 141. The Company shall at all times comply with the provisions of the Law in relation to the share premium account, the premiums attaching to Shares and the capital redemption reserve fund.

WINDING UP

- 142. Subject to the Law, if the Company shall be wound up, and the assets available for distribution amongst the Shareholders 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 Shareholders in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Shareholders shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Shareholders in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
- 143. Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law and in compliance with the Applicable Listing Rules, divide amongst the Shareholders 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 Shareholders or different Classes. 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 Shareholders as the liquidator, with the like sanction shall think fit, but so that no Shareholder shall be compelled to accept any asset whereon there is any liability.
- 144. The Company shall keep all statements, records of account and documents for a period of ten years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by Ordinary Resolution.

NOTICES

- 145. Subject to the Law and except as otherwise provided in these Articles, any notice or document may be served by the Company or by the Person entitled to give notice to any Shareholder either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Shareholder at his address as appearing in the Register, or to the extent permitted by all applicable laws and regulations, by posting on the MOPS or the Company's website, by electronic means by transmitting it to any

electronic mail number or address such Shareholder 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 in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

146. Any Shareholder 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.
147. Any notice or other document, if served by:
- (a) post or courier, shall be deemed to have been served five days after the time when the letter containing the same is posted or delivered to the courier;
 - (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) recognised courier service, shall be deemed to have been served 48 hours after 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, subject to the Law.

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

148. Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with the terms of these Articles shall notwithstanding that such Shareholder 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 Shareholder 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 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.
149. Notice of every general meeting of the Company shall be given to:
- (a) all Shareholders holding Shares with the right to receive notice as at the record date and who have supplied to the Company an address for the giving of notices to them; and
 - (b) every Person entitled to a Share in consequence of the death or bankruptcy of a Shareholder, who but for his death or bankruptcy would be entitled to receive notice of the meeting and has informed the Company with the supporting documents as requested by and satisfactory to the Company.

No other Person shall be entitled to receive notices of general meetings.

AMENDMENT OF MEMORANDUM AND ARTICLES

150. Subject to the Law, Taiwan Laws and the Articles including without limitation Article 13, the Company may at any time and from time to time by a Special Resolution alter or amend the Memorandum of Association or these Articles in whole or in part, or change the name of the Company.

ORGANISATION EXPENSES

151. The preliminary and organisation expenses incurred in forming the Company shall be paid by the Company and may be amortised in such manner and over such period of time and at such rate as the Directors shall determine and the amount so paid shall in the accounts of the Company, be charged against income and/or capital.

OFFICES OF THE COMPANY

152. The Registered Office of the Company shall be at such address in the Cayman Islands as the Directors shall from time to time determine. The Company, in addition to its Registered Office, may establish and maintain an office in the Cayman Islands or elsewhere as the Directors may from time to time determine.

Information

153. The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of these Articles, the minutes of every meeting of the Shareholders and the financial statements, the Register of Members and the counterfoil of corporate bonds issued by the Company. Any Shareholder of the Company may request, by submitting evidentiary document(s) to show his interests involved and indicating the scope of interested matters, an access to inspect, transcribe and to make copies of these Articles, accounting books and records referred to in the above; if these Articles, accounting books and records are kept in a Shareholders' Service Agent, the Company shall make such agent to provide with the access.
154. Without prejudice to the rights set forth in these Articles, no Shareholder shall be entitled to require discovery of any information in respect of any detail of the Company's trading or any information which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board would not be in the interests of the members of the Company to communicate to the public.
155. The Board shall be entitled to release or disclose to any regulatory or judicial authority any information in its possession, custody or control regarding the Company or its affairs to any of its Shareholder including, without limitation, information contained in the Register of Members and transfer books of the Company

INDEMNITY

156. Every Director (including for the purposes of this Article 156 any alternate Director appointed pursuant to the provisions of these Articles), the Managing Directors, every alternate Directors, every Auditors, every Secretary and other officer for the time being and from time to time of the Company (each an "**Indemnified Person**") shall be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such Indemnified Person, other than by reason of such Indemnified Person's own dishonesty, wilful default or fraud, in or about the conduct of the Company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.

157. No Indemnified Person shall be liable to the Company unless such liability arises through such Indemnified Person's own dishonesty, wilful default or fraud.

Non-Recognition Of Trusts

158. Subject to the proviso hereto, no Person shall be recognised by the Company as holding any Share upon any trust and the Company shall not, unless required by law, be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share or (except only as otherwise provided by these Articles or as the Law requires) any other right in respect of any Share except an absolute right to the entirety thereof in each Shareholder registered in the Register, provided that, notwithstanding the foregoing, the Company shall be entitled to recognise any such interests as shall be determined by the Directors in their absolute discretion.

Financial Year

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

Registration By Way Of Continuation

160. The Company may by Special Resolution resolve to be registered by way of continuation in a jurisdiction outside the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing. In furtherance of a resolution adopted pursuant to this Article 160, the Directors may cause an application to be made to the Registrar of Companies in the Cayman Islands to deregister the Company in the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing and may cause all such further steps as they consider appropriate to be taken to effect the transfer by way of continuation of the Company.

Corporate Social Responsibility

161. 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 when conducting business.

慧洋海運股份有限公司股東會議事規則

2023 年 5 月 12 日
股東常會修訂通過

第一條

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，特訂定本規則。

第二條

本公司股東會之議事規則，除法令或章程另有規定者外，應依本規則之規定。

第三條（股東會召集及開會通知）

本公司股東會除法令另有規定外，由董事會召集之。

公司召開股東會視訊會議，除公開發行股票公司股務處理準則另有規定外，應以章程載明，並經董事會決議，且視訊股東會應經董事會以董事三分之二以上之出席及出席董事過半數同意之決議行之。

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。

本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站，但本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。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專業股務代理機構。

前項之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：

- 一、召開實體股東會時，應於股東會現場發放。
- 二、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。
- 三、召開視訊股東會時，應以電子檔案傳送至視訊會議平台。

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。

選任或解任董事、監察人、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、分割或公司法第一百八十五條第一項各款之事項、證券交易法第二十六條之一、第四十三條之六、發行人募集與發行有價證券處理準則第五十六條之一及第六十條之二之事項，應在召集事由中列舉並說明其主要內容，不得以臨時動議提出。

股東會召集事由已載明全面改選董事、監察人，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。

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，以一項為限，提案超過一項者，均不列入議案。另股東所提議案有公司法第 172 條之 1 第 4 項各款情形之一，董事會得不列為議案。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 1 項為限，提案超過 1 項者，均不列入議

案。

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

本公司應於股東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。

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

第四條（委託出席股東會及授權）

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

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

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

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。

第五條（召開股東會地點及時間之原則）

股東會召開之地點，應於本公司所在地或便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考量獨立董事之意見。

本公司召開視訊股東會時，不受前項召開地點之限制。

第六條（簽名簿等文件之備置）

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。

前項受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之；股東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。

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。

本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。

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

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。

股東會以視訊會議召開者，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。

股東會以視訊會議召開者，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。

第六條之一

本公司召開股東會視訊會議，應於股東會召集通知載明下列事項：

一、股東參與視訊會議及行使權利方法。

二、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之處理方式，至少包括下列事項：

(一) 發生前開障礙持續無法排除致須延期或續行會議之時間，及如須延期或續行集會時之日期。

(二) 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。

(三) 召開視訊輔助股東會，如無法續行視訊會議，經扣除以視訊方式參與股東會之出席股數，出席股份總數達股東會開會之法定定額，股東會應繼續進行，以視訊方式參與股東，其出席股數應計入出席之股東股份總數，就該次股東會全部議案，視為棄權。

(四) 遇有全部議案已宣布結果，而未進行臨時動議之情形，其處理方式。

三、召開視訊股東會，並應載明對以視訊方式參與股東會有困難之股東所提供之適當替代措施。除公開發行股票公司股務處理準則第四十四條之九第六項規定之情形外，應至少提供股東連線設備及必要協助，並載明股東得向公司申請之期間及其他相關應注意事項。

第七條（股東會主席、列席人員）

股東會如由董事會召集者，其主席由董事長擔任之，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者，由董事互推一人代理之。

前項主席係由常務董事或董事代理者，以任職六個月以上，並瞭解公司財務業務狀況之常務董事或董事擔任之。主席如為法人董事之代表人者，亦同。

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、至少一席審計委員會成員親自出席，及各類功能性委員會成員至少一人代表出席，並將出席情形記載於股東會議事錄。

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。

本公司得指派所委任之律師、會計師或相關人員列席股東會。

第八條（股東會開會過程錄音或錄影之存證）

本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。

前項影音資料應至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴

訟終結為止。

股東會以視訊會議召開者，本公司應對股東之註冊、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音及錄影。

前項資料及錄音錄影，本公司應於存續期間妥善保存，並將錄音錄影提供受託辦理視訊會議事務者保存。

股東會以視訊會議召開者，本公司宜對視訊會議平台後台操作介面進行錄音錄影。

第九條（股東會出席股數之計算與開會）

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。

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；股東會以視訊會議召開者，本公司另應於股東會視訊會議平台公告流會。

前項延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時，得依公司法第一百七十五條第一項規定為假決議，並將假決議通知各股東於一個月內再行召集股東會；股東會以視訊會議召開者，股東欲以視訊方式出席者，應依第六條向本公司重行登記。

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

第十條（議案討論）

股東會如由董事會召集者，其議程由董事會訂定之，相關議案(包括臨時動議及原議案修正)均應採逐案票決，會議應依排定之議程進行，非經股東會決議不得變更之。

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

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

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。

第十一條（股東發言）

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

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

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言

違反規定或超出議題範圍者，主席得制止其發言。

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

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

出席股東發言後，主席得親自或指定相關人員答覆。

股東會以視訊會議召開者，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，不適用第一項至第五項規定。

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。

第十二條（表決股數之計算、迴避制度）

股東會之表決，應以股份為計算基準。

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

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

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

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

第十三條（議案表決、監票及計票方式）

股東每股有一表決權；但受限制或公司法第 179 條第 2 項所列無表決權者，不在此限。

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，故本公司宜避免提出臨時動議及原議案之修正。

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

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

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

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，

其他議案即視為否決，勿庸再行表決。

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

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

本公司召開股東會視訊會議，以視訊方式參與之股東，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。

股東會以視訊會議召開者，應於主席宣布投票結束後，為一次性計票，並宣布表決及選舉結果。

本公司召開視訊輔助股東會時，已依第六條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。

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。

第十四條（選舉事項）

股東會有選舉董事、監察人時，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、監察人之名單與其當選權數及落選董監事名單及其獲得之選舉權數。

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

第十五條（會議紀錄及簽署事項）

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

前項議事錄之分發，得以輸入公開資訊觀測站之公告方式為之。

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及表決結果（包含統計之權數）記載之，有選舉董事、監察人時，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。

股東會以視訊會議召開者，其議事錄除依前項規定應記載事項外，並應記載股東會之開會起迄時間、會議之召開方式、主席及紀錄之姓名，及因天災、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時之處理方式及處理情形。

本公司召開視訊股東會，除應依前項規定辦理外，並應於議事錄載明，對於以視訊方式參與股東會有困難股東提供之替代措施。

第十六條（對外公告）

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

會議召開者，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。

本公司召開股東會視訊會議，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。

股東會決議事項，如有屬法令規定、臺灣證券交易所股份有限公司規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。

第十七條（會場秩序之維護）

辦理股東會之會務人員應佩帶識別證或臂章。

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，應佩戴臂章或識別證。

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

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

第十八條（休息、續行集會）

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

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

股東會得依公司法第一百八十二條之規定，決議在五日內延期或續行集會。

第十九條（視訊會議之資訊揭露）

股東會以視訊會議召開者，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。

第二十條（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。

第二十一條（斷訊之處理）

股東會以視訊會議召開者，本公司得於會前提供股東簡易連線測試，並於會前及會議中即時提供相關服務，以協助處理通訊之技術問題。

股東會以視訊會議召開者，主席應於宣布開會時，另行宣布除公開發行股票公司股務處理準則第四十四條之二十四第四項所定無須延期或續行集會情事外，於主席宣布散會前，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，不適用公司法第一百八十二條之規定。

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。

依第二項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。依第二項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、監察人當選名單之議案，無須重行討論及決議。

本公司召開視訊輔助股東會，發生第二項無法續行視訊會議時，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，無須依第二項規定延期或續行集會。

發生前項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。

本公司依第二項規定延期或續行集會，應依公開發行股票公司股務處理準則第四十四條之二十第七項所列規定，依原股東會日期及各該條規定辦理相關前置作業。

公開發行公司出席股東會使用委託書規則第十二條後段及第十三條第三項、公開發行股票公司股務處理準則第四十四條之五第二項、第四十四條之十五、第四十四條之十七第一項所定期間，本公司應依第二項規定延期或續行集會之股東會日期辦理。

第二十二條（數位落差之處理）

本公司召開視訊股東會時，應對於以視訊方式出席股東會有困難之股東，提供適當替代措施。除公開發行股票公司股務處理準則第四十四條之九第六項規定之情形外，應至少提供股東連線設備及必要協助，並載明股東得向公司申請之期間及其他相關應注意事項。

第二十三條

本規則經股東會通過後施行，修正時亦同。

第二十四條

1. 本程序訂定日期為 2008 年 12 月 31 日。
2. 本程序第一次修訂日期為 2011 年 6 月 17 日。
3. 本程序第二次修訂日期為 2012 年 6 月 29 日。
4. 本程序第三次修訂日期為 2013 年 6 月 21 日。
5. 本程序第四次修訂日期為 2015 年 5 月 29 日。
6. 本程序第五次修訂日期為 2020 年 5 月 22 日。
7. 本程序第六次修訂日期為 2021 年 5 月 21 日。
8. 本程序第七次修訂日期為 2022 年 5 月 20 日。
9. 本程序第八次修訂日期為 2023 年 5 月 12 日。

附錄十、 全體董事持股情形

慧洋海運股份有限公司
全體董事持股情形

職稱	姓名	選任日期	選任時持有股數			現在持有股數			備註
			種類	股數	持股比例	種類	股數	持股比例	
董事長	藍俊昇	2024 年 5 月 31 日	普通股	202,815,349	27.17%	普通股	191,815,349	25.70%	
董事	福井正幸	2024 年 5 月 31 日	普通股	1,666,990	0.22%	普通股	1,666,990	0.22%	
董事	金洲投資有限公司	2024 年 5 月 31 日	普通股	1,507,519	0.20%	普通股	1,507,519	0.20%	
董事	慧文投資有限公司	2024 年 5 月 31 日	普通股	39,442,047	5.28%	普通股	36,242,047	4.86%	
獨立董事	劉彩卿	2024 年 5 月 31 日	普通股	0	0%	普通股	0	0%	
獨立董事	邱永和	2024 年 5 月 31 日	普通股	0	0%	普通股	0	0%	
獨立董事	林則君	2024 年 5 月 31 日	普通股	0	0%	普通股	0	0%	
獨立董事	陳清怡	2024 年 5 月 31 日	普通股	0	0%	普通股	0	0%	
獨立董事	馬國柱	2024 年 5 月 31 日	普通股	0	0%	普通股	0	0%	

註1：2024年5月31日發行總股數：746,409,199股。

註2：截至本次股東常會停止過戶日止，本公司已發行總股數：746,409,199股。

註3：本公司無證券交易法第26條之適用。

註4：截至本次股東常會停止過戶日止，本公司全體董事持有股數：231,231,905股。

附錄十一、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. 依中華民國公司法第 172 條之 1 相關規定，本公司 2025 年股東常會受理股東提案時間為 2025 年 03 月 14 日起至 2025 年 03 月 24 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。



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